

SUPERIOR COURT OF THE STATE OF CALIFORNIA, COUNTY OF ALAMEDA

If you are or were employed by ROMA FOOD as an AREA MANAGER in California, a class action settlement may affect your rights.

The Alameda County Superior Court (“Court”) has authorized this notice in *Kielhurn, et al. v. Vistar Corporation, et al.*, Case No. RG10529045 (the “Action”). This is not a solicitation from a lawyer.

- In August 2010, a current Area Manager (“AM”) sued Vistar Corporation dba Roma Foods (“Roma”). The employee claimed that Roma failed to reimburse her for business expenses she and other AMs in California incurred in carrying out their daily sales duties, including for mileage, cell phone use, and home office items.
- Roma denies the claims and asserts that, before August 1, 2010 when it introduced the Runzheimer Plan, Roma reimbursed AMs for their business expenses through enhanced compensation, consistent with California law.
- The parties have reached a settlement. The Court has allowed the Action to be a class action for settlement purposes only. The Settlement Class consists of Area Managers employed by Roma in California at any time from July 4, 2006 through July 31, 2010.
- The Court has preliminarily approved a settlement of this case, in which Roma has agreed to pay \$1,000,000 to resolve California AMs’ expense reimbursement and related claims.
- You are receiving this notice because Roma’s records indicate that you may be a Settlement Class Member in this Settlement. **Read this Notice Carefully, as your legal rights may be affected and you have a choice to make now.**
- **There will be no retaliation by Roma against you** based on your decision to either accept the money from this Settlement or request to be excluded

YOUR LEGAL RIGHTS AND OPTIONS IN THIS LAWSUIT

Participate in the Settlement and Collect a Settlement Award.	<i>You need not do anything in order to receive a Settlement Award in this case. However, in exchange for the Settlement Award described below, you will give up your right to sue for expense reimbursements and related claims released by the Settlement.</i>
Request to be Excluded from the Settlement	<i>Opt-out or exclude yourself from the Settlement. Get no benefits from it.</i> <i>If you make a valid and timely written request to be excluded from the Settlement, you will not receive any money, and you will not give up any rights you may have against Roma.</i>
Object to the Settlement	<i>The Court will decide whether any objections to the settlement are valid. If you file an objection and it is rejected by the Court, you will give up your right to sue for expense reimbursements and related claims unless you also file a request to be excluded.</i>

I. BACKGROUND OF THE CASE

On August 3, 2010, Plaintiff Annette Kielhurn (“Kielhurn”), a current AM, filed a class action against Roma on behalf of herself and all other AMs who have worked for Roma in California since July 4, 2006. Jose Bridge and Pirooz Haghighi, former AMs of Roma, later joined as Plaintiffs in the Action. Plaintiffs allege that they and other AMs were not reimbursed for day-to-day business expenses that they incurred while working for Roma as AMs, including vehicle usage costs (i.e., mileage), cell phone use, and home office expenses.

Roma denies any liability or wrongdoing of any kind associated with the claims alleged in the Action, and asserts that AMs are reimbursed for expenses through enhanced compensation, consistent with California law. The Court has not decided whether any violations occurred.

After a full day of mediation and arms-length negotiations between the Plaintiffs and Roma (the “Parties”), the Parties reached this Settlement. This Settlement has been given preliminary approval by the Court, and this notice is being sent to all Settlement Class Members who now have the opportunity to receive a portion of the \$1,000,000 settlement payment or exclude themselves from the Settlement.

II. SUMMARY OF THE PROPOSED SETTLEMENT

A. Who is included in the Settlement?

You are included in the Settlement if you were employed by Roma as an AM in the State of California at any time from July 4, 2006 to July 31, 2010 (“Settlement Class Positions”). **You need not do anything to participate in the Settlement.**

B. How much is my share of the Settlement if it is approved?

Roma will make a settlement payment (“Settlement Payment”) of \$1,000,000, if the Court grants final approval of the Settlement. As will be described in more detail below, the amount available for Settlement Class Members from the \$1,000,000 is estimated at \$683,000, calculated as follows:

\$ 1,000,000	(Settlement Amount)
\$ 250,000	(25% Award for Attorneys’ Fees)
\$ 20,000	(Estimated Litigation Costs)
\$ 40,000	(Class Representatives’ Service Payments)
\$ 7,000	(Estimated Administrator Fees)
\$ 683,000	= Estimated “Net Settlement Fund” Payable to Settlement Class

The Net Settlement Fund may vary depending upon whether, and in what amounts, the Court approves the attorneys’ fees, litigation expense reimbursements, and service payments.

The entire Net Settlement Fund will be paid to Settlement Class Members based upon the following formula: The number of weeks worked by each Settlement Class Member as an AM at any time during the period July 4, 2006 through July 31, 2010 (the “Class Period”) in relation to the number of weeks worked by all members of the Settlement Class during the Class Period, i.e. a pro-rata portion of the Net Settlement Fund based on time worked by each Settlement Class Member. Preliminarily, it is estimated that each participating Settlement Class Member will be paid approximately \$109 for each week she or he worked as an AM during the Class Period.

Each Settlement Class Member who worked as an AM, according to Roma's records, will receive a payment calculated as described above. **The estimated amount that you can expect to receive pursuant to the proposed terms of the Settlement is stated in the enclosed Share Form.** This estimated amount is subject to change, up or down, depending on the final number of Settlement Class Members who participate in the Settlement and the number of weeks they worked during the Class Period, among other things.

The Settlement Payment to you will be treated as partially (70%) for expenses paid on a “non-accountable” expense reimbursement plan, and partially (30%) as interest. From the portion payable for non-accountable plan expenses, certain withholding taxes will be withheld as required by law. You will receive separate IRS Forms for the two portions of the payment. If you decide to participate in the settlement and collect your share of the fund, **you will be responsible for correctly characterizing these payments for personal tax purposes**

and paying any taxes owed on the amounts. Neither the Settlement Administrator, Plaintiffs, Roma, nor their respective lawyers are authorized to provide tax reporting advice and provide no advice as to whether receipt of this payment will impact your prior or future tax filings. **You should obtain independent tax advice regarding these matters.**

C. What if the information on my Share Form is incorrect?

The amount you receive from the Settlement is not subject to dispute by you, except to the extent you believe that it has been incorrectly calculated due to an error in records showing your dates of employment as an AM during the Class Period. The Share Form enclosed with this Notice lists the dates that you worked for Roma as an AM during the Class Period. If you believe that the dates worked information is incorrect, you may dispute or “challenge” the listed time period(s) in which you worked as a AM during the Class Period, by submitting a written challenge along with any documents or other supporting evidence to the Settlement Administrator. Such challenges must be post-marked by no later than **August 5, 2011**.

Roma’s records will be presumed to be correct, but the Settlement Administrator will evaluate any information and evidence submitted by you and may in its discretion use dates different from those in Roma’s records. Any disputes will be finally resolved by the Settlement Administrator without the possibility of appeal to Class Counsel, Roma, or the Court.

If the Share Form does not correctly state your name or contact information, please inform the Settlement Administrator immediately. You can do this by calling or writing to:

Roma Area Manager Settlement Administrator
c/o Simpluris, Inc.
PO Box 26170
Santa Ana, CA 92799
1 (888) 369-3780

D. When will I receive my Settlement Payment?

The Settlement Payments will be made approximately 20 days after final court approval of the Settlement and after all rights to appeal or review are exhausted or any appeal or review has been resolved in favor of the Settlement. The earliest that this could occur is September 20, 2011.

E. What if I do not want to participate in this lawsuit or this Settlement?

IMPORTANT: You will be bound by the terms of the Settlement, unless you submit a timely written request to be excluded from the Settlement. You may wish to exclude yourself from the Settlement if, for example, you are already pursuing, or intend to pursue, your own individual lawsuit for the claims that are covered by this Settlement. To exclude yourself from the Settlement you must mail a written request specifically stating your full name, address, and social security number, as well as the following statement: “I wish to exclude myself or opt out of the class action settlement in the Alameda County Superior Court case of *Kielhurn, et al. v. Vistar Corporation, et al.*, Case No. RG10529045. I understand that by requesting to opt out of the class action settlement, I will not be a Class Member and I will not receive any payments from the Settlement of that case.” Such request for exclusion must be post-marked no later than **August 5, 2011**.

F. What can I do if I oppose the Settlement?

You may object to the terms of the Settlement before final approval, either by filing a written objection or filing a notice of your intent to appear and object at the final approval hearing at the time and place listed below in this Notice. However, if the Court rejects your objection and approves the Settlement you will be bound by the terms of the Settlement, unless you also submit a request to be excluded from the Settlement.

To object, you must send a written notice of objection or a written notice of your intent to appear and object at the final approval hearing to the Settlement Administrator, with a copy to the Class Counsel, at the addresses shown below. The Settlement Administrator will file your objection with the Court before the final approval hearing. You may also file your objection directly with the Court at the address listed in the section describing

the location of the Final Approval Hearing, with a copy to the Settlement Administrator and Class Counsel, but this may result in delays or failure to respond to your objection. **DO NOT TELEPHONE THE COURT OR DEFENDANT'S COUNSEL.**

Any written objection and/or notice of your intent to appear at the hearing must state each specific reason in support of your objection and any legal support for each objection. Your written objection and/or notice of your intent to appear at the hearing must also state your full name, address, date of birth, dates of your employment, and positions held at Vistar Corporation dba Roma Food in California. **To be valid and effective, the Settlement Administrator and/or the Court must receive any written objections and/or notices of intent to appear at the hearing not later than August 5, 2011.** A Settlement Class Member who fails to file and serve a written statement of objection in the manner described above and by the specified deadline will be deemed to have waived any objections and will be foreclosed from making any objection (whether by appeal or otherwise) to the Settlement.

To object, send your objection to :

ROMA AREA MANAGER CLASS ACTION ADMINISTRATOR
PO Box 26170
Santa Ana, CA 92799
1 (888) 369-3780

And also send a copy of your objection to:

Aaron Kaufmann
David Pogrel
HINTON ALFERT SUMNER & KAUFMANN
1646 North California Blvd., Suite 600
Walnut Creek, CA 94596
Phone: (925) 932-6006
Fax: (925) 932-3412

Morris J. Baller
Sarah Webb
GOLDSTEIN DEMCHAK BALLER BORGES &
DARDARIAN
300 Lakeside Drive, Ste. 1000
Oakland, CA 94612-3534
Phone: (510) 763-9800
Fax: (510) 835-1417

G. What if I change my mind about opting out of or objecting to the Settlement?

If you file a request for exclusion from the Settlement or file an objection to the Settlement but then change your mind, you can rescind your exclusion request or objection within certain time limits, and in writing. **Any such statement of rescission must be in writing, and must be sent to the Settlement Administrator; and must be received at least a day before the date of the Final Approval Hearing, or August 30, 2011 as currently scheduled, to be effective.** If you submit a timely rescission, the rescinded exclusion request will have no effect on your participation in the Settlement or the amount of any payment you are entitled to receive from the Settlement.

H. What claims will I release by participating in the Settlement?

The participating Settlement Class Members release and discharge Vistar Corporation and Performance Food Group, Inc. from any and all claims averred in the Second Amended Complaint on file in this Action, which include all claims for damages and/or restitution, interest, and attorneys' fees and expenses under the California Labor Code Section 2802 and California Business and Professions Code § 17200, *et seq.* based on Defendants' alleged failure to reimburse Settlement Class Members for business-related expenses.

I. What additional payments will be made to the Class Representatives?

In addition to their respective shares as participating Settlement Class Members, Plaintiff Kielhurn, will be paid up to \$20,000, and Plaintiffs Bridge and Haghighi will be paid up to \$10,000 each, respectively, subject to Court approval, for their services as Class Representatives bringing this case, as well as their willingness to accept the risks of being Class Representatives. These payments will be deducted from the Settlement Payment.

J. What payments will be made for applicable taxes on Settlement Payments?

Taxes required to be withheld from Settlement Payments to Class Members will be withheld from the portion (70%) of their checks allocated to payments from a non-accountable expense reimbursement plan. No tax withholdings will be made by the Settlement Administrator on the remaining (30%) portion of Settlement Payments.

K. What payments will be made to the attorneys representing the Settlement Class?

Class Counsel will request approval from the Court for payment of attorneys' fees of 25 % of the total Settlement or \$250,000, plus reimbursement of actual litigation costs up to \$20,000. These amounts will be deducted from the Settlement and are subject to Court approval.

L. What payments will be made for costs of settlement administration?

The costs of administering the Settlement--estimated at \$7,000--will be deducted from the Settlement.

M. What is the amount and function of the Reserve Fund?

The parties have agreed to establish a Reserve Fund to pay for payments due to Settlement Class Members that the Settlement Administrator deems to have been mistakenly denied, overlooked, or otherwise disputed. This fund will be comprised of the total from class members' uncashed checks and held in an interest-bearing account for six (6) months after the Court grants final approval to the Settlement. After this time has expired, any funds that remain from the Reserve Fund will be paid as follows: up to \$30,000 will be used to offset Roma's payment of employer-side payroll taxes on the individual settlement shares paid out to the Settlement Class Members; any remaining funds shall be paid to the Legal Aid Society-Employment Law Center as *cy pres* beneficiary. After the Reserve Fund has been paid out in these ways, there will be no funds remaining for any further payments to Settlement Class Members.

III. FINAL SETTLEMENT APPROVAL HEARING

The Court will hold a final approval hearing on the proposed Settlement on August 31, 2011, at 3 p.m., at Department 17, Alameda County Superior Court, 1221 Oak Street, Oakland, CA 94612. The purpose of this hearing is to determine whether the Settlement should be finally approved as fair, reasonable, and adequate. The Court will also be asked to approve Class Counsel's request for attorneys' fees and expense reimbursement and the Class Representatives' service payments. The hearing may be postponed without further notice to the Class; any such postponement will be posted on the Court's website for Department 17.

It is not necessary for you to appear at this hearing unless you wish to object to the Settlement. If you have given written notice of your objection to the Settlement, you may appear at the hearing at your option if you have filed a notice of intent to appear by **August 5, 2011**. If you have not given written notice of your objection and intention to appear, any objection you have may not be heard by the Court.

IV. GETTING MORE INFORMATION ABOUT THE SETTLEMENT

This Notice contains a summary of the basic terms of the Settlement. For the precise terms and conditions of the Settlement, you are referred to the detailed Joint Stipulation of Class Action Settlement and Release between Plaintiffs and Vistar Corporation, which can be found on the website of the Alameda County Superior Court. To review these documents, as well as the pleadings and other records in this litigation, go to <http://www.alameda.courts.ca.gov/>. Click on "Domain Web," then click on "Case Summary." In the box provided, enter the case number: RG10529045. Once you are on the Case Summary page, click on "Register of Actions" to view the Court's docket for this case, along with all documents filed in this case. Copies of this Notice and other important documents in this case can also be found at www.gdblegal.com/Cases/Current_Cases/Wage_Hour/Roma_Food.aspx and at www.hinton-law.com/roma. You may contact the Administrator in writing or by telephone at: (888) 369-3780. You also may contact Class Counsel listed below for more information:

Aaron Kaufmann
David Pogrel
HINTON ALFERT SUMNER & KAUFMANN
1646 North California Blvd., Suite 600
Walnut Creek, CA 94596
Phone: (925) 932-6006
Fax: (925) 932-3412

Morris J. Baller
Sarah Webb
GOLDSTEIN DEMCHAK BALLER BORGEN &
DARDARIAN
300 Lakeside Drive, Ste. 1000
Oakland, CA 94612-3534
Phone: (510) 763-9800
Fax: (510) 835-1417

IMPORTANT:

1. **PLEASE DO NOT TELEPHONE THE COURT OR ROMA'S COUNSEL FOR INFORMATION REGARDING THIS SETTLEMENT OR THE CLAIMS PROCESS.**
2. **If you move or change address, please send the Administrator your new address. It is your responsibility to keep a current address on file with the Administrator to ensure receipt of your Settlement Payment. Failure to do so may result in non-payment or delay in payment.**
3. **It is strongly recommended that you keep a copy of any request for exclusion and/or objection that you submit, and proof of timely mailing and/or faxing, until after the Final Approval hearing.**

BY ORDER OF THE COURT.