

1 **GUTRIDE SAFIER LLP**

2 ADAM J. GUTRIDE (State Bar No. 181446)

3 adam@gutridesafier.com

4 SETH A. SAFIER (State Bar No. 197427)

5 seth@gutridesafier.com

6 KRISTEN SIMPLICIO (State Bar No. 263291)

7 kristen@gutridesafier.com

8 100 Pine Street, Suite 1250

9 San Francisco, California 94111

10 Telephone: (415) 336-6545

11 Facsimile: (415) 449-6469

12 **TYCKO & ZAVAREEI LLP**

13 HASSAN A. ZAVAREEI (State Bar No. 181547)

14 hzavareei@tzlegal.com

15 1828 L Street, N.W., Suite 1000

16 Washington, DC 20036

17 Telephone: (202) 973-0900

18 Facsimile: (202) 973-0950

19 Attorneys for Plaintiff and the Class

20 SUPERIOR COURT OF THE STATE OF CALIFORNIA

21 COUNTY OF ALAMEDA

22 ROHINI KUMAR, an individual, on behalf of
23 herself, the general public and those similarly
24 situated

25 Plaintiff,

26 v.

27 SAFEWAY, INC.,

28 Defendant,

Case No. RG 14726707

CLASS ACTION

**DECLARATION OF ADAM J. GUTRIDE
MOTION FOR FINAL APPROVAL OF
CLASS ACTION SETTLEMENT AND
APPLICATION FOR ATTORNEYS'
FEES, COSTS AND INCENTIVE
AWARDS**

Date: March 16, 2018

Time: 10:00 a.m.

Department: 21

Reservation No.: R-1904127

Honorable Judge Winifred Y. Smith

1 I, Adam Gutride, declare as follows:

2 1. I am a member of this Court and attorney of record for Plaintiff Rohini Kumar in this
3 action.

4 2. I am a partner in Gutride Safier LLP (“GSLLP” or “Firm”), which has been
5 appointed Class Counsel in the above-captioned matter. A true and correct copy of our firm resume
6 is attached as Exhibit A. The information below is stated based on personal knowledge. I am
7 competent to testify to the facts set forth below, and if called as a witness and placed under oath, I
8 would testify to those facts.

9 3. I make this Declaration in support of Plaintiff’s motion for final approval and
10 attorneys’ fees and costs and incentive awards (“Motion”). In that regard, I discuss, in the following
11 order: (a) the history of this litigation, which includes a summary description of the legal services
12 provided by GSLLP in this litigation to date; (b) the risks borne by GSLLP; (c) the time, rate,
13 expenses, and other data underlying the Motion; and (d) GSLLP’s continuing obligations in this
14 litigation and under the Settlement Agreement.

15 **A. History of the Litigation.**

16 4. On May 23, 2014, Plaintiff filed a complaint against Defendant in the above-
17 captioned case, in which Plaintiff alleged that Defendant had deceptively marketed and sold its
18 Safeway Select brand of olive oil with the representation “Imported from Italy” on the front label,
19 although the back label stated that most of the oil was extracted in countries other than Italy from
20 olives grown in those other countries. Plaintiff further alleged that, by marketing the Products as
21 “Imported from Italy,” Defendant caused people to purchase the Products who would not otherwise
22 have done so, and that the Products were sold at a higher retail price than they would have been sold
23 without the misstatements.

24 5. GSLLP drafted and filed the Complaint and caused it to be served. Prior to doing so,
25 GSLLP spent time communicating with Plaintiff Kumar concerning her claims, gathering her
26 documentation, and negotiating with her a retainer agreement. GSLLP also undertook extensive
27 pre-filing investigation, including without limitation, researching, tracking, and analyzing

28

1 Defendant’s marketing, advertising, and product packaging, and reviewing Defendant’s websites,
2 press releases, public filings, and online documents. GSLLP spent additional time analyzing Food
3 and Drug Administration (“FDA”) regulations and Customs and Border Patrol (“CBP”) regulations,
4 and the California Health and Safety Code. GSLLP also researched and analyzed related state
5 regulations. GSLLP also conducted research regarding potential federal preemption of Plaintiff’s
6 claims. Throughout this litigation, GSLLP has continued to monitor, research, and review such
7 materials.

8 6. GSLLP also negotiated a co-counsel arrangement with Tycko & Zavareei (“TZ”),
9 which had experience prosecuting similar olive oil litigation in the District of Columbia.
10 Throughout the litigation, GSLLP worked closely with TZ to formulate case strategy. Work was
11 divided between the firms to avoid duplication. For example, each firm took half the depositions,
12 and only my firm defended depositions (of our client and expert). Similarly, in connection with
13 legal research and brief writing, one firm was assigned to draft all (or certain sections) of a brief,
14 while the other provided only suggestions and edits.

15 7. After filing the Complaint, Defendant filed a demurrer to the complaint and a motion
16 to strike. GSLLP reviewed Defendant’s arguments and researched to draft the oppositions to those
17 motions, which were filed in August of 2014. I appeared and argued at the hearing on these
18 matters.

19 8. GSLLP attended at least ten case management conferences, and drafted and filed
20 numerous case management statements for these events, which were held in August 2014, July
21 2015 (two), February 2016, April 2016, May 2016, September 2016, December 2016, March 2017
22 and May 2017. GSLLP additionally participated in the negotiation and preparation of numerous
23 case management-related stipulations.

24 9. Because the case involved two different types of false advertising—one going to
25 geographic origin and the other relating to oil quality—litigation was more complicated than the
26 average consumer case. Different regulations applied to each claim; there were different issues
27 about consumer perception; different facts to investigate about olive sourcing, bottling practices,
28

1 shipping and storage protocols, and oil degradation; and different damages analyses.

2 10. Throughout the litigation, GSSLP consulted with various experts and third parties.
3 For example, GSSLP worked extensively with an expert and laboratory in Australia to test the olive
4 oil for quality, consulting with them frequently about strategy at class certification and trial,
5 discovery responses, and other case management issues. GSSLP also regularly consulted with Colin
6 Weir, an economics expert, about damages methodologies. In addition, GSSLP regularly consulted
7 with other third parties to obtain information about the olive oil industry.

8 11. Throughout this case, GSSLP managed the discovery efforts, including drafting and
9 serving requests on Defendant and third parties. Because of the dual theories, discovery was
10 complicated and hard fought. Plaintiff propounded four sets of requests for production and three
11 sets of interrogatories. GSSLP drafted many of these requests and reviewed all of them before
12 service. Defendants responded, often refusing to produce basic categories of information and
13 utilizing lengthy objections. Multiple rounds of meet and confer efforts were required. GSSLP led
14 all of these meet and confer calls, some of which were more than two hours long. GSSLP drafted
15 numerous meet and confer letters, and revised several others.

16 12. GSSLP also led met-and-confer efforts with Defendant's counsel regarding other
17 more general discovery matters, such as the scope of discovery, the sufficiency of discovery
18 responses and production, the retention of electronic documents, Defendant's searches for
19 electronically stored information, the terms and scope of a stipulated protective order, and the
20 timing of production.

21 13. Defendant also served extensive discovery requests, including 78 separate document
22 requests. Defendant also served numerous specially prepared interrogatories, requests for
23 admission, and form interrogatories. GSSLP drafted some of sets of responses, reviewed drafts of
24 other sets of responses, and spearheaded the efforts to gather documents and address concerns by
25 Defendant in its meet and confer efforts.

26 14. GSSLP also took part in briefing discovery disputes in this matter regarding the
27 timing of discovery, Defendant's request to take foreign discovery from an Australian olive oil
28

1 testing laboratory, and Plaintiff's request to take foreign discovery from Defendant's Italian olive
2 oil suppliers. GSLLP also led the efforts to draft nine separate discovery letter briefs (six involving
3 plaintiff's issues and three involving defendant's issues), drafting many of the letters and revising
4 others, and prepared for and attended a discovery conference in May 2017.

5 15. GSLLP also reviewed and revised the Letters of Request for discovery pursuant to
6 the Hague Convention, along with a motion for issuance of the Letters of Request. GSLLP attended
7 a hearing on that matter.

8 16. In total, approximately 3,000 pages of documents were produced in this case, and
9 GSLLP assisted in the document review efforts.

10 17. GSLLP also took three depositions of Defendants' employees and the designated
11 person most knowledgeable on one topic. GSLLP also additionally attended and assisted with the
12 preparations for the deposition of persons most knowledgeable on the other topics. GSLLP
13 defended the deposition of Plaintiff. GSLLP defended the deposition of Plaintiff's expert on olive
14 oil.

15 18. After obtaining significant discovery from Defendant in this case, GSLLP
16 participated in conducting research for, drafting, and filing Plaintiff's Motion for Class
17 Certification, which was filed in June 2015. As part of this work, GSLLP helped to prepare a
18 lengthy declaration from Plaintiff's expert on olive oil quality. In the months that followed, GSLLP
19 engaged in negotiations with Defendant as to the discovery required for its opposition and the
20 timeline for filing that opposition. Upon receiving Defendant's opposition to that motion in
21 February 2016, GSLLP participated in the research and drafting of Plaintiff's reply memorandum,
22 which was filed in March of 2016. Defendant also simultaneously filed a motion to strike, the
23 opposition to which GSLLP assisted in drafting and revising. I appeared and argued at the hearing
24 on these motions on May 20, 2016. GSLLP also prepared the complicated motions to seal that
25 accompanied its opening brief, opposition to the motion to strike, and reply brief, appearing at a
26 hearing on this matter in April 2016. GSLLP then engaged in additional meet and confers with
27 Defendant to ensure compliance with the court's directives.

1 19. After the Court granted Plaintiff's Motion for Class Certification, the parties started
2 to discuss class notice. After initial discussions with Defendant were not productive, GSSLP
3 prepared a motion for approval of class notice, which was filed in June 2016. In the months that
4 followed, the parties engaged in numerous meet and confer sessions and filed additional briefs and
5 declarations with the court. GSSLP led these meet and confer sessions and efforts to prepare the
6 briefs and respond to Defendant's filings, as well as attended various conferences and hearings with
7 the Court to discuss class notice. The matter was ultimately resolved in December 2016.

8 20. GSSLP supervised the dissemination of class notice and negotiated several
9 extensions at Defendant's request. I personally visited several Safeway stores to determine if notice
10 was being distributed as ordered. When I determined that Defendant was not complying with the
11 terms of the orders and stipulations, and Safeway did not respond to my requests for improvement,
12 GSSLP prepared a request for an order to show cause for why Defendant should not be sanctioned.

13 21. GSSLP assisted with the drafting of the motion for partial summary adjudication.

14 22. Finally, after class certification was granted, GSSLP focused attention on trial
15 preparation. Among other things, GSSLP assisted with the formulation of a trial strategy and
16 discovery plan and conducted research into additional experts.

17 23. Throughout the litigation, the parties have discussed settlement. GSSLP attended
18 two all day mediations in February and October 2015 before the Hon. William J. Cahill of JAMS, a
19 former judge at San Francisco Superior Court and an experienced mediator. Neither mediation was
20 successful. Attorneys from GSSLP then attended two sessions with Judge Evelio Grillo in April
21 2017. Those too were unsuccessful. On June 21, 2017, GSSLP again went before Judge Cahill for
22 yet another day of mediations. In between these events, GSSLP remained in regular communication
23 with counsel for Defendant, frequently discussing settlement options. As part of this process, I
24 drafted and revised various term sheets, reflecting different settlement structures.

25 24. After an agreement in principle was reached, GSSLP took the lead on negotiating
26 and drafting the Settlement Agreement along with corresponding documents, including claim forms,
27 summary notice, and long form notice.

1 25. Because the parties were able to arrive at a nationwide settlement, GSSLP
2 participated in the drafting and filing of an Amended Complaint in this matter, asserting nationwide
3 claims consistent with the nationwide settlement class contemplated by the Settlement Agreement.

4 26. After the parties entered into the Settlement Agreement, GSSLP participated in the
5 drafting and filing of the motion for preliminary approval of the settlement and its supporting
6 documents. I also worked with Plaintiff's economics expert regarding his declaration in support of
7 settlement approval. I appeared and argued at the hearing on this motion.

8 27. After filing the motion for preliminary approval of the settlement, GSSLP supervised
9 the work of the claims administrator in this matter. For example, I demanded extensive changes to
10 the operation of the online claim form so that it would be clearer and simpler for Class Members.
11 My requests required me to engage in multiple rounds of testing the operation of the Settlement
12 Website before it was launched. I also supervised changes to the online banner ads to make them
13 more noticeable, and I followed up to ensure that the highest-performing ads and ad placements
14 were used. I also worked with my co-counsel to arrange additional notice on
15 www.topclassactions.com, the costs of which were paid by Plaintiffs' counsel. I also personally
16 visited Safeway stores and purchased the Safeway Select Olive Oil products to ensure that the
17 Catalina coupon notice of settlement was being provided by the cashiers. I and my colleagues at
18 GSSLP have corresponded with the claims administrator regarding the notice and claims process,
19 including regarding inquiries from class members. GSSLP will continue to participate in these
20 efforts throughout and following the claims process.

21 28. GSSLP also participated in the drafting and filing of the instant motion for final
22 approval of the settlement, and I will appear at the hearing on that motion.

23 29. Should any objections to the settlement be filed prior to the hearing on final
24 approval, GSSLP will research and respond to those objections by, if necessary, filing oppositions
25 to them and/or a reply memorandum in support of the motion for final approval of the settlement.

26 30. After engaging in all of the aforementioned tasks, as a partner with GSSLP, I am in a
27 unique position to evaluate this Settlement. Indeed, in advising the Representative Plaintiff whether

1 or not to enter into the Settlement Agreement, I was very cognizant of the risks involved in
2 protracted litigation. I was also cognizant of Defendant's size and financial resources.

3 31. When considering the risks and costs associated with proceeding to trial against the
4 nature of the benefit that was being offered by Defendant, it was clear that the Settlement is in the
5 best interests of the class. Indeed, with this Settlement, Plaintiff has achieved her desired goal in this
6 litigation—i.e., obtaining for class members cash refunds and changes to Defendant's labeling
7 practices. Based on my evaluation of the facts and legal issues presented, I believe that the
8 settlement is fair, adequate, and reasonable. Indeed, I believe this is an excellent settlement.

9 32. Plaintiff Kumar is requesting an incentive award of \$6,490. Plaintiff Kumar took on
10 the risk of the possibility of bearing Defendant's costs in a losing effort. She worked with counsel to
11 provide information and respond to discovery throughout the litigation. As many of Defendant's
12 arguments centered on the standing and typicality of Ms. Kumar, the amount of her work in this
13 case was greater than in the average consumer case. Kumar conducted lengthy searches of her
14 personal records. She also spent a good deal of time preparing for and being deposed. She is also
15 agreeing to a release of all claims against Safeway—not just claims at issue in this lawsuit—unlike
16 the more limited release applicable to class members.

17 33. Plaintiff has been actively involved in the litigation prior to and after this Settlement.
18 In my opinion, Plaintiff's participation in this litigation has been exemplary.

19 **B. The Risks Borne By GSLLP.**

20 34. In accepting this case, GSLLP bore considerable risk. GSLLP took this case on a
21 fully contingent basis, meaning that we were not paid for any of our time, and that we paid all costs
22 and out of pocket expenses without any reimbursement to date. From the outset, GSLLP recognized
23 that it would be contributing a substantial amount of time and advancing significant costs in
24 prosecuting a nationwide class action, with no guarantee of compensation or recovery, in the hopes
25 of prevailing against a well-funded defense. During the course of the litigation, GSLLP turned away
26 other cases due to its involvement with this matter. Among these were cases that were subsequently
27 filed by other firms.

1 35. Because Defendant was represented by a large, highly-skilled and well-resourced
2 litigation firm, there was increased risk that Plaintiffs would receive a verdict for the Defense after a
3 prolonged trial.

4 **C. Lodestar and Expenses for GSLLP**

5 36. A true and correct copy of the firm resume of GSLLP was submitted as part of the
6 class certification briefing the Court reviewed in certifying a California class.

7 37. GSLLP has worked on two other matters related to olive oil marketing practices that
8 contain allegations similar to those in this case. GSLLP has maintained separate billing records for
9 this case under the case name “Safeway” and for each of the two other cases. In addition, because
10 certain tasks in the three matters have sometimes overlapped, GSLLP has maintained separate
11 billing records under the case name “OliveOil” for general work performed related to all three
12 matters. With respect to the “OliveOil” work, GSLLP is only seeking to recover for approximately
13 one-third of the hours, or 104 hours of time.

14 38. Based on the time records of GSLLP as described in the preceding paragraph,
15 GSLLP has spent approximately 1560 hours prosecuting this litigation through December 31,
16 2017.¹ The total number of hours billed, as well as the lodestar computed at our 2017 rates, is as
17 shown in the following table:

18
19
20
21
22
23
24
25
26 _____
27 ¹ Time for January 2017 has not yet been entered by some timekeepers, so January time is omitted
28 from these totals. GSLLP will update its lodestar and costs in a reply declaration, as necessary.

Attorney (Position)	Hours (Safeway)	1/3 Hours (OliveOil)	Total Hours	Rate	Total
Adam J. Gutride	309.4	52.9	362.3	\$950	\$344,185.00
Seth A. Safier	337.1	45.6	382.7	\$925	\$353,997.50
Kristen Simplicio	761.0	5.8	766.8	\$775	\$594,270.00
Marie McCrary	34.9	0.1	35.0	\$750	\$26,250.00
Matt McCrary	13.9	0.0	13.9	\$725	\$10,077.50
Ashley Garcia	1.5	0.0	1.5	\$250	\$375.00
TOTAL	1457.8	104.4	1562.2		\$1,329,155.00

39. The hourly rates shown for the attorneys at GSLLP are the same as the regular rates charged in 2017 for their services in other litigation.

40. I have reviewed the hours worked by the attorneys in this litigation, and I estimate that our time can be divided as follows:

- Adam J. Gutride:** overseeing case strategy and supervising team personnel (35 hours); reviewing and editing discovery responses and strategizing regarding discovery and assisting at PMK deposition (25 hours); editing briefing and supporting declarations regarding demur, motion to strike, motion for summary adjudication, motion for class certification and motions for settlement approval (80 hours); working with experts including reviewing testing protocol, review of testing, drafting and revising expert reports, preparing expert for deposition, and meeting with experts (110 hours); participating in mediations and drafting and editing term sheets (25 hours); preparing settlement documents including agreement, class notices, claim form and proposed orders and negotiating revisions thereto (40 hours); overseeing development of settlement website, working with claim administrator, and ensuring that notice was provided (20 hours); preparing for and attending multiple hearings including on motion to certify class and motion to provide class

1 notice (30 hours);

- 2 • **Seth A. Safier:** formulating and discussing overall case strategy and supervising
3 team (35 hours); overseeing discovery strategy, editing discovery requests, reviewing
4 responses, and preparing for and conducting depositions (95 hours); legal research
5 and brief writing and editing on demur, motion to strike, motion for summary
6 adjudication, motion for class certification and motions for settlement approval (125
7 hours); working with experts including designing testing protocol, review of testing
8 and revising expert reports (50 hours); participating in mediations and settlement
9 conversations and drafting term sheets (65 hours); editing and negotiating regarding
10 settlement documents (15 hours)
- 11 • **Kristen Simplicio:** brief writing and preparation (175 hours); discovery (including
12 drafting requests and responses, review of documents and deposition transcripts,
13 preparations for/taking depositions, and managing meet and confer process) (275
14 hours); hearing/conference preparation and attendance (100 hours); case
15 management and strategy (routine correspondence, supervising experts, coordinating
16 work flow, communications with client, settlement, trial prep, etc) (150 hours), and
17 the balance (66.2) to other miscellaneous tasks.
- 18 • **Marie McCrary:** drafting the complaint (6.4 hours); brief writing (16.8 hours);
19 discovery (including drafting requests and responses) (10.1 hours); case management
20 and strategy (including corresponding with opposing counsel
21 regarding protective order; routine communications) (1.6 hours).
- 22 • **Matthew McCrary:** brief writing (11.5 hours); fact research (1.5 hours); case
23 management (0.9 hours).

24 41. I understand my co-counsel utilizes the Laffey Matrix, which provides market rates
25 for attorneys working in the Washington, D.C., and Baltimore areas, and is discussed in Paragraph
26 27 of the declaration of Hassan Zavareei. Utilizing that matrix, GSLLP's lodestar computed using
27 the matrix's 2017-2018 rates, is shown in the following table:

Attorney (Position)	Total Hours	Rate	Total
Adam J. Gutride	362.3	\$864	\$299,259.80
Seth A. Safier	382.7	\$717	\$262,149.50
Kristen Simplicio	766.8	\$636	\$466,214.40
Marie McCrary	35.0	\$636	\$21,280.00
Matt McCrary	13.9	\$636	\$8,451.20
Ashley Garcia	1.5	\$196	\$294.00
TOTAL	1560.7		\$1,057,648.90

42. On December 5, 2017, Judge Claudia Wilken approved our regular 2017 billing rates of \$950 for me, \$925 for Seth Safier, \$775 for Kristen Simplicio, \$750 for Marie McCrary, and \$725 for Matt McCrary, in *Rainbow Business Solutions v. MBF Leasing*, Case No. 10-cv-1993 (N.D. Cal.) On July 7, 2017, Judge Gonzales Rogers approved those same rates in *Kumar v. Salov North America Corp.*, Case No. 14-cv-2411 (N.D. Cal.). On February 24, 2016, Judge Peter Kirwan of the Santa Clara Superior Court approved rates GSELLP’s 2015 rates of \$825 for me and \$800 for Seth Safier in *Mackinnon v. IMVU, Inc.* Case No. 111 CV 193767 (County of Santa Clara).

43. I am a 1994 graduate from Yale Law School. Seth Safier is a 1998 graduate from Harvard Law School. Ms. Simplicio is 2007 graduate of the American University, Washington College of Law. Ms. McCrary is a 2008 graduate of New York University Law School. Mr. McCrary is a 2009 graduate of University of Texas at Austin Law School. Ms. Garcia is a litigation paralegal with more than five years of experience and an associates degree in paralegal services.

44. I and Mr. Safier were previously attorneys at the law firm of Orrick Herrington & Sutcliffe. It is my understanding that attorneys at that firms in the litigation departments, with the same number of years of experience as myself and Mr. Safier are currently billing at hourly rates in excess of \$1000 for law school graduates from 1994 and 1998. I believe that my firm’s hourly rates

1 are below market for attorneys with similar backgrounds and experience.

2 45. Based on the facts above and those set forth in the declaration of Hassan Zavareei,
3 filed herewith, the total lodestar incurred by Plaintiffs' counsel is as follows:

4

Firm	Hours	Lodestar
Gutride Safier LLP	1562.2	\$1,329,155.00
Tycko & Zavareei LLP	763.7	\$437,038.30
TOTAL	2325.9	\$1,766,193.30

5
6
7
8

9

10 46. Expenses are accounted for and billed separately and are not duplicated in my
11 professional billing rate. GSSLP has not received reimbursement for expenses incurred in
12 connection with this litigation. As of January 31, 2018 my firm incurred a total of \$82,000.24 in
13 unreimbursed actual third-party expenses in connection with the prosecution of these cases. The
14 actual expenses incurred in the prosecution of these cases are reflected on the computerized
15 accounting records of my firm prepared by bookkeeping staff, based on receipts and check records,
16 and accurately reflect all actual expenses incurred. Some of the expenses included below are known
17 to us but yet to be invoiced or have been invoiced but not yet paid. The expenses that have yet to be
18 invoiced, for example, include expenses for courtesy copies of this Motion and expenses associated
19 with traveling to the final approval hearing and are estimated based on my experience. A complete
20 breakdown of all expenses is attached as Exhibit B. To summarize, the expenses are as follows:

21

Expense Category	Amount
Arbitrators/Mediators (E121)	\$7,775.00
Court Fees (E112)	\$2,777.00
Delivery Svcs & Msgs (E107)	\$3,111.75
Deposition Transcripts (E115)	\$11,825.16
Experts (E119)	\$28710.82

22
23
24
25
26

1	Local Travel (E109) ²	\$442.27
2	Meals (E111)	\$828.03
3	Online Research (E106)	\$304.34
4	Other (E124) ³	\$9,419.33
5	Other Professionals (E123) ⁴	\$14,310.00
6	Out-of-Town Travel (E110)	\$1,652.86
7	Outside Printing (E102)	\$686.33
8	Postage (E108)	\$223.35
9	TOTAL	\$82,000.24

10
11 47. Based on the facts above and those set forth in the declaration of Hassan Zavareei,
12 filed herewith, the total lodestar incurred by Plaintiffs' counsel is as follows:

13	Firm	Expenses
14	Gutride Safier LLP	\$82,000.24
15	Tycko & Zavareei LLP	\$37,310.96
16	TOTAL	\$119,311.20

17
18
19 **D. Plaintiffs' Counsel Continuing Obligations to Class Members**

20 48. Following this Court granting preliminary approval to the Settlement, Class Counsel
21 established standardized procedures to ensure that all inquiries from Class Members were timely
22

23 ² Includes taxis, and parking, tolls, and mileage for automobiles owned by GSLLP timekeepers.

24 ³ Includes costs attributable to this case for the notice of pendency of class action (including website
25 hosting and newspaper publication in accordance with this Court's December 16, 2016 order),
purchase of the product for testing, the purchase of a book about the olive oil industry, bookkeeping
services, online fax, and data hosting.

26 ⁴ Represents payment for the acquisition of point of sale data on olive oil purchases, requested by
27 Plaintiff's economics expert to assist in the formulation of a damages methodology.

1 and accurately handled. I am not aware of any feedback from class members that would suggest that
2 the process is onerous or complicated. Class Counsel also worked the Claim Administrator to assure
3 that settlement website functioned properly, was easy to use and properly designed. Class Counsel
4 also worked with the Claims Administrator to assure that notice was disseminated in accordance
5 with the terms of the Settlement Agreement. I received weekly updates from the Claims
6 Administrator regarding the administration of the settlement. GSLLP will continue in this capacity
7 should the settlement be finally approved. GSLLP will prepare for and appear at the fairness
8 hearing. If the settlement is approved and fees awarded, GSLLP also will oppose any appeals that
9 may be filed. Based on my experience with class actions, I additionally anticipate that there will be
10 another 50-75 hours of work before this Litigation is entirely complete and an estimated 175-250
11 hours if this Court's judgment is appealed.

12 This declaration was executed this 2nd day of February, 2018, at Berkeley, California. I
13 state the foregoing under penalty of perjury under the laws of the United States.

14 DATED: February 2, 2018

GUTRIDE SAFIER LLP

15 

16 By: _____
17 Adam Gutride
18 Attorney for Plaintiff

19
20
21
22
23
24
25
26
27
28

EXHIBIT A

GUTRIDE SAFIER LLP

Gutride Safier LLP represents investors, small businesses, consumers and employees in a wide-array of class action litigation throughout the country. The attorneys of Gutride Safier LLP are skilled litigators with years of experience at all levels of federal and state court. Gutride Safier LLP is based in San Francisco.

Gutride Safier LLP has been appointed class counsel to represent consumers, small businesses, employees and investors in the following recent cases:

- *Kumar v. Salov North America Corp.*, Case No. 14-cv-2411-YGR (N.D. Cal.) for violation of California's consumer protection laws;
- *Kumar v. Safeway Inc.*, Case No. RG 14726707 (Alameda County Superior Court) for violation of California's consumer protection laws;
- *Miller v. Fuhu, Inc.*, Case No. 15-bk-12465 (Del. Bankruptcy Court) for violation of California's consumer protection laws;
- *Miller, et al. v. Ghirardelli Chocolate Company*, Case No. 12-cv-04936-LB (N.D. Cal.) for violation of California's consumer protection laws;
- *Just Film et al. v. Merchant Services et al.*, Case No. 4:10-cv-01993-CW (N.D. Cal.) for violation of state and federal laws including violations of the Racketeer Influenced and Corrupt Organizations Act and Fair Credit Reporting Act;
- *Embry v. Acer America Corporation*, 09-cv-01808-JW (N.D. Cal.) for violation of California's consumer protection laws;
- *Withhoff v. Honest Tea, Inc.*, CGC-10-504987 (San Francisco Superior Court) for violation of California's consumer protection laws;
- *Gauss v. Millennium Products, Inc.*, CGC-10-503347 (San Francisco Superior Court) for violation of California's consumer protection laws;
- *Chavez v. Blue Sky Natural Beverage Co., et al.*, 3:06-cv-06609-JSW (N.D. Cal.) for violation of California's consumer protection laws;
- *Deaton v. Hotwire, Inc.*, CGC-05-437631 (San Francisco Superior Court) for violation of California's consumer protection laws;
- *Nelson v. PeoplePC, Inc.*, CGC-07-460240 (San Francisco Superior Court) for violation of California's consumer protection laws;
- *Mancini v. Ticketmaster et al.*, 2:07-cv-01459-DSF-JTL (C.D. Cal.), for violation of the federal Electronic Funds Transfer Act and consumer protection laws;

- *Siemers v. Wells Fargo & Co. et al.*, C-05-4518 WHA (N.D. Cal.) for violation of §12(a)(2) of the Securities Act of 1933 and §10(b) of the Securities Exchange Act of 1934;
- *Cho v. Seagate Technology (US) Holdings, Inc.*, CGC-06-453195 (San Francisco Superior Court) for violation of California's consumer protection laws;
- *Vroegh v. Eastman Kodak Co. et al.*, CGC-04-428953 (San Francisco Superior Court) for violation of California's consumer protection laws;
- *Chavez v. Netflix, Inc.*, CGC-04-434884 (San Francisco Superior Court) for violation of California's consumer protection laws;
- *Haven v Betz & Sons*, CGC-05-438719 (San Francisco Superior Court) for violation of California's wage and hour laws; and
- *Safier v Western Digital*, Case No. 3:05-cv-03353-BZ (N.D. Cal), for violation of California's consumer protection laws.

The Lawyers of Gutride Safier LLP

Adam J. Gutride

Mr. Gutride is a founding partner of Gutride Safier LLP and has served as co-lead counsel in each of the cases listed above. Previously, Mr. Gutride litigated at the San Francisco based law firm of Orrick Herrington & Sutcliffe. In his past endeavors, Mr. Gutride represented the governor of California before the California Supreme Court, handled a nationwide securities class action against Merrill Lynch and tried an insurance case that led to a \$900 million settlement. Mr. Gutride also has served as an Instructor in Legal Research and Writing at the Hastings Law School of the University of California.

Mr. Gutride is a member of the state bar of California and several federal courts. Mr. Gutride received his juris doctorate from Yale Law School and his bachelor of arts from the University of Chicago.

Seth A. Safier

Mr. Safier is a founding partner of Gutride Safier LLP and has served as co-lead counsel in each of the cases listed above. Prior to founding Gutride Safier LLP with Mr. Gutride, Mr. Safier was general counsel at an internet company and also worked as a litigator at Orrick Herrington & Sutcliffe. Mr. Safier also has served as an Instructor of Legal Research and Writing at the Hastings Law School of the University of California.

Mr. Safier is a member of the California State Bar and numerous federal courts. Mr. Safier received his juris doctorate from Harvard Law School and his bachelor of arts from Brandeis University.

Todd Kennedy

Mr. Kennedy is a partner at Gutride Safier LLP. Prior to working with Gutride Safier LLP, Mr. Kennedy conducted complex litigation for Quinn Emanuel Urquhart & Sullivan, LLP. At Quinn, Todd successfully litigated some of the world's largest patent cases, for both plaintiffs and defendants. He helped achieve complete defense jury verdicts for Google in the company's only two patent trials—both of which were in the Eastern District of Texas, the favored venue for plaintiffs. On the plaintiffs' side, Mr. Kennedy successfully represented Sony Electronics in enforcing ten digital television patents in a series of lawsuits spanning five jurisdictions.

Mr. Kennedy clerked for one year on the Eight Circuit U.S. Court of Appeals, and two years on the U.S. District Court for the Western District of Missouri.

Mr. Kennedy is a member of the California State Bar and numerous federal courts. He received his juris doctorate from the Yale Law School. He received his bachelor of arts from University of Missouri.

Anthony J. Patek

Mr. Patek is an attorney at Gutride Safier LLP. Prior to working with Gutride Safier LLP, Mr. Patek conducted complex litigation for Cooley, LLP and HelixIP LLP. At Cooley and HelixIP, Anthony represented Ronald A. Katz Technology Licensing, Inc. and Zenith Electronics in their efforts to enforce their patent portfolios against numerous infringers. He has also represented major pharmaceutical and software companies and prestigious research universities in multi-million dollar lawsuits.

Mr. Patek clerked for the United States District Court for the District of Nevada, the Hon. Edward C. Reed. Anthony is Co-Chair of the American Bar Association's Sub-Committee on Patent Infringement

Mr. Patek is a member of the California State Bar and numerous federal courts. He received his juris doctorate from the University of California, Berkeley, Boalt Hall School of Law. He received a master of science from Stanford University and his bachelor of science from University of Michigan.

Marie McCrary

Marie McCrary is an attorney at Gutride Safier LLP. Prior to working with Gutride Safier LLP, Ms. McCrary conducted complex litigation for Quinn Emanuel Urquhart & Sullivan, LLP. Prior to that, she was an attorney at Bell Nunnally & Martin LLP and Carroll Burdick & McDonough, LLP. Ms. McCrary has experience in complex matters involving contract disputes and business torts, patent and trade dress litigation, class actions, and creditors' rights issues.

Ms. McCrary is a member of the California, Massachusetts and Texas bar associations. She received her juris doctorate from New York University and her bachelor of science degree from Truman State University. Ms. McCrary was the 2004 and 2005 national champion in parliamentary debate (NPDA, NPTE).

Kristen G. Simplicio

Ms. Simplicio is an attorney at Gutride Safier LLP. Prior to working with Gutride Safier LLP, Ms. Simplicio was employed by the United States Department of Labor as an ERISA specialist.

Ms. Simplicio is a member of the California State Bar as well as the bar of the District of Columbia. She received her juris doctorate from American University, Washington College of Law, in 2007. She received her bachelor of commerce from McGill University.

Matthew McCrary

Matthew McCrary is an attorney at Gutride Safier LLP. Prior to working with Gutride Safier LLP, Mr. McCrary conducted complex litigation for McDermott, Will, and Emery, LLP and Baker & McKenzie, LLP. Mr. McCrary has experience litigating complex matters involving contract disputes and business torts, white collar crime, class actions, securities and antitrust issues.

Mr. McCrary is a member of the Massachusetts and Texas bar associations. He received his juris doctorate from the University of Texas at Austin School of Law and his bachelor of arts degree from the University of North Texas. Following law school, Mr. McCrary clerked for the Ninth Circuit Court of Appeals.

EXHIBIT B

Kumar v. Safeway					
Ordinary Income/Expense					
Income					
Cost Reimbursement	5,605.00	Norton Rose - Expert Witness			
Fees Billed	0.00				
Services	0.00				
Total Income	5,605.00				
Expense					
Arbitrators/Mediators (E121)	7,775.00				
		1/31/15	JAMS		5,275.00
		7/31/17	JAMS		2,500.00
					7,775.00
Court Fees (E112)	2,711.00				
		05/27/2014	S&R Services	Complaint	435.00
		06/10/2014	S&R Services	Class Action Complaint	1,000.00
		08/25/2014	Alameda Superior Court	Jury Fee Deposit	150.00
		06/30/2015	S&R Services	Motion and Order for Class Cert	120.00
		03/31/2016	S&R Services	Fees - Applic to Lodge Under Seal	60.00
		06/27/2016	S&R Services	Fees - Notice of Motion	60.00
		07/15/2016	Superior Court of Alameda	Filing Fee	37.50
		11/22/2016	Alameda Superior Court	Filing Fee	22.50
		03/10/2017	S&R Services	Fee - Ex Parte Application	60.00
		03/27/2017	Superior Court of Alameda	Filing Fee	42.00
		03/30/2017	S&R Services	Fee - Not of Lodging (Under Seal)	60.00
		04/14/2017	S&R Services	Motion for Summary Adjudication	500.00
		08/07/2017	GEM Civil FL Sup Ct	Kristen	8.00
		08/10/2017	GEM Civil FL Sup Ct	Kristen	6.00
		09/21/2017	S&R Services	Mot for Prelim Approval	60.00
		09/27/2017	GEM Civil FI Sup Ct C-AL	Kristen	67.50
		10/24/2017	GEM Civil FL Sup Ct	Kristen	22.50
					2,711.00
Delivery Svcs & Msgrs (E107)	3,111.75				
		05/27/2014	S&R Services	Filing Sum & Complaint	100.00
		06/10/2014	S&R Services	Service on Safeway	55.00
		06/10/2014	S&R Services	Filing Class Action Complaint	60.00
		07/02/2014	S&R Services	Pltf's Stmt in Sup of Complex Designation Courtesy copies to Dept	85.00
		08/06/2014	S&R Services	21, Judge Carville; Opp to	85.00
		10/15/2014	S&R Services	[Proposed] Stip Prot Order	100.00
		02/17/2015	S&R Services	Delivery of Def Safeway's Conf Mediation Brief to JAMS	65.00
		04/29/2015	A and A Legal Service	Subpoena for Production of Business Records, svc on Information Resources, Inc.	119.00
		04/29/2015	A and A Legal Service	Subpoena for Production of Business Records, svc on Neilsen Consumer	110.25
		06/30/2015	S&R Services	Filing Motion & Order for Class Cert	60.00
		07/13/2015	Superior Court Hayward	Fax filing fee	7.50
		07/16/2015	S&R Services	Delivery to Judge Carvill	85.00
		11/04/2015	S&R Services	Filing of Stipulation	85.00
		11/04/2015	S&R Services	Delivery to Judge Carvill	20.00
		11/04/2015	Superior Court Hayward	Fax filing fee	16.50
		03/31/2016	S&R Services	Filing Red Opp; Sealed Opp; Decl sup Applic to File Under Seal	210.50
		05/16/2016	S&R Services	Filing Jt. Complex Case Mgmt Stmt	85.00
		06/27/2016	S&R Services	Filing Dec of Simplicio; Dec of Gutride; Notice of Motion	117.25
		07/19/2016	S&R Services	Delivery to Dept. 21	85.00
		09/08/2016	S&R Services	Filing Jt. Case Mgmt Stmt	110.00
		11/29/2016	S&R Services	Delivery to Dept. 21	90.00
		12/09/2016	S&R Services	Delivery to Dept. 21	90.00
		03/10/2017	S&R Services	Filing Decl of Gutride, [Proposed] Order to Show Cause, Ex Parte Application	115.00
		03/29/2017	S&R Services	File Ft Case Mgmt Stmt in Alameda Superior	115.00
		03/30/2017	S&R Services	File Not of Lodging (Under Seal); Dec of Simplicio	115.00
		04/12/2017	S&R Services	Deliver to Alameda Cty Sup - Judge Grillo's Chambers	102.00
		04/14/2017	S&R Services	Filing Mot for Summ Adjudication & Sup Memos & Decl	117.50
		05/18/2017	S&R Services	Jt Complex Case Mgmt Stmt	101.00

Kumar v. Safeway				
		06/08/2017	Safier - Uber	11.31
		06/08/2017	Safier - Lyft	20.88
		06/09/2017	Safier - Lyft	11.78
		06/09/2017	Safier - Uber	11.51
		06/09/2017	Paypal Lyft Ride	8.75
		06/23/2017	Paypal Lyft Ride	6.75
		08/11/2017	Paypal Lyft Ride	23.02
		09/26/2017	Oakland Parking Meter	2.50
		09/29/2017	Lyft - Gutride	21.56
			Hrg on Prelim Approval	442.27
Meals (E111)	828.03			
		04/30/2014	Gutride - 4Fourteen	25.77
		10/14/2014	Gutride - Tadich Grill	47.51
		02/23/2015	Safier - Peet's	3.55
		04/07/2015	Gutride - Café Leila	57.86
		04/08/2015	Gutride - Ginto Izakaya	83.65
		04/08/2015	Gutride - Starbucks	8.60
		05/01/2015	Thanh Thanh Café - Safier	24.96
		11/04/2015	Nopalito - Safier	73.61
		01/25/2016	Tadich Grill - Safier	61.08
		01/27/2016	Gutride - Bamboo Asia	22.71
		01/28/2016	Gutride - Caffè Bianco	26.58
		03/25/2016	Tadich Grill - Safier	152.33
		04/29/2016	The House - Safier	87.95
		03/24/2017	Tadich Grill - Safier	151.87
				828.03
Online Research (E106)	304.34			
		08/04/2014	Orange Co Superior Court	8.27
		08/05/2014	Pacer Service Center	83.28
		02/04/2015	Pacer Service Center	2.10
		01/16/2016	Superior Court of Alameda	3.00
		02/05/2016	Pacer Service Center	23.33
		02/15/2016	Pacer Service Center	58.40
		03/01/2016	Pacer Service Center	15.33
		05/25/2016	Superior Court of Alameda	10.00
		06/01/2016	Pacer Service Center	14.03
		07/11/2016	Pacer Service Center	33.40
		12/15/2016	Pacer Service Center	3.50
		01/18/2017	Superior Court of Alameda	3.00
		01/25/2017	Pacer Service Center	3.70
		01/25/2017	Superior Court of Alameda	2.00
		02/09/2017	Superior Court of Alameda	5.00
		02/16/2017	Superior Court of Alameda	3.00
		03/15/2017	Superior Court of Alameda	3.00
		04/11/2017	Superior Court of Alameda	4.00
		04/19/2017	Superior Court of Alameda	4.00
		07/26/2017	Superior Court of Alameda	2.00
		10/24/2017	Superior Court of Alameda	9.50
		11/06/2017	Superior Court of Alameda	8.50
		11/06/2017	Superior Court of Alameda	2.00
				304.34
Other (E124)	9,618.15			
		09/11/2014	Amazon Services - Kindle	3.33
		12/16/2014	Panic.com Transmit 4	34.00
		02/18/2015	Cal-Mart Super	19.03
			product for testing	
			wire fee to pay Aus Oils	
		07/02/2015	First Republic	35.00
		07/25/2015	Ralph's	21.17
		07/31/2015	Safeway	26.21
			product for testing	
			shipping to Australia for	
		08/11/2015	Fedex Kinkos	198.82
		02/15/2017	Safeway	44.94
		02/16/2017	Safeway	35.45
		03/06/2017	Safeway	36.94
		03/07/2017	Safeway	16.48
		03/13/2017	Safeway	12.48
		04/30/2017	Epiq	8,036.80
		05/31/2017	Epiq	1,097.50
			Class Notice of Pendency	9,618.15
			Class Notice of Pendency	
Other Professionals (E123)	14,310.00			
		08/31/2015	Information Resources, Inc.	#####
Out-of-Town Travel (E110)	1,652.86			
		04/03/2014	Gutride - AirBnB - Australia	443.33
		04/03/2014	Gutride - Ivsa Services	6.17
		04/25/2014	Gutride - Adina Apt Hotel, Sydney	84.18
		04/28/2014	Gutride - Katoomba C/Rail	5.32
		05/02/2014	Gutride - Uber - Australia	13.09
		11/16/2015	Safier - LAXShuttleTix.com	8.00
		11/17/2015	Safier - SFO Parking	18.00
		01/30/2016	Safier - Taj Hotel, San Francisco	1,066.77
		11/21/2016	Gutride - SWA Inflight Wifi	8.00
				1,652.86
Outside Printing (E102)	686.33			
		05/19/2015	Fedex Kinkos	34.83

Kumar v. Safeway				
		06/30/2015	S&R Services	Copies of Supporting Docs for filing of Mot & Ord for Class Cert 629.00
		12/03/2016	Alameda Superior Court	6.00
		12/03/2016	Alameda Superior Court	7.50
		12/12/2016	Alameda Superior Court	6.00
		12/16/2016	Superior Court of Alameda	3.00
				686.33
	Postage (E108)	24.53		
		05/27/2014	USPS	5.17
		05/29/2014	USPS	13.61
		11/18/2015	USPS	5.75
				24.53
	xx	0.00		
	Total Expense	87,605.24		
	Net Ordinary Income	-82,000.24		