

EXHIBIT D

Custom Terms Agreement Vizient/ODP Program

THIS CUSTOM TERMS AGREEMENT (the “CTA”) is entered into on [____], 20[____] (“Effective Date”) by and between ODP Business Solutions, LLC (“ODP”) and [____] (“Participating Member”).

Account # [_____]

1. Participating Member is eligible to purchase Products and services from ODP for all categories, and is governed by the terms and conditions of that certain Product Supplier Agreement BP0273, between ODP and Vizient Supply, LLC, effective November 1, 2022, as amended (“Agreement”).
2. Participating Member agrees to purchase from ODP, and ODP agrees to sell to Participating Member, various Products and services as offered under the Vizient program in accordance with the terms and conditions of such Agreement and this CTA at the Tier [] level.
3. This CTA shall commence on the Effective Date. Either party may terminate this CTA upon 60 days’ prior written notice to the other party at any time during the term of this CTA without penalty unless specified below. In the event that the Agreement expires or is terminated for any reason, this CTA shall terminate as of the same date.
4. Participating Member is eligible to begin earning rebates and incentives available under the Vizient program. Rebates/Incentives: (i) are based on Participating Member executing this CTA; (ii) are conditional on Participating Member paying ninety percent (90%) of all invoices within the agreed upon terms in the Agreement; and (iii) will be paid against total paid invoices on Net Sales occurring while this CTA is in full force and effect. Should outstanding invoices exist, ODP reserves the right to withhold payment for rebates/incentives against outstanding invoices in lieu of payment directly to Participating Member. Except for the Point of Sale Discount, at end of each calendar year, ODP will issue a payment to Participating Member representing the dollar value of all earned rebates and incentives earned during that calendar year. Rebates/Incentives include:
 - Point of Sale Discount: 1% discount paid at point of sale directly to Participating Member for orders with a minimum value of Sixty Dollars (\$60.00) based on pre-tax order size. Certain exclusions apply.
 - (Initial here) [_____]
 - Standardization Rebate: 3% annual rebate on Net Sales for Participating Member who agrees to purchase 90% of office products Potential from ODP and is in compliance with the Vizient Standardization Program.
 - (Initial here) [_____]
5. Capitalized terms used in this CTA shall have the meaning ascribed to them under the Agreement unless otherwise defined herein. Except as expressly modified by this CTA, the original terms and the conditions of the Agreement apply to the sale of Products and services under this CTA.

6. For Employee Purchase Program, Member's employees will be liable for their own personal purchases and will be required to use a personal credit card for all purchases.

IN WITNESS WHEREOF, the parties hereto have caused this CTA to be duly executed as of the day and year first above written.

ODP BUSINESS SOLUTIONS, LLC

PARTICIPATING MEMBER

By: _____

By: _____

Its: _____

Its: _____

On: _____

On: _____