

Table of Contents

Consistent with our historical practice, all of our executive officers other than Mr. Miller participated in the bonus plans that we implemented for each fiscal quarter in fiscal 2014 (collectively, the "2014 Bonus Plan"). Due to his active involvement in the administration of the 2014 Bonus Plan and the bonus plans in place for each fiscal quarter in fiscal 2012 and fiscal 2013, including the setting of performance metrics and the determination of the payments under such plans, Mr. Miller elected not to participate in any of those bonus plans. Mr. Miller is a participant in our fiscal 2015 Corporate Management Bonus Plan (the "2015 Bonus Plan") that will be administered by our board of directors.

Due to his commencement of employment with the company at the end of fiscal 2014, Mr. Edwards was not eligible to participate in the 2014 Bonus Plan.

2014 Bonus Plan. The 2014 Bonus Plan consisted of bonus plans based on the performance achieved by our divisions for each fiscal quarter in fiscal 2014 (each a "Quarterly Division Bonus"), other than our United Supermarket division, which did not maintain a quarterly bonus structure. We established the fiscal year target bonus percentage for each NEO under the 2014 Bonus Plan as a percentage of his annual base salary based on the NEO's position and responsibilities, as well as the individual's ability to impact our financial performance. This approach placed a proportionately larger percentage of total annual pay at risk based on performance for our NEOs relative to position level and responsibility. The fiscal 2014 target bonuses, as a percentage of base salary for the NEOs participating in the 2014 Bonus Plan, were as follows:

Name	Fiscal 2014 Target Bonus
Robert B. Dimond	60%
Wayne A. Denningham	50% through January 29, 2015 55% effective January 30, 2015(1)
Justin Dye	60%
Shane Sampson	50% through January 29, 2015 60% effective January 30, 2015(2)

- (1) Mr. Denningham's target bonus was increased in connection with the increase of his responsibilities as Executive Vice President and Chief Operating Officer, South Region.
- (2) Mr. Sampson's target bonus was increased in connection with his promotion to the position of Executive Vice President, Marketing and Merchandising.

The target amount for each fiscal quarter (the "Quarterly Bonus Opportunity") was calculated by dividing the NEO's 2014 fiscal year target bonus by 53 weeks and multiplying the result by the number of weeks in the applicable fiscal quarter. Higher and lower percentages of base salary could be earned if minimum performance levels or performance levels above target were achieved. The maximum bonus opportunity under the 2014 Bonus Plan was 200% of the NEO's 2014 fiscal year target bonus. No amount would be payable for the applicable fiscal quarter if results fell below established threshold levels. We believe that having a maximum cap serves to promote good judgment by the NEOs, reduces the likelihood of windfalls and makes the maximum cost of the plan predictable.