

NASH FINCH COMPANY
AUDIT COMMITTEE CHARTER
November 8, 2005

Purpose

The Audit Committee assists the Board of Directors in overseeing:

- management's processes for ensuring the quality and integrity of the Company's financial statements;
- the Company's accounting and financial reporting processes and audits of its financial statements;
- the independent auditor's qualifications, independence and performance;
- the performance of the Company's internal audit function;
- management's processes for ensuring compliance by the Company with legal and regulatory requirements; and
- the Company's system of disclosure, accounting and financial controls and legal and ethical compliance programs."

Committee Membership

The Audit Committee shall consist of three or more directors, each of whom is able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement. The members of the Audit Committee shall be appointed by the Board on the recommendation of the Corporate Governance Committee. Each member of the Audit Committee shall meet the independence and experience requirements of the Nasdaq Stock Market (as may be modified or supplemented), federal securities laws and the rules and regulations of the Securities and Exchange Commission ("SEC"). At least one member of the Audit Committee shall be a "financial expert" as defined by the SEC.

Committee Authority

The Audit Committee shall have the sole authority to appoint and retain or replace the independent auditor, to determine the independent auditor's compensation and terms of engagement, and to oversee the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor and to any advisors employed by the Audit Committee. The Audit Committee is empowered to investigate any matter brought to its attention.

The Audit Committee shall pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent

auditor, except for non-audit services that qualify for any de minimus exception under federal securities laws. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, so long as decisions of such subcommittee to grant pre-approvals are presented to the full Audit Committee at its next scheduled meeting.

Committee Meetings and Communications

The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. A majority of the members shall constitute a quorum. The chairperson of the Audit Committee shall be appointed by the Board. The Audit Committee is to maintain free and open communications with the independent auditor, financial and senior management and the internal audit function. This communication shall include separate executive sessions, at least annually, with each of these parties. The Audit Committee shall make regular reports to the full Board, and shall provide the required report in the Company's annual proxy statement.

Committee Responsibilities

To fulfill its oversight role, the Audit Committee will:

Financial Statement and Disclosure Matters

1. Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
2. Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to their release and prior to the filing of the Company's periodic report with the SEC for the period most recently ended.
3. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
4. At least annually, review with management, the General Counsel and the director of internal audit the effectiveness of the Company's disclosure controls and procedures.
5. Review and approve the internal control report of management and the related attestation report prepared by the independent auditor when such reports are required by applicable SEC rules to be included in each Form 10-K filed by the Company.
6. Review and discuss reports received at least annually from the independent auditors on:
 - (a) All critical accounting policies and practices to be used.

- (b) All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.
 - (c) Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
7. Discuss generally with management the types of information and types of presentations to be made in the Company's earnings releases, and provided to analysts and rating agencies.
 8. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives, changes in generally accepted accounting principles, and off-balance sheet structures on the Company's financial statements.
 9. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies
 10. Prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement.

Oversight of the Company's Relationship with the Independent Auditor

11. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
12. Establish procedures for resolving disagreements between management and the independent auditor.
13. Review and evaluate the lead partner of the independent auditor team.
14. Obtain and review a written report from the independent auditor at least annually regarding (a) the independent auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditor and the Company, consistent with Independence Standards Board Standard 1. Evaluate and discuss with the independent auditor its qualifications, performance and independence, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the

opinions of management and internal auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.

15. Ensure the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.
16. Establish policies for the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company.
17. Require the independent auditor to review and discuss with the Audit Committee issues on which the Company's audit team consulted with the national office of the independent auditor.
18. Meet with the independent auditor in a timely manner to discuss the planning and staffing of the audit.

Oversight of the Company's Internal Audit Function

19. Review and approve the appointment and retention or replacement of the senior internal auditing executive, and recommend to the Compensation Committee of the Board the compensation of such executive.
20. Review the significant reports to management prepared by the internal auditing department and management's responses.
21. Annually discuss with the independent auditor and management the internal audit department responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.

Oversight Over Compliance and Controls

22. Review periodically with management, internal audit and the independent auditor the adequacy of the Company's internal controls and any significant findings or recommendations with regard thereto. Review quarterly the disclosures made by the Company's CEO and CFO during their certification process for the Company's periodic reports about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
23. Obtain from the independent auditor assurance that it has not detected or become aware of any illegal acts involving the Company.
24. Periodically review the code(s) of conduct applicable to Company directors, officers and employees, and review any reports from management, the General Counsel, internal audit and the independent auditor regarding compliance by the Company and its affiliates with applicable legal requirements and such codes.

25. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, including the confidential, anonymous submission by employees of concerns regarding accounting or auditing matters.
26. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.
27. Discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies.
28. Review policies and procedures with respect to transactions between the Company and officers and directors, or affiliates of officers and directors, or transactions that are not a normal part of the Company's business.

Other Matters

29. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
30. Annually review the performance of the Audit Committee.

Limitation of Audit Committee's Role

The Audit Committee relies on the expertise and knowledge of management, the internal auditors, the independent auditor and legal counsel in carrying out its oversight responsibilities. It is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete, accurate and in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of the independent auditor and management. Management is also responsible for establishing and maintaining an appropriate system of (i) internal controls and procedures for financial reporting, and (ii) disclosure controls and procedures, in accordance with applicable law.