

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

ADRIANNE GARDNER-KEEGAN, SCOTT
A. NORMAN, and ALISON DELA RIVA,
individually, and as Representatives of a Class
of Participants and Beneficiaries of the W.W.
Grainger, Inc. Retirement Savings Plan,

Plaintiffs,

vs.

W.W. GRAINGER, INC., BOARD OF
DIRECTORS OF W.W. GRAINGER, INC.,
and W.W. GRAINGER, INC. PROFIT
SHARING INVESTMENT COMMITTEE,

Defendants.

Case No. 1:25-cv-05233

Honorable Mary M. Rowland

**PLAINTIFFS' MOTION FOR PRELIMINARY APPROVAL
OF CLASS ACTION SETTLEMENT**

Plaintiffs Adrienne Gardner-Keegan, Scott A. Norman, and Alison Dela Riva respectfully move, pursuant to Federal Rules of Civil Procedure 23(a), 23(b)(1), 23(e), and 23(g), for an order granting preliminary approval of the Class Action Settlement Agreement executed as of October 23, 2026 (the "Settlement Agreement"), which provides for a Gross Settlement Amount of \$2,850,000.00 to resolve claims concerning the treatment, allocation, and use of forfeitures in the W.W. Grainger, Inc. Retirement Savings Plan (the "Plan"). Specifically, Plaintiffs request that the Court:

1. Preliminarily approve the Settlement Agreement and its exhibits, attached as Exhibit 1 to the Declaration of Paul M. Secunda, and find that the Court will likely be able to

approve the Settlement under Rule 23(e)(2) and certify the Settlement Class for purposes of judgment;

2. Preliminarily certify, for settlement purposes only, the Settlement Class-defined as all persons who participated in the Plan at any time during the Class Period, including any Beneficiary of a deceased Person who participated in the Plan at any time during the Class Period, and any Alternate Payee of a Person subject to a QDRO who participated in the Plan at any time during the Class Period-with the Class Period running from May 12, 2019 through the date of the Preliminary Approval Order-under Rules 23(a) and 23(b)(1), appoint Plaintiffs as Class Representatives, and appoint Walcheske & Luzi, LLC as Class Counsel under Rule 23(g);

3. Approve the form and content of the Email Settlement Notice, Short Form Postcard Settlement Notice, and Long Form Settlement Notice attached as Settlement Agreement Exhibits A-1, A-2, and B, respectively, and authorize the notice program set forth in Section 3.5 of the Settlement Agreement, under which the Email Settlement Notice will be sent where a valid email address is reasonably available and the Short Form Postcard Settlement Notice will be sent by first-class mail where no valid email address is reasonably available or the email notice is returned as undeliverable or results in a delivery-failure notification;

4. Preliminarily approve the Plan of Allocation attached as Settlement Agreement Exhibit C, subject to final approval after notice and an opportunity to object;

5. Appoint Analytics Consulting LLC as Settlement Administrator to administer notice and distributions under the Settlement Agreement and the Plan of Allocation;

6. Approve the form of the CAFA Notice attached as Settlement Agreement Exhibit F and authorize the Settlement Administrator to prepare and serve the CAFA Notice on Defendants' behalf in accordance with Section 3.6 of the Settlement Agreement;

7. Schedule the Final Approval Hearing for a date no sooner than 120 calendar days after the filing of this motion and establish deadlines for notice, final-approval and fee submissions, objections, and notices of intent to appear consistent with Sections 3.3.6-3.3.9 of the Settlement Agreement; and

8. Enter the proposed Preliminary Approval Order attached as Settlement Agreement Exhibit D and submitted separately in editable form.

This motion is supported by the accompanying Memorandum of Law, the Declaration of Paul M. Secunda and its exhibits, the declarations of the three proposed Class Representatives, and the record in this Action. Plaintiffs seek preliminary approval and authorization to notify the Settlement Class; they do not request an award of Attorneys' Fees and Costs or Case Contribution Awards at this stage. Class Counsel intends to seek Attorneys' Fees and Costs, consisting of attorneys' fees not to exceed \$950,000.00 and litigation costs and expenses not to exceed \$60,000.00. Plaintiffs also intend to seek Case Contribution Awards not to exceed \$10,000.00 per Class Representative, all subject to Court approval and to be paid from the Gross Settlement Amount. Those requests will be made by separate motion, subject to notice and Court review.

Pursuant to Section 15.1 of the Settlement Agreement, the Parties agree to cooperate fully with each other in seeking preliminary and final approval. Defendants do not oppose this motion. The proposed Settlement is a compromise of disputed claims. Defendants deny liability and wrongdoing, and neither the Settlement Agreement nor the Settlement constitutes an admission or concession of fault or liability.

Dated: October 23, 2026

Respectfully submitted,

WALCHESKE & LUZI, LLC

Isi Paul M. Secunda

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*Attorneys for Plaintiffs and the
Proposed Settlement Class*

CERTIFICATE OF SERVICE

I hereby certify that on October 23, 2026, I caused a copy of the foregoing to be electronically filed with the Clerk of the Court using the CM/ECF system, which will send a notice of electronic filing to all counsel of record.

/s/ Paul M. Secunda

Paul M. Secunda