

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 07/01/2009	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☒ the final return/report;</div><div>☐ an amended return/report;</div><div>☒ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ☐
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information
1a	Name of plan CORPORATE EXPRESSS US INC. 401(K) RETIREMENT PLAN TRUST
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 06/04/2002
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) CORPORATE EXPRESS, INC. 1 ENVIRONMENTAL WAY BROOKFIELD, CO 80021
2b	Employer Identification Number (EIN) 84-0978360
2c	Sponsor's telephone number 303-664-2000
2d	Business code (see instructions) 453210

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	06/30/2010	NANCY LAZGIN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") CORPORATE EXPRESS, INC. 1 ENVIRONMENTAL WAY BROOKFIELD, CO 80021	3b Administrator's EIN 84-0978360 3c Administrator's telephone number 303-664-2000
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	10111
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2G 2J 2K 2T 2R

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 07/01/2009

<div>A Name of plan</div> <div>CORPORATE EXPRESSS US INC. 401(K) RETIREMENT PLAN TRUST</div>	<div>B Three-digit plan number (PN)</div> <div>▶ 001</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>CORPORATE EXPRESS, INC.</div>	<div>D Employer Identification Number (EIN)</div> <div>84-0978360</div>

Part I

Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71 60	RECORDKEEPER	82278	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

FIDUCIARY VEST LLC

20-2217636

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
14	PLAN ADMINISTRATOR	34825	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 07/01/2009		
A Name of plan CORPORATE EXPRESSS US INC. 401(K) RETIREMENT PLAN TRUST	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 CORPORATE EXPRESS, INC.	D Employer Identification Number (EIN) 84-0978360	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	356844	0
(2) Participant contributions	1b(2)	1595	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	566005	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	506273	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	13059382	0
(9) Value of interest in common/collective trusts.....	1c(9)	66777999	0
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	247110588	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	328378686	0

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	328378686	0
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	5991425	
(B) Participants	2a(1)(B)	11608263	
(C) Others (including rollovers)	2a(1)(C)	191206	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		17790894

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2594	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	506027	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		508621

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	4234	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4234

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1380910	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1342394	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		38516

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3484903
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		14207566
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		36034734

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	45243155	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		45243155
f Corrective distributions (see instructions)	2f		1178
g Certain deemed distributions of participant loans (see instructions).....	2g		54957
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	112239	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		112239
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		45411529

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-9376795
l Transfers of assets:			
(1) To this plan.....	2l(1)		468
(2) From this plan	2l(2)		319002359

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: HEIN & ASSOCIATES LLP

(2) EIN: 84-0749233

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☒ Yes ☐ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
STAPLES, INC. EE'S 401(K) SVNGS PLN	04-2896127	002

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 07/01/2009

A Name of plan <u>CORPORATE EXPRESSS US INC. 401(K) RETIREMENT PLAN TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CORPORATE EXPRESS, INC.</u>	D Employer Identification Number (EIN) <u>84-0978360</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



Corporate Express US Inc. 401(k) Retirement Plan

Financial Statements

**For the Six Months Ended July 1, 2009 and the
Twelve Months Ended December 31, 2008**

Together with Independent Auditor's Report

Corporate Express US Inc. 401(k) Retirement Plan

Index

For the Six Months Ended July 1, 2009 and the Twelve Months Ended
December 31, 2008

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INDEPENDENT AUDITOR'S REPORT

To the Participants and Administrator of
Corporate Express US Inc. 401(k) Retirement Plan

We were engaged to audit the financial statements of the Corporate Express US Inc. 401(k) Retirement Plan (the "Plan") as of July 1, 2009, December 31, 2008, and for the six months ended July 1, 2009, as listed in the accompanying index. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of July 1, 2009 and December 31, 2008 and for the six months ended July 1, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As discussed in Note 1 to the financial statements, the Corporate Express, Inc. Retirement Plan Committee, the Plan's sponsor, voted on December 3, 2008 to merge the Plan into the Staples, Inc. 401(k) Plan effective July 1, 2009. All Plan assets were transferred to the Staples, Inc. 401(k) Plan on July 1, 2009.

A handwritten signature in black ink that reads 'Hein & Associates LLP'.

HEIN & ASSOCIATES LLP

Denver, Colorado
June 21, 2010

717 17th Street, 16th Floor
Denver, Colorado 80202
Phone: 303-298-9600
Fax: 303-298-8118
www.heincpa.com

Corporate Express US Inc. 401(k) Retirement Plan
Statements of Net Assets Available for Benefits
As of July 1, 2009 and December 31, 2008

	As of July 1, 2009	As of December 31, 2008
Assets		
Investments, at fair value	\$ —	\$ 314,960,865
Participant loans	—	13,059,382
	<hr/>	<hr/>
Total investments (Note 5)	—	328,020,247
Receivables:		
Participant contributions	—	1,595
Company contribution	—	356,844
	<hr/>	<hr/>
Total receivables	—	358,439
Net assets available for benefits, at fair value	—	328,378,686
Adjustment for fully benefit-responsive contract	—	2,709,876
	<hr/>	<hr/>
Net assets available for benefits	<u>\$ —</u>	<u>\$ 331,088,562</u>

The accompanying notes are an integral part of these financial statements.

Corporate Express US Inc. 401(k) Retirement Plan
Statement of Changes in Net Assets Available for Benefits
For the Six Months Ended July 1, 2009

Additions to Net Assets Attributed to:

Participant contributions	\$ 11,608,263
Company contributions	5,991,425
Interest and dividends	3,042,973
Net transfer of assets from other plans (including rollovers)	191,674
Net appreciation in fair value of investments	<u>12,490,990</u>
Total additions	<u>33,325,325</u>

Deductions from Net Assets Attributed to:

Benefits paid to participants	(45,299,289)
Administrative expenses (Note 2)	(112,239)
Net transfer of assets to other plans	<u>(319,002,359)</u>
Total deductions	<u>(364,413,887)</u>

Net Decrease in Net Assets Available for Benefits (331,088,562)

Net Assets Available for Benefits at:

Beginning of year	<u>331,088,562</u>
End of year	<u>\$ —</u>

The accompanying notes are an integral part of these financial statements.

Corporate Express US Inc. 401(k) Retirement Plan

Notes to Financial Statements

For the Six Months Ended July 1, 2009 and the Twelve Months Ended December 31, 2008

1. Description of the Plan

Corporate Express, Inc. (the “Company”) is the plan sponsor for the Corporate Express US Inc. 401(k) Retirement Plan (the “Plan”). The Plan was established for the benefit of the eligible employees of the Company. The following description of the Plan provides only general information. Participants and all others should refer to the Plan document for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan intended to constitute a qualified trust under Section 401(k) of the Internal Revenue Code (“IRC”) (Note 6). The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Fidelity Management Trust Company (the “Trustee”) provided the trust and recordkeeping services for the Plan years for the six months ended July 1, 2009 and the twelve months ended December 31, 2008.

The Corporate Express U.S. Inc. 401(k) Retirement Plan was merged into the Staples, Inc. Employees’ 401(k) Savings Plan effective July 1, 2009. All plan assets were transferred out of the Corporate Express 401(k) Plan and transferred to the Staples 401(k) Plan as of that date.

Eligibility

All non-union employees of the Company were eligible to participate in the Plan provided that they were not covered by the Corporate Express US Inc. Union 401(k) Retirement Plan. Eligibility to participate began on the first day of employment.

Employee Contributions

The Plan allowed eligible participants to contribute a portion of their salaries or wages to the Plan on a before-tax basis within limits defined by the Plan. The maximum contribution for a participant may not exceed the annual maximum limits established under Code Section 402(g). All income earned from invested contributions accumulates tax deferred until withdrawal.

Participants may change the level of their contribution or suspend contributions entirely to the Plan at any time during the Plan year by contacting the Fidelity Benefits Retirement line or through the Fidelity website.

Rollovers represent funds that new participants bring into the Plan from previous employer-qualified plans.

Company Contributions

The Plan document allowed the Company to determine the matching contribution on an annual basis. During the six months ended July 1, 2009 and the twelve months ended December 31, 2008, the Company provided a matching contribution of 100% of the first 4% of each participant’s eligible contribution. The Plan document also allowed for the Company to make an annual profit sharing contribution, which was allocated using a formula that meets the non-discrimination requirements of the IRC. During the six months ended July 1, 2009 and the twelve months ended December 31, 2008, the Company did not make a profit sharing contribution.

Corporate Express US Inc. 401(k) Retirement Plan
Notes to Financial Statements
For the Six Months Ended July 1, 2009 and the Twelve Months Ended
December 31, 2008

Vesting

Participant contributions were fully vested upon contribution. Effective January 1, 2005, the Plan was amended to become a Safe Harbor 401(k) Plan; therefore, all Company contributions made after January 1, 2005 are 100% vested upon contribution. However, Company contributions made prior to January 1, 2005 continued to vest based upon years of service according to the following schedule:

Years of Service	Vested Percentage
Fewer than 1	0%
1	25%
2	50%
3	75%
4	100%

Unvested balances at the time of termination are forfeited. Forfeiture amounts were applied toward future Company contributions to other participants. Prior to allocation of the forfeiture account balance towards Company contributions at July 1, 2009 and December 31, 2008, there was \$0 and \$124,320 in the forfeiture account, respectively.

Distribution of Benefits

A participant's vested interest in the Plan was payable by lump sum upon termination of employment, upon death of the participant, upon attaining normal retirement age (65), or upon being considered disabled as determined by the Plan's Benefits Committee. Upon attainment of age 59½, a participant may withdraw his or her participant contributions. A participant may also have elected to withdraw his or her Company contributions if he or she is 100% vested in these contributions.

Distributions to employees were normally made upon termination of employment, either automatically (for account balances less than \$1,000) or upon request to the Fidelity Benefits Retirement line or via the Fidelity website. There were no amounts due to these participants that had not been paid at June 30, 2009 and December 31, 2008.

At any time, but not more frequently than once a year, a participant with an immediate and critical need may have requested a hardship withdrawal in an amount no greater than is necessary to satisfy such financial hardship. Such request must have received approval of the Company's benefit administrator.

Participant Loans

Loans were interest bearing at 2% above the published prime rate. Loan requests had to be greater than \$1,000 and could not exceed \$50,000. All loans were limited to 50% of a participant's vested account balance.

Corporate Express US Inc. 401(k) Retirement Plan
Notes to Financial Statements
For the Six Months Ended July 1, 2009 and the Twelve Months Ended
December 31, 2008

Participant Accounts

Each participant's account was credited with his or her contribution, the Company matching contribution, rollovers, and earnings and losses on the participant's fund investments. The participant was entitled to the vested portion of their account.

2. Summary of Accounting Policies

Basis of Presentation

The financial statements of the Plan have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Investment contracts held by a defined contribution plan or by a fund within a defined contribution plan are required to be reported at fair value. However, as provided in the FSP AAG INV-1 and SOP 94-4-1, an investment contract is generally valued at contract value, rather than fair value, to the extent it is fully benefit-responsive. Contract value, which is equal to contributions plus earnings less withdrawals and expenses, is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invested in investment contracts through its participation in the Fidelity Managed Income Portfolio II (the "MIP II"), a common/collective trust fund. The statements of net assets available for benefits present the fair value of the investment in the MIP II as well as the adjustment of the investment in the MIP II from fair value to contract value. The fair value of the Plan's interest in the MIP II is based on information reported by the issuer of the common/collective trust at year-end. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Investments Valuation

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year end. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the plan year. The participant loans are valued at their outstanding balances, which approximate fair value.

The Plan's interest in the MIP II, which is certified by Fidelity, is calculated by applying the Plan's ownership percentage in the MIP II to the total fair value of the MIP II. The underlying assets owned by the MIP II consist primarily of readily marketable fixed income securities with quoted market prices. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The respective average yield and crediting interest rates were 3.40% and 3.48% for 2008 and 2.74% and 1.53% for 2009. As of July 1, 2009, there were no assets held in the MIP II fund. The crediting interest rate is based on a formula agreed upon with the issuer, and the frequency of resetting the crediting interest rate is done annually. Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to Plan documents (including complete or partial plan termination or merger with another plan); (ii) Company bankruptcy or other Company events (e.g., divestitures or spin-offs of a subsidiary) which cause a significant withdrawal from the Plan, or (iii) the failure of the Plan to qualify for federal income tax exemption or prohibited transaction exemptions. The merger of the Plan in

Corporate Express US Inc. 401(k) Retirement Plan
Notes to Financial Statements
For the Six Months Ended July 1, 2009 and the Twelve Months Ended
December 31, 2008

2009 (see Note 1) did not affect its ability to transact at contract value, as the underlying assets were transferred in-kind to the new plan.

Purchases and sales of securities are recorded as of their trade date. Interest income is recorded on the accrual basis, and dividends are recorded on the ex-dividend date.

The Plan presents on the Statement of Changes in Net Assets Available for Benefits the net appreciation or depreciation in fair value of its investments, which consists of the realized gains and losses and the unrealized appreciation or depreciation on those investments.

Effective January 1, 2008, the Plan adopted Statement of Financial Accounting Standard ("SFAS") No. 157, *Fair Value Measurements* ("SFAS No. 157"). SFAS No. 157 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. SFAS No. 157 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- | | |
|---------|--|
| Level 1 | Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities; |
| Level 2 | Quoted prices for identical or similar assets or liabilities in markets that are not considered to be active or identical or similar financial instruments for which all significant inputs are observable, either directly or indirectly; |
| Level 3 | Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable. |

Administrative Expenses

Expenses of administering the Plan were paid principally by the Plan. The Company absorbed the cost of certain administrative functions of the Plan, including non-discrimination testing and Form 5500 preparation fees paid to the Trustee.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Corporate Express US Inc. 401(k) Retirement Plan
Notes to Financial Statements
For the Six Months Ended July 1, 2009 and the Twelve Months Ended
December 31, 2008

Risks and Uncertainties

The Plan provided for various investment options in cash and money market funds, mutual funds, stocks, and other investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Contributions

Contributions from Plan participants were made through payroll deductions. Company contributions were recognized biweekly when remitted to the Plan.

Payments of Benefits

Benefits were recorded when paid.

3. Fair Value of Investments

The Plan's investments that are measured at fair value on a recurring basis, such as money market funds, mutual funds, and equity securities, are generally classified within Level 1 of the fair value hierarchy. The fair value of these investments is valued based on quoted market prices in active markets. The Plan also invests in the MIP II, for which the valuation is based on the value of the underlying investments. Therefore, the MIP II is classified as Level 2. Participant loans are classified within Level 3. As of July 1, 2009, all investments were merged into the Staples, Inc. Employees' 401(k) Savings Plan.

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the six months ended July 1, 2009:

Balance, beginning of year	\$ 13,059,381
Loan withdrawals and repayments (net)	<u>(13,059,381)</u>
Balance, end of year	<u>\$ —</u>

4. Plan Termination

Although the Company has not expressed any intent to do so, it has the right, under the Plan document, to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, participants become fully vested in all accounts and the assets of the Plan, which shall then be distributed to the participants in proportion to their respective account balances.

Corporate Express US Inc. 401(k) Retirement Plan
Notes to Financial Statements
For the Six Months Ended July 1, 2009 and the Twelve Months Ended
December 31, 2008

5. Information Certified by the Trustee (unaudited)

The following unaudited information as of July 1, 2009 and December 31, 2008, and for the six months ended July 1, 2009 included in the financial statements was certified to be complete and accurate by the Trustee within the meaning of Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

The following unaudited information as of July 1 and December	2009	2008
Statement of net assets available for benefits:		
Investments, at fair value:		
Investments in registered investment companies	\$ —	\$ 246,729,870
Investments in self-directed brokerage accounts companies	—	1,452,996
Investments in common/collective trust	—	66,777,999
Total investments, at fair value	\$ —	\$ 314,960,865
Participant Loans	\$ —	\$ 13,059,382
Statement of changes in net assets available for benefits		
Net appreciation in fair value of investments	\$ 12,490,990	
Interest and dividends	\$ 3,042,973	

The fair values of individual fund investments that represent 5% or more of the Plan's net assets as of July 1, 2009 and December 31, 2008, are as follows:

	2009	2008
Fidelity Managed Income Portfolio II – Class 1	*	\$66,777,999
Spartan US Equity Index – Investor Class	*	\$40,238,956
PIMCO Total Return – Administrative Class	*	\$35,532,491
Fidelity Diversified International	*	\$32,661,875
Fidelity Low-Priced Stock	*	\$26,788,373
DWS-Dreman High Return Equity – Class A	*	\$22,024,773
Dow Jones Target 2015 – Series C	*	\$19,785,268
Columbia Acorn Fund – Class Z	*	*
Fidelity Dividend Growth	*	*

* Investment not in excess of 5% of the Plan's net assets at the respective date.

6. Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated August 19, 2005, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan did not fail the nondiscrimination test for 2009.

Corporate Express US Inc. 401(k) Retirement Plan
Notes to Financial Statements
For the Six Months Ended July 1, 2009 and the Twelve Months Ended
December 31, 2008

7. Party-in-Interest Transactions

During the 2009 and 2008 Plan years, the Trustee was a party-in-interest to the Plan because the Trustee provided all recordkeeping and trust services to the Plan. In addition, certain Plan investments represent shares of registered investment companies managed by the Trustee as of December 31, 2008.

Administrative expenses for services rendered by the Trustee were based on customary and reasonable rates for such services.

8. Reconciliation of Financial Statements to Form 5500

The following table is a reconciliation of net assets available for benefits per the financial statements at July 1, 2009 and December 31, 2008 to Form 5500:

	2009	2008
Net assets available for benefits per the financial statements	\$ —	\$ 331,088,562
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	—	<u>(2,709,876)</u>
Net assets available for benefits per Form 5500	<u>\$ —</u>	<u>\$ 328,378,686</u>

The following table is a reconciliation of benefits paid to participants per the financial statements for the six months ending July 1, 2009, to Form 5500:

Benefits paid to participants per the financial statements	\$ 45,299,289
Less: Deemed distributions presented separately on Form 5500	(54,957)
Less: Corrective distributions	<u>(1,178)</u>
Benefits paid to participants per Form 5500	<u>\$ 45,243,154</u>

The following table is a reconciliation of investment income per the financial statements for the six months ending July 1, 2009, to Form 5500:

Investment loss per the financial statements:	
Net appreciation in fair value of investments	\$ 12,490,990
Interest and dividends	<u>3,042,973</u>
Net investment loss per the financial statements	15,533,963
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts for the year ended December 31, 2008	<u>2,709,876</u>
Investment income per Form 5500	<u>\$ 18,243,839</u>