Unified Grocers	**SALES INCENTIVE PLAN**	
BUSINESS UNIT: Perishables	FISCAL YEAR 2011	EFFECTIVE DATE: September, 2011

Objectives: Develop and implement an incentive plan to drive and reward incremental profitable sales within the Perishables organization. Align the achievement of individual and department sales performance.

Participants: Regular full-time employees who are incumbents in the following job classifications within Perishables will be eligible to earn incentive award:

Sales Positions

- Inside Sales Reps
- Account Executives
- Sales Specialist
- Merchandisers
- Sales Managers

Procurement Positions

- Replenishment Buyers
- Buyers
- Sr Buyers

Defined Departments:

- SC Meat
- NC Meat
- Seattle Meat
- Portland Meat
- SC Service Deli/Bakery
- NC Service Deli/Bakery
- Seattle Service Deli/Bakery
- Portland Service Deli/Bakery
- SC Produce
- NC Produce
- Seattle Produce
- Portland Produce

Eligibility:

- Employees classified in the following positions will be eligible to participate in the incentive plan: Inside Sales Reps, Account Executives, Sales Specialist, Buyers, and Sales Managers.
- Employees hired or promoted to eligible positions after the start of the quarter will be eligible to participate the quarter following date of hire.
- Employees must be in good standing with an acceptable performance rating to be eligible to participate.
- Employees who participate in other company sponsored incentive programs will not be eligible to participate in this plan.

Target Incentive Amounts:

- The overall target incentive potential for each participant is determined by the participant's position, refer to appendix to see your position's target.

Performance Measurements:

- Buyer, Replinshers, Buyers, Sr Buyers, and Sales Managers will be recognized and rewarded for the quarterly achievement based on the departments sales revenue budget and gross profit run rate.

    - At 10% above the established budget or agreed upon goal/quota the participant would receive 100% of their potential incentive.
    - The department must meet its gross profit run rate for incentives to be paid out.

- Inside Sales, Outside Sales, and Inside Sales Supervisors will be recognized and rewarded for their individual sales achievement above either their established budget or agreed upon (Goal/Qutoa) identified for the sales associates.

  - Individual budget or goals/quotas will be identified and communicated to participants and the start of each quarter
  - At 10% above the established budget or agreed upon goal/quota the participant would receive 100% of their potential incentive.
  - Each individual's department must reach their gross profit run rate for the individual to be eligible for incentive payout.

- Specific Measurements For Meat Departments

  - Measurements for the Meat Department will be based upon pounds. Both individual and department performance will be measured on achievement of budgeted

Incentive Payout Schedule (Individual Contributor Sales Positions):

- Qualified sales associates will participate at any increment up to the 10% level. I.E if the individual performance is 5% the payout of the balance of the individual incentive would be 50% of the employees target.

Incentive Payout Schedule (Procurement positions):

- Procurement (Buyers) and Sales Manager would qualify based on the total department performance.

Appendix A

Payout Schedule for Inside Sales Reps

Sales Revenue % above budget	Payout
<100 %	$0
100%	$0
101%	$100
102%	$200
103%	$300
104%	$400
105%	$500
106%	$600
107%	$700
108%	$800
109%	$900
110%	$1,000
111%	$1,100
112%	$1,200
113%	$1,300
114%	$1,400
115%	$1,500
116%	$1,600
117%	$1,700
118%	$1,800
119%	$1,900
120%	$2,000
121%	$2,100
122%	$2,200
123%	$2,300
124%	$2,400
125%	$2,500
126%	$2,600
127%	$2,700
128%	$2,800
129%	$2,900
130%	$3,000
130% +	An additional $100 will be paid out for every 1% achieved above 130%

Appendix B

Payout Schedule for Outside Sales Reps

Sales Revenue % above budget	Payout
<100 %	$0
100%	$0
101%	$150
102%	$300
103%	$450
104%	$600
105%	$750
106%	$900
107%	$1,050
108%	$1,200
109%	$1,350
110%	$1,500
111%	$1,650
112%	$1,800
113%	$1,950
114%	$2,100
115%	$2,250
116%	$2,400
117%	$2,550
118%	$2,700
119%	$2,850
120%	$3,000
121%	$3,150
122%	$3,300
123%	$3,450
124%	$3,600
125%	$3,750
126%	$3,900
127%	$4,050
128%	$4,200
129%	$4,350
130%	$4,500
130% +	An additional $150 will be paid out for every 1% achieved above 130%

Appendix C

Payout Schedule for Inside Sales Reps Supervisor

Sales Revenue % above budget	Payout
<100 %	$0
100%	$0
101%	$150
102%	$300
103%	$450
104%	$600
105%	$750
106%	$900
107%	$1,050
108%	$1,200
109%	$1,350
110%	$1,500
111%	$1,650
112%	$1,800
113%	$1,950
114%	$2,100
115%	$2,250
116%	$2,400
117%	$2,550
118%	$2,700
119%	$2,850
120%	$3,000
121%	$3,150
122%	$3,300
123%	$3,450
124%	$3,600
125%	$3,750
126%	$3,900
127%	$4,050
128%	$4,200
129%	$4,350
130%	$4,500
130% +	An additional $150 will be paid out for every 1% achieved above 130%

Appendix D

Payout Schedule for Buyer, Replinisher

Sales Revenue % above budget	Payout
<100 %	$0
100%	$0
101%	$100
102%	$200
103%	$300
104%	$400
105%	$500
106%	$600
107%	$700
108%	$800
109%	$900
110%	$1,000
111%	$1,100
112%	$1,200
113%	$1,300
114%	$1,400
115%	$1,500
116%	$1,600
117%	$1,700
118%	$1,800
119%	$1,900
120%	$2,000
121%	$2,100
122%	$2,200
123%	$2,300
124%	$2,400
125%	$2,500
126%	$2,600
127%	$2,700
128%	$2,800
129%	$2,900
130%	$3,000
130% +	An additional $100 will be paid out for every 1% achieved above 130%

Appendix E

Payout Schedule for Buyer

Sales Revenue % above budget	Payout
<100 %	$0
100%	$0
101%	$150
102%	$300
103%	$450
104%	$600
105%	$750
106%	$900
107%	$1,050
108%	$1,200
109%	$1,350
110%	$1,500
111%	$1,650
112%	$1,800
113%	$1,950
114%	$2,100
115%	$2,250
116%	$2,400
117%	$2,550
118%	$2,700
119%	$2,850
120%	$3,000
121%	$3,150
122%	$3,300
123%	$3,450
124%	$3,600
125%	$3,750
126%	$3,900
127%	$4,050
128%	$4,200
129%	$4,350
130%	$4,500
130% +	An additional $150 will be paid out for every 1% achieved above 130%

Appendix F

Payout Schedule for Sr Buyer

Sales Revenue % above budget	Payout
<100 %	$0
100%	$0
101%	$225
102%	$450
103%	$675
104%	$900
105%	$1,125
106%	$1,350
107%	$1,575
108%	$1,800
109%	$2,025
110%	$2,250
111%	$2,475
112%	$2,700
113%	$2,925
114%	$3,150
115%	$3,375
116%	$3,600
117%	$3,825
118%	$4,050
119%	$4,275
120%	$4,500
121%	$4,725
122%	$4,950
123%	$5,175
124%	$5,400
125%	$5,625
126%	$5,850
127%	$6,075
128%	$6,300
129%	$6,525
130%	$6,750
130% +	An additional $225 will be paid out for every 1% achieved above 130%

Appendix G

Payout Schedule for Sales Manager

Sales Revenue % above budget	Payout
<100 %	$0
100%	$0
101%	$225
102%	$450
103%	$675
104%	$900
105%	$1,125
106%	$1,350
107%	$1,575
108%	$1,800
109%	$2,025
110%	$2,250
111%	$2,475
112%	$2,700
113%	$2,925
114%	$3,150
115%	$3,375
116%	$3,600
117%	$3,825
118%	$4,050
119%	$4,275
120%	$4,500
121%	$4,725
122%	$4,950
123%	$5,175
124%	$5,400
125%	$5,625
126%	$5,850
127%	$6,075
128%	$6,300
129%	$6,525
130%	$6,750
130% +	An additional $225 will be paid out for every 1% achieved above 130%