Bridgford®

ANNUAL REPORT 2013

NOTICE OF 2014 ANNUAL MEETING AND PROXY STATEMENT

2013 was a successful year for Bridgford Foods Corporation, as the Company was profitable for the 4th time in the last 5 years. Commodity costs were relatively stable during the year when compared to 2012. Sales during our 2013 fiscal year were $129,003,000, an increase of 1.3% from sales of $127,355,000 in 2012, despite having one less week in the 2013 fiscal year. The Company recorded a net profit of $2,916,000 in 2013, equal to $.32 per share.

SALES AND MARKETING HIGHLIGHTS

The resounding success story among the Company's 2013 marketing efforts has been our Chicago dry sausage and meat snack division, which garnered an impressive 14% sales gain this year on the heels of a 17% gain in 2012. Credit for this achievement is shared by Corporate Vice President Chris Cole, Division Vice President Baron Bridgford II, and Director/Consultant Allan Bridgford Jr., whose combined efforts have solidified our relationships with many of the country's premier retailers. We have continued our emphasis on the fact that Bridgford is "The Premium Brand" for dry sausage and meat snacks, and have added that slogan to virtually all of our packaging for those products. Our Direct Store Delivery (DSD) distribution system achieved a nice increase in its weekly sales average per route again in 2013. Efforts to increase our distribution to convenience stores have continued and are meeting with improved results.

Early in the 2013 fiscal year, the Company entered into an agreement with professional angler Randy Blaukat to represent Bridgford Foods as he competed on the FLW tour. Walmart is a major sponsor of this series of bass fishing tournaments, which are held all over the country, and we are very pleased with the tremendous exposure this partnership has brought to the Bridgford brand and our products. Randy is a true professional and gentleman, and a tremendous representative for our business. In 2014, we will also be sponsoring a second angler, Joe Uribe Jr., who competes primarily in west coast events. These sponsorships are a great way for Bridgford to directly connect with a large segment of the end users of our meat snack products.

Throughout our bread divisions, the emphasis on school business has increased, as the company continues its development of innovative products that keep up with the ever-changing nutritional requirements for school feeding. We have expanded our offerings of products made with White Whole Wheat Flour. These products have the same nutritional attributes as products made with Whole Wheat Flour but are more appealing to students. At our Superior Foods plant in Dallas, we plan to offer a 2-pack of our single serve Monkey Bread to the retail trade in the near future. Bridgford is currently the sole supplier of biscuits to IHOP nationwide.

In the West, Michael Bridgford took charge of the Western Deli operations, as Bruce Bridgford transitioned into the Company's fleet operations management team. The warehouse deli division was shut down, and tweaks to the deli route operations are being made in an effort to return that division to profitability.

OPERATIONS

Overall, commodity costs experienced during 2013 were about level with those experienced in 2012, with lower expenses for pork and beef early in the year offset by higher prices for flour, gasoline and diesel fuel.

Our Chicago division improved both its Beef Jerky and Summer Sausage operations during the year. Under the direction of Baron R.H. Bridgford, President of Bridgford Foods of Illinois, we installed a new packaging machine for beef jerky, greatly increasing our capacity. Bridgford Summer Sausage has reached new levels of popularity, as this item was featured in a number of national chains during the recent holiday season. Production of Bridgford Turkey Jerky commenced during the year, and a delicious Bacon Summer Sausage is in development.

In our frozen food division, we have continued to develop products that fit the Company's "Better For You" program. These products meet healthy nutritional standards as determined by the USDA, while still tasting terrific. While our initial offerings in this category consisted of rolls and biscuits, they now include cinnamon rolls, breadsticks and dough sheets. The target customer for these items was initially K-12 schools, but has now expanded to include healthcare providers, military feeding, and higher education.

Vice President of Manufacturing Joe deAlcuaz continued to lend his expertise to all of our processing operations during 2013. In North Carolina, demand for our innovative shelf-stable sandwiches lagged during the year. This was due primarily to reduced orders from the U.S. Military, though export business was on the upswing as the year ended.

The OSHA enforcement activity experienced by the Company in 2011 and 2012 abated in 2013, and we remain committed to maintaining a safe workplace for all of our associates.

FINANCIAL MATTERS

Our working capital totaled $24,760,000 at November 1, 2013, $549,000 (2.1%) lower than at the beginning of the fiscal year, and our working capital ratio decreased to 2.6 to 1 at November 2, 2012, compared to 2.7 to 1 at November 2, 2012. The decrease in working capital resulted from investments in capital assets and share repurchases partially offset by higher operating cash flows during fiscal year 2013. We repurchased 25,000 shares of the Company's common stock in the amount of $209,000 ($8.36 average price paid per share) during 2013. Projected contributions totaling $1,693,000 were recorded as a current liability related to our defined benefit pension plan at November 1, 2013, and we contributed a total of $1,922,000 toward this plan during the 2013 fiscal year. The defined benefit plan was frozen in the 3rd quarter of 2006 and replaced with a 401(k) defined contribution plan. The Company has been free of interest bearing debt for twenty-seven consecutive years, and we maintain a line of credit with Wells Fargo Bank in the amount of $2,000,000 which expires March 1, 2015.

Shareholders' equity totaled $33,455,000, an increase of $13,311,000 (66.1%) compared to the end of the prior year. Actuarial gains related to our defined benefit plans in the amount of $10,458,000 were the most significant component of this change. This loss resulted from an increase in the Citigroup Pension Liability Index from a discount rate of 3.70% in fiscal year 2012 to 4.65% in fiscal year 2013. This rate is used to compute the present value of our pension obligations. Fiscal 2013 net income increased shareholders' equity by $2,916,000. Approximately 177,000 shares remain available for repurchase under the 2 million share repurchase plan previously authorized by the Board of Directors. Shareholders' equity per share was $3.66 at November 1, 2013 compared to $2.22 at November 2, 2012.

Management assessed the effectiveness of the Company's internal control over financial reporting for the fiscal year ended November 1, 2013. We believe our control systems are effective. Management's Report on Internal Controls over Financial Reporting is included in the Form 10-K report. No significant weaknesses in internal accounting control, to the extent identified, were unresolved at the conclusion of the 2013 fiscal year.

SUMMARY

Bridgford Foods has a lot of positive momentum going into the 2014 fiscal year. As of this writing, the near-term outlook for grain products is better than in recent times. We are excited about the positive relationships we have nurtured with our customers, and we know that one of our advantages is our ability to react quickly to their needs. The strengths of our company are our people and our products, and both are second to none in our industry. We will continue to strive for improvement in every facet of the business in the years ahead, as we recognize that innovation, unparalleled quality, and superior service are imperative for our continued success.On behalf of all of our directors and officers, we once again thank our shareholders, customers, suppliers and co-workers for their support during 2013, and we look forward to reporting positive results again in 2014.

Respectfully,

William L. Bridgford
Chairman

John V. Simmons
President

Raymond F. Lancy
Chief Financial Officer

January 29, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended November 1, 2013

Commission file number: 0-2396

BRIDGFORD FOODS CORPORATION
(Exact name of Registrant as specified in its charter)

California	**95-1778176**
(State of incorporation)	(I.R.S. Employer Identification No.)

1308 North Patt Street
Anaheim, California 92801
(Address of principal executive offices)

(714) 526-5533
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: Common Stock, par value $1.00 per share, the NASDAQ Stock Market LLC.

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark whether the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act. Yes ☐ No ☒

The aggregate market value of voting stock held by non-affiliates of the registrant on April 19, 2013 was $14,807,000.

As of January 13, 2014, there were 9,130,353 shares of common stock outstanding.

Portions of the registrant's Proxy Statement for the registrant's Annual Meeting of Shareholders to be held March 19, 2014 are incorporated by reference into Part III, Items 10-14 of this Annual Report on Form 10-K.

INDEX TO FORM 10K

PART I

Item 1. Business

This Annual Report on Form 10-K contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and Bridgford Foods Corporation intends that such forward-looking statements be subject to the safe harbors created thereby. Readers are cautioned that such statements, which may be identified by words including ""anticipates,'' ""believes,'' ""intends,'' ""estimates,'' ""expects,'' and similar expressions, are only predictions or estimations and are subject to known and unknown risks and uncertainties. These forward-looking statements include, but are not limited to, statements regarding the following: general economic and business conditions; the impact of competitive product and pricing; success of operating initiatives; development and operating costs; advertising and promotional efforts; adverse publicity; acceptance of new product offerings; consumer trial and frequency; changes in business strategy or development plans; availability, terms and deployment of capital; availability of qualified personnel; commodity, labor, and employee benefit costs; changes in, or failure to comply with, government regulations; weather conditions; construction schedules; and other factors referenced in this Report.

The forward-looking statements included herein are based on current expectations that involve a number of risks and uncertainties. These forward-looking statements are based on assumptions regarding our business, which involve judgments with respect to, among other things, future economic and competitive conditions, and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. Although we believe that the assumptions underlying the forward-looking statements are reasonable, actual results may differ materially from those set forth in the forward-looking statements. In light of the significant uncertainties inherent in the forward-looking information included herein, the inclusion of such information should not be regarded as representation by us or any other person that the objectives or plans of our company will be achieved. The forward-looking statements contained herein speak as of the date of this Report and we undertake no obligation to update such statements after the date hereof.

Background of Business

Bridgford Foods Corporation (collectively with its subsidiaries, "Bridgford", the "Company", "we", "our"), a California corporation, was organized in 1952. We originally began operations in 1932 as a retail meat market in San Diego, California and evolved into a meat wholesaler for hotels and restaurants, a distributor of frozen food products, a processor and packer of meat, and a manufacturer and distributor of frozen food products for sale on a retail and wholesale basis. For more than the past five years we and our subsidiaries have been primarily engaged in the manufacturing, marketing and distribution of an extensive line of frozen, refrigerated, and snack food products throughout the United States. Bridgford Foods Corporation has not been involved in any bankruptcy, receivership, or similar proceedings since inception nor have we been party to any merger, acquisition, etc. or acquired or disposed of any material amounts of assets during the past five years. Substantially all of our assets have been acquired in the ordinary course of business. We have had no significant change in the type of products produced or distributed, nor in the markets we serve.

Description of Business

Bridgford Foods Corporation operates in two business segments - the processing and distribution of frozen products and the processing and distribution of refrigerated and snack food products. For information regarding the separate financial performance of the business segments refer to Note 7 of the Notes to the Consolidated Financial Statements included in this Annual Report on Form 10-K.

The following table shows sales, as a percentage of consolidated sales, for each of these segments for each of the last two fiscal years:

	2013	2012
Frozen Food Products	40%	44%
Refrigerated and Snack Food Products	60%	56%
	100%	100%

We manufacture and distribute an extensive line of food products, including biscuits, bread dough items, roll dough items, dry sausage products, beef jerky, and a variety of sandwiches and sliced luncheon meats. The products we purchase for resale include a variety of cheeses, salads, party dips, Mexican foods, pastries, and other delicatessen type food products.

	2013	2012
Products manufactured, processed or packaged by Bridgford	93%	91%
Products manufactured or processed by third parties for distribution	7%	9%
	100%	100%

Although we have recently introduced several new products, most of these products have not contributed significantly to our revenue growth for the fiscal year. Our sales are not subject to material seasonal variations. Historically we have been able to respond quickly to the receipt of orders and, accordingly, do not maintain a significant sales backlog. Bridgford Foods Corporation and its industry generally have no unusual demands or restrictions on working capital items. During the last fiscal year we did not enter into any new markets or any significant contractual or other material relationships.

Availability of SEC Filings and Code of Conduct on Internet Website

We maintain an Internet website at http://www.bridgford.com. Available on this website, free of charge, are annual reports on Form 10-K, quarterly reports on Form 10-Q, and reports filed under Section 16 of the Securities Exchange Act of 1934 which we file with the Securities and Exchange Commission. Our Code of Conduct is also available on the website.

Product Distribution Methods

Our products are delivered to customers using several distinct distribution channels. The distribution channel utilized is dependent upon the needs of our customers, the most efficient proximity to the delivery point, trade customs, operating segment as well as product type, life and stability. Among our customers are many of the country's largest broadline and specialty food service distributors. These and other large end purchasers occasionally go through extensive qualification procedures and our manufacturing capabilities are subjected to thorough review by the end purchasers prior to our approval as a vendor. Large end purchasers typically select suppliers that can consistently meet increased volume requirements on a national basis during peak promotional periods. We believe that our manufacturing flexibility, national presence, and long-standing customer relationships should allow us to compete effectively with other manufacturers seeking to provide similar products to our current large food service end purchasers, although no assurances can be given.

The factors that contribute to higher or lower margins generated from each method of distribution depend upon the accepted selling price, level of involvement by our employees in setting up and maintaining displays, distance traveled and fuel consumed by our company-owned fleet as well as freight and shipping costs depending on the distance the product travels to the delivery point. Management is continually evaluating the profitability of product delivery methods, analyzing alternate methods and weighing economic inputs to determine the most efficient and cost effective method of delivery to fulfill the needs of our customers.

Major Product Classes

Frozen Food Products

Our frozen food division serves both food service and retail customers. Approximately 160 unique frozen food products are sold through wholesalers, cooperatives, and distributors to approximately 21,000 retail outlets and 22,500 restaurants and institutions.

Frozen Food Products – Food Service Customers

The food service industry is composed of establishments that serve food outside the home and includes restaurants, the food operations of health care providers, schools, hotels, resorts, corporations, and other traditional and non-traditional food service outlets. Growth in this industry has been driven by the increase in away-from-home meal preparation, which has accompanied the expanding number of both dual income and single-parent households. Another trend within the food service industry is the growth in the number of non-traditional food service outlets such as convenience stores, retail stores, and supermarkets. These non-traditional locations often lack extensive cooking, storage, or preparation facilities resulting in a need for pre-cooked and prepared foods similar to those we provide. The expansion in the food service industry has also been accompanied by the continued consolidation and growth of broadline and specialty food service distributors, many of which are long-standing customers.

Frozen Food Products – Retail Customers

The majority of our existing and targeted retail customers are involved in the resale of branded and private label packaged foods. The same trends which have contributed to the increase in away-from-home meal preparation have also fueled the growth in easy to prepare, microwaveable frozen and refrigerated convenience foods. Among the fastest growing segments is the frozen and refrigerated hand-held foods market. This growth has been driven by improved product quality and variety and the increasing need for inexpensive and healthy food items that require minimal preparation. Despite rapid growth, many categories of frozen and refrigerated hand-held foods have achieved minimal household penetration. We believe we have been successful in establishing and maintaining supply relationships with certain selected leading retailers in this market.

Frozen Food Products – Sales and Marketing

Our frozen food business covers the United States and Canada. Products produced by the Frozen Food Products segment are generally supplied to food service and retail distributors who take title to the product upon shipment receipt through company leased long-haul vehicles. In addition to regional sales managers, we maintain a network of independent food service and retail brokers covering most of the United States as well as Canada. Brokers are compensated on a commission basis. We believe that our broker relationships, in close cooperation with our regional sales managers, are a valuable asset providing significant new product and customer opportunities. Regional sales managers perform several significant functions for us, including identifying and developing new business opportunities and providing customer service and support to our distributors and end purchasers through the effective use of our broker network.

Our annual advertising expenditures are directed towards retail and institutional customers. These customers participate in various special promotional and marketing programs and direct advertising allowances we sponsor. We also invest in general consumer advertising in various newspapers and periodicals including free standing inserts and coupons to advertise in major markets. We direct advertising toward food service customers with campaigns in major industry publications and through our participation in trade shows throughout the United States.

Refrigerated and Snack Food Products

Our refrigerated and snack food products division sells approximately 260 different items through customer owned distribution centers and a direct store delivery network serving approximately 19,000 supermarkets, mass merchandise and convenience retail stores located in 49 states and Canada.

Products produced or distributed by the Refrigerated and Snack Food segment are supplied to customers through either direct delivery to customer warehouses, direct-store-delivery to retail locations or through redistributors. Product delivered to a customer warehouse is then distributed to the store and stocked by the customer where it is then resold to the end consumer. Product delivered using the company-owned fleet direct to the store is considered a direct-store-delivery. In this case, we provide the service of setting up and maintaining the display and stocking our products. In 2008, we began selling products to independent third-party distributors (also known as redistributors) who deliver a broad range of products to large chain stores, including Wal-Mart, in remote geographic areas of the country. We reduced product distribution through independent third-party distributors (redistributors) in the latter part of fiscal 2012 in favor of utilizing customer managed warehouse distribution centers to lower distribution cost. Approximately 900 customers were served in the third twelve weeks of fiscal year 2012 using this distribution method and the Company fully discontinued redistributor arrangements in the last quarter of fiscal 2012.

Refrigerated and Snack Food Products — Customers

Our customers are comprised of large retail chains and smaller “independent” operators. This part of our business is highly competitive. Proper placement of our product lines is critical to selling success since most items could be considered “impulse” items which are often consumed shortly after purchase. Our ability to sell successfully to this distribution channel depends on aggressive marketing and maintaining relationships with key buyers.

Refrigerated and Snack Food Products — Sales and Marketing

Our direct store delivery network consists of two separate divisions, refrigerated and non-refrigerated snack food products. Refrigerated snack food products are distributed through eight different regions located in the southwest, primarily operating in California, Arizona, and Nevada. Non-refrigerated snack food products are distributed across the United States and Canada. Regional sales managers perform several significant functions including identifying and developing new business opportunities and providing customer service and support to our customers. We also utilize the services of brokers, where appropriate, to support efficient product distribution and customer satisfaction.

Product Planning and Research and Development

We continually monitor the consumer acceptance of each product within our extensive product line. Individual products are regularly added to and deleted from our product line. Historically, the addition or deletion of any individual product has not had a material effect on our operations in the current fiscal year. We believe that a key factor in the success of our products is our system of carefully targeted research and testing of our products to ensure high quality and that each product matches an identified market opportunity. The emphasis in new product introductions in the past several years has been in single service items. We are constantly searching to develop new products to complement our existing product lines and improve processing techniques and formulas. We utilize an in-house test kitchen and consultants to research and experiment with unique food preparation methods, improve quality control and analyze new ingredient mixtures.

Competition

Our products are sold under highly competitive conditions. All food products can be considered competitive with other food products, but we consider our principal competitors to include national, regional and local producers and distributors of refrigerated, frozen and snack food products. Several of our competitors include large companies with substantially greater financial and marketing resources than ours. Existing competitors may broaden their product lines and potential competitors may enter or increase their focus on our market, resulting in greater competition for us. We believe that our products compete favorably with those of our competitors. Such competitors' products compete against ours for retail shelf space, institutional distribution and customer preference.

Effect of Government Regulations

Our operations are subject to extensive inspection and regulation by the United States Department of Agriculture (the "USDA"), the Food and Drug Administration (the "FDA"), and by other federal, state, and local authorities regarding the processing, packaging, storage, transportation, distribution, and labeling of products that we manufacture, produce and process. Our processing facilities and products are subject to continuous inspection by the USDA and/or other federal, state, and local authorities. The USDA has issued strict regulations concerning the control of listeria monocytogenes in ready-to-eat meat and poultry products and contamination by food borne pathogens such as E. coli and salmonella, and implemented a system of regulation known as the Hazard Analysis Critical Control Points ("HACCP") program. The HACCP program requires all meat and poultry processing plants to develop and implement sanitary operating procedures and other program requirements. We believe that we are currently in compliance with governmental laws and regulations and that we maintain the necessary permits and licenses relating to our meat operations.

The U.S. Occupational Safety and Health Administration ("OSHA") oversees safety compliance and establishes certain employer responsibilities to help "assure safe and healthful working conditions" and keep the workplace free of recognized hazards or practices likely to cause death or serious injury. Failure to comply with regulations of OSHA could adversely affect our results of operations. The Company was subjected to significant enforcement actions by OSHA during fiscal year 2011, despite what we consider an excellent compliance and safety record. We have taken advantage of the focus on this area to improve our existing programs and organizational structure with regard to safety, which will benefit the Company's ongoing safety programs. OSHA penalties were resolved favorably during fiscal 2012 resulting in lower cost to the Company than previously estimated resulting in a net gain of $41,000. We reversed the remaining accrual in fiscal 2013 resulting in a net gain of $25,000. No unpaid OSHA penalties remain as of November 1, 2013.

To date, federal, state, and local environmental laws and regulations, including those relating to the discharge of materials into the environment, have not had a material effect on our business.

Importance of Key Customers

Sales to Wal-Mart® comprised 19.6% of revenues in fiscal 2013 and 17.0% of total accounts receivable was due from Wal-Mart® at November 1, 2013. Sales to Dollar General® comprised 9.9% revenues for fiscal year 2013 and 20.7% of total accounts receivable was due from Dollar General at November 1, 2013. Sales to Wal-Mart® comprised 16.3% of revenues in fiscal 2012 and 19.7% of total accounts receivable was due from Wal-Mart® at November 2, 2012.

Sources and Availability of Raw Materials

We purchase large quantities of pork, beef, and flour. These ingredients are generally available from a number of different suppliers although the availability of these ingredients is subject to seasonal variation. We build ingredient inventories to take advantage of downward trends in seasonal prices or anticipated supply limitations.

Most flour purchases are made at market price without contracts. The Company also purchases bulk flour under short-term fixed price contracts at current market prices. The contracts are usually effective for a month or less and are not material to our operations. These contracts are settled within a month's time and no significant contracts remain open at the close of the reporting period. We monitor and manage our ingredient costs to help negate volatile daily swings in market prices when possible. The Company does not participate in the commodity futures market or hedging to limit commodity exposure.

Employees

We had 539 employees at November 1, 2013, approximately 47% of whose employment relationship is governed by collective bargaining agreements. These agreements currently expire between March 2014 and March 2017. We believe that our relationship with all of our employees is favorable and contracts will be settled favorably.

Executive Officers of the Registrant

The names, ages, and positions of all our executive officers as of January 13, 2014 are listed below. Messrs. Hugh Wm. Bridgford and Allan L. Bridgford are brothers. William L. Bridgford is the son of Hugh Wm. Bridgford and the nephew of Allan L. Bridgford. Officers are normally appointed annually by the board of directors at their meeting immediately following the annual meeting of shareholders. Three executive officers are full-time employees of our company, Allan L. Bridgford and Hugh Wm Bridgford work 60% of full time.

Name	Age	Position(s) with our company
Allan L. Bridgford	78	Vice President and member of the Executive Committee
Hugh Wm. Bridgford	82	Vice President and Chairman of the Executive Committee
William L. Bridgford	59	Chairman and member of the Executive Committee
John V. Simmons	58	President and member of the Executive Committee
Raymond F. Lancy	60	Chief Financial Officer, Executive Vice President, Treasurer and member of the Executive Committee

Item 1A. Risk Factors

In addition to the other matters set forth in this Annual Report on Form 10-K, the continuing operations and the price of our common stock are subject to the following risks, each of which could materially adversely affect our business, financial condition, and results of operations. The risks described below are only the risks that we currently believe are material to our business. However, additional risks not presently known, or risks that are currently believed to be immaterial, may also impair our business operations.

We are subject to general risks in the food industry, including, among other things, risk relating to changes in consumer preferences and product continuation as well as general economic conditions, any of which risks, if realized, could negatively impact our operating results and financial position.

The food industry, and the markets within the food industry in which we compete, are subject to various risks, including the following: evolving consumer preferences, nutritional and health-related concerns, federal, state and local food inspection and processing controls, consumer product liability claims, risks of product tampering, and the availability and expense of liability insurance. The meat and poultry industries are subject to scrutiny due to the association of meat and poultry products with recent outbreaks of illness, and on rare occasions even death, caused by food borne pathogens. Product recalls are sometimes required in the food industry to withdraw contaminated or mislabeled products from the market. Additionally, the failure to identify and react appropriately to changes in consumer trends, demands and preferences could lead to, among other things, reduced demand and price reduction for our products. Further, we may be adversely affected by changes in domestic or foreign economic conditions, including inflation or deflation, interest rates, availability of capital markets, consumer spending rates, and energy availability and costs (including fuel surcharges). These and other general risks related to the food industry, if realized by us, could have a significant adverse effect on demand for our products, as well as the costs and availability of raw materials, ingredients and packaging materials, thereby negatively affecting our operating results and financial position.

Fluctuations in the prices that we pay for raw materials could negatively impact our financial results.

We purchase large quantities of commodity pork, beef, and flour. Historically, market prices for products we process have fluctuated in response to a number of factors, including changes in the United States government farm support programs, changes in international agricultural and trading policies, weather, and other conditions during the growing and harvesting seasons. Our operating results are heavily dependent upon the prices paid for raw materials. The marketing of our value-added products does not lend itself to instantaneous changes in selling prices. Changes in selling prices are relatively infrequent and do not compare with the volatility of commodity markets. While fluctuations in significant cost structure components, such as ingredient commodities and fuel prices, have had a significant impact on profitability over the last three years, the impact of general price inflation on our financial position and results of operations has not been significant. Future volatility of general price inflation or deflation and raw material cost and availability could adversely affect our financial results.

We are subject to extensive government regulations and a failure to comply with such regulations could negatively impact our financial results.

Our operations are subject to extensive inspection and regulation by the United States Department of Agriculture (the "USDA"), the Food and Drug Administration (the "FDA"), and by other federal, state, and local authorities regarding the processing, packaging, storage, transportation, distribution, and labeling of products that are manufactured, produced and processed by us. Our processing facilities and products are subject to continuous inspection by the USDA and/or other federal, state, and local authorities. The USDA has issued strict policies concerning the control of listeria monocytogenes in ready-to-eat meat and poultry products and contamination by food borne pathogens such as E. coli and salmonella, and established a system of regulation known as the Hazard Analysis Critical Control Points ("HACCP") program. The HACCP program requires all meat and poultry processing plants to develop and implement sanitary operating procedures and other program requirements. We believe that we are currently in compliance with governmental laws and regulations and that we maintain necessary permits and licenses relating to our meat operations.

A failure to obtain or a loss of necessary permits and licenses could delay or prevent us from meeting current product demand and could adversely affect our operating performance. Furthermore, we are routinely subject to new or modified laws, regulations and accounting standards. If found to be out of compliance with applicable laws and regulations in these or other areas, we could be subject to civil remedies, including fines, injunctions, recalls, or asset seizures, as well as potential criminal sanctions, any of which could have a significant adverse effect on our financial results.

We depend on our key management, the loss of which could negatively impact our operations.

Our executive officers and certain other key employees have been primarily responsible for the development and expansion of our business, and the loss of the services of one or more of these individuals could adversely affect us. Our success will be dependent in part upon our continued ability to recruit, motivate, and retain qualified personnel. We can not assure that we will be successful in this regard. We have no employment or non-competition agreements with key personnel.

We depend on our major customers and any loss of such customers could have a negative impact on our profitability.

We could suffer significant reductions in revenues and operating income if we lost one or more of our largest customers, including Wal-Mart®, which accounted for 19.6% of sales in fiscal year 2013. Many of our customers, such as supermarkets, warehouse clubs, and food distributors have consolidated in recent years. Such consolidation has produced large, sophisticated customers with increased buying power who are more capable of operating with reduced inventories while demanding lower pricing and increased promotional programs. These customers also may use their shelf space for their own private label products. Failure to respond to these trends could reduce our volume and cause us to lower prices or increase promotional spending for our product lines which could adversely affect our profitability.

With more than 80% concentration of beneficial ownership of our stock held by the Bridgford family, there are risks that they can exert significant influence or control over our corporate matters.

Members of the Bridgford family beneficially own, in the aggregate, more than 80% of our outstanding stock. In addition, three members of the Bridgford family serve on the Board of Directors. As a result, members of the Bridgford family have the ability to exert substantial influence or actual control over our management and affairs and over substantially all matters requiring action by our shareholders, including amendments to by-laws, election and removal of directors, any proposed merger, consolidation or sale of all or substantially all of our assets and other corporate transactions. This concentration of ownership may also delay or prevent a change in control otherwise favored by our other shareholders and could depress our stock price. Additionally, as a result of the Bridgford family's significant ownership of the outstanding voting stock, we have relied on the "controlled company" exemption from certain corporate governance requirements of the NASDAQ stock market. Therefore, among other things, we have elected not to implement the rule that provides for a nominating committee to identify and recommend nominees to the Board of Directors and have instead elected to have the full Board of Directors perform such function. Additionally, pursuant to this exemption, our compensation committee, which is made up of independent directors, does not have sole authority to determine the compensation of our executive officers, including our Chairman of the Board.

Item 1B. Unresolved Staff Comments

Not applicable.

Item 2. Properties

We own the following properties:

Property Location	Building Square Footage	Acreage
Anaheim, California ***	100,000	5.0
Modesto, California **	0	0.3
Dallas, Texas *	94,000	4.0
Dallas, Texas *	30,000	2.0
Dallas, Texas *	16,000	1.0
Dallas, Texas *	3,200	1.5
Statesville, North Carolina *	42,000	8.0
Chicago, Illinois **	156,000	1.5

* - property used by Frozen Food Products Segment

** - property used by Refrigerated and Snack Food Segment

***- property used by both Frozen Food Products and Refrigerated and Snack Food Segments

We generally fully utilize the foregoing properties for processing, warehousing, distributing and administrative purposes. The Company also leases warehouse and/or office facilities throughout the United States and Canada through month-to-month rental agreements. We believe that our properties are generally adequate to satisfy our foreseeable needs. Additional properties may be acquired and/or plants expanded if favorable opportunities and conditions arise.

Item 3. Legal Proceedings

No material legal proceedings were pending against us at November 1, 2013 or as of the date of filing of this Annual Report on Form 10-K. We are likely to be subject to claims arising from time to time in the ordinary course of our business. In certain of such actions, plaintiffs may request punitive or other damages that may not be covered by insurance and, accordingly, no assurance can be given with respect to the ultimate outcome of any such possible future claims or litigation or their effect on us. Any adverse litigation trends and outcomes could significantly and negatively affect our financial results.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Common Stock and Dividend Data

Our common stock is traded in the national over-the-counter market and is authorized for quotation on the Nasdaq Global Market under the symbol "BRID". The following table reflects the high and low closing sale prices reported by Nasdaq as well as cash dividends paid for each of the last eight fiscal quarters.

Fiscal Year 2013	High	Low	Cash Dividends Paid
First Quarter	$ 7.10	$ 6.46	$ 0.05
Second Quarter	$ 8.65	$ 6.50	$ 0.00
Third Quarter	$ 8.25	$ 7.04	$ 0.00
Fourth Quarter	$ 12.39	$ 7.31	$ 0.00

Fiscal Year 2012	High	Low	Cash Dividends Paid
First Quarter	$ 10.04	$ 8.23	$ 0.00
Second Quarter	$ 11.16	$ 8.00	$ 0.00
Third Quarter	$ 9.71	$ 7.61	$ 0.00
Fourth Quarter	$ 8.41	$ 6.08	$ 0.00

On November 12, 2012, Bridgford Foods Corporation issued a press release announcing that its Board of Directors had approved a one-time cash dividend of $0.05 per share of common stock which was distributed on December 24, 2012 to shareholders of record on November 27, 2012.

On January 13, 2014, the closing sale price for our common stock on the Nasdaq Global Market was $10.12 per share. As of January 13, 2014, there were 868 shareholders of record in our common stock.

The payment of any future dividends will be at the discretion of our Board of Directors and will depend upon future earnings, financial requirements, and other factors.

Unregistered Sales of Equity Securities

During the period covered by this Report we did not sell or issue any equity securities that were not registered under the Securities Act of 1933, as amended.

Repurchases of Equity Securities by the Issuer

During fiscal year 2013, we repurchased an aggregate of 24,386 shares of our common stock for $208,000 pursuant to our repurchase plan previously authorized by the Board of Directors. The following table provides information regarding our repurchases of common stock in each of the four periods comprising the fourth quarter of fiscal year 2013.

Period (1)	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs (2)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (2)
July 13, 2013 - August 9, 2013	1,786	$ 7.52	1,786	192,095
August 10, 2013 - September 6, 2013	3,364	8.92	3,364	188,731
September 7, 2013 – October 4, 2013	9,795	9.24	9,795	178,936
October 5, 2013 - November 1, 2013	1,548	9.95	1,548	177,388
Total	16,493	$ 9.05	16,493	

(1) The periods shown are our fiscal periods during the sixteen-week quarter ended November 1, 2013.

(2) All repurchases reflected in the foregoing table were made on the open market. Our stock repurchase program was approved by the Board of Directors in November 1999 (1,500,000 shares authorized, disclosed in a Form 10-K filed on January 26, 2000) and was expanded in June 2005 (500,000 additional shares authorized, disclosed in a press release and Form 8-K filed on June 17, 2005). Under the stock repurchase program, we are authorized, at the discretion of management and the Board of Directors, to purchase up to an aggregate of 2,000,000 shares of our common stock on the open market. Our Stock Purchase Plan (“Purchase Plan”) is administered by Citigroup Global Markets Inc. (“CGM”) for purchase of shares of common stock (“Stock”) issued by us in compliance with the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934 (“Exchange Act”). Commencing on October 15, 2013 and continuing through and including October 14, 2014, CGM shall act as our exclusive agent to purchase Stock under the Purchase Plan. This Purchase Plan supplements any purchases of stock by us “outside” of the Purchase Plan, which may occur from time to time, in open market transactions pursuant to Rule 10b-18 of the Exchange Act. The daily purchase quantity is defined as a number of shares up to, but not to exceed, each day’s applicable Rule 10b-18 maximum volume limit (i.e. 25% of the prior four calendar weeks’ average daily trading volume); however, once per week a block of stock may be purchased that exceeds the Rule 10b-18 average daily trading volume condition, provided that no other Purchase Plan purchases are made on any day on which such a block is purchased. As of November 1, 2013, the total maximum number of shares that may be purchased under the Purchase Plan is 177,388 at a purchase price not to exceed $10.00 per share for a total maximum aggregate price (exclusive of commission) of $1,773,880.

Item 6. Selected Financial Data

Not applicable to smaller reporting company.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

For a complete understanding, this Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Consolidated Financial Statements and Notes to the Consolidated Financial Statements contained in this Report.

Certain statements under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Report constitute "forward-looking statements" within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934. Such forward-looking statements involve known and unknown risks, uncertainties, and other factors which may cause the actual results, performance or achievements of Bridgford Foods Corporation to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following: general economic and business conditions; the impact of competitive products and pricing; success of operating initiatives; development and operating costs; advertising and promotional efforts; adverse publicity; acceptance of new product offerings; consumer trial and frequency; changes in business strategy or development plans; availability, terms and deployment of capital; availability of qualified personnel; commodity, labor, and employee benefit costs; changes in, or failure to comply with, government regulations; weather conditions; construction schedules; and other factors referenced in this Report.

Results of Operations (in thousands except percentages)

Fiscal Year Ended November 1, 2013 (52 weeks) Compared to Fiscal Year Ended November 2, 2012 (53 weeks)

Net Sales-Consolidated

Net sales in fiscal 2013 increased $1,648 (1.3%) when compared to the prior year. The changes in net sales were comprised as follows:

Impact on Net Sales - Consolidated		
Selling price per pound	4.4%	$ 6,183
Unit volume in pounds	-2.6%	(3,555)
Returns activity	0.1%	75
Promotional activity	-0.6%	(1,055)
Increase in net sales	1.3%	$ 1,648

Overall, the increase in selling price per pound in fiscal 2013 primarily relates to net favorable product mix changes as discussed in the segment analysis below. Unit sales volume in pounds increased in the Refrigerated and Snack Food Products segment offset by a decrease in the Frozen Food Products segment. Returns activity remained flat compared to fiscal year 2012. Promotional spending increased compared to the prior year on consolidated basis.

Net Sales-Frozen Food Products Segment

Net sales in the Frozen Food Products segment in fiscal 2013 decreased $3,986 (7.2%) compared to the prior year. The changes in net sales were comprised as follows:

Impact on Net Sales - Frozen Food Products Segment		
Selling price per pound	3.0%	$ 1,839
Unit volume in pounds	-8.5%	(5,244)
Returns activity	0.3%	170
Promotional activity	-2.0%	(751)
Decrease in net sales	-7.2%	$ (3,986)

The increase in selling price per pound in fiscal 2013 primarily relates to a price increase of approximately 3.0% implemented in the second quarter of fiscal year 2013. The decrease in unit volume in pounds in the fifty-two weeks of fiscal 2013 primarily relates to unfavorable product mix changes and lower demand for certain retail products. Returns decreased slightly compared to the same period in fiscal 2012. Higher promotional activity compared to fiscal year 2012 also contributed to the decrease in net sales.

Net Sales-Refrigerated and Snack Food Products Segment

Net sales, excluding intersegment sales, in the Refrigerated and Snack Food Products segment in fiscal 2013 increased $5,634 (7.8%) compared to the prior year. The changes in net sales were comprised as follows:

Impact on Net Sales - Refrigerated and Snack Food Products Segment		
Selling price per pound	5.6%	$ 4,344
Unit volume in pounds	2.2%	1,689
Returns activity	0.2%	(95)
Promotional activity	-0.2%	(304)
Increase in net sales	7.8%	$ 5,634

Selling prices per pound increased primarily as a result of high unit volume in the Company's beef based jerky products. Increased volume was also achieved for pork based items which sell at lower per pound amounts. Returns and promotional activity changes were insignificant and offset each other as a percentage of sales.

Cost of Products Sold and Gross Margin-Consolidated

Cost of products sold in fiscal 2013 increased $507 (0.6%) compared to the prior year. Changes in unit sales volumes and commodity costs are described in the segment analysis below and were the primary contributing factors to the increase in cost of products sold. The gross margin increased to 35.2% in fiscal year 2013 compared to 34.8% in fiscal year 2012.

Cost of Products Sold and Gross Margin–Frozen Food Products Segment

Cost of products sold in the Frozen Food Products segment in fiscal 2013 decreased $1,665 (4.9%) compared to the prior year primarily as result of lower sales volume. The cost of purchased flour increased approximately $232 in fiscal 2013 compared to the prior year, partially offsetting the decrease. The gross margin in the Frozen Food Products segment decreased from 38.5% in fiscal 2012 to 37.0% in fiscal 2013 due to higher commodity costs and unfavorable product mix changes.

Cost of Products Sold and Gross Margin–Refrigerated and Snack Food Products Segment

Cost of products sold in the Refrigerated and Snack Food Products segment increased by $2,204 (4.4%) during the 2013 fiscal year compared to the prior year consistent with the increase in sales. The cost of significant commodities decreased approximately $1,548 during fiscal 2013 compared to the prior year. The gross margin earned in this segment increased from 31.9% to 34.1% due primarily to lower meat commodity costs and to a lesser extent favorable product mix changes.

Selling, General and Administrative Expenses-Consolidated

Selling, general and administrative expenses ("SG&A") in fiscal 2013 increased $2,072 (5.1%) when compared to the prior year. The increase in this category did not directly correspond to the change in sales.

The table below summarizes the primary expense variances in this category:

	52 weeks Ended November 1, 2013	53 Weeks Ended November 2, 2012	Expense/Loss Increase (Decrease)
Depreciation	$ 1,475	$ 1,055	$ 420
Pension cost	1,373	969	404
Workers' compensation	1,040	649	391
Wages and bonus	15,661	15,306	355
Outside storage	464	116	348
Outside consultants	1,380	1,670	(290)
Other income and expense	(153)	(439)	286
Healthcare cost	2,121	1,885	236
Computer maintenance	608	391	217
Product advertising	6,723	6,919	(196)
Other SG&A	11,660	11,759	(99)
Total	$ 42,352	$ 40,280	$ 2,072

The increase in depreciation is primarily related to replacement of delivery fleet vehicles. The net periodic benefit cost of the defined benefit pension plan increased due to an unfavorable change in the pension discount rate at the end of the prior fiscal year. The Company's workers' compensation expense increased in fiscal 2013 as a result of unfavorable claim trends compared to the prior year. Higher sales increased sales commission labor. Sales group head count also increased to support expanded direct store delivery distribution in areas previously served through customer warehouse distribution centers. The combination of these factors increased wages and bonus. Outside storage increased primarily as a result of higher inventory quantities needed to service large volume warehouse customers. The decrease in outside consultants related to lower legal fees incurred in 2013. Significant fees were incurred as a result of the negotiated settlement of OSHA citations in the prior fiscal year 2012. The Company recorded, in other income, one-time recoveries related to substandard packaging film from a supplier in the comparative period. The Company's healthcare cost was higher due to unfavorable claim trends compared to fiscal 2012. Computer maintenance increased primarily due to the implementation of a promotional tracking and settlement system during June of the prior fiscal year. Product advertising decreased primarily as a result of lower frozen food sales compared to the prior period and changes in the nature of promotional programs utilized by the Company. None of the changes individually or as a group of expenses in "Other SG&A" were significant enough in value to merit separate disclosure. The major components comprising the decrease of "Other SG&A" were lower fuel and repairs-and-maintenance spending.

Selling, General and Administrative Expenses-Frozen Food Products Segment

SG&A expenses in the Frozen Food Products segment decreased by $703 (4.1%) in fiscal year 2013 compared to the prior fiscal year. Decreases in this category were caused by lower profit sharing expenses and promotional spending partially offset by increased indirect expenses for a promotional tracking and settlement system and increased workers' compensation costs.

Selling, General and Administrative Expenses-Refrigerated and Snack Food Products Segment

SG&A expenses in the Refrigerated and Snack Food Products segment increased by $2,875 (12.6%) in fiscal year 2013 compared to the prior fiscal year. The increase in SG&A expenses resulted from higher sales and profitability levels which increased sales commission labor and profit sharing bonus accruals. Head count also increased to support expanded direct store delivery distribution in areas previously served through customer warehouse distribution centers. The combination of these factors increased wages and bonus. Higher workers' compensation, outside storage and pension costs also contributed to the increase in SG&A.

Income Taxes

The effective income tax rate was 5.5% and 9.1% in fiscal years 2013 and 2012, respectively. In fiscal year 2013, the effective income tax rate differed from the applicable mixed statutory rate of approximately 39.6% primarily due to recording a full valuation allowance of $1,214 (refer to Note 4 of Notes to the Consolidated Financial Statements) on our deferred tax assets. The 2013 provision for taxes on income of $169 consists of minimum federal and state income taxes.

The Company policy outlines measurable objective criteria that must be met before a release of the valuation allowance will occur. The three criteria set forth in the policy must all be satisfied before the valuation allowance can be reversed. The criteria are as follows: first, the Company's available federal tax net operating loss ("NOL") must be zero; second, the prior thirty-six month cumulative book basis pre-tax income (loss), after considering "one-time" events, is positive; third, the Company considers its outlook of near term continued profitable operations and assesses any material negative and positive trends or events on the immediate horizon. As of November 1, 2013, the Company (1) has a federal tax NOL of $1,394, (2) has positive thirty-six month cumulative book income and (3) commodity costs are trending higher in the fourth quarter of fiscal 2013 which creates uncertainty about the Company's ability to generate future earnings. Only the second criterion has been satisfied, therefore, the Company will maintain a full valuation allowance against its deferred tax assets as of November 1, 2013.

Due to the degree of judgment involved, actual taxable income could differ materially from management's estimates, or the timing of taxable income could be such that the net operating losses could expire prior to their utilization. Management could determine in the future that the assets are realizable, materially increasing net income in one or many periods. Following recognition, management could reinstate a full valuation allowance should operating performance decline.

Liquidity and Capital Resources (in thousands except share amounts)

The principal source of our operating cash flow is cash receipts from the sale of our products, net of costs to manufacture, store, market and deliver to customers. We have remained free of bank debt for the past twenty-seven years and we fund our operations from cash balances and cash flow generated from operations. We normally expect positive operating cash flows in the first quarter of our fiscal year from the liquidation of inventory and accounts receivable balances related to holiday season sales. We typically build inventories in the third quarter for anticipated holiday season sales that occur in the fourth and first quarters. Anticipated commodity price trends may also affect cash balances. Certain commodities may be purchased in advance of our immediate needs to lower the ultimate cost of processing.

Cash flows from operating activities:

	2013 (52 Weeks)	2012 (53 Weeks)
Net income	$ 2,916	$ 3,651
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	2,236	1,716
Provision (recovery) for losses on accounts receivable	23	(81)
Gain on sale of property, plant and equipment	(66)	(22)
Deferred income taxes, net	(1,214)	(1,115)
Tax valuation allowance	1,214	1,115
Changes in operating working capital	(1,349)	(3,422)
Net cash provided by operating activities	$ 3,760	$ 1,842

For the fifty-two weeks ended November 1, 2013, net cash provided by our operating activities was $3,760, an increase of $1,918 compared to the fifty-three weeks ended November 2, 2012. The increase is primarily related to a reduction in non-current liabilities comprised of the defined benefit pension obligation which declined due to an increase in the pension discount rate. During fiscal year 2013 we funded $1,922 towards our defined benefit pension plan. Plan funding strategies may be adjusted depending upon economic conditions, investment options, tax deductibility, or recent legislative changes in funding requirements.

Our cash conversion cycle (defined as days of inventory and trade receivables less days of trade payables outstanding) is relatively quick, and was equal to 61 days for the fifty-two weeks ended November 1, 2013 and 56 days for the fifty-three weeks ended November 2, 2012. Compared with the prior year, the unfavorable impact on the 2013 cash conversion cycle resulted from higher days of inventory, primarily due to a buildup of Refrigerated and Snack Food Product inventory in anticipation of significant holiday orders.

For the fifty-three weeks ended November 2, 2012, net cash provided by our operating activities was $1,842. The increase is primarily related to more profitable operations due to increased sales and lower commodity costs. Inventory was higher than normal due to the development of a unique product line and finished goods inventory buildup related to the holiday selling season. During fiscal year 2012 we funded $2,442 towards our defined benefit pension plan.

Cash used in investing activities:

	2013 (52 Weeks)	2012 (53 Weeks)
Proceeds from sale of property, plant and equipment	$ 72	$ 22
Additions to property, plant and equipment	(4,378)	(1,040)
Net cash used in investing activities	$ (4,306)	$ (1,018)

Expenditures for property, plant and equipment include the acquisition of new equipment, upgrading of facilities to maintain operating efficiency and investments in cost effective technologies to lower costs. In general, we capitalize the cost of additions and improvements and expense the cost for repairs and maintenance. The Company may also capitalize costs related to improvements that extend the life, increase the capacity, or improve the efficiency of existing machinery and equipment. Specifically, capitalization of upgrades of facilities to maintain operating efficiency include acquisitions of machinery and equipment used on packaging lines and refrigeration equipment used to process food products.

The table below highlights the additions to property, plant and equipment for the fifty-two and fifty-three weeks ended respectively:

	November 1, 2013 (52 Weeks)	November 2, 2012 (53 Weeks)
Temperature control	$ 38	$ 97
Processing equipment	1,516	252
Packaging lines	763	413
Office and building improvements	142	73
Vehicles for sales and/or delivery	1,712	248
Computer software and hardware	264	0
Decrease in projects in process	(57)	(43)
Additions to property, plant and equipment	$ 4,378	$ 1,040

The capital expenditures below represent the amount of property, plant and equipment acquired under a capital lease arrangement. These acquisitions are not reflected in the condensed consolidated statement of cash flows since they were acquired through capital lease obligations.

	November 1, 2013	November 2, 2012
Transportation equipment financed by capital lease obligations	$ -	$ 1,848

Cash used in financing activities:

	2013 (52 Weeks)	2012 (53 Weeks)
Shares repurchased	$ (209)	$ (321)
Payments of capital lease obligations	(206)	(83)
Dividends paid	(458)	
Net cash used in financing activities	$ (873)	$ (404)

Our stock repurchase program was approved by the Board of Directors in November 1999 and was expanded in June 2005. Under the stock repurchase program, we are authorized, at the discretion of management and the Board of Directors, to purchase up to an aggregate of 2,000,000 shares of our common stock on the open market. As of the end of fiscal year 2013, 177,388 shares were still authorized for repurchase under the program. A one-time cash dividend of five cents per share of common stock was approved on November 12, 2012 to shareholders of record on November 27, 2012, payable on December 24, 2012.

We invested in transportation equipment during fiscal 2012 financed by a capital lease obligation in the amount of $1,848. The term of the lease is six years. The total capital lease obligation remaining as of November 1, 2013 is $1,559. The capital lease arrangement replaces the long-standing month-to-month leases of transportation equipment.

We maintain a line of credit with Wells Fargo Bank, N.A. that expires on March 1, 2015. Under the terms of this line of credit, we may borrow up to $2,000 at an interest rate equal to the bank's reference rate, unless we elect an optional interest rate. The borrowing agreement contains various covenants, the more significant of which require us to maintain a minimum tangible net worth and a Quick Ratio not less than 1.0 to 1.0, a minimum net income after tax and total capital expenditures less than $3,000. The Company was in violation of the capital expenditure covenant which was waived (letter dated December 17, 2013). There were no borrowings under this line of credit during the year. The Company is currently in compliance with all provisions of the agreement.

Impact of Inflation

Our operating results are heavily dependent upon the prices paid for raw materials. The marketing of our value-added products does not lend itself to instantaneous changes in selling prices. Changes in selling prices are relatively infrequent and do not compare with the volatility of commodity markets. While fluctuations in significant cost structure components, such as ingredient commodities and fuel prices, have had a significant impact on profitability over the last two fiscal years, the impact of general price inflation on our financial position and results of operations has not been significant. However, future volatility of general price inflation or deflation and raw material cost and availability could adversely affect our financial results.

The impact of inflation on the Company's financial position and results of operations has not been significant. Management is of the opinion that the Company's strong financial position and its capital resources are sufficient to provide for its operating needs and capital expenditures for fiscal 2014.

Off-Balance Sheet Arrangements

We do not currently have any off balance sheet arrangements within the meaning of Item 303(a)(4) of Regulation S-K.

Contractual Obligations

We have remained free of interest bearing debt (excluding capital leases) for twenty-seven consecutive years and had no other debt or other contractual obligations at November 1, 2013.

Critical Accounting Policies

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported revenues and expenses during the respective reporting periods. Actual results could differ from those estimates. Amounts estimated related to liabilities for self-insured workers' compensation, employee healthcare and pension benefits are especially subject to inherent uncertainties and these estimated liabilities may ultimately settle at amounts not originally estimated. We record promotional and returns allowances and bad debt and inventory allowances based on recent and historical trends. Management believes its current estimates are reasonable and based on the best information available at the time.

Disclosure concerning our policies on credit risk, revenue recognition, cash surrender or contract value for life insurance policies, deferred income tax and the recoverability of our long-lived assets are provided in Notes 1 and 4 of Notes to the Consolidated Financial Statements.

Recently Issued Accounting Pronouncements and Regulations

Various accounting standard-setting bodies have been active in soliciting comments and issuing statements, interpretations and exposure drafts. For information on new accounting pronouncements and the impact, if any, on our financial position or results of operations, see Note 1 of the Notes to the Consolidated Financial Statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Not applicable for smaller reporting company.

Item 8. Consolidated Financial Statements and Supplementary Data

The consolidated financial statements required by this Item are set forth under Item 15.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. Controls and Procedures

Evaluation of disclosure controls and procedures

Our management, with the participation and under the supervision of our Chairman and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this Report. Based on this evaluation, the Chairman and Chief Financial Officer have concluded that our disclosure controls and procedures are effective as of the end of the period covered by this Report in their design and operation to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive officer and principal financial officer, and recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission's rules and forms to allow timely decisions regarding required disclosures.

Our management, including our Chairman and Chief Financial Officer, does not expect that our disclosure controls and internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control.

The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving our stated goals under all potential future conditions; over time, a control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

We maintain and evaluate a system of internal accounting controls, and a program of internal auditing designed to provide reasonable assurance that our assets are protected and that transactions are performed in accordance with proper authorization, and are properly recorded. This system of internal accounting controls is continually reviewed and modified in response to evolving business conditions and operations and to recommendations made by the independent registered public accounting firm and internal auditor. We have established a code of conduct. Our management believes that the accounting and internal control systems provide reasonable assurance that assets are safeguarded and financial information is reliable.

The Audit Committee of the Board of Directors meets regularly with our financial management and counsel, and with the independent registered public accounting firm engaged by us. Internal accounting controls and the quality of financial reporting are discussed during these meetings. The Audit Committee has discussed with the independent registered public accounting firm matters required to be discussed by Statement of Auditing Standards No. 114 (Communication with Audit Committees). In addition, the Audit Committee and the independent registered public accounting firm have discussed the independent registered public accounting firm's independence from our Company and its management, including the matters in the written disclosures required by Public Company Accounting Oversight Board Rule 3526 "Communicating with Audit Committees Concerning Independence".

Changes in Internal Control over Financial Reports

There has been no change in our internal control over financial reporting during the last fiscal quarter covered by this Report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Section 404 of the Sarbanes-Oxley Act of 2002

In order to comply with the Sarbanes-Oxley Act of 2002 (the "Act"), we have undertaken and continue a comprehensive effort, which includes the documentation and review of our internal controls. In order to comply with the Act, we centralized most accounting and many administrative functions at our corporate headquarters in an effort to control the cost of maintaining our control systems.

The Dodd-Frank Wall Street Reform and Consumer Protection Act, signed into law by the President on July 21, 2010, permanently exempts small public companies with less than $75 million in market capitalization, such as the Company, from the requirement to obtain an external audit on the effectiveness of internal financial reporting controls provided in Section 404(b) of the Sarbanes-Oxley Act. As a result, an attestation report on internal controls over financial reporting by an independent registered public accounting firm has not been presented. Section 404(a) is still effective for smaller public companies and requires the disclosure of management attestations on internal controls over financial reporting.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Management conducted an evaluation of the effectiveness of the internal controls over financial reporting based on the framework in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission and related COSO guidance. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting for our fiscal year ended November 1, 2013. Based on management's assessment and the above-referenced criteria, management believes that the internal control over financial reporting for our fiscal year ended November 1, 2013 was effective.

Item 9B. Other Information

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information set forth in the sections entitled "Proposal 1 – Election of Directors" and "Section 16(a) Beneficial Ownership Reporting Compliance" contained in our definitive proxy statement for the 2014 Annual Meeting of Shareholders to be held on March 19, 2014 is incorporated herein by reference. Information concerning our executive officers is set forth in Part I, Item 1, hereof under the heading "Executive Officers of the Registrant".

Item 11. Executive Compensation

Information set forth in the section entitled "Compensation of Executive Officers" contained in our definitive proxy statement for the 2014 Annual Meeting of Shareholders to be held on March 19, 2014 is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information set forth in the section entitled "Principal Shareholders and Management" contained in our definitive proxy statement for the 2014 Annual Meeting of Shareholders to be held on March 19, 2014 is incorporated herein by reference.

Equity Compensation Plan Information

Not applicable, as we do not have any compensation plans under which our equity securities are authorized for issuance.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Information set forth in the sections entitled "Proposal 1 – Election of Directors" and "Certain Relationships and Related Party Transactions" contained in our definitive proxy statement for the 2014 Annual Meeting of Shareholders to be held on March 19, 2014 is incorporated herein by reference.

We are considered a "controlled company" within the meaning of Rule 5615(c)(1) of the NASDAQ Listing Rules based on the more than 80% beneficial ownership of our outstanding common stock by Bridgford Industries Incorporated and are therefore exempted from various NASDAQ Listing Rules pertaining to certain "independence" requirements of our directors. Nevertheless, the Board of Directors has determined that Messrs. Andrews, Scott and Zippwald, who together comprise the Audit Committee, are all "independent directors" within the meaning of Rule 5605 of the NASDAQ Listing Rules.

Our general legal counsel is the son of the former senior chairman of the board of directors. As legal counsel to the board, he currently is paid a fee of one thousand seven hundred dollars for each meeting attended. Total fees paid under this arrangement for fiscal year 2013 were approximately twenty thousand dollars. Legal services are performed on our behalf and billed by a firm in which he is a partner. Total fees billed under this arrangement for fiscal year 2013 were approximately six thousand dollars.

Director Allan Bridgford Jr., son of the former senior chairman of the board of directors, is providing consulting services to the Chicago plant and management. The contract on behalf of the Company with Allan Bridgford Jr. is for consulting services at eight hundred dollars per day. Total fees billed under this arrangement for fiscal year 2013 were $139,800. As a member of the board of directors, he currently is paid a fee of one thousand seven hundred dollars for each meeting attended. Total fees paid under this arrangement for fiscal year 2013 were $16,900.

Item 14. Principal Accountant Fees and Services

Information set forth in the sections entitled "Principal Accountant Fees and Services" and "Policy on Audit Committee Pre-Approval of Audit Services And Permissible Non-Audit Services of Independent Accountants" contained in our definitive proxy statement for the 2014 Annual Meeting of Shareholders to be held on March 19, 2014 is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a)(1) *Financial Statements* . The following documents are filed as a part of this report:

(2) *Financial Statement Schedules*

Not applicable for smaller reporting company.

(3) *Exhibits*

(a) *The exhibits below are filed or incorporated herein by reference* .

Exhibit Number	Description
3.5	Restated Articles of Incorporation, dated December 29, 1989 (filed as Exhibit 3.5 to Form 10-K on January 28, 1993 and incorporated herein by reference).
3.6	Amendment to Articles of Incorporation, dated July 27, 1990 (filed as Exhibit 3.6 to Form 10-K on January 28, 1993 and incorporated herein by reference).
3.7	By-laws, as amended (filed as Exhibit 2 to Form 10-K on January 28, 1993 and incorporated herein by reference).
3.8	Certificate of Amendment to By-laws (filed as Exhibit 99.1 to Form 8-K on October 10, 2007 and incorporated herein by reference).
10.1	Bridgford Foods Corporation Defined Benefit Pension Plan (filed as Exhibit 10.1 to Form 10-K on January 28, 1993 and incorporated herein by reference).*
10.2	Bridgford Foods Corporation Supplemental Executive Retirement Plan (filed as Exhibit 10.2 to Form 10-K on January 28, 1993 and incorporated herein by reference).*
10.3	Bridgford Foods Corporation Deferred Compensation Savings Plan (filed as Exhibit 10.3 to Form 10-K on January 28, 1993 and incorporated herein by reference).*
10.4	Bridgford Foods Corporation 1999 Stock Incentive Plan and Form of Stock Option Agreement (filed as Exhibit 4.1 to Form S-8 on May 28, 1999 and incorporated herein by reference).*
21.1	Subsidiaries of the Registrant.
24.1	Power of Attorney (included as part of the signature page)
31.1	Certification of Principal Executive Officer, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Principal Executive Officer).
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Principal Financial Officer).
101.INS	XBRL Instance Document.**
101.SCH	XBRL Taxonomy Extension Schema Document.**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.**

---

* Each of these Exhibits constitutes a management contract, compensatory plan or arrangement.

** The XBRL information is being furnished and not filed or a part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these Sections or otherwise incorporated by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BRIDGFORD FOODS CORPORATION

By: /s/ WILLIAM L. BRIDGFORD
William L. Bridgford
Chairman of the Board

Date: January 17, 2014

POWER OF ATTORNEY

We, the undersigned directors and officers of Bridgford Foods Corporation, do hereby constitute and appoint William L. Bridgford and Raymond F. Lancy, or either of them, with full power of substitution and resubstitution, our true and lawful attorneys and agents, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either of them, or their substitutes, may deem necessary or advisable to enable said corporation to comply with the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in connection with this Annual Report on Form 10-K, including specifically, but without limitation, power and authority to sign for us or any of us in our names and in the capacities indicated below, any and all amendments; and we do hereby ratify and confirm all that the said attorneys and agents, or either of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ WILLIAM L. BRIDGFORD **William L. Bridgford**	Chairman of the Board (Principal Executive Officer)	January 17, 2014
/s/ BRUCE H. BRIDGFORD **Bruce H. Bridgford**	Director	January 17, 2014
/s/ JOHN V. SIMMONS **John V. Simmons**	President & Director	January 17, 2014
/s/ RAYMOND F. LANCY **Raymond F. Lancy**	Chief Financial Officer, Vice President, Treasurer & Director (Principal Financial and Accounting Officer)	January 17, 2014
/s/ TODD C. ANDREWS **Todd C. Andrews**	Director	January 17, 2014
/s/ ALLAN BRIDGFORD JR. **Allan Bridgford Jr.**	Director	January 17, 2014
/s/ D. GREGORY SCOTT **D. Gregory Scott**	Director	January 17, 2014
/s/ PAUL R. ZIPPWALD **Paul R. Zippwald**	Director	January 17, 2014

Report Of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders
Bridgford Foods Corporation

We have audited the accompanying consolidated balance sheets of Bridgford Foods Corporation (the "Company") as of November 1, 2013 and November 2, 2012 and the related consolidated statements of operations, comprehensive income (loss), shareholders' equity and cash flows for each of the fiscal years in the two year period ended November 1, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Bridgford Foods Corporation as of November 1, 2013 and November 2, 2012 and the results of its consolidated operations and its cash flows for each of the fiscal years in the two year period ended November 1, 2013, in conformity with U.S. generally accepted accounting principles.

/s/ Squar, Milner, Peterson, Miranda & Williamson, LLP

Newport Beach, California
January 17, 2014

BRIDGFORD FOODS CORPORATION
CONSOLIDATED BALANCE SHEETS
November 1, 2013 and November 2, 2012
(in thousands, except per share amounts)

	2013	2012
ASSETS		
Current assets:		
Cash and cash equivalents	$ 8,325	$ 9,744
Accounts receivable, less allowance for doubtful accounts of $119 and $89, respectively and promotional allowances of $3,156 and $3,559, respectively	12,146	11,758
Inventories, less reserves of $558 and $490, respectively	18,919	17,355
Prepaid expenses	333	509
Refundable income taxes	683	787
Deferred income taxes, less valuation allowance of $2,276 and $2,440, respectively	-	-
Total current assets	40,406	40,153
Property, plant and equipment, net of accumulated depreciation and amortization of $57,352 and $56,683, respectively	11,212	9,076
Other non-current assets	13,146	12,321
Deferred income taxes, less valuation allowance of $5,671 and $11,098, respectively	-	-
Total assets	$ 64,764	$ 61,550
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 4,815	$ 4,414
Accrued payroll, advertising and other expenses	7,631	6,462
Current portion of non-current liabilities	3,200	3,998
Total current liabilities	15,646	14,874
Non-current liabilities	15,663	26,532
Total liabilities	31,309	41,406
Contingencies and commitments (Notes 3, 5 and 6)		
Shareholders' equity:		
Preferred stock, without par value Authorized - 1,000 shares; issued and outstanding – none	-	-
Common stock, $1.00 par value Authorized - 20,000 shares; issued and outstanding – 9,134 and 9,159	9,191	9,216
Capital in excess of par value	8,748	8,932
Retained earnings	29,205	26,747
Accumulated other comprehensive loss	(13,689)	(24,751)
Total shareholders' equity	33,455	20,144
Total liabilities and shareholders' equity	$ 64,764	$ 61,550

See accompanying notes to consolidated financial statements.

BRIDGFORD FOODS CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
For the fiscal years ended November 1, 2013 and November 2, 2012
(in thousands, except share and per share amounts)

	2013 (52 Weeks)	2012 (53 Weeks)
Net sales	$ 129,003	$ 127,355
Cost of products sold	83,566	83,059
Gross margin	45,437	44,296
Selling, general and administrative expenses	42,352	40,280
Income before taxes	3,085	4,016
Provision for income taxes	169	365
Net income	$ 2,916	$ 3,651
Basic earnings per share	$ 0.32	$ 0.40
Shares used to compute basic earnings per common share	9,151,939	9,182,738

See accompanying notes to consolidated financial statements

BRIDGFORD FOODS CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
For the fiscal years ended November 1, 2013 and November 2, 2012
(in thousands)

	2013 (52 Weeks)	2012 (53 Weeks)
Net income	$ 2,916	$ 3,651
Defined benefit pension plans:		
Actuarial gain (loss) unrecognized	10,458	(7,371)
Prior service cost	1	1
Other comprehensive income (loss) from defined benefit plans	10,459	(7,370)
Other postretirement benefit plans:		
Actuarial gain (loss)	395	(753)
Prior service cost	208	99
Other comprehensive income (loss) from other postretirement benefit plans	603	(654)
Other comprehensive income (loss), before taxes	11,062	(8,024)
Tax (provision) benefit on other comprehensive loss	(4,204)	3,049
Valuation allowance on tax benefit from items of other comprehensive income	4,204	(3,049)
Change in other comprehensive income (loss), net of tax	11,062	(8,024)
Comprehensive income (loss)	$ 13,978	$ (4,373)

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
For the fiscal years ended November 1, 2013 (52 weeks) and November 2, 2012 (53 weeks)
(in thousands)

	Shares	Amount	Capital in excess of par value	Retained earnings	Accumulated other comprehensive loss	Total shareholders' equity
Balance, October 28, 2011	9,198	$ 9,255	$ 9,214	$ 23,096	$ (16,727)	$ 24,838
Shares repurchased and retired	(39)	(39)	(282)			(321)
Net income				3,651		3,651
Net change in defined benefit plans and other benefit plans					(8,024)	(8,024)
Balance, November 2, 2012	9,159	$ 9,216	$ 8,932	$ 26,747	$ (24,751)	$ 20,144
Shares repurchased and retired	(25)	(25)	(184)			(209)
Net income				2,916		2,916
Cash dividends paid				(458)		(458)
Net change in defined benefit plans and other benefit plans					11,062	11,062
Balance, November 1, 2013	9,134	$ 9,191	$ 8,748	$ 29,205	$ (13,689)	$ 33,455

See accompanying notes to consolidated financial statements.

BRIDGFORD FOODS CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the fiscal years ended November 1, 2013 and November 2, 2012
(in thousands)

	2013 (52 Weeks)	2012 (53 Weeks)
Cash flows from operating activities:		
Net income	$ 2,916	$ 3,651
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	2,236	1,716
Provision (recovery) for losses on accounts receivable	23	(81)
Gain on sale of property, plant and equipment	(66)	(22)
Deferred income taxes, net	(1,214)	(1,115)
Tax valuation allowance	1,214	1,115
Changes in operating assets and liabilities:		
Accounts receivable	(411)	(1,975)
Inventories	(1,564)	(467)
Prepaid expenses	176	(169)
Refundable income taxes	104	249
Other non-current assets	(825)	(548)
Accounts payable	401	168
Accrued payroll, advertising and other expenses	1,169	872
Current portion of non-current liabilities	(708)	207
Non-current liabilities	309	(1,759)
Net cash provided by operating activities	3,760	1,842
Cash used in investing activities:		
Proceeds from sale of property, plant and equipment	72	22
Additions to property, plant and equipment	(4,378)	(1,040)
Net cash used in investing activities	(4,306)	(1,018)
Cash used in financing activities:		
Shares repurchased	(209)	(321)
Payment of capital lease obligations	(206)	(83)
Cash dividends paid	(458)	-
Net cash used in financing activities	(873)	(404)
Net (decrease) increase in cash and cash equivalents	(1,419)	420
Cash and cash equivalents at beginning of year	9,744	9,324
Cash and cash equivalents at end of year	$ 8,325	$ 9,744
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	$ 70	$ 180
Transportation equipment financed by capital lease obligations	$ -	$ 1,848

See accompanying notes to consolidated financial statements.

NOTE 1- ***The Company and Summary of Significant Accounting Policies:***

The consolidated financial statements include the accounts of the Company and its subsidiaries, all of which are wholly-owned. All inter-company transactions have been eliminated.

Use of estimates and assumptions

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported revenues and expenses during the respective reporting periods. Actual results could differ from those estimates. Amounts estimated related to liabilities for pension benefits, self-insured workers' compensation and employee healthcare benefits are subject to inherent uncertainties and these estimated liabilities may ultimately settle at amounts which may vary from current estimates. Other areas with underlying estimates include realization of deferred tax assets, cash surrender or contract value of life insurance policies, promotional allowances and the allowance for doubtful accounts and inventory reserves. Management believes its current estimates are reasonable and based on the best information available at the time.

We test long-lived assets for recoverability whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If an impairment is indicated, we measure the fair value of assets to determine if and when adjustments are recorded.

Subsequent events

Management has evaluated events subsequent to November 1, 2013 through the date the accompanying consolidated financial statements were filed with the Securities and Exchange Commission for transactions and other events that may require adjustment of and/or disclosure in such financial statements. Based on its review, no material events were identified that require adjustment to the financial statements or additional disclosure.

Concentrations of credit risk

Our credit risk is diversified across a broad range of customers and geographic regions. Losses due to credit risk have recently been immaterial. The carrying amount of cash equivalents, accounts and other receivables, accounts payable and accrued liabilities approximate fair market value due to the short maturity of these instruments. We maintain cash balances at financial institutions, which may at times exceed the amounts insured by the Federal Deposit Insurance Corporation. Management does not believe there is significant credit risk associated with these financial institutions. The provision for doubtful accounts receivable is based on historical trends and current collectability risk. We have significant accounts receivable with a few large, well known customers which, although historically secure, could be subject to material risk should these customers' operations suddenly deteriorate. Sales to Wal-Mart® comprised 19.6% of revenues in fiscal 2013 and 17.0% of total accounts receivable was due from Wal-Mart® at November 1, 2013. Sales to Dollar General® comprised 9.9% of revenues for fiscal year 2013 and 20.7% of total accounts receivable was due from Dollar General at November 1, 2013. Sales to Wal-Mart® comprised 16.3% of revenues in fiscal 2012 and 19.7% of total accounts receivable was due from Wal-Mart® at November 2, 2012.

Business segments

Our Company and its subsidiaries operate in two business segments - the processing and distribution of frozen foods, and the processing and distribution of refrigerated and snack food products. See Note 7 to the Consolidated Financial Statements for further information.

Fiscal year

We maintain our accounting records on a 52-53 week fiscal basis ending on the Friday closest to October 31. As part of the regular accounting cycle, fiscal year 2013 included 52 weeks and fiscal year 2012 included 53 weeks.

Revenues

Revenues are recognized upon passage of title to the customer, typically upon product pick-up, shipment or delivery to customers. Products are delivered to customers primarily through our own long-haul fleet or through a Company owned direct store delivery system. These delivery costs, $5,214 and $4,988 for 2013 and 2012, respectively, are included in selling, general and administrative expenses in the accompanying consolidated financial statements. The Company also used independent distributors to deliver products in remote geographic areas of the country. Revenues are recognized upon shipment to the distributor, net of return allowances. Historically, returns from distributors have been minimal. The distributor pays for these products in full, typically within 15 days, and such payment is not contingent upon payment from the large chain stores. As a convenience to certain large chain stores, we bill these customers on behalf of the distributor. The Company discontinued product distribution through independent third-party distributors in the last quarter of fiscal 2012 in favor of utilizing customer managed warehouse distribution centers.

We record promotional and returns allowances based on recent and historical trends. Revenue is recognized as the net amount estimated to be received after deducting estimated amounts for discounts, trade allowances and product returns. Promotional allowances, including customer incentive and trade promotion activities, are recorded as a reduction to sales based on amounts estimated being due to customers, based primarily on historical utilization and redemption rates. Promotional allowances deducted from sales for fiscal years 2013 and 2012 were $8,988 and $7,968, respectively.

Advertising expenses

Advertising and other promotional expenses are recorded as selling, general and administrative expenses. Advertising expenses for fiscal years 2013 and 2012 were $3,325 and $3,857, respectively.

Cash and cash equivalents

We consider all investments with original maturities of three months or less to be cash equivalents. Cash equivalents include money market funds and treasury bills. Cash equivalents totaled $8,325 at November 1, 2013 and $9,744 at November 2, 2012. All cash and cash equivalents at November 1, 2013 were held at Wells Fargo Bank N.A.

Fair value measurements

We classify levels of inputs to measure the fair value of financial assets as follows:

- Level 1 inputs: Level 1 inputs are quoted market prices in active markets for identical assets or liabilities that are accessible at the measurement date.
- Level 2 inputs: Level 2 inputs are from other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs: Level 3 inputs are unobservable and should be used to measure fair value to the extent that observable inputs are not available.

The hierarchy noted above requires us to minimize the use of unobservable inputs and to use observable market data, if available, when determining fair value.

Inventories

Inventories are valued at the lower of cost (which approximates actual cost on a first-in, first-out basis) or market. Costs related to warehousing, transportation and distribution to customers are considered when computing market value. Inventories include the cost of raw materials, labor and manufacturing overhead. We regularly review inventory quantities on hand and write down any excess or obsolete inventories to net realizable value. An inventory reserve is created when potentially slow-moving or obsolete inventories are identified in order to reflect the appropriate inventory value. Changes in economic conditions, production requirements, and lower than expected customer demand could result in additional obsolete or slow-moving inventory that cannot be sold or must be sold at reduced prices and could result in additional reserve provisions.

Property, plant and equipment

Property, plant and equipment are carried at cost less accumulated depreciation. Major renewals and improvements are charged to the asset accounts while the cost of maintenance and repairs is charged to expense as incurred. When assets are sold or otherwise disposed of, the cost and accumulated depreciation are removed from the respective accounts and the resulting gain or loss is credited or charged to income. Depreciation is computed on a straight-line basis over 10 to 20 years for buildings and improvements, 5 to 10 years for machinery and equipment, and 3 to 5 years for transportation equipment.

Capital Leases

Leased property and equipment that meet capital lease criteria are capitalized at the lower of the present value of the minimum payments required under the lease or the fair value of the asset at inception of the lease and are included within property plant and equipment on the consolidated balance sheet. Obligations under capital leases are accounted for as current and noncurrent liabilities on the consolidated balance sheet. Amortization is calculated on a straight-line method based upon the shorter of the estimated useful life of the asset or the lease term.

Life insurance policies

We record the cash surrender value or contract value for life insurance policies as an adjustment of premiums paid in determining the expense or income to be recognized under the contract for the period.

Income taxes

Deferred taxes are provided for items whose financial and tax bases differ. A valuation allowance is provided against deferred tax assets when it is expected that it is more likely than not that the related asset will not be fully realized. During the fourth quarter of fiscal 2008, management recorded a full valuation allowance with respect to its deferred tax assets. The determination as to whether or not a deferred tax asset can be fully realized is subject to a significant degree of judgment, based at least partially upon a projection of future taxable income, which takes into consideration past and future trends in profitability, customer demand, supply costs, and multiple other factors, none of which are predictable.

We provide tax accruals for federal, state, local and international exposures relating to audit results, tax planning initiatives and compliance responsibilities. The development of these accruals requires judgments about tax issues, potential outcomes and timing. (See Note 4 to the Consolidated Financial Statements). Although the outcome of these tax audits is uncertain, in management's opinion adequate provisions for income taxes have been made for potential liabilities emanating from these reviews. If actual outcomes differ materially from these estimates, they could have a material impact on our results of operations.

Stock-based compensation

We measure and recognize compensation expense for all share-based payments to employees, including grants of employee stock options, in the financial statements based on the fair value at the date of the grant. We have not issued, awarded, granted or entered into any stock-based payment agreements since April 29, 1999.

Foreign currency transactions

Our foreign branch located in Canada enters into transactions that are denominated in a foreign currency. The related transaction gains and losses arising from changes in exchange rates are not material and are included in selling, general and administrative expenses in the consolidated statements of operations in the period the transaction occurred.

Comprehensive income (loss)

Comprehensive income (loss) consists of net income and additional minimum pension liability adjustments.

Recently issued accounting pronouncements and regulations

In July 2013, the Financial Accounting Standards Board ("FASB") issued guidance on Income Taxes for "Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists." This guidance requires that financial statements reflect a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward as reduced by any unrecognized tax benefit, or a portion of an unrecognized tax benefit. The updated guidance is effective for the Company's interim and annual periods beginning after December 15, 2013, which will be effective for us beginning fiscal 2015. We do not expect the adoption of this guidance to have a significant impact on our consolidated financial statements.

NOTE 2- ***Composition of Certain Financial Statement Captions:***

	2013	2012
Inventories:		
Meat, ingredients and supplies	$ 4,291	$ 5,586
Work in process	1,290	1,515
Finished goods	13,338	10,254
	$ 18,919	$ 17,355
Property, plant and equipment:		
Land	$ 1,807	$ 1,807
Buildings and improvements	13,845	13,618
Machinery and equipment	44,832	42,594
Asset impairment	(234)	(234)
Capital leased trucks	1,848	1,848
Transportation equipment	6,246	5,843
Construction in process	220	283
	68,564	65,759
Accumulated depreciation and amortization	(57,352)	(56,683)
	$ 11,212	$ 9,076
Other non-current assets:		
Cash surrender value benefits	$ 13,140	$ 12,315
Other	6	6
	$ 13,146	$ 12,321
Accrued payroll, advertising and other expenses:		
Payroll, vacation, payroll taxes and employee benefits	$ 5,400	$ 3,808
Accrued advertising and broker commissions	1,246	1,771
Property taxes	326	319
Other	659	564
	$ 7,631	$ 6,462
Current portion of non-current liabilities (Note 3):		
Defined benefit retirement plan	$ 1,693	$ 2,386
Executive retirement plans	509	499
Incentive compensation	724	776
Capital lease obligation	231	296
Post retirement healthcare	43	41
	$ 3,200	$ 3,998
Non-current liabilities (Note 3):		
Defined benefit retirement plan	$ 8,337	$ 18,816
Executive retirement plans	4,012	4,498
Capital lease obligation	1,328	1,468
Incentive compensation	1,149	882
Post retirement healthcare	837	868
	$ 15,663	$ 26,532

NOTE 3- ***Retirement and Other Benefit Plans:***

Noncontributory-Trusteed Defined Benefit Retirement Plans for Sales, Administrative, Supervisory and Certain Other Employees

We have noncontributory-trusteed defined benefit retirement plans for sales, administrative, supervisory and certain other employees. In the third quarter of fiscal 2006, we froze future benefit accruals under this plan for employees classified within the administrative, sales or supervisory job classifications or within any non-bargaining class. The benefits under these plans are primarily based on years of service and compensation levels. The funding policy of the plan is to make contributions which are at least equal to the minimum required contributions needed to avoid a funding deficiency. The measurement date for the plan is our fiscal year end.

Net pension cost consisted of the following:

	Years Ended	
	2013 (52 Weeks)	2012 (53 Weeks)
Service cost	$ 174	$ 148
Interest cost	2,019	2,103
Expected return on plan assets	(2,674)	(2,457)
Amortization of unrecognized loss	1,688	1,037
Amortization of unrecognized prior service costs	1	1
Net pension cost	$ 1,208	$ 832

Net pension costs and benefit obligations are determined using assumptions as of the beginning of each fiscal year. Weighted average assumptions for each fiscal year are as follows:

	2013	2012
Discount rate	4.65%	3.70%
Rate of increase in salary levels	N/A	N/A
Expected return on plan assets	8.00%	8.00%

The benefit obligation, plan assets, and funded status of these plans as of the fiscal years ended are as follows:

	2013 (52 Weeks)	2012 (53 Weeks)
Change in plan assets:		
Fair value of plan assets - beginning of year	$ 33,266	$ 30,307
Employer contributions	1,922	2,442
Actual return on plan assets	5,163	1,744
Benefits paid	(1,227)	(1,227)
Fair value of plan assets - end of year	$ 39,124	$ 33,266
Change in benefit obligations:		
Benefit obligations - beginning of year	$ 54,468	$ 45,748
Service cost	174	148
Interest cost	2,019	2,103
Actuarial (gain) loss	(6,280)	7,695
Benefits paid	(1,227)	(1,226)
Benefit obligations - end of year	49,154	54,468
Funded status of the plans	(10,030)	(21,202)
Unrecognized prior service costs	1	3
Unrecognized net actuarial loss	14,865	25,322
Net amount recognized	$ 4,836	$ 4,123

The Company performs an internal rate of return analysis when making the discount rate selection. The discount rates were based on Citigroup Pension Liability Index as of November 1, 2013 and November 2, 2012, respectively.

Plan assets are primarily invested in marketable equity securities, corporate and government debt securities and are administered by an investment management company. The plans' long-term return on assets is based on the weighted-average of the plans' investment allocation as of the measurement date and the published historical returns for those types of asset categories, taking into consideration inflation rate forecasts. Our expected employer contribution to the plan in fiscal year 2014 is $1,693.

The actual and target allocation for plan assets are as follows:

Asset Class	2013	Target Asset Allocation	2012	Target Asset Allocation
Large Cap Equities	33.6%	30.0%	36.6%	35.0%
Mid Cap Equities	0%	0.0%	0.0%	0.0%
Small Cap Equities	13.8%	15.0%	9.8%	10.0%
International (equities only)	19.7%	20.0%	17.0%	20.0%
Fixed Income	28.1%	31.0%	32.6%	31.0%
Other (Government/Corporate, Bonds)	1.5%	2.0%	2.1%	2.0%
Cash	3.3%	2.0%	1.9%	2.0%
Total	100.0	100	100.0	100.0

The fair value of our pension plan assets and the level under which fair values were determined, using the hierarchy described in Note 1, is as follows:

	Year Ended 2013			
	Level 1	Level 2	Level 3	Total
Total plan assets	$ 39,124	-	-	$ 39,124

Expected payments for the pension benefits are as follows:

Fiscal Years	Pension Benefits
2014	$ 1,667
2015	$ 1,750
2016	$ 1,825
2017	$ 2,000
2018	$ 2,106
2019-2023	$ 12,861

Executive Retirement Plans

Non-Qualified Deferred Compensation

Effective January 1, 1991 we adopted a deferred compensation savings plan for certain key employees. Under this arrangement, selected employees contribute a portion of their annual compensation to the plan. We contribute an amount to each participant's account by computing an investment return equal to Moody's Average Seasoned Bond Rate plus 2%. Employees receive vested amounts upon death, termination or attainment of retirement age. No benefit expense was recorded under these plans for fiscal years 2013 and 2012.

Supplemental Executive Retirement Plan

In fiscal year 1991, we adopted a non-qualified supplemental retirement plan for certain key employees. Benefits provided under the plan are equal to 60% of the employee's final average earnings, less amounts provided by our defined benefit pension plan and amounts available through Social Security.

Benefits payable related to these plans and included in the accompanying consolidated financial statements were $4,521 and $4,997 at November 1, 2013 and November 2, 2012, respectively. In connection with this arrangement we are the beneficiary of life insurance policies on the lives of certain key employees and retirees. The aggregate cash surrender value of these policies, included in non-current assets, was $13,140 and $12,315 at November 1, 2013 and November 2, 2012, respectively.

Expected payments for executive postretirement benefits are as follows:

Fiscal Years	Executive Postretirement Benefits
2014	$ 514
2015	$ 471
2016	$ 281
2017	$ 63
2018	$ 101
2019-2023	$ 2,289

Incentive Compensation Plan for Certain Key Executives

We provide an incentive compensation plan for certain key executives, which is based upon our pretax income. The payment of these amounts is generally deferred over three or five-year periods. The total amount payable related to this arrangement was $1,873 and $1,658 at November 1, 2013 and November 2, 2012, respectively. Future payments are approximately $724, $677, $365, $70 and $37 for fiscal years 2014 through 2018, respectively.

Postretirement Healthcare Benefits for Selected Executive Employees

We provide postretirement health care benefits for selected executive employees. Net periodic postretirement healthcare cost is determined using assumptions as of the beginning of each fiscal year, except for the total actual benefit payments and the discount rate used to develop the net periodic postretirement benefit expense, which is determined at the end of the fiscal year.

Net periodic postretirement healthcare cost consisted of the following:

	Years Ended	
	2013 (52 Weeks)	2012 (53 Weeks)
Service cost	$ 19	$ 17
Interest cost	31	35
Amortization of prior service cost	-	-
Amortization of actuarial gain	(55)	(30)
Net periodic postretirement healthcare (benefit) cost	$ (5)	$ 22

Weighted average assumptions for the fiscal years ended November 1, 2013 and November 2, 2012 are as follows:

	2013	2012
Discount rate	4.35%	3.50%
Medical trend rate next year	8.50%	9.00%
Ultimate trend rate	5.00%	5.00%
Year ultimate trend rate is achieved	2020	2020

The table below shows the estimated effect of a 1% increase in healthcare cost trend rate on the following:

	2013	2012
Interest cost plus service cost	$ 5	$ 5
Accumulated postretirement healthcare obligation	$ 69	$ 80

The table below shows the estimated effect of a 1% decrease in healthcare cost trend rate on the following:

	2013	2012
Interest cost plus service cost	$ (4)	$ (4)
Accumulated postretirement healthcare obligation	$ (58)	$ (65)

The healthcare obligation and funded status of this plan as of the fiscal years ended are as follows:

	2013	2012
Change in accumulated postretirement healthcare obligation:		
Healthcare obligation - beginning of year	$ 909	$ 1,124
Service cost	19	17
Interest cost	31	35
Actuarial gain	(55)	(248)
Benefits paid	(24)	(19)
Healthcare obligation – end of year	$ 880	$ 909
Funded status of the plans	880	909
Unrecognized prior service costs	-	-
Unrecognized net actuarial gain	(329)	(330)
Unrecognized amounts recorded in other comprehensive income	329	330
Postretirement healthcare liability	$ 880	$ 909

Expected payments for the postretirement benefits are as follows:

Fiscal Years	Postretirement Healthcare Benefits
2014	$ 43
2015	$ 43
2016	$ 42
2017	$ 42
2018	$ 40
2019-2023	$ 386

401(K) Plan for Sales, Administrative, Supervisory and Certain Other Employees

During the fiscal year ended November 3, 2006, we implemented a qualified 401(K) retirement plan (the "Plan") for our sales, administrative, supervisory and certain other employees. During fiscal years 2013 and 2012, we made total employer contributions to the Plan in the amounts of $452 and $442, respectively.

NOTE 4- ***Income Taxes:***

The provision for taxes on income includes the following:

	2013 (52 Weeks)	2012 (53 Weeks)
Current:		
Federal	$ 47	$ (14)
State	122	379
	169	365
Deferred:		
Federal	-	-
State	-	-
		-
	$ 169	$ 365

The total tax provision differs from the expected amount computed by applying the statutory federal income tax rate to income before income taxes as follows:

	2013 (52 Weeks)	2012 (53 Weeks)
Provision for federal income taxes at the applicable statutory rate	$ 1,049	$ 1,366
Increase in provision resulting from state income taxes, net of federal income tax benefit	488	411
Research & development tax credit	(33)	(8)
Non-taxable life insurance gain	(280)	(238)
Change in valuation allowance	(1,214)	(1,115)
Other, net	159	(51)
	$ 169	$ 365

Deferred income taxes result from differences in the bases of assets and liabilities for tax and accounting purposes.

	2013	2012
Receivables allowance	$ 50	$ 38
Returns allowance	165	158
Inventory packaging reserve	209	187
Inventory overhead capitalization	391	289
Incentive compensation	178	201
State taxes	49	61
Employee benefits	1,232	1,468
Other	2	38
Valuation allowance	(2,276)	(2,440)
Current tax assets, net	$ -	$ -
State taxes	$ 186	$ 511
Incentive compensation	487	374
Pension and health care benefits	5,356	9,888
Depreciation	(1,623)	(1,018)
Net operating loss carry-forward and credits	1,265	1,343
Valuation allowance	(5,671)	(11,098)
Non-current tax assets, net	$ -	$ -

The Company policy outlines measurable objective criteria that must be met before a release of the valuation allowance will occur. The three criteria set forth in the policy must all be satisfied before the valuation allowance can be reversed. The criteria are as follows: first, the Company's available federal tax net operating loss ("NOL") must be zero; second, the prior thirty-six month cumulative book basis pre-tax income (loss), after considering "one-time" events, is positive; third, the Company considers its outlook of near term continued profitable operations and assesses any material negative and positive trends or events on the immediate horizon. As of November 1, 2013, the Company (1) has a federal tax NOL of $1,394, (2) has positive thirty-six month cumulative book income and (3) commodity costs are trending higher for the fourth quarter of fiscal 2013 which creates uncertainty about the Company's ability to generate future earnings. Only the second criterion has been satisfied, therefore, the Company will maintain a full valuation allowance against its deferred tax assets as of November 1, 2013. The weight of negative factors and level of economic uncertainty in our current business continued to support the conclusion that the realization of our deferred tax assets does not meet the more likely than not standard. Therefore, a full valuation allowance will remain against the net deferred tax assets.

As of November 1, 2013, the Company had federal and state net operating loss carryforwards of approximately $1,394 and $3,302 respectively. These loss carryforwards will expire at various dates from 2019 through 2033.

In July 2006, the FASB issued guidance to clarify the accounting for uncertainty in income taxes recognized in an enterprise's financial statements. This interpretation prescribed a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The guidance also discussed derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The provisions of this guidance have been incorporated into Accounting Standards Codification ("ASC") 740-10.

As of November 1, 2013, we have provided a liability of $100 for unrecognized tax benefits related to various federal and state income tax matters. This entire amount would reduce our effective income tax rate if the asset is recognized in future reporting periods. We have not identified any new unrecognized tax benefits.

As of November 2, 2012, we have provided a liability of $97 for unrecognized tax benefits related to various federal and state income tax matters. This entire amount would reduce our effective income tax rate if the asset is recognized in future reporting periods. We have not identified any new unrecognized tax benefits.

A reconciliation of the beginning and ending amounts of unrecognized tax benefits is as follows:

	2013 (52 Weeks)	2012 (53 Weeks)
Balance at beginning of year	$ 97	$ 105
Additions based on tax positions related to the current year	-	-
Additions for tax positions of prior years	3	1
Reductions for tax positions of prior years	-	(9)
Settlements	-	-
Balance at end of year	$ 100	$ 97

We recognize any future accrued interest and penalties related to unrecognized tax benefits in income tax expense. As of November 1, 2013, we had approximately $3 in accrued interest and penalties which is included as a component of the $100 unrecognized tax benefit noted above.

Our federal income tax returns are open to audit under the statute of limitations for the years ended October 31, 2009 through 2012.

We are subject to income tax in California and various other state taxing jurisdictions. Our state income tax returns are open to audit under the statute of limitations for the fiscal years ended October 31, 2009 through 2012.

We do not anticipate a significant change to the total amount of unrecognized tax benefits within the next 12 months.

NOTE 5- ***Line of Credit:***

We maintain a line of credit with Wells Fargo Bank, N.A. that expires on March 1, 2015. Under the terms of this line of credit, we may borrow up to $2,000 at an interest rate equal to the bank's reference rate, unless we elect an optional interest rate. The borrowing agreement contains various covenants, the more significant of which require us to maintain a minimum tangible net worth and a Quick Ratio not less than 1.0 to 1.0, a minimum net income after tax and total capital expenditures less than $3,000. The Company was in violation of the capital expenditure covenant which was waived (letter dated December 17, 2013). There were no borrowings under this line of credit during the year. The Company is currently in compliance with all provisions of the agreement.

NOTE 6- ***Contingencies and Commitments:***

The Company leases warehouse and/or office facilities throughout the United States and Canada through month-to-month rental agreements.

Leases for semi-truck trailers expire in 2015 and are classified as operating leases. Six year leases for semi-trucks expire in 2018 and are classified as capital leases. Rental payments including prior leases were $581 in 2013 and $554 in 2012. Amortization of equipment under capital lease was $206 in 2013.

The following is a schedule by years of future minimum lease payments for transportation leases:

Fiscal Year	Capital Leases	Operating Leases	Financing Obligations
2014	379	68	447
2015	379	51	430
2016	379	-	379
2017	379	-	379
2018	723	-	723
Total Minimum Lease Payments(a)	$ 2,239	$ 119	$ 2,358
Less: Amount representing executory costs	(486)		
Less: Amount representing interest(b)	(194)		
Present value of future minimum lease payments(c)	$ 1,559		

(a) Minimum payments exclude contingent rentals based on actual mileage and adjustments of rental payments based on the Consumer Price Index. Contingent rentals amounted to $127 in 2013 and $122 in 2012 including prior lease arrangements.
(b) Amount necessary to reduce net minimum lease payments to present value calculated at the Company's incremental borrowing rate at the inception of the leases.
(c) Reflected in the Note 2, as current and noncurrent obligations under capital leases of $231 and $1328, respectively.

NOTE 7- ***Segment Information:***

We have two reportable operating segments, Frozen Food Products (the processing and distribution of frozen products), and Refrigerated and Snack Food Products (the processing and distribution of refrigerated meat and other convenience foods).

We evaluate each segment's performance based on revenues and operating income. Selling, general and administrative expenses include corporate accounting, information systems, human resource and marketing management at the corporate level. These activities are allocated to each operating segment based on revenues and/or actual usage.

The following segment information is for the fiscal years ended November 1, 2013 (52 weeks) and November 2, 2012 (53 weeks):

2013	**Frozen Food Products**	**Refrigerated and Snack Food Products**	**Other**	**Elimination**	**Totals**
Sales	$ 51,449	77,554	-	-	$ 129,003
Intersegment sales		986	-	986	
Net sales	51,449	78,540	-	986	129,003
Cost of products sold	32,437	52,115	-	986	83,566
Gross margin	19,012	26,425	-	-	45,437
Selling, general and administrative expenses	16,635	25,717	-	-	42,352
Income before taxes	2,377	708	-	-	3,085
Total assets	$ 13,009	29,821	21,934	-	$ 64,764
Additions to property, plant and equipment	$ 1,032	3,164	182	-	$ 4,378

2012	**Frozen Food Products**	**Refrigerated and Snack Food Products**	**Other**	**Elimination**	**Totals**
Sales	$ 55,435	71,920	-	-	$ 127,355
Intersegment sales		954	-	954	
Net sales	55,435	72,874	-	954	127,355
Cost of products sold	34,102	49,911	-	954	83,059
Gross margin	21,333	22,963	-	-	44,296
Selling, general and administrative expenses	17,338	22,842	100	-	40,280
Income before taxes	3,995	121	100	-	4,016
Total assets	$ 13,088	25,576	22,886	-	$ 61,550
Additions to property, plant and equipment	$ 227	747	66	-	$ 1,040

NOTE 8- ***Unaudited Interim Financial Information:***

Not applicable to smaller reporting company.

(This page intentionally left blank.)

BRIDGFORD FOODS CORPORATION

NOTICE OF 2014 ANNUAL MEETING OF SHAREHOLDERS
March 19, 2014
10:00 a.m. Pacific Time

To the Shareholders of BRIDGFORD FOODS CORPORATION:

The annual meeting of the shareholders of Bridgford Foods Corporation, a California corporation, will be held at the offices of Bridgford Foods Corporation, 1308 North Patt Street, Anaheim, California 92801, on Wednesday, March 19, 2014 at 10:00 a.m. Pacific Time, for the following purposes:

(1) To elect eight directors to hold office for one year or until their successors are elected and qualified.

(2) To ratify the appointment of Squar, Milner, Peterson, Miranda & Williamson, LLP as the Company's independent registered public accountants for the fiscal year ending on October 31, 2014.

(3) To approve, by a non-binding advisory vote, the compensation of our named executive officers, as disclosed in the Compensation of Executive Officers section of the Proxy Statement.

(4) To transact such other business as may properly come before the meeting, or any postponements or adjournments thereof.

The Board of Directors recommends that you vote "FOR" each of the eight director nominees referenced in Proposal 1, "FOR" Proposal 2, and "FOR" Proposal 3. Each of the Proposals is described in greater detail in the Proxy Statement accompanying this Notice of 2014 Annual Meeting of Shareholders, or the Notice.

Only shareholders of record at the close of business on February 7, 2014 are entitled to notice of and to vote at the meeting or any postponement or adjournment thereof.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to Be Held on Wednesday, March 19, 2014.

Pursuant to the rules of the Securities and Exchange Commission, or the SEC, the Company has elected to provide access to its proxy materials both by sending you a full set of proxy materials, including this Notice, the accompanying Proxy Statement and Proxy Card, and the 2013 Annual Report to Shareholders, and by notifying you of the availability of the proxy materials on the Internet. **The Notice, Proxy Statement, Proxy Card and 2013 Annual Report to Shareholders are available at:**

https://materials.proxyvote.com/108763

All shareholders are cordially invited to attend the annual meeting. HOWEVER, TO ENSURE YOUR REPRESENTATION AT THE MEETING, THE BOARD OF DIRECTORS RESPECTFULLY URGES YOU TO SIGN, DATE AND RETURN THE ACCOMPANYING PROXY CARD IN THE ENCLOSED POSTAGE-PREPAID ENVELOPE. If you attend the meeting in person, you may withdraw your proxy and vote your shares at the meeting. Shareholders attending the meeting whose shares are held in the name of a broker or other nominee who desire to vote their shares at the meeting should bring with them a letter or account statement from that firm confirming their ownership of shares.

The meeting will be held at the principal offices of Bridgford Foods Corporation, which are located at 1308 North Patt Street, Anaheim, California 92801, one block east of Lemon St. and just south of the 91 Freeway in the city of Anaheim, California. Driving directions may be obtained by contacting the office manager at 714-526-5533.

Your vote is extremely important. Please vote as soon as possible to ensure that your vote is recorded promptly even if you plan to attend the annual meeting.

By order of the Board of Directors
/s/ Cindy Matthews-Morales
Cindy Matthews-Morales
Secretary
Anaheim, California
February 24, 2014

(This page intentionally left blank.)

BRIDGFORD FOODS CORPORATION
1308 North Patt Street, Anaheim, California 92801

2014 ANNUAL MEETING OF SHAREHOLDERS
to be held March 19, 2014

PROXY STATEMENT

GENERAL INFORMATION

The enclosed proxy is solicited by the Board of Directors of Bridgford Foods Corporation, a California corporation, which we refer to as "the Company," "we," "us," or "our," for use at the 2014 Annual Meeting of Shareholders of the Company, or the Annual Meeting, to be held at the offices of the Company, which are located at 1308 North Patt Street, Anaheim, California 92801, on Wednesday, March 19, 2014 at 10:00 a.m. Pacific Standard Time, and at any postponement or adjournment thereof. All shareholders of record at the close of business on February 7, 2014 are entitled to notice of and to vote at such meeting. This Proxy Statement and the accompanying proxy are being mailed on or about February, 24, 2014.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

The following questions and answers are intended to briefly address potential questions that our shareholders may have regarding this Proxy Statement and the Annual Meeting. They are also intended to provide our shareholders with certain information that is required to be provided under the rules and regulations of the SEC. These questions and answers may not address all of the questions that are important to you as a shareholder. If you have additional questions about the Proxy Statement or the Annual Meeting, please see "Whom should I contact with other questions?" below.

1. What is the purpose of the Annual Meeting?

At the Annual Meeting, our shareholders will be asked to consider and vote upon the matters described in this Proxy Statement and in the accompanying Notice, and any other matters that properly come before the Annual Meeting.

2. What is a proxy statement and what is a proxy?

A proxy statement is a document that the SEC regulations require us to give you when we ask you to sign a proxy designating individuals to vote on your behalf. A proxy is your legal designation of another person to vote the stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card.

3. Why did I receive these proxy materials?

We are providing these proxy materials in connection with the solicitation by the Board of Directors of the Company of proxies to be voted at the Annual Meeting, and at any postponement or adjournment thereof. This Proxy Statement contains important information for you to consider when deciding how to vote on the matters brought before the Annual Meeting. You are invited to attend the Annual Meeting in person to vote on the proposals described in this Proxy Statement. However, you do not need to attend the Annual Meeting to vote your shares. Instead, you may vote your shares using one of the other voting methods described in this Proxy Statement. Whether or not you expect to attend the Annual Meeting, please vote your shares as soon as possible in order to ensure your representation at the Annual Meeting and to minimize the cost to the Company of proxy solicitation.

4. What am I being asked to vote upon at the Annual Meeting?

At the Annual Meeting, you will be asked to:

- Vote on the election of eight director nominees to serve for one year or until their successors are elected and qualified (Proposal 1);

- Ratify the appointment of Squar, Milner, Peterson, Miranda & Williamson, LLP as the Company's independent registered public accountants for the fiscal year ending on October 31, 2014 (Proposal 2);

- Vote upon a proposal to approve, on a non-binding advisory basis, the compensation of our Named Executive Officers, as disclosed in the Compensation of Executive Officers section of this Proxy Statement (Proposal 3); and

- Act upon such other matters as may properly come before the Annual Meeting or any postponement or adjournment thereof.

5. Does the Board of Directors recommend voting in favor of the proposals?

Yes. The Board of Directors unanimously recommends that you vote your shares

- "FOR" each of the eight director nominees;

- "FOR" the ratification of the appointment of Squar, Milner, Peterson, Miranda & Williamson, LLP as the Company's independent registered public accountants for the fiscal year ending on October 31, 2014; and

- "FOR" the approval, on a non-binding advisory basis, of the compensation of our Named Executive Officers.

6. Who can vote at the Annual Meeting?

Only our "shareholders of record" at the close of business on February 7, 2014, the Record Date, will be entitled to vote at the Annual Meeting. On the Record Date, there were 9,129,079 shares of our common stock outstanding and entitled to vote. Each share of common stock entitles the holder thereof to one vote on each matter to be voted upon by such shareholders and, upon prior notice, to cumulate votes for the election of directors as discussed in Proposal 1 below.

Beneficial Owners

If, on the Record Date, your shares were held in an account at a bank, broker, dealer, or other nominee, then you are the "beneficial owner" of shares held in "street name" and this Proxy Statement is being forwarded to you by that nominee. The nominee holding your account is considered the "shareholder of record" for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your nominee on how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the "shareholder of record," you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid proxy from your nominee. Please contact your nominee directly for additional information.

Brokers, banks or other nominees holding shares of record for their respective customers generally are not entitled to vote on the election of directors or the advisory vote on compensation of Named Executive Officers unless they receive voting instructions from their customers. As used herein, "uninstructed shares" means shares held by a nominee who has not received instructions from its customers on a particular matter. As used herein, "broker non-vote" means the votes that could have been cast on the matter by nominees with respect to uninstructed shares if the nominees had received instructions. The effect of proxies marked "withheld" as to any director nominee or "abstain" as to any other Proposal, and the effect of broker non-votes on each of the Proposals, is discussed in each Proposal below.

7. What are the voting requirements to approve the proposals?

All proxies, which are properly completed, signed and returned to the Company prior to the Annual Meeting, and not revoked, will be voted in accordance with the instructions given in the proxy. Please see each Proposal below for voting requirements to approve the Proposals.

8. What happens if I do not vote?

Please see each Proposal below for the effect of not voting as well as the effect of withholdings, abstentions and broker non-votes.

9. What is the quorum requirement for the Annual Meeting?

The presence at the Annual Meeting of a majority of the outstanding shares, in person or by proxy, relating to any matter to be acted upon at the Annual Meeting, is necessary to constitute a quorum for the Annual Meeting. For purposes of the quorum, shareholders of record who are present at the Annual Meeting in person or by proxy and who abstain or withhold their vote, including brokers, dealers or other nominees holding shares of their respective customers of record who cause abstentions to be recorded at the Annual Meeting, are considered shareholders who are present and entitled to vote and count toward the quorum. If a quorum is not present, the Annual Meeting will be adjourned until a quorum is obtained.

10. How can I vote my shares?

Shareholders of record can vote by proxy or by attending the Annual Meeting and voting in person. The persons named as proxies were designated by the Board of Directors. If you vote by proxy, you can vote by mail as described below. If you are the beneficial owner of shares held in "street name," please refer to the information forwarded by your bank, broker, dealer or other nominee to see which voting options are available to you.

- *Vote by Mail.* You can vote by mail pursuant to the instructions provided on the Proxy Card. If you hold shares beneficially in "street name," you can vote by mail by following the voting instruction card provided to you by your broker, bank, trustee or nominee. If you choose to vote by mail, simply mark, sign, date and return your Proxy Card in the enclosed postage-prepaid envelope provided with this Proxy Statement.

- *Vote at the Annual Meeting.* Voting by mail will not limit your right to vote at the Annual Meeting if you decide to attend in person. Nevertheless, to ensure your representation at the Annual Meeting, the Board of Directors respectfully urges you to vote by mail. If you attend the meeting in person, you may withdraw your proxy and vote your shares at the meeting. Shareholders attending the meeting whose shares are held in "street name" by a bank, broker, dealer or other nominee who desire to vote their shares at the meeting should bring with them a letter or account statement from that firm confirming their ownership of shares prior to the Record Date.

All shares that have been properly voted and not revoked will be voted at the Annual Meeting. If you sign and return your Proxy Card but do not give voting instructions, the shares represented by that proxy will be voted as recommended by the Board of Directors (as described in each Proposal below).

11. How may I attend the Annual Meeting?

You are entitled to attend the Annual Meeting only if you were a shareholder as of the Record Date or hold a valid proxy for the Annual Meeting. Since seating is limited, admission to the Annual Meeting will be on a first-come, first-served basis. You should be prepared to present government-issued photo identification for admittance, such as a passport or driver's license. If your shares are held in "street name," you also will need proof of ownership as of the Record Date to be admitted to the Annual Meeting, such as a letter or account statement from the bank, broker, dealer or other nominee confirming your ownership of shares prior to the Record Date, a copy of the voting instruction card provided by your bank, broker, dealer or other nominee, or similar evidence of ownership. If you do not comply with each of the foregoing requirements, you may not be admitted to the Annual Meeting.

The meeting will be held at the principal offices of the Company, which are located at 1308 North Patt Street, Anaheim, California 92801, one block east of Lemon St. and just south of the 91 Freeway in the city of Anaheim, California. Driving directions may be obtained by contacting the office manager at 714-526-5533.

12. What can I do if I change my mind after I vote my shares?

Any proxy may be revoked or superseded by (i) executing a later proxy, (ii) giving notice of revocation in writing prior to, or at, the Annual Meeting, or (iii) attending the Annual Meeting, withdrawing the proxy and voting in person. Attendance at the Annual Meeting will not in and of itself constitute revocation of the proxy. If you have instructed your bank, broker, dealer or other nominee to vote your shares, you must follow directions received from your nominee to change those instructions.

13. Could other matters be decided at the Annual Meeting?

As of the date this Proxy Statement went to press , the Board of Directors did not know of any matters which will be brought before the Annual Meeting other than those specifically set forth in the Notice hereof. However, if any other matter properly comes before the Annual Meeting, it is intended that the proxies, or their substitutes, will vote on such matters in accordance with their best judgment.

14. Who is paying for the cost of this proxy solicitation?

Solicitation of proxies will be primarily by mail, although some of the officers, directors and employees of the Company may solicit proxies personally or by telephone, facsimile or electronic mail. All expenses incurred in connection with this solicitation will be borne by the Company. The Company will reimburse brokers and others who incur costs to send proxy materials to beneficial owners of stock in the name of a broker or nominee.

15. How can shareholders nominate a candidate for election as a director?

Any shareholder desiring to submit a recommendation for consideration by the Board of a candidate that the shareholder believes is qualified to be a Board nominee at any upcoming shareholders meeting may do so by submitting that recommendation in writing to the Board not later than 120 days prior to the first anniversary of the date on which the proxy materials for the prior year's annual meeting were first sent to shareholders, or November 1, 2013 for the 2014 Annual Meeting. However, if the date of the upcoming annual meeting has been changed by more than 30 days from the date of the prior year's meeting, the recommendation must be received within a reasonable time before the Company begins to print and mail its proxy materials for the upcoming annual meeting. In addition, the recommendation should be accompanied by the following information:

- the name and address of the nominating shareholder and of the person or persons being recommended for consideration as a candidate for Board membership;
- the number of shares of voting stock of the Company that are owned by the nominating shareholder, his or her recommended candidate and any other shareholders known by the nominating shareholder to be supporting the candidate's nomination;
- a description of any arrangements or understandings, that relate to the election of directors of the Company, between the nominating shareholder, or any person that (directly or indirectly through one or more intermediaries) controls, or is controlled by, or is under common control with, such shareholder and any other person or persons (naming such other person or persons);
- such other information regarding each such recommended candidate as would be required to be included in a Proxy Statement filed pursuant to the proxy rules of the SEC; and
- the written consent of each such recommended candidate to be named as a nominee and, if nominated and elected, to serve as a director.

No director nominations by shareholders have been received as of the filing of this Proxy Statement.

16. I share an address with another shareholder, and we received only one paper copy of the proxy materials. How may I obtain an additional copy of the proxy materials?

The SEC rules permit brokers and other persons who hold the Company's shares for beneficial owners, to participate in a practice known as "householding," which means that only one copy of the Proxy Statement and annual report will be sent to multiple shareholders who share the same address unless other instructions are provided to the Company. Householding is designed to reduce printing and postage costs and therefore results in cost savings for the Company. If you receive a household mailing this year and would like to have additional copies of this Proxy Statement and/or the 2013 Annual Report mailed to you, or if you would like to opt out of this practice for future mailings, please contact your broker or other nominee record holder, or submit your request to:

Bridgford Foods Corporation
1308 North Patt Street
Anaheim, California 92801
Attention: Corporate Secretary

Upon receipt of any such request, the Company agrees to promptly deliver a copy of this Proxy Statement and/or the 2013 Annual Report to you. In addition, if you are currently a shareholder sharing an address with another shareholder and wish to receive only one copy of future proxy materials for your household, please contact us using the contact information set forth above.

17. Where can I find voting results of the Annual Meeting?

We will announce preliminary voting results with respect to each proposal at the Annual Meeting. In accordance with SEC rules, final voting results will be published in a Current Report on Form 8-K within four business days following the Annual Meeting, unless final results are not known at that time in which case preliminary voting results will be published within four business days of the Annual Meeting and final voting results will be published once they are known by the Company.

18. What is the deadline to submit shareholder proposals for the 2015 Annual Meeting?

Proposals of shareholders intended to be presented at the 2015 Annual Meeting of Shareholders must be received at the Company's principal office no later than October 27, 2014 in order to be considered for inclusion in the Proxy Statement and form of proxy relating to that meeting. Matters pertaining to such proposals, including the number and length thereof, eligibility of persons entitled to have such proposals included and other aspects are regulated by the Securities Exchange Act of 1934 and the rules and regulations of the Securities and Exchange Commission.

Additionally, if the Company is not provided notice of a shareholder proposal, which the shareholder has not previously sought to include in the Company's Proxy Statement, by January 10, 2015, the Company will be allowed to use its discretionary voting authority when the proposal is raised at the meeting, without any discussion of the matter in the Proxy Statement.

19. Where can I find information about the Annual Report of the Company?

The Company will furnish without charge to each person whose proxy is being solicited, upon request of any such person, a copy of the Annual Report of the Company on Form 10-K for the fiscal year ended November 1, 2013, as such was filed with the SEC, including financial statements and associated schedules. Such report was filed with the SEC on January 17, 2014 and is available on the SEC's website at www.sec.gov, as well as the Company's website at http:// www.bridgford.com. Requests for copies of such report should be directed to:

Bridgford Foods Corporation
1308 North Patt Street
Anaheim, California 92801
Attention: Corporate Secretary

20. Whom should I contact with other questions?

If you have additional questions about this Proxy Statement or the Annual Meeting, or if you would like additional copies of this Proxy Statement, please contact:

Bridgford Foods Corporation
1308 North Patt Street
Anaheim, California 92801
Attention: Corporate Secretary
Phone: (714) 526-5533

(This page intentionally left blank.)

PROPOSAL 1

ELECTION OF DIRECTORS

The directors of the Company are elected annually to serve until the next annual meeting of the shareholders or until their respective successors are elected and duly qualified. At the Annual Meeting, eight directors have been nominated for election. The election of directors shall be by the affirmative vote of the holders of a plurality of the shares voting in person or by proxy at the Annual Meeting. Every shareholder, or his or her proxy, entitled to vote upon the election of directors may cumulate his or her votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which his or her shares are entitled, or distribute his or her votes on the same principle among as many candidates as he or she deems appropriate. No shareholder or proxy, however, shall be entitled to cumulate votes unless such candidate or candidates have been nominated prior to the voting and the shareholder has given notice at the meeting, prior to the voting, of the shareholder's intention to cumulate such shareholder's votes. If any shareholder gives such notice, all shareholders may cumulate their votes for candidates in nomination. Each of these individuals has served as a director since the last annual meeting and all current directorships are being filled.

Unless otherwise instructed, shares represented by the proxies will be voted "FOR" the election of each of the nominees listed below. Broker non-votes and proxies marked "WITHHELD" as to one or more of the nominees will result in the respective nominees receiving fewer votes. However, the number of votes otherwise received by the nominee will not be reduced by such action.

Each nominee has indicated that he is willing and able to serve as director if elected. In the event that any of such nominees shall become unavailable for any reason, an event which management does not anticipate, it is intended that proxies will be voted for substitute nominees designated by management.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE ELECTION OF EACH OF THE DIRECTOR NOMINEES NAMED BELOW.

The following table and biographical summaries set forth, with respect to each nominee for director, his age, the positions he currently holds in the Company and the year in which he first became a director of the Company. Data with respect to the number of shares of the Company's common stock beneficially owned by each of such directors as of February 7, 2014 appears under the caption "PRINCIPAL SHAREHOLDERS AND MANAGEMENT" below.

Name	Age	Current Position at the Company	Year First Became Director
William L. Bridgford	59	Chairman of the Board and Member of the Executive Committee (1)(4)	2004
Allan L. Bridgford, Jr.	55	Director (1)(4)	2011
Bruce H. Bridgford	61	President of Bridgford Foods of California and Director (1)(4)	2009
John V. Simmons	58	President, Director and Member of the Executive Committee (4)	2011
Todd C. Andrews	48	Director (2)(3)(4)	2004
D. Gregory Scott	57	Director, Audit Committee and Compensation Committee Chairman (2)(3)(4)	2006
Raymond F. Lancy	60	Chief Financial Officer, Vice President, Treasurer and Member of the Executive Committee(4)	2013
Paul R. Zippwald	76	Director (2)(3)(4)	1992

(1) William L. Bridgford, Allan L. Bridgford, Jr. and Bruce H. Bridgford are cousins.
(2) Member of the Compensation Committee.
(3) Member of the Audit Committee.
(4) Member of the Nominating Committee.

Directors

William L. Bridgford

William L. Bridgford has served as Chairman of the Board since March of 2006. He previously served as President of the Company from June of 2004 until March of 2006, and Secretary of the Company for more than five years. Mr. Bridgford has been a full-time employee of the Company since 1981. He has also served as a member of the Executive Committee since 2004. Mr. Bridgford is a graduate of California State University, Fullerton with a degree in Business Management.

Mr. Bridgford is one of the principal owners of Bridgford Industries Inc., the Company's majority shareholder. He brings to the Board extensive experience in the operations of the Company and provides strong leadership skills that provide strategic business guidance to the Company. The Board believes his executive managerial experience and Company knowledge base combined with his understanding of corporate values and culture qualify him to serve as a member of the Board.

Allan L. Bridgford, Jr.

Allan L. Bridgford Jr. served as President of Bridgford Foods of Illinois, a division of the Company, from January 1983 until his retirement in October of 2002. Mr. Bridgford is a graduate of the University of Missouri with a degree in Economics.

Mr. Bridgford is one of the principal owners of Bridgford Industries Inc., the Company's majority shareholder. He brings to the Board extensive sales, marketing and distribution experience in the food industry. The Board believes these skills and experiences qualify him to serve as a member of the Board. Mr. Bridgford is providing consulting services to the Chicago plant and management.

Bruce H. Bridgford

Bruce H. Bridgford has served as President of Bridgford Foods of California, a division of the Company, since March of 1999. Mr. Bridgford has been a full time employee of the Company since 1977 and earned a B.S. degree in Business with a concentration in finance and marketing from the University of Southern California.

Mr. Bridgford is one of the principal owners of Bridgford Industries Inc., the Company's majority shareholder. He provides key insight into the direct store delivery operations of the Company as well as strategic direction for the sales management and marketing functions of the Company. The Board believes these skills and experiences qualify him to serve as a member of the Board.

John V. Simmons

John V. Simmons has served as President of the Company and member of the Executive Committee since 2006. He previously served as Vice President of the Company for more than the five years. Mr. Simmons earned a B.A. degree in Psychology from the University of Wisconsin.

Mr. Simmons has extensive knowledge and experience in the areas of marketing, product research and development, trade relations and operations developed as an employee of the Company since 1979. The Board believes these skills and experiences qualify him to serve as a member of the Board.

Todd C. Andrews

Todd C. Andrews is a Certified Public Accountant (inactive) and presently serves as Vice President and Controller of Public Storage, a member of the S&P 500, headquartered in Glendale, California. Mr. Andrews has been employed by Public Storage since 1997. Mr. Andrews graduated cum laude with a Bachelor of Science degree in Business Administration with an emphasis in accounting and finance from California State University, Northridge.

Mr. Andrews has extensive experience in multiple accounting and finance roles over a period of more than 20 years. In particular, Mr. Andrews is experienced in the areas of financial reporting and analysis, treasury management, SEC reporting, internal controls and procedures and operational analysis. In addition, Mr. Andrews brings a diverse set of perspectives to the Board from serving in positions in multiple industries, including public accounting, entertainment, and real estate. The Board believes these skills and experiences qualify him to serve as a member of the Board. Mr. Andrews also qualifies as an audit committee financial expert and is financially sophisticated within the meaning of the NASDAQ Listing Rules.

D. Gregory Scott

D. Gregory Scott is a Certified Public Accountant (inactive) and currently serves as the Managing Director of Peak Holdings, LLC, an investment management company based in Beverly Hills, California. Mr. Scott has been with Peak Holdings, LLC for more than the past five years. Peak Holdings, LLC and its affiliates own and manage in excess of three million square feet of office, retail and warehouse space throughout the United States.

Mr. Scott brings to the Board extensive financial and managerial experience, which qualifies him to serve as a member of the Board. Mr. Scott also qualifies as an audit committee financial expert and has financial sophistication as described in the NASDAQ Listing Rules.

Raymond F. Lancy

Raymond F. Lancy has served as Treasurer of the Company for more than the past five years. He has also served as a member of the Executive Committee since 2001, Vice President since 2001 and Chief Financial Officer since 2003. Mr. Lancy is a Certified Public Accountant (inactive) and worked for ten years as an auditor at PricewaterhouseCoopers. He earned a Bachelor of Science degree with a major in Administration with high honors from California State University, San Bernardino.

Mr. Lancy has extensive knowledge and experience in the areas of finance and management developed at PricewaterhouseCoopers and as an employee of the Company since July of 1992 and as Chief Financial Officer since 2003. The Board believes these skills and experiences qualify him to serve as a member of the Board.

Paul R. Zippwald

Paul R. Zippwald was Regional Vice President and Head of Commercial Banking for Bank of America NT&SA, North Orange County, California, for more than five years prior to his retirement in July 1992. Mr. Zippwald is currently retired. He is a graduate of the Graduate School of Credit and Financial Management at the Amos Tuck School of Business Administration of Dartmouth College and also holds a graduate degree from the American Institute of Banking.

Mr. Zippwald brings to the Board a background and expertise in banking and investment advisory services. He has provided many years of service to the Company as a member of the Board. The Board believes that Mr. Zippwald is qualified to serve as a director of the Company due to his business expertise and executive managerial experience.

Public Company Directorships

Except as indicated above, none of the directors have been a director of any other public company in the past five years.

Board Meetings

During fiscal year 2013, the Company's Board of Directors held twelve regularly scheduled monthly meetings and no special meetings. Each of the nominees holding office during this period attended at least 75% of the aggregate number of monthly meetings of the Board of Directors and meetings of committees upon which he served.

Arrangements or Understandings with Directors

There are no agreements or understandings pursuant to which any of the directors was elected to serve as a director.

Controlled Company Status

The Company is considered a "controlled company" within the meaning of Rule 5615(c)(1) of the NASDAQ Listing Rules based on the approximate 81.1% ownership of the Company by Bridgford Industries Incorporated and is therefore exempted from various rules pertaining to certain "independence" requirements of its directors and certain requirements with respect to the committees of the Board. Nevertheless, the Board of Directors has determined that Messrs. Andrews, Scott and Zippwald are all "independent directors" within the meaning of Rule 5605 of the NASDAQ Listing Rules.

Board Committees

The Board of Directors maintains three committees, the Compensation Committee, the Audit Committee and the Nominating Committee.

Compensation Committee

The Compensation Committee for fiscal year 2013 consisted of Messrs. Andrews, Scott and Zippwald. As of the date of mailing of this Proxy Statement, the Compensation Committee consists of Messrs. Andrews, Scott and Zippwald. Each of the members of the Compensation Committee is a non-employee director, and notwithstanding that the Company is a "controlled company" within the meaning of the NASDAQ Listing Rules, each member is independent as defined in Rule 5605(a)(2) of the NASDAQ Listing Rules. The Compensation Committee is responsible for establishing and administering the Company's compensation arrangements for all executive officers.

The Compensation Committee meets no less frequently than annually (and more frequently as circumstances dictate) to discuss and determine executive officer and director compensation. The Compensation Committee does not generally retain the services of any compensation consultants. However, from time to time it utilizes compensation data from companies that the Compensation Committee deems to be competitive with the Company in connection with its annual review of executive compensation. The Compensation Committee has the power to form and delegate authority to subcommittees when appropriate, provided that such subcommittees are composed entirely of directors who would qualify for membership on the Compensation Committee pursuant to applicable NASDAQ Listing Rules. See "Compensation Discussion and Analysis" and "Director Compensation."

The Compensation Committee held two meetings during fiscal year 2013. No additional compensation is paid to directors for participation on the Compensation Committee. The Compensation Committee operates under a written charter, which was adopted on October 11, 2010 and is attached as Exhibit A to this Proxy Statement. The charter is not available on the Company's website.

Audit Committee

The Audit Committee for fiscal year 2013 consisted of Messrs. Andrews, Scott and Zippwald. As of the date of mailing of this Proxy Statement, the Audit Committee consists of Messrs. Andrews, Scott and Zippwald. The Audit Committee has been established in accordance with the rules and regulations of the SEC and each of the members of the Audit Committee is an "independent director" as defined in Rule 5605(c)(2) of the NASDAQ Listing Rules. In addition, the Board has determined that Messrs. Andrews and Scott qualify as "audit committee financial experts" as such term is used in the rules and regulations of the SEC.

The Audit Committee meets periodically with the Company's independent registered public accountants and reviews the Company's accounting policies and internal controls. It also reviews the scope and adequacy of the independent registered public accountants' examination of the Company's annual financial statements. In addition, the Audit Committee selects the firm of independent registered public accountants to be retained by the Company, subject to shareholder approval, pre-approves services rendered by its independent registered public accountants and pre-approves all related-party transactions.

The Audit Committee held eight meetings during fiscal year 2013. Each of the members of the Audit Committee receives $350 to $550 per meeting depending on the length of each meeting attended. In addition, the Audit Committee holds a pre-earnings release conference with the Company's independent registered public accountants on a quarterly basis. The Audit Committee operates under an Amended and Restated Audit Committee Charter, which was approved on November 8, 2010 and is attached as Exhibit B to this Proxy Statement. The charter is not available on the Company's website.

Nominating Committee

The Board of Directors has decided that the full Board should perform the functions of a Nominating Committee for the Company. It made that decision because the Board believes that selecting new Board nominees is one of the most important responsibilities the Board members have to the Company's shareholders, and for that reason, all of the members of the Board should have the right and responsibility to participate in the selection process. Because of its status as a "controlled company" within the meaning of Rule 5615(c)(1) of the NASDAQ Listing Rules, the Company is not required to have a Nominating Committee comprised solely of independent directors.

In its role as Nominating Committee, the full Board identifies and screens new candidates for Board membership. Nevertheless, actions of the Board, in its role as Nominating Committee, can be taken only with the affirmative vote of a majority of the independent directors on the Board, as defined by the NASDAQ Listing Rules. The Board last met in its role as Nominating Committee in January 2013 to approve the nomination of Mr. Raymond F. Lancy to the Board of Directors. The Nominating Committee does not act pursuant to a written charter.

Director Nomination Process

In identifying new Board candidates, the Board will seek recommendations from existing Board members and executive officers. In addition, the Board will consider any candidates that may have been recommended by any of the Company's shareholders who have made those recommendations in accordance with the shareholder nomination procedures described below. The Board, in its capacity as Nominating Committee, does not evaluate nominees recommended by shareholders differently from its evaluation of other director nominees. The Board also has the authority to engage an executive search firm and other advisors as it deems appropriate to assist in identifying qualified candidates for the Board.

In assessing and selecting Board candidates, the Board will consider such factors, among others, as: the candidate's independence, experience, knowledge, skills and expertise, as demonstrated by past employment and board experience; the candidate's reputation for integrity; and the candidate's participation in local community and local, state, regional or national charitable organizations. When selecting a nominee from among candidates considered by the Board, it will conduct background inquiries of and interviews with the candidates the Board members believe are best qualified to serve as directors. The Board members will consider a number of factors in making their selection of a nominee from among those candidates, including, among others: whether the candidate has the ability, willingness and enthusiasm to devote the time and effort required of members of the Board; whether the candidate has any conflicts of interest or commitments that would interfere with the candidate's ability to fulfill the responsibilities of directors of the Company, including membership on Board committees; whether the candidate's skills and experience would add to the overall competencies of the Board; and whether the candidate has any special background or experience relevant to the Company's business.

Board Consideration of Diversity

The Board believes that differences in experience, knowledge, skills and expertise enhance the performance of the Board. Accordingly, the Board, in its capacity as Nominating Committee, considers such diversity in selecting and evaluating proposed Board nominees. However, the Board has not implemented a formal policy with respect to the consideration of diversity for the composition of the Board.

Board Leadership Structure and the Role of the Board in Risk Management Oversight

Board Leadership Structure.

The Board is comprised of a total of eight directors. One of those directors, William L. Bridgford, serves as the Chairman of the Board. In this capacity, he is principally charged with fulfilling the following duties:

- Presiding as the Chairman of the meetings of the Board of Directors;
- Serving as a conduit of information between the independent directors and members of management;
- Approving Board of Directors meeting agendas and schedules;
- Calling executive session meetings of the independent directors, as needed;

- Reviewing information sent to the Board of Directors;
- Working with the Chief Financial Officer and Corporate Secretary to ensure the Board has adequate resources to support its decision-making obligations;
- Meeting with shareholders as appropriate; and
- Such other responsibilities and duties as the Board of Directors shall designate.

The Company has not appointed a Chief Executive Officer. Instead, the Company has historically utilized a five-member Executive Committee to serve in the capacity of Chief Executive Officer. The Board believes that the Executive Committee structure is appropriate for the Company because it requires a full committee of officers, each of whom bring their own experiences and perspectives to bear on their decision making, to discuss and vote on important decisions affecting the Company. The Company has utilized an Executive Committee in lieu of appointing a Chief Executive Officer for more than twenty years. See "Executive Officers" for further discussion about the role and membership of the Executive Committee.

The Chairman of the Board serves on the Executive Committee. Thus, the roles of Chairman of the Board and Chief Executive Officer are intertwined to some extent. However, the Chairman of the Board, the President, and the Chief Financial Officer represent only three of the five members of the Executive Committee and no other directors currently serve on the Executive Committee. Accordingly, five of eight members of the Board are not members of the Executive Committee. The Board believes that this structure properly maintains the independence of the Board as a whole, and of the Chairman of the Board, from the Executive Committee.

The Board's Role in Risk Oversight.

The responsibility for the day-to-day management of risk lies with the Executive Committee. Risk management is not viewed by the Executive Committee as a separate function, but rather is viewed as part of the day-to-day process of running the Company. It is the Board's responsibility to oversee the Executive Committee with respect to its risk management function and to ensure that the Company's risk management system is well-functioning and consistent with the Company's overall corporate strategy and financial goals. In fulfilling that oversight role, the Board focuses on the adequacy of the Company's overall risk management system. The Board believes that an effective risk management system will adequately identify the material risks to the Company's business, monitor the effectiveness of the risk mitigating policies and procedures, and provide the Executive Committee with input with respect to the risk management process.

Code of Ethics

The Company adopted a code of ethics that is applicable to, among other individuals, its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, and posted the code of ethics on its website at http://www.bridgford.com (and designated therein as the Code of Conduct). Any amendment or waiver to the Company's code of ethics that applies to its directors or executive officers will be posted on its website or in a report filed with the SEC on Form 8-K.

Communications with the Board

Shareholders may communicate with the Board or any of the directors by sending written communications addressed to the Board of Directors generally, or to any director(s), to Bridgford Foods Corporation, 1308 North Patt Street, Anaheim, California 92801, Attention: Corporate Secretary. All communications are compiled by the Corporate Secretary and forwarded to the Board or the individual director(s) accordingly.

Director Attendance at Annual Meetings

The Company does not currently have a specific policy regarding director attendance at annual shareholder meetings. However, directors are strongly encouraged to attend annual shareholder meetings. All directors (then serving as directors of the Company) except Allan L. Bridgford, Jr. attended the Company's 2013 Annual Meeting of Shareholders.

Executive Officers

Members of the Company's Executive Committee, comprised of the five executive officers named below, act in the capacity of Chief Executive Officer of the Company. The following five executive officers are elected annually to serve on the Executive Committee at the pleasure of the Board of Directors:

Allan L. Bridgford	Vice President and Member of the Executive Committee (1)
Hugh Wm. Bridgford	Vice President and Chairman of the Executive Committee (1)
William L. Bridgford	Chairman of the Board and Member of the Executive Committee (1)
John V. Simmons	President and Member of the Executive Committee
Raymond F. Lancy	Chief Financial Officer, Vice President, Treasurer and Member of the Executive Committee

(1) William L. Bridgford is the son of Hugh Wm. Bridgford and the nephew of Allan L. Bridgford. Hugh Wm. Bridgford and Allan L. Bridgford are brothers. Allan L. Bridgford is the father of Allan L. Bridgford, Jr., who serves on the Company's Board of Directors.

A biographical summary regarding William L. Bridgford, Raymond F. Lancy and John V. Simmons is set forth above under the caption "Directors." Biographical information with respect to the Company's other executive officers is set forth below:

Allan L. Bridgford

Allan L. Bridgford, age 78, previously served as Senior Chairman of the Board from March of 2006 to October of 2011. From March of 1995 through March of 2006, Mr. Bridgford served as Chairman of the Board. He has been an employee of the Company since 1957, and reduced his work schedule to 80% in March of 2000 and 60% in March of 2005. Mr. Bridgford's base compensation was reduced by the same percentage as his regular work schedule reduction. Mr. Bridgford has also served as a member of the Executive Committee since 1972. He is a graduate of Stanford University with a degree in Economics.

Hugh Wm. Bridgford

Hugh Wm. Bridgford, age 82, has served as Vice President of the Company and Chairman of the Executive Committee since March of 1995. He previously served as Chairman of the Board of Directors of the Company for more than five years and was a full time employee of the Company from 1955 through December 2010. Mr. Bridgford reduced his work schedule to 80% in January 2011 and 60% in November 2012. He also served as a member of the Executive Committee since 1972. Mr. Bridgford is a graduate of Stanford University with a degree in Economics and completed the Executive Program at the University of California at Los Angeles Graduate School of Business.

Agreements or Understandings with Officers

There are no agreements or understandings pursuant to which any of the executive officers was selected to serve as an executive officer.

PRINCIPAL SHAREHOLDERS AND MANAGEMENT

The following table sets forth certain information known to the Company with respect to the beneficial ownership of the Company's common stock as of February 7, 2014 by each shareholder known by the Company to be the beneficial owner of more than 5% of the Company's common stock, by each director and nominee for director, by each executive officer named in the Summary Compensation Table and by all executive officers and directors as a group. The information as to each person or entity has been furnished by such person or group.

Amount and Nature of Shares Beneficially Owned

Name and Address of Beneficial Owner(1)	Sole Voting and Investment Power	Shared Voting and Investment Power(2)	Total Beneficially Owned(3)	Percentage of Outstanding Shares Beneficially Owned(3)
Bridgford Industries Incorporated 1707 Good-Latimer Expressway Dallas, TX 75226	7,156,396	—	7,156,396	78.4%
Hugh Wm. Bridgford	48,917	7,157,396	7,205,313	78.9%
Allan L. Bridgford	155,882	7,156,396	7,312,278	80.1%
Bruce H. Bridgford	3,448	7,156,396	7,159,844	78.4%
Baron R.H. Bridgford 170 North Green St. Chicago, IL 60607	1,654	7,156,396	7,158,050	78.4%
William L. Bridgford	6,175	7,156,396	7,162,571	78.5%
Allan L. Bridgford, Jr.	20,000	7,156,396	7,176,396	78.6%
Raymond F. Lancy	—	—	—	*
John V. Simmons 1707 Good-Latimer Expressway Dallas, TX 75226	363	—	363	*
Todd C. Andrews	200	—	200	*
D. Gregory Scott	8,550	—	8,550	*
Paul R. Zippwald	1,452	—	1,452	*
All directors and executive officers as a group (11 persons)	7,403,037	7,156,396	7,403,037	81.1%

* Represents ownership of less than one percent (1%) of the outstanding shares.

(1) Unless otherwise indicated, the address of such beneficial owner is the Company's principal executive offices, which are located at 1308 North Patt Street, Anaheim, California 92801.

(2) Represents shares beneficially owned by Bridgford Industries Incorporated, a Delaware corporation ("BII") as reported on Schedule 13D filed with the SEC on April 5, 2010. Other than ownership of these shares, BII does not presently have any significant business or assets. Allan L. Bridgford, Hugh Wm. Bridgford, William L. Bridgford, Bruce H. Bridgford, Baron R.H. Bridgford and Allan L. Bridgford Jr. presently own 16.49%, 10.82%, 7.68%, 10.56%, 9.83% and 4.28%, respectively, of the outstanding voting capital stock of BII. The remaining shares of BII capital stock are owned of record, or beneficially, by 32 additional members of the Bridgford family. The officers of BII jointly vote all of the Company's shares held by BII. With respect to Hugh Wm. Bridgford, such amount also includes 1,000 shares held by his wife.
(3) Applicable percentage of ownership as of February 7, 2014 is based upon 9,129,079 shares of common stock outstanding. Beneficial ownership is determined in accordance with the rules of the SEC and includes voting and investment power with respect to shares shown as beneficially owned. Except as otherwise indicated, and subject to community property laws where applicable, to the knowledge of the Company the persons listed above have sole voting and investment power with respect to all shares shown as beneficially owned by them.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's directors, executive officers, and holders of more than 10% of the Company's common stock, to file with the SEC initial reports of ownership and reports of changes in ownership of common stock of the Company. Officers, directors and 10% shareholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file. To the Company's knowledge, based solely on the review of copies of such reports furnished to the Company and written representations that no other reports were required, during the fiscal year ended November 1, 2013, all of the Company's officers, directors and 10% shareholders complied with all applicable Section 16(a) filing requirements.

COMPENSATION OF EXECUTIVE OFFICERS

Compensation Discussion and Analysis

Compensation Overview

This section provides information regarding the compensation paid to the Company's "named executive officers" or "NEOs," all of whom are members of the Executive Committee. The Company has historically been and continues to be principally managed by the Executive Committee. The Executive Committee, as a unit, serves as the Company's "Chief Executive Officer." The Executive Committee currently consists of the following five members:

- Hugh Wm. Bridgford, Vice President and Chairman of the Executive Committee
- Allan L. Bridgford, Vice President
- William L. Bridgford, Chairman of the Board (Principal Executive Officer)
- John V. Simmons, President
- Raymond F. Lancy, Chief Financial Officer, Vice President and Treasurer (Principal Financial Officer)

The Company's executive compensation program is overseen by the Compensation Committee of the Board (the "Committee"), which is comprised of certain non-employee members of the Board. The basic responsibility of the Committee is to review the performance of the officers and key employees toward achieving the Company's strategic goals and to help ensure that the Company is able to attract and retain individuals who can lead the Company to achieve those goals. Each member of the Committee is an independent director as defined in Rule 5605(a)(2) of the NASDAQ Listing Rules.

One of the Company's primary strategic goals is to increase shareholder value while meeting its objectives for customer satisfaction, improved sales and financial performance, sound corporate governance, and competitive advantage. The Company's current emphases on controlling costs and improving profit margins on a consistent basis are also important factors which affect the Company's compensation decisions. The Committee's goal is to work with management to balance the Company's financial goals and circumstances with the need to attract, motivate and retain the fully qualified and capable individuals the Company needs to meet and surpass its customers' and shareholders' expectations in a highly-competitive industry.

Compensation Philosophy and Objectives

The core of the Company's executive compensation philosophy is to pay for performance. To that end, incentive bonus targets are set each year to reward excellent executive performance based upon the achievement of profit objectives by business unit and the Company's overall profitability based on pretax income, thus stimulating all executives to assume broad responsibility for the Company's overall financial welfare and financial performance.

The Committee's guiding principles are as follows:

- Work with management to provide a compensation program that recognizes individual contributions as well as the Company's overall business results;
- Provide reasonable levels of total compensation which will enable the Company to attract and retain qualified and capable executive talent within its industry, while also considering the Company's current goals of controlling costs and effecting consistent improvements in its overall financial condition;

- Motivate executive officers to deliver optimum individual and business unit performance;
- Develop and retain a leadership team that is capable of successfully operating and growing an increasingly competitive and complex business in a rapidly changing industry;
- Ensure that executive compensation-related disclosures are made to the public on a timely basis.

Role of the Compensation Committee

The compensation of all NEOs is recommended by the Executive Committee and, after review and analysis, approved by the Compensation Committee. The Compensation Committee met two times during fiscal year 2013. The responsibilities of the Compensation Committee are as follows:

- Review and approve, on an annual basis, the total compensation and compensation structure for the Executive Committee, including base salary, benefits, bonuses and equity compensation (if any). The Board's evaluation of the Executive Committee's performance is considered in setting incentives. The Committee seeks to maintain an appropriate balance, in light of overall Company performance and profitability, between the compensation of the Executive Committee and the compensation of other officers and employees generally. The Committee may also make any interim adjustments in any such compensation or plan as the Committee may deem appropriate, or as may be requested by the Board or the Compensation Committee.
- Provide oversight of senior management's decisions concerning the compensation of management, including evaluation procedures for Company officers and other executives deemed eligible for bonuses or equity compensation.
- Review and approve compensation packages for new management personnel and, as needed, termination packages for departing management personnel.
- Review and, as deemed necessary or desirable, oversee the administration of the Company's stock incentive and stock purchase plans, if any.
- Assist the Board of Directors and management in developing and evaluating potential candidates for executive positions.
- Advise the Board of Directors in its succession-planning initiatives for the Company's executive officers and other management personnel.
- Oversee preparation of a report on executive compensation as required for inclusion in the Company's annual Proxy Statement.

Role of Management in the Compensation Determination Process

The Company's senior management team, particularly the Chairman of the Board and the Chairman of the Executive Committee, support the Committee in the executive compensation decision-making process. At the request of the Compensation Committee, one or more members of the Executive Committee may present a performance assessment and recommendations to the Committee regarding base salaries, bonus payments, incentive plan structure and other compensation-related matters for the Company's executives (other than with respect to their own compensation).

Role of Compensation Consultant

The Compensation Committee has decided not to utilize the services of a paid compensation consultant after concluding that such a consultant would provide insufficient value compared to the cost.

Total Compensation for Executive Officers

The compensation packages offered to the Company's executive officers are comprised of one or more of the following elements:

- Base salary;
- Discretionary cash bonuses;
- Post retirement healthcare and pension benefits.

The Company does not have any formal policies which dictate the amount to be paid with respect to each element, nor does it have any policies which dictate the relative proportion of the various elements. The Company also does not have any formal policies for allocating between cash and non-cash compensation or short-term and long-term compensation. Instead, the Company relies on the judgment of the Compensation Committee and input and feedback from the management team, including in particular members of the Executive Committee. The Committee has no plans to adopt any such formulas, ratios or other such targets that might artificially dilute the Company's effectiveness in achieving its overall profit objectives. In fact, all of the Company's compensation policy decisions are made in the context of its current financial position and are subordinated to the Company's current goal of achieving overall profitability on an annual basis. Each of the compensation components is described in more detail below.

Base Salary

The Company provides executive officers and other employees with base salary to compensate them for services rendered during the fiscal year. The purpose of base salary is to reward effective fulfillment of an executive's assigned job responsibilities, and to reflect the position's relative value to the Company and competitiveness of the executive job market. Base salaries for executive officers are determined based on the nature and responsibility of the position, salary norms for comparable positions at similar companies, the expertise and effectiveness of the individual executive, and the competitiveness of the market for the executive officer's services.

The Company has successfully held most base salaries at the low end of the competitive range in order to reduce its overall cost structure and to achieve systematic improvement in the financial performance of the business without incurring a large turnover in executive talent and leadership.

Any "merit increases" for the Company's executive officers are subject to the same budgetary constraints that apply to all other employees. Executive officer salaries are evaluated as part of the Company's annual review process and may be adjusted where justified in the context of the Company's current focus on profitability and controlling expenses.

For fiscal year 2013, the Compensation Committee set a base salary of $4,701.58 per week for each Executive Committee member, reduced on a pro-rata basis for any member working less than a full time schedule. This change represented an approximate 3% increase in the base salary compared to fiscal year 2012, which was derived from management's assessment of the increase in the cost of living. The same percentage increase was applied to all non-executive, non-union team members when evaluating salary changes.

Discretionary Cash Bonuses

The Company's policy is to make a significant portion of each NEO's total compensation contingent upon the Company's financial performance. The Compensation Committee believes that the payment of cash bonuses based on the Company's financial success allows the Company to offer a competitive total compensation package despite relatively lower base salaries, while aligning a significant portion of executive compensation with the achievement of positive Company financial results. However, while the payment of these cash bonuses to the NEOs is generally correlated with the achievement of positive Company financial results, there are no specific performance targets communicated to the NEOs in advance, and the bonuses are ultimately paid at the discretion of the Compensation Committee after receiving input from the Chairman of the Board. For the fiscal year ended November 1, 2013, discretionary bonuses were accrued to members of the Company's Executive Committee in the amounts set forth in the column titled "Bonus" in the caption "Summary Compensation Table" below. The bonus amounts reflected for fiscal year 2013 were calculated based on a percentage of audited pretax earnings and as pro-rated for part-time employment.

Long-Term Equity-Based Incentive Compensation

The Compensation Committee has concluded that long-term stock-related compensation has very limited value as an employee incentive or retention tool because the Company's equity-based incentive awards have historically provided little or no value to the recipient. In addition, beginning in 2005, U.S. accounting rules required the Company to expense any stock option awards according to a formula which could impose a costly charge on the Company's income statements, thereby burdening or erasing its profit margins. Because of these factors, the Company has not granted stock options or restricted stock awards for many years. Instead, the Compensation Committee aims to align the interests of the NEOs with those of the Company's shareholders by creating a link between the payment of executive compensation and the achievement of Company financial goals as described above. The Company's 1999 Stock Incentive Plan expired by its own terms on April 29, 2009 and no additional stock options or restricted stock may be granted thereunder.

Pension and Retirement Benefits

Retirement Plan for Administrative and Sales Employees of Bridgford Foods Corporation. The Company has a defined benefit plan (the "Primary Benefit Plan") for certain of its employees not covered by collective bargaining agreements. The Primary Benefit Plan, administered by a major life insurance company, presently provides that participants receive an annual benefit on retirement equal to 1.5% of their total compensation from the Company during their period of participation from 1958. Benefits are not reduced by Social Security payments or by payments from other sources and are payable in the form of a monthly lifetime annuity commencing at age 65 or the participant's date of retirement, whichever is later. Effective May 12, 2006, future benefit accruals under the Primary Benefit Plan were frozen.

Supplemental Executive Retirement Plan. Retirement benefits otherwise available to certain key executives under the Primary Benefit Plan have been limited by the effects of the Tax Equity and Fiscal Responsibility Act of 1982 ("TEFRA") and the Tax Reform Act of 1986 ("TRA"). To offset the loss of retirement benefits associated with TEFRA and TRA, the Company has adopted a non-qualified "makeup" benefit plan (the "Supplemental Executive Retirement Plan"). Benefits will be provided under the Supplemental Executive Retirement Plan in an amount equal to 60% of their final average earnings minus any pension benefits and primary insurance amounts available to them under Social Security. However, in all cases the benefits are capped at $120,000 per year for Allan L. Bridgford and Hugh Wm. Bridgford. Benefits provided under this plan for William L. Bridgford and Raymond F. Lancy are calculated at 50% of final average earnings, capped at $200,000 per year, without offsets for other pension or Social Security benefits.

Bridgford Foods Retirement Savings 401(k) Plan. The Company implemented a 401(k) plan effective May 13, 2006. The Company makes a matching contribution to each employee's account based on pretax contributions in an amount equal to 100% of the first 3% of compensation and 50% of the next 2% of compensation contributed to the Plan. No amounts are contributed by the Company unless the employee elects to make a pretax contribution to the plan.

Non-Qualified Deferred Compensation

Effective January 1, 1991 the Company adopted a deferred compensation savings plan for certain key employees. Under this arrangement, selected employees contributed a portion of their annual compensation to the plan. The Company contributed an amount to each participant's account by computing an investment return equal to Moody's Average Seasoned Bond Rate plus 2%. The purpose of the plan was to provide tax planning and supplemental funds upon retirement or death for certain selected employees and to aid in retaining and attracting employees of exceptional ability. Separate accounts are maintained for each participant to properly reflect his or her total vested account balance. No contributions or salary deferrals have been made in the past ten years.

Perquisites and Other Benefits

The Company provides its executive officers with various health and welfare programs and other employee benefits which are generally available on the same cost-sharing basis to all of its employees. However, in keeping with the Company's policy of controlling costs in connection with its profitability objectives, it does not provide any significant perquisites or other special benefits to its executive officers including, but not limited to, payment of club memberships, fees associated with financial planning, executive dining rooms or special transportation rights. The Company does not own an airplane and does not provide aircraft for executives for business or personal purposes.

The Company provides post-retirement healthcare for certain executives and their spouses (who are within fifteen years of age of the employee) who have reached normal retirement age. This coverage is secondary to Medicare. Coverage for spouses continues upon the death of the employee. The maximum benefit under the plan is $100,000 per year per retiree. The plan is subject to annual renewal by the Board of Directors and may be discontinued at the Board's discretion. The plan was renewed for one year at the Board of Directors meeting held in December 2013. The combined benefit of this plan during fiscal year 2013 was $5,000 for all active and retired participants.

The Company pays life and disability insurance premiums on policies under which the Company's President is the named owner and beneficiary.

Employment Agreements

The Company currently does not have any employment, severance, change of control or similar agreements with any of its NEOs. Refer to the compensation discussion below for information on pension, deferred compensation, and benefit-related payments payable in the event of a qualifying event such as employment termination, disability, death, or sale/merger/acquisition.

Tax and Accounting Implications

The Compensation Committee is responsible for considering the deductibility of executive compensation under Section 162(m) of the Internal Revenue Code, which provides that it may not deduct non-performance-based compensation of more than $1,000,000 that is paid to its executive officers. The Company believes that the compensation paid under the current management incentive programs is fully deductible for federal income tax purposes. In certain situations, the Committee may approve compensation that will not meet the requirements for deductibility in order to ensure competitive levels of compensation for its executives and to meet its obligations under the terms of various incentive programs. However, the issue of deductibility has not come before the Committee in recent years and is not expected to be a concern for the foreseeable future.

Shareholder Advisory Vote on Executive Compensation and Frequency of Advisory Vote

Pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), the Company held its first advisory (non-binding) shareholder vote on the compensation of the Company's named executive officers (commonly known as a "say-on-pay" proposal), and its first shareholder vote on the frequency of such say-on-pay proposal, at its 2011 Annual Meeting of Shareholders. At such meeting, the shareholders of the Company approved the overall compensation of the Company's named executive officers and elected to hold a say-on-pay vote every three years. Accordingly, the Company's next say-on-pay proposal is included in this Proxy Statement.

Summary Compensation Table

The table below provides summary information concerning cash and certain other compensation paid to or accrued for the Company's NEOs during fiscal years 2011, 2012 and 2013, respectively. Each of the NEOs named below are also members of the Executive Committee, which acts in the capacity of Chief Executive Officer of the Company. See "Compensation Discussion and Analysis" for further discussion of compensation arrangements pursuant to which the amounts listed in the table below were paid or awarded and the criteria for such payment or award.

Name and Principal Position	Year	Base Salary($)(7)	Bonus($)(1)	Stock Awards($)(2)	Option Awards($)(3)	Non-Equity Incentive Plan Compensation($)(4)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings($)(5)	All Other Compensation($)(6)	Total($)
Allan L. Bridgford	2013	146,689	64,636	—	—	—	0	8,000	219,325
Member of the Executive	2012	145,155	84,539	—	—	—	66,117	6,000	301,811
Committee; Former Senior Chairman of the Board	2011	138,268	0	—	—	—	168,336	0	306,604
Hugh Wm. Bridgford	2013	146,689	64,636	—	—	—	0	18,200	229,525
Vice President and	2012	200,844	112,718	—	—	—	79,835	16,000	409,397
Chairman of the Executive Committee	2011	187,017	0	—	—	—	161,136	9,800	357,953
William L. Bridgford	2013	244,482	107,726	—	—	—	137,742	18,200	508,150
Chairman of the Board;	2012	241,925	140,898	—	—	—	530,363	16,000	929,187
Member of the Executive Committee (Principal Executive Officer)	2011	230,447	0	—	—	—	264,340	9,800	504,587
John V. Simmons	2013	244,482	107,726	—	—	—	0	42,576	394,784
President; Member of the	2012	241,925	140,898	—	—	—	90,964	40,376	514,163
Executive Committee	2011	230,447	0	—	—	—	103,091	34,176	367,715
Raymond F. Lancy	2013	244,482	107,726	—	—	—	138,017	18,200	508,425
Chief Financial Officer,	2012	241,925	140,898	—	—	—	497,693	16,000	896,516
Vice President and Treasurer (Principal Financial Officer)	2011	230,447	0	—	—	—	228,494	9,800	468,741

(1) These amounts reflect the discretionary cash bonuses earned by each of the NEOs in fiscal year 2013. Discretionary cash bonuses earned by each of the NEOs in fiscal year 2013 are being paid in three equal annual installments beginning in January 2014.

(2) The Company did not grant any stock awards to any of the NEOs during fiscal years 2011, 2012 or 2013.

(3) The Company did not grant any option awards to any of the NEOs during fiscal years 2011, 2012 or 2013.

(4) The Company did not utilize any non-equity incentive plans in order to pay compensation to its NEOs in fiscal year 2013. While it is the Company's policy to provide each of the NEOs with an opportunity to earn cash bonuses that are correlated with the Company's financial performance, the payment of the bonuses are ultimately subject to the discretion of the Compensation Committee. See "Compensation Discussion and Analysis – Total Compensation for Executive Officers – Discretionary Cash Bonuses."

(5) This column includes the aggregate positive change in actuarial present value of each NEO's accumulated benefit under all defined benefit and actuarial pension plans. In accordance with SEC rules, to the extent the aggregate change in present value of all defined benefit and actuarial pension plans for a particular fiscal year would have been a negative amount, the amount has instead been reported as $0 and the aggregate compensation for the NEO in the "Total" column has not been adjusted to reflect the negative amount. In addition, to the extent that the change in present value of any particular defined benefit or actuarial pension plan for a particular year was a negative amount, the negative amount has not been used to offset the positive change in present value associated with the other applicable defined benefit or actuarial pension plans. The aggregate negative change in the present value of the non-qualified deferred compensation plan and pension and retirement benefits for certain NEOs in certain fiscal years was as follows: (i) fiscal year 2013 Allan L. Bridgford, ($212,235), Hugh Wm. Bridgford ($215,627), and John V. Simmons ($60,233), (ii) fiscal year 2012 Allan L. Bridgford, ($175,106) and Hugh Wm. Bridgford, ($183,687), and (iii) fiscal year 2011 Allan L. Bridgford, ($88,966) and Hugh Wm. Bridgford, ($94,649).

(6) Consists of matching contributions to the Bridgford Foods Retirement Savings 401(k) plan made by the Company on behalf of each of the NEOs, except Allan L. Bridgford, and, for 2013 only, an $8,000 payment to offset the negative impacts arising from the cancellation of supplemental executive health benefits. In addition, the amount for Mr. Simmons includes premiums in the amount of $24,376 for life and disability insurance policies issued for the benefit of Mr. Simmons and his designees.
(7) Years 2011 and 2013 were 52 weeks. Year 2012 was 53 weeks.

Narrative to Summary Compensation Table

See "Compensation Discussion and Analysis" for further discussion of compensation arrangements pursuant to which amounts listed under the Summary Compensation Table were paid or awarded and the criteria for such payment or award.

Grants of Plan-Based Awards

There were no stock options, restricted stock, restricted stock units or equity or non-equity-based performance awards granted to the Company's NEOs during fiscal years 2013, 2012 or 2011.

Outstanding Equity Awards at Fiscal Year-End

There were no outstanding options or stock awards held by any NEO as of November 1, 2013.

Option Exercises and Stock Vested

There were no shares acquired upon the exercise of stock options or vesting of stock awards by any NEO during fiscal years 2013, 2012 or 2011.

Pension Benefits

The tables below provide information concerning retirement plan benefits for each NEO and payments due upon certain termination scenarios.

Retirement Plan for Administrative and Sales Employees of Bridgford Foods Corporation

Normal Retirement: Benefits commence upon reaching the "Normal Retirement Date", which is the first day of the month on or after attainment of age 65. Pension benefit payments begin on the normal retirement date and continue until death.

Early Retirement: A participant may choose to retire up to ten years before the normal retirement date. If a participant retires early, the accrued pension will be reduced by a percentage to reflect the longer period over which pension benefits will be received. If a participant is married for at least one year and dies before retirement, a pension benefit will be payable to the surviving spouse for his or her life, provided certain eligibility requirements have been met.

Death Benefits: Payments to a surviving spouse will begin on the first day of the month following a participant's death but not sooner than the earliest date a participant could have elected to retire.

Disability Benefits: A disability benefit is the accrued pension credited to a participant as of the date of disability.

The years of credited service, present value of accumulated plan benefits and payments made during the fiscal year were as follows:

For the Fiscal Year ended November 1, 2013:

Name	Number of Years Credited Service	Present Value of Accumulated Benefit (1)	Payments During Fiscal Year
Allan L. Bridgford	55	$ 935,909	$ 76,350
Hugh Wm. Bridgford	57	$ 819,155	$ 54,953
William L. Bridgford	40	$ 541,251	$ —
John V. Simmons	34	$ 433,116	$ —
Raymond F. Lancy	21	$ 396,281	$ —

(1) The assumed discount rate used was 4.65% to compute the present value of the accumulated benefit. The RP-2000 Combined Mortality Table was used and an expected return on assets of 8.00% was assumed.

For the Fiscal Year ended November 2, 2012:

Name	Number of Years Credited Service	Present Value of Accumulated Benefit (1)	Payments During Fiscal Year
Allan L. Bridgford	54	$ 1,034,220	$ 74,617
Hugh Wm. Bridgford	56	$ 912,888	$ 53,706
William L. Bridgford	39	$ 608,364	$ —
John V. Simmons	33	$ 491,106	$ —
Raymond F. Lancy	20	$ 441,456	$ —

(1) The assumed discount rate used was 3.70% to compute the present value of the accumulated benefit. The RP-2000 Combined Mortality Table was used and an expected return on assets of 8.00% was assumed.

For the Fiscal Year ended October 28, 2011:

Name	Number of Years Credited Service	Present Value of Accumulated Benefit (1)	Payments During Fiscal Year
Allan L. Bridgford	53	$ 968,103	$ 72,044
Hugh Wm. Bridgford	55	$ 833,053	$ 51,854
William L. Bridgford	38	$ 499,622	$ —
John V. Simmons	32	$ 400,142	$ —
Raymond F. Lancy	19	$ 365,384	$ —

(1) The assumed discount rate used was 4.65% to compute the present value of the accumulated benefit. The RP-2000 Combined Mortality Table was used and an expected return on assets of 8.00% was assumed.

Supplemental Executive Retirement Plan (SERP)

Payment of Retirement Benefit: All retirement, disability and death benefits shall be paid in monthly installments beginning on the commencement date following the participant's retirement, disability or death and shall continue for a period of fifteen years.

Normal Retirement: Benefits commence upon reaching the "Normal Retirement Date", which means the date on which the participant has both attained age 65 and completed at least ten years of participation. SERP benefit payments begin at the normal retirement date and continue until death.

Early Retirement: A participant may choose to retire up to ten years before the normal retirement date if the participant has completed at least five years of participation. If a participant retires early, the SERP benefit will be determined based on the vested percentage attained as the time of retirement.

Death Benefits: If a participant dies prior to having commenced receipt of benefits and is eligible for benefits hereunder, the participant's beneficiary shall be entitled to receive an annual death benefit equal to the Normal Retirement Benefit determined as if the participant attained Normal Retirement Age on the date of his death, or, if after the Participant's Normal Retirement Date, equal to the Late Retirement Benefit. If a participant dies after having commenced receipt of benefits, benefits shall continue to be paid but to the Participant's Beneficiary at the same time and in the same form as the benefits would have been payable to the participant. No benefit will be payable to a participant's beneficiary if the participant terminates employment with the Company before he is eligible for a retirement benefit and thereafter dies.

Disability Benefits: A disability benefit is the vested percentage of SERP benefit credited to a participant as of the date of disability.

The present value of accumulated plan benefits and payments made during the fiscal year were as follows:

For the Fiscal Year ended November 1, 2013:

Name	Present Value of Accumulated Benefit (1)	Payments During Last Fiscal Year
Allan L. Bridgford	$ 129,653	$ 51,528
Hugh Wm. Bridgford	$ 153,687	$ 61,080
William L. Bridgford	$ 1,778,672	$ ---
John V. Simmons	$ ---	$ ---
Raymond F. Lancy	$ 1,778,672	$ ---

(1) A 4.65% discount rate was used to compute the present values.

For the Fiscal Year ended November 2, 2012:

Name	Present Value of Accumulated Benefit (1)	Payments During Last Fiscal Year
Allan L. Bridgford	$ 177,160	$ 51,528
Hugh Wm. Bridgford	$ 210,001	$ 61,080
William L. Bridgford	$ 1,640,929	$ —
John V. Simmons	$ —	$ —
Raymond F. Lancy	$ 1,640,929	$ —

(1) A 3.70% discount rate was used to compute the present values.

For the Fiscal Year ended October 28, 2011:

Name	Present Value of Accumulated Benefit (1)	Payments During Last Fiscal Year
Allan L. Bridgford	$ 217,101	$ 51,528
Hugh Wm. Bridgford	$ 257,343	$ 61,080
William L. Bridgford	$ 1,219,308	$ —
John V. Simmons	$ —	$ —
Raymond F. Lancy	$ 1,219,308	$ —

(1) A 4.65% discount rate was used to compute the present values.

The following table estimates the present value of SERP benefits under different employment termination scenarios as of November 1, 2013:

Name	Present Value of Benefit Upon Voluntary Termination of Employment (1)	Present Value of Benefit if Disabled (1)	Present Value of Benefit Upon Death (1)	Present Value of Benefit Upon Involuntary Termination of Employment due to Sale/Merger/ Acquisition (1)
Allan L. Bridgford	$ 129,653	$ 129,653	$ 129,653	$ 129,653
Hugh Wm. Bridgford	$ 153,687	$ 153,687	$ 153,687	$ 153,687
William L. Bridgford (2)	$ 1,239,213	$ 1,778,672	$ 1,778,672	$ 1,778,672
John V. Simmons	$ —	$ —	$ —	$ —
Raymond F. Lancy (2)	$ 1,239,213	$ 1,778,672	$ 1,778,672	$ 1,778,672

(1) In each scenario above, the benefit amount shown is calculated at November 1, 2013. A 4.65% discount rate was used to compute the present values. In the case of a voluntary termination, the participant shall be entitled to the vested portion of any such early retirement benefit but shall not commence receipt of such early retirement benefit until the commencement date following the date the participant would have attained the early retirement date had the participant remained employed by the Company. Upon a finding that the participant (or, after the participant's death, a beneficiary) has suffered an unforeseeable emergency, the Committee may at the request of the participant or beneficiary, and subject to compliance with Internal Revenue Code Section 409A, accelerate distribution of benefits under the SERP in the amount reasonably necessary to alleviate such unforeseeable emergency.

(2) Death benefits for William L. Bridgford and Raymond F. Lancy are paid in the form of a monthly annuity. The actual payment amount for William L. Bridgford and Raymond F. Lancy would be determined using a discount rate similar to the rate required for qualified plans. The rate assumed for these estimates is 4.65%.

The following table estimates future SERP payments under different termination scenarios as of November 1, 2013:

Name	Payment Upon Voluntary Termination of Employment	Payment if Disabled (1)	Death Benefit from Plan (2)	Involuntary Termination of Employment Due to Sale/Merger/ Acquisition
Allan L. Bridgford	Continues to receive $4,294 for another 32 months	Continues to receive $4,294 for another 32 months	Continues to receive $4,294 for another 32 months	Continues to receive $4,294 for another 32 months
Hugh Wm. Bridgford	Continues to receive $5,090 for another 32 months	Continues to receive $5,090 for another 32 months	Continues to receive $5,090 for another 32 months	Continues to receive $5,090 for another 32 months
William L. Bridgford	$9,478 per month for 180 months beginning on 11/01/13	$13,604 per month for 180 months commencing after disability	$13,604 per month for 180 months beginning just after death	Lump Sum payment due at termination of $1,778,672
John V. Simmons	—	—	—	—
Raymond F. Lancy	$9,478 per month for 180 months beginning on 11/01/13	$13,604 per month for 180 months commencing after disability	$13,604 per month for 180 months beginning just after death	Lump Sum payment due at termination of $1,778,672

(1) Disability amount is decreased by any Company paid disability insurance policies, Social Security disability benefits, or other Federal or State disability programs. In the case of a voluntary termination, the participant shall be entitled to the vested portion of any such early retirement benefit but shall not commence receipt of such early retirement benefit until the commencement date following the date the participant would have attained the early retirement date had the participant remained employed by the Company. Upon a finding that the participant (or, after the participant's death, a beneficiary) has suffered an unforeseeable emergency, the Committee may at the request of the participant or beneficiary, and subject to compliance with Internal Revenue Code Section 409A, accelerate distribution of benefits under the SERP in the amount reasonably necessary to alleviate such unforeseeable emergency.

(2) Assumes death on November 1, 2013. The discount rate used to calculate the lump sum amount is 4.65%.

See "Compensation Discussion and Analysis – Total Compensation for Executive Officers -- Pension and Retirement Benefits" for further discussion of the pension benefits contained in the tables above.

Non-Qualified Deferred Compensation

The table below provides information concerning deferred compensation plan benefits for each NEO during the fiscal year ended November 1, 2013.

Name	Executive Contributions in Fiscal Year	Company Contributions in Fiscal Year	Aggregate Earnings in Fiscal Year	Aggregate Withdrawals/ Distributions	Aggregate Balance at Fiscal Year End
Allan L. Bridgford	$ —	$ —	$ —	$ 73,530	$ 181,505
Hugh Wm. Bridgford	$ —	$ —	$ —	$ 73,530	$ 181,505
William L. Bridgford	$ —	$ —	$ —	$ —	$ —
John V. Simmons	$ —	$ —	$ —	$ —	$ —
Raymond F. Lancy	$ —	$ —	$ —	$ —	$ —

The table below provides information concerning deferred compensation plan benefits for each NEO during the fiscal year ended November 2, 2012.

Name	Executive Contributions in Fiscal Year	Company Contributions in Fiscal Year	Aggregate Earnings in Fiscal Year	Aggregate Withdrawals/ Distributions	Aggregate Balance at Fiscal Year End
Allan L. Bridgford	$ —	$ —	$ —	$ 74,318	$ 242,399
Hugh Wm. Bridgford	$ —	$ —	$ —	$ 74,318	$ 242,399
William L. Bridgford	$ —	$ —	$ —	$ —	$ —
John V. Simmons	$ —	$ —	$ —	$ —	$ —
Raymond F. Lancy	$ —	$ —	$ —	$ —	$ —

The table below provides information concerning deferred compensation plan benefits for each NEO during the fiscal year ended October 28, 2011.

Name	Executive Contributions in Fiscal Year	Company Contributions in Fiscal Year	Aggregate Earnings in Fiscal Year	Aggregate Withdrawals/ Distributions	Aggregate Balance at Fiscal Year End
Allan L. Bridgford	$ —	$ —	$ —	$ 74,884	$ 298,767
Hugh Wm. Bridgford	$ —	$ —	$ —	$ 74,884	$ 298,767
William L. Bridgford	$ —	$ —	$ —	$ —	$ —
John V. Simmons	$ —	$ —	$ —	$ —	$ —
Raymond F. Lancy	$ —	$ —	$ —	$ —	$ —

The following table estimates the present value of non-qualified deferred compensation benefits under different employment termination scenarios as of November 1, 2013:

Name	Present Value of Benefit at Termination of Employment	Present Value of Benefit if Disabled	Present Value of Benefit Upon Death	Present Value of Benefit Upon Involuntary Termination of Employment Due to Sale/Merger/ Acquisition
Allan L. Bridgford	$ 181,505	$ 181,505	$ 181,505	$ 181,505
Hugh Wm. Bridgford	$ 181,505	$ 181,505	$ 181,505	$ 181,505
William L. Bridgford	$ —	$ —	$ —	$ —
John V. Simmons	$ —	$ —	$ —	$ —
Raymond F. Lancy	$ —	$ —	$ —	$ —

Effective January 1, 2014, Allan L. Bridgford and Hugh Wm. Bridgford each receive a monthly deferred compensation payment of $6,168, as compared to $6,114 prior to such date. As of November 1, 2013, thirty-two (32) such monthly payments remained for these recipients.

The deferred compensation amounts are calculated using a crediting rate equal to Moody's Average Seasoned Bond Rate, plus 2%. This rate is subject to fluctuation. Upon death, the deferred compensation benefits are paid in a lump sum equal to the individual's remaining account balance.

See "Compensation Discussion and Analysis – Total Compensation for Executive Officers – Non-Qualified Deferred Compensation" for further discussion of the non-qualified deferred compensation benefits contained in the tables above.

Director Compensation

The table below summarizes the total compensation paid by the Company to directors who were not NEOs during fiscal year 2013. Directors who were NEOs did not receive any additional compensation for their services as directors.

Name	Fees Earned or Paid Cash	Stock awards	Option awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Non-Qualified Deferred Compensation Earnings	All Other Compensation	Total
Todd C. Andrews	$ 22,450	$ —	$ —	$ —	$ —	$ —	$ 22,450
Allan L. Bridgford, Jr.	$ 16,900	$ —	$ —	$ —	$ —	$ —	$ 16,900
D. Gregory Scott	$ 18,700	$ —	$ —	$ —	$ —	$ —	$ 18,700
Paul R. Zippwald	$ 24,150	$ —	$ —	$ —	$ —	$ —	$ 24,150

The Company uses cash compensation to attract and retain qualified candidates to serve on its Board of Directors. In setting director compensation, the Company considers the demands that have been placed and will continue to be placed on the directors and the skill-level required by its directors. In addition, as with the Company's executive officers, compensation decisions for directors are made in the context of the Company's focus on controlling costs and increasing profitability.

The directors are not paid an annual retainer for their service on the Board. Instead, each non-employee director was paid $1,600 for each of the first two Board meetings attended during fiscal year 2013 and $1,700 for each subsequent Board meeting attended in fiscal year 2013. Members of the Audit Committee were paid $350 to $550 for each Audit Committee meeting attended depending on the length of the meeting. The members of the Compensation Committee were not paid any additional compensation for their service. In addition, the directors were not paid any additional compensation for their service on the Nominating Committee.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

The Company's general legal counsel is the son of Allan L. Bridgford. For his legal counsel, he currently is paid a fee of $1,600 to $1,700 for each Board of Directors meeting attended. Total fees paid under this arrangement were $20,200 in fiscal year 2013 and $19,000 in fiscal year 2012. In addition, legal services are performed on behalf of the Company and billed by a firm in which he is a partner. Total fees billed under this arrangement for each of fiscal years 2013 and 2012 were approximately $6,000 and $22,000, respectively. Other than the relationship noted above, the Company is not aware of any related party transactions that would require disclosure as a related party transaction under SEC rules.

Director Allan L. Bridgford Jr., son of the former senior chairman of the board of directors, is providing consulting services to the Chicago plant and management. The contract on behalf of the Company with Allan L. Bridgford Jr. is for consulting services at $600 per day. Total fees billed under this arrangement for fiscal year 2013 were approximately $139,200.

The Company's executive officers, directors, nominees for directors and principal shareholders, including their immediate family members and affiliates, are prohibited from entering into related party transactions with the Company that would be reportable under Item 404 of Regulation S-K without the prior approval of its Audit Committee (or other independent committee of the Board of Directors in cases where it is inappropriate for the Audit Committee to review such transaction due to a conflict of interest). Any request for the Company to enter into a transaction with an executive officer, director, or nominee for director, principal shareholder or any of such persons' immediate family members or affiliates that would be reportable under Item 404 of Regulation S-K must first be presented to the Audit Committee for review, consideration and approval. In approving or rejecting the proposed agreement, the Audit Committee will consider the relevant facts and circumstances available and deemed relevant, including but not limited to, the risks, costs, and benefits to the Company, the terms of the transactions, the availability of other sources for comparable services or products, and, if applicable, the impact on director independence. The Audit Committee shall only approve those agreements that, in light of known circumstances, are in or are not inconsistent with, the Company's best interests, as determined in good faith by the Audit Committee (or other independent committee, as applicable). The requirement for the Audit Committee to review related-party transactions (defined as those transactions required to be disclosed under Item 404 of Regulation S-K) is set forth in the Amended and Restated Audit Committee Charter, which was approved on November 8, 2010 and is attached as Exhibit B to this Proxy Statement.

PROPOSAL 2

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

The Audit Committee of the Board of Directors has, subject to ratification by the shareholders, appointed Squar, Milner, Peterson, Miranda & Williamson, LLP as the Company's independent registered public accounting firm for the fiscal year ending October 31, 2014.

The affirmative vote of a majority of the shares present or represented by proxy at the Annual Meeting and entitled to vote on the matter is required to ratify the appointment of Squar, Milner, Peterson, Miranda and Williamson, LLP. Abstentions will have the same effect as votes "AGAINST" the Proposal. Brokers have discretion to vote uninstructed shares with respect to this Proposal. Accordingly, broker non-votes will not occur with respect to this Proposal.

Proxies received in response to this solicitation will be voted "FOR" the approval of Squar, Milner, Peterson, Miranda & Williamson, LLP unless otherwise specified in the proxy. In the event of a negative vote on such ratification, the Audit Committee of the Board of Directors will reconsider its selection. Representatives of Squar, Milner, Peterson, Miranda & Williamson, LLP will be present at the meeting and available to respond to questions. They will have the opportunity to make a statement if they so desire.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF SQUAR, MILNER, PETERSON, MIRANDA & WILLIAMSON, LLP AS THE COMPANY'S INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING OCTOBER 31, 2014.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

Fees billed by Squar, Milner, Peterson, Miranda & Williamson, LLP for the audit of the Company's annual financial statements and the review of the financial statements included in the Company's quarterly reports on Form 10-Q for fiscal year 2013 totaled $153,000. Fees billed by Squar, Milner, Peterson, Miranda & Williamson, LLP for the audit of the Company's annual financial statements and the review of the financial statements included in the Company's quarterly reports on Form 10-Q for fiscal year 2012 totaled $141,000.

Audit-Related Fees

Audit-related fees typically consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's consolidated financial statements and are not reported under "Audit Fees." These services may include consultations related to the Sarbanes-Oxley Act and consultations concerning financial accounting and reporting standards. There were no audit-related fees billed by Squar, Milner, Peterson, Miranda & Williamson, LLP for fiscal year 2013 or fiscal year 2012.

Tax Fees

Tax fees are comprised of services that include assistance related to state tax compliance services and consultations regarding federal and state research and development tax credits. There were no tax fees billed by Squar, Milner, Peterson, Miranda & Williamson, LLP for fiscal year 2013 or fiscal year 2012.

All Other Fees

All other fees are comprised of fees for initial planning for certification of internal controls over financial reporting. No such fees were billed by Squar, Milner, Peterson, Miranda & Williamson, LLP for fiscal year 2013 or fiscal year 2012.

POLICY ON AUDIT COMMITTEE PRE-APPROVAL OF AUDIT SERVICES AND PERMISSIBLE NON-AUDIT SERVICES OF INDEPENDENT ACCOUNTANTS

The Audit Committee's policy is to pre-approve all audit and permissible non-audit services performed by the independent registered public accountants. These services may include audit services, audit-related services, tax services and other services. During fiscal years 2013 and 2012, the Audit Committee approved all such services rendered by its independent registered public accountants. For audit services, the independent registered public accountants provide the Audit Committee with an audit plan including proposed fees in advance of the annual audit. The Audit Committee approves the plan and fees for the audit.

For non-audit services, the Company's senior management will submit from time to time to the Audit Committee for approval non-audit services that it recommends the Audit Committee engage the independent registered public accountants to provide during the fiscal year. The Company's senior management and the independent registered public accountants will each confirm to the Audit Committee that each non-audit service is permissible under all applicable legal requirements. A budget, estimating non-audit service spending for the fiscal year, will be provided to the Audit Committee along with the request. The Audit Committee must approve both permissible non-audit services and the budget for such services.

REPORT OF THE AUDIT COMMITTEE

Pursuant to a meeting of the Audit Committee on January 13, 2014, the Audit Committee reports that it has: (i) reviewed and discussed the Company's audited financial statements with management; (ii) discussed with the independent registered public accountants the matters (such as the quality of the Company's accounting principles and internal controls) required to be discussed by the Statement on Auditing Standards No. 61, amended (AICPA, Professional Standards, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T; and (iii) received the written disclosures and the letter from Squar, Milner, Peterson, Miranda & Williamson, LLP regarding its communications with the audit committee concerning independence, and has discussed with them their independence. Based on the review and discussions referred to in items (i) through (iii) above, the Audit Committee recommended to the Board that the audited financial statements be included in the Company's annual report for the Company's fiscal year ended November 1, 2013.

AUDIT COMMITTEE

Todd C. Andrews, Chairman
D. Gregory Scott
Paul R. Zippwald

The foregoing Audit Committee Report shall not be deemed soliciting material, shall not be deemed filed with the SEC and shall not to be incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

PROPOSAL 3

ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Company is asking its shareholders to indicate their support for its named executive officer compensation as described in this Proxy Statement. This proposal, commonly known as a "say-on-pay" proposal, gives the Company's shareholders the opportunity to express their views on the compensation paid to the Company's named executive officers. This vote is not intended to address any specific item of compensation, but rather the overall compensation of the Company's named executive officers and the philosophy, policies and practices described in this Proxy Statement. Accordingly, the Company is asking its shareholders to vote "FOR" the following resolution at the Annual Meeting:

> "RESOLVED, that the Company's shareholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company's Proxy Statement for the 2014 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission."

Adoption of the resolution will require the affirmative vote of a majority of the shares present or represented by proxy at the Annual Meeting and entitled to vote on the matter. Proxies received in response to this solicitation will be voted "FOR" approval of the compensation of the Company's named executive officers unless otherwise specified in the proxy. Abstentions will have the same effect as votes "AGAINST" the Proposal. Brokers do not have discretion to vote uninstructed shares with respect to this Proposal. Accordingly, if brokers do not receive voting instructions from beneficial owners of the shares, they will not be able to vote the shares and broker non-votes may occur with respect to this Proposal. However, broker non-votes will not affect the outcome of the voting on the Proposal because it requires the majority of the shares present or represented by proxy at the Annual Meeting (as opposed to a majority of the shares outstanding).

The "say-on-pay" vote is advisory, and therefore is not binding on the Company, the Compensation Committee or the Board of Directors. However, the Board and the Compensation Committee value the opinions of the shareholders and, to the extent there is any significant vote "AGAINST" the named executive officer compensation as disclosed in this Proxy Statement, will consider the shareholders' concerns and the Board and Compensation Committee will evaluate whether any actions are necessary to address those concerns. Unless the Board modifies its policy on the frequency of future "say-on-pay" advisory votes, the next "say-on-pay" advisory vote will be held at the 2017 Annual Meeting of Shareholders.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE APPROVAL OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SEC.

EXHIBIT A

BRIDGFORD FOODS CORPORATION

COMPENSATION COMMITTEE CHARTER

(Effective October 11, 2010)

Introduction

The Compensation Committee (the **"Committee"**) of the Board of Directors of Bridgford Foods Corporation, a California corporation (the **"Company"**), shall have the purposes, responsibilities and authority described below. This Charter is intended to comply with applicable rules of The NASDAQ Stock Market, Inc. (**"NASDAQ"**) and to provide the Committee with direction in performing its responsibilities on behalf of the Company's Board of Directors. This Charter has been approved by the Company's Board of Directors (the **"Board"**).

The Purpose of the Compensation Committee

The purpose of the Committee is to assist the Board in meeting its responsibilities with regard to oversight and determination of executive compensation. Among other things, the Committee (a) reviews the performance of the members of the Executive Committee (who collectively serve as the Company's Chief Executive Officer), (b) reviews, recommends and approves the Company's compensation arrangements, including arrangements with executive officers and directors, (c) publishes a report to be included in the Company's annual proxy statement, and (d) administers the Company's equity incentive plans (including reviewing, recommending and approving stock option and other equity incentive grants to executive officers and directors).

Membership and Structure

The Committee shall be comprised of at least three (3) directors, each of whom must (i) meet the director independence requirements set forth in the listing rules of The NASDAQ Stock Market, Inc. and (ii) be "Non-Employee Directors" under Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended. In addition, at least two (2) directors serving on the Committee must be qualified "outside directors" under Section 162(m) of the Internal Revenue Code, as amended, and related regulations. Each of the foregoing shall be determined by the Board. Appointment to the Committee, including the designation of the Chair of the Committee, shall be made by the full Board annually. Each member of the Committee shall serve at the pleasure of the Board and the Board has the authority to remove members from the Committee in its sole discretion.

Meetings of the Committee shall be held at such times and places as circumstances dictate (but no less frequently than annually), including by written consent. Meetings may be called by the Chair of the Committee or upon the request of any two of its members. The Chair of the Committee shall determine the time, place and method for holding and the agenda for all Committee meetings and, when present, shall preside over all Committee meetings. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee.

When necessary, the Committee shall meet in executive session outside of the presence of any executive officer of the Company. The Chair of the Committee (or his or her designee) shall keep record of the Committee's meetings and report on activities of the Committee to the full Board. In fulfilling its responsibilities, the Committee shall have authority to delegate its authority to subcommittees composed entirely of directors who would otherwise qualify for membership on the Committee, in each case to the extent permitted by applicable law.

Primary Responsibilities and Duties

In carrying out its purpose, the Committee shall have direct authority to perform the following responsibilities and duties (it being understood that the Committee may condition its approval of any compensation on Board ratification to the extent so required to comply with applicable tax law):

- determine the compensation of the members of the Executive Committee, after taking into account the Board's assessment of the performance of the Executive Committee, as well as any other executive officers of the Company.
- determine the compensation of the Chairman of the Board and the other directors of the Company.
- assess the performance of the executive officers of the Company other than the members of the Executive Committee (whose performance is assessed by the Board).
- review and make recommendations to the Board regarding the Company's compensation policies and philosophy.

- review and make recommendations to the Board with respect to the employment agreements, severance agreements, change of control agreements and other similar agreements between the Company and its executive officers.
- administer the Company's equity incentive plans, including the review and grant of stock option and other equity incentive grants.
- review and discuss the Compensation Discussion and Analysis (**"CD&A"**) section of the Company's annual proxy statement with management, and recommend to the Board that the CD&A be included in the Company's proxy statement as required.
- produce an annual report on executive compensation for inclusion in the Company's proxy statement.
- as requested by Company management, review, consult and make recommendations and/or determinations regarding employee compensation and benefit plans and programs generally, including employee bonus and retirement plans and programs.
- assist the Board and management in developing and evaluating potential candidates for executive officer positions.
- advise the Board in its succession-planning initiatives for the Company's executive officers and other senior officers.

Additional Powers and Responsibilities
In addition to the specific responsibilities set forth above, the Committee will:

- engage in an annual self-assessment with the goal of continuing improvement.
- annually review and reassess the adequacy of this Charter, and recommend any changes to the full Board.
- have the authority to engage independent legal, accounting and other advisers, as it determines necessary to carry out its duties, and to discuss matters with such advisers as the members of the Committee deem necessary or appropriate. The Committee shall have sole authority to approve the fees and retention terms of any such advisers.
- have sole authority to approve the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee shall be at the Committee's sole discretion.

EXHIBIT B

BRIDGFORD FOODS CORPORATION

AMENDED AND RESTATED AUDIT COMMITTEE CHARTER

(As Adopted November 8, 2010)

One committee of the board of directors will be known as the audit committee and will be comprised of at least three members of the board. Committee members will be appointed by the board annually to serve until their successors are elected. Unless a chairperson is elected by the full board, the members of the audit committee may designate a chairperson by majority vote.

Only independent directors, as determined by the board, will serve on the audit committee. An independent director is free of any relationship that could influence his or her judgment as a committee member. An independent director may not be associated with a major vendor to, or customer of, the Company. When there is some doubt about independence, as when a member of the committee has a short-term consulting contract with a major customer, the director should excuse himself or herself from any decision that might be influenced by that relationship.

Apart from his or her capacity as a member of the board or any committee of the board, no audit committee member shall be an affiliated person of the Company or any Company subsidiary as required under applicable SEC and NASDAQ Marketplace Rules. Each member of the audit committee shall (i) be an independent director, as defined in NASDAQ Marketplace Rule 5605(a)(2) and the rules of the SEC (including, without limitation, Rule 10A-3 under the Securities Exchange Act of 1934), (ii) not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three (3) years, and (iii) be able to read and understand fundamental financial statements at the time of appointment, in accordance with the requirements set forth in NASDAQ Marketplace Rule 5605(c)(2)(A). In addition, at least one member must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities in accordance with NASDAQ Marketplace Rule 5605(c)(2)(A). Further, at least one member must qualify as an "audit committee financial expert" within the meaning of Item 407(d)(5) of Regulation S-K.

As part of the commitment of the Company and board of directors to good governance practices, the audit committee regularly reviews its charter and recommends to the board changes to the charter. The board adopted this amended and restated charter on November 8, 2010.

The primary function of the audit committee is to assist the board in fulfilling its oversight responsibilities by reviewing (i) the financial information that will be provided to the shareholders and others, (ii) the systems of disclosure controls and internal controls management that the board of directors has established, (iii) the Company's compliance with legal and regulatory requirements, and (iv) all audit processes, including, but not limited to, the independent accountant's qualifications, independence, and performance.

GENERAL RESPONSIBILITIES

1. The audit committee provides open avenues of communication among the internal auditors, the independent accountant, and the board of directors.

2. The audit committee must report committee actions to the full board of directors and may make appropriate recommendations.

3. The audit committee has the power to conduct or authorize investigations into matters within the committee's scope of responsibilities with full access to all books, records, facilities, and personnel of the Company. The committee is authorized to retain independent counsel, accountants, or others it needs to carry out its responsibilities, including, but not limited to, any specific investigation.

4. The committee will meet at least four times each year or more frequently if circumstances make that preferable. The audit committee chairperson has the power to call a committee meeting whenever he or she thinks there is a need. The audit committee chairperson will provide the agenda for the committee's meetings and any member may suggest items for consideration. Briefing materials will be provided to the committee as far in advance of meetings as practicable. An audit committee member should not vote on any matter in which he or she is not independent. The committee may ask members of management or others to attend the meeting and is authorized to requisition all pertinent information from management. At the option of the audit committee chairperson, a meeting may conclude with an executive session of the committee absent members of management.

5. The audit committee shall establish and maintain procedures for receiving, retaining, and treating complaints received by the Company regarding accounting, internal accounting controls, or auditing matters including procedures for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

6. The audit committee shall establish procedures for the hiring of employees and former employees of the independent accountant.

7. The audit committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the board.

8. The committee will do whatever else the law, the Company's charter or bylaws, or the board of directors require.

RESPONSIBILITIES FOR ENGAGING INDEPENDENT ACCOUNTANTS

1. The audit committee will select (and recommend that the board submit for shareholder ratification, if applicable) the independent accountants for Company audits. The audit committee also will review and set any fees paid to the independent accountants, both for audit and lawfully permitted non-audit services, and review and approve dismissal of the independent accountants. The audit committee shall have the sole authority to approve the hiring and firing of the independent accountants and all compensation and retention terms with respect to any engagement of the independent accountants. The independent accountants shall report directly to the audit committee.

2. The audit committee shall review and evaluate the performance of the independent accountants and ascertain that the lead (or concurring) audit partner from any public accounting firms performing audit services, serves in that capacity for no more than five fiscal years of the Company.

3. The audit committee will approve in advance the retention of the independent accountants for the performance of all audit and lawfully permitted non-audit services and the fees for such services (provided that pre-approval of non-audit services will not be required in those circumstances where a subsequent approval is permissible under applicable SEC and NASDAQ rules).

4. The audit committee will confirm and assure the independence of the independent accountant, including a review of management consulting services provided by the independent accountant and the fees paid for them. To facilitate this confirmation, the audit committee shall obtain on a periodic basis a formal written statement from the independent accountant regarding relationships and services with the Company which may impact independence and present this statement to the board of directors and to the extent there are such relationships, monitor and investigate them.

5. The audit committee shall, at least annually, obtain and review a report by the independent accountants describing: (i) the accounting firm's internal quality-control procedures; and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities or a private sector regulatory board, within the preceding five years, respecting one or more independent audits performed by the firm, and any steps taken to deal with any such issues.

6. The audit committee will consider, in consultation with the independent accountant, the audit scope and procedural plans made by the independent accountant.

7. The audit committee will oversee the resolution of disagreements between management and the independent accountant, if they arise.

8. The audit committee will listen to management and the primary independent accountant if either believes there might be a need to engage additional auditors. The audit committee will decide whether to engage an additional firm and, if so, which one.

RESPONSIBILITIES FOR REVIEWING THE ANNUAL EXTERNAL AUDIT AND THE REVIEW OF QUARTERLY AND ANNUAL FINANCIAL STATEMENTS

1. The audit committee will confirm that the independent accountant (i) views the committee as its client, (ii) will be available to the full board of directors at least annually, and (iii) provides the committee with a timely analysis of significant financial reporting issues.

2. The audit committee will review significant risks and exposures with management and the independent accountant and will assess management's steps to minimize them.

3. The audit committee will review the following with the independent accountant and management:

   (a) The adequacy and effectiveness of the Company's disclosure controls and procedures and the Company's internal controls, including computerized information system controls and security.

   (b) Any significant finding and recommendations made by the independent accountant together with management's responses to them.

4. Shortly after the annual examination is completed, and prior to filing with the SEC, the audit committee will review the following with management and the independent account:

   (a) The Company's annual financial statements and related footnotes.

   (b) The independent accountant's audit of and report on the financial statements.

   (c) The effect of regulatory and accounting initiatives, as well as off-balance sheet structures on the Company's financial statements, if any.

   (d) The independent accountant's qualitative judgments about the appropriateness, not just the acceptability, of accounting principles and financial disclosures and how aggressive (or conservative) the accounting principles and underlying estimates are.

   (e) Any difficulties or disputes encountered during the course of the audit, including any restrictions on the scope of his or her work or access to required information.

   (f) The Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" including, without limitation, all critical accounting policies and practices used by the Company.

   (g) All alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of each alternative, and the treatment preferred by the Company.

   (h) Anything else about the audit procedures or findings that GAAP requires the auditors to discuss with the committee.

5. The audit committee will review all material written communications between the independent accountant and management.

6. The audit committee will review annual filings with the SEC and other published documents containing the Company's financial statements, including but not limited to earnings press releases, and will consider whether the information in the filings is consistent with the information in the financial statements. The audit committee will pay particular attention to any pro forma or adjusted non-GAAP financial information.

7. The audit committee will review and discuss the interim financial reports, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," with management and the independent accountant(s) before those interim results are released to the public in an earnings release or filed with the SEC or other regulators. The audit committee shall direct the Company's independent accountants to review such interim financial statements using professional standards and procedures for such reviews.

8. The audit committee will prepare a letter for inclusion in the annual report that describes the committee's composition and responsibilities and how the responsibilities were fulfilled. The committee will also prepare a report for the Company's proxy statement in accordance with the requirements of Item 407(d)(3) of Regulation S-K and any other item required for inclusion in this proxy statement.

9. In connection with each periodic report of the Company, the audit committee will review:

   (a) management's disclosure to the committee under Section 302 of the Sarbanes-Oxley Act of 2002.

   (b) the contents of the chief executive officer and the chief financial officer certificates to be filed under Sections 302 and 906 of the Sarbanes-Oxley Act of 2002.

OVERSIGHT OF INTERNAL AUDIT

1. The audit committee shall oversee the Company's establishment and maintenance of an appropriate control process for reviewing and approving its internal transactions and accounting, whether such process is implemented through an internal audit department of the Company, through outsourcing or otherwise (the "internal audit function").

2. When the internal audit function is established, the audit committee shall oversee the activities, organizational structure and qualifications of the internal audit function.

3. The audit committee shall discuss with the internal audit function any changes to, and the implementation of, the internal audit plan and any special projects and discuss with the internal audit function the results of the internal audits and special projects.
4. The audit committee shall review the regular internal reports to management (or summaries thereof) prepared by the internal audit function, as well as management's response.
5. The audit committee shall discuss with the internal audit function any audit problems or difficulties, including any restrictions on the scope of the internal audit function's activities or on access to requested information, and management's response to same and any other matters required to be brought to its attention.

6. The audit committee shall review the effectiveness of the internal audit function.

PERIODIC RESPONSIBILITIES

1. The audit committee shall review and update its charter at least annually and recommend to the board of directors any necessary amendments.

2. The audit committee shall review policies and procedures covering officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of those areas by the independent accountant.

3. The audit committee shall review, approve, and monitor with the independent accountant, the Company's code of conduct and such other codes of business conduct that the Company may adopt from time to time pertaining to its directors, officers, or employees, as well as the Company's system to monitor compliance with the same.

4. The audit committee shall review, in conjunction with counsel at the discretion of the audit committee, legal and regulatory matters that may have a material effect on the organization's financial statements, compliance policies and programs, and reports from regulators.

5. The audit committee shall provide oversight and review of the Company's risk management policies, including an annual review of the Company's investment policies and performance for cash and short-term investments.

6. The audit committee shall meet with the independent accountants and management in separate executive sessions to discuss matters the committee or these groups believe should be discussed privately with the audit committee. The audit committee will meet separately with the Company's chief executive officer and chief financial officer at least annually to review the financial affairs of the Company, including a review of the Company's internal controls. The audit committee will meet separately with the independent accountants of the Company at such times as it deems appropriate to review the independent accountant's examination and management report.

7. In consultation with the independent accountants and the internal audit function (if applicable), the audit committee shall review the integrity of the Company's financial reporting processes (both internal and external).

8. As the audit committee deems appropriate, it shall obtain advice and assistance from outside legal, accounting, or other advisors; in this regard, the audit committee shall have the authority to engage, oversee, and require funding for outside legal, accounting, or other advisors.

9. The audit committee shall review and approve in advance all related party transactions (defined as those transactions required to be disclosed under Item 404 of Regulation S-K) for potential conflict of interest.

10. The audit committee shall conduct an annual performance assessment relative to the audit committee's purpose, duties, and responsibilities outlined herein.

COMPENSATION

1. The Company shall provide appropriate funding, as determined by the audit committee, in its capacity as a committee of the board, for the payment of: (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company; (ii) compensation to any advisors employed by the audit committee pursuant to the terms of this charter; and (iii) ordinary administrative expenses of the audit committee that are necessary or appropriate in carrying out its duties.

2. Members of the audit committee shall receive such fees, if any, for their service as audit committee members as may be determined by the board of directors in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the board of directors. Members of the audit committee may not receive any compensation from the Company except fees that they receive for service as a member of the board of directors or any committee thereof and reasonable expense reimbursement.

(This page intentionally left blank.)

DIRECTORS

Todd C. Andrews
Vice President and Controller,
Public Storage, Inc.

Allan L. Bridgford, Jr.
Consultant
(Formerly President of
Bridgford Foods of Illinois)

Bruce H. Bridgford
Vice President

William L. Bridgford
Chairman

Raymond F. Lancy
Chief Financial Officer

D. Gregory Scott
Managing Director,
Peak Holdings, LLC

John Simmons
President

Paul R. Zippwald
Retired
(formerly Regional Vice President,
Bank of America)

OFFICERS

Allan L. Bridgford
Vice President
and member of
the Executive Committee

Bruce H. Bridgford
Vice President

Hugh Wm. Bridgford
Chairman of the
Executive Committee
and Vice President

Michael Bridgford
Assistant Secretary

William L. Bridgford
Chairman and member of
the Executive Committee

Chris Cole
Vice President

Joe deAlcuaz
Vice President Manufacturing

Bob Delong
Vice President,
Information Technologies

Raymond F. Lancy
Executive Vice President,
Chief Financial Officer,
Treasurer and member of
the Executive Committee

Cindy Matthews–Morales
Corporate Secretary
and Controller

John V. Simmons
President and member of
the Executive Committee

Daniel R. Yost
Senior Vice President

DIVISION MANAGERS

Baron R. H. Bridgford
President, Bridgford Processing
Company of Illinois
Bridgford Foods of Illinois

Blaine K. Bridgford
President
Dallas- Superior Foods Division

Bruce H. Bridgford
Chairman & President,
Bridgford Foods of California

Joseph deAlcuaz
Vice President
Dallas- Frozen-Rite Division

Monty Griffith
Vice President
Bridgford Foods of North Carolina

Jeffrey D. Robinson
Bakery Manager
Anaheim- Bread Division

BRIDGFORD FOODS CORPORATION

1308 North Patt Street
P.O. Box 3773
Anaheim, California 92803
Phone (714) 526-5533
www.bridgford.com

MAJOR OPERATING FACILITIES

Chicago, Illinois
Dallas, Texas
Statesville, North Carolina

TRANSFER AGENT AND REGISTRAR CONTINENTAL STOCK TRANSFER & TRUST COMPANY

17 Battery Place, 8th Floor
New York, NY 10004
1-800-509-5586

INDEPENDENT ACCOUNTANTS

Squar, Milner, Peterson, Miranda & Williamson, LLP
Newport Beach, California

BRIDGFORD BASS PRO RANDY BLAUKAT