



OfficeMax®
WORK WITH US™

Public Company Accounting Oversight Board
Attn: Office of the Secretary
1666 K Street, N.W.
Washington, D.C. 20006-2803

Re: Concept Release on Auditor Independence and Audit Firm Rotation, PCAOB Rulemaking Docket Matter No. 37

On behalf of OfficeMax Incorporated (NYSE: OMX), I am pleased to respond to the request for comment from the Public Company Accounting Oversight Board (the "PCAOB") on its Concept Release on Auditor Independence and Audit Firm Rotation, PCAOB Release No. 2011-006; PCAOB Rulemaking Docket Matter No. 37 dated August 16, 2011 (the "Release"). I appreciate the PCAOB's decision to seek input from all interested parties.

I am the chair of the Audit Committee for OfficeMax, and in that capacity take very seriously the issue of the independence and objectivity of our auditors. Nevertheless, I believe that requiring the mandatory rotation of audit firms will not advance these goals, but will instead distract our internal accounting team, which may decrease focus on internal controls, raise the risk of audit errors, and decrease the quality of the audit process.

We are already subject to a number of regulations intended to safeguard the independence of our auditors. Lead audit partners are rotated, introducing a fresh viewpoint; nonaudit services are prohibited; and my committee meets frequently in private session with the auditors to ask detailed and pointed questions regarding the quality of the audit process. We also discuss in executive session whether we should consider rotating auditors to improve the quality of audit.

It has been our experience that auditors often take matters of higher complexity or greater judgment to their national office for review and second partner oversight is customary. These processes are designed to provide review for many of the higher risk decisions made by auditors and to avoid an over-reliance on management's point of view. Overall audit quality is frequently reviewed by third parties according to existing procedures. The auditors are reviewed by the PCAOB as well as their peers.

We are not aware of any evidence that suggests that instituting mandatory audit firm rotation assures an improved audit process.

Given the complexity of the company and its international affiliates, the knowledge of the company and its industry developed by auditors retained over time is irreplaceable in producing a high quality, effective audit. If we were to rotate audit firms on any regular basis, we would consistently be exposed to increased costs as auditors unfamiliar with our company and industry attempt quickly to get up to speed. Our internal accounting group would spend countless hours explaining factual and accounting matters to new teams of auditors. We believe that the time of our accounting group is better spent managing the financial controls of the business and not training new auditors. During this period, we would run a high risk of mistakes from the audit teams, both internal and independent.

In closing, I urge you not to adopt a rule requiring mandatory auditor rotation. It is my belief, as well as the shared belief of the members of our audit committee, that you will not accomplish the stated goals in the Release.

Best Regards,

Francesca Ruiz de Luzuriaga
Audit Committee Chairman