

TENNESSEE DEPARTMENT OF REVENUE

TENNESSEE SALES OR USE TAX
BLANKET CERTIFICATE OF RESALE



TO: Vendor's Name Williams-Sonoma DTC, Inc./Williams-Sonoma Stores, Inc.
Vendor's Address 3250 Van Ness Avenue San Francisco CA 94109

The undersigned hereby certifies that the merchandise purchased on each order we shall give, and until this notice is revoked by us in writing, is purchased for

- Resale as tangible personal property, or resale of a service subject to tax.
- A component part of an article to be produced for sale by manufacturing, assembling, processing, or refining.
- Rental or leasing of tangible personal property.
- Use in accordance with the provisions of Rule No. 68. (A copy of the letter must be given to the vendor.)
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(Indicate the purpose for which the property is bought when no Sales or Use Tax is to be collected.)

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 Business _____ |
| Sales Tax Registration Number _____ | Name of Dealer _____ |
| of Purchaser _____ | By: _____ |
| Date _____ | Address _____ |

This Certificate must be completed and signed before it is valid.

WARNING

The vendor must know, within the use of ordinary care, that the merchandise obtained upon this certificate of resale is that normally sold by the vendee in the usual course of business. Vendors failing to exercise such care will be held liable for the Sales Tax due upon such purchases.

Any merchandise obtained upon this resale certificate is subject to the Sales and Use Tax if it is used or consumed by the vendee in any manner and must be reported and the tax paid thereon directly to the Department of Revenue.

TENNESSEE CODE ANNOTATED SECTION 67-6-607 MAKES IT A MISDEMEANOR TO MISUSE A CERTIFICATE OF REGISTRATION WITHOUT PAYING THE SALES AND USE TAXES, AND SUBJECTS THE CERTIFICATE TO REVOCATION.

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.