

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><b>► Complete all entries in accordance with the instructions to the Form 5500.</b> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2010</b><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                          |                                                                |                                                                                 |                                            |
|----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------------|--------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                |                                                                                 |                                            |
| For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u> |                                                                |                                                                                 |                                            |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan;                 | <input type="checkbox"/> a multiple-employer plan; or                           |                                            |
|                                                                                                          | <input checked="" type="checkbox"/> a single-employer plan;    | <input type="checkbox"/> a DFE (specify) ____                                   |                                            |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report;              | <input type="checkbox"/> the final return/report;                               |                                            |
|                                                                                                          | <input type="checkbox"/> an amended return/report;             | <input type="checkbox"/> a short plan year return/report (less than 12 months). |                                            |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input type="checkbox"/>                                       |                                                                                 |                                            |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558;                 | <input type="checkbox"/> automatic extension;                                   | <input type="checkbox"/> the DFVC program; |
|                                                                                                          | <input type="checkbox"/> special extension (enter description) |                                                                                 |                                            |

|                                                                                                                                                                                                                              |                                                                     |                                                             |                                                             |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|
| <b>Part II</b>                                                                                                                                                                                                               | <b>Basic Plan Information</b> —enter all requested information      |                                                             |                                                             |
| <b>1a</b> Name of plan<br><u>CORPORATE EXPRESS US, INC. UNION 401(K) RETIREMENT PLAN</u>                                                                                                                                     | <b>1b</b> Three-digit plan number (PN) ►                            | <u>003</u>                                                  |                                                             |
|                                                                                                                                                                                                                              | <b>1c</b> Effective date of plan                                    | <u>06/04/2002</u>                                           |                                                             |
| <b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br><br><u>STAPLES, INC.</u><br><br><u>500 STAPLES DRIVE</u><br><u>FRAMINGHAM, MA 01702</u> | <b>2b</b> Employer Identification Number (EIN)<br><u>04-2896127</u> | <b>2c</b> Sponsor's telephone number<br><u>508-253-5000</u> | <b>2d</b> Business code (see instructions)<br><u>453210</u> |

**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.

|                  |                                                          |                   |                                                              |
|------------------|----------------------------------------------------------|-------------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | <u>Filed with authorized/valid electronic signature.</u> | <u>10/14/2011</u> | <u>DANIEL F. BAKER</u>                                       |
|                  | <b>Signature of plan administrator</b>                   | Date              | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> | <u>Filed with authorized/valid electronic signature.</u> | <u>10/14/2011</u> | <u>STAPLES, INC.</u>                                         |
|                  | <b>Signature of employer/plan sponsor</b>                | Date              | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                          |                   |                                                              |
|                  | <b>Signature of DFE</b>                                  | Date              | Enter name of individual signing as DFE                      |

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

Form 5500 (2010)  
v.092307.1

|                                                                                                                                                           |                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>STAPLES, INC.<br><br>500 STAPLES DRIVE<br>FRAMINGHAM, MA 01702 | <b>3b</b> Administrator's EIN<br>04-2896127<br><br><b>3c</b> Administrator's telephone number<br>508-253-5000 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                       |                                   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| <b>4</b> 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:<br><br><b>a</b> Sponsor's name | <b>4b</b> EIN<br><br><b>4c</b> PN |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|

|                                                                         |          |     |
|-------------------------------------------------------------------------|----------|-----|
| <b>5</b> Total number of participants at the beginning of the plan year | <b>5</b> | 148 |
|-------------------------------------------------------------------------|----------|-----|

|                                                                                                                                                        |           |     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----|
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). |           |     |
| <b>a</b> Active participants.....                                                                                                                      | <b>6a</b> | 83  |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                     | <b>6b</b> | 0   |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                      | <b>6c</b> | 22  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                               | <b>6d</b> | 105 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                              | <b>6e</b> | 0   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                | <b>6f</b> | 105 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....         | <b>6g</b> | 90  |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....             | <b>6h</b> | 22  |

|                                                                                                                                      |          |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) ..... | <b>7</b> |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:  
 2E 2G 2J 2K 2T

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

|                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                               |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input checked="" type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

|                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                  |                                                                                                              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|
| <div><div><b>SCHEDULE A</b></div><div><b>(Form 5500)</b></div><div>Department of the Treasury<br/>Internal Revenue Service</div><div>Department of Labor<br/>Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div> | <div><b>Insurance Information</b></div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ <b>File as an attachment to Form 5500.</b></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><b>2010</b></div> <div><b>This Form is Open to Public Inspection</b></div> |
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|                                                                                            |                                                             |     |
|--------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----|
| For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010 |                                                             |     |
| <b>A</b> Name of plan<br>CORPORATE EXPRESS US, INC. UNION 401(K) RETIREMENT PLAN           | <b>B</b> Three-digit plan number (PN) ▶                     | 003 |
|                                                                                            |                                                             |     |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500.<br>STAPLES, INC.            | <b>D</b> Employer Identification Number (EIN)<br>04-2896127 |     |

|               |                                                                                                                                                                                                                                                     |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information Concerning Insurance Contract Coverage, Fees, and Commissions</b> 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. |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                |
|--------------------------------|
| <b>1</b> Coverage Information: |
|--------------------------------|

|                                                                         |
|-------------------------------------------------------------------------|
| <b>(a)</b> Name of insurance carrier<br>NEW YORK LIFE INSURANCE COMPANY |
|-------------------------------------------------------------------------|

| (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                                 | 90                                                                          | 01/01/2010              | 12/31/2010 |

|                                                                                                                                                                                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>2</b> 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. |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                             |                                      |
|---------------------------------------------|--------------------------------------|
| <b>(a)</b> Total amount of commissions paid | <b>(b)</b> Total amount of fees paid |
| 0                                           | 0                                    |

|                                                                                                              |
|--------------------------------------------------------------------------------------------------------------|
| <b>3</b> Persons receiving commissions and fees. (Complete as many entries as needed to report all persons). |
|--------------------------------------------------------------------------------------------------------------|

|                                                                                                         |
|---------------------------------------------------------------------------------------------------------|
| <b>(a)</b> 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 |                       |
|                                               |                                 |             |                       |

|                                                                                                         |
|---------------------------------------------------------------------------------------------------------|
| <b>(a)</b> 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>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

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

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

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

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

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

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

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

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> 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.

|                                                                                                        |          |         |
|--------------------------------------------------------------------------------------------------------|----------|---------|
| <b>4</b> Current value of plan's interest under this contract in the general account at year end ..... | <b>4</b> |         |
| <b>5</b> Current value of plan's interest under this contract in separate accounts at year end .....   | <b>5</b> | 1107876 |

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

|                                                                                                                                                                                                                |           |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>b</b> Premiums paid to carrier .....                                                                                                                                                                        | <b>6b</b> |  |
| <b>c</b> Premiums due but unpaid at the end of the year .....                                                                                                                                                  | <b>6c</b> |  |
| <b>d</b> 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. ....<br>Specify nature of costs ▶ | <b>6d</b> |  |

**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>b</b> Balance at the end of the previous year .....                                      | <b>7b</b>    |  |
| <b>c</b> Additions: (1) Contributions deposited during the year .....                       | <b>7c(1)</b> |  |
| (2) Dividends and credits .....                                                             | <b>7c(2)</b> |  |
| (3) Interest credited during the year .....                                                 | <b>7c(3)</b> |  |
| (4) Transferred from separate account .....                                                 | <b>7c(4)</b> |  |
| (5) Other (specify below) .....                                                             | <b>7c(5)</b> |  |
| ▶                                                                                           |              |  |
| (6) Total additions .....                                                                   | <b>7c(6)</b> |  |
| <b>d</b> Total of balance and additions (add <b>b</b> and <b>c(6)</b> ) .....               | <b>7d</b>    |  |
| <b>e</b> Deductions:                                                                        |              |  |
| (1) Disbursed from fund to pay benefits or purchase annuities during year .....             | <b>7e(1)</b> |  |
| (2) Administration charge made by carrier .....                                             | <b>7e(2)</b> |  |
| (3) Transferred to separate account .....                                                   | <b>7e(3)</b> |  |
| (4) Other (specify below) .....                                                             | <b>7e(4)</b> |  |
| ▶                                                                                           |              |  |
| (5) Total deductions .....                                                                  | <b>7e(5)</b> |  |
| <b>f</b> Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> ) ..... | <b>7f</b>    |  |

**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:

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

**10** Nonexperience-rated contracts:

|                                                                                                                                                                                                                                 |            |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Total premiums or subscription charges paid to carrier.....                                                                                                                                                            | <b>10a</b> |  |
| <b>b</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. .... | <b>10b</b> |  |

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. ▶

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>2010</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>This Form is Open to Public Inspection.</b> |

|                                                                                            |                                                             |
|--------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010 |                                                             |
| <b>A</b> Name of plan<br>CORPORATE EXPRESS US, INC. UNION 401(K) RETIREMENT PLAN           | <b>B</b> Three-digit plan number (PN) ▶ 003                 |
|                                                                                            |                                                             |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>STAPLES, INC.             | <b>D</b> Employer Identification Number (EIN)<br>04-2896127 |

|               |                                                        |
|---------------|--------------------------------------------------------|
| <b>Part I</b> | <b>Service Provider Information (see instructions)</b> |
|---------------|--------------------------------------------------------|

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>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|-------------------------------------------------------------------------------------------------------------------|

|                                                                                                                  |
|------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |
|------------------------------------------------------------------------------------------------------------------|

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|-------------------------------------------------------------------------------------------------------------------|

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|-------------------------------------------------------------------------------------------------------------------|

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

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

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

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

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

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

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

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**(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)

NEW YORK LIFE INVESTMENT MANAGEMENT

52-2206685

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 15 62 64                      | RETAINED BY EMPLOYER                                                                                     | 6469                                                                          | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                                   | 0                                                                                                                                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                 |

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

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

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

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

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

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

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

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

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

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

**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<br>(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<br>(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<br>(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.

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

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN;       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN;       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                              |  |                                                                                                                                                                                                                                   |  |                                                                                                      |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------|--|
| <div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> |  | <div>DFE/Participating Plan 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>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>      |  |
| For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                      |  |
| A Name of plan<br>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<br>STAPLES, INC.                                                                                                               |  |                                                                                                                                                                                                                                   |  | D Employer Identification Number (EIN)<br>04-2896127                                                 |  |
| Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)<br>(Complete as many entries as needed to report all interests in DFEs)             |  |                                                                                                                                                                                                                                   |  |                                                                                                      |  |
| 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) 1107876 |  |
| 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) 865     |  |
| 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)         |  |
| 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)         |  |
| 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                                                                                                                                                                                        |  |                                                                                                                                                                                                                                   |  |                                                                                                      |  |

**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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                             |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>2010</b>                                   |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                    |            |
|----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| For calendar plan year 2010 or fiscal plan year beginning <b>01/01/2010</b> and ending <b>12/31/2010</b> |                                                                    |            |
| <b>A</b> Name of plan<br><b>CORPORATE EXPRESS US, INC. UNION 401(K) RETIREMENT PLAN</b>                  | <b>B</b> Three-digit plan number (PN) <b>►</b>                     | <b>003</b> |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>STAPLES, INC.</b>                    | <b>D</b> Employer Identification Number (EIN)<br><b>04-2896127</b> |            |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**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 |
|----------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                      | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                       |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                            | <b>1b(1)</b>    |                       |                 |
| <b>(2)</b> Participant contributions .....                                                         | <b>1b(2)</b>    |                       |                 |
| <b>(3)</b> Other .....                                                                             | <b>1b(3)</b>    |                       |                 |
| <b>c</b> General investments:                                                                      |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....   | <b>1c(1)</b>    | 49                    | 45              |
| <b>(2)</b> U.S. Government securities .....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                            |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                         | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other .....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                      |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                         | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                            | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                               | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                   | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                                | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                 | <b>1c(8)</b>    | 234533                | 244513          |
| <b>(9)</b> Value of interest in common/collective trusts .....                                     | <b>1c(9)</b>    | 49920                 | 0               |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                    | <b>1c(10)</b>   | 1026235               | 1107876         |
| <b>(11)</b> Value of interest in master trust investment accounts .....                            | <b>1c(11)</b>   |                       |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                  | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds) .....        | <b>1c(13)</b>   | 1609069               | 1628827         |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts) ..... | <b>1c(14)</b>   |                       | 0               |
| <b>(15)</b> Other .....                                                                            | <b>1c(15)</b>   |                       | 0               |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> | 590                   | 865             |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 2920396               | 2982126         |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |         |         |
|-----------------------------------------------------------|-----------|---------|---------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 2920396 | 2982126 |
|-----------------------------------------------------------|-----------|---------|---------|

**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) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 38843      |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 117273     |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 0          |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 156116    |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> | 0          |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 15056      |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 15056     |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> | 12         |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 27115      |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 27127     |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> | 22         |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> | 23         |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | -1        |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> | -24        |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | -24       |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            | 94        |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            | 28101     |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            | 181607    |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            | 0         |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 408076    |

**Expenses**

|                                                                                            |              |        |        |
|--------------------------------------------------------------------------------------------|--------------|--------|--------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |        |        |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 341557 |        |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |        |        |
| (3) Other .....                                                                            | <b>2e(3)</b> |        |        |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |        | 341557 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |        | 0      |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |        | 0      |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |        |        |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> | 0      |        |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> | 6469   |        |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> | 12     |        |
| (4) Other .....                                                                            | <b>2i(4)</b> |        |        |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |        | 6481   |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |        | 348038 |

**Net Income and Reconciliation**

|                                                                               |              |  |       |
|-------------------------------------------------------------------------------|--------------|--|-------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 60038 |
| <b>l</b> Transfers of assets:                                                 |              |  |       |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  | 1692  |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |       |

**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  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|---------|
| <b>a</b> 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   |    | 4848    |
| <b>b</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  |         |
| <b>c</b> 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  |         |
| <b>d</b> 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  |         |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 5000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |         |
| <b>g</b> 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  |         |
| <b>h</b> 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  |         |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |         |
| <b>j</b> 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  |         |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |         |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |         |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     | X  |         |
| <b>n</b> 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)

| 5b(1) Name of plan(s) | 5b(2) EIN(s) | 5b(3) PN(s) |
|-----------------------|--------------|-------------|
|                       |              |             |
|                       |              |             |
|                       |              |             |
|                       |              |             |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            | <b>2010</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            | <b>This Form is Open to Public Inspection.</b> |

|                                                                                                          |                                                                    |  |
|----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|--|
| For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u> |                                                                    |  |
| <b>A</b> Name of plan<br><u>CORPORATE EXPRESS US, INC. UNION 401(K) RETIREMENT PLAN</u>                  | <b>B</b> Three-digit plan number (PN) ▶<br><u>003</u>              |  |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>STAPLES, INC.</u>                    | <b>D</b> Employer Identification Number (EIN)<br><u>04-2896127</u> |  |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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..... 

|          |  |
|----------|--|
| <b>1</b> |  |
|----------|--|

**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): 13-3808042

**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..... 

|          |  |
|----------|--|
| <b>3</b> |  |
|----------|--|

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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 ..... 

|                                                                                                                                                 |           |
|-------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| <b>6a</b>                                                                                                                                       |           |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                      | <b>6b</b> |
| <b>c</b> 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)..... | <b>6c</b> |

**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

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

**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

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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

**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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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  
Corporate Express U.S. Inc. Union 401(k) Retirement Plan

We were engaged to audit the statements of net assets available for benefits of Corporate Express US Inc. Union 401(k) Retirement Plan as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedules of assets (held at end of year) as of December 31, 2010 and delinquent participant contributions for the year then ended. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by New York Life Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee, as of December 31, 2010 and 2009, and for the years then ended that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, 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 7, 2011



FINANCIAL STATEMENTS  
AND SUPPLEMENTAL SCHEDULES

Corporate Express U.S. Inc. Union 401(k) Retirement Plan  
Years Ended December 31, 2010 and 2009  
With Report of Independent Auditors

Ernst & Young LLP

Corporate Express U.S. Inc.  
Union 401(k) Retirement Plan

Financial Statements  
and Supplemental Schedules

Years Ended December 31, 2010 and 2009

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## Report of Independent Auditors

### The Participants and Administrator Corporate Express U.S. Inc. Union 401(k) Retirement Plan

We were engaged to audit the statements of net assets available for benefits of Corporate Express US Inc. Union 401(k) Retirement Plan as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedules of assets (held at end of year) as of December 31, 2010 and delinquent participant contributions for the year then ended. These financial statements and supplemental schedules are the responsibility of the Plan's management.

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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 schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, 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 7, 2011

Corporate Express U.S. Inc. Union 401(k) Retirement Plan

Statements of Net Assets Available for Benefits

|                                                                                                   | December 31,        |                     |
|---------------------------------------------------------------------------------------------------|---------------------|---------------------|
|                                                                                                   | 2010                | 2009                |
| <b>Assets</b>                                                                                     |                     |                     |
| Investments, at fair value                                                                        | \$ 2,724,983        | \$ 2,636,604        |
| Receivables:                                                                                      |                     |                     |
| Participant notes receivable                                                                      | 244,513             | 234,533             |
| <b>Net assets reflecting investments at fair value</b>                                            | <b>2,969,496</b>    | <b>2,871,137</b>    |
| Adjustment from fair value to contract value for fully<br>benefit-responsive investment contracts | 12,630              | 49,259              |
| <b>Net assets available for benefits</b>                                                          | <b>\$ 2,982,126</b> | <b>\$ 2,920,396</b> |

*See accompanying notes.*

# Corporate Express U.S. Inc. Union 401(k) Retirement Plan

## Statement of Changes in Net Assets Available for Benefits

|                                                        | <b>Year Ended December 31,</b> |                     |
|--------------------------------------------------------|--------------------------------|---------------------|
|                                                        | <b>2010</b>                    | <b>2009</b>         |
| <b>Additions</b>                                       |                                |                     |
| Investment income:                                     |                                |                     |
| Net appreciation in fair value of investments          | \$ 181,571                     | \$ 302,625          |
| Interest and dividend income                           | 56,724                         | 70,946              |
|                                                        | <u>238,295</u>                 | <u>373,571</u>      |
| Interest income on participant notes receivable        | 15,056                         | 7,474               |
| Contributions:                                         |                                |                     |
| Employee contributions                                 | 117,273                        | 142,592             |
| Employer contributions                                 | 45,312                         | 56,769              |
| Employee rollovers                                     | —                              | 861                 |
|                                                        | <u>162,585</u>                 | <u>200,222</u>      |
| Transfer from Corporate Express 401(k) Retirement Plan | —                              | 53,993              |
| Total additions                                        | <u>415,936</u>                 | <u>635,260</u>      |
| <b>Deductions</b>                                      |                                |                     |
| Benefits payments                                      | 347,726                        | 661,868             |
| Administrative expenses                                | 6,480                          | 1,333               |
| Total deductions                                       | <u>354,206</u>                 | <u>663,201</u>      |
| Net increase (decrease)                                | 61,730                         | (27,941)            |
| <b>Net assets available for benefits:</b>              |                                |                     |
| Beginning of year                                      | 2,920,396                      | 2,948,337           |
| End of year                                            | <u>\$ 2,982,126</u>            | <u>\$ 2,920,396</u> |

*See accompanying notes.*

# Corporate Express U.S. Inc. Union 401(k) Retirement Plan

## Notes to Financial Statements

December 31, 2010

### **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 U.S. 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 (the “IRC” or the “Code”), 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”).

New York Life Trust Company (the “Trustee”) served as trustee of the Plan during 2010. The Trustee provided the trust and recordkeeping services for the Plan.

Fidelity Management Trust Company and New York Life Trust Company served as trustees of the Plan during 2009. Fidelity Management Trust Company served as the trustee through June 30, 2009, and effective July 1, 2009, New York Life Trust Company served as the trustee for the remainder of the year.

#### **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 may contribute from 1% up to 50% of their eligible compensation 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 provisions distributions from other qualified defined benefit or defined contribution plans.

# Corporate Express U.S. Inc. Union 401(k) Retirement Plan

## Notes to Financial Statements (continued)

### **1. Description of the Plan (continued)**

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Plan provides for auto-enrollment, whereby at five years of service an eligible employee is auto-enrolled into the plan with a deferral amount of 3% of pretax contributions.

#### **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.

#### **Participant Accounts**

Each participant's account is credited with the participant's contributions, an allocation of their investment earnings, the Company's contributions and plan earnings, less any benefit payments and 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.

#### **Vesting**

Participants are immediately 100% vested in their contributions, any rollover contributions, and actual earnings thereon. Vesting in the Company matching contributions plus actual earnings thereon is based on the length of vesting service over a period of five vesting years, as further defined in the Plan.

# Corporate Express U.S. Inc. Union 401(k) Retirement Plan

## Notes to Financial Statements (continued)

### **1. Description of the Plan (continued)**

#### **Forfeited Amounts**

Non-vested participant amounts are used to reduce future Company contributions, as defined in the Plan Document. Forfeitures available to reduce Company contributions at December 31, 2010 and 2009 amounted to \$22,631 and \$28,806, respectively. During 2010 and 2009, the total forfeiture money used to offset employer contributions and administrative expenses amounted to \$7,016 and \$0, respectively.

#### **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 at anytime.

#### **Participant Notes Receivable**

Participants may borrow from their fund accounts a minimum of \$500, up to a maximum equal to the lesser of \$50,000 or 50% of their vested participant account balance, comprised of employee contributions, their respective earnings and rollover monies. Loan terms range from one to five years, or up to ten years for the purchase of a principal residence. The notes receivable are secured by the vested balance in the participant's account, and bear interest at a rate consistent with local prevailing rates as determined by the Plan. All notes receivable are subject to the principal repayment terms and interest rate guidelines set forth in the Plan Document.

#### **Termination Provision**

Although the Company has not expressed any intent to do so, the Company reserves the right 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. The Company shall not be liable to participants for benefits other than those which can be provided by the Plan's net assets.

# Corporate Express U.S. Inc. Union 401(k) Retirement Plan

## Notes to Financial Statements (continued)

### **1. Description of the Plan (continued)**

#### **Administrative Expenses**

Recordkeeping and most administrative expenses are paid by the Plan. Certain other plan expenses are paid by the Company.

### **2. Summary of Significant Accounting Policies**

#### **Basis of Accounting**

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

#### **Valuation of Investments and Income Recognition**

Investments held by the Plan 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 Plan invested in investment contracts through a pooled separate account (New York Life Anchor Account), which is 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 this investment at contract value. The fair value of the Plan's interest in this investment is based on information reported by the issuer of the pooled separate account at year end. 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.

## Corporate Express U.S. Inc. Union 401(k) Retirement Plan

### Notes to Financial Statements (continued)

#### **2. Summary of Significant Accounting Policies (continued)**

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. 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.

#### **Payment of Benefits**

Benefit payments to the participants are recorded upon distribution.

#### **Participant Notes Receivable**

Participant notes receivable are valued at their outstanding principal balances, plus any accrued but unpaid interest. Interest income on participant notes receivable is recorded when it is earned. Related fees, if any, are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as part of December 31, 2010 or 2009. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

#### **Use of Estimates**

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

#### **New Accounting Pronouncements**

In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2010-06, *Improving Disclosures about Fair Value Measurements*, ("ASU 2010-06"). ASU 2010-06 amended Accounting Standards Codification ("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

## Corporate Express U.S. Inc. Union 401(k) Retirement Plan

### Notes to Financial Statements (continued)

#### **2. Summary of Significant Accounting Policies (continued)**

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 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 became effective for reporting periods beginning after December 15, 2009. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not affect the Plan's net assets available for benefits or its changes in net asset available for benefits.

In September 2010, the FASB issued ASU 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*, ("ASU 2010-25"). ASU 2010-25 requires participant loans to be measured at their unpaid principal balance plus any accrued by unpaid interest and classified as notes receivable from participants. Previously, loans were measured at fair value and classified as investments. ASU 2010-25 is effective for fiscal years ending after December 15, 2010 and is required to be applied retrospectively. Adoption of ASU 2010-25 did not change the value of participant loans from the amount previously reported as of December 31, 2009. Participant notes receivable have been reclassified as a receivable at December 31, 2010 and 2009 as compared to previously being classified as investments in 2009.

In May 2011, the FASB issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*, (ASU 2011-04). ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures*, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

#### **Reclassifications**

Certain reclassifications have been made to the 2009 financial statements to conform to ASU 2010-25.

## Corporate Express U.S. Inc. Union 401(k) Retirement Plan

### Notes to Financial Statements (continued)

#### 2. Summary of Significant Accounting Policies (continued)

##### Subsequent Events

Management evaluated subsequent events for the Plan through October 7, 2011, the date the financial statements were available to be issued.

#### 3. Investments

Other than the fair value of the New York Life Anchor Account 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 supplemental schedules, including investments held and participant notes receivable at December 31, 2010 and 2009 and net appreciation in fair value of investments, interest, dividends, and interest income on participant notes receivable for the years ended December 31, 2010 and 2009, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by New York Life Trust Company (trustee of the plan since July 1, 2009) and Fidelity Management Trust Company (the prior trustee of the plan for the period January 1, 2009 through June 30, 2009). The contract value of the New York Life Anchor Account was certified as complete and accurate by the Trustee.

The Plan's investments, including investments purchased and sold, as well as held during the year, appreciated (depreciated) in fair value as determined by quoted market prices as follows:

|                            | <b>Year Ended December 31,</b> |                   |
|----------------------------|--------------------------------|-------------------|
|                            | <b>2010</b>                    | <b>2009</b>       |
| Mutual funds               | \$ 181,596                     | \$ 302,549        |
| Staples, Inc. common stock | (25)                           | 76                |
|                            | <u>\$ 181,571</u>              | <u>\$ 302,625</u> |

## Corporate Express U.S. Inc. Union 401(k) Retirement Plan

### Notes to Financial Statements (continued)

#### 3. Investments (continued)

The fair values of individual fund investments that represent 5% or more of the Plan's net assets as of December 31, 2010 and 2009 are as follows:

|                                                   | <b>December 31</b>  |             |
|---------------------------------------------------|---------------------|-------------|
|                                                   | <b>2010</b>         | <b>2009</b> |
| New York Life Anchor Account (at fair value)*     | <b>\$ 1,095,246</b> | \$ 976,976  |
| PIMCO Total Return – Administrative Class         | <b>538,645</b>      | 497,569     |
| Aston/Optimum Mid Cap Fund                        | <b>363,004</b>      | 327,287     |
| T. Rowe Price Retirement 2015 Advisor             | <b>192,588</b>      | **          |
| Dow Jones Target 2015 – Series C                  | **                  | 193,952     |
| Fidelity Spartan US Equity Index – Investor Class | <b>189,108</b>      | 181,092     |

\* The contract value of the Plan's investment in the New York Anchor Account was \$1,107,876 and \$1,026,235 at December 31, 2010 and 2009, respectively.

\*\* Amount did not represent 5% of Plan's net assets for the year presented.

#### 4. Fair Value Measurements

ASC 820 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. 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 (i.e., an exit price). The fair value hierarchy 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.

## Corporate Express U.S. Inc. Union 401(k) Retirement Plan

### Notes to Financial Statements (continued)

#### 4. Fair Value Measurements (continued)

*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 U.S. Inc. Union 401(k) Retirement Plan

## Notes to Financial Statements (continued)

### 4. Fair Value Measurements (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investments carried at fair value as of December 31, 2010 and 2009:

|                                | December 31, 2010   |                     |             |                     |
|--------------------------------|---------------------|---------------------|-------------|---------------------|
|                                | Level 1             | Level 2             | Level 3     | Total               |
| Pooled separate accounts (1)   | \$ —                | \$ 1,095,246        | \$ —        | \$ 1,095,246        |
| Mutual funds (2):              |                     |                     |             |                     |
| Balanced funds                 | 279,385             | —                   | —           | 279,385             |
| Growth funds                   | 446,093             | —                   | —           | 446,093             |
| Fixed income funds             | 538,645             | —                   | —           | 538,645             |
| Growth and fixed income funds  | 236,306             | —                   | —           | 236,306             |
| International                  | 128,398             | —                   | —           | 128,398             |
| Staples, Inc. Common Stock (4) | 865                 | —                   | —           | 865                 |
| Money market account (5)       | 45                  | —                   | —           | 45                  |
|                                | <u>\$ 1,629,737</u> | <u>\$ 1,095,246</u> | <u>\$ —</u> | <u>\$ 2,724,983</u> |

|                                  | December 31, 2009   |                     |             |                     |
|----------------------------------|---------------------|---------------------|-------------|---------------------|
|                                  | Level 1             | Level 2             | Level 3     | Total               |
| Pooled separate accounts (1)     | \$ —                | \$ 976,976          | \$ —        | \$ 976,976          |
| Mutual funds (2):                |                     |                     |             |                     |
| 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             |
| Common collective trust fund (3) | —                   | 49,920              | —           | 49,920              |
| Staples, Inc. Common Stock (4)   | 590                 | —                   | —           | 590                 |
| Money market account (5)         | 49                  | —                   | —           | 49                  |
|                                  | <u>\$ 1,609,708</u> | <u>\$ 1,026,896</u> | <u>\$ —</u> | <u>\$ 2,636,604</u> |

## Corporate Express U.S. Inc. Union 401(k) Retirement Plan

### Notes to Financial Statements (continued)

#### 4. Fair Value Measurements (continued)

- (1) 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.
- (2) 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 quoted market prices.
- (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 with this investment.
- (4) This category represents the Plan's investment in Staples, Inc. common stock at fair value.
- (5) 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.

#### 5. Risk 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.

#### 6. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service ("IRS") dated July 7, 2010, 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. 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 U.S. Inc. Union 401(k) Retirement Plan

### Notes to Financial Statements (continued)

#### 6. Income Tax Status (continued)

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in process. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

#### 7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net increase per the financial statements to the amount per Form 5500 for the year ended December 31, 2010:

|                                                          | <b>December 31,<br/>2010</b> |
|----------------------------------------------------------|------------------------------|
| Net increase per financial statements                    | \$ 61,730                    |
| Less: Transfer from Staples Employee 401(k) Savings Plan | (290)                        |
| Less: Transfer from Fidelity Management Trust Company    | (1,402)                      |
| Net increase per Form 5500                               | <u>\$ 60,038</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:

|                                                                                                                                          | <b>December 31,<br/>2009</b> |
|------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|
| 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) Retirement Plan                                                                             | (53,993)                     |
| Net decrease per Form 5500                                                                                                               | <u>\$ (35,224)</u>           |

## Corporate Express U.S. Inc. Union 401(k) Retirement Plan

### Notes to Financial Statements (continued)

#### **8. Related Party Transactions**

The Plan holds units of a pooled separate account managed by New York Life Trust Company, the trustee 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.

## Supplemental Schedules

Corporate Express U.S. Inc. Union 401(k) Retirement Plan

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

EIN 04-2896127 Plan #003

Year Ended December 31, 2010

| Participant Contributions Transferred Late to Plan                                               |                             | Total that Constitute Nonexempt Prohibited Transactions |                                          |                                                  |
|--------------------------------------------------------------------------------------------------|-----------------------------|---------------------------------------------------------|------------------------------------------|--------------------------------------------------|
| Check here if Late Participant Loan Repayments are included: <input checked="" type="checkbox"/> | Contributions Not Corrected | Contributions Corrected Outside VFCP                    | Contributions Pending Correction in VFCP | Total Fully Corrected Under VFCP and PTE 2002–51 |
| \$ 4,848*                                                                                        |                             | \$ 4,848                                                |                                          |                                                  |

(\*) Represents delinquent participant contributions and loan repayments from one pay period in 2010. The Company remitted lost earnings to the Plan and filed Form 5330, *Return of Excise Taxes Related to Employee Benefit Plan*, during 2011. The Company intends to remit the lost earnings of \$140 in 2011.

Corporate Express U.S. Inc. Union 401(k) Retirement Plan

EIN 04-2896127 Plan #003

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

December 31, 2010

| Identity of Issuer, Borrower,<br>Lessor or Similar Party | Description of<br>Investment | Current<br>Value |
|----------------------------------------------------------|------------------------------|------------------|
| <b>Mutual Funds</b>                                      |                              |                  |
| PIMCO Total Return – Administrative Class                | 49,644 shares                | \$ 538,645       |
| Fidelity Spartan U.S. Equity Index – Investor Class      | 4,252 shares                 | 189,108          |
| Oakmark Equity and Income Fund                           | 23 shares                    | 647              |
| Invesco Van Kampen Growth and Income Fund                | 2,422 shares                 | 46,551           |
| Aston/Optimum Mid Cap Fund                               | 11,365 shares                | 363,004          |
| Lord Abbet Small Cap Value                               | 91 shares                    | 2,874            |
| Mainstay Large Cap Growth                                | 10,869 shares                | 78,693           |
| Mainstay MAP Fund I                                      | 48 shares                    | 1,522            |
| American EuroPacific Growth                              | 3,156 shares                 | 128,398          |
| T. Rowe Price Retirement Income Fund                     | 546 shares                   | 7,152            |
| T. Rowe Price Retirement 2005 Advisor                    | 20 shares                    | 225              |
| T. Rowe Price Retirement 2010 Advisor                    | 506 shares                   | 7,764            |
| T. Rowe Price Retirement 2015 Advisor                    | 16,198 shares                | 192,588          |
| T. Rowe Price Retirement 2020 Advisor                    | 275 shares                   | 4,516            |
| T. Rowe Price Retirement 2025 Advisor                    | 2,134 shares                 | 25,693           |
| T. Rowe Price Retirement 2030 Advisor                    | 475 shares                   | 8,206            |
| T. Rowe Price Retirement 2035 Advisor                    | 1,847 shares                 | 22,593           |
| T. Rowe Price Retirement 2040 Advisor                    | 195 shares                   | 3,392            |
| T. Rowe Price Retirement 2045 Advisor                    | 593 shares                   | 6,882            |
| T. Rowe Price Retirement 2055 Advisor                    | 39 shares                    | 374              |
|                                                          |                              | <u>1,628,827</u> |

Corporate Express U.S. Inc. Union 401(k) Retirement Plan

EIN 04-2896127 Plan #003

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

December 31, 2010

| Identity of Issuer, Borrower,<br>Lessor or Similar Party | Description of Investment                                      | Current<br>Value           |
|----------------------------------------------------------|----------------------------------------------------------------|----------------------------|
| Pooled Separate Account:                                 |                                                                |                            |
| * New York Life Anchor Account                           | Pooled Separate Account                                        | \$ 1,095,246               |
| Staples Corporate Express Stock Fund:                    |                                                                |                            |
| * Staples, Inc. common stock                             | 38 shares                                                      | 865                        |
| * Mainstay Cash Reserves Fund                            | 41 shares                                                      | 45                         |
|                                                          |                                                                | <u>910</u>                 |
| * Participant Notes Receivable                           | Varying maturities with<br>interest rates of<br>4.75% – 10.25% | 244,513                    |
| Total                                                    |                                                                | <u><u>\$ 2,969,496</u></u> |

\* Indicates party-in-interest to the Plan.

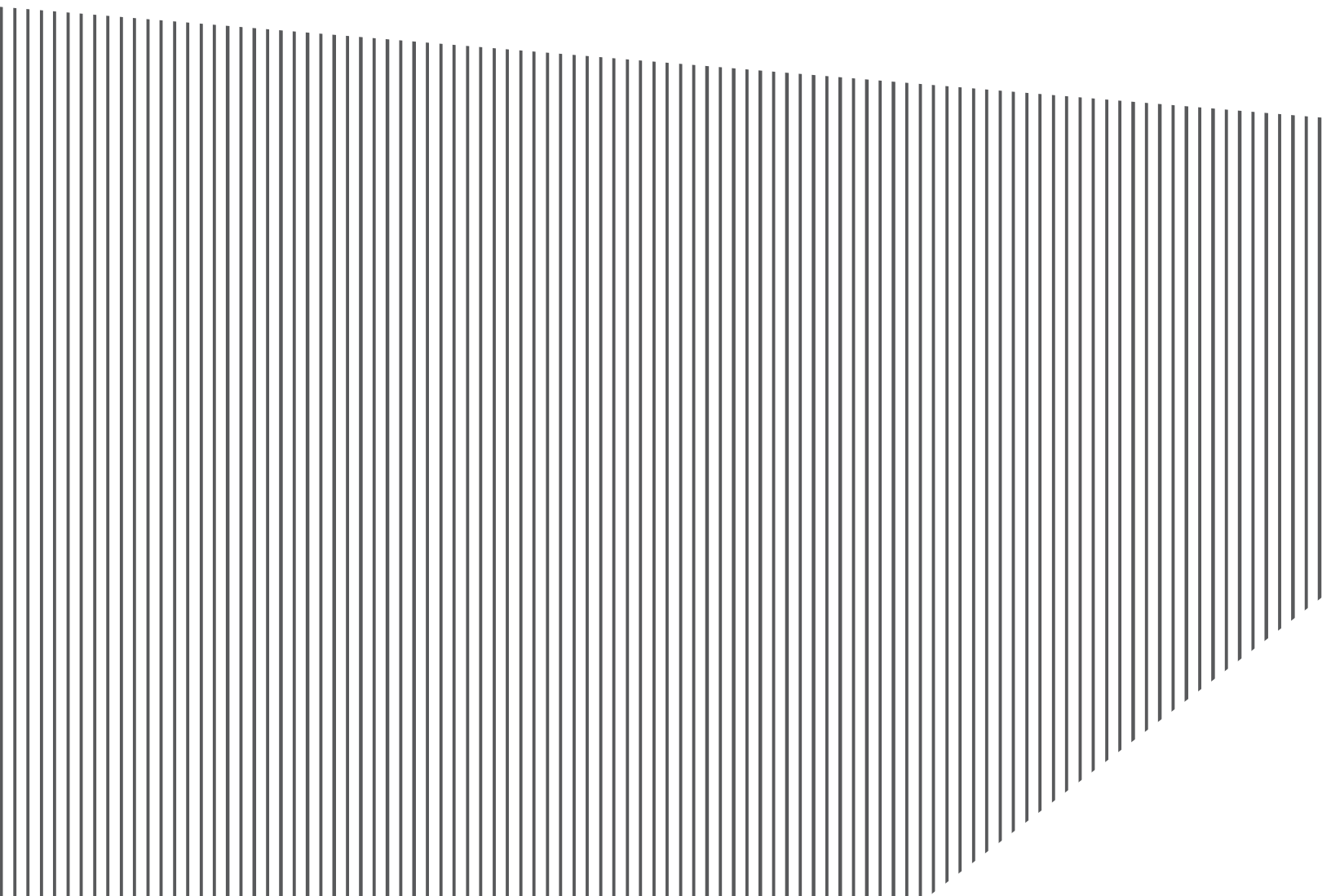
Note: Cost information has not been included as all investments are participant-directed.

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FINANCIAL STATEMENTS  
AND SUPPLEMENTAL SCHEDULES

Corporate Express U.S. Inc. Union 401(k) Retirement Plan  
Years Ended December 31, 2010 and 2009  
With Report of Independent Auditors

Ernst & Young LLP



Corporate Express U.S. Inc.  
Union 401(k) Retirement Plan

Financial Statements  
and Supplemental Schedules

Years Ended December 31, 2010 and 2009

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## Report of Independent Auditors

The Participants and Administrator  
Corporate Express U.S. Inc. Union 401(k) Retirement Plan

We were engaged to audit the statements of net assets available for benefits of Corporate Express US Inc. Union 401(k) Retirement Plan as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedules of assets (held at end of year) as of December 31, 2010 and delinquent participant contributions for the year then ended. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by New York Life Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee, as of December 31, 2010 and 2009, and for the years then ended that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, 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 7, 2011

Corporate Express U.S. Inc. Union 401(k) Retirement Plan

Statements of Net Assets Available for Benefits

|                                                                                                   | December 31,        |                     |
|---------------------------------------------------------------------------------------------------|---------------------|---------------------|
|                                                                                                   | 2010                | 2009                |
| <b>Assets</b>                                                                                     |                     |                     |
| Investments, at fair value                                                                        | \$ 2,724,983        | \$ 2,636,604        |
| Receivables:                                                                                      |                     |                     |
| Participant notes receivable                                                                      | 244,513             | 234,533             |
| <b>Net assets reflecting investments at fair value</b>                                            | <b>2,969,496</b>    | <b>2,871,137</b>    |
| Adjustment from fair value to contract value for fully<br>benefit-responsive investment contracts | 12,630              | 49,259              |
| <b>Net assets available for benefits</b>                                                          | <b>\$ 2,982,126</b> | <b>\$ 2,920,396</b> |

*See accompanying notes.*

# Corporate Express U.S. Inc. Union 401(k) Retirement Plan

## Statement of Changes in Net Assets Available for Benefits

|                                                        | <b>Year Ended December 31,</b> |                     |
|--------------------------------------------------------|--------------------------------|---------------------|
|                                                        | <b>2010</b>                    | <b>2009</b>         |
| <b>Additions</b>                                       |                                |                     |
| Investment income:                                     |                                |                     |
| Net appreciation in fair value of investments          | \$ 181,571                     | \$ 302,625          |
| Interest and dividend income                           | 56,724                         | 70,946              |
|                                                        | <u>238,295</u>                 | <u>373,571</u>      |
| Interest income on participant notes receivable        | 15,056                         | 7,474               |
| Contributions:                                         |                                |                     |
| Employee contributions                                 | 117,273                        | 142,592             |
| Employer contributions                                 | 45,312                         | 56,769              |
| Employee rollovers                                     | —                              | 861                 |
|                                                        | <u>162,585</u>                 | <u>200,222</u>      |
| Transfer from Corporate Express 401(k) Retirement Plan | —                              | 53,993              |
| Total additions                                        | <u>415,936</u>                 | <u>635,260</u>      |
| <b>Deductions</b>                                      |                                |                     |
| Benefits payments                                      | 347,726                        | 661,868             |
| Administrative expenses                                | 6,480                          | 1,333               |
| Total deductions                                       | <u>354,206</u>                 | <u>663,201</u>      |
| Net increase (decrease)                                | 61,730                         | (27,941)            |
| <b>Net assets available for benefits:</b>              |                                |                     |
| Beginning of year                                      | 2,920,396                      | 2,948,337           |
| End of year                                            | <u>\$ 2,982,126</u>            | <u>\$ 2,920,396</u> |

*See accompanying notes.*

# Corporate Express U.S. Inc. Union 401(k) Retirement Plan

## Notes to Financial Statements

December 31, 2010

### **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 U.S. 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 (the “IRC” or the “Code”), 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”).

New York Life Trust Company (the “Trustee”) served as trustee of the Plan during 2010. The Trustee provided the trust and recordkeeping services for the Plan.

Fidelity Management Trust Company and New York Life Trust Company served as trustees of the Plan during 2009. Fidelity Management Trust Company served as the trustee through June 30, 2009, and effective July 1, 2009, New York Life Trust Company served as the trustee for the remainder of the year.

#### **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 may contribute from 1% up to 50% of their eligible compensation 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 provisions distributions from other qualified defined benefit or defined contribution plans.

# Corporate Express U.S. Inc. Union 401(k) Retirement Plan

## Notes to Financial Statements (continued)

### **1. Description of the Plan (continued)**

Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Plan provides for auto-enrollment, whereby at five years of service an eligible employee is auto-enrolled into the plan with a deferral amount of 3% of pretax contributions.

### **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.

### **Participant Accounts**

Each participant's account is credited with the participant's contributions, an allocation of their investment earnings, the Company's contributions and plan earnings, less any benefit payments and 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.

### **Vesting**

Participants are immediately 100% vested in their contributions, any rollover contributions, and actual earnings thereon. Vesting in the Company matching contributions plus actual earnings thereon is based on the length of vesting service over a period of five vesting years, as further defined in the Plan.

# Corporate Express U.S. Inc. Union 401(k) Retirement Plan

## Notes to Financial Statements (continued)

### **1. Description of the Plan (continued)**

#### **Forfeited Amounts**

Non-vested participant amounts are used to reduce future Company contributions, as defined in the Plan Document. Forfeitures available to reduce Company contributions at December 31, 2010 and 2009 amounted to \$22,631 and \$28,806, respectively. During 2010 and 2009, the total forfeiture money used to offset employer contributions and administrative expenses amounted to \$7,016 and \$0, respectively.

#### **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 at anytime.

#### **Participant Notes Receivable**

Participants may borrow from their fund accounts a minimum of \$500, up to a maximum equal to the lesser of \$50,000 or 50% of their vested participant account balance, comprised of employee contributions, their respective earnings and rollover monies. Loan terms range from one to five years, or up to ten years for the purchase of a principal residence. The notes receivable are secured by the vested balance in the participant's account, and bear interest at a rate consistent with local prevailing rates as determined by the Plan. All notes receivable are subject to the principal repayment terms and interest rate guidelines set forth in the Plan Document.

#### **Termination Provision**

Although the Company has not expressed any intent to do so, the Company reserves the right 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. The Company shall not be liable to participants for benefits other than those which can be provided by the Plan's net assets.

# Corporate Express U.S. Inc. Union 401(k) Retirement Plan

## Notes to Financial Statements (continued)

### **1. Description of the Plan (continued)**

#### **Administrative Expenses**

Recordkeeping and most administrative expenses are paid by the Plan. Certain other plan expenses are paid by the Company.

### **2. Summary of Significant Accounting Policies**

#### **Basis of Accounting**

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

#### **Valuation of Investments and Income Recognition**

Investments held by the Plan 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 Plan invested in investment contracts through a pooled separate account (New York Life Anchor Account), which is 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 this investment at contract value. The fair value of the Plan's interest in this investment is based on information reported by the issuer of the pooled separate account at year end. 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.

## Corporate Express U.S. Inc. Union 401(k) Retirement Plan

### Notes to Financial Statements (continued)

#### **2. Summary of Significant Accounting Policies (continued)**

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. 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.

#### **Payment of Benefits**

Benefit payments to the participants are recorded upon distribution.

#### **Participant Notes Receivable**

Participant notes receivable are valued at their outstanding principal balances, plus any accrued but unpaid interest. Interest income on participant notes receivable is recorded when it is earned. Related fees, if any, are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as part of December 31, 2010 or 2009. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

#### **Use of Estimates**

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

#### **New Accounting Pronouncements**

In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2010-06, *Improving Disclosures about Fair Value Measurements*, ("ASU 2010-06"). ASU 2010-06 amended Accounting Standards Codification ("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

## Corporate Express U.S. Inc. Union 401(k) Retirement Plan

### Notes to Financial Statements (continued)

#### **2. Summary of Significant Accounting Policies (continued)**

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 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 became effective for reporting periods beginning after December 15, 2009. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not affect the Plan's net assets available for benefits or its changes in net asset available for benefits.

In September 2010, the FASB issued ASU 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*, ("ASU 2010-25"). ASU 2010-25 requires participant loans to be measured at their unpaid principal balance plus any accrued by unpaid interest and classified as notes receivable from participants. Previously, loans were measured at fair value and classified as investments. ASU 2010-25 is effective for fiscal years ending after December 15, 2010 and is required to be applied retrospectively. Adoption of ASU 2010-25 did not change the value of participant loans from the amount previously reported as of December 31, 2009. Participant notes receivable have been reclassified as a receivable at December 31, 2010 and 2009 as compared to previously being classified as investments in 2009.

In May 2011, the FASB issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*, (ASU 2011-04). ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures*, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

#### **Reclassifications**

Certain reclassifications have been made to the 2009 financial statements to conform to ASU 2010-25.

## Corporate Express U.S. Inc. Union 401(k) Retirement Plan

### Notes to Financial Statements (continued)

#### 2. Summary of Significant Accounting Policies (continued)

##### Subsequent Events

Management evaluated subsequent events for the Plan through October 7, 2011, the date the financial statements were available to be issued.

#### 3. Investments

Other than the fair value of the New York Life Anchor Account 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 supplemental schedules, including investments held and participant notes receivable at December 31, 2010 and 2009 and net appreciation in fair value of investments, interest, dividends, and interest income on participant notes receivable for the years ended December 31, 2010 and 2009, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by New York Life Trust Company (trustee of the plan since July 1, 2009) and Fidelity Management Trust Company (the prior trustee of the plan for the period January 1, 2009 through June 30, 2009). The contract value of the New York Life Anchor Account was certified as complete and accurate by the Trustee.

The Plan's investments, including investments purchased and sold, as well as held during the year, appreciated (depreciated) in fair value as determined by quoted market prices as follows:

|                            | <b>Year Ended December 31,</b> |                   |
|----------------------------|--------------------------------|-------------------|
|                            | <b>2010</b>                    | <b>2009</b>       |
| Mutual funds               | \$ 181,596                     | \$ 302,549        |
| Staples, Inc. common stock | (25)                           | 76                |
|                            | <u>\$ 181,571</u>              | <u>\$ 302,625</u> |

## Corporate Express U.S. Inc. Union 401(k) Retirement Plan

### Notes to Financial Statements (continued)

#### 3. Investments (continued)

The fair values of individual fund investments that represent 5% or more of the Plan's net assets as of December 31, 2010 and 2009 are as follows:

|                                                   | <b>December 31</b>  |             |
|---------------------------------------------------|---------------------|-------------|
|                                                   | <b>2010</b>         | <b>2009</b> |
| New York Life Anchor Account (at fair value)*     | <b>\$ 1,095,246</b> | \$ 976,976  |
| PIMCO Total Return – Administrative Class         | <b>538,645</b>      | 497,569     |
| Aston/Optimum Mid Cap Fund                        | <b>363,004</b>      | 327,287     |
| T. Rowe Price Retirement 2015 Advisor             | <b>192,588</b>      | **          |
| Dow Jones Target 2015 – Series C                  | **                  | 193,952     |
| Fidelity Spartan US Equity Index – Investor Class | <b>189,108</b>      | 181,092     |

\* The contract value of the Plan's investment in the New York Anchor Account was \$1,107,876 and \$1,026,235 at December 31, 2010 and 2009, respectively.

\*\* Amount did not represent 5% of Plan's net assets for the year presented.

#### 4. Fair Value Measurements

ASC 820 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. 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 (i.e., an exit price). The fair value hierarchy 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.

## Corporate Express U.S. Inc. Union 401(k) Retirement Plan

### Notes to Financial Statements (continued)

#### 4. Fair Value Measurements (continued)

*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 U.S. Inc. Union 401(k) Retirement Plan

## Notes to Financial Statements (continued)

### 4. Fair Value Measurements (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investments carried at fair value as of December 31, 2010 and 2009:

|                                | December 31, 2010   |                     |             |                     |
|--------------------------------|---------------------|---------------------|-------------|---------------------|
|                                | Level 1             | Level 2             | Level 3     | Total               |
| Pooled separate accounts (1)   | \$ —                | \$ 1,095,246        | \$ —        | \$ 1,095,246        |
| Mutual funds (2):              |                     |                     |             |                     |
| Balanced funds                 | 279,385             | —                   | —           | 279,385             |
| Growth funds                   | 446,093             | —                   | —           | 446,093             |
| Fixed income funds             | 538,645             | —                   | —           | 538,645             |
| Growth and fixed income funds  | 236,306             | —                   | —           | 236,306             |
| International                  | 128,398             | —                   | —           | 128,398             |
| Staples, Inc. Common Stock (4) | 865                 | —                   | —           | 865                 |
| Money market account (5)       | 45                  | —                   | —           | 45                  |
|                                | <u>\$ 1,629,737</u> | <u>\$ 1,095,246</u> | <u>\$ —</u> | <u>\$ 2,724,983</u> |

|                                  | December 31, 2009   |                     |             |                     |
|----------------------------------|---------------------|---------------------|-------------|---------------------|
|                                  | Level 1             | Level 2             | Level 3     | Total               |
| Pooled separate accounts (1)     | \$ —                | \$ 976,976          | \$ —        | \$ 976,976          |
| Mutual funds (2):                |                     |                     |             |                     |
| 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             |
| Common collective trust fund (3) | —                   | 49,920              | —           | 49,920              |
| Staples, Inc. Common Stock (4)   | 590                 | —                   | —           | 590                 |
| Money market account (5)         | 49                  | —                   | —           | 49                  |
|                                  | <u>\$ 1,609,708</u> | <u>\$ 1,026,896</u> | <u>\$ —</u> | <u>\$ 2,636,604</u> |

## Corporate Express U.S. Inc. Union 401(k) Retirement Plan

### Notes to Financial Statements (continued)

#### **4. Fair Value Measurements (continued)**

- (1) 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.
- (2) 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 quoted market prices.
- (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 with this investment.
- (4) This category represents the Plan's investment in Staples, Inc. common stock at fair value.
- (5) 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.

#### **5. Risk 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.

#### **6. Income Tax Status**

The Plan has received a determination letter from the Internal Revenue Service ("IRS") dated July 7, 2010, 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. 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 U.S. Inc. Union 401(k) Retirement Plan

### Notes to Financial Statements (continued)

#### 6. Income Tax Status (continued)

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in process. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

#### 7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net increase per the financial statements to the amount per Form 5500 for the year ended December 31, 2010:

|                                                          | <b>December 31,<br/>2010</b> |
|----------------------------------------------------------|------------------------------|
| Net increase per financial statements                    | \$ 61,730                    |
| Less: Transfer from Staples Employee 401(k) Savings Plan | (290)                        |
| Less: Transfer from Fidelity Management Trust Company    | (1,402)                      |
| Net increase per Form 5500                               | <u>\$ 60,038</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:

|                                                                                                                                          | <b>December 31,<br/>2009</b> |
|------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|
| 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) Retirement Plan                                                                             | (53,993)                     |
| Net decrease per Form 5500                                                                                                               | <u>\$ (35,224)</u>           |

## Corporate Express U.S. Inc. Union 401(k) Retirement Plan

### Notes to Financial Statements (continued)

#### **8. Related Party Transactions**

The Plan holds units of a pooled separate account managed by New York Life Trust Company, the trustee 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.

## Supplemental Schedules

Corporate Express U.S. Inc. Union 401(k) Retirement Plan

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

EIN 04-2896127 Plan #003

Year Ended December 31, 2010

| Participant Contributions Transferred Late to Plan                                               |                             | Total that Constitute Nonexempt Prohibited Transactions |                                          |                                                  |
|--------------------------------------------------------------------------------------------------|-----------------------------|---------------------------------------------------------|------------------------------------------|--------------------------------------------------|
| Check here if Late Participant Loan Repayments are included: <input checked="" type="checkbox"/> | Contributions Not Corrected | Contributions Corrected Outside VFCP                    | Contributions Pending Correction in VFCP | Total Fully Corrected Under VFCP and PTE 2002–51 |
| \$ 4,848*                                                                                        |                             | \$ 4,848                                                |                                          |                                                  |

(\*) Represents delinquent participant contributions and loan repayments from one pay period in 2010. The Company remitted lost earnings to the Plan and filed Form 5330, *Return of Excise Taxes Related to Employee Benefit Plan*, during 2011. The Company intends to remit the lost earnings of \$140 in 2011.

Corporate Express U.S. Inc. Union 401(k) Retirement Plan

EIN 04-2896127 Plan #003

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

December 31, 2010

| Identity of Issuer, Borrower,<br>Lessor or Similar Party | Description of<br>Investment | Current<br>Value |
|----------------------------------------------------------|------------------------------|------------------|
| <b>Mutual Funds</b>                                      |                              |                  |
| PIMCO Total Return – Administrative Class                | 49,644 shares                | \$ 538,645       |
| Fidelity Spartan U.S. Equity Index – Investor Class      | 4,252 shares                 | 189,108          |
| Oakmark Equity and Income Fund                           | 23 shares                    | 647              |
| Invesco Van Kampen Growth and Income Fund                | 2,422 shares                 | 46,551           |
| Aston/Optimum Mid Cap Fund                               | 11,365 shares                | 363,004          |
| Lord Abbet Small Cap Value                               | 91 shares                    | 2,874            |
| Mainstay Large Cap Growth                                | 10,869 shares                | 78,693           |
| Mainstay MAP Fund I                                      | 48 shares                    | 1,522            |
| American EuroPacific Growth                              | 3,156 shares                 | 128,398          |
| T. Rowe Price Retirement Income Fund                     | 546 shares                   | 7,152            |
| T. Rowe Price Retirement 2005 Advisor                    | 20 shares                    | 225              |
| T. Rowe Price Retirement 2010 Advisor                    | 506 shares                   | 7,764            |
| T. Rowe Price Retirement 2015 Advisor                    | 16,198 shares                | 192,588          |
| T. Rowe Price Retirement 2020 Advisor                    | 275 shares                   | 4,516            |
| T. Rowe Price Retirement 2025 Advisor                    | 2,134 shares                 | 25,693           |
| T. Rowe Price Retirement 2030 Advisor                    | 475 shares                   | 8,206            |
| T. Rowe Price Retirement 2035 Advisor                    | 1,847 shares                 | 22,593           |
| T. Rowe Price Retirement 2040 Advisor                    | 195 shares                   | 3,392            |
| T. Rowe Price Retirement 2045 Advisor                    | 593 shares                   | 6,882            |
| T. Rowe Price Retirement 2055 Advisor                    | 39 shares                    | 374              |
|                                                          |                              | <u>1,628,827</u> |

Corporate Express U.S. Inc. Union 401(k) Retirement Plan

EIN 04-2896127 Plan #003

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

December 31, 2010

| Identity of Issuer, Borrower,<br>Lessor or Similar Party | Description of Investment                                      | Current<br>Value           |
|----------------------------------------------------------|----------------------------------------------------------------|----------------------------|
| Pooled Separate Account:                                 |                                                                |                            |
| * New York Life Anchor Account                           | Pooled Separate Account                                        | \$ 1,095,246               |
| Staples Corporate Express Stock Fund:                    |                                                                |                            |
| * Staples, Inc. common stock                             | 38 shares                                                      | 865                        |
| * Mainstay Cash Reserves Fund                            | 41 shares                                                      | 45                         |
|                                                          |                                                                | <u>910</u>                 |
| * Participant Notes Receivable                           | Varying maturities with<br>interest rates of<br>4.75% – 10.25% | 244,513                    |
| Total                                                    |                                                                | <u><u>\$ 2,969,496</u></u> |

\* Indicates party-in-interest to the Plan.

Note: Cost information has not been included as all investments are participant-directed.

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