

Table of Contents**Compensation Committee Interlocks and Insider Participation**

None of the members of our compensation committee is or has at any time during the past year been an officer or employee of ours. None of our executive officers serves as a member of the compensation committee or board of directors of any other entity that has an executive officer serving as a member of our board of directors or compensation committee.

Code of Business Conduct and Ethics

We have adopted a code of business conduct and ethics that applies to all of our employees, officers and directors, including those officers responsible for financial reporting. The code of business conduct and ethics will be available on our website. We expect that any amendments to the code, or any waivers of its requirements, will be disclosed on our website.

Corporate Governance Guidelines

We have adopted corporate governance guidelines in accordance with the corporate governance rules of the NYSE, as applicable, that serve as a flexible framework within which our board of directors and its committees operate. These guidelines cover a number of areas, including the size and composition of the board, board membership criteria and director qualifications, director responsibilities, board agenda, roles of the Chairman of our board of directors and Chief Executive Officer, executive sessions, standing board committees, board member access to management and independent advisors, director communications with third parties, director compensation, director orientation and continuing education, evaluation of senior management and management succession planning. A copy of our corporate governance guidelines will be posted on our website.

Director Compensation

None of our directors received compensation for their service on our board of directors or any board committees in fiscal 2014. We reimburse the directors for reasonable documented out-of-pocket expenses incurred by them in connection with attendance at board of directors and committee meetings.

In connection with Robert L. Edwards becoming our Vice Chairman, on April 9, 2015, Mr. Edwards, the company and AB Management Services Corp. entered into a Director and Consultancy Agreement (the "Director and Consultancy Agreement"), under which Mr. Edwards received compensation for his service as a director through his resignation as a director on June 13, 2015. See "Certain Relationships and Related Party Transactions."

In March 2015, the board of directors approved independent director annual fees of \$150,000 per year for Kim Fennebresque and Alan Schumacher, and additional annual fees of \$25,000 per year for Messrs. Fennebresque and Schumacher for their service as the chairs of the compensation committee and the audit and risk committee, respectively. Upon the commencement of their service on the board of directors in June 2015, Sharon L. Allen and Steven A. Davis became eligible to receive independent director annual fees of \$150,000 per year.

The independent directors have also been granted the number of Phantom Units under the AB Acquisition LLC Phantom Unit Plan (the "Phantom Unit Plan") set forth below (the "Director Phantom Units"):

Participant	Units
Sharon L. Allen	100,000
Steven A. Davis	25,000
Kim Fennebresque	25,000
Alan Schumacher	25,000