

**CHARTER OF THE FINANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
BOB EVANS FARMS, INC.
(Adopted September 14, 2009)**

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

PURPOSE

The purpose of the Finance Committee is to review and provide guidance to the Board and the Company’s management regarding the Company’s material financial matters and the Company’s overall financial affairs and policies.

COMPOSITION

The Finance Committee shall serve at the pleasure of the Board. The Finance Committee shall be comprised of at least three directors, each of whom shall be appointed by the Board. Members of the Finance Committee may be, but are not required to be, “independent” directors. The Finance Committee may form and delegate authority to subcommittees when it deems appropriate.

MEETINGS

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

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

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

RESPONSIBILITIES

The following are the principal responsibilities and functions of the Finance Committee:

1. Reviewing and providing guidance to the full Board and management about:
 - the Company’s capital expenditures, operating income, cash flow, cash management and working capital;
 - dividends, distributions and share repurchases;
 - investment strategies and policies;
 - adjustments to the Company’s capital structure;

- annual and five year capital plans and specific capital plan investments;
 - capital and debt issuances and equity and debt financing;
 - financial strategies;
 - policies for managing interest rate and investment risk;
 - financial aspects of insurance and risk management;
 - tax planning and compliance; and
2. Reviewing and having general oversight responsibility for the Company's trading activities, including its principal commercial and investment banking relationships and the material terms of its credit facilities.
 3. Reviewing financial aspects of proposed mergers, acquisitions, divestitures, strategic investments, collaborations and joint ventures.
 4. Reviewing the Company's investment transactions and the performance of the investment portfolios of the Company and its subsidiaries, including employee benefit plan investment policies, results and funding.
 5. Reviewing and designating the officers and employees of the Company who can execute documents and act on behalf of the Company in the ordinary course of business pursuant to previously approved banking, borrowing, and other financing arrangements.
 6. Reviewing and reassessing the adequacy of this Charter annually and recommending any proposed changes to the Board for approval.
 7. Periodically reviewing and recommending changes to the Company's investor relations program.
 8. Obtaining or performing an annual evaluation of the Finance Committee's performance and making applicable recommendations.
 9. Recommending to the Board such additional actions related to the Company's financial matters as the Finance Committee deems necessary from time to time.
 10. Performing any other duties or responsibilities as may be delegated by the Board to the Finance Committee from time to time.

GENERAL

The Finance Committee has the authority, to the extent it deems necessary or appropriate, to retain one or more consultants or advisors to assist it in carrying out its duties and responsibilities. The Finance Committee shall have the sole authority to retain and terminate any such consultants or advisors, including the sole authority to approve the consultant's or advisor's fees and other terms of their engagement. Notwithstanding the foregoing, the Finance Committee shall not retain the Company's independent auditors to perform any services without the prior approval of the Company's Audit Committee. The Company will provide for appropriate funding, as determined by the Finance Committee, for payment of compensation to any consultants or advisors retained by the Finance Committee.