

**AMENDMENT No. 5 to
MASTER AGREEMENT# 5737**


I. This is Amendment No. 5 to Master Agreement #5737, ("Amendment No. 4"), dated August 26, 2017, ("Amendment No. 5 Effective Date"), is between the State of Oregon, acting by and through its Department of Administrative Services, Procurement Services office ("DAS PS") on behalf of the member states of the NASPO ValuePoint Cooperative Purchasing Program, and Office Depot, Inc., ("Contractor"), and amends that certain Master Agreement #5737, dated as of December 19, 2014 (the "Master Agreement"), on the terms and conditions as provided herein.

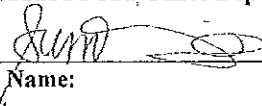
II. The Master Agreement is hereby amended as follows: |

- a. The parties acknowledge and agree that Contractor, as a result of its annual catalog review process and publication, has updated the "Contract Catalog Products" as defined in Section 1.3.1(b) of the Master Agreement. This update may add and delete items to the "Contract Catalog Products," which may modify list pricing, (either increase or decrease), and may re-categorize items as per Contractor's standard classifications. Such update shall be provided to DAS PS for approval; Contractor shall send DAS PS notice of its price change(s), which are only effective after DAS PS has approved and accepted such changes.
- b. Per Section 1.3.4 of the Master Agreement, the discount percentages or amount off of the forty-nine (49) categories of Goods listed in Exhibit B will remain the same.
- c. Any approved pricing will be updated and changed on Contractor's On-Line Ordering Tool: <http://www.officemaxworkplace.com> or <http://www.business.officedepot.com>. This price change affects the Market Basket, Full Line Catalog, and the SP Richards Catalogs. |

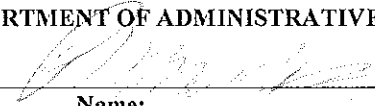
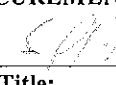

III. Except as expressly amended above, all other terms and conditions of the Master Agreement are still in full force and effect. Contractor certifies that the representations, warranties and certifications contained in the Master Agreement are true and correct as of the effective date of this amendment and with the same effect as though made at the time of execution of the Master Agreement.

Certification: |By signature on this amendment for Contractor, the undersigned hereby certifies under penalty of perjury that the undersigned is authorized to act on behalf of Contractor and that Contractor is, to the best of the undersigned's knowledge, not in violation of any Oregon Tax Laws. For purposes of this certification, "Oregon Tax Laws" means a state tax imposed by ORS 320.005 to 320.150 and 403.200 to 403.250 and ORS chapters 118, 314, 316, 317, 318, 321 and 323 and the elderly rental assistance program under ORS 310.630 to 310.706 and local taxes administered by the Department of Revenue under ORS 305.620. |

CONTRACTOR: Office Depot, Inc. 

By:  Vice President 8/18/17 |
 Name: _____ Title: _____ Date: _____

DEPARTMENT OF ADMINISTRATIVE SERVICES, PROCUREMENT SERVICES OFFICE:

By:   
 Name: _____ Title: _____ Date: _____