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11 UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 12 OAKLAND DIVISION

11

12

13 STEAMFITTERS LOCAL 449 PENSION)
 FUND, on Behalf of Itself and All Others)
 Similarly Situated,)

Case No. 4:14-cv-01670-JSW

14

Plaintiff,)

STIPULATION AND ~~PROPOSED~~ ORDER
 VACATING DATES, WITHDRAWING
 PRELIMINARY INJUNCTION MOTION,
 AND STAYING ACTION

15

v.)

16

SAFEWAY INC., ROBERT L. EDWARDS,)
 T. GARY ROGERS, WILLIAM Y.)

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TAUSCHER, MOHAN GYANI, ARUN)
 SARIN, JANET E. GROVE, FRANK C.)

18

HERRINGER, KENNETH W. ODER,)
 GEORGE J. MORROW, AB ACQUISITION)

19

LLC, ALBERTSON'S HOLDINGS LLC,)
 ALBERTSON'S LLC, SATURN)

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ACQUISITION MERGER SUB, INC., AND)
 CERBERUS CAPITAL MANAGEMENT)

21

L.P.,)

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Defendants.)

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1 Plaintiff Steamfitters Local 449 Pension Fund ("Plaintiff") and defendants Safeway Inc.
2 ("Safeway"), Robert L. Edwards, T. Gary Rogers, William Y. Tauscher, Mohan Gyani, Arun Sarin,
3 Janet E. Grove, Frank C. Herringer, Kenneth W. Oder, George J. Morrow, AB Acquisition LLC,
4 Albertson's Holdings LLC, Albertson's LLC, Saturn Acquisition Merger Sub, Inc., and Cerberus
5 Capital Management L.P. (collectively, "Defendants"), through their respective counsel, hereby
6 stipulate as follows:

7 WHEREAS, Plaintiff filed and served its Amended Class Action Complaint Based Upon
8 Violations of Federal Securities Laws, Self-Dealing, and for Breach of Fiduciary Duty (the
9 "Amended Complaint") on May 15, 2014 (Document No. 30);

10 WHEREAS, pursuant to the Stipulation and Order for Additional Time to Answer or
11 Otherwise Respond to the Amended Complaint (Document No. 47), the deadline for Defendants to
12 answer, move to dismiss, or otherwise respond to the Amended Complaint is July 28, 2014;

13 WHEREAS, Plaintiff's Notice of Motion and Motion for Preliminary Injunction (the "PI
14 Motion") was filed on June 6, 2014 (Document No. 39) seeking to enjoin Defendants from holding
15 a shareholder vote on the proposed acquisition of Safeway by Albertsons;

16 WHEREAS, Defendants filed their oppositions to the PI Motion on June 20, 2014
17 (Document Nos. 41, 44, 45);

18 WHEREAS, on June 24, 2014, the Court entered its Order to Show Cause Regarding
19 *Colorado River* Doctrine (the "Order") (Document No. 48) requiring the parties to this action to
20 state "in writing why this action should not be stayed or dismissed under the *Colorado River*
21 doctrine" (Order at 2-3);

22 WHEREAS, also pursuant to the Order, the hearing on Plaintiff's PI Motion is currently
23 scheduled for July 25, 2014;

24 WHEREAS there is an action currently pending before the Delaware Court of Chancery
25 entitled *In re Safeway Inc. Stockholders Litigation*, Consolidated C.A. No. 9445-VCL (the
26 "Delaware Action");

1 WHEREAS, the parties to the Delaware Action have reached an agreement in principle to
2 resolve the Delaware Action and signed a Memorandum of Understanding on June 13, 2014 (the
3 "Delaware Settlement");

4 WHEREAS, Plaintiff has reviewed the terms of the Delaware Settlement and agrees that the
5 results obtained are beneficial to the proposed class of Safeway shareholders;

6 WHEREAS, Plaintiff has reached an agreement with the plaintiffs in Delaware whereby
7 Plaintiff will participate in the Delaware Settlement and submit the question of the fees to which
8 they may be entitled to the exclusive jurisdiction of the Delaware Chancery Court, under the
9 Stipulation of Settlement submitted therein, and whereby this action will be stayed pending the
10 entry of an order granting final approval of the Delaware Settlement;

11 WHEREAS, in light of this agreement, Plaintiff is withdrawing its PI Motion, and the
12 parties agree that all briefing and hearing dates and deadlines currently pending in this action should
13 be vacated and this action should be stayed in its entirety pending final resolution of the Delaware
14 Action; and

15 WHEREAS, the parties agree that should the Court decide not to enter an order consistent
16 with this stipulation, each party will not assert that the other has failed to timely file to the extent
17 each party is acting in reliance on this stipulation.

18 NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between the
19 undersigned counsel, subject to approval of the Court, as follows:

20 1. All briefing deadlines and/or hearing dates set by the Court and currently pending in
21 this action are vacated;

22 2. Plaintiff's PI Motion is withdrawn;

23 3. This action is stayed in its entirety pending final resolution of the Delaware Action;

24 and
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1 4. The parties will promptly notify the Court of the resolution of the Delaware Action.
2 IT IS SO STIPULATED.

3 Dated: July 3, 2014

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Counsel for Plaintiff

18 Dated: July 3, 2014

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Edwards, T. Gary Rogers, William Y. Tauscher, Mohan Gyani, Arun Sarin, Janet E. Grove, Frank C. Herrerger, Kenneth W. Oder, and George J. Morrow

Dated: July 3, 2014

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Dated: July 3, 2014

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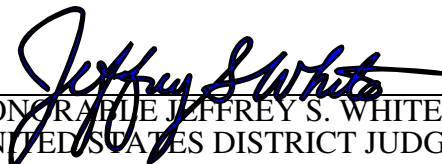
Counsel for defendant Cerberus Capital Management L.P.

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ORDER

The above Stipulation having been considered, and good cause appearing therefore,
IT IS SO ORDERED. The Clerk may terminate the motion filed at Docket No. 39.

DATED: July 7, 2014


HONORABLE JEFFREY S. WHITE
UNITED STATES DISTRICT JUDGE

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