

**SECOND SUPPLEMENT TO CHANGE OF CONTROL OFFER STATEMENT  
TO THE HOLDERS OF**

**ESSENDANT CO.  
ESSENDANT INC.**

**3.75% Secured Senior Notes due January 15, 2021**

Reference is made to the Note Purchase Agreement dated as of November 25, 2013 (as amended, supplemented or otherwise modified, the “Note Purchase Agreement”), by and among Essendant Co. (formerly known as United Stationers Supply Co.) (the “Company”), Essendant Inc. (formerly known as United Stationers Inc.) (the “Parent” and, together with the Company, “Essendant,” “we,” “us” or “our”) and the purchasers listed on Schedule A thereto relating to the Company’s 3.75% Secured Senior Notes due January 15, 2021 (the “Notes”). Further reference is made to the Change of Control Offer Statement, dated September 24, 2018 (the “Initial Statement”), and the Supplement to Change of Control Offer Statement, dated October 23, 2018 (the “First Supplement,” and the Initial Statement, as supplemented by the First Supplement, the “Change of Control Offer Statement”), each delivered on behalf of the Company to the holders of the outstanding Notes (each, a “Holder,” and collectively, the “Holders”), relating to the Change of Control Offer. Capitalized terms used but not defined in this Second Supplement to Change of Control Offer Statement (this “Second Supplement”) shall have the meanings given to them in the Change of Control Offer Statement.

Under the terms of the Change of Control Offer and the Note Purchase Agreement, the prepayment of the Notes pursuant to the Change of Control Offer is to occur on the date of the Change of Control, which relates to the Agreement and Plan of Merger, dated as of September 14, 2018, by and among Staples Inc., a Delaware corporation, Egg Parent Inc., a Delaware corporation (“Egg Parent”), Egg Merger Sub Inc., a Delaware corporation and direct, wholly owned subsidiary of Egg Parent, and the Parent. The Initial Statement identified October 23, 2018 as the Proposed Payment Date, based on the expectation as of the date of the Initial Statement that October 23, 2018 would be the date of the Change of Control. In accordance with the terms of the Change of Control Offer and the Note Purchase Agreement, the First Supplement deferred the Proposed Payment Date to November 6, 2018, based on the expectation as of the date of the First Supplement that November 6, 2018 would be the date of the Change of Control.

The Company has become aware that the Change of Control will not occur on or prior to November 6, 2018. Accordingly, the Company has elected to defer the Proposed Payment Date to November 13, 2018 (the “New Prepayment Date”), currently expected to be the date of the Change of Control; *provided* that it shall be a condition to the prepayment of the Notes pursuant to the Change of Control Offer that the Change of Control shall occur contemporaneously with or prior to the New Prepayment Date; *provided, further*, that, if the Change of Control does not occur contemporaneously with or prior to the New Prepayment Date, the Company will issue one or more notices to the Holders either deferring the Proposed Payment Date or (in the event that efforts to effect the Change of Control are abandoned) rescinding the Change of Control Offer. The term “Expiration Date,” as defined in the Change of Control Offer Statement, is modified hereby such that it shall mean 10:00 a.m., New York City time, on the New Prepayment Date, unless and until the Company shall have extended and deferred this period in respect of the Change of Control Offer, in which event the term shall mean the new respective time and date as determined by us.

The terms and conditions of the Change of Control Offer are amended and modified as provided in this Second Supplement and remain in full force and effect as so modified.

Date: November 6, 2018

*Essendant Co.  
Essendant Inc.*