

Edgar Filing: WINN DIXIE STORES INC - Form SC 13G

WINN DIXIE STORES INC
Form SC 13G
February 10, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 16)

Winn-Dixie Stores, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

974280 10 9

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/ / Rule 13d-1(b)

/ / Rule 13d-1(c)

/X/ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))
Page 1 of 28 Pages

CUSIP No. 974280 10 9

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

D.D.I., Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) /
(b) /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida - United States

NUMBER OF 5 SOLE VOTING POWER
SHARES 40,787,332

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 40,787,332

PERSON 8 SHARED DISPOSITIVE POWER
WITH -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,787,332

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) /

None Excluded

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

28.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. 974280 10 9

Item 1(a). Name of Issuer:

Winn-Dixie Stores, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

5050 Edgewood Ct., Jacksonville, FL 32254-3699

Item 2(a). Name of Person Filing:

D.D.I., Inc.

Item 2(b). Address of Principal Business Office or, if none, Residence:

4310 Pablo Oaks Court, Jacksonville, FL 32224

Item 2(c). Citizenship:

Florida - United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

974280 10 9

Item 3. If this statement is filed pursuant to Rules 13d-1(b),
or 13d-2(b) or (c), check whether the person filing is a:

N/A

Item 4. Ownership

The following ownership information is provided as of
December 31, 2003. The reporting person has the right to
acquire additional shares as such right is defined in Rule
13d-3. Such shares are included in this Item 4 and are
disclosed in Note (A) to Exhibit I hereto.

(a) Amount Beneficially Owned: 40,787,332

(b) Percent of Class: 28.8%

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CUSIP No. 974280 10 9

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

40,787,332

(ii) shared power to vote or to direct the vote:

-0-

(iii) sole power to dispose or to direct the disposition of:

40,787,332

(iv) shared power to dispose or to direct the disposition of:

-0-

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

See Exhibit I for the identity of the group members filing this schedule.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

N/A

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CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

__February 10, 2004_____
Date

By:___/s/ H. J. Skelton_____
[Signature]

D.D.I., Inc.
H. J. Skelton, President_____
[Name/Title]

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CUSIP No. 974280 10 9

=====

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Davis Family Special Trust 2004

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) /
(b) /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida - United States

NUMBER OF 5 SOLE VOTING POWER

SHARES 52,653,666

BENEFICIALLY OWNED BY 6 SHARED VOTING POWER

OWNED BY -0-

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EACH 7 SOLE DISPOSITIVE POWER

REPORTING 52,653,666

PERSON 8 SHARED DISPOSITIVE POWER

WITH -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

52,653,666

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) /

None Excluded

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

37.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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CUSIP No. 974280 10 9

Item 1(a). Name of Issuer:

Winn-Dixie Stores, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

5050 Edgewood Ct., Jacksonville, FL 32254-3699

Item 2(a). Name of Person Filing:

Davis Family Special Trust 2004

Item 2(b). Address of Principal Business Office or, if none, Residence:

4310 Pablo Oaks Court, Jacksonville, FL 32224

Item 2(c). Citizenship:

Florida - United States

Item 2(d). Title of Class of Securities:

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Common Stock

Item 2 (e). CUSIP Number:

974280 10 9

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

N/A

Item 4. Ownership

The following ownership information is provided as of December 31, 2003. The reporting person does not have any current right to acquire additional shares as such right is defined in Rule 13d-3.

(a) Amount Beneficially Owned: 52,653,666

(b) Percent of Class: 37.1%

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CUSIP No. 974280 10 9

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

52,653,666

(ii) shared power to vote or to direct the vote:

-0-

(iii) sole power to dispose or to direct the disposition of:

52,653,666

(iv) shared power to dispose or to direct the disposition of:

-0-

Item 5. Ownership of Five Percent or Less of a Class.

N/A

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- Item 6. Ownership of More than Five Percent on Behalf of Another Person.
N/A
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.
N/A
- Item 8. Identification and Classification of Members of the Group.
See Exhibit I for the identity of the group members filing this schedule.
- Item 9. Notice of Dissolution of Group.
N/A
- Item 10. Certification.
N/A

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CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

__February 10, 2004_____
Date

By:___/s/ Scott A. Oko _____
[Signature]

Davis Family Special Trust 2004
Scott A. Oko, Trustee _____
[Name/Title]

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CUSIP No. 974280 10 9

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Scott A. Oko

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) /
(b) /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida - United States

NUMBER OF 5 SOLE VOTING POWER
SHARES 52,653,666

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY -0-

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 52,653,666

PERSON 8 SHARED DISPOSITIVE POWER
WITH -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

52,653,666

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

None Excluded

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

37.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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- Item 1(a). Name of Issuer:
Winn-Dixie Stores, Inc.
- Item 1(b). Address of Issuer's Principal Executive Offices:
5050 Edgewood Ct., Jacksonville, FL 32254-3699
- Item 2(a). Name of Person Filing:
Scott A. Oko
- Item 2(b). Address of Principal Business Office or, if none, Residence:
4310 Pablo Oaks Court, Jacksonville, FL 32224
- Item 2(c). Citizenship:
Florida - United States
- Item 2(d). Title of Class of Securities:
Common Stock
- Item 2(e). CUSIP Number:
974280 10 9
- Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
N/A
- Item 4. Ownership
The following ownership information is provided as of December 31, 2003. The reporting person does not have any current right to acquire additional shares as such right is defined in Rule 13d-3.
(a) Amount Beneficially Owned: 52,653,666
(b) Percent of Class: 37.1%

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CUSIP No. 974280 10 9

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(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

52,653,666

(ii) shared power to vote or to direct the vote:

-0-

(iii) sole power to dispose or to direct the disposition of:

52,653,666

(iv) shared power to dispose or to direct the disposition of:

-0-

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

See Exhibit I for the identity of the group members filing this schedule.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

N/A

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CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2004
Date

/s/ Scott A. Oko
[Signature]

Scott A. Oko
[Name/Title]

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CUSIP No. 974280 10 9

=====

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

T. Wayne Davis

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) /
(b) /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida - United States

NUMBER OF 5 SOLE VOTING POWER

SHARES 239,273

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 40,814,316

EACH 7 SOLE DISPOSITIVE POWER

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REPORTING 239,273

PERSON 8 SHARED DISPOSITIVE POWER

WITH 40,814,316

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

41,053,589

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) /

None Excluded

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

29.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Page 14 of 28 Pages

CUSIP No. 974280 10 9

Item 1(a). Name of Issuer:

Winn-Dixie Stores, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

5050 Edgewood Ct., Jacksonville, FL 32254-3699

Item 2(a). Name of Person Filing:

T. Wayne Davis

Item 2(b). Address of Principal Business Office or, if none, Residence:

1910 San Marco Blvd., Jacksonville, FL 32207

Item 2(c). Citizenship:

Florida - United States

Item 2(d). Title of Class of Securities:

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Common Stock

Item 2 (e). CUSIP Number:

974280 10 9

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

N/A

Item 4. Ownership

The following ownership information is provided as of December 31, 2003. The reporting person has the right to acquire additional shares as such right is defined in Rule 13d-3. Such shares are included in this Item 4 and are disclosed in Note (A) to Exhibit I hereto.

(a) Amount Beneficially Owned: 41,053,589

(b) Percent of Class: 29.0%

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CUSIP No. 974280 10 9

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

239,273

(ii) shared power to vote or to direct the vote:

40,814,316

(iii) sole power to dispose or to direct the disposition of:

239,273

(iv) shared power to dispose or to direct the disposition of:

40,814,316

Item 5. Ownership of Five Percent or Less of a Class.

N/A

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- Item 6. Ownership of More than Five Percent on Behalf of Another Person.
N/A
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.
N/A
- Item 8. Identification and Classification of Members of the Group.
See Exhibit I for the identity of the group members filing this schedule.
- Item 9. Notice of Dissolution of Group.
N/A
- Item 10. Certification.
N/A

Page 16 of 28 Pages

CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

__February 10, 2004_____
Date

By:____/s/ H. J. Skelton_____
[Signature]

T. Wayne Davis, Director
By: H. J. Skelton, Attorney-in-Fact____
[Name/Title]

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CUSIP No. 974280 10 9

=====

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

A. Dano Davis

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) /

(b) /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida - United States

NUMBER OF 5 SOLE VOTING POWER

SHARES 4,980,930

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 42,811,218

EACH 7 SOLE DISPOSITIVE POWER

REPORTING 4,980,930

PERSON 8 SHARED DISPOSITIVE POWER

WITH 42,811,218

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

47,792,148

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) /

None Excluded

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

33.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

=====

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CUSIP No. 974280 10 9

Item 1(a). Name of Issuer:

Winn-Dixie Stores, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

5050 Edgewood Ct., Jacksonville, FL 32254-3699

Item 2(a). Name of Person Filing:

A. Dano Davis

Item 2(b). Address of Principal Business Office or, if none, Residence:

4310 Pablo Oaks Court, Jacksonville, FL 32224

Item 2(c). Citizenship:

Florida - United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

974280 10 9

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

N/A

Item 4. Ownership

The following ownership information is provided as of December 31, 2003. The reporting person has the right to acquire additional shares as such right is defined in Rule 13d-3. Such shares are included in this Item 4 and are disclosed in Note (A) to Exhibit I hereto.

(a) Amount Beneficially Owned: 47,792,148

(b) Percent of Class: 33.7%

CUSIP No. 974280 10 9

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

4,980,930

(ii) shared power to vote or to direct the vote:

42,811,218

(iii) sole power to dispose or to direct the disposition
of:

4,980,930

(iv) shared power to dispose or to direct the disposition
of:

42,811,218

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another
Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which
Acquired the Security Being Reported on By the Parent Holding
Company.

N/A

Item 8. Identification and Classification of Members of the Group.

See Exhibit I for the identity of the group members filing this
schedule.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

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N/A

Page 20 of 28 Pages

CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

__February 10, 2004_____
Date

By:___/s/ H. J. Skelton_____
[Signature]

A. Dano Davis, Director
By: H. J. Skelton, Attorney-in-Fact____
[Name/Title]

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CUSIP No. 974280 10 9

=====

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Charles P. Stephens

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) /
(b) /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Georgia - United States

NUMBER OF 5 SOLE VOTING POWER

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SHARES	215,948

BENEFICIALLY OWNED BY EACH REPORTING PERSON	6 SHARED VOTING POWER
OWNED BY EACH REPORTING PERSON	41,580,841

WITH	7 SOLE DISPOSITIVE POWER
REPORTING PERSON	215,948

WITH	8 SHARED DISPOSITIVE POWER
WITH	41,580,841

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	41,796,789

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
	None Excluded

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	29.5%

12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	IN

CUSIP No. 974280 10 9

Item 1(a). Name of Issuer:

Winn-Dixie Stores, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

5050 Edgewood Ct., Jacksonville, FL 32254-3699

Item 2(a). Name of Person Filing:

Charles P. Stephens

Item 2(b). Address of Principal Business Office or, if none, Residence:

P O Box 2100, Peachtree City, GA 30269

Edgar Filing: WINN DIXIE STORES INC - Form SC 13G

Item 2(c). Citizenship:
Georgia - United States

Item 2(d). Title of Class of Securities:
Common Stock

Item 2(e). CUSIP Number:
974280 10 9

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

N/A

Item 4. Ownership

The following ownership information is provided as of December 31, 2003. The reporting person has the right to acquire additional shares as such right is defined in Rule 13d-3. Such shares are included in this Item 4 and are disclosed in Note (A) to Exhibit I hereto.

(a) Amount Beneficially Owned: 41,796,789
(b) Percent of Class: 29.5%

Page 23 of 28 Pages

CUSIP No. 974280 10 9

- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote:
215,948
 - (ii) shared power to vote or to direct the vote:
41,580,841
 - (iii) sole power to dispose or to direct the disposition of:
215,948
 - (iv) shared power to dispose or to direct the disposition of:

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41,580,841

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

See Exhibit I for the identity of the group members filing this schedule.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

N/A

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CUSIP No. 974280 10 9

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

__February 10, 2004_____
Date

By:___/s/ H. J. Skelton_____
[Signature]

Charles P. Stephens, Director

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By: H. J. Skelton, Attorney-in-Fact____
 [Name/Title]

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Exhibit I

OWNERS OF 5% OR MORE OF OUTSTANDING SHARES
 DECEMBER 31, 2003

SOLE VOTING AND DISPOSITIVE POWER

OWNER (**)	Total No. of Shares	T. WAYNE DAVIS ("TWD")	A. DANO DAVIS ("DANO")	CHARLES P. STEPHENS ("CPS")	DFS TRUST 2004 SAO (***) ("DFS") (A)
DFS TRUST 2004	52,653,666 (A)	-	-	-	52,653,666
ADFAM PARTNERS, LTD.	7,850 (B)	-	-	-	-
AKD-SDS PARTNERS I, LTD.	248,557 (C)	-	-	-	-
AKD-KDO PARTNERS I, LTD.	248,556 (C)	-	-	-	-
AKD-CDC PARTNERS I, LTD.	248,557 (C)	-	-	-	-
VD - WD CHARITIES, INC.	2,984 (D)	-	-	-	-
KIT'S SUNRISE INVEST., L.L.C.	98,806 (E)	-	-	-	-
FLODOT, L.L.C.	30,000 (E)	-	-	-	-
JED - WD CHARITIES, INC.	12,572 (F)	-	-	-	-
JED FAMILY TRUSTS	275,588 (G)	-	3,000	-	-
DANO FAMILY AND TRUST	215,604 (H)	-	100,124	-	-
ADFAM CHARITIES, INC.	600 (I)	-	-	-	-
ADD FAMILY AND TRUSTS	864,090 (J)	-	-	-	-
MAD FAMILY TRUSTS	48,453 (K)	-	-	-	-
CPS FAMILY	991,009 (L)	-	-	172,509	-
TWD - WD CHARITIES, INC.	24,000 (M)	-	-	-	-
TWD - RETIREMENT PLANS	1,400	1,400	-	-	-
OTHER FAM AND TRS OF TWD	27,707 (N)	-	-	-	-
TWD FAMILY	107,970 (O)	107,970	-	-	-
	56,107,969 =====	109,370 =====	103,124 =====	172,509 =====	52,653,666 =====
Percent of Class	39.6%	0.1%	0.1%	0.1%	37.1%

(**) References to ADD and JED pertain to A. Darius Davis and James E. Davis, respectively. ADD, JED, Tine W. Davis ("Tine") and M. Austin Davis ("MAD"), all of which were brothers and the founders of the issuer, are deceased. DANO, TWD and CPS are the son of JED, son of Tine, and son-in-law of MAD, respectively.

(***) References to SAO pertain to Scott A. Oko, trustee of DFS Trust 2004.

- (A) A trust, formed on December 12, 2003, to which certain shareholders of the issuer, DDI, Inc. and Estuary Corporation ("Estuary") (collectively, the "Grantors") contributed their shares of such corporations' stock in exchange for separate shares of beneficial interest in the trust. As a result of such contributions of securities by the Grantors, the trust has beneficial interest in 37.1% of the issuer's common stock. Such shares of beneficial interest in the trust were held directly on December 31, 2003. On January 2, 2004, the trust was terminated and the following shares of the issuer's common stock were distributed to Grantors for which the following reporting persons have sole or shared voting and dispositive powers.

Reporting Person	Voting and Dispositive Powers	
	Sole	Shared
TWD	129,903	
DANO	4,877,806	1,758,372
CPS	43,439	
DDI	40,787,332 (*)	
	45,838,480	1,758,372
	=====	=====

(*) Also shared by TWD, DANO and CPS.

- (B) Limited partnership of which all its limited partners are either an ADD family member, trusts FBO ADD family members, or a limited liability company of which its members are individual ADD family members or trusts FBO ADD family members. A corporation, owned 50% by an ADD family member and 50% by a trust FBO an ADD family member, is the general partner.
- (C) Limited partnership of which its limited partners are trusts FBO MAD family members and the general partner is a corporation, controlled by a non-family member, which is wholly owned by a trust FBO a MAD family member.
- (D) Private charitable foundation of which TWD, DANO and CPS are directors.
- (E) Limited Liability Corporation controlled by DANO's sister and her five children.
- (F) Private charitable foundation of which DANO, his sister and his mother are directors and DANO is an officer.
- (G) Trusts of which DANO and/or his sister are co-trustees or sole trustee, and his mother and his sister's children are the beneficiaries.
- (H) DANO, individually, and trusts FBO DANO or his sons of which DANO is sole trustee or co-trustee.
- (I) Private charitable foundation of which ADD family members are directors.

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(J) ADD family members, individually, and trusts FBO ADD family members.

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(K) Trusts FBO MAD family members.

(L) CPS, his wife, and his son, each individually, and irrevocable trusts of which CPS is co-trustee with his wife and his wife and children are beneficiaries.

(M) Private charitable foundation of which TWD is a director.

(N) A trust FBO TWD's nephew, TWD's sister as custodian for her grandchild and trusts FBO TWD's sister's grandchildren.

(O) TWD, individually and as custodian for his grandchildren, a revocable trust of which TWD is sole trustee and beneficiary and irrevocable trusts FBO TWD's daughters of which TWD is sole trustee.

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