

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

3. Proposed Respondent Essendant is a corporation organized, existing, and doing business under, and by virtue of, ~~laws~~ of the State of Delaware with its executive offices and principal place of business located at One Parkway North Boulevard, Suite 100, Deerfield, Illinois 60015.
4. Proposed Respondent ~~ad~~mit all the jurisdictional facts set forth in the Draft Complaint
5. Proposed Respondent ~~is~~ive:
 - a.

b. all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement and the Decision and Order are parties to this Consent Agreement and are bound as if they had signed this Consent Agreement and were made parties to this proceeding are within the control of parties to this Consent Agreement and the Decision and Order, or will be after the acquisition.

14. Proposed Respondents have read the Draft Complaint and the proposed Decision and Order. Proposed Respondents agree to comply with the terms of the proposed Decision and Order from the date they sign this Consent Agreement. Proposed Respondents understand that once the Commission has issued the Decision and Order, they will be required to file one or more compliance reports setting forth detail the manner in which they have complied, have prepared to comply, are complying, and will comply with the Decision and Order. When final, the Decision and Order shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time as provide by statute for other orders. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order.

<p>Sycamore Partners II, L.P.</p> <hr/> <p>By: Stefan Kaluzny Managing Partner and Managing Director Sycamore Partners II, L.P.</p> <p>Dated: _____</p> <p>Staples, Inc.</p> <hr/> <p>By: John Lederer Executive Chairman Staples, Inc.</p> <p>Dated: _____</p> <hr/> <p>Matthew J. Reilly Kirkland & Ellis LLP Counsel for Sycamore Partners II, L.P. and Staples, Inc.</p> <p>Dated: _____</p> <p>Essendant Inc.</p> <hr/> <p>By: Richard D. Phillips President and Chief Executive Officer Essendant Inc.</p> <p>Dated: _____</p> <hr/> <p>Clifford H. Aronson Skadden, Arps, Slate, Meagher & Flom LLP Counsel for Essendant Inc.</p> <p>Dated: _____</p>	<p>FEDERAL TRADE COMMISSION</p> <hr/> <p>By: Maria DiMoscato Attorney Bureau of Competition</p> <hr/> <p>Melissa Hill Deputy Assistant Director Mergers IV Division Bureau of Competition</p> <hr/> <p>Kevin Hahm Assistant Director Mergers IV Division Bureau of Competition</p> <hr/> <p>Haidee L. Schwartz Deputy Director Bureau of Competition</p> <hr/> <p>D. Bruce Hoffman Director Bureau of Competition</p> <p>Dated: _____</p>
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