



STATE OF RHODE ISLAND
DEPARTMENT OF REVENUE – DIVISION OF TAXATION
SALES AND USE TAX

RESALE CERTIFICATE

I HEREBY CERTIFY under penalties of perjury that I hold valid Permit to Make Sales at Retail No. _____ issued pursuant to the Rhode Island Sales and Use Tax Act, that I am engaged in the business of selling _____; that the tangible personal property described herein which I shall purchase from:

Williams-Sonoma DTC, Inc./Williams-Sonoma Stores, Inc.

will be resold by me in the form of tangible personal property; provided, however, that in the event any of such property is used for any purpose other than retention, demonstration or display while holding it for sale in the regular course of business, it is understood that I am required by the above Act to report and pay tax, measured by the purchase price of such property.

Description of property to be purchased:

I declare that the information provided herein is complete and accurate to the best of my knowledge. In addition, by signing this tax exemption form below, I am acknowledging and representing my understanding and acceptance of, and to be bound by, the additional tax terms and conditions set forth below.

Name of Purchaser: _____

Address _____

dated _____, 20____

Signature _____

Tax Terms & Conditions

For purposes of these Terms and Conditions, "Customer" shall mean the buyer of the products referenced in this tax exemption form.

Taxes

Customer shall comply with all applicable state laws including sales and use tax.

Indemnification

Customer shall indemnify Williams-Sonoma DTC, Inc. ("WSDTC") or Williams-Sonoma Stores, Inc. ("WSS"), or any of its affiliates, subsidiaries, parent companies, directors, officers, employees and agents for any tax, interest and penalties that are assessed by a taxing or other governmental authority arising from or related to any failure on the Customer's part to collect and remit legally required tax on tax-exempt purchases.

Invoicing – Sales Tax Billing Errors

If Customer is invoiced sales tax incorrectly, Customer shall claim a tax paid purchase (or similar) credit on their state specific sales tax return for those states which permit the claiming of such credits.

If Customer requires a sales tax refund related to any previous purchases from WSDTC or WSS, a written request including a statement of facts, along with all relevant supporting documentation (e.g., Resales Certificate, etc.), must be submitted within three (3) months of the original invoice date.

Audit Requirements

Customer shall comply with all reasonable requirements and requests of Williams-Sonoma, Inc. ("WSI"), including but not limited to the submission of the state sales tax registration numbers for those states where Customer is sales tax registered and doing business.

In the event that WSI, WSDTC, WSS or any of their affiliates is subjected to any tax audits related to previous sales to the customer on a tax-exempt basis, customer will fully cooperate with WSI in providing all appropriate information, as well as any required documentation, in an effort to meet the tax audit requirements of all tax authorities.