

**AMENDMENT NO. 1  
TO  
PROFESSIONAL SERVICES AGREEMENT**

This **Amendment No.1** to the Professional Services Agreement (the “*Amendment*”) is dated as of July 1, 2020 and made effective as of August 1, 2020 (“*Amendment No.1 Effective Date*”) by and between **Shutterfly, LLC** (formerly known as Shutterfly, Inc.) (“*Shutterfly*”), a Delaware corporation with offices at 2800 Bridge Parkway, Redwood City, CA 94065 and **The Specialist Works EM, LLC**, 2700 Cumberland Parkway SE, Suite 550, Atlanta, GA 30339 (“*Company*”).

WHEREAS, the parties have entered into that certain Professional Services Agreement dated as of August 1, 2019, (the “*Agreement*”) and desire to amend the Agreement as provided in this Amendment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Amendment of Agreement. The following amendments to the Agreement are hereby made:
  - a. Section 2.1 is hereby amended to read as follows:  
“This Agreement shall commence on the Effective Date and shall be in full force and effect through July 31, 2021, unless earlier terminated in accordance with paragraph 10 (Termination). Any extension of the term will be subject to mutual written agreement between the parties.”
2. Survival of Terms. Except as otherwise amended in this Amendment, all provisions of the Agreement shall remain in full force and effect.
3. Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.
4. Severability. If one or more provisions of this Amendment are held to be unenforceable under applicable law, such provision shall be excluded from this Amendment and the balance of the Amendment shall be interpreted as if such provision were so excluded and shall be enforceable in accordance with its terms.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the Amendment No. 1 Effective Date.

**SHUTTERFLY, LLC**

Signature: *Orr Shakked*  
Orr Shakked (Jul 22, 2020 14:31 PDT)

Name (Print) Orr Shakked

Title: VP Marketing

Date: Jul 22, 2020

**The Specialist Works EM, LLC**

Signature: *Ryan Rager*  
Ryan Rager (Jul 22, 2020 16:55 EDT)

Name (Print) Ryan Rager

Title: Managing Partner

Date: Jul 22, 2020









# Specialist Works Amendment No. 1 to Professional Services Agreement

Final Audit Report

2020-07-22

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