

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

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

**PAPA JOHN’S INTERNATIONAL, INC.’S
RESPONSES AND OBJECTIONS TO
JOHN SCHNATTER’S FIRST SET OF REQUESTS FOR PRODUCTION**

Pursuant to Chancery Court Rules 26 and 34, Papa John’s International, Inc. (“Papa John’s” or the “Company”), by and through its undersigned counsel, hereby submits these responses and objections to John Schnatter’s First Set of Requests for Production (the “Requests” and each a “Request”) served by Plaintiff John Schnatter (“Plaintiff” or “Schnatter”) in the above-captioned action. The Company’s responses and objections are as follows:

GENERAL OBJECTIONS

1. The Company objects to the Requests to the extent that the Requests seek documents that are the subject of Plaintiff’s Section 220 demand. The Company reserves the right to modify the objections herein.

2. The Company reserves the right not to produce documents to the extent that the Requests, including the definitions and instructions contained therein, (a) are overly broad, unduly burdensome and/or call for documents or information that is obtainable from some other source that is more convenient, less burdensome or less expensive; (b) are vague, ambiguous, duplicative, cumulative, do not identify with reasonable particularity the information sought, or are otherwise incomprehensible; (c) call for documents or information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence; (d) seek to impose obligations on the Company beyond, or inconsistent with, those required by Delaware law and the Chancery Court Rules; (e) purport to seek documents or information not in the Company's possession, custody, or control; or (f) call for the production of publicly available documents or information, or documents or information to which Defendants have equal or better access, and thus for which the burden on the Company is equal to or greater than that of Plaintiff in obtaining the requested documents and/or information. Except as otherwise specified herein, the Company is not currently withholding documents based on the above.

3. The Company objects to the Requests to the extent that they seek documents or information protected by the attorney-client privilege, the work product doctrine, or any other applicable privilege, protection, exemption or

immunity. The Company will produce only non-privileged information. Inadvertent disclosure of any privileged or otherwise protected documents or information shall not constitute a waiver of any claim of privilege, protection, exemption or immunity.

4. To the extent the Company responds to the Requests, that response shall be by and on behalf of the Company and will be limited to documents or information currently available to it.

5. These responses reflect the Company's present knowledge, information and belief, and may be subject to change or modification based on further discovery or on facts or circumstances that may come to the Company's attention. The Company's search for documents and information is ongoing, and the Company reserves the right to rely on any facts, documents, evidence or other contentions that may develop or come to its attention at a later time and to supplement or amend the responses at any time prior to the trial in this action. The Company further reserves the right to raise any additional objections deemed necessary or appropriate in light of any further review. The Company also expressly reserves the right to redact documents produced in response to the Requests as appropriate

6. The Company's responses to the Requests are made without in any way waiving or intending to waive: (a) any objections as to the competency,

relevancy, materiality, privileged status or admissibility as evidence, for any purpose, of any documents or information provided in response to the Requests; (b) the right to object on any ground to the documents or information produced in response to the Requests at any hearing or trial; or (c) the right to object on any ground at any time to a demand for further responses to the Requests.

7. The Company objects to the Requests, including the definitions and instructions contained therein, to the extent they seek documents or information protected from disclosure as being a trade secret or other confidential business or proprietary information, or documents or information that, if produced or disclosed, would result in the violation of any contractual obligation to third parties. The Company will only produce documents containing certain information, which the Company believes to be confidential and sensitive commercial, financial, business or personal information, pursuant to a confidentiality stipulation and order in this action.

8. The Company objects to any Request seeking “all” documents on the grounds that the Company cannot guarantee that it has located every single document responsive to a particular Request. Subject to the general objections and any qualifications below, the Company would respond to any Request seeking “all” documents by producing the responsive, non-privileged documents within its

possession, custody and control that can be located after a reasonable search conducted in good faith.

9. To the extent that the Company produces documents responsive to the Requests, the Company reserves the right to produce those documents on a rolling basis at a time, place and manner to be agreed on by the parties.

10. The Company objects to the Requests, including the definitions and instructions contained therein, to the extent that they are redundant or duplicative of other specific Requests. Where information or a document may be responsive to more than one Request, the Company will provide that information or produce that document only once.

11. The Company's assertion that it would produce documents in response to a particular Request is not to be construed as an admission that any document exists within any requested category or categories but solely as an assertion that the Company would produce (consistent with its objections) any non-privileged, responsive documents or information within its possession, custody or control that can be located after a reasonable search conducted in good faith. For the avoidance of doubt, the Company will not collect from or search for documents in the possession of the Company's counsel or any third-party agents or advisors.

12. The Company objects to any factual assumptions, implications and explicit or implicit characterizations of facts, events, circumstances or issues in the

Requests. The Company's responses herein are not intended to mean that the Company agrees with any factual assumptions, implications or any explicit or implicit characterization of facts, events, circumstances or issues in the Requests.

13. The Company objects to the Requests to the extent that they seek production of documents in their original folders and the production of any writing on the original folders. The Company would produce copies of the cover pages or other identifying material if such material is integral to or part of any responsive documents it is willing or ordered to produce.

14. The Company objects to the Requests to the extent that they seek all copies of a document, including repeated production of identical versions of the same document and/or documents that differ from the original only cosmetically or by reason of the source in which they are located.

15. The Company objects to each Request to the extent it purports to require a word to be interpreted other than in accordance with its plain and ordinary meaning. The Company will interpret the words in each Request according to their ordinary meanings in common English usage.

16. The Company objects to the definitions of "Papa John's," the "Company," "you," and "your" to the extent they include "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.” The Company will interpret the terms “Papa John’s,” the “Company,” “you,” and “your” to refer only to Papa John’s International, Inc.

17. The Company objects to the definition of “Schnatter” to the extent it includes “aliases, agents, employees, consultants, attorneys, representatives or any other person under his control, or acting on his behalf of with his authority.” The Company will interpret the term “Schnatter” to refer only to Plaintiff.

18. The Company objects to the definition of “Forbes Article” as vague and ambiguous. The Company will interpret the term “Forbes Article” to refer only to the article published by Forbes on July 11, 2018, and referenced in Plaintiff’s Demand.

19. The Company objects to the definition of “Document” or “documents” to the extent that it purports to create obligations other than or different from those created by the Chancery Court Rules. The Company will interpret “Document” or “documents” consistent with Chancery Court Rule 34(a).

20. The Company objects to the definition of “Communication” or “communications” as overbroad and unduly burdensome. The Company further objects as the discovery of unwritten communications is more readily obtainable through alternative means of discovery. In responding to the Requests, the Company would produce copies only of written communications.

21. The Company objects to the definition of “Concerning” to the extent that it purports to create obligations other than or different from those created by the Chancery Court Rules.

22. The Company objects to the definitions of “Identify, “Identity,” and “Identification” to the extent they purport to create obligations other than or different from those created by the Chancery Court Rules.

23. The Company objects to the definition of “Person(s)” as overbroad, unduly burdensome and as purporting to extend the ordinary meaning and common usage of that term. The Company will interpret the words “Person” or “Persons” according to their ordinary meaning in common English usage.

24. The Company objects to Instructions 25, 26, and 27 to the extent the Requests require the production of metadata in a format that is unreasonably burdensome to compile, to the extent they purport to require the production of multiple duplicative fields of metadata, and to the extent they purport to create obligations other than or different from those created by the Chancery Court Rules. The Company is willing to meet and confer with Plaintiff to agree on a mutually acceptable set of metadata fields to be included in all parties’ document productions.

25. The Company objects to Instruction 28 to the extent that it purports to require a privilege log with more information than is required by Delaware law.

The Company will produce a privilege log consistent with its obligations under Delaware law on a schedule to be agreed on and/or entered by the Court.

26. The Company objects to Instruction 29 as unduly burdensome and seeking to purport to create obligations other than or different from those created by the Chancery Court Rules.

* * *

The following specific objections and responses shall be deemed to supplement the foregoing General Objections, which are incorporated into each of the specific responses and are not in any way limited by the specific objections and responses. Failure to make a specific objection shall not be construed as a waiver of any General Objection.

SPECIFIC OBJECTIONS AND RESPONSES

Request No. 1: All documents or communications referring or relating to the Company's positions concerning the Demand in the Response.

Response to Request No. 1: The Company objects to this Request to the extent it seeks documents or communications protected by the attorney-client privilege, work-product doctrine, or any other applicable privilege or protection. To the extent that this Request seeks documents or communications that are not privileged, this Request is not reasonably calculated to lead to the discovery of admissible evidence on the grounds that it seeks documents that are not necessary

or relevant to the claims or defenses in this Action (such as whether Plaintiff's purpose for seeking documents is improper).

Request No. 2: All documents or communications between or among members of the Board referring or relating to the Demand.

Response to Request No. 2: The Company objects to this Request to the extent it seeks documents or communications protected by the attorney-client privilege, work-product doctrine, or any other applicable privilege or protection. To the extent that this Request seeks documents or communications that are not privileged, this Request is not reasonably calculated to lead to the discovery of admissible evidence on the grounds that it seeks documents that are not necessary or relevant to the claims or defenses in this Action (such as whether Plaintiff's purpose for seeking documents is improper).

Request No. 3: All documents or communications referring or relating to the July 15 Meeting.

Response to Request No. 3: The Company objects to this Request to the extent it seeks documents or communications protected by the attorney-client privilege, work-product doctrine, or any other applicable privilege or protection. The Company further objects on the ground that this Request improperly seeks documents that are the subject of Plaintiff's Demand; for example, this Request seeks documents in categories 1, 2, 3, 4, 5, 6, 9, 10, and 12 of the Demand. Category 10 of the Demand, for example, specifically demands "[a]ll materials

provided to the Independent Directors in connection with the July 15 Meeting.” To the extent that this Request seeks documents or communications that are not the subject of Plaintiff’s Demand, this Request is not reasonably calculated to lead to the discovery of admissible evidence on the grounds that it seeks documents that are not necessary or relevant to the claims or defenses in this Action (such as whether Plaintiff’s purpose for seeking documents is improper).

Request No. 4: All documents or communications referring or relating to the July 15 Special Committee Meeting.

Response to Request No. 4: The Company objects to this Request to the extent it seeks documents or communications protected by the attorney-client privilege, work-product doctrine, or any other applicable privilege or protection. The Company further objects on the ground that this Request improperly seeks documents that are the subject of Plaintiff’s Demand; for example, this Request seeks documents in categories 1, 4, 6, 7, 9, 10, 11, and 12 of the Demand. Category 12 of the Demand, for example, specifically demands “[a]ll materials provided to the Special Committee in connection with the meeting of the Special Committee held on or about July 15, 2018.” To the extent that this Request seeks documents or communications that are not the subject of Plaintiff’s Demand, this Request is not reasonably calculated to lead to the discovery of admissible evidence on the grounds that it seeks documents that are not necessary or relevant

to the claims or defenses in this Action (such as whether Plaintiff's purpose for seeking documents is improper).

Request No. 5: All documents supporting Your denial of the second and third sentences in Paragraph 3 of the Complaint.

Response to Request No. 5: The Company objects to this Request to the extent it seeks documents or communications protected by the attorney-client privilege, work-product doctrine, or any other applicable privilege or protection. The Company further objects on the ground that this Request improperly seeks documents that are the subject of Plaintiff's Demand; for example, this Request seeks documents in categories 1, 3, 4, 6, and 10 of the Demand. The second and third sentences in Paragraph 3 of the Complaint read as follows: "The Company's Board of Directors (the 'Board') was provided with a draft resolution appointing the Special Committee prior to the July 15 meeting of the Board. Clearly someone on behalf of the Company or the other directors was communicating with attorneys about the Special Committee, its authority and its intentions before the Board formed the Special Committee." Category 6 of the Demand, for example, specifically demands "[c]ommunications between or among directors or officers, Counsel and/or Akin Gump LLP prior to the July 15 Meeting, including without limitations all drafts of the July 15 Resolutions and the Special Committee Charter." To the extent that this Request seeks documents or communications that are not the subject of Plaintiff's Demand, this Request is not reasonably calculated

to lead to the discovery of admissible evidence on the grounds that it seeks documents that are not necessary or relevant to the claims or defenses in this Action (such as whether Plaintiff's purpose for seeking documents is improper).

Request No. 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.

Response to Request No. 6: The Company objects on the ground that this Request is not reasonably calculated to lead to the discovery of admissible evidence on the grounds that it seeks documents that are not necessary or relevant to the claims or defenses in this Action (such as whether Plaintiff's purpose for seeking documents is improper). The Company further objects on the ground that Plaintiff has access to any publicly available "page" or "photograph" on the Company's social network accounts.

Request No. 7: Any engagement letter between members of the Board and any advisor, including any law firms.

Response to Request No. 7: The Company objects to this Request on the ground that this Request improperly seeks documents that are the subject of Plaintiff's Demand; for example, this Request seeks documents in categories 1, 7, and 8 of the Demand. Category 7 of the Demand, for example, specifically demands "[a]ny engagement letter between the Independent Directors and Akin Gump LLP prior to formation of the Special Committee." To the extent that this

Request seeks documents or communications that are not the subject of Plaintiff's Demand, this Request is not reasonably calculated to lead to the discovery of admissible evidence on the grounds that it seeks documents that are not necessary or relevant to the claims or defenses in this Action (such as whether Plaintiff's purpose for seeking documents is improper).

Request No. 8: Any engagement letter between the Special Committee and any advisor, including any law firms.

Response to Request No. 8: The Company objects to this Request on the ground that this Request improperly seeks documents that are the subject of Plaintiff's Demand; for example, this Request seeks documents in categories 7 and 8 of the Demand. Category 8 of the Demand, for example, specifically demands "[t]he engagement letter between the Special Committee and Akin Gump." To the extent that this Request seeks documents or communications that are not the subject of Plaintiff's Demand, this Request is not reasonably calculated to lead to the discovery of admissible evidence on the grounds that it seeks documents that are not necessary or relevant to the claims or defenses in this Action (such as whether Plaintiff's purpose for seeking documents is improper).

Request No. 9: All documents referenced in or relied upon in Your responses to Plaintiff's Interrogatories.

Response to Request No. 9: The Company objects to this Request to the same extent that objections are made to any interrogatory served by Plaintiff in this

Action. The Company further objects to this Request to the extent it seeks information and documents protected by the attorney-client privilege, work-product doctrine, or any other applicable privilege or protection. Subject to and without waiver of the foregoing General Objections and Specific Objections, the Company will produce documents, if any, that it specifically identifies in the Company's Interrogatory responses.

Request No. 10: All documents you intend to rely on at any trial or hearing in this Action.

Response to Request No. 10: The Company objects to this Request as premature, as discovery in this matter is not yet complete. Subject to and without waiver of the foregoing General Objections and Specific Objections, the Company will exchange trial exhibits according to a schedule agreed to by the parties or ordered by the Court.

/s/ Blake Rohrbacher
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