

**CHARTER OF THE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS
Of
Office Depot, Inc.**

Authority

1. The Board of Directors by resolution dated October 17, 2002, established a Finance Committee to assist the Board of Directors and management as set forth below.
2. This Finance Committee Charter was adopted by the Board on February 14, 2003.

Purpose

3. The Finance Committee shall assist the Board and provide oversight on matters relating to the Company's capital structure, financial policies, capital investments, business and financial plans and related matters.

Duties & Responsibilities

The Committee will:

Overall

4. Review corporate financial policies and procedures and make recommendations to the Board of Directors or management in regard thereto;
5. Provide financial advice and counsel to management;

Plans & budgets

6. Review the annual capital budgets and advise the Board of Directors or Executive Committee regarding the financial implications thereof (note: operating budgets and strategic plans will continue to be reviewed by the entire Board);
7. At least annually with the CEO and CFO, review the long range financial objectives of the Company and the Company ability to achieve its stated mission and those objectives;

Capital structure

8. Monitor the corporation's financial condition and standing in the financial and investment communities;
9. Review and advise the Company on all matters pertaining to the Company's capital structure, including significant leasing arrangements, share repurchases, dividend payments and changes to equity and debt structure;
10. Review the Company's overall tax strategy and related obligations;

11. Monitor the risk management and insurance related activities of the company;

Investment

12. Give consideration and approval or disapproval of capital expenditure requests by management that individually, or in the aggregate if related to a program of activities, exceed \$25 million per annum;
13. Review and make recommendations to the Board of Directors concerning acquisitions and dispositions;
14. Review the post-completion performance of individual capital investments or acquisitions in excess of \$25 million;

Cash management

15. Review appointment of depositories of funds of the Company and the specification conditions of deposit and withdrawal of said funds;
16. Review specific corporate financing plans and advise the Board of Directors or management in regard thereto;
17. Review corporate investment portfolios;
18. Consider any other matters concerning the corporation's financial structure, condition, financing plans and policies and make recommendations to the Board of Directors on such matters.

Membership

19. The Committee will consist of at least four members of the Board. The Board will appoint Committee members. Each member shall be financially literate.
20. The Committee will meet at least four times a year, with authority to convene additional meetings, as circumstances require. The Committee will invite members of management or others to attend meetings and provide pertinent information.
21. A majority of the Committee members will constitute a quorum for the transactions of business. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.
22. In discharging its duties, the Finance Committee, in co-operation with management, is empowered to engage accountants, attorneys, advisors, consultants and other outside professionals and experts to assist it in its decision-making and recommendations to the Board and to make expenditures to such professionals and experts for their fees and expenses.