

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan 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). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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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 12/31/2009	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan CORPORATE EXPRESS US, INC. UNION 401(K) RETIREMENT PLAN	1b Three-digit plan number (PN) ▶ 003
	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.) STAPLES, INC. 500 STAPLES DRIVE FRAMINGHAM, MA 01702	2b Employer Identification Number (EIN) 04-2896127 2c Sponsor's telephone number 508-253-5000 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.	10/15/2010	DANIEL BAKER
	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") STAPLES, INC. 500 STAPLES DRIVE FRAMINGHAM, MA 01702	3b Administrator's EIN 04-2896127 3c Administrator's telephone number 508-253-5000
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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 CORPORATE EXPRESS, INC.	4b EIN 84-0978360 4c PN 002	
5 Total number of participants at the beginning of the plan year	5	106
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	125
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	20
d Subtotal. Add lines 6a , 6b , and 6c	6d	145
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	145
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	98
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	17
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

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

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) ☒ 1 **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

<div><div><div>SCHEDULE A</div><div>(Form 5500)</div><div>Department of the Treasury Internal Revenue Service</div></div><div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div></div>	<div>Insurance 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> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
<div>A Name of plan</div> <div>CORPORATE EXPRESS US, INC. UNION 401(K) RETIREMENT PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>003</div>	
<div>C Plan sponsor's name as shown on line 2a of Form 5500.</div> <div>STAPLES, INC.</div>	<div>D Employer Identification Number (EIN)</div> <div>04-2896127</div>	

Part I	<div>Information Concerning Insurance Contract Coverage, Fees, and Commissions</div> <div>Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.</div>
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1 Coverage Information:

<div>(a) Name of insurance carrier</div> <div>NEW YORK LIFE INSURANCE COMPANY</div>

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5582869	66915	30426	98	07/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.
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(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	1026235

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
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c Premiums due but unpaid at the end of the year	6c	
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d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount	6d	
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Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
 (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
 (3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)		
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		

(6) Total additions	7c(6)	
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d Total of balance and additions (add b and c(6))	7d	
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e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	

(5) Total deductions	7e(5)	
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f Balance at the end of the current year (subtract e(5) from d)	7f	
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	
Specify nature of costs ▶		

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

<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 12/31/2009

<div>A Name of plan</div> <div>CORPORATE EXPRESS US, INC. UNION 401(K) RETIREMENT PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶ 003</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>STAPLES, INC.</div>	<div>D Employer Identification Number (EIN)</div> <div>04-2896127</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

NEW YORK LIFE INVESTMENT MANAGEMENT

52-2206685

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

STATE STREET GLOBAL ADVISORS

04-1867445

(b) Enter name and EIN or address of person who provided you disclosures 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)

(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 ☐

(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:	HEIN & ASSOCIATES LLP	b EIN:	84-0749233
c Position:	ACCOUNTANT		
d Address:	717 17TH ST STE 1600 DENVER, CO 80202	e Telephone:	303-298-9600

Explanation: BUSINESS DECISION

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:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► 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 12/31/2009

A Name of plan CORPORATE EXPRESS US, INC. UNION 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ► 003
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 STAPLES, INC.	D Employer Identification Number (EIN) 04-2896127

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: NEW YORK LIFE ANCHOR ACCOUNT

b Name of sponsor of entity listed in (a): NEW YORK LIFE INSURANCE COMPANY

c EIN-PN 13-5582869-125	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1026235
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a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD PORT II

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN 04-3022712-025	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 49920
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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)
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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)
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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)
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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)
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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)
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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
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
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
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
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)

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
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**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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan CORPORATE EXPRESS US, INC. UNION 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 STAPLES, INC.	D Employer Identification Number (EIN) 04-2896127	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		49
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	217456	234533
(9) Value of interest in common/collective trusts.....	1c(9)	1151042	49920
(10) Value of interest in pooled separate accounts.....	1c(10)		1026235
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1533129	1609069
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		590
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2901627	2920396

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
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	2901627	2920396
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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)	56769	
(B) Participants	2a(1)(B)	142593	
(C) Others (including rollovers)	2a(1)(C)	861	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		200223

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(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)	16358	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		16358

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	4	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	45590	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		45594

(3) Rents	2b(3)		
-----------------	-------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	193	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	177	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		16

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	59	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		59
(6) Net investment gain (loss) from common/collective trusts	2b(6)		15473
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		7998
(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)		342256
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		627977

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	661868	
(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)		661868
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	1330	
(3) Investment advisory and management fees	2i(3)	3	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1333
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		663201

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-35224
l Transfers of assets:			
(1) To this plan.....	2l(1)		53993
(2) From this plan	2l(2)		

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: ERNST & YOUNG LLP

(2) EIN: 34-6565596

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)

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 12/31/2009

A Name of plan <u>CORPORATE EXPRESS US, INC. UNION 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>STAPLES, INC.</u>	D Employer Identification Number (EIN) <u>04-2896127</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
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> <u>13-3808042</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): _____

Report of Independent Auditors

The Participants and Administrator of Corporate Express US Inc. Union 401(k) Retirement Plan

We were engaged to audit the statement of net assets available for benefits of Corporate Express US Inc. Union 401(k) Retirement Plan as of December 31, 2009 and the related statement of changes in net assets available for benefits for the year then ended, and the supplemental schedule of assets (held at end of year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management. Other auditors were engaged to audit the statement of net assets available for benefits of Corporate Express US Inc. Union 401(k) Retirement Plan as of December 31, 2008. Their report dated August 26, 2009, disclaimed an opinion on that financial statement 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.

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 investment information summarized in Note 3 as of and for the year ended December 31, 2009, which was certified by New York Life Trust Company and Fidelity Management Trust Company, the trustees of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from New York Life Trust Company, as of December 31, 2009, and for the period from July 1, 2009 through December 31, 2009, and Fidelity Management Trust Company, as of July 1, 2009 and for the period from January 1, 2009 through July 1, 2009, that the information provided to the plan administrator by the trustees 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 and supplemental schedule as of and for the year ended December 31, 2009 taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Ernst & Young LLP

October 14, 2010

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

Corporate Express US Inc. Union 401(k) Retirement Plan
Year Ended December 31, 2009
With Report of Independent Auditors

Corporate Express US Inc.
Union 401(k) Retirement Plan

Financial Statements and Supplemental Schedule

Year Ended December 31, 2009

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Report of Independent Auditors

The Participants and Administrator of Corporate Express US Inc. Union 401(k) Retirement Plan

We were engaged to audit the statement of net assets available for benefits of Corporate Express US Inc. Union 401(k) Retirement Plan as of December 31, 2009 and the related statement of changes in net assets available for benefits for the year then ended, and the supplemental schedule of assets (held at end of year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management. Other auditors were engaged to audit the statement of net assets available for benefits of Corporate Express US Inc. Union 401(k) Retirement Plan as of December 31, 2008. Their report dated August 26, 2009, disclaimed an opinion on that financial statement 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.

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 investment information summarized in Note 3 as of and for the year ended December 31, 2009, which was certified by New York Life Trust Company and Fidelity Management Trust Company, the trustees of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from New York Life Trust Company, as of December 31, 2009, and for the period from July 1, 2009 through December 31, 2009, and Fidelity Management Trust Company, as of July 1, 2009 and for the period from January 1, 2009 through July 1, 2009, that the information provided to the plan administrator by the trustees 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 and supplemental schedule as of and for the year ended December 31, 2009 taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Ernst & Young LLP

October 14, 2010

Corporate Express US Inc. Union 401(k) Retirement Plan

Statements of Net Assets Available for Benefits

	December 31	
	2009	2008
Investments, at fair value	\$ 2,636,604	\$ 2,684,171
Participant loans	234,533	217,456
Net assets available for benefits at fair value	2,871,137	2,901,627
Adjustment from fair value to contract value for fully- benefit responsive investment contract	49,259	46,710
Net assets available for benefits	\$ 2,920,396	\$ 2,948,337

See accompanying notes.

Corporate Express US Inc. Union 401(k) Retirement Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2009

Additions

Contributions:

Participant	\$ 142,592
Employer	56,769
Rollover	861
	<u>200,222</u>

Investment income:

Interest and dividends	78,420
Net appreciation in fair value of investments	302,625
	<u>381,045</u>

Transfer of assets from Corporate Express 401K plan

53,993

Total additions, including investment income

635,260

Deductions

Benefits payments	661,868
Administrative expenses	1,333
Total deductions	<u>663,201</u>

Net decrease (27,941)

Net assets available for benefits at beginning of year

2,948,337

Net assets available for benefits at end of year

\$ 2,920,396

See accompanying notes.

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2009

1. Description of the Plan

Corporate Express, Inc. (the Company), acquired by Staples, Inc. on July 2, 2008, is the plan sponsor for the Corporate Express US Inc. Union 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 under Section 401(k) of the Internal Revenue Code (IRC), covering union employees of the Company. The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Fidelity Management Trust Company and New York Life Insurance (collectively referred to as the Trustees) served as trustees of the Plan during 2009. Fidelity Management Trust Company served as the trustee for the first six months of the year, through June 30, 2009 and on July 1, 2009, the Company changed its trustee to New York Life Insurance Company (the Current Trustee) who served as the trustee for the remainder of the year. The Trustees provided the trust and recordkeeping services for the plan. Fidelity Management Trust Company served as the trustee of the Plan during 2008.

Eligibility

All union employees who have completed six months of service (500 hours of service) and are 21 years of age or older can participate beginning the first calendar quarter following becoming eligible.

Employee Contributions

Employees who meet the eligibility requirements are eligible to contribute from 1% up to 50% of their eligible earnings on a pretax basis, within the limits prescribed by Section 401(k) of the Code. Participants' contributions are recorded each pay period when the Company makes payroll deductions from participants' wages. Participants may also contribute amounts representing distributions from other qualified retirement plans or similar arrangements.

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Company Contributions

Commencing July 1, 2009, the Company match changed to 50% of employee contributions, not to exceed 6% of the participant's compensation. Previously, the Company provided a matching contribution of 75% of each participant's contributions up to a maximum of 4% of eligible compensation, or 70% of each participant's contributions up to a maximum of 5% of eligible compensation, depending on the employee's designated union affiliation. The Company's contributions are allocated in the same manner as that of the participant's elective contributions.

Until July 1, 2009, 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. The Company did not make a profit sharing contribution during 2009.

Vesting

Participants are immediately vested in their voluntary contributions and any rollover contributions plus actual earnings thereon. Participants become vested in Company contributions according to the following schedule:

Years of Service for Vesting	Vested Percentage
1 but less than 2	25%
2 but less than 3	50
3 but less than 4	75
4 or more	100

If an employee terminates before becoming vested, aggregate Company contributions and investment income thereon credited to the terminated employee's account are forfeited. Forfeitures reduce subsequent Company contributions. There were no forfeitures utilized to offset the Company's matching contribution for the year ended December 31, 2009. Forfeitures available at December 31, 2009 and 2008 were \$28,806 and \$25,797, respectively.

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Benefit Payments

Benefits are payable in a lump sum upon retirement or normal retirement age, death, separation from service, reasons of proven hardship, or attainment of age 59 1/2. In any event, payment of benefits must commence when the participant reaches age 70 1/2, unless elected otherwise. Participants may also have distributions from rollovers of prior qualified plans.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000, up to a maximum equal to the lesser of \$50,000, or 50% of their vested account balance. Loan terms range from one to five years, or higher for the purchase of a primary residence, not to exceed fifteen years. The loans are secured by the vested balance in the participant's account, and bear interest at a rate commensurate with local prevailing rates as determined by the Plan. Principal and interest is paid ratably through regular payroll deductions.

Participant Accounts

Each participant's account is credited with the participant's contributions, allocations of the Company's contributions, and plan earnings, and is charged with an allocation of applicable expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account, subject to vesting restrictions.

Administrative Expenses

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

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting.

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Valuation of Investments

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 4 for further discussion of fair value measurements.

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 New York Life Anchor Account and Fidelity Managed Income Portfolio II Fund (the MIP II) invest in fully benefit-responsive investment contracts. These investment contracts are recorded at fair value (Note 4); however, since these contracts are fully benefit-responsive, an adjustment is reflected in the statements of net assets available for benefits to present these investments at contract value. Contract value is the relevant measurement 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 contract value represents contributions plus earnings, less participant withdrawals and administrative expenses.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis, and dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on the investments bought and sold, as well as held, during the year.

Contributions

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

Payments of Benefits

Benefits are recorded when paid.

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan's management to make estimates that affect the amounts reported in the financial statements, accompanying notes, and supplemental schedule. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan and its participants invest in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility, 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 participants' account balances and the amounts reported in the financial statements.

New Accounting Pronouncement

In June 2009, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles* (codified within ASC Topic 105, *Generally Accepted Accounting Principles*), which establishes the FASB Accounting Standards Codification (ASC or the Codification) as the single source of authoritative U.S. generally accepted accounting principles. The Codification supersedes all previous non-SEC accounting and reporting standards. The Plan adopted SFAS No. 168 effective January 1, 2009, and has conformed all references to accounting literature in this report to the appropriate reference within the Codification. All new authoritative guidance is issued in the form of ASC Updates.

In April 2009, the FASB issued FASB Staff Position (FSP) 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (codified as ASC 820-10-65-4). ASC 820-10-65-4 amended SFAS No. 157 (codified as ASC 820) to provide additional guidance on estimating fair value when the volume and level of activity for an asset or liability have significantly decreased in relation to its normal market activity. ASC 820-10-65-4 also provided additional guidance on circumstances that may indicate that a transaction is not orderly, and

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

on defining major categories of debt and equity securities to comply with the disclosure requirements of ASC 820. The Plan adopted the guidance in ASC 820-10-65-4 for the reporting period ended December 31, 2009. Adoption of ASC 820-10-65-4 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events*, which was codified into ASC 855, *Subsequent Events*, to provide general standards of accounting for and disclosure of events that occur after the balance sheet date, but before financial statements are issued or are available to be issued. ASC 855 was amended in February 2010. The Plan has adopted ASC 855, as amended. Management evaluated subsequent events for the Plan through October 14, 2010, the date the financial statements were available to be issued.

In September 2009, the FASB issued Accounting Standards Update 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* (ASU 2009-12). ASU 2009-12 amended ASC 820, *Fair Value Measurements and Disclosures* (ASC 820) to allow entities to use net asset value (NAV) per share (or its equivalent), as a practical expedient, to measure fair value when the investment does not have a readily determinable fair value and the net asset value is calculated in a manner consistent with investment company accounting. The Plan adopted the guidance in ASU 2009-12 for the reporting period ended December 31, 2009 and has utilized the practical expedient to measure the fair value of investments within the scope of this guidance based on the investment's NAV. In addition, as a result of adopting ASU 2009-12, the Plan has provided additional disclosures regarding the nature and risks of investments within the scope of this guidance. Refer to Note 4 for these disclosures. Adoption of ASU 2009-12 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In January 2010, the FASB issued Accounting Standards Update (ASU) 2010-06, *Improving Disclosures about Fair Value Measurements*, (ASU 2010-06). ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each "class" of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

any significant transfers between Levels 1, 2 and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 becomes effective for reporting periods beginning after December 15, 2009. Plan management is currently evaluating the effect that the provisions of ASU 2010-06 will have on the Plan's financial statements.

3. Investments

Other than the fair value of the New York Life Anchor Account and the Fidelity Managed Income Portfolio II Fund and the adjustment from fair value to contract value for fully benefit-responsive investment contracts, all investment information disclosed in the accompanying financial statements and schedule, including investments held at December 31, 2009 and 2008, and net appreciation in fair value of investments, interest, dividends, and investment expenses for the year ended December 31, 2009, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by New York Life Trust Company and Fidelity Management Trust Company, the trustees of the Plan.

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

	December 31	
	2009	2008
New York Life Anchor Account (at fair value)**	\$ 976,976	\$ *
PIMCO Total Return – Administrative Class	497,569	427,855
Aston/Optimum Mid Cap Fund	327,287	*
Dow Jones Target 2015 – Series C	193,952	241,573
Spartan US Equity Index	181,092	215,063
Participant Loans	234,533	217,456
Fidelity Managed Income Portfolio Class II (at fair value) **	*	1,151,042

* Balance is not greater than 5% in the year presented.

** Contract value at December 31, 2009 and 2008 was \$1,026,235 and \$1,197,752, respectively.

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

ASC 820 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. ASC 820 includes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1), and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- quoted prices for similar assets and liabilities in active markets
- quoted prices for identical or similar assets or liabilities in markets that are not active
- observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value as of December 31, 2009:

	Level 1	Level 2	Level 3	Total
Mutual funds (1):				
Balanced funds	\$ 351,142	\$ —	\$ —	\$ 351,142
Growth funds	401,645	—	—	401,645
Fixed income funds	497,569	—	—	497,569
Growth and fixed income funds	239,045	—	—	239,045
International	119,668	—	—	119,668
Pooled Separate Accounts (2)	—	976,976	—	976,976
Common collective trust fund (3)	—	49,920	—	49,920
Participant loans (4)	—	—	234,533	234,533
Staples, Inc. Common Stock (5)	590	—	—	590
Money Market Account (6)	49	—	—	49
	<u>\$ 1,609,708</u>	<u>\$ 1,026,896</u>	<u>\$ 234,533</u>	<u>\$ 2,871,137</u>

- (1) This category represents the Plan's investment in mutual funds with varying degrees of risk. The mutual funds include investments in equity securities of large, small and medium sized companies in the U.S. and in foreign companies, including those in developing countries. The funds are valued using the net asset value method in which an average of the market prices for the underlying investments is used to value the funds.
- (2) This category represents the Plan's investment in the New York Life Anchor Account which is comprised of fixed-income securities. There are no redemption restrictions for this investment.
- (3) This category represents the Plan's investment in the Fidelity Managed Income Portfolio Class II common collective trust. This trust is comprised of guaranteed investment contracts offered by major insurance companies and other approved financial institutions and short-term instruments. There are no redemption restrictions for this investment.
- (4) This category represents the Plan's loans to participants with interest ranging from 4.75% to 10.25%.

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

- (5) This category represents the Plan's investment in Staples, Inc. common stock at fair value.
- (6) This category represents the Plan's investment in Mainstay Cash Reserves Fund which is comprised of U.S. dollar denominated money market instruments maturing in 13 months or less.

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2009:

	Participant Loans
Balance at beginning of year	\$ 217,456
Issuances and settlements of loans, net	17,077
Balance at end of year	<u>\$ 234,533</u>

5. 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 and shall be distributed to the participants in proportion to their respective account balances.

6. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated May 6, 2005, stating that the Plan is qualified under Section 401(a) of the Code, and therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

7. Related Party Transactions

The Plan holds shares of mutual funds a pooled separate account, and a common/collective fund managed by New York Life Trust Company and Fidelity Management Trust Company, the trustees of the Plan. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

Staples, Inc., which acquired Corporate Express on July 2, 2008, is also a party-in-interest. The Plan invests in common stock of Staples, Inc.

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31, 2008:

	December 31 2008
Net assets available for benefits, per financial statements	\$2,948,337
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(46,710)
Net assets available for benefits per Form 5500	<u>\$2,901,627</u>

The following is a reconciliation of net decrease per the financial statements to the amount per Form 5500 for the year ended December 31, 2009:

Net decrease per financial statements	\$ (27,941)
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts for the year ended December 31, 2008	46,710
Less: Transfer from Corporate Express 401(K) Plan	(53,993)
Net decrease per Form 5500	<u>\$ (35,224)</u>

Supplemental Schedule

Corporate Express US Inc. Union 401(k) Retirement Plan

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)*

EIN 04-2896127 Plan #003

December 31, 2009

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Value
Mutual Funds			
PIMCO Total Return – Administrative Class	46,072 shares		\$ 497,569
Fidelity Spartan U.S. Equity Index – Investor Class	4,593 shares		181,092
Invesco Van Kampen Growth and Income Fund	3,348 shares		57,860
Aston/Optimum Mid Cap Fund	12,545 shares		327,287
Lord Abbet Small Cap Value	349 shares		8,693
Mainstay Large Cap Growth	10,405 shares		65,134
Mainstay MAP Fund I	16 shares		437
American EuroPacific Growth	3,173 shares		119,668
SSgA DJ Target Today Fund C	6,793 shares		81,635
SSgA DJ Target 2015 Fund C	17,175 shares		193,952
SSgA DJ Target 2025 Fund C	1,671 shares		18,721
SSgA DJ Target 2035 Fund C	1,772 shares		19,496
SSgA DJ Target 2045 Fund C	634 shares		7,001
Mainstay Income Builder Fund	6 shares		93
Fidelity Advisor Equity Growth A Fund	2 shares		94
T. Rowe Price Retirement Income Fund	65 shares		797
T. Rowe Price Retirement 2010 Advisor	245 shares		3,408
T. Rowe Price Retirement 2015 Advisor	1,068 shares		11,373
T. Rowe Price Retirement 2020 Advisor	49 shares		717
T. Rowe Price Retirement 2025 Advisor	429 shares		4,543
T. Rowe Price Retirement 2030 Advisor	184 shares		2,770
T. Rowe Price Retirement 2035 Advisor	452 shares		4,805
T. Rowe Price Retirement 2040 Advisor	97 shares		1,469
T. Rowe Price Retirement 2045 Advisor	27 shares		269
T. Rowe Price Retirement 2055 Advisor	22 shares		186
			<u>1,609,069</u>

Corporate Express US Inc. Union 401(k) Retirement Plan

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)* (continued)

EIN 04-2896127 Plan #003

December 31, 2009

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Value
Pooled Separate Account			
* New York Life Anchor Account	Pooled Separate Account		\$ 976,976
Common/Collective Trust			
* Fidelity Managed Income Portfolio Class II	Common/Collective Trust		49,920
Staples Corporate Express Stock Fund			
* Staples, Inc. common stock	24 shares	\$ 531	590
* Mainstay Cash Reserves Fund	47 shares	47	49
			<u>639</u>
* Participant loans	Varying maturities with interest rates of 4.75% – 10.25%		234,533
			<u>\$ 2,871,137</u>

* Indicates party-in-interest to the Plan.

Note: Cost information has not been included for investments that are participant-directed.

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

Corporate Express US Inc. Union 401(k) Retirement Plan
Year Ended December 31, 2009
With Report of Independent Auditors

Corporate Express US Inc.
Union 401(k) Retirement Plan

Financial Statements and Supplemental Schedule

Year Ended December 31, 2009

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Report of Independent Auditors

The Participants and Administrator of Corporate Express US Inc. Union 401(k) Retirement Plan

We were engaged to audit the statement of net assets available for benefits of Corporate Express US Inc. Union 401(k) Retirement Plan as of December 31, 2009 and the related statement of changes in net assets available for benefits for the year then ended, and the supplemental schedule of assets (held at end of year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management. Other auditors were engaged to audit the statement of net assets available for benefits of Corporate Express US Inc. Union 401(k) Retirement Plan as of December 31, 2008. Their report dated August 26, 2009, disclaimed an opinion on that financial statement 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.

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 investment information summarized in Note 3 as of and for the year ended December 31, 2009, which was certified by New York Life Trust Company and Fidelity Management Trust Company, the trustees of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from New York Life Trust Company, as of December 31, 2009, and for the period from July 1, 2009 through December 31, 2009, and Fidelity Management Trust Company, as of July 1, 2009 and for the period from January 1, 2009 through July 1, 2009, that the information provided to the plan administrator by the trustees 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 and supplemental schedule as of and for the year ended December 31, 2009 taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States 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.

Ernst & Young LLP

October 14, 2010

Corporate Express US Inc. Union 401(k) Retirement Plan

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See accompanying notes.

Corporate Express US Inc. Union 401(k) Retirement Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2009

Additions

Contributions:

Participant	\$ 142,592
Employer	56,769
Rollover	861
	<u>200,222</u>

Investment income:

Interest and dividends	78,420
Net appreciation in fair value of investments	302,625
	<u>381,045</u>

Transfer of assets from Corporate Express 401K plan

53,993

Total additions, including investment income

635,260

Deductions

Benefits payments	661,868
Administrative expenses	1,333
Total deductions	<u>663,201</u>

Net decrease (27,941)

Net assets available for benefits at beginning of year 2,948,337

Net assets available for benefits at end of year \$ 2,920,396

See accompanying notes.

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2009

1. Description of the Plan

Corporate Express, Inc. (the Company), acquired by Staples, Inc. on July 2, 2008, is the plan sponsor for the Corporate Express US Inc. Union 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 under Section 401(k) of the Internal Revenue Code (IRC), covering union employees of the Company. The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Fidelity Management Trust Company and New York Life Insurance (collectively referred to as the Trustees) served as trustees of the Plan during 2009. Fidelity Management Trust Company served as the trustee for the first six months of the year, through June 30, 2009 and on July 1, 2009, the Company changed its trustee to New York Life Insurance Company (the Current Trustee) who served as the trustee for the remainder of the year. The Trustees provided the trust and recordkeeping services for the plan. Fidelity Management Trust Company served as the trustee of the Plan during 2008.

Eligibility

All union employees who have completed six months of service (500 hours of service) and are 21 years of age or older can participate beginning the first calendar quarter following becoming eligible.

Employee Contributions

Employees who meet the eligibility requirements are eligible to contribute from 1% up to 50% of their eligible earnings on a pretax basis, within the limits prescribed by Section 401(k) of the Code. Participants' contributions are recorded each pay period when the Company makes payroll deductions from participants' wages. Participants may also contribute amounts representing distributions from other qualified retirement plans or similar arrangements.

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Company Contributions

Commencing July 1, 2009, the Company match changed to 50% of employee contributions, not to exceed 6% of the participant's compensation. Previously, the Company provided a matching contribution of 75% of each participant's contributions up to a maximum of 4% of eligible compensation, or 70% of each participant's contributions up to a maximum of 5% of eligible compensation, depending on the employee's designated union affiliation. The Company's contributions are allocated in the same manner as that of the participant's elective contributions.

Until July 1, 2009, 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. The Company did not make a profit sharing contribution during 2009.

Vesting

Participants are immediately vested in their voluntary contributions and any rollover contributions plus actual earnings thereon. Participants become vested in Company contributions according to the following schedule:

Years of Service for Vesting	Vested Percentage
1 but less than 2	25%
2 but less than 3	50
3 but less than 4	75
4 or more	100

If an employee terminates before becoming vested, aggregate Company contributions and investment income thereon credited to the terminated employee's account are forfeited. Forfeitures reduce subsequent Company contributions. There were no forfeitures utilized to offset the Company's matching contribution for the year ended December 31, 2009. Forfeitures available at December 31, 2009 and 2008 were \$28,806 and \$25,797, respectively.

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Benefit Payments

Benefits are payable in a lump sum upon retirement or normal retirement age, death, separation from service, reasons of proven hardship, or attainment of age 59 1/2. In any event, payment of benefits must commence when the participant reaches age 70 1/2, unless elected otherwise. Participants may also have distributions from rollovers of prior qualified plans.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000, up to a maximum equal to the lesser of \$50,000, or 50% of their vested account balance. Loan terms range from one to five years, or higher for the purchase of a primary residence, not to exceed fifteen years. The loans are secured by the vested balance in the participant's account, and bear interest at a rate commensurate with local prevailing rates as determined by the Plan. Principal and interest is paid ratably through regular payroll deductions.

Participant Accounts

Each participant's account is credited with the participant's contributions, allocations of the Company's contributions, and plan earnings, and is charged with an allocation of applicable expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account, subject to vesting restrictions.

Administrative Expenses

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

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting.

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Valuation of Investments

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 4 for further discussion of fair value measurements.

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 New York Life Anchor Account and Fidelity Managed Income Portfolio II Fund (the MIP II) invest in fully benefit-responsive investment contracts. These investment contracts are recorded at fair value (Note 4); however, since these contracts are fully benefit-responsive, an adjustment is reflected in the statements of net assets available for benefits to present these investments at contract value. Contract value is the relevant measurement 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 contract value represents contributions plus earnings, less participant withdrawals and administrative expenses.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis, and dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on the investments bought and sold, as well as held, during the year.

Contributions

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

Payments of Benefits

Benefits are recorded when paid.

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan's management to make estimates that affect the amounts reported in the financial statements, accompanying notes, and supplemental schedule. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan and its participants invest in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility, 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 participants' account balances and the amounts reported in the financial statements.

New Accounting Pronouncement

In June 2009, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles* (codified within ASC Topic 105, *Generally Accepted Accounting Principles*), which establishes the FASB Accounting Standards Codification (ASC or the Codification) as the single source of authoritative U.S. generally accepted accounting principles. The Codification supersedes all previous non-SEC accounting and reporting standards. The Plan adopted SFAS No. 168 effective January 1, 2009, and has conformed all references to accounting literature in this report to the appropriate reference within the Codification. All new authoritative guidance is issued in the form of ASC Updates.

In April 2009, the FASB issued FASB Staff Position (FSP) 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (codified as ASC 820-10-65-4). ASC 820-10-65-4 amended SFAS No. 157 (codified as ASC 820) to provide additional guidance on estimating fair value when the volume and level of activity for an asset or liability have significantly decreased in relation to its normal market activity. ASC 820-10-65-4 also provided additional guidance on circumstances that may indicate that a transaction is not orderly, and

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

on defining major categories of debt and equity securities to comply with the disclosure requirements of ASC 820. The Plan adopted the guidance in ASC 820-10-65-4 for the reporting period ended December 31, 2009. Adoption of ASC 820-10-65-4 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events*, which was codified into ASC 855, *Subsequent Events*, to provide general standards of accounting for and disclosure of events that occur after the balance sheet date, but before financial statements are issued or are available to be issued. ASC 855 was amended in February 2010. The Plan has adopted ASC 855, as amended. Management evaluated subsequent events for the Plan through October 14, 2010, the date the financial statements were available to be issued.

In September 2009, the FASB issued Accounting Standards Update 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* (ASU 2009-12). ASU 2009-12 amended ASC 820, *Fair Value Measurements and Disclosures* (ASC 820) to allow entities to use net asset value (NAV) per share (or its equivalent), as a practical expedient, to measure fair value when the investment does not have a readily determinable fair value and the net asset value is calculated in a manner consistent with investment company accounting. The Plan adopted the guidance in ASU 2009-12 for the reporting period ended December 31, 2009 and has utilized the practical expedient to measure the fair value of investments within the scope of this guidance based on the investment's NAV. In addition, as a result of adopting ASU 2009-12, the Plan has provided additional disclosures regarding the nature and risks of investments within the scope of this guidance. Refer to Note 4 for these disclosures. Adoption of ASU 2009-12 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In January 2010, the FASB issued Accounting Standards Update (ASU) 2010-06, *Improving Disclosures about Fair Value Measurements*, (ASU 2010-06). ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each "class" of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

any significant transfers between Levels 1, 2 and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 becomes effective for reporting periods beginning after December 15, 2009. Plan management is currently evaluating the effect that the provisions of ASU 2010-06 will have on the Plan's financial statements.

3. Investments

Other than the fair value of the New York Life Anchor Account and the Fidelity Managed Income Portfolio II Fund and the adjustment from fair value to contract value for fully benefit-responsive investment contracts, all investment information disclosed in the accompanying financial statements and schedule, including investments held at December 31, 2009 and 2008, and net appreciation in fair value of investments, interest, dividends, and investment expenses for the year ended December 31, 2009, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by New York Life Trust Company and Fidelity Management Trust Company, the trustees of the Plan.

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

	December 31	
	2009	2008
New York Life Anchor Account (at fair value)**	\$ 976,976	\$ *
PIMCO Total Return – Administrative Class	497,569	427,855
Aston/Optimum Mid Cap Fund	327,287	*
Dow Jones Target 2015 – Series C	193,952	241,573
Spartan US Equity Index	181,092	215,063
Participant Loans	234,533	217,456
Fidelity Managed Income Portfolio Class II (at fair value) **	*	1,151,042

* Balance is not greater than 5% in the year presented.

** Contract value at December 31, 2009 and 2008 was \$1,026,235 and \$1,197,752, respectively.

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

ASC 820 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. ASC 820 includes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1), and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- quoted prices for similar assets and liabilities in active markets
- quoted prices for identical or similar assets or liabilities in markets that are not active
- observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value as of December 31, 2009:

	Level 1	Level 2	Level 3	Total
Mutual funds (1):				
Balanced funds	\$ 351,142	\$ —	\$ —	\$ 351,142
Growth funds	401,645	—	—	401,645
Fixed income funds	497,569	—	—	497,569
Growth and fixed income funds	239,045	—	—	239,045
International	119,668	—	—	119,668
Pooled Separate Accounts (2)	—	976,976	—	976,976
Common collective trust fund (3)	—	49,920	—	49,920
Participant loans (4)	—	—	234,533	234,533
Staples, Inc. Common Stock (5)	590	—	—	590
Money Market Account (6)	49	—	—	49
	<u>\$ 1,609,708</u>	<u>\$ 1,026,896</u>	<u>\$ 234,533</u>	<u>\$ 2,871,137</u>

- (1) This category represents the Plan's investment in mutual funds with varying degrees of risk. The mutual funds include investments in equity securities of large, small and medium sized companies in the U.S. and in foreign companies, including those in developing countries. The funds are valued using the net asset value method in which an average of the market prices for the underlying investments is used to value the funds.
- (2) This category represents the Plan's investment in the New York Life Anchor Account which is comprised of fixed-income securities. There are no redemption restrictions for this investment.
- (3) This category represents the Plan's investment in the Fidelity Managed Income Portfolio Class II common collective trust. This trust is comprised of guaranteed investment contracts offered by major insurance companies and other approved financial institutions and short-term instruments. There are no redemption restrictions for this investment.
- (4) This category represents the Plan's loans to participants with interest ranging from 4.75% to 10.25%.

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

- (5) This category represents the Plan's investment in Staples, Inc. common stock at fair value.
- (6) This category represents the Plan's investment in Mainstay Cash Reserves Fund which is comprised of U.S. dollar denominated money market instruments maturing in 13 months or less.

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2009:

	Participant Loans
Balance at beginning of year	\$ 217,456
Issuances and settlements of loans, net	17,077
Balance at end of year	<u>\$ 234,533</u>

5. 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 and shall be distributed to the participants in proportion to their respective account balances.

6. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated May 6, 2005, stating that the Plan is qualified under Section 401(a) of the Code, and therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

Corporate Express US Inc. Union 401(k) Retirement Plan

Notes to Financial Statements (continued)

7. Related Party Transactions

The Plan holds shares of mutual funds a pooled separate account, and a common/collective fund managed by New York Life Trust Company and Fidelity Management Trust Company, the trustees of the Plan. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

Staples, Inc., which acquired Corporate Express on July 2, 2008, is also a party-in-interest. The Plan invests in common stock of Staples, Inc.

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31, 2008:

	December 31 2008
Net assets available for benefits, per financial statements	\$2,948,337
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(46,710)
Net assets available for benefits per Form 5500	<u>\$2,901,627</u>

The following is a reconciliation of net decrease per the financial statements to the amount per Form 5500 for the year ended December 31, 2009:

Net decrease per financial statements	\$ (27,941)
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts for the year ended December 31, 2008	46,710
Less: Transfer from Corporate Express 401(K) Plan	(53,993)
Net decrease per Form 5500	<u>\$ (35,224)</u>

Supplemental Schedule

Corporate Express US Inc. Union 401(k) Retirement Plan

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)*

EIN 04-2896127 Plan #003

December 31, 2009

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Value
Mutual Funds			
PIMCO Total Return – Administrative Class	46,072 shares		\$ 497,569
Fidelity Spartan U.S. Equity Index – Investor Class	4,593 shares		181,092
Invesco Van Kampen Growth and Income Fund	3,348 shares		57,860
Aston/Optimum Mid Cap Fund	12,545 shares		327,287
Lord Abbet Small Cap Value	349 shares		8,693
Mainstay Large Cap Growth	10,405 shares		65,134
Mainstay MAP Fund I	16 shares		437
American EuroPacific Growth	3,173 shares		119,668
SSgA DJ Target Today Fund C	6,793 shares		81,635
SSgA DJ Target 2015 Fund C	17,175 shares		193,952
SSgA DJ Target 2025 Fund C	1,671 shares		18,721
SSgA DJ Target 2035 Fund C	1,772 shares		19,496
SSgA DJ Target 2045 Fund C	634 shares		7,001
Mainstay Income Builder Fund	6 shares		93
Fidelity Advisor Equity Growth A Fund	2 shares		94
T. Rowe Price Retirement Income Fund	65 shares		797
T. Rowe Price Retirement 2010 Advisor	245 shares		3,408
T. Rowe Price Retirement 2015 Advisor	1,068 shares		11,373
T. Rowe Price Retirement 2020 Advisor	49 shares		717
T. Rowe Price Retirement 2025 Advisor	429 shares		4,543
T. Rowe Price Retirement 2030 Advisor	184 shares		2,770
T. Rowe Price Retirement 2035 Advisor	452 shares		4,805
T. Rowe Price Retirement 2040 Advisor	97 shares		1,469
T. Rowe Price Retirement 2045 Advisor	27 shares		269
T. Rowe Price Retirement 2055 Advisor	22 shares		186
			<u>1,609,069</u>

Corporate Express US Inc. Union 401(k) Retirement Plan

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)* (continued)

EIN 04-2896127 Plan #003

December 31, 2009

Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Value
Pooled Separate Account			
* New York Life Anchor Account	Pooled Separate Account		\$ 976,976
Common/Collective Trust			
* Fidelity Managed Income Portfolio Class II	Common/Collective Trust		49,920
Staples Corporate Express Stock Fund			
* Staples, Inc. common stock	24 shares	\$ 531	590
* Mainstay Cash Reserves Fund	47 shares	47	49
			<u>639</u>
* Participant loans	Varying maturities with interest rates of 4.75% – 10.25%		234,533
			<u>\$ 2,871,137</u>

* Indicates party-in-interest to the Plan.

Note: Cost information has not been included for investments that are participant-directed.