IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

FEDERAL TRADE COMMISSION, *et al.*, Plaintiffs, v. **STAPLES, INC.** and **OFFICE DEPOT, INC.**, Defendants.	Civil Action No. 15-cv-2115

Stipulation and [Proposed] Order

WHEREAS, Plaintiffs, the Federal Trade Commission (the "Commission"), the District of Columbia, and the Commonwealth of Pennsylvania, filed their Complaint in this matter on December 7, 2015, seeking, among other relief, a temporary restraining order and preliminary injunction enjoining Staples, Inc. from acquiring Office Depot, Inc. (the "Proposed Merger"); and

WHEREAS, absent this Stipulation, Defendant Staples, Inc. would be free to consummate the proposed acquisition as of 12:01 a.m. on December 9, 2015; and

WHEREAS, the parties have agreed that Defendants will not consummate the proposed merger until four business days after the Court rules on the Commission's motion for a preliminary injunction, pursuant to Section 13(b) of the Federal Trade Commission Act, 15 U.S.C. § 53(b);

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED AMONG THE PARTIES:

1. Staples, Inc. and Office Depot, Inc. shall not consummate the Proposed Merger, or otherwise effect a combination of Staples, Inc. and Office Depot, Inc., until four business days after the Court rules on the Commission's motion for a preliminary injunction, pursuant to Section 13(b) of the Federal Trade Commission Act, 15 U.S.C. § 53(b); and
2. In connection with the paragraph immediately above, Staples, Inc. and Office Depot, Inc. shall take any and all necessary steps to prevent any of their officers, directors, domestic or foreign agents, divisions, subsidiaries, affiliates, partnerships, or joint ventures from consummating, directly or indirectly, any such merger, or otherwise effecting any combination between Staples, Inc. and Office Depot, Inc.; and
3. This Stipulation and Order is without any prejudice to any rights or defenses that any Defendant may have; and
4. Any party may seek to amend this Stipulation and Order at any time upon proper notice.

Dated: December 8, 2015

Respectfully Submitted,

/s/ Tara Reinhart

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SO ORDERED, this _____ day of December, 2015.

Judge Emmet G. Sullivan
United States District Court Judge

NAMES OF PERSONS TO BE SERVED

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on the 8th day of December, 2015, I served the foregoing on the following counsel via electronic mail:

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