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8 *Attorneys for Plaintiff and on Behalf
of All Others Similarly Situated*

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15 *Attorneys for Defendant*
16 *SAFEWAY INC.*

17 UNITED STATES DISTRICT COURT
18 NORTHERN DISTRICT OF CALIFORNIA

19 MICHAEL RODMAN, on behalf of
20 himself and all others similarly situated,

21 Plaintiff,

22 v.

23 SAFEWAY INC.,

24 Defendant.

Case No. 11-03003 JST (JCS)

**JOINT STIPULATION AND
[PROPOSED] SCHEDULING
ORDER REGARDING JUDGMENT
DISTRIBUTION**

25
26 Plaintiff Michael Rodman on behalf of himself and the certified Class
27 (“Plaintiff”) and Defendant Safeway Inc. (“Safeway”) stipulate as follows:
28

1 WHEREAS, the Court entered final judgment (“Judgment”) (Dkt. No. 406) in
2 favor of Plaintiff for breach of contract damages plus pre-judgment interest and
3 against Safeway Inc. (“Safeway”);

4 WHEREAS, the United States Court of Appeals for the Ninth Circuit
5 affirmed the Judgment;

6 WHEREAS, the parties have filed herewith a Joint Report reflecting their
7 agreement on a Plan of Judgment Distribution; the appointment of a Judgment
8 Administrator; and a schedule to send notice to Class members in the forms attached
9 as Exhibits 1 and 2 hereto and set deadlines and a hearing date for Class Counsel’s
10 Motion for an Award of Attorneys’ Fees and Expenses and Service Award for the
11 Class Representative Michael Rodman (“Fee and Service Award Motion”), any
12 objections by class members to the Fee and Service Award Motion and Plan of
13 Judgment Distribution, and the Parties’ replies;

14 NOW, THEREFORE, the parties to the above-captioned action hereby
15 stipulate and agree and request that the Court enter the [PROPOSED] Order set
16 forth below:

17 IT IS SO STIPULATED.

18
19 Dated: November 20, 2017

Dated: November 20, 2017

20 REED SMITH LLP

CHIMICLES & TIKELLIS LLP

21 By: /s/ Jonah D. Mitchell

By: /s/ Steven A. Schwartz

22 Scott D. Baker (SBN 84923)
23 Jonah D. Mitchell (SBN 203511)
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28 *Attorneys for Defendant SAFEWAY INC.*

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*Attorneys for Plaintiff MICHAEL
RODMAN and the Class*

[PROPOSED] ORDER

Good cause appearing therefore, PURSUANT TO STIPULATION AND THE COURT'S REVIEW OF THE PARTIES' JOINT REPORT REAGRNDING JUDGMENT DISTRIBUTION, IT IS ORDERED as follows:

1. Angeion Group is appointed as Judgment Administrator.
2. Safeway shall transfer the Judgment amount into to a Judgment Distribution Fund account backed by the full faith and credit of the United States Government at Angeion Group's bank, Huntington National Bank.
3. The Notice Plan set forth in the parties' Joint Report and the proposed forms of Notice attached hereto as Exhibits 1 and 2 are hereby approved.
4. The schedule set forth in the parties' Joint Report are hereby approved as follows:

Event	Date
Notice to the Class and posting of Notice/FAQs to Case Website	No later than December 15, 2017
Class Counsel's Motion for Attorney Fees, reimbursement of expenses, and Service Award	January 4, 2018
Class member Objection Deadline	January 15, 2018
Class Counsel's response, and any response of Safeway, to any objections or other responses by Class members	January 25, 2018
Hearing on Class Counsel's Motion for Attorney Fees, Reimbursement of Expenses, and Service Award; Plan of Distribution; and <i>cy pres</i> recipients	February 8, 2018 at 2:00 p.m.

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IT IS SO ORDERED.

Date: November ____, 2017

HON. JON S. TIGAR

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CERTIFICATION

I, Timothy N. Mathews, am the ECF User whose identification and password are being used to file this Joint Stipulation and [Proposed] Order to Amended Case Scheduling Order. In compliance with Civil Local Rule 5-1(i)(3), I hereby attest that all Parties have concurred in this filing.

Dated: November 20, 2017

By /s/ Timothy N. Mathews
Timothy N. Mathews
Attorney for Plaintiff

EXHIBIT 1

From: XXX

Date: XXX

To: XXXX

Subject: Legal Notice Regarding \$42 Million Judgment entered in Safeway/Vons/Genuardis Grocery Delivery Class Action (*Rodman v. Safeway*)

Reply-To: XXX

UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF CALIFORNIA

Safeway’s records show that you are entitled to be paid from a \$42 million class action judgment. Please read this notice carefully.

A court authorized this notice. It is not a solicitation from a lawyer.

- In June 2014, you were notified that you are a class member in a class action titled *Rodman v. Safeway Inc.*, in which the Plaintiff alleged that Safeway Inc. overcharged for certain groceries ordered for delivery through Safeway.com, Genurardis.com, and Vons.com.

On November 30, 2015, the District Court entered a Judgment against Safeway and in favor of the Class members. Safeway appealed. On August 4, 2017, the Ninth Circuit Court of Appeals affirmed the Judgment. That Judgment is now final.

- The total Judgment amount is approximately \$42 million. This is the full amount of all overcharges alleged in the lawsuit, plus pre- and post-judgment interest.
- The purpose of this notice is to inform you that:
 - The court-appointed Judgment Administrator will mail you a check at the following address representing your share of the Judgment after deduction for attorneys’ fees, expenses, and service award ordered by the Court:

Your Reference number:	[Reference Number]
Your Name and Address	[Name] [Street 1, Street 2] [City] [State] [Zip]

- You do not need to do anything in order to receive a check, but you should confirm that the name of the check recipient and mailing address listed above are correct;
- Class Counsel intend to request that the Court award 35% of the Judgment, for attorneys’ fees and expenses to Class Counsel for their more than six years of work on this case and a \$10,000 service award to the Class Representative Michael Rodman for his efforts in the prosecution of this lawsuit;
- **Assuming Class Counsel’s request for fees, expenses, and service award are granted by the Court, the amount of the check that will be mailed to class members will be, on average, about 89% of the markup charged;**
- You may object or otherwise comment on Class Counsel’s request for fees and expenses, the proposed service award, and the proposed plan of distribution. You

may also object or otherwise comment on Class Counsel's request that the Court approve the distribution of any leftover funds from the Judgment after distributions to class members be sent to the Internet Archive and Meals on Wheels.

- **Your legal rights are affected whether you act or don't act. Read this notice carefully.**

Your Legal Rights Regarding the \$42 Million Judgment	
DO NOTHING	If you do nothing, Safeway will mail a check representing your proportionate share of the Judgment (after deduction of attorneys' fees, expenses, and service award), to the person and mailing address listed above.
UPDATE YOUR ADDRESS, OR CHANGE THE NAME OF THE CHECK RECIPIENT	If the mailing address listed is incorrect, or if the check should be made out to someone else (such as a business entity), you can provide updated information by sending an email to SafewayJudgment@AdministratorClassAction.com , or by sending a letter, first-class mail to: Safeway Judgment Administrator, 1801 Market Street, Ste 660, Philadelphia, PA 19103.
OBJECT OR OTHERWISE COMMENT Deadline: January 15, 2018	You may object or otherwise comment on Class Counsel's request for attorneys' fees, expense reimbursement, and/or the proposed service award for Class Representative Michael Rodman, and/or the proposed distribution plan.
ATTEND THE HEARING	You can ask to speak at the hearing on February 8, 2018 about Class Counsel's request for attorneys' fees and expenses, the proposed service award, and/or the proposed distribution plan.

- **More information about the lawsuit, the judgment and your options is available at www.SafewayGroceryDeliveryClassAction.com.**

BASIC INFORMATION

1. Why did I get this notice?

Safeway's records show that you registered for its home delivery service prior to November 15, 2011, and received one or more orders for home delivery through Safeway.com, Vons.com, or Genuardis.com that were subject to a price markup that was the subject of this litigation. You were previously notified that you were a member of the certified class. The Honorable Jon S. Tigar of the United States District Court for the Northern District of California is overseeing this class action. The lawsuit is known as *Rodman v. Safeway, Inc.*, Civil Action No. 11-3003 (N.D. Cal.).

2. What is this lawsuit about?

Plaintiff Michael Rodman filed this lawsuit in June 2011. He alleged that Safeway, Vons and Genuardis (collectively "Safeway") breached their online grocery delivery terms and conditions by charging more than the prices charged for the same items in the store from which they were

delivered on the day of delivery. Specifically, Safeway added a markup equal to about 10% of the in-store price of most non-Club Card items ordered for delivery.

Please note, the lawsuit challenged the markup as applied: (1) only to customers who registered before November 15, 2011; and (2) only to orders placed from April 2010 through **December 21, 2014**. Therefore, any markups which Safeway applied or continues to apply to any orders placed after December 21, 2014 are not part of this lawsuit.

3. What was the result of this lawsuit?

The Court ruled in March 2014 that this case should proceed as a class action, and in November 2015 the Court entered a Judgment against Safeway for 100% of the markup at issue after deduction for returns/refunds, plus interest. Safeway appealed. In August 2017, the Court of Appeals for the Ninth Circuit affirmed the Judgment.

4. When will money available for class members?

Checks will be mailed after there is a final Order on Class Counsel's Motion for an award of attorneys' fees, and expenses and a service award for Class Representative Michael Rodman, and for approval of the plan of distribution. The hearing on the Motion is currently scheduled for 2:00 p.m. on **February 8, 2018** at Courtroom 9 on the 19th Floor of the United States Court for the Northern District of California, 450 Golden Gate Avenue, San Francisco, California, 94102. Updates regarding the scheduling and results of the hearing and/or the timing of distribution of class members' checks will be posted on www.SafewayGroceryDeliveryClassAction.com.

5. How was my share of the Judgment determined?

The amount of your payment will be the amount of the markup you were charged by Safeway, as reflected in Safeway's records, with adjustments for refunds/returns, plus pre- and post-judgment interest based on the dates of your grocery transactions, minus your proportionate share of any attorneys' fees and expenses, and service award approved by the Court.

Safeway's transaction data reflects all of the grocery delivery transactions of each class member. Third party experts analyzed the relevant transaction data and determined the amount of the markup paid by each class member for each transaction, plus the pre-judgment interest associated with each transaction, with appropriate adjustments for refunds/returns, and submitted their reports to the Court. Based on those reports, the Court entered the Judgment, which includes the aggregate markup and associated pre-judgment interest for each member of the class. You are entitled to your proportionate share of the Judgment, minus any attorneys' fees, service award and expenses awarded by the Court. For example, if the aggregate markup you paid plus the pre-judgment interest associated with your transactions represents 2% of the aggregate markup, you will get 2% of the amount of the net Judgment available for distribution. Please note that because the markup at issue was small (about 10% of the price of non-Club Card items) and there are approximately three hundred thousand class members, most class members will receive a small percentage of the Judgment.

6. Do I have to do anything to get my share of the Judgment?

No. Your check will be mailed to you at the address listed on this Notice. If the mailing address listed for you is incorrect, or if the check should be made out to someone other than you (such as to a business entity), you should send an email to SafewayJudgment@AdministratorClassAction.com, or send a letter, first-class mail to: Safeway Judgment Administrator, 1801 Market Street, Ste 660, Philadelphia, PA 19103. You should make any corrections no later than **January 15, 2018**.

THE ATTORNEYS REPRESENTING YOU

7. Do I have an attorney in this case?

Yes. The Court has appointed Steven A. Schwartz and Timothy N. Mathews of Chimicles & Tikellis, LLP, and James C. Shah of Shepherd, Finkelman, Miller & Shah, LLP, as “Class Counsel.” Their contact information is listed below. Class Counsel also hired another firm that specializes in appeals, Gupta Wessler PLLC, to assist with representing the Class in Safeway’s appeal of the Judgment.

8. How will the attorneys be paid?

Class Counsel intend to request that the Court award 35% of the Judgment to pay all attorneys’ fees, reimbursement of expenses. Class Counsel spent thousands of hours over more than six years achieving the Judgment and then defending the Judgment on appeal, and they also spent hundreds of thousands of dollars in out-of-pocket costs including payment of experts and other costs required for the successful prosecution of this case. **If the Court approves that request, class members will be mailed a check representing, on average, about 89% of the markup they paid.**

9. What will the Class Representative Michael Rodman receive?

Class Counsel will request that the Court approve a \$10,000 service award for Mr. Rodman for his services as the Class Representative. In addition to filing the lawsuit on behalf of all Class Members, Mr. Rodman’s efforts included producing hundreds of pages of his personal records (such as bank and credit card statements), responding to several sets of written questions by Safeway, traveling from Philadelphia to San Francisco to appear for a court-ordered settlement conference and subsequently for a full-day deposition, preparing to appear at trial and working with Class Counsel over the course of more than six years to obtain the Judgment and defend it against Safeway’s appeal.

10. What happens if there is money leftover because some Class Members do not cash their checks?

Once checks are mailed, class members will have 90 days to cash them. After checks are mailed to class members, the Judgment Administrator will send at least three emails reminding class members to cash their checks. If you lose your check, please request a replacement check by sending an email to SafewayJudgment@AdministratorClassAction.com, or by sending a letter, first-class mail to: Safeway Judgment Administrator, 1801 Market Street, Ste 660, Philadelphia, PA 19103. After reasonable efforts to encourage class members to cash checks are exhausted, it is likely that there will be money remaining due to uncashed checks. Depending on that amount, Class

Counsel will likely request that, if practicable, the Court approve sending a second check to those class members who cashed their first checks in proportion to their share of the Judgment. To the extent there is any money remaining, Class Counsel will request, and Safeway has agreed, that the Court order that such remaining money in the Judgment Fund be distributed in to Meals on Wheels, a national senior nutrition program, that, among other things, delivers nutritious meals to senior citizens. Further information about Meals on Wheels is available at <https://mealsonwheelsamerica.org>.

OBJECTING TO CLASS COUNSEL’S REQUEST FOR ATTORNEYS’ FEES AND EXPENSES AND/OR THE PROPOSED SERVICE AWARD FOR CLASS REPRESENTATIVE MICHAEL RODMAN AND/OR THE DISTRIBUTION PLAN

11. Can I object to or otherwise comment on Class Counsel’s fee request, the proposed Service award, and/or the proposed distribution plan?

The Judgment recovered 100% of the alleged overcharges plus pre- and post-judgment interest. You may not object to the Judgment. You are not required to object or comment on the fee request or the proposed service award or the proposed distribution plan. You may, however, object or otherwise comment on Class Counsel’s request for payment of fees, expenses, and/or Mr. Rodman’s service award, and/or the proposed distribution plan if you wish. Class Counsel’s Motion and supporting evidence for an award of attorneys’ fees, expenses, and the proposed service award, and the proposed distribution plan will be filed with the Court and available for review at www.SafewayGroceryDeliveryClassAction.com prior to the objection deadline, and it will provide additional details concerning the efforts of Class Counsel and Mr. Rodman in achieving the judgment over the course of more than six years.

12. How do I object?

If you want to object to Class Counsel’s request for an award of fees, expenses, or the proposed service award, or the proposed distribution plan, you must state your reasons in writing why the Court should not approve those requests. To do so, you or your attorney must file with the Court a written objection with any necessary supporting papers. Your objection must contain: (1) the name of this lawsuit (*Rodman v. Safeway, Inc.*, Civil Action No. 11-3003 (N.D. Cal.)); (2) your full name and current mailing and email address (and, if different, the name, address and email address on the Notice you received); (3) the specific reasons for your objection; (4) any evidence and supporting papers (including, but not limited to, all briefs, written evidence, and declarations) that you want the Court to consider in support of your objection; (5) a list, with docket numbers, of any objections you or your attorney has filed in class actions in the last five years; (6) your signature; (7) the date of your signature; and (8) if you plan to appear and speak at the Fairness Hearing, on your own or through your own lawyer, a statement indicating that it is your “Notice of Intent to Appear” at the Fairness Hearing.

You must mail your written objection and all supporting papers including any Notice of Intent to Appear at the address below and postmarked no later than January 15, 2018.

Clerk for *Rodman v. Safeway, Inc.*, Civil Action No. 11-3003-JST (N.D. Cal.)
United States Court for the Northern District of California
450 Golden Gate Avenue
San Francisco, California, 94102

13. Should I get my own attorney?

You do not need to hire your own lawyer. Class Counsel have been working on your behalf and will continue to represent class members in connection with the distribution of the Judgment. You may hire your own lawyer if you wish, however. If you want your own lawyer, you will have to pay that lawyer. For example, you can ask him or her to appear in Court for you if you want someone other than Class Counsel to speak for you in connection with Class Counsel's request for attorneys' fees and expenses, or the proposed service award to Class Representative Michael Rodman.

GETTING MORE INFORMATION

14. Are more details available?

Yes. Visit the website, www.SafewayGroceryDeliveryClassAction.com, where you will find copies of significant pleadings, Orders of the Court, this Notice and prior notices sent to class members. The Motion and supporting papers providing the detailed reasons supporting Class Counsel's request for attorneys' fees and expenses and the proposed service award and proposed distribution plan will also be posted on the website shortly after it is filed. You can also write to the Judgment Administrator to provide updated information about your mailing address or email address.

You may also contact one of the following attorneys appointed by the Court to serve as Class Counsel:

Court Appointed Class Counsel

Steven A. Schwartz
Timothy N. Mathews
CHIMICLES & TIKELLIS LLP
361 West Lancaster Avenue
Haverford, PA 19041
(610) 642-8500
E-mail: SAS@chimicles.com
TNM@chimicles.com

James C. Shah
**SHEPHERD, FINKELMAN,
MILLER & SHAH, LLP**
35 East State Street
Media, PA 19063
(610) 891-9880
Email: jshah@sfmslaw.com

PLEASE DO NOT CALL THE COURT OR SAFEWAY.

EXHIBIT 2

A class action judgment has been entered against Safeway, Inc., for overcharging for certain groceries ordered online for delivery through Safeway.com, Vons.com, and Genuardis.com between April 2010 and December 21, 2014. The judgment is for 100% of the markup at issue, plus interest.

According to Safeway's records, you are a Class member who is entitled to a share of a judgment. Assuming the contact information on this postcard is accurate, you do not need to do anything to receive a check. Your check will be mailed within a few months. If the contact information on this postcard is incorrect, or if the check should be payable to someone other than you (like a business entity), you should send an email to SafewayJudgment@AdministratorClassAction.com or a letter by first-class mail to the Judgment Administrator at the return address on this Notice.

The Court appointed Steven A. Schwartz and Timothy N. Mathews of Chimicles & Tikellis, LLP, and James C. Shah of Shepherd, Finkelman, Miller & Shah, LLP, as "Class Counsel." Class Counsel invested thousands of hours and hundreds of thousands of dollars in out-of-pocket costs on this case over the course of six years. After achieving the judgment, which provides full relief, they successfully defended it on appeal. For their efforts, Class Counsel intends to request that the Court award 35% of the Judgment to pay all attorneys' fees and reimbursement of expenses. Class Counsel will also request a service award of \$10,000 for the representative plaintiff, who invested significant time and effort on this case on behalf of himself and all class members. If the Court approves Class Counsel's requests for Attorneys' fees and a service award, class members will receive,

on average, a net recovery of about 89% of the markup charged.

The hearing on the Motion is currently scheduled for 2:00 p.m. on **February 8, 2018** at Courtroom 9 on the 19th Floor of the United States Court for the Northern District of California, 450 Golden Gate Avenue, San Francisco, California, 94102. **You do not need to attend the hearing.**

If you wish to object to Class Counsel's request for an award of fees, expenses, the proposed service award, or the proposed distribution plan, you or your attorney must file with the Court a written objection. Your objection must contain: (1) the name of this lawsuit (Rodman v. Safeway, Inc., Civil Action No. 11-3003 (N.D. Cal.)); (2) your full name, current mailing and email address; (3) the specific reasons for your objection; (4) any evidence and supporting papers that you want the Court to consider; (5) a list, with docket numbers, of any objections you or your attorney has filed in class actions in the last five years; (6) your signature; (7) the date of your signature; and (8) if you or your attorney plan to appear and speak at the Fairness Hearing a statement indicating that it is your "Notice of Intent to Appear." You must mail your written objection and all supporting papers including any Notice of Intent to Appear postmarked by **January 15, 2018** to Clerk for Rodman v. Safeway, Inc., Civil Action No. 11-3003-JST (N.D. Cal.), United States Court for the Northern District of California, 450 Golden Gate Avenue, San Francisco, California, 94102.

This postcard is a summary only. Please visit www.SafewayGroceryDeliveryClassAction.com for additional information about the lawsuit, the judgment, your rights, and updates concerning the hearing.

www.SafewayGroceryDeliveryClassAction.com

Safeway Judgment Administrator
1801 Market Street, Ste 660
Philadelphia, PA 19103

LEGAL NOTICE

In June 2014, you were notified that you are a class member in a class action titled Rodman v. Safeway Inc., in which the Plaintiff alleged that Safeway Inc. overcharged for certain groceries ordered for delivery through Safeway.com, Genuardis.com, and Vons.com.

A judgment has been entered against Safeway requiring Safeway to refund overcharges for grocery delivery. You have been identified as a class member who is entitled to payment. Please read this notice carefully

The total Judgment amount is approximately \$42 million. This is the full amount of all overcharges alleged in the lawsuit, plus pre- and post-judgment interest.

A federal court authorized this notice. This is not a solicitation from a lawyer.

Reference # : WAY123456

[BAR CODE REF NUMBER]
[NAME]
[STREET]
[CITY STATE ZIP]
[POSTAL BAR CODE]