

**Charter of the Executive Committee of the Board of Directors
of Winn-Dixie Stores, Inc.**

The purpose of the executive committee is to assist the board of directors in monitoring the conduct of the Company's business.

Responsibilities of the Committee

During intervals between meetings of the board of directors, the committee will meet with management as appropriate to oversee the conduct of the Company's business. The committee shall not have the power to act on behalf of the board of directors, but rather assists the board by providing additional oversight of Company business activity as appropriate.

Membership of the Committee

Composition: The executive committee is composed of the chairman of the board of directors (the "Chairman") and three other directors. The Chairman serves as chair of the committee. Each member should have experience that qualifies him or her to evaluate and carry out the functions of the committee.

Tenure: Committee members are appointed and removed by the board of directors upon recommendation of the Chairman.

Meetings of the Committee

Meetings: The executive committee meets as often as appropriate during intervals between meetings of the full board upon request of the Chair. The committee maintains minutes or other records of meetings and activities.

Management Staffing: The primary senior management liaison to the executive committee is the CEO. No other directors or members of Company management attend committee meetings other than pursuant to the express invitation of the chair of the committee.

Reports of the Full Board: The executive committee reports to the board of directors with respect to its meetings and activities and distributes minutes of each meeting to all directors as soon as possible after each meeting.

Other Matters

Outside Advisors: The executive committee has the authority, with approval of the board of directors, to engage legal, financial or other advisors as it deems appropriate. In the event that the committee determines to retain any such advisors, the committee has the

authority to recommend the firms' fees and other terms of retention/termination for approval by the board of directors.

Evaluations: At least once each year, the executive committee will evaluate its own performance. Each member of the executive committee will evaluate the committee. These evaluations will be reviewed by the chair of the committee and the members of the nominating and corporate governance committee.

Charter Review: At least once each year, the executive committee will review this charter and recommend changes, if any, to the nominating and corporate governance committee.