STEIN MART INC
Form DEF 14A
April 22, 2009
Table of Contents

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

STEIN MART, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

Stein Mart, Inc.

NOTICE AND PROXY STATEMENT

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD JUNE 9, 2009

TO THE HOLDERS OF COMMON STOCK:

PLEASE TAKE NOTICE that the annual meeting of stockholders of Stein Mart, Inc. will be held on Tuesday, June 9, 2009, at 2:00 P.M., local time, at The Museum of Science and History, 1025 Museum Circle, Jacksonville, Florida 32207.

The meeting will be held for the following purposes:

1. To elect the eleven director nominees named in the attached proxy statement to serve as directors of the Company for the ensuing year and until their successors have been elected and qualified;

2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company s independent registered certified public accounting firm for the fiscal year ending January 30, 2010;

3. To approve an increase in the number of shares eligible for issuance under the Stein Mart Employee Stock Purchase Plan by 1,000,000 shares and to extend the Stock Purchase Plan from December 31, 2010 until December 31, 2015;

4. To approve the material terms of the amended and restated Stein Mart Management Incentive Compensation Plan; and

5. To transact such other business as may properly come before the meeting or any adjournment thereof.

The stockholders of record at the close of business on April 3, 2009, will be entitled to vote at the annual meeting.

It is hoped you will be able to attend the meeting, but in any event, we will appreciate it if you will vote according to the instructions on the enclosed proxy as promptly as possible. If you are able to be present at the meeting, you may revoke your proxy and vote in person.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on June 9, 2009: The 2008 Annual Report on Form 10-K and proxy statement of Stein Mart, Inc. are available at www.proxyvote.com.

For directions to the annual meeting, please contact Ms. Susan Datz Edelman, Director of Stockholder Relations, at sedelman@steinmart.com.

By Order of the Board of Directors,

James G. Delfs
Secretary

Dated: May 1, 2009

Table of Contents

Proxy Statement for the

Annual Meeting of Stockholders of

STEIN MART, INC.

To Be Held on Tuesday, June 9, 2009

TABLE OF CONTENTS

Table of Contents

Stein Mart, Inc.

1200 Riverplace Boulevard

Jacksonville, Florida 32207

PROXY STATEMENT FOR ANNUAL MEETING OF

STOCKHOLDERS TO BE HELD JUNE 9, 2009

SOLICITATION

This Proxy Statement and the enclosed form of proxy are being sent to stockholders of Stein Mart, Inc. on or about May 1, 2009 in connection with the solicitation by the Company s Board of Directors of proxies to be used at the Annual Meeting of Stockholders of the Company. The meeting will be held on Tuesday, June 9, 2009 at 2:00 P.M., local time, at The Museum of Science and History, 1025 Museum Circle, Jacksonville, Florida 32207.

The Board of Directors has designated Jay Stein and John H. Williams, Jr., and each or either of them, as Proxies to vote the shares of common stock solicited on its behalf. If the enclosed form of proxy is executed and returned, it may nevertheless be revoked at any time insofar as it has not been exercised by (i) giving written notice to the Secretary of the Company, (ii) delivery of a later dated proxy, or (iii) attending the meeting and voting in person. The shares represented by the proxy will be voted unless the proxy is mutilated or otherwise received in such form or at such time as to render it not votable.

VOTING SECURITIES

The record stockholders entitled to vote was determined at the close of business on April 3, 2009. At such date, the Company had outstanding and entitled to vote 42,680,922 shares of common stock, $.01 par value. Each share of common stock entitles the holder to one vote. Holders of a majority of the outstanding shares of common stock must be present in person or represented by proxy to constitute a quorum at the annual meeting.

Table of Contents

SECURITY OWNERSHIP

Security Ownership of Certain Beneficial Owners

The following table shows the name, address and beneficial ownership as of April 3, 2009 of each person known to the Company, other than Jay Stein, who is shown below, to be the beneficial owner of more than 5% of its outstanding common stock:

Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
T. Rowe Price Associates, Inc. 100 E. Pratt Street Baltimore, Maryland 21202	3,704,630[1]	8.7%

(1) According to Schedule 13G filed February 11, 2009, T. Rowe Price Associates, Inc. is the beneficial owner of 3,704,630 shares, or 8.7% of shares outstanding of the Company s common stock. These securities are owned by various individual and institutional investors for which T. Rowe Price Associates, Inc. (Price Associates) serves as investment advisor with power to direct investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities.

Security Ownership of Directors and Executive Officers

The following table sets forth certain information with respect to beneficial ownership of the Common Stock as of April 3, 2009 by: (i) each director and nominee for director; (ii) each current executive officer named in the Summary Compensation Table and (iii) all directors and executive officers as a group.

Name	Amount and Nature of Beneficial Ownership[1]	Percent of Class[2]
Jay Stein[3]	16,454,072	38.6%
Ralph Alexander[4][6]	6,562	-
Alvin R. Carpenter[4][6]	26,249	0.1%
Irwin Cohen[4]	-	-
James G. Delfs[5][6]	99,868	0.2%
Susan Falk[4][6]	6,562	-
Linda M. Farthing[4][5][6]	306,687	0.7%
D. Hunt Hawkins[5][6]	90,186	0.2%
Mitchell W. Legler[4][6][7]	50,249	0.1%
William A. Moll[5][6]	137,297	0.3%
Michael D. Ray[5][6]	130,482	0.3%
Richard L. Sisisky[4][5][6][8]	41,549	0.1%
Martin E. Stein, Jr.[4][5][6][9]	40,049	0.1%
David H. Stovall, Jr.	-	-
John H. Williams, Jr.[5][10]	311,700	0.7%
All directors and executive officers as a group (15)[3][5][6][7][8][9][10]	17,701,512	40.7%

(1) All shares of Common Stock indicated in the table are subject to the sole investment and voting power of the directors and executive officers, except as otherwise set forth in the footnotes below.

(2) Where percentage is not indicated, amount is less than 0.1% of total outstanding common stock.

(3) Shares consist of 13,441,279 shares held by Stein Ventures Limited Partnership, the general partner of which is Carey Ventures, Inc., 744,500 shares held by the Jay Stein Foundation over which Mr. Stein has sole voting and dispositive power as trustee of the Foundation, 610,000 shares over which Mr. Stein serves as Custodian for his child and has sole voting and dispositive power, 24,644 shares held by Carey Ventures, Inc., a corporation wholly-owned by Mr. Stein, 902,049 shares held by Jay Stein and 731,600 shares owned by a trust for the benefit of Deanie Stein and over which Mr. Stein has sole voting and dispositive power as trustee.

(4) Each outside director receives non-qualified options to purchase 4,000 shares of common stock of the Company upon becoming a director.

(5) Includes the following shares which are not currently outstanding but which the named holders are entitled to receive upon exercise of options:

James G. Delfs	45,263
Linda M. Farthing	204,000
D. Hunt Hawkins	42,590
William A. Moll	87,294
Michael D. Ray	91,152
Richard L. Sisisky	4,000
Martin E. Stein, Jr.	4,000
John H. Williams, Jr.	100,000
All directors and executive officers as a group (15)	578,299

Table of Contents

Options that are exercisable within sixty (60) days are included in the shares indicated. The shares described in this note are deemed to be outstanding for the purpose of computing the percentage of outstanding common stock owned by each named holder and by the group, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.

(6) Includes the following shares of restricted stock which are currently outstanding and are held by the transfer agent and delivered to each individual upon vesting:

Ralph Alexander	6,562
Alvin R. Carpenter	8,475
James G. Delfs	39,390
Susan Falk	6,562
Linda M. Farthing	67,413
D. Hunt Hawkins	44,280
Mitchell W. Legler	8,475
William A. Moll	44,630
Michael D. Ray	36,440
Richard L. Sisisky	8,475
Martin E. Stein, Jr.	8,475
All directors and executive officers as a group (15)	279,177

(7) Includes 40,368 shares owned by Mr. Legler and his wife as tenants by the entirety.
(8) Includes 300 shares over which Mr. Sisisky serves as custodian under the Florida Uniform Transfers to Minors Act.
(9) Includes 7,800 shares owned jointly by Mr. Stein and his wife.
(10) Includes 211,700 shares owned jointly by Mr. Williams and his wife.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company s directors and executive officers, and persons owning more than ten percent of the Company s common stock to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company and to furnish the Company with copies of all such reports. To the Company s knowledge, based solely on review of copies of such reports furnished to the Company during 2008, all Section 16(a) filing requirements applicable to its directors, officers and greater than ten percent beneficial owners have been complied with, except as follows: one Form 4 reporting the acquisition of restricted stock awards for each of Ms. Farthing and Messrs. Hawkins, Moll, Delfs and Ray.

Table of Contents

PROPOSAL NO. 1

ELECTION OF DIRECTORS

At the meeting, a Board of eleven (11) directors will be elected for one (1) year and until the election and qualification of their successors. Directors will be elected by a plurality of votes cast by shares entitled to vote at the meeting. There is no cumulative voting. Abstentions and broker non-votes will have no effect on the outcome. The accompanying proxy will be voted, if authority to do so is not withheld, for the election as directors of the persons named below who have been designated by the Board of Directors as nominees. Each nominee is at present available for election and, except for David H. Stovall, Jr., who became the new President and Chief Executive Officer in December 2008, was elected to the Board by the Company s stockholders. If any nominee should become unavailable, which is not now anticipated, the persons voting the accompanying proxy may in their discretion vote for a substitute. There are no family relationships between any directors or executive officers of the Company. Information concerning the Board s nominees, based on data furnished by them, is set forth below.

THE BOARD OF DIRECTORS OF THE COMPANY RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF THE FOLLOWING NOMINEES. PROXIES SOLICITED BY THE BOARD WILL BE SO VOTED UNLESS STOCKHOLDERS SPECIFY IN THEIR PROXIES A CONTRARY CHOICE.

Name Age	Positions with the Company; Principal Occupations During Past Five (5) Years; Other Directorships	Year First Became Director of the Company (1)
Jay Stein (63)	Chairman of the Board of the Company since 1989 and Chief Executive Officer of the Company from 1998 to September 2001; former director of American Heritage Life Insurance Company based in Jacksonville, Florida and Promus Hotel Corporation based in Memphis, Tennessee.	1968
John H. Williams, Jr. (71)	Vice Chairman of the Board since February 2003 and director of the Company; Vice Chairman and Chief Executive Officer of the Company from September 2001 to February 2003; President of the Company from 1990 to September 2001.	1984
Ralph Alexander ν (54)	Director of the Company; Managing Director of Riverstone; Chief Executive Officer of Innovene from June 2004 to December 2005; Chief Executive Officer of BP s Gas, Power and Renewable and Solar segment from 2001 to June 2004; director of Amyris Biotechnologies and Terralliance.	2007
Alvin R. Carpenter νß× (67)	Director of the Company; Vice Chairman of CSX Corporation from July 1999 to February 2001; director of Regency Centers Corporation and PSS World Medical, Inc.	1996
Irwin Cohen ß (68)	Director of the Company; Senior Advisor with the Peter J. Soloman Company since June 2003; Global Managing Partner of the Retail and Consumer Products Practice of Deloitte & Touche LLP from 1998 to May 2003; director of Supervalu, Inc.	2007
Susan Falk (58)	Director of the Company; Group President, Womenswear, Hartmarx Corporation since January 2005, a retail consultant from May 2003 to December 2004 and President of Avenue Stores from October 2002 to April 2003.	2007
Linda M. Farthing (61)	Director of the Company; President and Chief Executive Officer of the Company from September 2007 to December 2008; President and director, Friedman s, Inc. 1998; President and director, The Cato Corporation 1990-1997.	1999
Mitchell W. Legler	Director of the Company; majority stockholder of Kirschner & Legler, P.A. since April 2001; sole stockholder of Mitchell W. Legler, P.A. from August 1995 to April 2001; general counsel to the Company since 1991.	1991

(66)		
Richard L. Sisisky νß (54)	Director of the Company; President of The Shircliff & Sisisky Company, a management consulting company, since 2003; President and Chief Operating Officer and director of ParkerVision, Inc. from 1998 to 2003.	2003
Martin E. Stein, Jr. ν (56)	Director of the Company; Chairman and Chief Executive Officer of Regency Centers Corporation, a real estate investment trust, since 1997; director of Patriot Transportation Holding, Inc.	2001
David H. Stovall, Jr. (62)	Director of the Company; President and Chief Executive Officer of the Company since December 2008; Chairman of the Central Division of Belk, Inc. from 2000 to 2008.	2008

(1) Directors are elected for one (1)-year terms
Member of the Audit Committee
ν Member of the Compensation Committee
ß Member of the Corporate Governance Committee
× Lead Director

Table of Contents

EXECUTIVE OFFICERS

The executive officers of the Company are:

Name (Age)	Position
David H. Stovall, Jr. (62)	President and Chief Executive Officer
D. Hunt Hawkins (50)	Executive Vice President and Chief Administrative Officer
William A. Moll (58)	Executive Vice President and Chief Merchandising Officer
James G. Delfs (62)	Senior Vice President, Finance and Chief Financial Officer
Michael D. Ray (52)	Senior Vice President and Director of Stores

For additional information regarding Mr. Stovall, see the Directors table on the preceding page.

Mr. Hawkins joined the Company in February 1994 as Senior Vice President, Human Resources. He was promoted to Executive Vice President of Operations in September 2006 and to Executive Vice President, Chief Administrative Officer in October 2007.

Mr. Moll joined the Company in September 2003 as General Merchandising Manager for ladies ready-to-wear. He was promoted to Executive Vice President and Chief Merchandising Officer in September 2006.

Mr. Delfs joined the Company in May 1995, as Senior Vice President, Finance and Chief Financial Officer.

Mr. Ray joined the Company in February 1990 as a General Manager. He was promoted to District Director of Stores in July 1994, Regional Director of Stores in January 1997 and to Senior Vice President, Director of Stores in September 2001.

MEETINGS AND COMMITTEES OF THE BOARD

Regular meetings of the Board of Directors are held four (4) times a year. During 2008, the Board held a total of four regular meetings plus three additional meetings. All directors attended at least 75% of all meetings of the Board and Board committees on which they served during 2008.

The Board of Directors has established four standing committees: an Executive Committee, an Audit Committee, a Compensation Committee and a Corporate Governance Committee which are described below. Members of these committees are elected annually at the regular Board meeting held in conjunction with the annual stockholders meeting with changes in committee assignments being made during the year as the Board of Directors deems appropriate.

Executive Committee. The Executive Committee is comprised of any two directors who are independent directors under The NASDAQ Stock Market LLC rules and any one additional director who is the Company s Chief Executive Officer. Subject to the limitations specified by the Florida Business Corporation Act, the Executive Committee is authorized by the Company s bylaws to exercise all of the powers of the Board of Directors when the Board of Directors is not in session. The Executive Committee held one meeting during 2008.

Audit Committee. The Audit Committee is comprised of Mr. Cohen (Chairman), Mr. Alexander, Ms. Falk and Mr. Sisisky, each of whom is an independent director under The NASDAQ Stock Market LLC rules. During 2008, the Audit Committee held nine meetings. The Audit Committee, which has been established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, is appointed by the Board to assist the Board in monitoring (1) the integrity of the financial statements of the Company, (2) the compliance by the Company with legal and regulatory requirements and (3) the independence and performance of the Company s internal auditors and the independent registered certified public accounting firm. The Company s Board of Directors has determined that Messrs. Cohen, Alexander and Sisisky qualify as Audit Committee Financial Experts pursuant to the final rule adopted by the Securities and Exchange Commission in implementing Sections 406 and 407 of the Sarbanes-Oxley Act of 2002.

The Audit Committee operates pursuant to a charter adopted by the full Board which is available on the Company s website, www.steinmart.com.

5

Table of Contents

Compensation Committee. The Compensation Committee is comprised of Messrs. Sisisky (Chairman), Alexander, Carpenter and Martin E. Stein, Jr., each of whom is an independent director under The NASDAQ Stock Market LLC rules. During 2008, the Compensation Committee held seven meetings. This Committee has the responsibility for approving the compensation arrangements for senior management of the Company, including annual bonus compensation. It also recommends to the Board of Directors adoption of any compensation plans in which officers and directors of the Company are eligible to participate. The Compensation Committee also serves as the Option Committee and makes grants of stock options, restricted stock and performance shares under the Company s 2001 Omnibus Plan.

The Compensation Committee operates pursuant to a charter adopted by the full Board which is available on the Company s website, www.steinmart.com.

Corporate Governance Committee. The Corporate Governance Committee is comprised of Mr. Carpenter (Lead Director and Chairman), Messrs. Cohen and Sisisky, each of whom is an independent director under The NASDAQ Stock Market LLC rules. The Committee is responsible for the search and selection of future directors of the Company. It also reviews, from time to time, the roles of the other standing committees, recommends committee assignments and evaluates, on a periodic basis, the performance of the Board and each of its committees as well as the relationship between the Board and the Company s management. During 2008, the Corporate Governance Committee held four meetings. For 2009, the Corporate Governance Committee will be comprised of Mr. Carpenter (Lead Director and Chairman), Messrs. Cohen and Sisisky. The Lead Director, among other things, assists in setting agendas for meetings of the Board, acts as a moderator of executive sessions made up solely of independent directors of the Company and serves as a liaison to increase the flow of information between Board members and management of the Company.

The Corporate Governance Committee will consider nominees for directors recommended by security holders. Any security holder wishing to make such a recommendation to the Corporate Governance Committee should submit the recommendation, in writing, with such supporting information as the security holder believes appropriate to the committee in care of the Company s Lead Director at the Company s headquarters in Jacksonville, Florida.

The Committee reviews a broad range of criteria when considering all possible candidates for the Board, including experience, education, ability to read and understand financial statements, ethics, business reputation and other factors that the Committee believes relevant in determining whether a candidate would add to the Board s ability to guide the Company. The Committee informally evaluates incumbent directors to determine whether they should be nominated to stand for re-election based on such factors as well as their contribution to the Board during their current terms. When a vacancy develops, the Committee will solicit input regarding potential new candidates from a variety of sources, including existing directors and senior management. If the Committee deems it appropriate, the Committee may engage a third-party search firm. The Committee will evaluate all potential candidates, including any candidates recommended by stockholders, based on their biographical information and qualifications, information available through public records and their independence, and, if a potential candidate appears to be a good choice, will arrange personal interviews of qualified candidates by one or more committee members, other Board members and senior management, as the Committee believes appropriate.

The Corporate Governance Committee operates pursuant to a charter adopted by the full Board which is available on the Company s website, www.steinmart.com.

The Company developed and the Board adopted Corporate Governance Guidelines on April 5, 2005 to assist the Board in the exercise of its responsibilities. The Corporate Governance Guidelines are available on the Company s website, www.steinmart.com.

Stockholders who wish to communicate with the Board of Directors, or any particular Director, may send a letter to the Company s Secretary at the address set forth on the first page of this proxy statement. The mailing envelope should contain a clear notation on the outside that the enclosed letter is a Stockholder-Board Communication or a Stockholder-Director Communication. All such letters should identify the author as a stockholder, stating the name in which the shares of such author are held, and clearly stating whether the intended recipients are all members of the Board or just certain specified individual directors. The Secretary will make copies of such letters and circulate them to the appropriate director or directors.

The Company does not have a formal policy requiring Directors to attend annual meetings of stockholders. However, the annual meeting is generally held on the same day as a regularly scheduled Board meeting and the Company expects that the majority of the Company s Directors will attend the annual meeting of stockholders. All directors attended the last annual meeting.

6

Table of Contents

COMPENSATION DISCUSSION & ANALYSIS

I. The Committee

The Company s executive compensation policies are established by the Company s Compensation Committee (the Committee) which is composed entirely of independent directors. The Committee provides governance and oversight to the Company s executive compensation programs, benefit plans and policies, and administers the Company s 2001 Omnibus Plan, including a review of all equity grants under the Omnibus Plan. The Committee also reviews and makes and/or approves, at least annually, all compensation decisions relating to executive officers including those for the Chairman, the President and Chief Executive Officer, and other Named Executive Officers in the Summary Compensation Table (the Named Executive Officers).

II. Goals

The Committee has designed the Company s overall compensation program to meet the following goals (the Goals):

(a) To attract the best possible candidates;
(b) To retain the Company s key officers;
(c) To align the interests of the Company s officers with those of the Company s stockholders;
(d) To provide the Company s officers with incentive pay directly associated with performance success.

III. Principles Employed to Achieve Goals

The Committee has adopted the principles described below in an effort to achieve its Goals. The Committee tests the application of its principles periodically by comparing the compensation paid to the Company s officers to the compensation paid by other companies in the Company s Peer Group. The Peer Group used for comparison purposes by the Company consists of a group of similarly sized apparel retail companies. The Peer Group currently includes companies such as Abercrombie & Fitch Co., American Eagle Outfitters, AnnTaylor Stores Corp., Bon Ton Stores, Inc., The Cato Corporation, Charming Shoppes, Inc., Chico s FAS Inc., Coldwater Creek, Inc., The Dress Barn, Inc., Eddie Bauer Holdings, Inc., The Men s Wearhouse, Inc., New York & Company, Inc., Ross Stores, Inc., Stage Stores, Inc., and The Talbot s, Inc. (the Peer Group). The Peer Group is monitored by the Committee to make sure it is composed of companies similar in situation and size to that of the Company. Thus both additions and subtractions may occur from time to time.

Those principles include:

Base Salary. The Company seeks to set base salaries for its officers at the mid-range of base salaries paid to officers performing similar duties by the Peer Group. The Company believes that, in general, paying less than that amount would be contrary to the Company s goal of attracting and retaining key officers. On the other hand, the Company believes that paying materially more than the mid-range of the Peer Group base salary would not support the Company s goals of minimizing fixed costs, motivating those officers and aligning their interests with those of the Company s stockholders. However, for 2009, the Committee determined that the Company s recent performance and the uncertainty in the retail market place required a more conservative approach to executive compensation, regardless of the approach being taken by the Company s Peer Group. Moreover, for 2009, all salaried employees of the Company (including its executive officers) incurred a 5% reduction in Base Salary.

Short-Term Incentive Program (Annual Cash Bonuses). The Company has an annual incentive plan which is intended to provide short-term incentives to the Company s officers to achieve excellent performance in the current financial period. Annual bonuses are driven by formulas tied to the Company s achieving various levels of success compared with the Company s business plan (the **Business Plan**) for the current year. The Business Plan is approved annually by the Company s Board of Directors. In past years, the Short-Term Incentive Program has paid cash bonuses upon achieving the prescribed levels of success. However, due to the current challenges being faced in a very difficult time for the retail industry in general and the Company in particular, the Committee determined that for 2009, the Short-Term Incentive Program would be combined with the Long-Term Incentive Plan and any amounts earned would be paid only in Performance Shares and not in cash to reflect the view of the Board that the Company should seek to conserve cash as a priority until market conditions improve.

Long-Term Incentive Program (Equity-Based Compensation). The Company understands that the interests of its stockholders are long-term as well as short-term and, accordingly, the Company s compensation plan includes a long-term incentive component as well as the annual bonus component. To align the interests of the officers with those of the stockholders, the Company has granted various combinations of stock options (Options), shares of the Company s stock (Performance Shares) with the vesting of such shares dependent upon achieving long-term performance targets established by the Business Plan and shares of the Company s stock, the vesting of which is dependent on remaining employed by the

7

Company for a certain period of time (Restricted Shares). The target award mix for Long-Term Incentive Compensation periodically changes based on the Company s desired objectives. The Committee in prior years placed an aggregate cap on all target equity-based compensation awarded under the Company s Long-Term Incentive Plan each year equal to two percent (2%) of the Company s common shares outstanding (the **Aggregate Equity-Based Run Rate Cap**) to limit the overhang of unvested equity-based compensation shares outstanding. For 2008, the Aggregate Equity-Based Run Rate Cap was exceeded due to the necessity to grant equity based compensation to attract a new Chief Executive Officer (see section VII below). For 2009, in view of elimination of cash bonuses under the Short-Term Incentive plan, the Aggregate Equity-Based Run Rate Cap was increased to a range of 2.99% to 3.74% depending on the level of performance goals received. See section V below. For 2008, Performance Share opportunities and Restricted Shares were awarded based on a price of $5.73 and $5.59 per share (the closing price of the Company s shares on the dates of grant). No Performance Shares were earned for 2008 in view of the Company s performance. In addition, the target number of such shares as would otherwise have been awarded under the Long-Term Incentive Plan would have been reduced, if applicable, as a result of application of the Aggregate Equity-Based Run Rate Cap.

Perquisites. The Company minimizes the use of perquisites, generally providing only those perquisites to its officers that are so standard in the industry as to be necessary in order to meet the Goals of attracting and retaining officers. Thus, the Company provides perquisites such as paid vacations, health insurance, life insurance and a 401(k) retirement plan. The Company does <u>not</u> provide perquisites such as (i) a defined benefit plan (pension plan), (ii) financial advice, tax preparation and the like. Moderate additional perquisites are described below under the section of the Compensation Discussion & Analysis entitled Perquisites , section VI.

Peer Group Comparison. The Company understands that the retail industry of which the Company is a part is subject to substantial swings in performance results based on factors which are unrelated to management s performance. For example, the Company s overall performance may be heavily impacted by the state of the economy, unusual events such as terrorist attacks and catastrophic weather events such as hurricanes. Accordingly, the Company believes that proper measurement of the performance of the Company s management over a multi-year period should also take into consideration the Company s performance compared to the performance of its Peer Group during the same period. For that purpose, the Committee considers the Dow Jones U.S. Apparel Retail Index to compare the Company s performance to others in the industry, and adjusts the long-term compensation grants based on that relative performance as described below. As described above, however, for 2009, the Committee determined that the Company s recent performance and the uncertainty in the retail market place required a more conservative approach to executive compensation, regardless of the approach being taken by the Company s Peer Group. Accordingly, while the comparison to the Company s Peer Group applied to incentive compensation for years 2007 and 2008, it has not been applied to 2009.

IV. Consultants

In December 2004, the Committee interviewed a number of companies providing human resources consulting services. As a result of those interviews, the Committee retained Mercer to support the Committee in its work. Mercer supports the Committee by providing recommendations as well as information as to the compensation levels and practices of the various companies which are considered to be in the Company s Peer Group. Mercer also provides the Committee with information as to current trends and best practice in executive compensation and informs them of pertinent regulatory and stock exchange rules impacting executive compensation matters. In addition, Mercer also provides advice to management with regard to special compensation issues that may arise. The Company also employs Houlihan Lokey Howard & Zikin Investment Banking Services to provide advice as to the application of models such as Black-Scholes and lattice models for determining grant date values for Options and Performance Shares.

V. Expanded Description of Company s Short-Term and Long-Term Incentive Programs

As described above, the Company s intent is to meet its Goals of motivating its officers and aligning their interests with those of the Company s stockholders by measuring performance by an objective standard. The Committee and the Board of Directors annually approve a Business Plan for the Company setting financial goals for the current year, and generally for the next two (2) fiscal years. The Business Plan is intended by the Company to be ambitious, but realistic.

For 2008, the Company believed that the simplest and most direct measure of the Company s performance was the Company s earnings per share (EPS) which also has a very direct impact on the value of the Company s shares. Accordingly the Company s performance-based incentive compensation compared the Company s actual EPS with the EPS targets in the Company s Business Plan. For all Performance Shares granted in 2008, the Company s EPS goals were adjusted by eliminating extraordinary and non-recurring components and calculated based on a static 44 million shares outstanding and after the effect of all payments under the Short-Term Incentive Plan and the Long-Term Incentive Plan (**Adjusted EPS**). For example, extraordinary and non-recurring items such as the initial recognition of income from past unclaimed gift and merchandise return card balances and any non-recurring income from the Company s co-branded credit card would be excluded in calculating Adjusted EPS.

Table of Contents

A. Performance Levels

The Company has historically established challenging performance goals. For example, Company EPS results were below Threshold levels in 2006, 2007 and 2008, resulting in no annual incentives being earned for awards tied to corporate performance. In addition, the Company s poor performance over the last two (2) years has resulted in a very low probability that any previously granted Performance Shares would be earned. The Company s Target EPS performance levels for 2006, 2007 and 2008, respectively, were $1.40, $1.10, and $0.32.

For 2009, the Committee determined that achieving pre-set cash flow goals to be more relevant than EPS goals in view of the expected continued challenges in the retail industry. That approach is also consistent with the determination by the Company s board that the Company should seek to minimize additional borrowings and conserve cash in order to be in the best position to benefit when the retail environment returns to a more normal state. Accordingly, the Committee established cash flow performance goals for 2009, which the Committee believes are both challenging and realistic. Consistent with prior years, it established multiple levels of performance goals as follows: (i) the Threshold level which is the minimum Performance Level which must be achieved for any Incentive Compensation to be paid, and is established at the level which the Committee believes the Company has an 80% probability of achieving; (ii) the Target level which is the intended Performance Level for the Company, at which the Incentive Compensation based on the employee s base salary is paid, and which is established at the level which the Committee believes the Company has a 50% probability of achieving, and (iii) the Superior level which is intended to reward outstanding performance above the Company s expected achievement and is established at the level which the Committee believes the Company has a 20% probability of achieving the Short-Term Incentive Compensation Plan based on interpolations between the Threshold and Superior Levels of achievement.

The Committee determined that the unprecedented current retail environment made it effectively impossible to project meaningful financial goals for years after 2009. Accordingly, for 2009, the Short-Term Incentive Compensation plan and the Long-Term Compensation plan were combined and the financial goals established for those plans were based on the Company s achieving positive cash flow as measured by the Company s Net Borrowings at the end of 2009. The Net Borrowings would be the amount outstanding on the Company s revolving credit facilities as of the end of 2009. The Company anticipates receiving a material amount of cash as a result of a refund of income taxes previously paid with respect to certain prior fiscal years of the Company. As that refund is not a function of the current year s performance, the Committee determined that the calculation of Net Borrowings for purposes of the performance goals under the incentive plans would exclude any cash received from income tax refunds related to prior years.

The following table shows the cash flow goal (Performance Goals) at each performance level:

Performance Level	Net Borrowings	Net Dollars Borrowed
Threshold	2008 Year End Balance	$30.3 million
Target	85% of Threshold Level	$25.8 million
Superior	85% of Target Level	$21.9 million

B. Incentive Compensation

If the performance goals are achieved for 2009, the incentive compensation will be paid solely in Performance Shares. Management personnel and officers from assistant store managers to executive vice presidents will participate (each a **Participant**) in the 2009 incentive compensation plans. The Performance Shares will be earned by a Participant (subject to Vesting), only to the extent the Performance Goals are met as of the end of the 2009 Plan Year (the Award Date). If the Performance Goals are not met, then no Performance Shares will be earned under the incentive compensation plans. In addition, the Committee believed that half of the Performance Shares which are granted should not vest until one (1) year after the Award Date to encourage retention of the Company s management employees and officers. However, a Named Executive Officer who fails to remain employed due to death, disability, normal retirement or termination following a change of control will nevertheless receive a pro-rata portion of the Performance Shares he or she would have received had he or she remained employed for the full performance vesting period. This pro-rata award is based on the amount of elapsed time between the time of grant and the time of termination of employment for each applicable performance cycle.

The number of Performance Shares awarded to a Participant will vary based on the Performance Level achieved and the management level of the Participant. The number of Performance Shares awarded to any individual Participant at the Target Level of performance is calculated by dividing the Target Bonus Value by an established $4.00 per share value and then providing a pro-rata reduction for the Aggregate Equity-Based Run Rate Cap (see section III above). Thus, a Participant earning $109,000 for the Plan Year who, due to the Participant s management level is entitled to Incentive Compensation valued at 30% of Base Salary at the Target Level of Performance would have a Target Bonus Value of $32,700 (30% of $109,000), or a Target Level Participation Award before applying the Aggregate Equity-Based Run Rate Cap of 8,175 Performance Shares ($32,700

9

Table of Contents

divided by $4.00). After a pro-rata reduction resulting from applying the Aggregate Equity-Based Run Rate Cap, that Participant would receive the following Participation Awards for the 2009 Plan Year: (i) 6,059 Performance Shares if the Target Performance Level was achieved, (ii) 3,029 Performance Shares if the Threshold Performance Level was achieved, or (iii) 8,058 Performance Shares if the Superior Performance Level was achieved.

The following table shows the percent of the number of Performance Shares which will be received by a Participant based on the Performance Level which the Company achieves for 2009:

Performance Level	% of Target Number of Performance Shares Earned
Threshold	50%
Target	100%
Superior	133%

For executive vice presidents of the Company, the percent of the Participation Award in the above table increases to 175% at the Superior Performance Level, regardless of the Aggregate Equity-Based Run Rate Cap. For results between designated performance levels, interpolation will be used to determine earned awards.

1. **Equity (Option and Restricted Share) Grant Dates**. The Company grants Restricted Shares on a regular basis to newly hired employees and to persons who are promoted into eligible positions with grants made on the first business day on or after the 1st or 15th of the month which next follows the date of the hire or promotion. Options, if applicable, are granted to Named Executive Officers and all other participants in the Long-Term Incentive Plan as soon as grants can be practicably issued following the meeting of the Company s Compensation Committee which approves those grants but always is within three (3) days following that meeting. Restricted stock in past years was issued to non-employee Directors on the first Tuesday following the public release of the December sales number by the Company. As for any other Equity awards, grants occur on the day the Compensation Committee approves such grants. For 2009, options instead of Restricted Stock were issued to non-employee directors on January 28, 2009 (see section X below) and were issued at an exercise price materially higher than the trading price for the Company s shares on the date of grant.

2. **Restricted Shares**. With respect to 2008, Restricted Shares awarded, if any, to Named Executive Officers were to be a function of that officer s base compensation and vested based on retention, not performance. While no Performance Shares were awarded as the Performance Levels for 2008 were not achieved, the Incentive Plan for 2008 provided for Restricted Shares to represent 40% of the total Long-Term Incentive Plan payout at Target performance.

C. Mix of Compensation.

See the Summary Compensation Table on page 18 of the Proxy for the approximate percent of the Named Executive Officers total compensation which is attributed to base compensation and the approximate percent attributable to incentive compensation.

VI. Perquisites

The Company provides the following perquisites to its Named Executive Officers which differ from those available to all full-time employees of the Company:

A. Executive Medical, Dental and Vision Plan.

The Company maintains a medical, dental and vision plan (the Medical Plan) for all of its full-time employees, including the Named Executive Officers, covering medical costs similar to those covered by many companies with a substantial number of employees. The Medical Plan differs for Named Executive Officers in that those officers do not have any co-pay or deductibles or amounts withheld from their salary to pay for their participation in the Medical Plan. The Medical Plan was amended in 2008 to limit the total amount paid as co-pay and deductible to $25,000 per annum for any Named Executive Officer and to continue coverage to age 65 for officers retiring after age 62. Any payment by the Company for Named Executive Officers in excess of amounts not covered by the normal Medical Plan for other officers is taxable to the Named Executive Officer receiving the benefit of such payment.

B. Split-Dollar Life Insurance Plan.

The Company maintains a death benefit plan for its officers which is funded through a split-dollar life insurance plan as described below:

Table of Contents

1. **Objective**. The Executive Split-Dollar Plan was implemented to provide a more cost-effective method of paying death benefits for senior management than group term insurance; that is, lower cash expenditures. The Plan provides the executive s beneficiary with a substantial measure of financial security by providing either a pre-retirement or post-retirement death benefit. This benefit is intended to help attract and retain quality executives.

2. **Plan Description**. The Executive Split-Dollar Plan is an endorsement method arrangement. As such, the Company purchases a life insurance policy on each executive s life to fund death benefits. The amount of the death benefit is based upon the executive s total compensation and eligible status. As the policy owner, the Company may exercise all ownership rights granted to the owner thereof by the terms of the policies. The total policy proceeds (death benefit) is split between the Company and the beneficiary(ies) named by the executive. If an executive s employment with the Company ends before retirement, the officer is given the option of buying the policy on that officer s life from the Company for the greater of the accumulated current cash value of the policy or the amount paid by the Company to date as premiums for that policy. The Company makes premium payments and the expense is offset by the cash value growth for the period. The cumulative premiums made by the Company will be recovered from the death benefits. The Company does not provide any defined benefit (pension) plan for its Named Executive Officers, and believes that the Executive Split-Dollar Plan provides a benefit which partially offsets the lack of a defined benefit plan, but at a much smaller cost to the Company.

The Executive Split-Dollar Plan provides the following benefits for the Company s officers:

Pre-Retirement Death Benefit: The total pre-retirement death benefit is five times each Named Executive Officer s total annual compensation determined as of July 1st of each plan year. Officers below the Named Executive Officers have a death benefit of three times total annual compensation. For purposes of this plan, total annual compensation is the sum of the officer s current base salary and last received annual cash incentive compensation. However, if an officer s compensation drops, the death benefit remains at the prior year s higher level.

Post-Retirement Death Benefit: The total post-retirement death benefit is two and one-half times each Named Executive Officer s Pre-Retirement benefit as of the date of retirement. Officers below the Named Executive Officers have a death benefit ranging from one and one-half to two and one-half times such officer s highest fiscal year cash compensation.

C. Executive Deferred Compensation Plan.

The Company provides a Non-Qualified Executive Deferred Compensation Plan (the Deferral Plan) for a number of the Company s executives including the Named Executive Officers. Under the Deferral Plan, each covered executive has the right to defer receipt of a portion of his or her total compensation each year. For Named Executive Officers, the Company matches the amount of deferred compensation dollar for dollar up to a maximum of ten percent of an executive s total compensation (salary plus bonuses) for each year. The Company s matched portion vests at 20% per year in each of years four (4) through eight (8) in order to encourage the retention of the executive receiving the match. Unvested amounts also vest on retirement or termination of the executive s employment within three (3) years following a change of control of the Company. Retirement means a voluntary separation by an executive upon attaining age 62. For 2009, the Company s match program has been suspended in view of the Company s disappointing performance and the anticipated continued difficult retail environment for 2009.

Deferred amounts (which include vested Company matching contributions) are paid to the executive following the executive s retirement, death, disability or termination following a change of control over the Company. Those amounts are paid either in a lump sum or over time as the executive elects.

D. Automobile Allowance.

Each Named Executive Officer receives an automobile allowance of $3,300 per calendar quarter to compensate such individuals for use of their personal automobiles on Company business.

E. Other.

The Company also pays the membership costs of one business club for the Company s Chairman. The Chairman pays for his own personal use of the club. In addition, the Company s Chairman and its Chief Executive Officer are permitted personal use of the Company s access to private aircraft. During 2008, the total cost to the Company of the club memberships and personal aircraft use was less than $100,000. In addition, Linda M. Farthing, who served as the Company s Chief Executive Officer until December 2008, maintained her primary residence in Charlotte, North Carolina. The Company provided an apartment for her near the Company s Jacksonville, Florida, corporate office at a monthly cost of approximately $2,970. The Company s new Chief Executive Officer, David H. Stovall, Jr. also has the use of that apartment while he is obtaining a permanent home in Jacksonville, Florida.

Table of Contents

VII. Compensation to Named Executive Officers

A. Introduction.

In this section of the Company s Compensation Discussion & Analysis, we discuss the way in which the Company s compensation plans were specifically applied to each of the Named Executive Officers for fiscal 2008 and 2009. The Committee for fiscal 2008 concluded that the aggregate of all Named Executive Officers base salary merit increases should be within the 3% limit imposed on other officers and employees of the Company in view of the Company s continued poor performance. However, for fiscal 2009 the Committee determined that no raises in base salary should be granted to the Named Executive Officers. In fact, and consistent with the policy applied to all of the Company s management personnel, for 2009 all Named Executive Officers experienced a five percent reduction in base salary. Please see the discussion of the Short-Term Incentive Program and the Long-Term Incentive Program above for a fuller understanding of the awards for each of the Named Executive Officers shown below.

B. Principal Executive Officer:

Linda M. Farthing, the Company s former President and Principal/Chief Executive Officer assumed the office in September 2007 and remained in that office until December 2008. She received the following compensation for 2007 and 2008 to date:

1. Base Compensation: Ms. Farthing received a ratable portion of $826,000 as base compensation (salary) for 2007 for the months she held that position which placed Ms. Farthing at or below the 40th percentile of base compensation paid to similar officers by the Peer Group of companies. That base compensation is the same compensation as her predecessor was receiving and is consistent with the Company s principle of maintaining base compensation at approximately the mid-range of the Peer Group. For 2008, the Committee determined that no change should be made in base compensation for Ms. Farthing as she had recently assumed that office.

2. Short-Term Incentive Compensation: Ms. Farthing s arrangement with the Company did not provide for short-term incentive compensation for 2007; however for 2008, she participated in the Company s normal Short-Term Incentive Plan. No payments were made under that plan.

3. Long-Term Incentive Compensation: Upon assuming the role of President and CEO on August 27, 2007, Ms. Farthing received 200,000 options with an exercise price of $8.56 per share which expire seven (7) years from the date of grant. For 2008, Ms. Farthing received 65,500 Restricted Shares and a Performance Share opportunity which, if the 2008 through 2010 target performance levels of Adjusted EPS are achieved, would have a target value (based on the plan s percentage of base salary applicable to this Named Executive Officer, and calculated at the closing price for the Company s shares on the day of the grant) of $589,504. See Long-Term Incentive Program above for a description of the vesting of the options and the criteria for earning the Performance Shares.

David H. Stovall, Jr. assumed the role of President and Principal/Chief Executive Officer of the Company in December, 2008.

1. Base Compensation: Mr. Stovall s base salary was set at the same level as his predecessor or $826,000 under his employment agreement with the Company. As was true for all other salaried employees of the Company, in January 2009, notwithstanding his employment agreement, Mr. Stovall accepted a five percent reduction in that base salary, reducing his base salary to $784,700 per year.

2.

Options: Mr. Stovall received 1 million options for the Company s shares on December 5, 2008 at an exercise price of $1.25 per share and on January 2, 2009, he received an additional 200,000 options at an exercise price of $1.28 per share. Those option grants were agreed to in his employment agreement and in each case the exercise price was the closing price of the Company s shares on The NASDAQ Stock Market LLC on the day of grant.

3. Incentive Compensation: Mr. Stovall will not participate in the Company s 2009 Incentive Compensation Plan (see section VB above). Instead, as set forth in his Employment Agreement with the Company, he is eligible for a cash bonus of up to 100% of his base salary if certain performance criteria are achieved as established by the Compensation Committee. The Committee has advised Mr. Stovall that for 2009, his bonus will be based on the same Performance Goal Levels as provided in the Incentive Compensation Plan, and his bonus will be paid, if earned, in cash and not in Performance Shares. At the Target Performance Level, Mr. Stovall will receive a bonus of $120,000, at the Threshold Performance Level, 50% of that amount or $60,000, and at the Superior Performance Level, 175% of the Target Level amount or $210,000.

Table of Contents

C. Principal Financial Officer:

James G. Delfs, the Company s Senior Vice President, Finance and Principal/Chief Financial Officer received the following compensation for 2008 and 2009 to date:

1. Base Compensation: Mr. Delfs received $353,800 as base compensation (salary) for 2007 and the same base compensation for 2008 which continued to place Mr. Delfs at or below the 40th percentile of base compensation paid to similar officers by the Peer Group of companies. That base compensation is consistent with the Company s principle of maintaining base compensation at approximately the mid-range of the Peer Group. For 2009, as is true for all of the Named Executive Officers, Mr. Delfs accepted a five percent reduction in that base compensation, to $336,110, beginning February 1, 2009.

2. Short-Term Incentive Compensation: As the Company failed to achieve the Threshold Level of earnings per share compared to the Company s plan (see Performance Levels above), no short-term compensation was paid to Mr. Delfs with respect to fiscal 2008.

3. Long-Term Incentive Compensation: While no long-term incentive grant has been made for 2009, in 2007, Mr. Delfs received 23,600 options deemed to have a grant date present value of $141,520 subject to vesting as described above (see Long-Term Incentive Program) with an exercise price at the market price on the day of grant which was $14.53. In addition Mr. Delfs received Performance Shares which, if the aggregate 2007 - 2009 target performance levels of earnings per share are achieved, would have a target value (based on the plan s percentage of base salary applicable to this Named Executive Officer, and calculated at the closing price for the Company s shares on the day of the grant) of $212,280. As the Long-Term Incentive Compensation Plans for 2007 and 2008 provided Performance Goals to be realized over a three (3)-year rolling period, it is possible that Performance Shares under those plans could still be earned. See Long-Term Incentive Program above for a description of the vesting of the options and the criteria for earning the Performance Shares.

4. In 2008, Mr. Delfs received 24,030 Restricted Shares which will fully vest on the third anniversary of the grant date. Additionally, Mr. Delfs received Performance Shares, which, if the aggregate 2008 2010 target performance levels of earnings per share are achieved would have a target value (based on the plan s percentage of base salary applicable to this Named Executive Officer, and calculated at the closing price for the Company s shares on the day of the grant) of $144,287. See Long-Term Incentive Program above for a description of the criteria for earning the Performance Shares.

5. As the Long-Term Incentive Compensation Plans for 2007 and 2008 provided Performance Goals to be realized over a three (3)-year rolling period, it is possible that Performance Shares under those plans could still be earned. See Long-Term Incentive Program above for a description of the criteria for earning the Performance Shares.

D. Principal Administrative Officer:

David H. (Hunt) Hawkins, the Company s Executive Vice President and Chief Administrative Officer received the following compensation for 2008 and 2009 to date:

1. Base Compensation: Mr. Hawkins initial base compensation for 2007 was $355,000. He received a 4.2% increase in 2008 to an annual base compensation of $370,000 which continued to place Mr. Hawkins at or below the 40th percentile of base compensation paid to similar officers by the Peer Group of companies. That base compensation is consistent with the Company s principle of maintaining base compensation at approximately the mid-range of the Peer Group. Mr. Hawkins increase, although modest, reflected an increase in his responsibilities with the

Company. For 2009, as is true for all of the Named Executive Officers, Mr. Hawkins accepted a five percent reduction in that base compensation, to $351,500, beginning February 1, 2009.

2. Short-Term Incentive Compensation: As the Company failed to achieve the Threshold Level of earnings per share compared to the Company s Plan (see Performance Levels above), no short-term compensation was paid to Mr. Hawkins with respect to fiscal 2008.

3. Long-Term Incentive Compensation: While no long-term incentive grant has been made for 2009, in 2007, Mr. Hawkins received 28,400 options deemed to have a grant date present value of $170,400 subject to vesting as described above (see Long-Term Incentive Program) with an exercise price at the market price on the day of grant which was $14.53. In addition, Mr. Hawkins received a Performance Share opportunity which, if the

Table of Contents

aggregate 2007 - 2009 target performance levels of earnings per share are achieved would have a target value (based on the plan s percentage of base salary applicable to this Named Executive Officer, and calculated at the closing price for the Company s shares on the day of the grant) of $255,600. See Long-Term Incentive Program above for a description of the vesting of the options and the criteria for earning the Performance Shares.

4. In 2008, Mr. Hawkins received 30,120 Restricted Shares which will fully vest on the third anniversary of the grant date. Additionally, Mr. Hawkins received a Performance Share opportunity, which, if the aggregate 2008 2010 target performance levels of earnings per share are achieved would have a target value (based on the plan s percentage of base salary applicable to this Named Executive Officer, and calculated at the closing price for the Company s shares on the day of the grant) of $181,072. See Long-Term Incentive Program above for a description of the criteria for earning the Performance Shares.

5. As the Long-Term Incentive Compensation Plans for 2007 and 2008 provided Performance Goals to be realized over a three (3)-year rolling period, it is possible that Performance Shares under those plans could still be earned. See Long-Term Incentive Program above for a description of the criteria for earning the Performance Shares.

E. Principal Merchandising Officer:

William A. Moll, the Company s Executive Vice President and Principal/Chief Merchandising Officer received the following compensation for 2008 and 2009 to date:

1. Base Compensation: Mr. Moll s initial base compensation for 2007 was $445,500. He received a 3.1% increase in 2008 to an annual base compensation of $459,500 which continued to place Mr. Moll at or below the 40th percentile of base compensation paid to similar officers by the Peer Group of companies. That base compensation is consistent with the Company s principle of maintaining base compensation at approximately the mid-range of the Peer Group. For 2009, as is true for all of the Named Executive Officers, Mr. Moll accepted a five percent reduction in that base compensation, to $436,525, beginning February 1, 2009.

2. Short-Term Incentive Compensation: As the Company failed to achieve the Threshold Level of earnings per share compared to the Company s Plan (see Performance Levels above), no short-term compensation was paid to Mr. Moll with respect to fiscal 2008.

3. Long-Term Incentive Compensation: While no long-term incentive grant has been made for 2009, in 2007, Mr. Moll received 35,600 options deemed to have a grant date present valued of $213,840 subject to vesting as described above (see Long-Term Incentive Program) with an exercise price at the market price on the day of grant which was $14.53. In addition, Mr. Moll received a Performance Share opportunity which, if the aggregate 2007 - 2009 target performance levels of earnings per share are achieved would have a target value (based on the plan s percentage of base salary applicable to this Named Executive Officer, and calculated at the closing price for the Company s shares on the day of the grant) of $320,760. See Long-Term Incentive Program above for a description of the vesting of the options and the criteria for earning the Performance Shares.

4. In 2008, Mr. Moll received 34,980 Restricted Shares which will fully vest on the third anniversary of the grant date. Additionally, Mr. Moll received a Performance Share opportunity which, if the aggregate 2008 2010 target performance levels of earnings per share are achieved would have a target value (based on the plan s percentage of base salary applicable to this Named Executive Officer, and calculated at the closing price for the Company s shares on the day of the grant) of $224,872. See Long-Term Incentive Program above for a description of the criteria for earning the Performance Shares.

5. As the Long-Term Incentive Compensation Plans for 2007 and 2008 provided Performance Goals to be realized over a three (3)-year rolling period, it is possible that Performance Shares under those plans could still be earned. See Long-Term Incentive Program above for a description of the criteria for earning the Performance Shares.

F. Director of Stores:

Michael D. Ray, the Company s Senior Vice President and Director of Stores received the following compensation for 2008 and 2009 to date:

1. Base Compensation: Mr. Ray received $316,250 as base compensation (salary) for 2007. He received a 3.2% increase in 2008 to an annual base compensation of $326,250 which continued to place Mr. Ray at or below the 40th percentile of base compensation paid to similar officers by the Peer Group of companies. That base

Table of Contents

compensation is consistent with the Company s principle of maintaining base compensation at approximately the mid-range of the Peer Group. For 2009, as is true for all of the Named Executive Officers, Mr. Ray accepted a five percent reduction in that base compensation, to $309,938, beginning February 1, 2009.

2. Short-Term Incentive Compensation: As the Company failed to achieve the Threshold Level of earnings per share compared to the Company s Plan (see Performance Levels above), no short-term compensation was paid to Mr. Ray with respect to fiscal 2008.

3. Long-Term Incentive Compensation: While no long-term incentive grant has been made for 2009, in 2007, Mr. Ray received 21,100 options deemed to have a grant date present value of $126,500 subject to vesting as described above (see Long-Term Incentive Program) with an exercise price at the market price on the day of grant which was $14.53. In addition, Mr. Ray received a Performance Share opportunity which, if the aggregate 2007 2009 target performance levels of earnings per share are achieved would have a target value (based on the plan s percentage of base salary applicable to this Named Executive Officer, and calculated at the closing price for the Company s shares on the day of the grant) of $189,750. See Long-Term Incentive Program above for a description of the vesting of the options and the criteria for earning the Performance Shares.

4. In 2008, Mr. Ray received 22,780 Restricted Shares which will fully vest on the third anniversary of the grant date. Additionally, Mr. Ray received a Performance Share opportunity which, if the aggregate 2008 2010 target performance levels of earnings per share are achieved would have a target value (based on the plan s percentage of base salary applicable to this Named Executive Officer, and calculated at the closing price for the Company s shares on the day of the grant) of $133,051. See Long-Term Incentive Program above for a description of the criteria for earning the Performance Shares.

5. As the Long-Term Incentive Compensation Plans for 2007 and 2008 provided Performance Goals to be realized over a three (3)-year rolling period, it is possible that Performance Shares under those plans could still be earned. See Long-Term Incentive Program above for a description of the criteria for earning the Performance Shares.

VIII. Tax Limitations on Deductibility of Compensation

Section 162(m) of the Internal Revenue Code, enacted in 1993, precludes a public company from deducting compensation of more than $1 million each for its Named Executive Officers. Certain performance-based compensation is exempt from this limitation. The Compensation Committee has reviewed the impact of section162(m) and believes that the Company s current compensation plans are unlikely to generate any material compensation in excess of the section 162(m) limits. The Company believes its incentive programs meet the performance-based compensation exemption from the deductibility limitation of section162(m).

IX. Changes from Prior Years

The Company has made several changes in an effort to further align its executive compensation practices to the achievement of the Company s goals. The Company for 2009 has combined its Long-Term and Short-Term Incentive Plans and has established Performance Levels as described in section V above based solely on achieving cash flow goals. The Company believes these changes are beneficial and more closely tie the Named Executive Officers economic benefits to the Company s long-term goal of being well positioned to return to profitability when the retail economic environment improves.

X. Director Compensation

The Company s philosophy is to target non-employee director compensation at the mid-range of Peer Group pay levels. Based on a study conducted by Mercer, cash compensation for the Company s Board of Directors is below Peer Group 50th percentile levels and total compensation (including equity grants) is well below Peer Group 25th percentile levels. However, the Committee believed that an increase in non-employee director pay was not appropriate at this time given the challenging economic times facing the Company and the apparel retail industry. Accordingly, Members of the Company s Board of Directors continue to be compensated through retainers, attendance fees and receipt of restricted shares and options at the same level as last year. More specifically, each non-employee Director (that is a Director who does not receive a salary from the Company) in 2008 received a quarterly retainer of $7,500. The Directors also received attendance fees of $2,000 for attending meetings of the Board and $1,500 for committee meetings attended in person, or $750 for committee meetings held by conference call. In 2008, to compensate certain Directors with additional responsibilities, (i) the Company s Lead Director received an additional annual retainer of $20,000, (ii) the Chairperson of the Company s Audit Committee received an additional annual retainer of $12,000 (to change to $50,000 beginning in 2009) and the Chairperson of the Compensation Committee received an additional annual retainer of $4,000.

Table of Contents

Each Director also receives a one-time grant of 4,000 stock options upon becoming a Director and for 2008, received an annual grant of restricted shares worth $25,000 at the time of grant. The Restricted Shares are issued at the closing price of the Company s shares on The NASDAQ Stock Market LLC as of the first Tuesday in each January following the date the Company releases its net sales for the critical month of December. That date was selected to afford investors an opportunity to absorb that net sales information and for the Company s share price to reflect the appropriate value attributed to those shares by the investment community. The Directors restricted shares vest on the third anniversary of the date of grant or vest immediately if that person s directorship is terminated because of death, disability, retirement at age 72 or above, or a change of control of the Company.

For 2009, the Committee determined that the Directors attendance fees should not change. However, to show support for the 5% percent compensation reductions taken by the Company s management, the Committee reduced the Director s quarterly retainers by 17% from $7,500 per quarter to $6,250 per quarter (or $25,000 per year). In addition, in lieu of receiving restricted shares worth $25,000, for 2009, the Directors received 7,500 options to purchase the Company s shares at $2.50/share, an exercise price which was approximately two times the Company s share price on The NASDAQ Stock Market LLC on the day of grant. The Committee believed that the option grant, which would have virtually no value unless the share price for the Company s common stock doubled in price, would more closely align the Director s compensation with the needs of the Company s stockholders.

COMPENSATION COMMITTEE REPORT

March 2009

The Compensation Committee, comprised entirely of independent directors, reviewed and discussed the above Compensation Discussion & Analysis with the Company s management. Based on the review and discussions, the Compensation Committee recommended to the Company s Board of Directors that the Compensation Discussion & Analysis be included in these Proxy materials and incorporated by reference into the Annual Report on Form 10-K for the year ended January 31, 2009.

Richard L. Sisisky, Chairman

Ralph Alexander

Alvin R. Carpenter

Martin E. Stein, Jr.

EXECUTIVE COMPENSATION

The Summary Compensation Table summarizes the total compensation for each of the Named Executive Officers for 2008, 2007 and 2006. Compensation was paid to the Named Executive Officers under each of (i) the officers employment contracts; (ii) the Company s short-term and long-term incentive programs; and (iii) the Company s Non-Qualified Deferred Compensation Plan.

Each of the Named Executive Officers has entered into employment agreements with the Company which, among other things, contain the following provisions:

a. Term. The employment agreements are each for an initial period of three (3) years, automatically renewing for additional periods of one (1) year each if not terminated at the end of their then current terms, except that the agreements for James Delfs and Michael Ray are for a period of two (2) years without automatic renewal. The employment agreements may be terminated before the end of their terms by the Company with or without cause or by the Named Executive Officer with or without good reason. When the then current contracts expired for Mr. Delfs and Mr. Ray in 2008, they were renewed for a two (2) year term instead of their prior three (3) year term which the Compensation Committee believed more in keeping with the Company s goals of maintaining flexibility.

b. Responsibilities. The employment agreements outline the responsibilities of each of the Named Executive Officers to devote, among other things, their full business time and attention to the affairs of the Company.

c. Compensation. The employment agreements provide for base compensation to each Named Executive Officer, which compensation is reviewed annually by the Compensation Committee. Bonuses are also paid on an annual incentive bonus program which is formula-driven (see section III of the Compensation Discussion & Analysis) and each officer receives long-term incentive compensation, as appropriate, paid in the form of options and performance shares (see section V of this Compensation Discussion & Analysis). In addition, each Named Executive

Table of Contents

Officer is entitled to participate in the Company s Non-Qualified Deferred Compensation Plan as more fully described below.

d. Effect of Termination. In the event a Named Executive Officer is terminated by the Company for cause or if the Named Executive Officer leaves during the employment term without good reason, then the Company s only obligations to the executive are to pay his or her base salary through the date of termination, and to provide such other benefits as have been vested. A material reduction in a Named Executive Officer s responsibilities may constitute good reason for termination by the Named Executive Officer.

However, if the Named Executive Officer is terminated by the Company without cause, or if he or she terminates his or her employment for good reason, then in addition to payment of base salary through the termination date, the Named Executive Officer is entitled to receive 100% (200% in the case of David H. (Hunt) Hawkins and William A. Moll) of his or her current annual base salary paid out over a continuation period ranging from twelve (12) to twenty-four (24) months following his or her termination. During the continued payment period, he or she also receives continued coverage under the Company s medical, life and disability insurance programs. Finally, if such termination without cause (by the Company) or for good reason (by the executive) occurs within two (2) years following a change of control, then the severance payment is (i) his or her earned but unpaid base salary, if any, up to the termination date, plus (ii) 200% of both his or her current total annual base salary and his or her earned bonus or in some cases, the projected annual incentive compensation (annual cash bonus) calculated as though the Company had achieved its target earnings for the year of termination. When the then current contracts expired in 2008 for Mr. Delfs and Mr. Ray, the renewal contracts provided for a reduction in the compensation due upon termination as described above from two (2) years (200%) to one (1) year (100%) which the Compensation Committee believed to be more in keeping with current executive officer trends.

e. Death and Disability. The employment agreements also provide that in the event of the Named Executive Officer s death, his or her estate shall receive annual base compensation through the end of the month during which the death occurred, plus whatever bonus the Named Executive Officer was entitled to for the year during which the death occurred. Normal payments will also be made for the Named Executive Officer s benefit under the Company s other benefit plans in which he or she was a participant. In the event that termination is a result of permanent disability, such Named Executive Officer may be terminated if he or she does not recover within six (6) months following the onset of the disability, and the executive will receive a pro rata portion of his or her bonus for the year in which the termination occurred, and an additional nine (9) months base compensation following termination, as well as payment of benefits from any of the Company s benefit plans in which the disabled executive was a participant; however, in the event of termination for complete disability of David H. Stovall, Jr., he would be eligible to receive benefits provided to executives under the Company s insured Long-Term Disability benefit in lieu of the nine (9) months salary continuation.

f. Restrictive Covenant. Each executive agrees to maintain all of the Company s trade secrets fully confidential, in perpetuity, and agrees to certain non-competition and non-solicitation provisions in favor of the Company.

g. Internal Revenue Code Section 409A. In each case the employment agreements of the Named Executive Officers contain provisions intended to comply with Internal Revenue Code Section 409A which may have the effect of postponing payments received by the Named Executive Officers following the termination of their employment with the Company.

Table of Contents

The Summary Compensation Table summarizes the compensation paid or accrued by the Company for services rendered during the years indicated to the Company s Chief Executive Officer and Chief Financial Officer and each of the Company s other Named Executive Officers whose compensation (other than non-qualified deferred compensation plan earnings), exceeded $100,000 during the year ended January 31, 2009.

SUMMARY COMPENSATION TABLE

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Name and Principal Position	**Year**	**Salary ($)**	**Bonus ($)**	**Stock Awards ($)(1)**	**Option Awards ($)(2)**	**Non-Equity Incentive Plan Compensation ($)(3)**	**Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)(4)**	**All Other Compensation ($)(5)**	**Total ($)**
David H. Stovall, Jr. President and Chief Executive Officer(6)	2008	$ 125,488	-	-	58,164	-	-	156,957	$ 340,609
Linda M. Farthing Former President and Chief Executive Officer(7)	2008	$ 826,000	-	124,207	3	-	-	153,670	$ 1,103,880
	2007	$ 291,218	-	24,797	526,520	-	-	76,848	$ 919,383
James G. Delfs Senior Vice President, Finance and Chief Financial Officer	2008	$ 353,800	-	79,059	198,993	-	-	139,756	$ 771,608
	2007	$ 353,800	-	42,709	227,057	-	-	132,064	$ 755,630
	2006	$ 349,733	-	41,890	183,982	-	37,896	164,936	$ 778,437
D. Hunt Hawkins Executive Vice President, Chief Administrative Officer	2008	$ 368,750	-	148,193	193,895	-	-	74,367	$ 785,205
	2007	$ 355,000	-	862,196	218,180	-	-	98,140	$ 1,533,516
	2006	$ 330,875	-	576,599	169,954	-	29,379	140,713	$ 1,247,520
William A. Moll Executive Vice President	2008	$ 458,333	-	143,615	167,822	-	-	130,747	$ 900,517
	2007	$ 445,500	-	849,671	193,753	-	-	157,328	$ 1,646,252
	2006	$ 418,104	25,750	562,927	153,292	74,250	18,731	170,134	$ 1,423,188

and Chief Merchandising Officer									
Michael D. Ray									
Senior Vice President,	2008	$ 325,417	-	72,189	177,368	-	-	107,947	$ 682,921
	2007	$ 316,250	-	37,879	201,718	-	-	120,597	$ 676,444
Director of Stores	2006	$ 312,812	-	37,102	171,622	-	26,187	168,094	$ 715,817

(1) The amounts in column (e) reflect the dollar amount recognized for financial statement reporting purposes for each fiscal year indicated, in accordance with FAS 123(R). The dollar amount includes amounts from awards granted during and prior to each fiscal year indicated. The grant date fair value for restricted stock awards expensed in each year was based on the closing price of the Common Stock on the applicable grant dates. Forfeiture estimates have been disregarded in determining the amounts indicated.

(2) The amounts in column (f) reflect the dollar amount recognized for financial statement reporting purposes for each fiscal year indicated, in accordance with FAS 123(R). The dollar amount includes amounts from awards granted during and prior to each fiscal year indicated. Forfeiture estimates have been disregarded in determining the amounts indicated. The grant date fair value of stock options is estimated using the Black-Scholes option pricing model with the expected term for fiscal years 2006, 2007 and 2008 being derived via a lattice model. Prior to fiscal year 2006, the expected term was a direct input, based on estimates, to the Black-Scholes option pricing model. The grant date fair value of stock option awards expensed in 2008 was determined based on the assumptions in the following chart for grants made during each fiscal year indicated:

	Fiscal Years					
Assumptions	**2008**	**2007**	**2006**	**2005**	**2004**	**2003**
Weighted average volatility	58.7%	46.2%	47.2%	50.9%	51.3%	51.7%
Weighted average dividend yield	0.0%	2.1%	1.5%	0.0%	0.0%	0.0%
Weighted average risk-free interest rate	1.5%	4.4%	4.8%	3.8%	3.5%	3.0%
Weighted average expected term	4.1 years	4.8 years	5.2 years	5.0 years	5.0 years	5.0 years

(3) The amounts in column (g) reflect the cash bonus awards to the named individuals under the Company s Short-Term Incentive Plan.

(4) The amounts in column (h) reflect the above-market earnings on the non-tax-qualified deferred compensation for each Named Executive Officer. The preferential earnings are computed by taking the earnings for deferred compensation plans and subtracting a rate of return using 120% of the applicable federal long-term rate (AFR).

(5) The amounts reflected in column (i) are indicated and discussed in detail in the All Other Compensation Table on page 18.

(6) Mr. Stovall s date of hire was December 5, 2008.

(7) Ms. Farthing s date of hire was September 24, 2007 and last day worked was December 12, 2008. Ms. Farthing was compensated through January 31, 2009.

The following table identifies the amount of each item included in the All Other Compensation column in the Summary Compensation Table for the fiscal year 2008.

ALL OTHER COMPENSATION TABLE

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
		Perquisites and Other Personal Benefits	**Premiums Paid Relating To Executive Split-Dollar Plan**	**Company Contributions to 401(k) Plans**	**Company Contributions to Deferred Compensation Plans**	**Relocation Expenses**	**Total**
Name	**Year**	**($)(1)**	**($)**	**($)**	**($)(2)**	**($)**	**($)**
David H. Stovall, Jr.(3)	2008	$ 4,576	1,055	-	-	151,326	$156,957
Linda M. Farthing(4)	2008	$61,685	57,802	-	-	34,183	$153,670
James G. Delfs	2008	$55,490	47,529	4,305	32,432	-	$139,756
D. Hunt Hawkins	2008	$31,059	39,004	4,304	-	-	$ 74,367
William A. Moll	2008	$31,554	52,961	4,228	42,004	-	$130,747
Michael D. Ray	2008	$33,372	70,522	4,053	-	-	$107,947

Table of Contents

(1) No single item exceeds the greater of $25,000 or 10% of the aggregate value of all perquisites and personal benefits received by any of the Named Executive Officers, except for 2008 medical benefit payments not provided to non-executive employees (which includes excess medical, dental & vision payments plus a tax gross up based on these amounts) in the amount of $48,821 for Ms. Farthing and $40,426 for Mr. Delfs. All perquisites and other personal benefits are valued on the basis of the aggregate incremental cost to the Company.
(2) These amounts are included in column (c) of the Non-Qualified Deferred Compensation Table shown on page 22.
(3) Mr. Stovall s date of hire was December 5, 2008.
(4) Ms. Farthing s date of hire was September 24, 2007 and last day worked was December 12, 2008. Ms. Farthing received compensation through January 31, 2009.

The following table shows the Plan-Based awards granted to each Named Executive Officer during the fiscal year ended January 31, 2009.

In each case, except as noted in note (4) below, awards of options are subject to the Company s normal five (5) year vesting schedule. Awards of performance shares are subject to a maximum 20% up or down adjustment in the number of shares to be issued depending on how well the Company performs compared to its peers.

GRANTS OF PLAN-BASED AWARDS FOR FISCAL YEAR ENDED JANUARY 31, 2009

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1)			**Estimated Future Payouts Under Equity Incentive Plan Awards (2)**						
Name	**Grant Date**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	**Threshold (#)**	**Target (#)**	**Maximum (#)**	**All Other Stock Awards: Number of Shares of Stock or Units (#) (3)**	**All Other Option Awards: Number of Securities Underlying Option (#)(4)**	**Exercise or Base Price of Option Awards ($/Sh) (5)**	**Grant Date Fair Value of Stock and Option Awards ($)**
David H. Stovall, Jr.(6)	12/05/08	-	-	-	-	-	-	-	1,000,000	$1.25	$577,000
	01/02/09	-	-	-	-	-	-	-	200,000	$1.28	$119,780
Linda M. Farthing(7)	03/20/08	-	-		-	-	-	65,500	-	-	$375,315
	03/20/08	-	-	-	70,190	98,250	113,370	-	-	-	$562,973
	01/28/09	-	-	-	-	-	-	-	7,500	$1.27	$ 3,186
	N/A	$289,100	$578,200	$1,156,400	-	-	-	-	-	-	N/A
James G. Delfs	03/20/08	-	-	-	-	-	-	16,030	-	-	$ 91,852
	03/20/08	-	-	-	17,180	24,050	27,750	-	-	-	$137,807
	06/02/08	-	-	-	-	-	-	8,000	-	-	$ 44,720
	N/A	$ 80,618	$161,235	$ 322,470	-	-	-	-	-	-	N/A

D. Hunt Hawkins	03/20/08	-	-	-	-	-	-	20,120	-	-	$115,288
	03/20/08	-	-	-	21,560	30,180	34,820	-	-	-	$172,931
	06/02/08	-	-	-	-	-	-	10,000	-	-	$ 55,900
	N/A	$ 92,500	$203,500	$ 407,000	-	-	-	-	-	-	N/A
William A. Moll	03/20/08	-	-	-	-	-	-	24,980	-	-	$143,135
	03/20/08	-	-	-	26,770	37,480	43,240	-	-	-	$214,760
	06/02/08	-	-	-	-	-	-	10,000	-	-	$ 55,900
	N/A	$114,875	$252,725	$ 505,450	-	-	-	-	-	-	N/A
Michael D. Ray	03/20/08	-	-	-	-	-	-	14,780	-	-	$ 84,689
	03/20/08	-	-	-	15,840	22,180	25,590	-	-	-	$127,091
	06/02/08	-	-	-	-	-	-	8,000	-	-	$ 44,720
	N/A	$ 73,406	$146,813	$ 293,625	-	-	-	-	-	-	N/A

(1) The amounts shown in column (c) reflect the minimum annual incentive compensation payment level under the Company s Short-Term Incentive Program while column (d) reflects the target amount and column (e) reflects the maximum amount. These amounts are based on the individual s current salary and position. As indicated in column (g) of the Summary Compensation Table no amounts were paid for 2008.

(2) The amounts shown in column (f) reflect the long-term compensation awards of performance shares which is 71% of the target amount shown in column (g). The amounts shown in column (h) are 115% of the target amount.

(3) The amounts shown in column (i) reflect awards granted in March 2008 to each of the Named Executive Officers pursuant to the Company s Long-Term Incentive Program and a special award grant made in June 2008.

(4) The amounts shown in column (j) reflect options granted to Mr. Stovall per his Option Award Agreements dated December 5, 2008 and January 2, 2009 and options granted in January 2009 to Ms. Farthing in her role as a Director. See the Outstanding Equity Awards at Fiscal Year End Table on page 21 relating to the vesting of these options.

(5) The amount shown represents the closing price of the Company s Common Stock on The NASDAQ Stock Market LLC on the grant date.

(6) Mr. Stovall s date of hire was December 5, 2008.

(7) Ms. Farthing s date of hire was September 24, 2007 and last day worked was December 12, 2008. Ms. Farthing received compensation through January 31, 2009.

Table of Contents

The following table shows the outstanding equity awards for each Named Executive Officer as of the fiscal year ended January 31, 2009.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR ENDED JANUARY 31, 2009

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	**(i)**
		Option Awards				**Stock Awards**		
Name	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable**	**Option Exercise Price ($)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested (#)**	**Market Value of Shares or Units of Stock That Have Not Vested ($)(1)**	**Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)**	