

If you received a notice, 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, class members were notified that they 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.
- 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 class members that:
 - The court-appointed Judgment Administrator will mail checks to class members at the address on file representing their share of the Judgment after deduction for attorneys' fees, expenses, and service award ordered by the Court:
 - Class Members do not need to do anything in order to receive a check, but they should confirm that the name of the check recipient and mailing address listed on their notice is 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;**
 - Class Members may object or otherwise comment on Class Counsel's request for fees and expenses, the proposed service award, and the proposed plan of distribution. They 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 Meals on Wheels.

Class Members’ 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 and you are a Class Member, the court-appointed Judgment Administrator 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 on your notice.
UPDATE YOUR ADDRESS, OR CHANGE THE NAME OF THE CHECK RECIPIENT	If the mailing address listed on your notice is incorrect, or if the check should be made out to someone else (such as a business entity), class members 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: March 2, 2018	Class Members 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	Class Members can ask to speak at the hearing on March 29, 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 was there a notice?

If you received a 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. Class Members were previously notified that they 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 be 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 **March 29, 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?

If you are a Class Member, 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. Class Members are entitled to their 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. If you are a Class Member, your check will be mailed to you at the address listed on your 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 **March 2, 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. Class Members 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. Class Members 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 are a Class Member and 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.

Class Members must mail their written objection and all supporting papers including any Notice of Intent to Appear at the address below and postmarked no later than March 2, 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.