

June 25, 2020

**BY EMAIL OVERNIGHT DELIVERY**

Mr. Tim Hay  
NASPO ValuePoint  
thay@naspovaluepoint.org

Re: Notification of Corporate Consolidation and Change of Name

Dear Mr. Hay:

As you know, Office Depot, Inc. ("Office Depot") proudly holds NASPO ValuePoint Master Agreement Number PA 5737 ("Contract") to supply Office Supplies and Services, Toner, Paper, Recycled-Content/Green Products and other miscellaneous products to the Oregon Department of Administrative Services, Procurement Services and other participating states. For the reasons discussed below, Office Depot requests that NASPO ValuePoint recognize Office Depot's change of name from Office Depot to its current affiliate, Office Depot, LLC ("OD, LLC") under the Contract as a result of a corporate consolidation merging Office Depot into OD, LLC.

The Board of Directors of Office Depot have determined that Office Depot will proceed with the implementation of a holding company reorganization intended to simplify its legal entity and tax structure, more closely align its operating assets to their respective operating channels within the legal entity structure, and increase its operational flexibility. As part of this reorganization, it is planned that Office Depot will be merged with and into its affiliate, OD, LLC, a Delaware limited liability company, transferring all the assets and liabilities of Office Depot to OD, LLC by operation of law. Office Depot anticipates that consolidation will be completed on June 30, 2020.

The consolidation will have no effect on personnel, management, and resources engaged in performing Office Depot's contracts, will not result in any changed or additional liabilities for NASPO ValuePoint, and OD, LLC will have the same resources and provide the same benefits that Oregon and other participating states are currently experiencing under the Contract. OD, LLC will retain the same employer identification number as Office Depot -- Employer Identification Number: 59-2663954.

The change of a contracting party to a corporate affiliate through a consolidation occurs under a government contract by operation of law and typically does not require any contractual action by the government other than the recognition of the change of name of the new affiliated contractor. *See, e.g., L-3 Commc'ns Integrated Sys., L.P. v. U.S.*, 84 Fed. Cl. 768, 771 (2008) (assignment resulting from the original contractor merging with an affiliated company occurs by operation of law and permitted under the restrictions on transfer under the Federal Anti-Assignment Act); *Isotopes, Inc.*, ASBCA No. 15663, 74-1 BCA ¶ 10,371 (assignment resulting from the original contractor merging with an affiliated company occurs by operation of law and a novation [transfer] agreement is unnecessary; affiliate holds the assets and capabilities of the contractor so it could be considered that the same entity for purposes of the contract); *Omega Env'tl., Inc.*, ASBCA No. 51639, 99-1 BCA ¶ 30,253 (merger of a contractor into an affiliate subsidiary resulted in a transfer by operation of law permitted under the restrictions on transfer of the Federal Anti-Assignment Act). *See also Seaboard Air Line Ry. v. United States*, 256 U.S.

655, 656 (1921) (Supreme Court determined that a statutory merger transaction where the transferee obtained all the assets and resources that were essential to performing the government contract from the original contractor would not damage contract performance and occurred by operation of law). Office Depot and OD, LLC request that NASPO ValuePoint recognize the transfer of the Contract by operation of law from Office Depot to OD, LLC by issuing a modification of the Contract. OD, LLC's address and contact information will remain the same as Office Depot. Your authorized representative for OD, LLC will also continue to be the same. OD, LLC's full address is as follows:

Office Depot, LLC  
6600 N. Military Trail Boca Raton, FL 33496

If you have any questions or require any additional information, please do not hesitate to contact me at (561) 438-5070 or [Joseph.White@officedepot.com](mailto:Joseph.White@officedepot.com).

Sincerely,



Joseph G. White

Vice President, Associate General Counsel,  
Transactions