Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
WINN-DIXIE STORES, INC. PROFIT SHARING/401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/1976

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

WINN-DIXIE STORES, INC.

5050 EDGEWOOD COURT
JACKSONVILLE, FL 32254

2b Employer Identification Number (EIN)
59-0514290

2c Sponsor's telephone number
904-370-6008

2d Business code (see instructions)
445110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	JULIE SAIGAL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	ANITA GUTEL
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	34518
6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a Active participants	**6a**	27912
b Retired or separated participants receiving benefits	**6b**	183
c Other retired or separated participants entitled to future benefits	**6c**	4234
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	32329
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	233
f Total. Add lines **6d** and **6e**	**6f**	32562
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	16815
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	87
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2G 3H 2J 2K 2F 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
WINN-DIXIE STORES, INC. PROFIT SHARING/401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WINN-DIXIE STORES, INC.

D Employer Identification Number (EIN)
59-0514290

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

AMERICAN BEACON ADVISORS, INC.

75-2401150

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

DODGE & COX

94-1441976

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

T. ROWE PRICE ASSOCIATES, INC.

52-2264646

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

VANGUARD GROUP, INC.

23-1945930

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

DFA

22-2370029

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 49 50 52 60 62 63 64	SERVICE PROVIDER	650590	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

HEWITT INVESTMENT GROUP LLC

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	INVESTMENT ADVISOR	96951	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

KPMG, LLP

13-5565207

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	52500	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WEISERMAZARS LLP

80-0136426

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	18500	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

BANK OF AMERICA, N.A.

94-1687665

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
23 67	SERVICE PROVIDER	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

STATE STREET BANK AND TRUST CO.

04-2456637

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
23 67	SERVICE PROVIDER	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

GALLIARD CAPITAL MANAGEMENT, INC.

41-1813702

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52	INVESTMENT MANAGER	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

MONUMENTAL LIFE INS. CO.

52-0419790

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
23 67	SERVICE PROVIDER	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

NATIXIS FINANCIAL PRODUCTS INC.

13-3995170

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
23 67	SERVICE PROVIDER	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PACIFIC LIFE INSURANCE CO.

95-1079000

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
23 67	SERVICE PROVIDER	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name: KPMG

b EIN: 13-5565207

c Position: AUDITORS

d Address: INDEPENDENCE SQUARE, SUITE 1100
ONE INDEPENDENCE DRIVE
JACKSONVILLE, FL 32202

e Telephone: 904-354-5671

Explanation: AUDIT WENT OUT TO BID.

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
WINN-DIXIE STORES, INC. PROFIT SHARING/401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
WINN-DIXIE STORES, INC.

D Employer Identification Number (EIN)
59-0514290

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND G

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-6208187-001	C	55360480

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND N

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
52-2251296-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
WINN-DIXIE STORES, INC. PROFIT SHARING/401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WINN-DIXIE STORES, INC.

D Employer Identification Number (EIN)
59-0514290

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	1329	721028
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	77181	6431
(2) Participant contributions	1b(2)	200826	
(3) Other	1b(3)	632388	603659
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	42628622	55360480
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	373986012	405456873
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	267996056	234865649

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	685522414	697014120
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	715346	669017
i Acquisition indebtedness	1i		
j Other liabilities	1j	632388	1254159
k Total liabilities (add all amounts in lines 1g through1j)	1k	1347734	1923176
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	684174680	695090944

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	8090057	
(B) Participants	2a(1)(B)	21772919	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		29862976
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	1211440	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1211440
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	7537778	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		7537778
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		8560418
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		42777811
c Other income	2c		251211
d Total income. Add all **income** amounts in column (b) and enter total	2d		90201634
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	78289066	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		78289066
f Corrective distributions (see instructions)	2f		8928
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	987376	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		987376
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		79285370
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		10916264
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: DIXON HUGHES GOODMAN, LLP **(2)** EIN: 56-0747981

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
WINN-DIXIE STORES, INC. PROFIT SHARING/401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WINN-DIXIE STORES, INC.

D Employer Identification Number (EIN)
59-0514290

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 41-6257133

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

DIXON HUGHES GOODMAN LLP
Certified Public Accountants and Advisors

- Independent Auditors' Report -

To the Plan Administration Officer
Winn-Dixie Stores, Inc. Profit Sharing/401(K) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Winn-Dixie Stores, Inc. Profit Sharing/401(K) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America. This includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 11, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executed investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and for the year ended, that the information provided to the Plan administrator by the trustee is complete and accurate.

Praxity
MEMBER
GLOBAL ALLIANCE OF INDEPENDENT FIRMS

6622 Southpoint Drive South, Suite 495, Jacksonville, FL 32216 | T 904.296.9333 | F 904.296.4208 | dhgllp.com

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter – Supplemental Schedule

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule listed in the accompanying index, which is the responsibility of management, is presented for the purpose of additional analysis and is not a required part of the financial statements but are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the 2012 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Other Matter – 2011 Financial Statements

The financial statements of the Plan as of December 31, 2011 were audited by other auditors. As permitted 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Wells Fargo Bank, N.A., the trustee of the Plan. Their report, dated July 2, 2012, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Dixon Hughes Goodman LLP

Jacksonville, Florida
October 4, 2013

Winn-Dixie Stores, Inc. Profit Sharing/401(K) Plan

Financial Statements
and
Supplemental Schedule
As of December 31, 2012 and 2011
And for the Year Ended December 31, 2012

(with Independent Auditors' Report thereon)

Winn-Dixie Stores, Inc. Profit Sharing/401(K) Plan

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DIXON HUGHES GOODMAN LLP
Certified Public Accountants and Advisors

- Independent Auditors' Report -

To the Plan Administration Officer
Winn-Dixie Stores, Inc. Profit Sharing/401(K) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Winn-Dixie Stores, Inc. Profit Sharing/401(K) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America. This includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 11, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executed investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and for the year ended, that the information provided to the Plan administrator by the trustee is complete and accurate.

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Praxity MEMBER GLOBAL ALLIANCE OF INDEPENDENT FIRMS

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter – Supplemental Schedule

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule listed in the accompanying index, which is the responsibility of management, is presented for the purpose of additional analysis and is not a required part of the financial statements but are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the 2012 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Other Matter – 2011 Financial Statements

The financial statements of the Plan as of December 31, 2011 were audited by other auditors. As permitted 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Wells Fargo Bank, N.A., the trustee of the Plan. Their report, dated July 2, 2012, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Dixon Hughes Goodman LLP

Jacksonville, Florida
October 3, 2013

WINN-DIXIE STORES, INC. PROFIT SHARING/401(k) PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	2012	2011
Cash	$ 721,028	1,329
Participant-directed investments at fair value (note 3):		
Common/collective trust funds	56,767,751	43,732,599
Mutual funds	405,456,873	373,986,012
Group investment contracts	248,503,706	281,137,054
Total participant-directed investments	710,728,330	698,855,665
Contribution receivables:		
Employer	6,431	77,181
Participants	—	200,826
Amounts due from brokers	603,659	632,388
Total assets	712,059,448	699,767,389
Accounts payable and accrued expenses	669,017	715,346
Amounts due to brokers	1,254,159	632,388
Total liabilities	1,923,176	1,347,734
Net assets available for benefits, reflecting all investments at fair value	710,136,272	698,419,655
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(15,045,328)	(14,244,975)
Net assets available for benefits	$ 695,090,944	684,174,680

See accompanying notes to financial statements.

WINN-DIXIE STORES, INC. PROFIT SHARING/401(k) PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2012 and 2011

	2012	2011
Contributions (note 1(d)):		
Employer	$ 8,090,057	7,783,984
Participants	21,772,919	21,405,774
Total contributions	29,862,976	29,189,758
Investment income:		
Dividends	7,537,778	7,024,499
Interest (note 2(c))	1,211,440	1,384,082
Net appreciation in fair value of investments (note 3)	51,338,229	5,420,258
Other income	251,211	85,772
Total investment income	60,338,658	13,914,611
	90,201,634	43,104,369
Benefits paid	78,297,994	78,784,509
Administrative expenses	987,376	915,790
	79,285,370	79,700,299
Net increase (decrease) in net assets available for benefits	10,916,264	(36,595,930)
Net assets available for benefits:		
Beginning of year	684,174,680	720,770,610
End of year	$ 695,090,944	684,174,680

See accompanying notes to financial statements.

(1) Description of Plan

The following description of the Winn-Dixie Stores, Inc. Profit Sharing/401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(a) General

The Plan, as amended, is a defined contribution plan established to enable participants to save for retirement utilizing favorable tax laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

(b) Plan Administration

The Plan is administered by the Plan Administration Officer, appointed by the Plan Sponsor's Board of Directors or Plan Sponsor's Chief Executive Officer, the Board of Directors appointed delegate. The Plan also provides for a trustee appointed by the Board of Directors of Winn-Dixie Stores, Inc. (the Company and Plan Sponsor). Wells Fargo Bank, N.A. is the trustee and recordkeeper of the Plan (Trustee).

On March 9, 2012, the Company merged with BI-LO, LLC (BI-LO). As a result of the merger, BI-LO and the Company are now subsidiaries of the parent company, Bi-Lo Holdings.

(c) Eligibility

Eligible employees, as defined by the Plan document, are able to make before-tax contributions to the Plan upon attaining age twenty-one and after completing 90 consecutive days of full time service. Part-time employees are eligible for the Plan upon completion of 1,000 hours of service during a twelve-month period following the date employment commenced with the Company. Company contributions (matching or profit sharing) will be added after employees have completed one year of full time service. Part-time employees must still meet the 1,000 hours of service requirement. Additionally, any employee of the Company or any affiliate of the Company may participate in the Plan if they were a participant in the Plan on June 30, 1989.

(d) Contributions

Plan participants who are eligible and have elected to participate in the 401(k) portion of the Plan may contribute up to 100% of their compensation to the Plan subject to Internal Revenue Code limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans.

The Company matches 50% of the participant's contribution up to 5% of the participant's annual compensation. As described in note 1(c), participants are eligible for Company contributions (matching or profit sharing) after completing one year of full time service. The Company's matching contributions amounted to $8,090,057 and $7,783,984 during 2012 and 2011, respectively.

Additionally, the Company may provide an annual profit sharing contribution to the Plan in an amount to be determined by the Board of Directors. The Company did not make profit sharing contributions

(continued)

during 2012 and 2011. There were no Company profit sharing contribution receivables at December 31, 2012 and 2011.

Participants direct the investment of all contributions into various investment options offered by the Plan. A description of the investment options is at note 3.

(e) Participants' Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's matching and profit sharing contributions and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(f) Vesting

A participant is vested at all times in his or her before-tax contributions under Section 401(k). A participant will be 100% vested in the employer profit sharing contributions and matching contributions if an employee's termination occurs on or after his or her sixty-fifth birthday, or is due to death or disability. An employee will be fully vested as a result of the closing of an entire store, plant facility or warehouse, or the elimination of a complete shift or department in a plant facility or warehouse. For any employee whose employment is terminated for reasons other than as set forth above, the vesting in the Section 401(k) employer matching contributions will occur over a five-year period at the rate of 20% per year. Employer profit sharing contributions vest by the number of years of service, as defined by the Plan document, on a graduated vesting schedule commencing with 20% vesting at the end of the second year of service and increasing at the rate of 20% per year until fully vested at the end of the sixth year. In no event will an employee who is vested in employer profit sharing contributions under the Plan not be vested in employer matching contributions under the Section 401(k) provision of the Plan.

(g) Benefits

In accordance with the terms of the Plan, a participant or beneficiary may elect to receive benefit payments either in one lump sum payment or over a period of years. Benefits are recorded when paid.

(h) Forfeitures

The nonvested portion of the Company contributions of a terminated participant shall be forfeited as of the date the vested portion of the account balance is distributed or after the participant has incurred five consecutive one-year breaks in service. Other conditions of forfeiture allocations and restoration are defined within the Plan document. In accordance with the provisions of the Plan document, forfeitures may be utilized to restore forfeitures that are reinstated, reduce future employer matching or profit sharing contributions, and pay Plan expenses.

(2) Summary of Significant Accounting Policies

This summary of significant accounting policies of the Plan is presented to assist in understanding the Plan's financial statements. The financial statements and notes are representations of the Plan's administrator who is responsible for their integrity and objectivity. These accounting policies conform to accounting principles

(continued)

generally accepted in the United States of America (U.S. GAAP) and have been consistently applied in the preparation of the financial statements.

(a) Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

(b) New Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued an accounting standard on fair value measurement disclosures. This standard requires additional disclosure of fair value activity including significant transfers in and out of Levels 1 and 2 of the fair value hierarchy and separate presentation of items included in the reconciliation of Level 3 fair value measurements. This standard also provides guidelines in determining the appropriate level of disaggregation of assets and liabilities in fair value disclosures. Additionally, the standard requires disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements that fall in either Level 2 or Level 3 of the fair value hierarchy. This standard is effective for interim and annual reporting periods beginning after December 15, 2009, with the exception of disclosure requirements related to the reconciliation of Level 3 fair value measurements, which is effective for fiscal years beginning after December 15, 2010. The adoption of the provisions of this accounting standard with respect to disclosure of significant transfers in and out of Levels 1 and 2 of the fair value hierarchy, disclosure of valuation techniques for Levels 2 and 3 fair value measurements, and the disaggregation of fair value disclosures, did not have a material impact on the financial statements.

In May 2011, the FASB issued Accounting Standards Update (ASU) No. 2011-04, Fair Value Measurement (Topic 820): *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards*. This ASU has resulted in common requirements for measuring the term "fair value" and for disclosing information about fair value measurements including a consistent meaning of the term "fair value". The amendments in this ASU are effective during interim and annual periods beginning after December 15, 2011 and are to be applied prospectively. The adoption of the provisions of this ASU did not have a material impact on the financial statements.

(c) Investments

Investments are stated at fair value. Quoted market prices are used to value mutual funds. The fair value of the collective trust fund has been estimated using net asset value per share. Net asset value is determined by the trustee by using estimated fair value of the underlying assets held in the fund as of

(continued)

period end. The use of net asset value as fair value is deemed appropriate as the collective trust fund does not have a finite life, unfunded commitments relating to this investment, or significant restrictions on redemptions.

Group investment contracts are stated at fair value by discounting expected future contract cash flows at the estimated market yields of the investment contracts. All group investment contracts are fully benefit-responsive.

Purchases and sales of investments are accounted for on the trade date basis. Interest is recorded when earned. Dividends are recorded on the ex-dividend date.

(d) Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates and assumptions.

(e) Reclassifications

The presentation of certain 2011 amounts has been reclassified to conform to the 2012 presentation.

(3) Investments

All of the Plan's investment options are participant directed. A description of each available investment option at December 31, 2012 is provided below:

- ***Winn-Dixie Stable Value Fund*** – this fund consists of group investment contracts with various insurance companies, short-term investment funds and common/collective trust funds;
- ***T. Rowe Price Target Date Funds*** – these funds consist of a managed mix of investments primarily of stocks and bonds that gradually become more conservative as the retirement target date approaches;
- ***Vanguard Wellington Admiral Fund*** – this fund consists of two-thirds large well known stocks and one-third high quality U.S. bonds;
- ***Vanguard Total Bond Market Index Fund*** – this index fund invests in bonds included in the Barclays U.S. Aggregate Bond Index;
- ***American Beacon Large Cap Value Fund*** – this value fund invests primarily in large cap U.S. common stocks;
- ***Vanguard Institutional Index Fund*** – this index fund attempts to replicate the S&P 500 Index;
- ***T. Rowe Price Blue Chip Growth Fund*** – this growth fund invests primarily in U.S. common stocks of companies with leading market position and strong financial fundamentals;
- ***Vanguard Extended Market Index Signal Fund*** – this index fund tracks the performance of the S&P Completion Index, a broadly diversified index of stocks of small and medium U.S. companies;

(continued)

- ***Wells Fargo Advantage Small Cap Value Fund I*** – this growth fund invests primarily in small capitalization companies;
- ***DFA Emerging Markets Value Fund*** – this value fund invests primarily in equity securities of countries with emerging markets;
- ***Dodge & Cox International Stock Fund*** – this growth fund invests primarily in equity securities of non-U.S. companies.

At December 31, 2012 and 2011, investments greater than 5% of net assets available for benefits consisted of the following:

	Shares/Units	Carrying value
2012:		
Group structured investment contracts (stated at contract value):		
Bank of America N.A. 3.87%	—	$ 70,476,315
Natixis Financial Products 4.17%	—	68,380,527
Monumental Life Insurance Co. 2.76%	—	62,705,965
Common/collective trust funds (stated at contract value):		
Wells Fargo Stable Return Fund	970,221	48,526,574
Mutual funds (stated at fair value):		
T. Rowe Price Blue Chip Growth Fund	995,950	45,445,188
Vanguard Institutional Index Fund	462,221	60,329,103
Vanguard Total Bond Market Index Fund	3,943,137	43,729,385
Vanguard Wellington Admiral Fund	2,330,803	136,235,447

	Shares/Units	Carrying value
2011:		
Group structured investment contracts (stated at contract value):		
Bank of America N.A. 4.53%	—	$ 71,032,745
Natixis Financial Products 4.27%	—	75,568,983
Monumental Life Insurance Co. 3.08%	—	60,971,832
Common/collective trust funds (stated at contract value):		
Wells Fargo Stable Return Fund	866,560	42,628,622
Mutual funds (stated at fair value):		
T. Rowe Price Blue Chip Growth Fund	1,003,318	38,778,237
Vanguard Institutional Index Fund	483,777	55,653,698
Vanguard Total Bond Market Index Fund	4,176,201	45,938,208
Vanguard Wellington Admiral Fund	2,429,913	131,531,200

(continued)

The Plan's investments, (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows during 2012 and 2011, respectively:

	2012	2011
Common/collective trust funds	$ 882,390	1,113,108
Group investment contracts	7,678,028	9,548,804
Mutual funds	42,777,811	(5,241,654)
	$ 51,338,229	5,420,258

(4) Forfeitures

Forfeitures during the years 2012 and 2011 were $130,766 and $139,018, respectively. Earnings and other allocations on forfeited funds totaled $62,980 and $28,979, during 2012 and 2011, respectively. The following table summarizes the utilization of forfeitures during 2012 and 2011:

	2012	2011
Payment of Plan expenses	$ 467,921	390,418
Reduction of employer contributions	8,180	164,261
Other	6,979	—
	$ 483,080	554,679

The Plan held unallocated forfeitures of $387,574 and $676,908 at December 31, 2012 and 2011, respectively.

(5) Group Investment Contracts

The Plan has entered into benefit-responsive investment contracts with insurance companies. The insurance companies maintain the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuers are contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in note 2, because the group investment contracts are fully benefit-responsive, contract value is the relevant measurement for that portion of the net assets available for benefits attributable to the investment contracts. Contract value, as reported to the Plan, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer. Interest rates are reviewed quarterly for resetting. The average yield on investment contracts was 1.14% and 1.69% for the years ending December 31, 2012 and 2011, respectively. The average yield credited to participants on the investment contracts was 2.95% and 3.46% for the years ending December 31, 2012 and 2011, respectively.

(continued)

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(continued)

Certain events limit the ability of the Plan to transact at contract value with the issuers. Such events include the following:

- amendments to the Plan document (including complete or partial plan termination or merger with another plan);
- bankruptcy of the Plan Sponsor or other Plan Sponsor events that cause a significant withdrawal from the Plan; and
- the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemptions under the ERISA.

Certain events give issuers of investment contracts the right to terminate a contract and settle at an amount which differs from contract value. Such events include the following:

- the Plan breaches a provision of the investment contract;
- the performance of the contract constitutes a prohibited transaction under ERISA or other applicable law; and
- the underlying securities suffer a credit event or the investment guidelines are materially breached and not cured.

The Plan administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants or give cause to terminate contracts, is probable.

(6) Fair Value Measurement

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefit.

ASC 820 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include:
  - Quoted prices for similar assets or liabilities in active markets;
  - Quoted prices for identical or similar assets or liabilities in inactive markets;
  - Inputs other than quoted prices that are observable for the asset or liability;
  - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

(continued)

If the asset or liability has a specific (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following tables summarize the Plan's investments reported at fair value and related hierarchy for such assets under ASC 820:

	Assets at fair value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Common/collective trust funds	$ —	56,767,751	—	56,767,751
Mutual funds				
Balanced	136,235,447	—	—	136,235,447
Growth	69,150,788	—	—	69,150,788
Index	138,799,047	—	—	138,799,047
Target	41,783,200	—	—	41,783,200
Value	19,488,391	—	—	19,488,391
Total mutual funds	405,456,873	—	—	405,456,873
Group investment contracts	—	—	248,503,706	248,503,706
Total assets at fair value	$ 405,456,873	56,767,751	248,503,706	710,728,330

	Assets at fair value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Common/collective trust funds	$ —	43,732,599	—	43,732,599
Mutual funds				
Balanced	131,531,200	—	—	131,531,200
Growth	59,753,892	—	—	59,753,892
Index	134,288,785	—	—	134,288,785
Target	31,428,932	—	—	31,428,932
Value	16,983,203	—	—	16,983,203
Total mutual funds	373,986,012	—	—	373,986,012
Group investment contracts	—	—	281,137,054	281,137,054
Total assets at fair value	$ 373,986,012	43,732,599	281,137,054	698,855,665

(continued)

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31:

	Group investment contracts	
	2012	2011
Balance, beginning of year	$ 281,137,054	305,540,600
Realized gains	823,496	551,964
Unrealized gains relating to instruments still held at the reporting date	7,736,922	8,979,840
Purchases, sales, issuances and settlements, net	(41,193,766)	(33,935,350)
Balance, end of year	$ 248,503,706	281,137,054

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended December 31, 2012 and 2011, there were no significant transfers in or out of levels 1, 2 or 3.

(7) Tax Status

The Internal Revenue Service issued its latest determination letter on December 3, 2003, which stated that the Plan's design qualified under the applicable provisions of the Internal Revenue Code, and therefore the Plan was exempt from Federal income taxes. The Plan has been amended since receiving the determination letter. However, in the opinion of the Plan administrator, the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

GAAP require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes generally it is no longer subject to income tax examinations for years prior to December 31, 2009.

(8) Parties in Interest

Certain Plan investments are units or shares of mutual funds and group investment contracts managed by Wells Fargo, an entity related to Wells Fargo Bank, N.A., the trustee, as defined by the Plan. These transactions qualify as party-in-interest transactions. Fees paid by the Plan to the trustee for administrative services amounted to approximately $792,000 and $657,000 for the years ended December 31, 2012 and 2011, respectively.

(continued)

(9) Plan Termination

Although it has not expressed any intention to do so, the Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in all employer contributions and earnings thereon. In the event that a reduction in force creates a situation which might be deemed to be a partial plan termination, under relevant IRS rulings and case law, where a partial plan termination exists, most involuntarily severed participants must be advanced to immediate 100% vesting. If forfeitures have already been subtracted from such participants' accounts, such forfeitures must be restored to their accounts even if such forfeitures have been used or reallocated.

(10) Risks and Uncertainties

The Plan invests in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

(11) Information Certified by Trustee

As of and for the years ended December 31, 2012 and 2011, the Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and schedule is complete and accurate:

- Investments, as shown in the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011.
- Interest income, dividends and net appreciation in fair value of investments, as shown in the Statements of Changes in Net Assets Available for Benefits and note 3 for the years ended December 31, 2012 and 2011.
- The Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012.

(12) Subsequent Events

The Company intends to merge both the Plan and the BI-LO 401(k) Savings Plan into the newly created, Bi-Lo Holdings 401(k) plan. The effective date of the Plan merger is January 1, 2014.

The Plan's management evaluated events and transactions subsequent to the date of the statement of net assets through October 3, 2013, the date on which these financial statements were available for issuance.

SUPPLEMENTAL SCHEDULE

WINN-DIXIE STORES, INC. PROFIT SHARING/401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

EIN: 59-0514290 Plan #001

	Identity of issue and description	Cost (a)	Shares/Units	Fair value
Mutual funds:				
	American Beacon Large Cap Value Fund	$	754,142	$ 16,319,627
	DFA Emerging Markets Value Fund		106,192	3,168,764
	Dodge & Cox International Stock Fund		426,250	14,765,301
	T. Rowe Price Blue Chip Growth Fund		995,950	45,445,188
	T. Rowe Price Retirement Income Fund		259,984	3,626,773
	T. Rowe Price Retirement 2010 Fund		122,008	2,009,465
	T. Rowe Price Retirement 2015 Fund		203,914	2,626,414
	T. Rowe Price Retirement 2020 Fund		375,986	6,722,626
	T. Rowe Price Retirement 2025 Fund		401,939	5,273,443
	T. Rowe Price Retirement 2030 Fund		269,176	5,092,801
	T. Rowe Price Retirement 2035 Fund		326,132	4,363,645
	T. Rowe Price Retirement 2040 Fund		262,955	5,019,801
	T. Rowe Price Retirement 2045 Fund		341,573	4,341,398
	T. Rowe Price Retirement 2050 Fund		196,129	2,090,736
	T. Rowe Price Retirement 2055 Fund		58,453	616,098
	Vanguard Extended Market Index Signal Fund		757,535	34,740,559
	Vanguard Institutional Index Fund		462,221	60,329,103
	Vanguard Total Bond Market Index Fund		3,943,137	43,729,385
	Vanguard Wellington Admiral Fund		2,330,803	136,235,447
*	Wells Fargo Advantage Small Cap Value Fund I		276,789	8,940,299
	Total mutual funds		12,871,268	405,456,873

	Identity of issue and description	Cost (a)	Contract value	Fair Value
Winn-Dixie Stable Value Fund:				
	Common/collective trust funds			
*	Wells Fargo Stable Return Fund (3)	$	48,526,574	49,933,845
*	Wells Fargo Short Term Investment Fund G		6,833,906	6,833,906
	Total common/collective trust funds		55,360,480	56,767,751
Group investment contracts:				
	Structured investment contracts:			
	Bank of America N.A. 3.87%		70,476,315	73,837,832
	Monumental Life Ins Co. 2.76%		62,705,965	65,249,848
	Natixis Financial Products 4.17%		68,380,527	74,799,737
	Pacific Life Inc Co. 2.17%		33,543,502	34,856,949
	Total structured investment contracts (1)		235,106,309	248,744,366
	Investment management fees payable		(118,159)	(118,159)
	Wrapper contract fees payable		(122,501)	(122,501)
	Total group investment contracts		234,865,649	248,503,706
	Total investments (2)	$	695,683,002	$ 710,728,330

(a) Cost information has not been provided as Plan assets are participant directed.

(Continued)

WINN-DIXIE STORES, INC. PROFIT SHARING/401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

EIN: 59-0514290 Plan #001

Identity of issue and description	Fair value
(1) Underlying assets of structured investment contracts:	
Fixed Income Portfolio structured investment contract, evergreen maturity:	
Underlying assets:	
Common/collective trusts:	
* Wells Fargo Fixed Income Fund A	$ 70,740,388
* Wells Fargo Short Term Investment Fund G	14,497,453
Total common/collective trusts	85,237,841
Certificates of deposit:	
Ally Bank, 1%, $245,000 par, due 5/28/2013	245,561
BMW Bank of North America, 1%, $245,000 par, due 7/18/2014	245,681
Discover Bank/Greenwood DE, 1%, $245,000 par, due 7/11/2014	245,701
GE Capital Retail Bank, 1%, $245,000 par, due 7/7/2014	245,713
GE Capital Financial Inc, 1%, $245,000 par, due 5/20/2013	245,537
Total certificates of deposit	1,228,193
Asset backed securities:	
AEP Texas Central Transition Funding LLC, 5.96%, $117,313 par, due 7/15/2015	119,026
Ally Auto Receivables Trust, 0.65%, $39,851 par, due 3/17/2014	39,859
Ally Auto Receivables Trust 2011-2, 1.18%, $560,758 par, due 4/15/2015	562,906
Ally Auto Receivables Trust 2011-5, 0.99%, $550,000 par, due 11/15/2015	553,273
Ally Auto Receivables Trust 2012-1, 0.93%, $875,000 par, due 2/15/2016	880,460
American Express Credit Account Master Trust, 0.68%, $975,000 par, due 3/15/2018	978,120
AmeriCredit Automobile Receivables Trust 2012-3, 0.71%, $875,000 par, due 3/9/2014	876,488
AmeriCredit Automobile Receivables Trust 2011-2, 0.9%, $38,772 par, due 9/8/2014	38,777
AmeriCredit Automobile Receivables Trust 2011-3, 0.84%, $129,851 par, due 11/10/2014	129,928
AmeriCredit Automobile Receivables Trust 2011-4, 0.92%, $165,547 par, due 3/9/2015	165,749
AmeriCredit Automobile Receivables Trust 2011-5, 1.19%, $280,486 par, due 8/8/2015	281,420
AmeriCredit Automobile Receivables Trust, 0.51%, $575,000 par, due 1/8/2016	574,977
Bear Stearns Commercial Mortgage Securities, 5.38%, $295,904 par, due 12/11/2040	302,487
CarMax Auto Owner Trust, 0.68%, $225,942 par, due 9/15/2014	226,094
Caterpillar Financial Services Corp, 1.65%, $400,000 par, due 4/1/2014	405,792
Caterpillar Financial Services Corp, 4.75%, $100,000 par, due 2/17/2015	108,182
CIT Education Loan Trust 2005-1, 0.4%, $88,434 par, due 3/15/2022	88,306
CIT Equipment Collateral, 0.85%, $1,125,000 par, due 10/20/2013	1,125,956
CNH Equipment Trust, 0.9%, $328,074 par, due 10/15/2013	328,733
CNH Equipment Trust, 0.71%, $244,719 par, due 12/15/2014	244,907
Daimler Finance North America LLC, 1.95%, $375,000 par, due 3/28/2014	379,729
Daimler Finance North America LLC, 1.3%, $270,000 par, due 7/31/2015	271,569
Dexia Credit Local/New York NY, 2%, $350,000 par, due 3/5/2013	350,291
Discover Card Master Trust, 0.81%, $800,000 par, due 8/15/2017	806,032
Educational Funding of the South Inc, 0.87%, $339,831 par, due 10/25/2021	341,177
Ford Credit Auto Lease Trust, 0.57%, $100,000 par, due 9/15/2015	100,094
Ford Credit Auto Lease Trust, 0.63%, $534,837 par, due 4/15/2014	535,217
Ford Credit Auto Owner Trust, 0.58%, $375,000 par, due 8/15/2015	375,915
Ford Credit Auto Owner Trust, 0.84%, $283,002 par, due 6/15/2015	283,723
FPL Recovery Funding LLC, 5.13%, $1,315,000 par, due 8/1/2017	1,413,941
GE Capital Credit Card Master Note Trust, 0.95%, $850,000 par, due 6/15/2018	857,344
GE Dealer Floorplan Master Note Trust, 0.81%, $150,000 par, due 7/20/2016	150,807
GE Equipment Midticket LLC, 0.72%, $347,154 par, due 5/22/2014	347,349
GE Equipment Transportation LLC, 0.99%, $600,000 par, due 11/23/2015	603,720
Harley-Davidson Motorcycle Trust, 0.71%, $359,450 par, due 5/15/2015	359,809
Harley-Davidson Motorcycle Trust, 1.11%, $650,000 par, due 9/15/2016	654,674
Honda Auto Receivables Owner Trust, 0.67%, $296,421 par, due 4/21/2014	296,706

(Continued)

WINN-DIXIE STORES, INC. PROFIT SHARING/401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

EIN: 59-0514290 Plan #001

Identity of issue and description	Fair value
Huntington Auto Trust, 1.01%, $700,000 par, due 1/15/2016	703,808
John Deere Owner Trust, 0.75%, $875,000 par, due 3/15/2016	878,010
John Deere Owner Trust, 1.29%, $695,633 par, due 1/15/2016	699,264
Mercedes-Benz Auto Lease Trust, 0.9%, $244,875 par, due 1/15/2014	245,061
Mercedes-Benz Auto Receivables Trust, 0.85%, $423,743 par, due 3/16/2015	424,739
Montana Higher Education Student Assistance Corp, 0.81%, $569,727 par, due 9/20/2022	570,638
Morgan Stanley Capital I Trust, 2.11%, $750,000 par, due 3/15/2045	779,640
Morgan Stanley Capital I Trust, 5.17%, $900,000 par, due 9/15/2037	965,034
Morgan Stanley Capital I Trust, 5.23%, $725,000 par, due 9/15/2042	797,928
Morgan Stanley Dean Witter Capital I, 5.08%, $124,456 par, due 9/15/2037	124,422
NCUA Guaranteed Notes, 0.23%, $1,125,000 par, due 6/12/2013	1,124,944
NCUA Guaranteed Notes, 0.59%, $592,890 par, due 11/6/2017	594,188
NCUA Guaranteed Notes, 0.59%, $302,800 par, due 5/7/2020	303,320
NCUA Guaranteed Notes, 0.56%, $454,265 par, due 3/6/2020	454,293
Nissan Auto Receivables Owner Trust, 0.73%, $625,000 par, due 5/16/2016	628,150
Panhandle-Plains Higher Education Authority Inc, 0.81%, $223,349 par, due 10/1/2018	223,154
RSB Bondco LLC, 5.72%, $1,284,170 par, due 4/1/2018	1,388,471
Santander Drive Auto Receivables Trust, 0.94%, $50,705 par, due 2/18/2014	50,716
Santander Drive Auto Receivables Trust, 1.25%, $424,663 par, due 4/15/2015	426,366
Santander Drive Auto Receivables Trust, 1.37%, $414,241 par, due 3/16/2015	415,662
SLM Student Loan Trust, 0.61%, $355,228 par, due 3/25/2025	355,835
Volvo Financial Equipment LLC, 0.75%, $533,258 par, due 7/15/2014	533,567
World Omni Automobile Securitization Trust, 0.71%, $400,000 par, due 12/15/2013	400,588
Total asset backed securities	29,247,335
Corporate securities:	
Amal Ltd/Cayman Islands, 3.46%, $766,840 par, due 8/21/2021	831,838
American Express Credit Corp, 1.75%, $250,000 par, due 6/12/2015	255,235
Anheuser-Busch InBev Worldwide Inc, 2.5%, $250,000 par, due 3/26/2013	251,155
Anheuser-Busch InBev Worldwide Inc, 3.63%, $250,000 par, due 4/15/2015	266,763
Apache Corp, 1.75%, $330,000 par, due 4/15/2017	338,864
AT&T Inc, 2.5%, $250,000 par, due 8/15/2015	260,645
AT&T Inc, 5.1%, $250,000 par, due 9/15/2014	268,550
Bank of America Corp, 1.73%, $200,000 par, due 1/30/2014	201,670
Bank of America Corp, 3.75%, $150,000 par, due 7/12/2016	160,340
Bank of America NA, 0.59%, $300,000 par, due 6/15/2016	286,419
Bank of Montreal, 2.85%, $500,000 par, due 6/9/2015	528,100
Bank of New York Mellon Corp/The, 1.2%, $250,000 par, due 2/20/2015	252,685
Bank of New York Mellon Corp/The, 2.3%, $400,000 par, due 7/28/2016	418,100
Barclays Bank PLC, 2.75%, $325,000 par, due 2/23/2015	336,645
BB&T Corp, 1.01%, $500,000 par, due 4/28/2014	503,140
Becton Dickinson and Co, 1.75%, $600,000 par, due 11/8/2016	617,718
Berkshire Hathaway Inc, 0.74%, $125,000 par, due 2/11/2013	125,093
BHP Billiton Finance USA Ltd, 1.63%, $480,000 par, due 2/24/2017	490,838
BNP Paribas SA, 1.25%, $400,000 par, due 1/10/2014	401,216
Board of Trustees of The Leland Stanford Junior University/The, 3.63%, $500,000 par, due 5/1/2014	521,375
BP Capital Markets PLC, 3.63%, $500,000 par, due 5/8/2014	520,460
Caterpillar Inc., 1.5%, $200,000 par, due 6/26/2017	202,558
CenterPoint Energy Houston Electric LLC, 5.7%, $500,000 par, due 3/15/2013	505,340
Chevron Corp, 1.1%, $215,000 par, due 12/5/2017	216,501
Comcast Corp, 5.3%, $450,000 par, due 1/15/2014	472,131
ConocoPhillips, 4.6%, $500,000 par, due 1/15/2015	540,350
Covidien International Finance SA, 2.8%, $150,000 par, due 6/15/2015	156,887
Credit Suisse/New York NY, 3.5%, $400,000 par, due 3/23/2015	421,820
Devon Energy Corp., 1.88%, $400,000 par, due 5/15/2017	407,772
Diageo Capital PLC, 1.5%, $235,000 par, due 5/11/2017	238,323
Diageo Finance BV, 3.25%, $300,000 par, due 1/15/2015	315,099

(Continued)

WINN-DIXIE STORES, INC. PROFIT SHARING/401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

EIN: 59-0514290 Plan #001

Identity of issue and description	Fair value
DNB Boligkreditt AS, 2.1%, $550,000 par, due 10/14/2015	570,037
Duke Energy Carolinas LLC, 5.75%, $275,000 par, due 11/15/2013	287,301
Ecolab Inc, 2.38%, $225,000 par, due 12/8/2014	232,254
Ecolab Inc, 3%, $400,000 par, due 12/8/2016	425,084
ERP Operating LP, 5.25%, $500,000 par, due 9/15/2014	537,105
Florida Power Corp, 4.8%, $275,000 par, due 3/1/2013	276,977
Gate Capital Cayman Two Ltd, 2.64%, $823,580 par, due 12/2/2021	864,281
General Electric Co, 0.85%, $130,000 par, due 10/9/2015	130,458
General Electric Capital Corp, 0.98%, $400,000 par, due 4/7/2014	402,160
General Electric Capital Corp, 3.35%, $300,000 par, due 10/17/2016	322,017
Genzyme Corp, 3.63%, $250,000 par, due 6/15/2015	267,853
GlaxoSmithKline Capital PLC, 0.75%, $475,000 par, due 5/8/2015	477,318
Goldman Sachs Group Inc/The, 1.31%, $250,000 par, due 2/7/2014	250,730
Goldman Sachs Group Inc/The, 3.7%, $250,000 par, due 8/1/2015	263,848
Hewlett-Packard Co, 1.55%, $300,000 par, due 5/30/2014	299,328
Hewlett-Packard Co, 2.6%, $200,000 par, due 9/15/2017	194,832
ING Bank NV, 1.36%, $300,000 par, due 3/15/2013	300,450
ING Bank NV, 3.9%, $300,000 par, due 3/19/2014	311,880
Intel Corp, 1.35%, $600,000 par, due 12/15/2017	599,826
International Business Machines Corp, 1.95%, $500,000 par, due 7/22/2016	519,635
John Deere Capital Corp, 1.85%, $400,000 par, due 9/15/2016	413,708
JPMorgan Chase & Co, 1.88%, $250,000 par, due 3/20/2015	254,495
JPMorgan Chase & Co, 3.4%, $400,000 par, due 6/24/2015	422,024
Kellogg Co, 1.75%, $700,000 par, due 5/17/2017	711,368
Kraft Food Groups Inc, 1.63%, $400,000 par, due 6/4/2015	407,108
Kreditanstalt fuer Wiederaufbau, 1.38%, $550,000 par, due 7/15/2013	553,223
Merck & Co Inc, 4%, $300,000 par, due 6/30/2015	325,599
National Australia Bank Ltd, 1.07%, $400,000 par, due 4/11/2014	402,480
National Australia Bank Ltd, 2%, $250,000 par, due 6/20/2017	258,475
National Bank of Canada, 2.2%, $425,000 par, due 10/19/2016	447,270
National City Bank/Cleveland OH, 0.66%, $600,000 par, due 12/15/2016	588,420
New York Life Global Funding, 1.65%, $650,000 par, due 5/15/2017	661,960
Northern States Power Co/MN, 1.95%, $500,000 par, due 8/15/2015	515,900
PepsiCo Inc, 0.75%, $100,000 par, due 3/5/2015	100,360
PepsiCo Inc, 0.8%, $420,000 par, due 8/25/2014	422,192
Praxair Inc, 4.63%, $400,000 par, due 3/30/2015	435,500
Public Service Electric & Gas Co, 0.85%, $240,000 par, due 8/15/2014	240,922
Puget Sound Energy Inc, 5.2%, $350,000 par, due 10/1/2015	389,148
Rio Tinto Alcan Inc, 5.2%, $75,000 par, due 1/15/2014	78,325
Rio Tinto Finance USA Ltd, 2.5%, $500,000 par, due 5/20/2016	521,965
Sanofi, 1.63%, $250,000 par, due 3/28/2014	253,528
Shell International Finance BV, 4%, $350,000 par, due 3/21/2014	365,404
Simon Property Group LP, 2.15%, $150,000 par, due 9/15/2017	155,588
Simon Property Group LP, 4.2%, $500,000 par, due 2/1/2015	530,250
Southern California Edison Co, 4.15%, $200,000 par, due 9/15/2014	211,460
Southern California Edison Co, 5%, $300,000 par, due 1/15/2014	313,359
SSIF Nevada LP, 1.04%, $500,000 par, due 4/14/2014	502,800
State Street Corp, 2.88%, $400,000 par, due 3/7/2016	424,356
Time Warner Cable Inc, 3.5%, $500,000 par, due 2/1/2015	528,070
Total Capital SA, 3%, $425,000 par, due 6/24/2015	448,906
Toyota Motor Corp, 1%, $300,000 par, due 2/17/2015	302,013
Travelers Cos Inc/The, 5.5%, $500,000 par, due 12/1/2015	565,920
UBS AG/Stamford CT, 3.88%, $350,000 par, due 1/15/2015	369,831
US Bank NA/Cincinnati OH, 6.3%, $450,000 par, due 2/4/2014	477,212
Verizon Communications Inc, 1.25%, $170,000 par, due 11/3/2014	172,008
Vornado Realty LP, 4.25%, $225,000 par, due 4/1/2015	237,827
Wal-Mart Stores Inc, 2.25%, $175,000 par, due 7/8/2015	182,189

(Continued)

WINN-DIXIE STORES, INC. PROFIT SHARING/401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

EIN: 59-0514290 Plan #001

Identity of issue and description	Fair value
Westpac Banking Corp, 0.9%, $350,000 par, due 4/8/2013	350,515
Wisconsin Public Service Corp, 4.8%, $430,000 par, due 12/1/2013	444,986
Yale University, 2.9%, $400,000 par, due 10/15/2014	417,384
Total corporate securities	34,251,052
Government securities:	
Brazos Higher Education Authority, 0.87%, $175,885 par, due 1/27/2020	176,492
Brazos Higher Education Authority, 0.76%, $203,320 par, due 2/25/2020	203,391
Brazos Higher Education Authority, 0.39%, $156,200 par, due 12/26/2018	156,011
City & County of Honolulu HI, 4.22%, $250,000 par, due 4/1/2013	252,290
City of Brooklyn Park MN, 2.6%, $360,000 par, due 2/1/2013	360,500
City of El Paso TX, 3.61%, $425,000 par, due 8/15/2014	445,022
City of Madison WI, 5.25%, $215,000 par, due 10/1/2016	225,546
City of Oconomowoc WI, 4.95%, $320,000 par, due 4/1/2016	356,090
Commonwealth of Massachusetts, 3.25%, $500,000 par, due 7/1/2014	522,015
County of Ramsey MN, 4.35%, $395,000 par, due 2/1/2015	424,732
Illinois Sales Tax, 1.06%, $400,000 par, due 6/15/2015	400,424
Maricopa County School District No 28 Kyrene Elementary, 5.2%, $305,000 par, due 7/1/2018	352,638
Milwaukee Area Technical College District, 4.3%, $390,000 par, due 12/1/2014	416,953
Missouri Higher Education Loan Authority, 1.16%, $814,055 par, due 8/27/2029	824,459
New York State Urban Development Corp, 1.33%, $400,000 par, due 3/15/2016	404,900
North Carolina State Education Assistance Authority, 0.77%, $300,422 par, due 10/26/2020	298,187
North Carolina State Education Assistance Authority, 1.04%, $1,049,529 par, due 7/25/2039	1,059,804
Province of Ontario Canada, 4.1%, $400,000 par, due 6/16/2014	421,592
Societe Financement de l'Economie Francaise, 3.38%, $475,000 par, due 5/5/2014	493,516
State of Arkansas, 1.5%, $600,000 par, due 7/1/2015	611,238
State of Georgia, 1.65%, $525,000 par, due 7/1/2018	532,838
State of Tennessee, 1.38%, $320,000 par, due 8/1/2015	326,410
State of Wisconsin, 5.05%, $400,000 par, due 5/1/2018	462,016
Texas A&M PUF, 1.73%, $400,000 par, due 7/1/2018	408,048
United States Small Business Administration, 5.46%, $860,675 par, due 2/10/2017	946,561
United States Treasury Inflation Indexed Bonds, 0.13%, $8,154,000 par, due 4/15/2017	8,892,719
United States Treasury Note/Bond, 0.63%, $250,000 par, due 9/30/2017	249,550
United States Treasury Note/Bond, 0.75%, $1,775,000 par, due 12/15/2013	1,784,425
United States Treasury Note/Bond, 2.38%, $2,500,000 par, due 8/31/2014	2,588,475
Total government securities	24,596,842
Mortgage backed securities:	
Banc of America Merrill Lynch Commercial Mortgage Inc, 5.06%, $784,737 par, due 3/11/2041	796,634
Banc of America Merrill Lynch Commercial Mortgage Inc, 5.12%, $500,000 par, due 10/10/2045	554,180
Banc of America Merrill Lynch Commercial Mortgage Inc, 5.19%, $291,943 par, due 9/10/2047	300,742
Banc of America Merrill Lynch Commercial Mortgage Inc, 5.19%, $500,000 par, due 9/10/2047	557,025
Banc of America Merrill Lynch Commercial Mortgage Inc, 4.86%, $900,000 par, due 7/10/2043	976,572
CFCRE Commercial Mortgage Trust, 1.56%, $635,318 par, due 12/15/2021	644,988
Credit Suisse First Boston Mortgage Securities Corp, 5.11%, $500,000 par, due 7/15/2036	528,660
Credit Suisse First Boston Mortgage Securities Corp, 5.1%, $213,236 par, due 8/15/2038	218,360
Credit Suisse First Boston Mortgage Securities Corp, 5.1%, $425,000 par, due 8/15/2038	467,143
Credit Suisse Mortgage Capital Series 2006-C1, 5.41%, $229,254 par, due 2/15/2039	238,782
DBRR Trust 2012 - EZ1 A, 0.95%, $917,053 par, due 9/25/2045	919,176
Fannie Mae Pool, 1.94%, $782,837 par, due 1/1/2017	814,745
Fannie Mae Pool, 1.94%, $831,099 par, due 1/1/2017	864,958
Fannie Mae Pool, 1.94%, $684,434 par, due 1/1/2017	712,318
Fannie Mae Pool, 1.94%, $806,655 par, due 1/1/2017	839,518
Fannie Mae Pool, 1.94%, $757,766 par, due 1/1/2017	788,638
Fannie Mae Pool, 2%, $842,408 par, due 11/1/2022	865,751
Fannie Mae Pool, 2.49%, $637,204 par, due 3/1/2042	662,157

(Continued)

WINN-DIXIE STORES, INC. PROFIT SHARING/401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

EIN: 59-0514290 Plan #001

Identity of issue and description	Fair value
Fannie Mae Pool, 2.5%, $716,249 par, due 3/1/2022	751,760
Fannie Mae Pool, 2.5%, $1,908,267 par, due 4/1/2022	2,002,878
Fannie Mae Pool, 2.5%, $3,205,829 par, due 5/1/2022	3,364,774
Fannie Mae Pool, 2.5%, $876,825 par, due 6/1/2022	920,298
Fannie Mae Pool, 2.5%, $894,507 par, due 8/1/2022	938,857
Fannie Mae Pool, 2.5%, $3,645,956 par, due 8/1/2022	3,826,723
Fannie Mae Pool, 2.5%, $704,132 par, due 9/1/2022	739,043
Fannie Mae Pool, 2.5%, $1,151,967 par, due 10/1/2022	1,209,082
Fannie Mae Pool, 2.5%, $1,851,385 par, due 11/1/2022	1,943,177
Fannie Mae Pool, 2.67%, $655,684 par, due 11/1/2041	682,875
Fannie Mae Pool, 2.69%, $670,033 par, due 10/1/2041	698,107
Fannie Mae Pool, 2.16%, $1,749,903 par, due 6/1/2042	1,812,707
Fannie Mae Pool, 2.15%, $824,436 par, due 6/1/2042	853,712
Fannie Mae Pool, 2.98%, $552,736 par, due 1/1/2041	579,704
Fannie Mae Pool, 3%, $558,519 par, due 10/1/2021	589,780
Fannie Mae Pool, 3%, $566,603 par, due 12/1/2021	598,316
Fannie Mae Pool, 3%, $637,013 par, due 2/1/2022	672,667
Fannie Mae Pool, 3.11%, $1,068,830 par, due 2/1/2041	1,122,592
Fannie Mae Pool, 3.37%, $459,293 par, due 9/1/2040	482,597
Fannie Mae Pool, 3.5%, $1,038,048 par, due 7/1/2021	1,101,494
Fannie Mae Pool, 3.5%, $1,219,387 par, due 12/1/2020	1,293,916
Fannie Mae Pool, 3.5%, $1,505,314 par, due 9/1/2021	1,597,319
Fannie Mae Pool, 3.5%, $361,229 par, due 3/1/2021	383,307
Fannie Mae Pool, 3.5%, $459,334 par, due 5/1/2021	488,341
Fannie Mae Pool, 3.5%, $545,161 par, due 8/1/2021	578,482
Fannie Mae Pool, 3.5%, $975,000 par, due 1/1/2028	1,034,261
Fannie Mae Pool, 3.92%, $2,404,694 par, due 8/1/2014	2,487,848
Fannie Mae Pool, 4.1%, $500,000 par, due 8/1/2014	520,550
Fannie Mae Pool, 4.5%, $75,735 par, due 11/1/2018	81,677
Fannie Mae Pool, 4.5%, $24,310 par, due 11/1/2018	26,217
Fannie Mae Pool, 4.5%, $46,032 par, due 12/1/2018	49,644
Fannie Mae Pool, 4.5%, $55,183 par, due 5/1/2018	59,513
Fannie Mae Pool, 5%, $630,109 par, due 10/1/2021	684,765
Fannie Mae Pool, 5.35%, $71,043 par, due 11/1/2013	71,189
Fannie Mae Pool, 5.5%, $79,755 par, due 11/1/2021	86,404
Fannie Mae Pool, 5.5%, $107,028 par, due 3/1/2021	115,952
Fannie Mae Pool, 5.5%, $247,319 par, due 9/1/2021	267,941
Fannie Mae Pool, 5.5%, $26,429 par, due 8/1/2021	28,633
Fannie Mae Pool, 5.5%, $41,459 par, due 9/1/2021	44,915
Fannie Mae Pool, 5.5%, $24,004 par, due 9/1/2021	26,006
Fannie Mae Pool, 5.5%, $31,208 par, due 9/1/2021	33,810
Fannie Mae Pool, 5.5%, $43,206 par, due 3/1/2022	46,808
Fannie Mae REMICS, 5.5%, $6,608 par, due 2/25/2032	6,608
Federal Home Loan Mortgage Corp Multifamily, 1.66%, $1,400,000 par, due 11/25/2016	1,442,812
Federal Home Loan Mortgage Corp Multifamily, 3.88%, $775,000 par, due 11/25/2017	870,953
Federal Home Loan Mortgage Corp, 1.75%, $1,125,000 par, due 9/10/2015	1,166,220
Federal Home Loan Mortgage Corp, 3%, $800,000 par, due 7/28/2014	833,760
FH 5/1 HYB ARM 1.9 TBA JAN, 1.9%, $750,000 par, due 1/1/2043	773,625
Federal National Mortgage Association, 0.75%, $1,575,000 par, due 12/19/2014	1,588,970
Federal National Mortgage Association, 1.63%, $1,125,000 par, due 10/26/2015	1,163,824
Freddie Mac Gold Pool, 5.5%, $132,798 par, due 8/1/2020	144,151
Freddie Mac Gold Pool, 6%, $168,027 par, due 3/1/2019	179,441
Freddie Mac Gold Pool, 3%, $1,754,527 par, due 5/1/2027	1,878,782
Freddie Mac Non Gold Pool, 2.79%, $1,015,984 par, due 10/1/2041	1,064,528
Freddie Mac Non Gold Pool, 2.96%, $372,526 par, due 9/1/2041	390,832
Freddie Mac Non Gold Pool, 3%, $411,380 par, due 11/1/2040	431,821

(Continued)

WINN-DIXIE STORES, INC. PROFIT SHARING/401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

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EIN: 59-0514290 Plan #001

Identity of issue and description	Fair value
Freddie Mac Non Gold Pool, 3.68%, $448,059 par, due 9/1/2040	474,288
Freddie Mac Non Gold Pool, 2.48%, $628,037 par, due 2/1/2042	654,081
Freddie Mac REMICS, 5.5%, $156,782 par, due 1/15/2035	166,705
GE Capital Commercial Mortgage Corp, 4.97%, $725,000 par, due 7/10/2045	795,673
Ginnie Mae I pool, 6%, $507 par, due 5/15/2013	515
Ginnie Mae I pool, 6%, $143 par, due 3/15/2013	145
Ginnie Mae I pool, 6%, $1,009 par, due 4/15/2013	1,019
Ginnie Mae I pool, 6%, $438 par, due 3/15/2013	445
Ginnie Mae I pool, 6%, $85 par, due 7/15/2013	86
Ginnie Mae I pool, 6%, $912 par, due 7/15/2013	925
Ginnie Mae I pool, 6%, $11 par, due 4/15/2013	11
Ginnie Mae I pool, 6%, $32 par, due 3/15/2013	33
Ginnie Mae I pool, 6%, $696 par, due 3/15/2013	707
Ginnie Mae II pool, 0.84%, $1,092,657 par, due 5/20/2058	1,104,553
Ginnie Mae II pool, 2.5%, $1,703,980 par, due 12/20/2041	1,795,194
Ginnie Mae II pool, 2.5%, $684,421 par, due 10/20/2041	719,004
Ginnie Mae II pool, 4.12%, $861,392 par, due 8/1/2062	975,540
Ginnie Mae II pool, 5.46%, $990,911 par, due 7/20/2059	1,100,503
Ginnie Mae II pool, 5.46%, $1,030,330 par, due 8/20/2059	1,140,231
Ginnie Mae II pool, 5.46%, $816,544 par, due 7/20/2059	913,687
Ginnie Mae II pool, 5.48%, $527,520 par, due 12/20/2059	595,607
Ginnie Mae II pool, 5.5%, $742,941 par, due 5/20/2060	863,812
Ginnie Mae II pool, 5.57%, $1,553,206 par, due 10/20/2059	1,728,071
Government National Mortgage Association, 4.37%, $293,363 par, due 11/16/2030	309,481
Government National Mortgage Association, 4.49%, $135,494 par, due 2/16/2032	139,407
GS Mortgage Securities Corp II, 4.75%, $650,000 par, due 7/10/2039	701,058
JP Morgan Chase Commercial Mortgage Securities Corp, 5.2%, $600,000 par, due 12/15/2044	668,742
JP Morgan Chase Commercial Mortgage Securities Corp, 5.29%, $188,937 par, due 1/12/2043	196,959
LB-UBS Commercial Mortgage Trust, 4.37%, $725,000 par, due 3/15/2036	750,788
Merrill Lynch Mortgage Trust, 4.75%, $700,000 par, due 6/12/2043	760,193
Total mortgage backed securities	75,142,778
Wrapper contracts and receivables (payables):	
Total wrapper contracts, at fair value	$ 119,403
Accrued income receivable	566,031
Receivable for investment payments due	166,099
Payable for investment securities purchased on a forward commitment basis	(1,811,208)
Total wrapper contracts and payables, net	(959,675)
Total underlying assets of structured investment contracts	$ 248,744,366

(2) Includes fair value of mutual funds of $405,456,873 since it is in both fair value and contract value totals.

(3) This fund is actively managed and invests in a variety of investment contracts and instruments issued by selected high-quality insurance companies and financial institutions.

* Party-in-interest.

See accompanying independent auditors' report.

(Continued)

WINN-DIXIE STORES, INC. PROFIT SHARING/401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

EIN: 59-0514290 Plan #001

	Identity of issue and description	Cost (a)	Shares/Units	Fair value
Mutual funds:				
	American Beacon Large Cap Value Fund	$	754,142	$ 16,319,627
	DFA Emerging Markets Value Fund		106,192	3,168,764
	Dodge & Cox International Stock Fund		426,250	14,765,301
	T. Rowe Price Blue Chip Growth Fund		995,950	45,445,188
	T. Rowe Price Retirement Income Fund		259,984	3,626,773
	T. Rowe Price Retirement 2010 Fund		122,008	2,009,465
	T. Rowe Price Retirement 2015 Fund		203,914	2,626,414
	T. Rowe Price Retirement 2020 Fund		375,986	6,722,626
	T. Rowe Price Retirement 2025 Fund		401,939	5,273,443
	T. Rowe Price Retirement 2030 Fund		269,176	5,092,801
	T. Rowe Price Retirement 2035 Fund		326,132	4,363,645
	T. Rowe Price Retirement 2040 Fund		262,955	5,019,801
	T. Rowe Price Retirement 2045 Fund		341,573	4,341,398
	T. Rowe Price Retirement 2050 Fund		196,129	2,090,736
	T. Rowe Price Retirement 2055 Fund		58,453	616,098
	Vanguard Extended Market Index Signal Fund		757,535	34,740,559
	Vanguard Institutional Index Fund		462,221	60,329,103
	Vanguard Total Bond Market Index Fund		3,943,137	43,729,385
	Vanguard Wellington Admiral Fund		2,330,803	136,235,447
*	Wells Fargo Advantage Small Cap Value Fund I		276,789	8,940,299
	Total mutual funds		12,871,268	405,456,873

	Identity of issue and description	Cost (a)	Contract value	Fair Value
Winn-Dixie Stable Value Fund:				
	Common/collective trust funds			
*	Wells Fargo Stable Return Fund (3)	$	48,526,574	49,933,845
*	Wells Fargo Short Term Investment Fund G		6,833,906	6,833,906
	Total common/collective trust funds		55,360,480	56,767,751
Group investment contracts:				
	Structured investment contracts:			
	Bank of America N.A. 3.87%		70,476,315	73,837,832
	Monumental Life Ins Co. 2.76%		62,705,965	65,249,848
	Natixis Financial Products 4.17%		68,380,527	74,799,737
	Pacific Life Inc Co. 2.17%		33,543,502	34,856,949
	Total structured investment contracts (1)		235,106,309	248,744,366
	Investment management fees payable		(118,159)	(118,159)
	Wrapper contract fees payable		(122,501)	(122,501)
	Total group investment contracts		234,865,649	248,503,706
	Total investments (2)	$	695,683,002	$ 710,728,330

(a) Cost information has not been provided as Plan assets are participant directed.

(Continued)

WINN-DIXIE STORES, INC. PROFIT SHARING/401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

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Identity of issue and description	Fair value
(1) Underlying assets of structured investment contracts:	
Fixed Income Portfolio structured investment contract, evergreen maturity:	
Underlying assets:	
Common/collective trusts:	
* Wells Fargo Fixed Income Fund A	$ 70,740,388
* Wells Fargo Short Term Investment Fund G	14,497,453
Total common/collective trusts	85,237,841
Certificates of deposit:	
Ally Bank, 1%, $245,000 par, due 5/28/2013	245,561
BMW Bank of North America, 1%, $245,000 par, due 7/18/2014	245,681
Discover Bank/Greenwood DE, 1%, $245,000 par, due 7/11/2014	245,701
GE Capital Retail Bank, 1%, $245,000 par, due 7/7/2014	245,713
GE Capital Financial Inc, 1%, $245,000 par, due 5/20/2013	245,537
Total certificates of deposit	1,228,193
Asset backed securities:	
AEP Texas Central Transition Funding LLC, 5.96%, $117,313 par, due 7/15/2015	119,026
Ally Auto Receivables Trust, 0.65%, $39,851 par, due 3/17/2014	39,859
Ally Auto Receivables Trust 2011-2, 1.18%, $560,758 par, due 4/15/2015	562,906
Ally Auto Receivables Trust 2011-5, 0.99%, $550,000 par, due 11/15/2015	553,273
Ally Auto Receivables Trust 2012-1, 0.93%, $875,000 par, due 2/15/2016	880,460
American Express Credit Account Master Trust, 0.68%, $975,000 par, due 3/15/2018	978,120
AmeriCredit Automobile Receivables Trust 2012-3, 0.71%, $875,000 par, due 3/9/2014	876,488
AmeriCredit Automobile Receivables Trust 2011-2, 0.9%, $38,772 par, due 9/8/2014	38,777
AmeriCredit Automobile Receivables Trust 2011-3, 0.84%, $129,851 par, due 11/10/2014	129,928
AmeriCredit Automobile Receivables Trust 2011-4, 0.92%, $165,547 par, due 3/9/2015	165,749
AmeriCredit Automobile Receivables Trust 2011-5, 1.19%, $280,486 par, due 8/8/2015	281,420
AmeriCredit Automobile Receivables Trust, 0.51%, $575,000 par, due 1/8/2016	574,977
Bear Stearns Commercial Mortgage Securities, 5.38%, $295,904 par, due 12/11/2040	302,487
CarMax Auto Owner Trust, 0.68%, $225,942 par, due 9/15/2014	226,094
Caterpillar Financial Services Corp, 1.65%, $400,000 par, due 4/1/2014	405,792
Caterpillar Financial Services Corp, 4.75%, $100,000 par, due 2/17/2015	108,182
CIT Education Loan Trust 2005-1, 0.4%, $88,434 par, due 3/15/2022	88,306
CIT Equipment Collateral, 0.85%, $1,125,000 par, due 10/20/2013	1,125,956
CNH Equipment Trust, 0.9%, $328,074 par, due 10/15/2013	328,733
CNH Equipment Trust, 0.71%, $244,719 par, due 12/15/2014	244,907
Daimler Finance North America LLC, 1.95%, $375,000 par, due 3/28/2014	379,729
Daimler Finance North America LLC, 1.3%, $270,000 par, due 7/31/2015	271,569
Dexia Credit Local/New York NY, 2%, $350,000 par, due 3/5/2013	350,291
Discover Card Master Trust, 0.81%, $800,000 par, due 8/15/2017	806,032
Educational Funding of the South Inc, 0.87%, $339,831 par, due 10/25/2021	341,177
Ford Credit Auto Lease Trust, 0.57%, $100,000 par, due 9/15/2015	100,094
Ford Credit Auto Lease Trust, 0.63%, $534,837 par, due 4/15/2014	535,217
Ford Credit Auto Owner Trust, 0.58%, $375,000 par, due 8/15/2015	375,915
Ford Credit Auto Owner Trust, 0.84%, $283,002 par, due 6/15/2015	283,723
FPL Recovery Funding LLC, 5.13%, $1,315,000 par, due 8/1/2017	1,413,941
GE Capital Credit Card Master Note Trust, 0.95%, $850,000 par, due 6/15/2018	857,344
GE Dealer Floorplan Master Note Trust, 0.81%, $150,000 par, due 7/20/2016	150,807
GE Equipment Midticket LLC, 0.72%, $347,154 par, due 5/22/2014	347,349
GE Equipment Transportation LLC, 0.99%, $600,000 par, due 11/23/2015	603,720
Harley-Davidson Motorcycle Trust, 0.71%, $359,450 par, due 5/15/2015	359,809
Harley-Davidson Motorcycle Trust, 1.11%, $650,000 par, due 9/15/2016	654,674
Honda Auto Receivables Owner Trust, 0.67%, $296,421 par, due 4/21/2014	296,706

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Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

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Identity of issue and description	Fair value
Huntington Auto Trust, 1.01%, $700,000 par, due 1/15/2016	703,808
John Deere Owner Trust, 0.75%, $875,000 par, due 3/15/2016	878,010
John Deere Owner Trust, 1.29%, $695,633 par, due 1/15/2016	699,264
Mercedes-Benz Auto Lease Trust, 0.9%, $244,875 par, due 1/15/2014	245,061
Mercedes-Benz Auto Receivables Trust, 0.85%, $423,743 par, due 3/16/2015	424,739
Montana Higher Education Student Assistance Corp, 0.81%, $569,727 par, due 9/20/2022	570,638
Morgan Stanley Capital I Trust, 2.11%, $750,000 par, due 3/15/2045	779,640
Morgan Stanley Capital I Trust, 5.17%, $900,000 par, due 9/15/2037	965,034
Morgan Stanley Capital I Trust, 5.23%, $725,000 par, due 9/15/2042	797,928
Morgan Stanley Dean Witter Capital I, 5.08%, $124,456 par, due 9/15/2037	124,422
NCUA Guaranteed Notes, 0.23%, $1,125,000 par, due 6/12/2013	1,124,944
NCUA Guaranteed Notes, 0.59%, $592,890 par, due 11/6/2017	594,188
NCUA Guaranteed Notes, 0.59%, $302,800 par, due 5/7/2020	303,320
NCUA Guaranteed Notes, 0.56%, $454,265 par, due 3/6/2020	454,293
Nissan Auto Receivables Owner Trust, 0.73%, $625,000 par, due 5/16/2016	628,150
Panhandle-Plains Higher Education Authority Inc, 0.81%, $223,349 par, due 10/1/2018	223,154
RSB Bondco LLC, 5.72%, $1,284,170 par, due 4/1/2018	1,388,471
Santander Drive Auto Receivables Trust, 0.94%, $50,705 par, due 2/18/2014	50,716
Santander Drive Auto Receivables Trust, 1.25%, $424,663 par, due 4/15/2015	426,366
Santander Drive Auto Receivables Trust, 1.37%, $414,241 par, due 3/16/2015	415,662
SLM Student Loan Trust, 0.61%, $355,228 par, due 3/25/2025	355,835
Volvo Financial Equipment LLC, 0.75%, $533,258 par, due 7/15/2014	533,567
World Omni Automobile Securitization Trust, 0.71%, $400,000 par, due 12/15/2013	400,588
Total asset backed securities	29,247,335
Corporate securities:	
Amal Ltd/Cayman Islands, 3.46%, $766,840 par, due 8/21/2021	831,838
American Express Credit Corp, 1.75%, $250,000 par, due 6/12/2015	255,235
Anheuser-Busch InBev Worldwide Inc, 2.5%, $250,000 par, due 3/26/2013	251,155
Anheuser-Busch InBev Worldwide Inc, 3.63%, $250,000 par, due 4/15/2015	266,763
Apache Corp, 1.75%, $330,000 par, due 4/15/2017	338,864
AT&T Inc, 2.5%, $250,000 par, due 8/15/2015	260,645
AT&T Inc, 5.1%, $250,000 par, due 9/15/2014	268,550
Bank of America Corp, 1.73%, $200,000 par, due 1/30/2014	201,670
Bank of America Corp, 3.75%, $150,000 par, due 7/12/2016	160,340
Bank of America NA, 0.59%, $300,000 par, due 6/15/2016	286,419
Bank of Montreal, 2.85%, $500,000 par, due 6/9/2015	528,100
Bank of New York Mellon Corp/The, 1.2%, $250,000 par, due 2/20/2015	252,685
Bank of New York Mellon Corp/The, 2.3%, $400,000 par, due 7/28/2016	418,100
Barclays Bank PLC, 2.75%, $325,000 par, due 2/23/2015	336,645
BB&T Corp, 1.01%, $500,000 par, due 4/28/2014	503,140
Becton Dickinson and Co, 1.75%, $600,000 par, due 11/8/2016	617,718
Berkshire Hathaway Inc, 0.74%, $125,000 par, due 2/11/2013	125,093
BHP Billiton Finance USA Ltd, 1.63%, $480,000 par, due 2/24/2017	490,838
BNP Paribas SA, 1.25%, $400,000 par, due 1/10/2014	401,216
Board of Trustees of The Leland Stanford Junior University/The, 3.63%, $500,000 par, due 5/1/2014	521,375
BP Capital Markets PLC, 3.63%, $500,000 par, due 5/8/2014	520,460
Caterpillar Inc., 1.5%, $200,000 par, due 6/26/2017	202,558
CenterPoint Energy Houston Electric LLC, 5.7%, $500,000 par, due 3/15/2013	505,340
Chevron Corp, 1.1%, $215,000 par, due 12/5/2017	216,501
Comcast Corp, 5.3%, $450,000 par, due 1/15/2014	472,131
ConocoPhillips, 4.6%, $500,000 par, due 1/15/2015	540,350
Covidien International Finance SA, 2.8%, $150,000 par, due 6/15/2015	156,887
Credit Suisse/New York NY, 3.5%, $400,000 par, due 3/23/2015	421,820
Devon Energy Corp., 1.88%, $400,000 par, due 5/15/2017	407,772
Diageo Capital PLC, 1.5%, $235,000 par, due 5/11/2017	238,323
Diageo Finance BV, 3.25%, $300,000 par, due 1/15/2015	315,099

(Continued)

WINN-DIXIE STORES, INC. PROFIT SHARING/401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

EIN: 59-0514290 Plan #001

Identity of issue and description	Fair value
DNB Boligkreditt AS, 2.1%, $550,000 par, due 10/14/2015	570,037
Duke Energy Carolinas LLC, 5.75%, $275,000 par, due 11/15/2013	287,301
Ecolab Inc, 2.38%, $225,000 par, due 12/8/2014	232,254
Ecolab Inc, 3%, $400,000 par, due 12/8/2016	425,084
ERP Operating LP, 5.25%, $500,000 par, due 9/15/2014	537,105
Florida Power Corp, 4.8%, $275,000 par, due 3/1/2013	276,977
Gate Capital Cayman Two Ltd, 2.64%, $823,580 par, due 12/2/2021	864,281
General Electric Co, 0.85%, $130,000 par, due 10/9/2015	130,458
General Electric Capital Corp, 0.98%, $400,000 par, due 4/7/2014	402,160
General Electric Capital Corp, 3.35%, $300,000 par, due 10/17/2016	322,017
Genzyme Corp, 3.63%, $250,000 par, due 6/15/2015	267,853
GlaxoSmithKline Capital PLC, 0.75%, $475,000 par, due 5/8/2015	477,318
Goldman Sachs Group Inc/The, 1.31%, $250,000 par, due 2/7/2014	250,730
Goldman Sachs Group Inc/The, 3.7%, $250,000 par, due 8/1/2015	263,848
Hewlett-Packard Co, 1.55%, $300,000 par, due 5/30/2014	299,328
Hewlett-Packard Co, 2.6%, $200,000 par, due 9/15/2017	194,832
ING Bank NV, 1.36%, $300,000 par, due 3/15/2013	300,450
ING Bank NV, 3.9%, $300,000 par, due 3/19/2014	311,880
Intel Corp, 1.35%, $600,000 par, due 12/15/2017	599,826
International Business Machines Corp, 1.95%, $500,000 par, due 7/22/2016	519,635
John Deere Capital Corp, 1.85%, $400,000 par, due 9/15/2016	413,708
JPMorgan Chase & Co, 1.88%, $250,000 par, due 3/20/2015	254,495
JPMorgan Chase & Co, 3.4%, $400,000 par, due 6/24/2015	422,024
Kellogg Co, 1.75%, $700,000 par, due 5/17/2017	711,368
Kraft Food Groups Inc, 1.63%, $400,000 par, due 6/4/2015	407,108
Kreditanstalt fuer Wiederaufbau, 1.38%, $550,000 par, due 7/15/2013	553,223
Merck & Co Inc, 4%, $300,000 par, due 6/30/2015	325,599
National Australia Bank Ltd, 1.07%, $400,000 par, due 4/11/2014	402,480
National Australia Bank Ltd, 2%, $250,000 par, due 6/20/2017	258,475
National Bank of Canada, 2.2%, $425,000 par, due 10/19/2016	447,270
National City Bank/Cleveland OH, 0.66%, $600,000 par, due 12/15/2016	588,420
New York Life Global Funding, 1.65%, $650,000 par, due 5/15/2017	661,960
Northern States Power Co/MN, 1.95%, $500,000 par, due 8/15/2015	515,900
PepsiCo Inc, 0.75%, $100,000 par, due 3/5/2015	100,360
PepsiCo Inc, 0.8%, $420,000 par, due 8/25/2014	422,192
Praxair Inc, 4.63%, $400,000 par, due 3/30/2015	435,500
Public Service Electric & Gas Co, 0.85%, $240,000 par, due 8/15/2014	240,922
Puget Sound Energy Inc, 5.2%, $350,000 par, due 10/1/2015	389,148
Rio Tinto Alcan Inc, 5.2%, $75,000 par, due 1/15/2014	78,325
Rio Tinto Finance USA Ltd, 2.5%, $500,000 par, due 5/20/2016	521,965
Sanofi, 1.63%, $250,000 par, due 3/28/2014	253,528
Shell International Finance BV, 4%, $350,000 par, due 3/21/2014	365,404
Simon Property Group LP, 2.15%, $150,000 par, due 9/15/2017	155,588
Simon Property Group LP, 4.2%, $500,000 par, due 2/1/2015	530,250
Southern California Edison Co, 4.15%, $200,000 par, due 9/15/2014	211,460
Southern California Edison Co, 5%, $300,000 par, due 1/15/2014	313,359
SSIF Nevada LP, 1.04%, $500,000 par, due 4/14/2014	502,800
State Street Corp, 2.88%, $400,000 par, due 3/7/2016	424,356
Time Warner Cable Inc, 3.5%, $500,000 par, due 2/1/2015	528,070
Total Capital SA, 3%, $425,000 par, due 6/24/2015	448,906
Toyota Motor Corp, 1%, $300,000 par, due 2/17/2015	302,013
Travelers Cos Inc/The, 5.5%, $500,000 par, due 12/1/2015	565,920
UBS AG/Stamford CT, 3.88%, $350,000 par, due 1/15/2015	369,831
US Bank NA/Cincinnati OH, 6.3%, $450,000 par, due 2/4/2014	477,212
Verizon Communications Inc, 1.25%, $170,000 par, due 11/3/2014	172,008
Vornado Realty LP, 4.25%, $225,000 par, due 4/1/2015	237,827
Wal-Mart Stores Inc, 2.25%, $175,000 par, due 7/8/2015	182,189

(Continued)

Identity of issue and description	Fair value
Westpac Banking Corp, 0.9%, $350,000 par, due 4/8/2013	350,515
Wisconsin Public Service Corp, 4.8%, $430,000 par, due 12/1/2013	444,986
Yale University, 2.9%, $400,000 par, due 10/15/2014	417,384
Total corporate securities	34,251,052
Government securities:	
Brazos Higher Education Authority, 0.87%, $175,885 par, due 1/27/2020	176,492
Brazos Higher Education Authority, 0.76%, $203,320 par, due 2/25/2020	203,391
Brazos Higher Education Authority, 0.39%, $156,200 par, due 12/26/2018	156,011
City & County of Honolulu HI, 4.22%, $250,000 par, due 4/1/2013	252,290
City of Brooklyn Park MN, 2.6%, $360,000 par, due 2/1/2013	360,500
City of El Paso TX, 3.61%, $425,000 par, due 8/15/2014	445,022
City of Madison WI, 5.25%, $215,000 par, due 10/1/2016	225,546
City of Oconomowoc WI, 4.95%, $320,000 par, due 4/1/2016	356,090
Commonwealth of Massachusetts, 3.25%, $500,000 par, due 7/1/2014	522,015
County of Ramsey MN, 4.35%, $395,000 par, due 2/1/2015	424,732
Illinois Sales Tax, 1.06%, $400,000 par, due 6/15/2015	400,424
Maricopa County School District No 28 Kyrene Elementary, 5.2%, $305,000 par, due 7/1/2018	352,638
Milwaukee Area Technical College District, 4.3%, $390,000 par, due 12/1/2014	416,953
Missouri Higher Education Loan Authority, 1.16%, $814,055 par, due 8/27/2029	824,459
New York State Urban Development Corp, 1.33%, $400,000 par, due 3/15/2016	404,900
North Carolina State Education Assistance Authority, 0.77%, $300,422 par, due 10/26/2020	298,187
North Carolina State Education Assistance Authority, 1.04%, $1,049,529 par, due 7/25/2039	1,059,804
Province of Ontario Canada, 4.1%, $400,000 par, due 6/16/2014	421,592
Societe Financement de l'Economie Francaise, 3.38%, $475,000 par, due 5/5/2014	493,516
State of Arkansas, 1.5%, $600,000 par, due 7/1/2015	611,238
State of Georgia, 1.65%, $525,000 par, due 7/1/2018	532,838
State of Tennessee, 1.38%, $320,000 par, due 8/1/2015	326,410
State of Wisconsin, 5.05%, $400,000 par, due 5/1/2018	462,016
Texas A&M PUF, 1.73%, $400,000 par, due 7/1/2018	408,048
United States Small Business Administration, 5.46%, $860,675 par, due 2/10/2017	946,561
United States Treasury Inflation Indexed Bonds, 0.13%, $8,154,000 par, due 4/15/2017	8,892,719
United States Treasury Note/Bond, 0.63%, $250,000 par, due 9/30/2017	249,550
United States Treasury Note/Bond, 0.75%, $1,775,000 par, due 12/15/2013	1,784,425
United States Treasury Note/Bond, 2.38%, $2,500,000 par, due 8/31/2014	2,588,475
Total government securities	24,596,842
Mortgage backed securities:	
Banc of America Merrill Lynch Commercial Mortgage Inc, 5.06%, $784,737 par, due 3/11/2041	796,634
Banc of America Merrill Lynch Commercial Mortgage Inc, 5.12%, $500,000 par, due 10/10/2045	554,180
Banc of America Merrill Lynch Commercial Mortgage Inc, 5.19%, $291,943 par, due 9/10/2047	300,742
Banc of America Merrill Lynch Commercial Mortgage Inc, 5.19%, $500,000 par, due 9/10/2047	557,025
Banc of America Merrill Lynch Commercial Mortgage Inc, 4.86%, $900,000 par, due 7/10/2043	976,572
CFCRE Commercial Mortgage Trust, 1.56%, $635,318 par, due 12/15/2021	644,988
Credit Suisse First Boston Mortgage Securities Corp, 5.11%, $500,000 par, due 7/15/2036	528,660
Credit Suisse First Boston Mortgage Securities Corp, 5.1%, $213,236 par, due 8/15/2038	218,360
Credit Suisse First Boston Mortgage Securities Corp, 5.1%, $425,000 par, due 8/15/2038	467,143
Credit Suisse Mortgage Capital Series 2006-C1, 5.41%, $229,254 par, due 2/15/2039	238,782
DBRR Trust 2012 - EZ1 A, 0.95%, $917,053 par, due 9/25/2045	919,176
Fannie Mae Pool, 1.94%, $782,837 par, due 1/1/2017	814,745
Fannie Mae Pool, 1.94%, $831,099 par, due 1/1/2017	864,958
Fannie Mae Pool, 1.94%, $684,434 par, due 1/1/2017	712,318
Fannie Mae Pool, 1.94%, $806,655 par, due 1/1/2017	839,518
Fannie Mae Pool, 1.94%, $757,766 par, due 1/1/2017	788,638
Fannie Mae Pool, 2%, $842,408 par, due 11/1/2022	865,751
Fannie Mae Pool, 2.49%, $637,204 par, due 3/1/2042	662,157

(Continued)

WINN-DIXIE STORES, INC. PROFIT SHARING/401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

EIN: 59-0514290 Plan #001

Identity of issue and description	Fair value
Fannie Mae Pool, 2.5%, $716,249 par, due 3/1/2022	751,760
Fannie Mae Pool, 2.5%, $1,908,267 par, due 4/1/2022	2,002,878
Fannie Mae Pool, 2.5%, $3,205,829 par, due 5/1/2022	3,364,774
Fannie Mae Pool, 2.5%, $876,825 par, due 6/1/2022	920,298
Fannie Mae Pool, 2.5%, $894,507 par, due 8/1/2022	938,857
Fannie Mae Pool, 2.5%, $3,645,956 par, due 8/1/2022	3,826,723
Fannie Mae Pool, 2.5%, $704,132 par, due 9/1/2022	739,043
Fannie Mae Pool, 2.5%, $1,151,967 par, due 10/1/2022	1,209,082
Fannie Mae Pool, 2.5%, $1,851,385 par, due 11/1/2022	1,943,177
Fannie Mae Pool, 2.67%, $655,684 par, due 11/1/2041	682,875
Fannie Mae Pool, 2.69%, $670,033 par, due 10/1/2041	698,107
Fannie Mae Pool, 2.16%, $1,749,903 par, due 6/1/2042	1,812,707
Fannie Mae Pool, 2.15%, $824,436 par, due 6/1/2042	853,712
Fannie Mae Pool, 2.98%, $552,736 par, due 1/1/2041	579,704
Fannie Mae Pool, 3%, $558,519 par, due 10/1/2021	589,780
Fannie Mae Pool, 3%, $566,603 par, due 12/1/2021	598,316
Fannie Mae Pool, 3%, $637,013 par, due 2/1/2022	672,667
Fannie Mae Pool, 3.11%, $1,068,830 par, due 2/1/2041	1,122,592
Fannie Mae Pool, 3.37%, $459,293 par, due 9/1/2040	482,597
Fannie Mae Pool, 3.5%, $1,038,048 par, due 7/1/2021	1,101,494
Fannie Mae Pool, 3.5%, $1,219,387 par, due 12/1/2020	1,293,916
Fannie Mae Pool, 3.5%, $1,505,314 par, due 9/1/2021	1,597,319
Fannie Mae Pool, 3.5%, $361,229 par, due 3/1/2021	383,307
Fannie Mae Pool, 3.5%, $459,334 par, due 5/1/2021	488,341
Fannie Mae Pool, 3.5%, $545,161 par, due 8/1/2021	578,482
Fannie Mae Pool, 3.5%, $975,000 par, due 1/1/2028	1,034,261
Fannie Mae Pool, 3.92%, $2,404,694 par, due 8/1/2014	2,487,848
Fannie Mae Pool, 4.1%, $500,000 par, due 8/1/2014	520,550
Fannie Mae Pool, 4.5%, $75,735 par, due 11/1/2018	81,677
Fannie Mae Pool, 4.5%, $24,310 par, due 11/1/2018	26,217
Fannie Mae Pool, 4.5%, $46,032 par, due 12/1/2018	49,644
Fannie Mae Pool, 4.5%, $55,183 par, due 5/1/2018	59,513
Fannie Mae Pool, 5%, $630,109 par, due 10/1/2021	684,765
Fannie Mae Pool, 5.35%, $71,043 par, due 11/1/2013	71,189
Fannie Mae Pool, 5.5%, $79,755 par, due 11/1/2021	86,404
Fannie Mae Pool, 5.5%, $107,028 par, due 3/1/2021	115,952
Fannie Mae Pool, 5.5%, $247,319 par, due 9/1/2021	267,941
Fannie Mae Pool, 5.5%, $26,429 par, due 8/1/2021	28,633
Fannie Mae Pool, 5.5%, $41,459 par, due 9/1/2021	44,915
Fannie Mae Pool, 5.5%, $24,004 par, due 9/1/2021	26,006
Fannie Mae Pool, 5.5%, $31,208 par, due 9/1/2021	33,810
Fannie Mae Pool, 5.5%, $43,206 par, due 3/1/2022	46,808
Fannie Mae REMICS, 5.5%, $6,608 par, due 2/25/2032	6,608
Federal Home Loan Mortgage Corp Multifamily, 1.66%, $1,400,000 par, due 11/25/2016	1,442,812
Federal Home Loan Mortgage Corp Multifamily, 3.88%, $775,000 par, due 11/25/2017	870,953
Federal Home Loan Mortgage Corp, 1.75%, $1,125,000 par, due 9/10/2015	1,166,220
Federal Home Loan Mortgage Corp, 3%, $800,000 par, due 7/28/2014	833,760
FH 5/1 HYB ARM 1.9 TBA JAN, 1.9%, $750,000 par, due 1/1/2043	773,625
Federal National Mortgage Association, 0.75%, $1,575,000 par, due 12/19/2014	1,588,970
Federal National Mortgage Association, 1.63%, $1,125,000 par, due 10/26/2015	1,163,824
Freddie Mac Gold Pool, 5.5%, $132,798 par, due 8/1/2020	144,151
Freddie Mac Gold Pool, 6%, $168,027 par, due 3/1/2019	179,441
Freddie Mac Gold Pool, 3%, $1,754,527 par, due 5/1/2027	1,878,782
Freddie Mac Non Gold Pool, 2.79%, $1,015,984 par, due 10/1/2041	1,064,528
Freddie Mac Non Gold Pool, 2.96%, $372,526 par, due 9/1/2041	390,832
Freddie Mac Non Gold Pool, 3%, $411,380 par, due 11/1/2040	431,821

(Continued)

WINN-DIXIE STORES, INC. PROFIT SHARING/401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

EIN: 59-0514290 Plan #001

Identity of issue and description	Fair value
Freddie Mac Non Gold Pool, 3.68%, $448,059 par, due 9/1/2040	474,288
Freddie Mac Non Gold Pool, 2.48%, $628,037 par, due 2/1/2042	654,081
Freddie Mac REMICS, 5.5%, $156,782 par, due 1/15/2035	166,705
GE Capital Commercial Mortgage Corp, 4.97%, $725,000 par, due 7/10/2045	795,673
Ginnie Mae I pool, 6%, $507 par, due 5/15/2013	515
Ginnie Mae I pool, 6%, $143 par, due 3/15/2013	145
Ginnie Mae I pool, 6%, $1,009 par, due 4/15/2013	1,019
Ginnie Mae I pool, 6%, $438 par, due 3/15/2013	445
Ginnie Mae I pool, 6%, $85 par, due 7/15/2013	86
Ginnie Mae I pool, 6%, $912 par, due 7/15/2013	925
Ginnie Mae I pool, 6%, $11 par, due 4/15/2013	11
Ginnie Mae I pool, 6%, $32 par, due 3/15/2013	33
Ginnie Mae I pool, 6%, $696 par, due 3/15/2013	707
Ginnie Mae II pool, 0.84%, $1,092,657 par, due 5/20/2058	1,104,553
Ginnie Mae II pool, 2.5%, $1,703,980 par, due 12/20/2041	1,795,194
Ginnie Mae II pool, 2.5%, $684,421 par, due 10/20/2041	719,004
Ginnie Mae II pool, 4.12%, $861,392 par, due 8/1/2062	975,540
Ginnie Mae II pool, 5.46%, $990,911 par, due 7/20/2059	1,100,503
Ginnie Mae II pool, 5.46%, $1,030,330 par, due 8/20/2059	1,140,231
Ginnie Mae II pool, 5.46%, $816,544 par, due 7/20/2059	913,687
Ginnie Mae II pool, 5.48%, $527,520 par, due 12/20/2059	595,607
Ginnie Mae II pool, 5.5%, $742,941 par, due 5/20/2060	863,812
Ginnie Mae II pool, 5.57%, $1,553,206 par, due 10/20/2059	1,728,071
Government National Mortgage Association, 4.37%, $293,363 par, due 11/16/2030	309,481
Government National Mortgage Association, 4.49%, $135,494 par, due 2/16/2032	139,407
GS Mortgage Securities Corp II, 4.75%, $650,000 par, due 7/10/2039	701,058
JP Morgan Chase Commercial Mortgage Securities Corp, 5.2%, $600,000 par, due 12/15/2044	668,742
JP Morgan Chase Commercial Mortgage Securities Corp, 5.29%, $188,937 par, due 1/12/2043	196,959
LB-UBS Commercial Mortgage Trust, 4.37%, $725,000 par, due 3/15/2036	750,788
Merrill Lynch Mortgage Trust, 4.75%, $700,000 par, due 6/12/2043	760,193
Total mortgage backed securities	75,142,778
Wrapper contracts and receivables (payables):	
Total wrapper contracts, at fair value	$ 119,403
Accrued income receivable	566,031
Receivable for investment payments due	166,099
Payable for investment securities purchased on a forward commitment basis	(1,811,208)
Total wrapper contracts and payables, net	(959,675)
Total underlying assets of structured investment contracts	$ 248,744,366

(2) Includes fair value of mutual funds of $405,456,873 since it is in both fair value and contract value totals.

(3) This fund is actively managed and invests in a variety of investment contracts and instruments issued by selected high-quality insurance companies and financial institutions.

* Party-in-interest.

See accompanying independent auditors' report.

(Continued)