

**Charter of the Nominating and Corporate
Governance Committee of the Board of Directors
of Winn-Dixie Stores, Inc.**

The purpose of the nominating and corporate governance committee is to assist the board of directors in fulfilling its oversight of (a) board and committee composition, including identifying individuals qualified to become board members and recommending director nominees for each annual meeting of shareholders, (b) our governance principles, the charters for all committees of the board of directors, our articles of incorporation, bylaws, code of conduct, senior officers code of ethics and other compliance policies and other relevant Company policies and procedures (collectively, our “Governance Practices”), and (c) director evaluation and educational programs and compensation. The committee also reviews and approves the disclosures relating to corporate governance in our Annual Reports on Form 10-K and proxy statements.

Responsibilities of the Committee

Oversight of Board Composition and Practices

Director Recruitment: The nominating and corporate governance committee, with the advice of the chairman of the board of directors (the “Chair”), determines the processes through which potential board nominees will be identified, reviews nominee qualifications and makes recommendations to the board of directors. Nominees are selected based upon the criteria established in our Governance Principles. The committee ensures that appropriate due diligence is conducted relating to the character and background of each prospective nominee.

Board Size and Operations: As part of its consideration of director nominees, the committee regularly reviews and confers at least annually with the Chair as to the proper size of the board of directors. The board currently consists of 11 members. The board should be small enough to allow for full participation and an exchange of diverse viewpoints, yet large enough to provide for appropriate skills and resources within the group and to allow for well-functioning committees. We currently believe that the appropriate size for our board of directors is between 10 and 13 directors.

Committee Structure and Assignments: The nominating and corporate governance committee, with the advice of the Chairman, makes recommendations to the board of directors regarding committee membership and committee chairs (other than membership on the executive committee, which is recommended by the Chair to the board of directors). These recommendations are made based on the criteria established in our Governance Principles and the further membership requirements established in the charters of each committee.

Independence and Other Qualifications: The nominating and corporate governance committee supervises the interpretation of our independence criteria, as set forth in our

Governance Principles, and at least annually makes a recommendation to the board of directors regarding the independence of each director. The committee makes an annual recommendation to the board of directors regarding the certification of one or more members of the audit committee as “audit committee financial experts,” consistent with applicable legal requirements and all other board committee membership qualifications. Consistent with our Governance Principles, the unanimous approval of the committee and of the board of directors is required in advance to waive any provision of the Code of Conduct for any member of the board or of our senior management team.

Oversight of Governance Practices

At least annually, the nominating and corporate governance committee conducts a comprehensive review of all of our Governance Practices, and all related documentation, and makes recommendations to the board of directors for suggested amendments or enhancements. The committee ensures that the Governance Practices comply with applicable law and the New York Stock Exchange Listing Standards (the “NYSE Standards”). As part of that review, the committee makes recommendations to the Chair on all aspects of board practices.

Oversight of Director Evaluation and Educational Programs and Compensation

Programs: The nominating and corporate governance committee oversees all programs relating to board of director evaluation practices, as well as director orientation, education and compensation. The committee determines the format for all annual evaluations, reviews all completed evaluations and reports its findings to the Chair and the board of directors as a whole. Director orientation and educational programming is also reviewed regularly by the committee, which recommends changes, if any, to the Chair and the board of directors.

Compensation and Structure: The nominating and corporate governance committee regularly reviews and determines our strategy with regard to director compensation, and reviews and determines our director compensation programs to confirm they are effective and consistent with our strategy.

Membership of the Committee

Composition: The nominating and corporate governance committee is composed of no less than three directors, one of which serves as chair, appointed by the board of directors upon the recommendation of the nominating and corporate governance committee. All members of the nominating and corporate governance committee must be independent as determined by the board of directors pursuant to our Governance Principles and as required under applicable law and the NYSE Standards. In addition, each member should have experience, in the opinion of the committee and as approved by the board of directors, that qualifies him or her to evaluate director candidates, make recommendations on corporate governance and carry out the other functions of the committee.

Tenure: Committee members are appointed and removed as provided in our Governance Principles.

Meetings of the Committee

Meetings: The nominating and corporate governance committee meets at least three times each year in conjunction with the quarterly board of directors meetings, other than the October meeting held in conjunction with the annual shareholders' meeting. The committee may hold additional meetings at the request of the chair. The committee maintains minutes or other records of meetings and activities.

Executive Session: The nominating and corporate governance committee regularly meets in executive session, without representatives of Company management, with our senior vice president, legal.

Management Staffing: The primary senior management liaison to the nominating and corporate governance committee is the senior vice president, legal. The CEO and Chair are invited to all committee meetings. No other directors or members of Company management attend committee meetings other than pursuant to the express invitation of the chair.

Reports of the Full Board: The nominating and corporate governance committee reports to the board of directors with respect to its meetings and activities.

Other Matters

Authority and Delegation: With regard to all matters described in this charter, the committee has the full power and authority to act in support of the board of directors, which retains the ultimate authority in these matters except as otherwise required by law or New York Stock Exchange requirements. The committee may not delegate any authority required by this charter to be exercised by the full committee.

Outside Advisors: The nominating and corporate governance committee has the authority to engage legal, financial or other advisors as it deems appropriate. In the event that the committee determines to retain any such advisors, including a search firm to assist in the recruitment of potential directors, the committee has the sole authority to approve the firms' fees and other terms of retention/termination.

Evaluations: At least once each year, the nominating and corporate governance committee will evaluate its own performance. Each member of the nominating and corporate governance committee will evaluate the committee. These evaluations will be reviewed by the chair of the committee, who will discuss evaluation results with the Chair.

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