

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Prime Office Products, Inc.		12/22/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Staples Contract & Commercial, Inc.
Street Address:	500 Staples Drive
City:	Framingham
State/Country:	MASSACHUSETTS
Postal Code:	01702
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2482303	PRIME OP
Registration Number:	2485399	ESSENTIAL GEAR FOR BUSINESS
Registration Number:	2483948	OFFICESUPPLIES.COM
Registration Number:	2478700	OFFICESUPPLIES.COM

CORRESPONDENCE DATA

Fax Number: (617)646-8646
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (617) 646-8207
 Email: efptrademarks@wolfgreenfield.com
 Correspondent Name: Edward F. Perlman
 Address Line 1: 600 Atlantic Avenue
 Address Line 2: Wolf, Greenfield & Sacks, P.C.
 Address Line 4: Boston, MASSACHUSETTS 02210-2206

ATTORNEY DOCKET NUMBER:	S1342.40000US00	TRADEMARK
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NAME OF SUBMITTER:	Edward F. Perlman
Signature:	/efp/
Date:	08/13/2007
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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Hartford Office Supply Company, Incorporated
(a Connecticut corporation); and

Prime Office Products, Inc.
(a Delaware corporation)

INTO

Staples Contract & Commercial, Inc.
(a Delaware corporation and the surviving corporation)

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Staples Contract & Commercial, Inc. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated on the 18th day September, 1997 pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the stock of (a) Hartford Office Supply Company, Incorporated, a corporation incorporated on the 30th day of December, 1949 pursuant to the Connecticut General Statutes ("Hartford"), and (b) Prime Office Products, Inc. a corporation incorporated on the 12th day of April, 1999 pursuant to the General Corporation Law of the State of Delaware ("Prime").

THIRD: That the Board of Directors of the Corporation, by the unanimous written consent of its members as of December 22, 2005, filed with the minutes of the Board of Directors of the Corporation, determined to merge the following corporations into the Corporation by the following duly adopted resolutions:

Hartford Office Supply Company, Incorporated Merger

RESOLVED: That the Board of Directors of the Corporation (the "Board") deems it advisable and in the best interests of the Corporation that Hartford Office Supply Company, Incorporated, a Connecticut corporation and wholly owned subsidiary of the Corporation ("Hartford"), merge with and into the Corporation, whereby (i) the separate existence of Hartford shall cease and the Corporation shall continue as the surviving entity in the merger (the "Hartford Merger") and (ii) all outstanding shares of capital stock of Hartford shall be canceled without consideration, and further that, pursuant to Section 253 of the Delaware General Corporation Law

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and Section 33-815 of the Connecticut Business Corporation Act, the Corporation is hereby authorized to merge Hartford with and into it, and that the Hartford Merger be and hereby is advised, authorized and approved.

RESOLVED: That the effective time and date of the Hartford Merger shall be 11:59 p.m. on December 31, 2005 or such other time and date that the President or Executive Vice President and Chief Financial Officer of the Corporation selects.

Prime Office Products, Inc. Merger

RESOLVED: That the Board deems it advisable and in the best interests of the Corporation that Prime Office Products, Inc., a Delaware corporation and wholly-owned subsidiary of the Corporation ("Prime"), merge with and into the Corporation, whereby (i) the separate existence of Prime shall cease and the Corporation shall continue as the surviving entity in the merger (the "Prime Merger") and (ii) all outstanding shares of capital stock of Prime shall be canceled without consideration, and further that, pursuant to Section 253 of the Delaware General Corporation Law, the Corporation is hereby authorized to merge Prime with and into it, and that the Prime Merger be and hereby is advised, authorized and approved.

RESOLVED: That the effective time and date of the Prime Merger shall be 11:59 p.m. on December 31, 2005 or such other time and date that the President or Executive Vice President and Chief Financial Officer of the Corporation selects.

The Delaware Certificate

RESOLVED: That, pursuant to Section 253 of the Delaware General Corporation Law, the proper officers of the Corporation be, and each of them acting singly hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and file, or cause to be filed, a single Certificate of Ownership and Merger for the Hartford Merger and the Prime Merger (together, the "Staples CC Mergers") in lieu of filing separate Certificates of Ownership and Merger for each merger, and any and all additional documents or instruments necessary to effect the Staples CC Mergers with the Secretary of State of the State of Delaware, and that such officers be, and each of them acting singly hereby is, further authorized, empowered and directed to take any and all additional actions necessary to implement such single Certificate of Ownership and Merger, the taking of such actions by such officer or officers to be conclusive evidence of his or their determination and approval thereof and of his or their due authorization hereunder.

General Authority

RESOLVED: That the proper officers be, and each of them acting singly hereby is, authorized to take any and all actions, and to execute and deliver any and all documents, agreements, certificates and instruments on behalf of the Corporation, as they or any of them deem necessary or advisable in order to carry out the purposes and intent of, and to consummate any and all of the transactions contemplated by, any

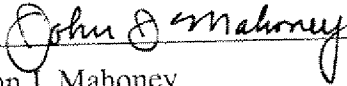
of the foregoing resolutions, the taking of such actions, or the execution and delivery of any such documents, agreements, certificates and instruments, to be conclusive evidence of such officer's determination and authority to act for and on behalf of the Corporation.

FOURTH: The merger is to become effective at 11:59 p.m. on December 31, 2005.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by its authorized officer this 22nd day of December, 2005.

STAPLES CONTRACT & COMMERCIAL, INC.

By: 
John J. Mahoney
Executive Vice President
and Chief Financial Officer