

CONTRACT MODIFICATION NO. 01
BETWEEN THE UNIVERSITY of MARY WASHINGTON and BARNES & NOBLE
September 18, 2020

In accordance with the terms and conditions of the original Contract, #UMW 18-797, "Changes to the Contract", under the General Terms and Conditions, the following modifications have been mutually agreed upon, and will take effect after full execution of this document by both parties.

Relative to the general scope of the above referenced contract, the University of Mary Washington hereby modifies section IV.C.3.b.vi.c) of the contract as follows:

During the period of July 1, 2020 through June 30, 2021 (UMW's FY 2021), and as a result of the impact of COVID-19 on University and Contractor operations, the requirement for Contractor to pay the greater of the Guaranteed Amount (equal to 90% of Calculated Sales Commissions of the immediately preceding year) or Calculated Commission is hereby replaced with the requirement that the contractor pay commission on gross sales at the following rates:

Commission rate = 14.00% of gross sales up to \$2,300,000

Commission rate = 16.00% of gross sales \$2,300,000 and above

Commission on First Day and eTextbooks = 7% of gross sales

The greater of the Guaranteed Amount or the Calculated Commission, as defined in section IV.C.3.b.vi.c.) of the contract, shall be reinstated for UMW's FY22 period, commencing July 1, 2021, and shall continue during the term of the contract, assuming campus operations are returned to pre-COVID19 status.

All other terms and conditions of the original contract referenced above shall remain in force.

As such, within fifteen (15) days after full execution of this modification, contractor shall pay the University FY20 commissions due for the months of April, May, and June, 2020, the total of which is Seventy-Five Thousand Dollars and zero cents (\$75,000.00). Funds shall be paid via ACH in accordance with the terms of contract #UMW -18-797.

By signing this modification, representatives of each party are certifying authorization to sign and agree to be bound by the terms and conditions of the contract.

The signature block for this modification is found on page 2.

CONTRACTOR**Barnes & Noble College Booksellers, LLC**Signature: Christopher PetersonName (Printed): Christopher PetersonTitle: Vice Persident, StoresEmail: Cpeterson@bncollege.comPhone: 412 434 8218Date: September 22, 2020**AGENCY****University of Mary Washington**Signature: Melva A. H. KishpaughName (Printed): Melva A. H. KishpaughTitle: Director, Procurement ServicesDate: September 22, 2020