

OFFICE DEPOT, INC.

**CORPORATE GOVERNANCE & NOMINATING
COMMITTEE CHARTER**

This charter ("Charter") is adopted as the Charter of the Corporate Governance & Nominating 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:

Board Oversight Functions

1. Recommend to the Board the number of Directors to comprise the Board of the Company, and the appropriate Committees of the Board.
2. Oversee periodic self-evaluations by the Board, its Committees and individual Directors of their respective performance.
3. Consider the fitness of incumbent Directors to serve as a Director, including appropriate attention to the Company, the roles of Directors, conflicts of interest and attendance at meetings.
4. Monitor the employment or occupational status of Board members, which will be considered by the Committee in evaluating whether to nominate Board members for re-election at the next Annual Meeting.
5. Oversee the annual evaluation by the Board of the performance of the Chief Executive Officer.

Nominating Functions

1. Recommend to the Board the qualifications for membership on the Board, term limits due to age, length of service, etc.
2. Identify, recommend and recruit candidates to be nominated to fill open positions on the Board and to be nominated for election by the shareholders at the annual meeting.
3. Maintain and manage a process to consider Director candidates recommended by stockholders.

4. Nominate the membership of the Board's committees, for ratification by the Board.
5. Engage search firms, as needed, to identify Director candidates, and approve the terms of retention of any such search firms.

Corporate Governance Functions

1. Review and recommend to the Board any proposed changes to the Corporation's Certificate of Incorporation, By-laws, Corporate Governance Guidelines and other governance documents and that the Corporation remains current in its governance policies.
2. Interpret, if necessary, and confirm compliance with the Corporation's corporate governance policies and serve as the final arbiter of any questions of interpretation of such policies or of possible conflicts of interest of Board members and of the Corporation's senior executives.
3. Encourage the Directors to periodically receive continuing education in the areas of corporate governance and function.
4. Manage a program for the orientation of new Directors.