

EXHIBIT 1

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

<p>MICHAEL J. IANNONE, JR., and NICOLE A. JAMES, individually and on behalf of all others similar situated,</p> <p style="text-align: center;">Plaintiffs,</p> <p>vs.</p> <p>AUTOZONE, INC., et al.,</p> <p style="text-align: center;">Defendants.</p>	<p>Case No.: 2:19-cv-02779-MSN-tmp</p>
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**DECLARATION OF DAVID TETRICK JR. REGARDING COMPLIANCE WITH
THE CLASS ACTION FAIRNESS ACT OF 2005, 28 U.S.C. § 1715**

I, David Tetrick, Jr., declare as follows:

1. I am an attorney with the law firm of King & Spalding LLP and am admitted in this case as counsel for Defendants Northern Trust Corporation and Northern Trust Investments, Inc. (the “Northern Trust Defendants”). I make this declaration based on my personal knowledge. If called as a witness, I could and would competently testify to the facts set out below.

2. On December 7, 2023, counsel for Named Plaintiffs in the above-captioned action filed the Motion for Preliminary Approval of Class Settlement with this Court setting forth the terms upon which Lead Plaintiffs and the Northern Trust Defendants proposed to settle this action (Dkt. 422, the “Proposed Settlement”).

3. On December 15, 2023, pursuant to the Class Action Fairness Act of 2005 (“CAFA”), 28 U.S.C. § 1715(b), my firm caused notice of the Proposed Settlement (the “CAFA Notice”) to be mailed on behalf of the Northern Trust Defendants to the appropriate federal and state officials, including the United States Attorney General and the Attorneys General of all states, the District of Columbia, and related U.S. Territories. The CAFA Notice contained the documents and information required by 28 U.S.C. § 1715(b)((1)-(8) to the extent known as of the date of mailing.

4. A true and correct copy of the CAFA Notice (without the enclosed CD), along with the distribution list of the federal and state officials to whom Defendants sent the CAFA Notice, is attached hereto as **Exhibit A**. Should the Court request it, a copy of the CD enclosed with each of the CAFA Notice letters also will be provided. The officials listed in the distribution list are the appropriate recipients of such a notice under 28 U.S.C. § 1715(a)(1)-(2).

I declare under penalty of perjury and the laws of the United States that the foregoing is true in correct, this 11th day of November, 2024.

s/ David Tetrick, Jr.
David Tetrick, Jr.

EXHIBIT A

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December 15, 2023

To: All Appropriate Federal and State Officials, as set forth in 28 U.S.C. § 1715 (*see* attached Distribution List)

Re: CAFA Notice for the Proposed Settlement in *Iannone et al. v. AutoZone, Inc., et al.*, No. 2:19-cv-02779-MSN-tmp (W.D. Tenn.)

Dear Sir or Madam:

This firm represents Northern Trust Corporation and Northern Trust Investments, Inc. (“Northern Trust” or “Defendant”) in the above-referenced action pending in the United States District Court for the Western District of Tennessee (the “Court”) before the Honorable Mark Norris (the “Litigation”). Pursuant to the Class Action Fairness Act of 2005, 28 U.S.C. §§ 1711, *et seq.* (“CAFA”), Defendant hereby serves you with this notice of a proposed Settlement of the Litigation.¹

The proposed Settlement resolves claims brought against Defendant for alleged breaches of fiduciary duty under the Employee Retirement Income Security Act of 1974 (“ERISA”) on behalf of a proposed Settlement Class of:

All persons, other than AutoZone or Individual Defendants,^[2] who were participants as of November 11, 2013 in the Plan, and invested in any of the GoalMaker Funds including (i) beneficiaries of deceased participants who, as of November 11, 2013, were receiving benefit payments or will be entitled to receive benefit payments in the future, and (ii) alternate payees under a Qualified Domestic Relations Order who, as of November 11, 2013, were receiving benefit payments or will be entitled to receive benefit payments in the future; and (b) all persons, other than AutoZone, who have been participants or beneficiaries in either the Plan and had account balances in the Plan at any time between November 11, 2013 through [an as-yet undetermined date].

¹ Terms with initial capitalization not otherwise defined herein have the meanings defined in the Settlement Agreement, dated as of November 30, 2023, which has been filed with the Court in the Litigation and a copy of which is enclosed herewith.

² Plaintiffs’ ERISA claims against the AutoZone 401(k) Plan Sponsor, AutoZone, Inc., and individual members of the Plan Committee (the “AutoZone Defendants”) went to trial on October 23, 2023. A verdict has not been reached as of this date, and Plaintiffs and the AutoZone Defendants have not reached a settlement.

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In the Litigation, Plaintiffs alleged that Northern Trust breached its fiduciary duties under ERISA in connection with the Plan's investment options, fees, and service providers during the Class Period above. Defendant has denied, and continues to deny, Plaintiffs' claims and all allegations of wrongdoing, fault, liability or damage of any kind to the members of the proposed Settlement Class.

The terms of the Settlement, which include Northern Trust's agreement to pay or cause to be paid a Settlement Amount of two million five-hundred thousand dollars (\$2,500,000.00) for the benefit of the Settlement Class Members, are set forth in the Settlement Agreement.

Notice and Enclosed Copies of Settlement Materials

Pursuant to 28 U.S.C. § 1715(b), we have enclosed a CD containing:

1. A copy of the Complaint (ECF No. 1). *See* 28 U.S.C. § 1715(b)(1).
2. A copy of the Amended Complaint (ECF No. 85). *See* 28 U.S.C. § 1715(b)(1).
3. A copy of Plaintiffs' Unopposed Motion for Preliminary Approval of Class Action Settlement (ECF No. 422), which includes as Exhibits:
 - a. Plaintiffs' Memorandum of Law in Support of Motion for Preliminary Approval of Class Settlement (ECF No. 422-1).
 - b. The Settlement Agreement setting forth the terms of the Settlement (ECF No. 422-2). *See* 28 U.S.C. § 1715(b)(4) & (5).
 - c. The proposed Notice of Class Action Lawsuit Settlement, Fairness Hearing, and Motion for Attorneys' Fees and Reimbursement of Attorney Expenses (ECF No. 422-3). *See* 28 U.S.C. § 1715(b)(3).
 - d. The Proposed Final Approval Order (ECF No. 422-4). *See* 28 U.S.C. § 1715(b)(6).
 - e. The proposed Plan of Allocation (ECF No. 422-5).
 - f. The proposed Preliminary Approval Order (ECF No. 422-6). *See* 28 U.S.C. § 1715(b)(2) & (8).
 - g. The proposed Bar Order granting Northern Trust's pending Motion Seeking Entry of a Bar Order (ECF No. 422-7). *See* 28 U.S.C. § 1715(b)(5).
 - h. Declaration of D.G. Pantazis, Jr. in Support of Motion for Preliminary Approval of Class Action Settlement (ECF No. 422-8).

Because Northern Trust formerly served as an outside investment advisor to the AutoZone 401(k) Plan, it does not have direct access to the Plan's recordkeeper and class member data. It is

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therefore not possible at this time to provide names of Settlement Class Members who reside in each State and U.S. Territory. *See* 28 U.S.C. § 1715(b)(7)(A). Plaintiffs and Northern Trust are working cooperatively with the Plan Sponsor and the Plan's recordkeeper to provide that data to the Settlement Administrator. To the extent the Court requires modifications to the CAFA notices, "the Settlement Administrator shall prepare and issue supplemental or amended CAFA Notices as appropriate." Settlement Agreement § 2.2.6.

It is also not possible at this time to provide an estimated proportionate share of the claims of such Settlement Class Members to the entire Settlement. *See* 28 U.S.C. § 1715(b)(7)(A). Only after the Settlement Administrator has calculated each Settlement Class Member's allocation of the Settlement Amount pursuant to the proposed Plan of Allocation will any proportionate recovery be subject to calculation. Upon the conclusion of the claims process, the Settlement Administrator will provide, if requested by you, the information described in 28 U.S.C. § 1715(b)(7).

If you have any questions about this notice, the Litigation, or the enclosed materials, or if you did not receive any of the above-listed materials, please contact the counsel listed below.

Sincerely,



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Enclosure

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