**IN THE UNITED STATES DISTRICT COURT**
**FOR THE DISTRICT OF COLUMBIA**

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| **FEDERAL TRADE COMMISSION**, *et al.*,<br><br>Plaintiffs,<br><br>v.<br><br>**STAPLES, INC.** and<br>**OFFICE DEPOT, INC.**,<br><br>Defendants. | Civil Action No. _____-cv-_____ |

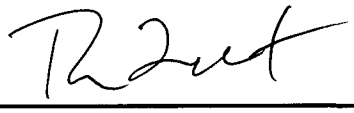
**Motion for Entry of Temporary Restraining Order**

Plaintiff, the Federal Trade Commission (the "Commission"), has filed this action seeking an order preliminarily enjoining the acquisition of Defendant Office Depot, Inc. ("Office Depot") by Defendant Staples, Inc. ("Staples"). In the attached signed agreement, Staples and Office Depot agreed to file a stipulation with the Court under which Staples will not consummate any acquisition of any stock, assets, or other interest of Office Depot until four business days after the Court rules on the Commission's motion for a preliminary injunction. By this motion, the Commission, by its designated attorneys, moves this Court pursuant to Section 13(b) of the Federal Trade Commission Act, 15 U.S.C. § 53(b), for a temporary restraining order temporarily enjoining the proposed acquisition of Office Depot by Staples. The Commission will separately submit the signed stipulation by the Defendants. The disposition of this motion is time sensitive and we respectfully request that the Court rule on this motion as quickly as possible.

The Proposed Order for a temporary restraining order is attached for the Court's approval.

Dated: December 7, 2015

Respectfully Submitted,



Tara Reinhart
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Federal Trade Commission
Bureau of Competition
400 Seventh Street, N.W.
Washington, D.C. 20024

*Attorney for Federal Trade Commission*

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Director
Bureau of Competition

October 9, 2015

VIA E-MAIL

Jeffrey H. Perry
Weil, Gotshal & Manges LLP
1300 Eye Street NW, Suite 900
Washington, DC 20005

Matthew J. Reilly
Simpson Thacher & Bartlett LLP
900 G Street, NW
Washington, DC 20001

Re: Proposed Merger of Staples, Inc. and Office Depot, Inc.

Dear Jeffrey and Matthew,

This letter sets forth understandings between the Federal Trade Commission Bureau of Competition ("FTC"), Staples, Inc. ("Staples"), and Office Depot, Inc. ("Office Depot") (Staples and Office Depot collectively "the Parties") in connection with the proposed merger of Staples and Office Depot (the "Proposed Merger"). It is agreed as follows:

1. Unless the FTC provides written consent, the Parties agree not to close the Proposed Merger before 12:01 AM Eastern Time on December 9, 2015;

2. The FTC agrees to file any enforcement action seeking to enjoin the Proposed Merger on or before December 8, 2015;

3. In the event that the FTC files an enforcement action seeking to enjoin the Proposed Merger, the Parties agree to file a stipulation with the court as follows:

    a. The Parties shall not consummate the Proposed Merger, or otherwise effect a combination of Staples and Office Depot, until four business days after the court rules on the FTC's motion for a preliminary injunction, pursuant to Section 13(b) of the Federal Trade Commission Act; and

    b. In connection with the immediately above paragraph, the Parties 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 and Office Depot.

4. The FTC agrees not to file an administrative action challenging the Proposed Merger prior to December 4, 2015;

5. Staples will conduct a diligent search to populate the fields identified in the <WL Compilation Template.xlsx> file for (i) the records identified in the <SPLS_2013 2014 $1M+ Records.xlsx> file and (ii) any records found after a diligent search for 2013 and 2014 "consumable office supplies" bid opportunities for companies listed on the 2014 Fortune 100, that were identified by the Staples Advantage business development team and a request was made to the Staples Advantage pricing team to provide pricing support (collectively, the "Supplemental Data"). Staples will produce the Supplemental Data to the FTC on or before October 30, 2015, subject to the following:

   a. In the event Staples does not produce the Supplemental Data by November 6, 2015, all other deadlines in this agreement will be extended on a day-for-day basis until Staples has produced the Supplemental Data. Any such extended deadlines falling on a weekend or federal holiday will be extended to the next business day.

   b. By way of example, if Staples submits its production of the Supplemental Data on November 10, 2015, all other dates in this agreement will be extended by four (4) calendar days; except that because the FTC's deadline to file an enforcement action under Paragraph 2 would fall on a weekend, that date would be extended to Monday, December 14, and the Parties' closing date under Paragraph 1 would be extended to 12:01 am on the following day, Tuesday, December 15.

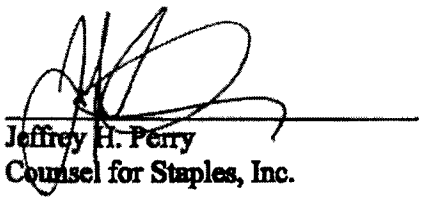
6. The Parties shall provide reasonable cooperation in responding to additional questions that FTC staff may pose with respect to the documents and data submitted by the Parties in this matter.

If you agree to the terms set forth in this letter, please indicate your agreement by countersigning below and returning to us.

Sincerely,

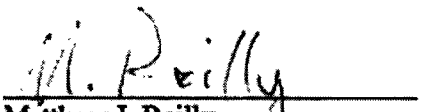
Deborah L. Feinstein
Director

**Agreed to By:**



Jeffrey H. Perry
Counsel for Staples, Inc.

10-12-15
Date



Matthew J. Reilly
Counsel for Office Depot, Inc.

10-9-15
Date

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that on the 7th day of December, 2015, I served the foregoing on the following counsel via electronic mail:

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