



GRANTED

EFiled: Jul 31 2014 07:01PM EDT
Transaction ID 55818945
Case No. Multi-Case



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

MARCEL HEIM, Individually and On)
Behalf of All Others Similarly Situated,)

Plaintiff,)

C.A. No. 9883-VCP

v.)

VITACOST.COM, INC., MICHAEL A.)
KUMIN, CHRISTOPHER S. GAFFNEY,)
STUART GOLDFARB, JEFFREY J.)
HOROWITZ, EDWIN J. KOZLOWSKI,)
MICHAEL J. MCCONNELL, ROBERT)
TRAPP, THE KROGER CO., and VIGOR)
ACQUISITION CORP.,)

Defendants.)

TAKIS P. DIONISOS, On Behalf of Himself)
and All Others Similarly Situated,)

Plaintiff,)

C.A. No. 9945-VCP

v.)

VITACOST.COM, INC., MICHAEL A.)
KUMIN, CHRISTOPHER S. GAFFNEY,)
STUART GOLDFARB, JEFFREY J.)
HOROWITZ, EDWIN J. KOZLOWSKI,)
MICHAEL J. MCCONNELL, ROBERT)
TRAPP, THE KROGER CO., and VIGOR)
ACQUISITION CORP.,)

Defendants.)

**[PROPOSED] ORDER FOR CONSOLIDATION AND
APPOINTMENT OF LEAD COUNSEL**

It appearing that the above-captioned actions involve the same subject matter and that the administration of justice would be best served by consolidating the actions,

IT IS HEREBY ORDERED this _____ day of _____, 2014:

1. The above-captioned actions shall be consolidated for all purposes.
2. Hereafter, papers need only be filed in Civil Action No. 9883-VCP.
3. The consolidated case caption shall be:

IN RE VITACOST.COM, INC.)	CONSOLIDATED
STOCKHOLDER LITIGATION)	C.A. No. 9883-VCP

4. The law firm of RIGRODSKY & LONG, P.A., 2 Righter Parkway, Suite 120, Wilmington, DE 19803 and LEVI & KORSINSKY LLP, 30 Broad Street, 24th Floor, New York, NY 10004 is designated as Lead Counsel for Plaintiffs.

5. The law firms of RIGRODSKY & LONG, P.A., and ANDREWS & SPRINGER, LLC, 3801 Kennett Pike, Building C, Suite 305, Wilmington, DE 19807 are hereby appointed as Co-Liaison Counsel for Plaintiffs.

6. All papers and documents previously served and filed in any of the cases consolidated herein are deemed a part of the record in the consolidated action. The Verified Class Action Complaint filed in Civil Action No. 9945- on July 24, 2014 (the "Complaint"), is hereby deemed the operative complaint in the Consolidated Action and shall supersede all previous complaints filed in any of the

above-captioned actions or any other action subsequently consolidated therewith. Defendants need not respond to the complaints filed in the constituent actions, and plaintiffs shall file a Consolidated Amended Complaint as soon as practicable.

7. Plaintiffs' Lead Counsel shall set policy for plaintiffs for the prosecution of this litigation, delegate and monitor the work performed by plaintiffs' attorneys to ensure that there is no duplication of effort or unnecessary expense, coordinate on behalf of plaintiffs the initiation and conduct of discovery proceedings, and provide direction, supervision, and coordination of all the activities of plaintiffs' counsel.

8. Plaintiffs' Lead Counsel shall assume the following powers and responsibilities:

- a. coordinate and direct the preparation of pleadings;
- b. coordinate and direct the briefing and argument of motions;
- c. coordinate and direct the conduct of discovery and other pretrial proceedings;
- d. coordinate and direct class certification proceedings;
- e. coordinate the selection of counsel to act as the plaintiffs' spokesperson at pretrial conferences;
- f. call meetings of plaintiffs' counsel as they deem necessary and appropriate from time to time;

g. conduct any and all settlement negotiations with counsel for the defendants;

h. coordinate and direct the preparation for trial and trial of this matter, and delegate work responsibilities to selected counsel as may be required; and

i. coordinate and direct any other matters concerning the prosecution or resolution of the consolidated action.

9. When a case which properly belongs as part of the consolidated action is hereafter filed in the Court, this Court requests the assistance of counsel in calling to the attention of the Court the filing of any case which might properly be consolidated as part of the consolidated action, and counsel are to assist in assuring that counsel in subsequent actions receive notice of this Order.

Vice Chancellor

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Multi-Case

File & Serve

Transaction ID: 55811848

Current Date: Jul 31, 2014

Case Number: Multi-Case

Case Name: Multi-Case

Court Authorizer: Parsons, Donald F

/s/ **Judge Parsons, Donald F**