Office DEPOT

October 2, 2007

Ms. Nancy M. Morris
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

RE: Shareholder Proposals (File No. S7-17-07 and File No. S7-16-07)

Dear Ms. Morris:

We are writing on behalf Office Depot, Inc. (the "Company") regarding the recent shareholder access proposals released for comment by the Securities and Exchange Commission (the "SEC" or "Commission"). The SEC has proposed two amendments to Rule 14a-8 of the Securities Exchange Act of 1934. The first proposed amendment outlined in SEC Release No. 34-56161 (the "Short Proposal") would allow a company to exclude from its proxy statement a shareholder's proposal to nominate directors. The second proposal outlined in SEC Release No. 34-56160 (the "Long Proposal") would allow shareholders who own 5% or more of a company's voting stock to access a company's proxy statement to propose binding bylaw amendments regarding director nominations and elections. We would like to take this opportunity to express our support for the Short Proposal. Unfortunately, for reasons outlined below we cannot support the Long Proposal as released by the Commission.

Office Depot is a $15.4 billion office products and services company headquartered in Delray Beach, Florida. The Company employs more than 50,000 employees in the U.S. and internationally. We would like to express our appreciation for the work of the Commission and the staff in preparing their recent Proposals. We welcome this opportunity to provide our comments and we hope they are useful to the Commission.

The discussion of proxy access has often failed to incorporate those ideals that we believe are fundamental to the long-term success of a corporation. For the past few years, a wave of proxy access rules and regulations have been proposed by those seeking to promote adversarial relationships between shareholders and their companies when, in fact, they should be promoting partnership and communication between them. We believe that Office Depot and many other companies have put into place good corporate governance that promotes ideals that are fundamental to the long-term success of the Company. Those ideals revolve around the concepts of open and clear communication with shareholders, performing for the common good and an equal voice through fair and responsible corporate governance. We suggest that the SEC continue to work on developing those policies that promote fundamental ideals associated with the success of a corporation and discourage those interested in pursuing special interests

and negative agendas. If approved we believe the Long Proposal would only promote special interests and negative agendas.

I. Why the SEC Should Not Approve the Long Proposal

A. Shareholders Have Already Voted Down Similar Proposals

Shareholders of other companies have already voted down proxy access proposals that would have made it easier for shareholders to nominate candidates to the company's board of directors. One such proxy access proposal would have allowed shareholders who own more than 3% of the company's outstanding shares for at least two years to put their candidates' names alongside management's nominees on the company's proxy statement. It is believed that the proxy access proposal was voted down by the company's shareholders, because of the number of voluntary measures already taken by the company to allow its shareholders a greater voice in the nomination and election of its directors. Those voluntary measures include: (i) allowing shareholders to submit recommendations for director candidates to the company's Nominating and Governance Committee; (ii) amending the company's Bylaws to permit shareholders to nominate directors for consideration at an annual shareholders meeting and to solicit proxies in favor of such nominees; (iii) implementing a majority vote standard that requires each director nominee to receive more "for" than "against" votes to be elected; and (iv) adopting a policy pursuant to which any incumbent director nominee who receives a greater number of votes "against" his or her election than votes "for" such election will tender his or her resignation for consideration by the Nominating and Governance Committee.

Office Depot and many other companies voluntarily have incorporated similar policies and bylaws into their own corporate governance. Because we believe that shareholders should have an opportunity to engage in the nomination of directors in a constructive manner that facilitates cooperation, communication and consideration for the best interests of the company and its shareholders. Having policies and bylaws in place that provide shareholders a voice in the nomination process, and that ensure that shareholder votes will have an impact on elections, precludes the need for any new regulation in this area. We believe the shareholders of other companies likely will have the same view as more and more companies today have instituted similar nomination and election policies and bylaws.

B. Shareholder Confusion

Requiring shareholders to prepare their own proxy materials instead of including them in the company's own proxy statement avoids shareholder confusion. The SEC's guiding principle has always been the promotion and legislation of full and fair disclosure. A far better system for obtaining full and fair disclosure would be to require the company and any opposing shareholders each file and distribute their own proxy statements. This allows each party to separately make all of their arguments without the concern of confusing shareholders or limiting the statements of either side. Requiring a shareholder to include their proposals in the company's proxy statement could limit the shareholder's communication and thereby weaken its

clarity. Also, requiring a shareholder to be responsible for preparing and filing their own proxy materials provides a level of accountability that a brief insert into a company's proxy statement may not provide.

C. Diversion of Corporate and Shareholder Resources to Promote Special Interests

Allowing shareholders to access a company's proxy could prove extremely disruptive when the main goal of the company should be to prepare a proxy statement that will set forth proposals which serve the best interests of the company and all of its shareholders. Shifting the burden of preparing and distributing proxy materials to promote the special interests of a few shareholder groups could require management to devote a significant amount of time and money to undertake such a responsibility. We oppose this type of access given it would further allow these special interest groups to win board seats and lead to distractions at board meetings. When management needs to work in a collegial environment that will allow them to focus on driving long-term value creation.

Permitting direct access to a company's proxy statement could promote the election of directors whose sole reason for getting elected is to represent special interest groups. Directors nominated by special interest groups will owe an allegiance to those special interest groups that nominated them. While such a director may be fit to represent a group's special interest, such a person may not be the best person to serve the interests of the company for the benefit of all shareholders. Generally, state corporate laws impose a fiduciary responsibility upon directors to act in the best interest of a company and all of its shareholders. A director who is elected to represent the special interests of a small group of shareholders cannot uphold his or her fiduciary responsibilities to serve the best interest of all of the company's shareholders.

D. Institutional Shareholders v. Individual Shareholders

Some believe that requiring a shareholder to prepare and distribute their own proxy materials places them at a disadvantage because of the expense associated with it. One primary reason for the SEC's Long Proposal is to provide individual shareholders access to a company's proxy statement thereby shifting the cost of preparing and distributing a shareholder's proposal onto the company. However, like many companies today, Office Depot's shareholders are mainly institutions who are mutual funds, pension funds, hedge funds and banks. The cost of preparing proxy materials would not likely deter the majority of these institutional shareholders from making proposals they believe to be necessary for the management of the company or to shareholders in general.

In addition, the SEC's new electronic proxy delivery rules should significantly reduce the cost of preparing and delivering proxy materials for shareholders interested in asserting their proposals. By allowing shareholders to deliver proxy materials electronically, shareholders will not need to incur the usual costs associated with preparing and delivering paper proxy materials in the traditional manner.

E. Regulatory and Non-Regulatory Corporate Governance Reforms

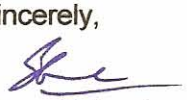
Sarbanes-Oxley and the New York Stock Exchange have instituted regulations that require companies to have independent directors, publish nominating committee charters and to disclose a company's procedures for nominating and electing directors. Accordingly, shareholders today are afforded more transparency and communication with management regarding the nomination process than ever before. Under the New York Stock Exchange listing standards, its companies must have a nominating committee that is composed entirely of independent directors. Therefore, we believe that a company's nominating committee is in the best position to evaluate nominees for directorship and ensure that those nominees are well suited to act in the best interests of the company and all of its shareholders. At Office Depot, and many other companies, shareholders that wish to engage in the director nomination process may do so by submitting their nominees to the company's nominating committee.

In addition, Office Depot and a significant number of other companies have voluntarily adopted majority vote standards, which provide that a director nominee must receive a greater number of "for" votes than votes "against". If the director receives a greater number of votes against, then that director must tender his resignation. Absent a compelling reason for that director to remain on the Board, that director's resignation will be accepted. This and other policies being voluntarily adopted by more and more companies mean that shareholders will continue to have a greater impact on director elections. This, we believe, further emphasizes the point that there is no need for additional regulations to provide shareholders direct access to a company's proxy statement.

II. Conclusion

We support the Short Proposal as outlined by the SEC. We believe that the codification of the SEC's interpretation of Rule 14a-8 is critical to providing increased certainty and clarity for shareholders and companies alike. However, we do not support the Long Proposal. We believe that, if approved, such a proposal would work to discourage positive corporate governance reforms that corporations are already voluntarily putting into place. For this reason, and the reasons previously outlined above, we cannot support the Long Proposal as written and encourage the SEC not to adopt it.

Sincerely,



Steve Odland
Chairman & CEO