

**OFFICE DEPOT, INC.**

**COMPENSATION COMMITTEE CHARTER**

This charter ("Charter") is adopted as the Charter of the Compensation Committee (the "Committee") of Office Depot, Inc. by the Board of Directors, on July 27, 2005. The Committee shall consist of at least three (3) Independent members of the Board of Directors, as the term "Independent" is defined in the Corporation's Corporate Governance Guidelines. The Committee shall meet as needed, and may meet in any manner permitted by law and the Bylaws of the Company, including telephonically. A majority of the Committee members shall constitute a quorum, and a majority of the members present shall decide any question brought before the Committee. The Committee shall report to the full Board any actions taken at its meetings at the Board meeting next following each Committee meeting.

The Committee shall:

1. Review and recommend to the Board the overall compensation policies for the Company.
2. Review and approve the performance and compensation of the Company's executive officers, except for the Chief Executive Officer (CEO), whose performance will be reviewed and compensation established by the full Board of Directors.
3. Make recommendations to the Board with respect to incentive-compensation plans and equity-based plans that are subject to Board approval.
4. Serve as the Committee required under Section 162(m) of the Internal Revenue Code, and make all grants of stock options and restricted stock awards under the Company's equity incentive plans under Section 16(b).
5. Administer the Company's equity compensation plans, and grant awards under such plans, with the authority to delegate all or part of such responsibilities to one or more subcommittees, including management members, to the maximum extent permitted by applicable laws.
6. Oversee the administration of the Company's employee benefit plans.
7. Review and approve the compensation committee report on executive compensation to be included in the company's annual proxy statement.
8. At least once per year, evaluate the Company's performance in the area of diversity in the Company's workforce.
9. Engage any compensation consultant to study and make recommendations regarding director or executive-level compensation matters.
10. Conduct an annual self-evaluation of the Committee and each of its members individually; its performance of its duties under this Charter; and the effectiveness of the overall compensation philosophy of the Company.
11. Report to the Board following each Compensation Committee meeting as to actions taken and recommendations made to the full Board.