

**OFFICE DEPOT, INC.**  
**RECONCILIATIONS OF NON-GAAP FINANCIAL MEASURES**

We report our results of operations using measures of financial performance prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). We also disclose other non-GAAP financial measures that we use to assess our returns and capital structure. These measures are used to assist management in making business decisions to maximize stockholders' value and certain of these measures are included as metrics determining variable pay arrangements.

Non-GAAP results are presented where that presentation will afford management and investors an opportunity to make meaningful comparisons to results in prior periods. The presentation of such non-GAAP information is not intended to suggest that such information is superior to the presentation of GAAP information, but only to clarify some information and assist the reader. We have included reconciliations of this information to the most comparable GAAP measures in the tables included within this material.

**OFFICE DEPOT, INC.**  
**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**  
**NET INCOME (LOSS)**  
(Dollars in millions, except per share amounts)

	<u>13 Weeks Ended</u>		<u>39 Weeks Ended</u>	
	<u>September 26, 2015</u>	<u>September 27, 2014</u>	<u>September 26, 2015</u>	<u>September 27, 2014</u>
<b>Net Income (Loss)</b>				
Net income (loss)	\$ 6	\$ 29	\$ (7)	\$ (268)
Add (Less):				
Charges and credits, after tax	81	25	197	350
Grupo OfficeMax	-	(1)	-	(4)
Adjusted net income (loss)*	<u>\$ 87</u>	<u>\$ 52</u>	<u>\$ 190</u>	<u>\$ 77</u>
Less: Results attributable to the noncontrolling interests	-	-	-	2
Add:				
Grupo OfficeMax	-	-	-	(2)
Adjusted income (loss) attributable to Office Depot, Inc.	<u>\$ 87</u>	<u>\$ 52</u>	<u>\$ 190</u>	<u>\$ 77</u>
Weighted average shares used:				
Basic	548	536	546	534
Diluted	555	545	554	542
EPS (most dilutive) - GAAP	\$ 0.01	\$ 0.05	\$ (0.01)	\$ (0.51)
Charges and credits, after tax	(0.15)	(0.05)	(0.35)	(0.65)
Adjusted EPS (most dilutive)	<u>\$ 0.16</u>	<u>\$ 0.10</u>	<u>\$ 0.34</u>	<u>\$ 0.14</u>
<u>Charges/Credits, after tax</u>				
Merger-related expenses	\$ 38	\$ 55	\$ 116	\$ 242
International restructuring and certain other expenses	27	17	63	34
Staples Acquisition expenses	46	-	95	-
Asset impairments	1	6	10	77
Legal Accrual	-	1	-	81
Net impact on operating income (loss)	112	79	284	434
Interest expense, net	-	-	-	(8)
Other income (expense), net	-	-	-	1
Tax expense (benefit)	(31)	(54)	(87)	(77)
Net impact on income (loss) attributable to Office Depot, Inc.	<u>\$ 81</u>	<u>\$ 25</u>	<u>\$ 197</u>	<u>\$ 350</u>

Note: Amounts may not foot due to rounding.

**OFFICE DEPOT, INC.**  
**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**  
**OPERATING INCOME (LOSS)**  
(Dollars in millions)

	<u>13 Weeks Ended</u>		<u>39 Weeks Ended</u>	
	<u>September 26, 2015</u>	<u>September 27, 2014</u>	<u>September 26, 2015</u>	<u>September 27, 2014</u>
<b>Operating Income (Loss)</b>				
Operating income (loss)	\$ 51	\$ 49	\$ 88	\$ (214)
Add:				
Charges and credits, pretax	112	79	284	434
Grupo OfficeMax	-	(1)	-	(8)
Adjusted operating income (loss)*	<u>\$ 163</u>	<u>\$ 126</u>	<u>\$ 371</u>	<u>\$ 211</u>
Sales	\$ 3,690	\$ 4,069	\$ 11,007	\$ 12,263
Less:				
Grupo OfficeMax	-	(28)	-	(155)
Adjusted sales	<u>\$ 3,690</u>	<u>\$ 4,041</u>	<u>\$ 11,007</u>	<u>\$ 12,108</u>
Operating income (loss) margin	1.4%	1.2%	0.8%	-1.7%
Adjusted operating income (loss) margin	4.4%	3.1%	3.4%	1.7%

Note: Amounts may not foot due to rounding.

**OFFICE DEPOT, INC.**  
**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**  
**FREE CASH FLOW**  
(Dollars in millions)

We define free cash flow as net cash provided by (used in) operating activities less capital expenditures. We believe that reporting free cash flow is useful to management and investors because it relates operating cash flow to the capital that is spent to continue and improve our existing businesses. Further, free cash flow facilitates management's ability to strengthen our balance sheet, repay our debt obligations and consider investment alternatives. Free cash flow is not a measure of financial performance under generally accepted accounting principles in the U.S. and may not be defined and calculated by other companies in the same manner. Free cash flow does not represent the residual cash flow available for discretionary expenditures as it does not incorporate certain cash payments, including payments made on capital lease obligations, scheduled debt repayments or other firm commitments and payments. Free cash flow should not be considered in isolation or as an alternative to cash flow provided by operating activities as an indicator of performance.

	<u>13 Weeks Ended</u>		<u>39 Weeks Ended</u>	
	<u>September 26, 2015</u>	<u>September 27, 2014</u>	<u>September 26, 2015</u>	<u>September 27, 2014</u>
<b>Cash Flow Summary</b>				
Net cash provided by (used in) operating activities	\$ 135	\$ 197	\$ -	\$ 35
Net cash provided by (used in) investing activities	(28)	16	(67)	1
Net cash provided by (used in) financing activities	(8)	(1)	(17)	(10)
Effect of exchange rate changes on cash and cash equivalents	(8)	(19)	(29)	(16)
Impact of change in cash and cash equivalent included in assets of consolidated joint venture held for sale	-	4	-	7
Net increase (decrease) in cash and cash equivalents	<u>\$ 91</u>	<u>\$ 197</u>	<u>\$ (113)</u>	<u>\$ 17</u>
<b>Free Cash Flow</b>				
Net cash provided by (used in) operating activities	\$ 135	\$ 197	\$ -	\$ 35
Less: Capital expenditures	52	24	123	90
Free Cash Flow	<u>\$ 83</u>	<u>\$ 173</u>	<u>\$ (123)</u>	<u>\$ (55)</u>

**OFFICE DEPOT, INC**  
**STATEMENT OF OPERATIONS ISOLATING CERTAIN IMPACTS**  
(In millions, except per share amounts)  
(Unaudited)

	Q3 2015			Q3 2014			
	As reported	Charges/Credits	As adjusted*	As reported	Charges/Credits	Grupo OfficeMax	As adjusted*
Sales	\$ 3,690	\$ -	\$ 3,690	\$ 4,069	\$ -	\$ 28	\$ 4,041
Cost of goods sold and occupancy costs	2,754	-	2,754	3,082	-	20	3,062
Gross profit	936	-	936	987	-	7	979
Selling, general, and administrative expenses	773	-	773	859	-	6	853
Asset impairments	1	1	-	6	6	-	-
Merger, restructuring and other operating expenses, net	111	111	-	72	72	-	-
Legal accrual	-	-	-	1	1	-	-
Operating income (loss)	51	(112)	163	49	(79)	1	126
Other income (expense):							
Interest expense, net	(16)	-	(16)	(19)	-	-	(19)
Other income (expense), net	(1)	-	(1)	1	-	-	1
Income (loss) before income taxes	34	(112)	145	31	(79)	1	108
Income tax expense (benefit) **	28	(31)	59	2	(54)	-	56
Net income (loss)	6	(81)	87	29	(25)	1	52
Less: Results attributable to the noncontrolling interests	-	-	-	-	-	-	-
Income (loss) attributable to Office Depot, Inc.	<u>\$ 6</u>	<u>\$ (81)</u>	<u>\$ 87</u>	<u>\$ 29</u>	<u>\$ (25)</u>	<u>\$ -</u>	<u>\$ 52</u>
Earnings (loss) per share (most dilutive)	\$ 0.01	\$ (0.15)	\$ 0.16	\$ 0.05	\$ (0.05)	\$ -	\$ 0.10

See discussion of charges and credits in our Form 10-K and Forms 10-Q filed with the US Securities and Exchange Commission.

\* As adjusted amounts are non-GAAP financial measures. These measures are presented to provide management and other users an opportunity to make meaningful assessments and comparisons of results from total operations (GAAP) and results after isolating Charges/Credits that are not indicative of our core operations (non-GAAP). Such Charges/Credits may include but not be limited to charges and credits related to merger integration, restructuring, Staples acquisition, significant asset impairments, significant litigation accruals, and the related tax impacts of such items. Additionally, because of the sale of Grupo OfficeMax in the third quarter of 2014, their results have been removed to provide a measure without their contribution by line item to assist with evaluating future performance. These adjustments may be used for variable pay considerations. The presentation of non-GAAP information is not intended to suggest that such information is superior to the presentation of GAAP information, but only to provide information and assist the reader.

\*\* Beginning with the first quarter of 2015, the Company has recognized deferred tax impacts in its US tax provision for determining non-GAAP net income attributable to Office Depot, Inc. and EPS. The change results from having accumulated non-GAAP earnings in that jurisdiction for a 36 month period and the projection of future non-GAAP earnings. This change has not been applied to the tax provision for determining GAAP net income attributable to Office Depot, Inc. or EPS as the Company remains in a cumulative loss for the 36 month period on a GAAP basis.

Note: Amounts may not foot due to rounding.

**OFFICE DEPOT, INC**  
**STATEMENT OF OPERATIONS ISOLATING CERTAIN IMPACTS**  
(In millions, except per share amounts)  
(Unaudited)

	YTD Q3 2015			YTD Q3 2014			
	As reported	Charges/Credits	As adjusted*	As reported	Charges/Credits	Grupo OfficeMax	As adjusted*
Sales	\$ 11,007	\$ -	\$ 11,007	\$ 12,263	\$ -	\$ 155	\$ 12,108
Cost of goods sold and occupancy costs	8,319	-	8,319	9,378	-	114	9,264
Gross profit	2,688	-	2,688	2,885	-	40	2,844
Selling, general, and administrative expenses	2,316	-	2,316	2,665	-	32	2,633
Asset impairments	10	10	-	77	77	-	-
Merger, restructuring and other operating expenses, net	274	274	-	276	276	-	-
Legal accrual	-	-	-	81	81	-	-
Operating income (loss)	88	(284)	371	(214)	(434)	8	211
Other income (expense):							
Interest expense, net	(53)	-	(53)	(47)	8	-	(55)
Other income (expense), net	1	-	1	(1)	(1)	(2)	2
Income (loss) before income taxes	36	(284)	320	(262)	(427)	6	158
Income tax expense (benefit) **	43	(87)	130	6	(77)	2	81
Net income (loss)	(7)	(197)	190	(268)	(350)	4	77
Less: Results attributable to the noncontrolling interests	-	-	-	2	-	2	-
Income (loss) attributable to Office Depot, Inc.	<u>\$ (7)</u>	<u>\$ (197)</u>	<u>\$ 190</u>	<u>\$ (270)</u>	<u>\$ (350)</u>	<u>\$ 2</u>	<u>\$ 77</u>
Earnings (loss) per share (most dilutive)	\$ (0.01)	\$ (0.35)	\$ 0.34	\$ (0.51)	\$ (0.65)	\$ -	\$ 0.14

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**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**  
**Sales Comparability Adjustments**

<b>Sales Factors Impacting Comparability</b>	<b>13 Weeks Ended September 26, 2015</b>	<b>39 Weeks Ended September 26, 2015</b>
Reported (GAAP) sales decline	-9%	-10%
Exclusion of foreign currency translation impact	-3%	-3%
Exclusion of U.S. store closure impacts	-4%	-3%
Exclusion of 2014 Grupo OfficeMax JV sales	-1%	-1%
Adjusted Sales decline excluding impact from foreign currency translation, U.S. retail store closures, and 2014 Grupo OfficeMax JV sales	-2%	-3%

Note: Amounts may not foot due to rounding.