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 6 Safeway, Inc. and the Individual Defendants

7
 8 UNITED STATES DISTRICT COURT
 9 NORTHERN DISTRICT OF CALIFORNIA
 10 OAKLAND DIVISION

11 LAWRENCE ROMANECK, Individually and
 on Behalf of All Others Similarly Situated,

12 Plaintiff,

13 v.

14 SAFEWAY, INC., ROBERT EDWARDS,
 15 JANET E. GROVE, MOHAN GYANI,
 FRANK C. HERRINGER, GEORGE J.
 16 MARROW, KENNETH W. ODER, T. GARY
 ROGERS, ARUN SARIN, WILLIAM Y.
 17 TAUSCHER, CERBERUS CAPITAL
 MANAGEMENT L.P., AB ACQUISITION
 18 LLC, ALBERSTON'S HOLDINGS LLC,
 ALBERTSON'S LLC, and SATURN
 19 ACQUISITION MERGER SUB, INC.,

20 Defendants.

Case No. 4:14-cv-02015-JSW

CLASS ACTION

**STIPULATION AND ~~PROPOSED~~ ORDER
 VACATING DATES AND STAYING
 ACTION**

21
 22 Plaintiff Lawrence Romaneck ("Plaintiff"), and defendants Safeway Inc., Robert L.
 23 Edwards, T. Gary Rogers, William Y. Tauscher, Mohan Gyani, Arun Sarin, Janet E. Grove,
 24 Frank C. Herringer, Kenneth W. Oder, George J. Morrow, AB Acquisition LLC, Albertson's
 25 Holdings LLC, Albertson's LLC, Saturn Acquisition Merger Sub, Inc., and Cerberus Capital
 26 Management L.P. (collectively, "Defendants"), through their respective counsel, hereby stipulate
 27 as follows:
 28

1 WHEREAS, Plaintiff commenced the above-captioned action by filing its Complaint on
2 May 1, 2014;

3 WHEREAS, on May 14, 2014, Plaintiff filed a Notice of Motion and Motion for Relief
4 From PSLRA Discovery Stay (“Motion for Relief”) (Dkt. 11), and on June 30, 2014, Plaintiff
5 withdrew its Motion for Relief (Dkt. 30);

6 WHEREAS, on June 9, 2014, the Court issued an order relating this case to *Steamfitters*
7 *Local 449 Pension Fund v. Safeway, Inc., et al.*, Case No. 14-cv-01670 JSW (“Steamfitters
8 Action”) and reassigning this action to the Court (Dkt. 24)];

9 WHEREAS, Defendants’ responsive pleading to Plaintiff’s Complaint is due on July 28,
10 2014;

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

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

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

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

24 WHEREAS, in light of this agreement, the parties agree that all briefing and hearing
25 dates and deadlines in this action should be vacated and this action should be stayed in its
26 entirety pending final resolution of the Delaware Action; and

27
28

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

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

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

8 2. This action is stayed in its entirety pending final resolution of the Delaware
9 Action; and

10 3. The parties will promptly notify the Court of the resolution of the Delaware
11 Action.

12 IT IS SO STIPULATED.

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1 Dated: July 8, 2014

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

13 Dated: June 8, 2014

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24 Dated: July 8, 2014

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Counsel for defendant Cerberus Capital Management L.P.

Dated: July 8, 2014

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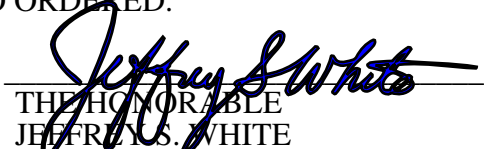
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Counsel for Plaintiff Lawrence Romaneck

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

Dated: July 8, 2014


THE HONORABLE
JEFFREY S. WHITE
United States District Judge