

Barnes & Noble

VENDOR COMPLIANCE CERTIFICATION

The company or person executing this certification, on its behalf and on behalf of its subsidiaries, affiliates, contractors, sub-contractors, agents and representatives (collectively, "Vendor") hereby certifies to Barnes & Noble, Inc. and its subsidiaries and affiliates (collectively, "B&N") that:

- Products supplied to or manufactured for B&N fully comply with all applicable laws, rules, regulations and product safety and other industry accepted standards. Vendor has exercised due care and established systems, policies and procedures to ensure the foregoing and is aware of no information that reasonably suggests that any product that it supplies to or manufactures for B&N is in violation of any applicable laws, rules, regulations and product safety and other industry accepted standards.
- Vendor shall comply with the Barnes & Noble Vendor Requirements (located on <http://www.barnesandnobleinc.com/vendors/>), including, without limitation, the Barnes & Noble Vendor and Product Compliance Requirements and the Barnes & Noble Vendor Code of Conduct. Please refer to the Barnes & Noble Vendor and Product Compliance Requirements page for special requirements related to certain specific product categories.
- Vendor understands and agrees that B&N may monitor compliance through random product testing, audit reviews or documentation verification or otherwise.
- Vendor is accountable for expenses related to recalling, replacing or repairing products, and Vendor shall defend, indemnify and hold B&N harmless from any liability, legal actions, penalties, fines, costs or other expenses, arising from Vendor's actual or alleged non-compliance with any applicable laws, rules or regulations, or standards.

This Vendor Compliance Certification is hereby executed by an authorized signatory of the Vendor as of the date set forth below.

Legal Operating Name of Vendor (please print) B & N Vendor # (DC or AP)

Address, City, State, Zip (please print)

Name of Principal of Vendor (please print) Title (please print)

Principal Signature (Required) Date

Email Address (please print)