

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TENNESSEE
WESTERN DIVISION**

MICHAEL J. IANNONE, JR.,)
and NICOLE A. JAMES, as)
plan participants, on behalf of the)
AUTOZONE, INC. 401(k) Plan,)
and on behalf of others similarly)
situated,)

Plaintiffs,)

v.)

AUTOZONE, INC., as plan sponsor,)
BILL GILES, BRIAN CAMPBELL,)
STEVE BEUSSINK, KRISTIN WRIGHT,)
MICHAEL WOMACK, KEVIN WILLIAMS,)
and RICK SMITH, individually and as)
members of the AUTOZONE, Inc.)
Investment Committee, and NORTHERN)
TRUST CORPORATION and)
NORTHERN TRUST, INC., as)
Investment fiduciaries,)

Defendants.)

CLASS ACTION

Case No.: 2:19-cv-02779-MSN-tmp

DECLARATION OF D. G. PANTAZIS

I, D.G. Pantazis, do hereby state:

1. I am over the age of nineteen years old.
2. I am an attorney licensed to practice law in the State of Alabama, am a partner at Wiggins Childs Pantazis Fisher Goldfarb, LLC (“WCPFG”), and am a member of the Alabama State Bar.
3. I have been admitted to practice in this case pursuant to LR 83.4(d) and am one of the attorneys who has worked on the above-captioned action (the “Action”) for my firm since the inception of its engagement.

4. I was appointed Class Counsel by this Honorable Court (Doc. 239).
5. My co-counsel, James White and Lange Clark, were also appointed Class Counsel.

Id.

6. I submit this affidavit in support of Plaintiffs' Counsel's Motion for Attorney's Fees, Expenses, and Case Contribution Awards and Motion for Final Approval, which are being submitted in response to the Court's Order Granting Motion for Preliminary Approval of Class Settlement and Preliminarily Approving Motion Seeking Entry of a Bar Order (Doc. 437).

7. I submit this affidavit in addition to the previous two affidavits I have already provided in support of the class action settlement reached with Northern Trust (the "Settlement"). See Doc. 422-8 and 431-3.

8. As a preliminary matter, I would like to clarify and correct a misstatement in my previous declaration provided as part of the parties' Response To Order Directing Supplemental Briefing (Doc. 431). Class Counsel has consistently requested their attorneys' fees to be one-third (1/3) of the gross settlement fund which amounts to \$833,333.33. This was the request made in Plaintiffs' Motion for Preliminary Approval (Doc. 422-1, at 10). However, in Doc. 431 and my accompanying declaration (Doc. 431-3), I indicated that Plaintiffs were requesting "one-third of the gross settlement amount," but misstated the value of this amount as \$699,930.00. See Doc. 431, at 10 and 431-3 ("Class Counsel is requesting attorneys' fees totaling \$699,930.00 (one-third of the Settlement Fund)).

9. The Court recognized this discrepancy in its Preliminary Approval Order (Doc. 437, at FN 3) by indicating that it "considers the reasonableness of both sums as part of its assessment of the Settlement's reasonableness", and ultimately that "even the highest requested

percentage – 33.3% - is within the range of typical attorneys’ fees in cases such as this one”. Doc. 431, at 10-11.

10. Because the Court found in its preliminary approval Order that a fee request of 33.1/3% of the gross settlement fund is reasonable in this case, it should now also find that final approval of attorneys’ fees amounting to 33.1/3% (\$833,333.33) of the gross settlement fund is warranted as such a request is reasonable.

11. I was listed as the contact for Class Members on the Notice documentation mailed out to the Class Members and listed on the Settlement website, www.ntaz401ksettlement.com.

12. Since the mailing of the Notice, I have received multiple calls related to the Settlement and spoken with multiple Class Members in regard to the Settlement and their rights. All feedback I received personally was positive and favorable. As of the date of this filing, I am not aware of any objections to the Settlement.

13. I have reviewed my firm’s billing records in this matter related to the period up to and including December 7, 2023. Those records are available for *in camera* review at the Court’s request, to protect privileged information contained therein.

14. At my firm, Complex Litigation Partner time is ordinarily billed at no less than \$600 per hour. Complex Litigation Associate time is ordinarily billed at no less than \$350 per hour. Paralegal time is billed at no less than \$200 per hour. These are the rates customarily charged by my firm for such work.

15. In total, my firm has spent 3,408.45 hours litigating this case as previously broken down by timekeeper. *See* Doc. 431-3, at 7. The following is a detailed explanation of the number of hours spent on each aspect of this case:

- a. **Complaint, Pleading, and Motion Practice – September 2019 to September 2020:** My firm retained the clients in this action and worked with them to file the original Complaint. My firm participated in the research, evaluation, and drafting of the original Complaint filed in this case. This involved review of high-level financial data as well as consultation with experts. My firm participated in the drafting of the Amended Complaint as well as the research and response to motions to dismiss. In total, my firm spent 226 hours on this work in the case.
- b. **Document Discovery – October 2020 to December 2021:** My firm participated in the discovery process in this case, including the storage, retention, and review of over 120,000 pages of documents, largely in electronic form. My firm participated in drafting interrogatories and requests for production and subpoenas to third-parties. My firm reviewed thousands of electronic documents in preparation for and in support of depositions, motions, experts, and ultimately trial. My firm participated in responding to discovery requests and producing documents on behalf of our clients. My firm consulted with experts throughout this process to ensure the strategy of the case was sound. In total, my firm spent 468.2 hours on this work in the case.
- c. **Fact Witness Depositions and Class Certification – January 2022 to July 2022:** My firm participated in the preparing for, scheduling, and conducting more than twenty depositions in this case. These depositions included corporate representatives, fact witnesses, the Plaintiffs themselves, and third-parties. My firm participated in the drafting and filing of Class Certification, along with all subsequent and related briefing. During this time, my firm continued to review

documents and evidence in preparation for trial. In total, my firm spent 651.3 hours on this work in the case.

- d. **Expert Reports, Depositions, and Motions to Exclude (*Daubert*) – August 2022 to January 2023:** My firm assisted in the preparation and exchange of expert reports for Plaintiffs' three experts. This included initial reports and supplemental reports. My firm also reviewed and evaluated the Defendants' reports. My firm assisted in the deposition preparation and process of Plaintiffs' experts. My firm assisted in the *Daubert* process by drafting and responding to motions. During this time, my firm continued to review and evaluate documents and evidence in preparation for trial. In total, my firm spent 602 hours on this work in the case.
- e. **Dispositive Motions – February 2023 to April 2023:** My firm assisted in the drafting, filing, and response to summary judgment briefing. My firm assisted in the exhibit compilation, research, and evaluation in this process. In total, my firm spent 415.45 hours on this work in the case.
- f. **Trial Preparation and Settlement – April 2023 to October 2023:** My firm participated in and prepared for the first mediation back in October of 2022. This mediation was unsuccessful, and in September of 2023, the parties began negotiating again with the assistance of a mediator, David Geronemus of JAMS mediation. Another mediation was set which my firm prepared for, but was ultimately cancelled. My firm assisted in the settlement negotiations throughout this time period and ultimately reached a settlement with Northern Trust on the eve of trial. During this time period, my firm also participated in significant trial preparation. This involved the compilation of exhibits, pre-trial briefs, deposition

designations, witness preparation, expert witness preparation, objections, and logistical planning. In total, my firm spent 1045.5 hours on this work in the case.

16. The following is a breakdown of the hours spent per timekeeper for each of the periods identified above:

TIMEKEEPER	CLAIM PREPARATION, PLEADING AND MOTION PRACTICE	DOCUMENT DISCOVERY	FACT WITNESS DEPOSITIONS AND CLASS CERTIFICATION	EXPERT REPORTS, DEPOSITIONS, AND MOTIONS TO EXCLUDE	DISPOSITIVE MOTIONS	TRIAL PREPARATION
D. G. Pantazis Jr.	185.6	323.4	263.1	296.9	187.45	419.35
Eric Sheffer		7.4	70.7			46
Tammy Todd	40.4	137.4	317.5	305.1	228	580.15

17. I have reviewed all work and billing records and submit this amount to be reasonable given the nature and complexity of the work, its importance to the clients and the outcome.

18. Additionally, as indicated in my previously submitted declaration (Doc. 431-3, at 8), Class Counsel’s lodestar based upon my firm’s hourly rates as well as Sixth Circuit precedent in similar ERISA Class Actions and high-level employment litigation in the Western District of Tennessee, contains the following range: \$9,179,425.00 to \$6,695,365.00 to \$5,224,028.75.

19. Thus, Class Counsel’s request for one-third of the gross settlement here (\$833,333.33), is more than reasonable.

20. Class Counsel also expended \$435,956.42 in expenses to prosecute this action up until the date of Settlement, of which my firm contributed \$288,964.75.

21. The expenses incurred include photocopying, filing fees, deposition transcripts and recording costs, travel, expert fees, and electronic data storage costs. I submit that the majority of these expenses were due to expert fees and deposition costs which were necessary to prosecute this action.

22. Class Counsel is prepared to submit a detailed itemization of these expenses *in camera* to preserve privileged work-product, should the Court so request.

23. Class Counsel requests that these expenses be paid out of the gross settlement fund as part of the Court' Order on Final Approval.

24. As previously represented to the Court (Doc. 431-3, at 4), the Class Representatives expended a significant amount of time, energy, and resources in the prosecution of this case. Without their efforts, the Class would receive nothing. Their sacrifice and effort warrant the requested incentive award of \$10,000 each.

I, D. G. Pantazis, Jr., declare under penalty of perjury that the foregoing is true and correct.

Executed this 24th day of October, 2024 in Birmingham, Alabama.



D.G. Pantazis, Jr.
Partner
Wiggins Childs Pantazis
Fisher Goldfarb, LLC