



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

JOHN SCHNATTER)	
)	
Plaintiff,)	
)	
v.)	C.A. No. 2018-0542-AGB
)	
PAPA JOHN’S INTERNATIONAL, INC.,)	
)	
Defendant.)	

JOHN SCHNATTER’S FIRST SET OF REQUESTS FOR PRODUCTION DIRECTED TO PAPA JOHN’S INTERNATIONAL, INC.

Pursuant to Rules 26 and 34 of the Court of Chancery of the State of Delaware, Plaintiff John Schnatter, by and through his undersigned counsel, hereby requests that Defendant Papa John’s International, Inc. produce documents hereinafter described for inspection and copying at the offices of Bayard, P.A., 600 North King Street, Suite 400, Wilmington, Delaware 19801, within such time as the parties have agreed to under the Stipulation and Order Governing Case Schedule.

DEFINITIONS AND INSTRUCTIONS

1. “Action” shall mean this matter, styled, *John Schnatter v. Papa John’s International, Inc.*, C.A. No. 2018-0542-AGB (Del. Ch.).
2. “Complaint” refers to the Verified Complaint filed in this Action on July 26, 2018.
3. “Answer” refers to the Answer filed in this Action on August 3, 2018.

4. “Papa John’s” or the “Company” shall refer to defendant Papa John’s International, Inc., including its parent entities, affiliates, divisions, subgroups, subsidiaries, predecessors-in-interest, successors, assigns, attorneys, trustees, consultants, agents, officers, directors, employees, representatives and all other person acting on its behalf.

5. “Board” means the Board of Directors of Papa John’s.

6. “CEO” means the Chief Executive Officer of Papa John’s.

7. “Schnatter” shall refer to Plaintiff John Schnatter, and any of his aliases, agents, employees, consultants, attorneys, representatives or any other person under his control, or acting on his behalf of with his authority.

8. “You” and “Your” shall refer Papa John’s.

9. “Demand” means the letter dated July 18, 2018 from Schnatter to the Company demanding under 8 *Del. C.* § 220 to inspect the documents described in such letter.

10. “Response” means the letter dated July 25, 2018 from Blake Rohrbacher to Peter B. Ladig responding to the Demand.

11. “Special Committee” means the special committee of the Board formed on July 15, 2018.

12. “July 15 Meeting” means the meeting of the Board of Directors on July 15, 2018.

13. “July 15 Special Committee Meeting” means the meeting of the Special Committee on July 15, 2018.

14. “Forbes Article” means the article published by Forbes on or about July 11, 2018, describing alleged statements by Plaintiff.

15. “Document(s)” shall have the broadest meaning permitted under Court of Chancery Rule 34(a) and the Rules of the Court of Chancery of the State of Delaware, and includes, without limitation, all originals, copies (if the originals are not available), non-identical copies (whether different from the original because of underlining, editing marks, notes made on or attached to such copy, or otherwise) and drafts of the following items, whether printed or recorded (through a sound, optical, video or other electronic, magnetic or digital recording system) or reproduced by hand: letters, correspondence, telegrams, telexes, facsimile transmissions, memoranda, records, summaries of personal conversations or interviews, minutes or records or notes of meetings or conferences, note pads, notebooks, postcards, “Post-It” notes, stenographic notes, notes, notebooks, opinions or reports of financial advisors or consultants, opinions or reports of experts, projections, financial or statistical statements or compilations, contracts, agreements, appraisals, analyses, purchase orders, confirmations, publications, articles, books, pamphlets, circulars, microfilm, microfiche, reports, studies, logs, surveys, diaries, calendars, appointment books, maps, charts, graphs, bulletins,

photostats, speeches, data sheets, pictures, photographs, illustrations, blueprints, films, drawings, plans, tape recordings, videotapes, disks, diskettes, data tapes or readable computer-produced interpretations or transcriptions thereof, electronically or optically transmitted messages (“E-mail”), voice mail messages, text messages, interoffice communications, advertising, packaging and promotional materials and any other writings, papers and tangible things of whatever description; and including but not limited to any information contained in any computer, even if not yet printed out, within your possession, custody or control.

16. “Communication(s)” means the transmittal of information (in the form of facts, ideas, inquiries or otherwise), whether orally or in writing, or by any other means or medium.

17. “Concerning” means constituting, describing, reflecting, consisting of, referring to, mentioning, relating to or being in any other way connected with or involving in the matters set forth.

18. “Identify,” “Identity,” or “Identification” shall have the following meanings as the context shall make appropriate:

a. When referring to a natural person, his or her (a) full name, (b) present or last known home and business addresses, and (c) business affiliation during the period to which the request refers and at present (or last known); or

b. When referring to a Document: (a) the type of Document (e.g., letter, memorandum, e-mail, etc.) and its date; (b) the Identity of the person who prepared the Document; (c) the date of preparation thereof; and (d) the Identity of each person who presently has custody, control or possession thereof; and if any such Document was, but is no longer, in Your possession or control, state what disposition was made of it and when and why it was disposed of; provided, however, that a copy of the Document may be produced in lieu of Identifying the Document.

19. “Person(s)” means natural persons and proprietorships, corporations, partnerships, trusts, joint ventures, groups, associations, organizations, and all other entities and the officers, directors, employees, agents, and attorneys thereof.

20. The use of the singular shall be deemed to include the plural, and the use of one gender shall include the other, as appropriate in context.

21. The connectives “and” and “or” shall be construed disjunctively or conjunctively as necessary to bring within the scope of the request all documents that might otherwise be construed to be outside of its scope.

22. “Any” includes “all” and vice versa.

23. The terms “all” and “each” shall be construed as all and each.

24. Each request for information herein shall be construed independently and not with reference to any other request for the purposes of limitation.

25. Any and all Excel DOCUMENTS or other spreadsheets produced in response to any Request shall be produced in native format.

26. All electronic DOCUMENTS shall be produced in electronic Concordance format, with document level searchable extracted and (OCR) TIFF images, single page Group IV TIFF images for black/white images and single page JPG images for color and the following information and metadata fields:

- a. Begno
- b. Endno
- c. Attach Begin
- d. Attach End
- e. Page Count
- f. Sort Date
- g. Sent on Date
- h. Received Date
- i. Modified Date
- j. Created Date
- k. Printed Date
- l. Author
- m. To
- n. CC

- o. BCC
- p. Subject
- q. Title
- r. EmattCount (email attachment count)
- s. Native Link (for Excel and access files)
- t. File Type
- u. File Extension
- v. Full Text
- w. File Name
- x. Custodian
- y. All Custodian
- z. MD5HASH

27. Plaintiff reserves the right to request additional information and metadata fields for specific produced documents. In the event that Defendant fails to produce in the foregoing format, Plaintiff demands production of all electronic DOCUMENTS in native format and, in addition, reserves the right to require production in the foregoing format.

28. If any Document is withheld in whole or in part on the basis of privilege, please specifically state the grounds for the claim of privilege as to each such category of information and identify each such category of information in

sufficient detail to permit the court to adjudicate the validity of the claim, by stating, but not limited to, the following:

- a. all documents or things which contain or refer to the information;
- b. the identity of each person (other than stenographic or clerical assistants) participating in the preparation of each document or thing named;
- c. the identity of each person having knowledge of the information; and
- d. the particular request to which the document or thing is responsive.

29. If any Documents or part thereof called for by this demand have been destroyed, discarded or otherwise disposed of, You shall furnish a list setting forth, as to each Documents or part thereof, the following information: (i) the nature of the documents, e.g., direct message, text, letter, memorandum, etc.; (ii) the name, address, occupation, title and business affiliation of each person who prepared, received, viewed and has or has had possession, custody or control of the documents; (iii) the date of the documents; (iv) a description of the subject matter of the documents; (v) the date of destruction or other disposition; (vi) a statement of the reasons for destruction or other disposition; (vii) the name, address, occupation, title and business affiliation of each person who authorized

destruction or other disposition; (viii) the name, address, occupation, title and business affiliation of each person who destroyed or disposed of the documents; and (ix) the paragraph(s) of this request which call for the production of the documents.

30. In the event you object to any of the requests set forth below on the basis of a contention that it is vague, ambiguous, or overbroad, please respond to that request as clarified or narrowed in such a way as to render it not vague, ambiguous, or overbroad in your opinion, and state the manner in which you have construed that request for purposes of its response.

31. Unless otherwise stated, the time period applicable to these Requests is October 17, 2017 through the date of Your response.

32. Responses to these Document Requests shall be supplemented to the extent required by the Rules of the Court of Chancery.

DOCUMENT REQUESTS

1. All documents or communications referring or relating to the Company's positions concerning the Demand in the Response.

2. All documents or communications between or among members of the Board referring or relating to the Demand.

3. All documents or communications referring or relating to the July 15 Meeting.

4. All documents or communications referring or relating to the July 15 Special Committee Meeting.

5. All documents supporting Your denial of the second and third sentences in Paragraph 3 of the Complaint.

6. For each social network account you have (e.g., Ask.fm, Blogspot, BuzzFeed, CafeMom, Facebook, Google+, Instagram, Twitter, Snapchat, YouTube, WhatsApp etc.), please produce a copy of each direct message, page and/or each photograph referring or relating to Plaintiff, the Forbes Article or the National Football League.

7. Any engagement letter between members of the Board and any advisor, including any law firms.

8. Any engagement letter between the Special Committee and any advisor, including any law firms.

9. All documents referenced in or relied upon in Your responses to Plaintiff's Interrogatories.

10. All documents you intend to rely on at any trial or hearing in this Action.

BAYARD, P.A.

Of Counsel:

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/s/ Peter B. Ladig _____
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Dated: August 6, 2018

Attorneys for John Schnatter