

THE HOME DEPOT, INC.
POLICY REGARDING RETENTION OF
INDEPENDENT AUDITORS

In order to support the independence of our auditors, and in accordance with legal requirements and prudent business practices, the Audit Committee of the Board of Directors of The Home Depot, Inc. has adopted this policy regarding the engagement of the Company's independent auditors to perform services for The Home Depot, Inc., including its subsidiary companies (the "Company").

The Company's independent auditors may be retained to perform only pre-approved audit related and certain pre-approved non-audit related services. These services include, but are not limited to:

- audits of the financial statements and reports of the Company;
- statutory and other financial statement audits and reviews;
- technical accounting advice, assistance on SEC matters and other audit and accounting services in support of the audits and the Company's financial reporting, risks, controls and filings;
- comfort letters in support of debt or equity offerings;
- audits of the closing balance sheets of companies acquired by the Company;
- issuance of lender compliance letters; and
- tax return preparation and other tax services.

The prior approval of the Audit Committee of the Board of Directors, or the Audit Committee Chairman, shall be necessary to retain the independent auditors to perform any such services; provided however, that if such services are pre-approved solely by the Chairman, then notice of such approval decisions shall be simultaneously given to the Audit Committee and such approval decisions shall be presented to the full Audit Committee at its next scheduled meeting.

Consistent with the foregoing, and in accordance with the Securities Exchange Act of 1934, as amended, the Company's independent auditors shall not be engaged for any of the following non-audit related services:

- bookkeeping or other services related to the accounting records or financial statements of the Company;
- financial information systems design and implementation;
- appraisal or valuation services, fairness opinions, or contribution-in-kind reports;
- actuarial services;
- internal audit outsourcing services;
- management functions or human resources;
- broker or dealer, investment adviser, or investment banking services;
- legal services and expert services unrelated to the audit; and

- any other service that the Public Company Accounting Oversight Board determines, by regulation, is impermissible.