

**CHARTER OF THE NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF
BOB EVANS FARMS, INC.
(Approved by Board of Directors May 11, 2004)**

This Charter (this “Charter”) identifies the purpose, composition, meetings and responsibilities of the Nominating and Corporate Governance Committee (the “Nominating Committee”) of the Board of Directors (the “Board”) of Bob Evans Farms, Inc. (the “Company”).

PURPOSE

The purpose of the Nominating Committee is to:

- Identify and recommend to the Board for nomination, election or appointment qualified individuals for membership on the Board;
- Recommend for the Board’s selection the director candidates for each meeting of the Company’s stockholders at which directors are to be elected;
- Oversee and advise the Board on corporate governance matters and practices; and
- Perform such other duties for the Company as may be requested by the Board from time to time.

COMPOSITION

The members of the Nominating Committee shall serve at the pleasure of the Board. The Nominating Committee shall consist of at least three members of the Board, each of whom shall be appointed by the Board. Each member of the Nominating Committee shall be free of any relationship that, in the opinion of the Board, may interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a director of the Company. Each member of the Nominating Committee must meet the independence requirements of the Nasdaq Stock Market (“Nasdaq”) and any other applicable requirements, standards, laws or regulations relating to the Nominating Committee’s duties and responsibilities.

MEETINGS

The Nominating Committee shall meet at least two times annually and may convene more frequently as circumstances dictate. The Nominating Committee shall be chaired by one of its members appointed by the Board. If the Board does not appoint a Chairperson or if the Chairperson is not present at a meeting, the members of Nominating Committee may designate a Chairperson by majority vote of the full Nominating Committee membership, or those members present, as the case may be. All Nominating Committee members are expected to attend each meeting, in person or via teleconference or other means of electronic communications permitted under applicable law and the Company’s By-laws.

The Nominating Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. The Nominating Committee may act by a majority of its members at a meeting or without a meeting if all members of the Nominating Committee consent to the action in writing or by other means of electronic transmission permitted under applicable law and the Company’s By-laws. The Chairperson of the Nominating Committee shall provide the Board with a report of the Nominating Committee’s activities and proceedings at each regularly scheduled meeting of the Board.

The Committee may have in attendance at its meetings such members of management, consultants, other directors or others as the Committee may deem necessary or desirable to provide the information the Nominating Committee needs to carry out its duties and responsibilities.

RESPONSIBILITIES

The Nominating Committee shall have the authority to undertake the specific responsibilities outlined in this Charter and to undertake such other responsibilities as the Board may prescribe from time to time.

A. Board and Committee Membership:

The following are the principal duties and responsibilities of the Nominating Committee with respect to membership on the Board and committees of the Board:

1. Establishing the criteria for selecting new directors. The Nominating Committee may consider any factors it deems appropriate, including, without limitation: judgment, skill, diversity, independence, strength of character, experience with businesses and organizations of comparable size, experience with a publicly traded company, experience and skill relative to other Board members, desirability of the candidate's membership on the Board and any committees of the Board and the ability of the candidate to represent the Company's stockholders.
2. Identifying and evaluating candidates for Board membership on an ongoing basis in such manner as the Nominating Committee deems appropriate, and recommending to the Board the nominees to stand for election or re-election as directors at any meeting of stockholders at which directors are to be elected.
3. Considering candidates for director recommended by the Company's stockholders through the nomination procedures set forth in the Company's By-laws. The Nominating Committee will not be obligated to consider candidates recommended by a stockholder who does not comply with those nomination procedures.
4. In the case of a vacancy on the Board, recommending to the Board an individual to fill such vacancy through appointment by the Board or through election by the stockholders. In the case of a director nominee to fill a vacancy created by an increase in the size of the Board, recommending to the Board the class of directors in which the individual should serve.
5. Reviewing the qualifications and independence of the members of the Board and its various committees on a periodic basis and making any recommendations the Nominating Committee deems appropriate concerning any recommended change in the composition or size of the Board and its committees.
6. Considering matters relating to the retirement of Board members, including the recommended retirement age (currently age 70).

B. Corporate Governance:

The following are the principal duties and responsibilities of the Nominating Committee with respect to corporate governance matters and practices:

1. Developing and recommending to the Board for approval, and then periodically reviewing and reassessing the adequacy of, corporate governance guidelines and principles and recommending any proposed changes to the Board for approval.
2. Reviewing and reassessing the Company's compliance with Securities and Exchange Commission ("SEC") and Nasdaq rules and other applicable legal or regulatory requirements pertaining to corporate governance.
3. Recommending to the Board such changes to the Board's committee structure and committee functions as the Nominating Committee deems advisable.

4. Recommending to the Board such additional actions related to corporate governance matters as the Nominating Committee deems necessary or advisable from time to time.
5. Reviewing and reassessing the adequacy of this Charter annually and recommending any proposed changes to the Board for approval. This Charter and any amendments hereto shall be publicly disclosed at the times and in the manner required by the applicable rules or criteria established by Nasdaq and the SEC.

GENERAL

The Nominating Committee has the authority, to the extent it deems necessary or appropriate, to retain one or more consultants or search firms to assist in the identification of director nominees. The Nominating Committee shall have sole authority to retain and terminate any such consultant or search firm, including sole authority to approve the consultant's or search firm's fees and other retention terms. The Nominating Committee also has the authority, to the extent it deems necessary or appropriate, to retain other advisors, including legal advisors. The Company will provide for appropriate funding, as determined by the Nominating Committee, for payment of compensation to any consultants, search firms or other advisors retained by the Nominating Committee.