

SAMPLE RFP FORM: EMPLOYMENT LITIGATION; OFFICE DEPOT

[DATE]

[INSIDE ADDRESS]

Re: Request For Proposals

Dear [ADD NAME]:

This letter will serve as a request from Office Depot, Inc., including its subsidiary and affiliate companies (collectively, "Office Depot"), for proposals (RFP) from a few carefully selected law firms to provide creative, alternative billing arrangement for the handling, on an exclusive or semi-exclusive basis, of Office Depot's employment litigation matters. To the extent necessary, Office Depot will, of course, use other professionals to advise it from time to time, but the expectation is that most or all of its legal representation for employment litigation will be concentrated in the firm or firms selected through the RFP process outlined in this letter.

Office Depot will receive written proposals from law firms through and including [DATE]. Following its review of the written proposals, Office Depot may ask firms in which it continues to have an interest to travel to our corporate headquarters in Boca Raton, Florida, at their own expense for an interview with attorneys from our Legal Department. In no event will Office Depot pay any fee or reimburse any expenses associated with responding to this RFP, or traveling to an interview in connection with this RFP.

Office Depot anticipates that the employment litigation matters which the firm will handle will include:

1. Federal and State employment discrimination, harassment and retaliation claims;
2. Federal and State whistleblower claims;
3. State law tort claims such as assault, battery, defamation, and negligent hiring, retention and supervision;
4. Non-compete and other breach of contract claims;
5. Class action wage and hour/meal and rest break claims;
6. FMLA, ERISA and other benefits-related claims.

Responding law firms should address each of these matters, their particular expertise in employment litigation the types outlined herein, and their general capabilities in response to this RFP.

Office Depot intends to establish a value-added relationship with the successful law firm, such that Office Depot and the firm will work in close collaboration on employment litigation matters, and Office Depot will realize economies from this close relationship. Office Depot expects all responding firms to suggest creative, alternative billing arrangements, which incorporate more than a traditional discount from the firm's customary billing rates. To this end, we strongly encourage you to consider fixed-fee arrangements, caps on associate and partner billing rates, blended rates, material discounts, and other creative billing arrangements. Matters of a routine

nature, such as completion of forms, not requiring substantive legal advice are expected to be completed by properly trained paralegals, other paraprofessionals or administrative personnel.

Annually, we average approximately [ADD NUMBER] employment-related lawsuits. Although we cannot project in which specific areas we may need litigation support in the future, in [ADD YEAR], approximately [ADD PERCENTAGE]% of the employment litigation matters involved discrimination and/or retaliation claims, approximately [ADD PERCENTAGE]% involved wage and hour/compensation claims, and approximately [ADD PERCENTAGE]% were other employment-related matters. At this point, we have not determined whether we will have one firm handle this work, or if we will transition to a few firms based on geography and other considerations. The foregoing largely depends on the responses we receive.

The successful firm shall establish a "relationship partner" to ensure appropriate and efficient staffing of all matters, and to ensure that all work is handled by the best qualified attorneys in the firm, to ensure that work more appropriate for paralegals or administrative personnel is performed by such personnel and not by attorneys, and also to review all statements to ensure that Office Depot is receiving fair value for the time and expenses billed to it. Any concerns or difficulties in the relationship shall be resolved with the relationship partner. While the relationship partner may (and should) appoint one or more other partners to work with Office Depot in his or her absence, Office Depot expects that the relationship partner will generally be accessible to Office Depot's management whenever and wherever required to respond to inquiries from our Legal department.

The successful firm will have state of the art capability to communicate with Office Depot's attorneys and managers via e-mail and to electronically transmit and receive documents globally. Office Depot's systems utilize Word® as a word processing system, and we also utilize such other key office programs as Excel® and Outlook®. Your systems should be compatible, or you should commit to make them compatible, at the law firm's own expense. All matters shall be billed through Tymetrix, our electronic billing system.

Office Depot is interested in thoughtful responses to this RFP letter, which take into account the specific nature of Office Depot's businesses. In order to assist firms in responding, Office Depot encourages you to visit its web site at www.officedepot.com, where you can access our annual report and other Company information. If a firm requests additional information, Office Depot will provide the same information to all firms to which this RFP letter is being sent. In no event will we schedule meetings in advance of receipt of your RFP response. The only meetings we intend to hold are with the finalist law firms.

Patrick DeBlasio, Esq.
April 27, 2009
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Should you have any questions regarding this letter or the RFP process, please do not hesitate to call me.

Sincerely yours,

cc: