

**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.

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

AUTOZONE, INC. et al,

Defendants.

ORDER DIRECTING SUPPLEMENTAL BRIEFING

Before the Court are Plaintiffs' and Defendants Northern Trust Corporation and Northern Trust, Inc.'s ("Northern Trust") Motion for Preliminary Approval of Class Settlement. ("Motion," ECF No. 422.) The Motion requests that the Court preliminarily approve their settlement pursuant to Fed. R. Civ. P. 23, but the Court cannot do so without additional information from parties. Accordingly, Plaintiffs and Northern Trust are **DIRECTED** to jointly file a supplemental brief addressing the following issues:

1. The reasoning for any differentiation in the language of the class that was certified at ECF No. 239 (*see also* ECF No. 205 at PageID 4842) and the class described in the proposed order (*see* ECF No. 422-6 at PageID 24722);¹

¹ The class described at ECF No. 422-6 at PageID 24722 appears to be the class for which Plaintiffs originally requested certification rather than the one that was ultimately certified. (*See* ECF No. 173 at PageID 2522.)

2. Whether the \$10,000 incentive awards to Plaintiffs are disproportionate to the awards the unnamed class members would receive;²
3. Why \$10,000 is an appropriate amount for the incentive awards;
4. What purpose is served by calculating each class member's "Balance," (*see* ECF No. 422-5 at PageID 24716), since the Class Members are to receive the same amount under the settlement;³
5. Counsel's assessment of the factors identified in *Ramey v. Cincinnati Enquirer, Inc.*, 508 F.2d 1188, 1196 (6th Cir. 1974) regarding the appropriateness of the requested attorneys' fees;
6. Data to permit the Court to perform a lodestar calculation;⁴ and
7. How the equal distributions to the Class Members constitutes equitable treatment given Class Members' different account balances throughout the Class Period.

Plaintiffs and Northern Trust shall have up to and including Thursday, February 29 in which to file their brief, which shall be no more than twelve (12) pages.

² *See, e.g., Strano v. Kiplinger Wash. Editors, Inc.*, 646 F. Supp. 3d. 909, 913 (E.D. Mich. 2022) (citing *Garner Props. & Mgmt. v. City of Inkster*, 333 F.R.D. 614, 626 (E.D. Mich. 2020)) (stating that "a survey of the precedent suggests service awards are appropriate if, absent proof of the lead plaintiff's extraordinary involvement, they are at most 10 times the amount that the unnamed class members would receive"). The Court understands that parties may not know the exact amount class members would receive under the settlement. Given the extensive nature of their negotiations and the fact that parties have agreed on a total settlement amount, however, the Court is confident that parties can provide an estimate to assist the Court in assessing the reasonableness of the requested incentive awards.

³ A better question might be how the Administrator is to determine the "Class Members." Indeed, the Court initially suspected that the balances are necessary to identify the Class Members, confirm their eligibility, or determine whether individuals are former or current participants in the Plan. But the language of the Proposed Plan of Allocation seems to assume that the Class Members' identities will be known prior to the calculation of their account balances. (*See* ECF No. 422-5 at PageID 24716.)

⁴ Estimates are permissible should they be necessary.

IT IS SO ORDERED, this 15th day of February 2024.

s/ Mark S. Norris

MARK S. NORRIS

UNITED STATES DISTRICT JUDGE