



# GRANTED WITH MODIFICATIONS

EFiled: Jan 23 2019 10:23AM EST  
Transaction ID: 6258407  
Case No. 2018-0542-AGB



## IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

JOHN SCHNATTER )  
 )  
 Plaintiff, )  
 )  
 v. )  
 )  
 PAPA JOHN’S INTERNATIONAL, INC., )  
 )  
 Defendant. )

C.A. No. 2018-0542-AGB

### [PROPOSED] ORDER

WHEREAS, on July 18, 2018, Plaintiff John Schnatter made a demand for inspection of certain of the books and records of Papa John’s International, Inc. (“Papa John’s” or the “Company”) pursuant to 8 *Del. C.* § 220(d) (the “Demand”);

WHEREAS, on July 26, 2018, Schnatter commenced this action to enforce his rights under 8 *Del. C.* § 220(d) (the “Action”);

WHEREAS, trial in the Action took place on October 1, 2018; and

WHEREAS, post-trial briefing in the Action concluded on November 6, 2018; and

WHEREAS, post-trial argument in the Action took place on November 16, 2018; and

WHEREAS, a joint post-trial letter submission identifying the remaining issues for the Court to consider was submitted on November 30, 2018; and

WHEREAS, the Court issued its Memorandum Opinion in the Action on January 15, 2019 (the “Opinion”);

AND NOW IT IS HEREBY ORDERED, ADJUDGED, AND DECREED, this \_\_\_\_\_ day of \_\_\_\_\_, 2019, for the reasons set forth in the Opinion, as follows:

1. The Company shall produce copies of the communications, including emails and text messages, sought in Requests 1-4 of the Demand, to the extent such communications reflect any consideration of changing Schnatter’s relationship with the Company, including assessments of his behavior or performance in his various roles at the Company (*e.g.*, as a director, officer, or spokesman).

- a) The custodians for this production are limited to the following:  
Steve Ritchie, Caroline Oyler, Mark S. Shapiro, Sonya E. Medina, Olivia F. Kirtley, Christopher L. Coleman, Laurette T. Koellner and W. Kent Taylor;
- b) This production is limited to communications between October 31, 2017, and the July 15, 2018 Board meeting;
- c) The sources for this production shall include the custodians’ personal email accounts, personal devices, Company email accounts and/or Company devices if any of those were used to

communicate about any consideration of changing Schnatter's relationship with the Company, including assessments of his behavior or performance in his various roles at the Company (e.g., as a director, officer, or spokesman);

- d) This production is subject to the Court's further rulings on privilege between July 13, 2018, and July 15, 2018 (the "Special Committee Privilege Issue"); provided, however, that the resolution of the Special Committee Privilege Issue shall not delay production of documents not potentially subject to the Special Committee Privilege Issue;
- e) The parties shall meet and confer promptly to discuss the protocols and procedures for accomplishing this production; and
- f) Substantial completion of production of documents pursuant to this paragraph 1 shall occur within the earlier of (x) 45 days of the entry of this Order or (y) 30 days after the parties' agreement on search terms, with complete production to occur no later than 15 days after substantial completion.

2. The Company shall produce, within ten days of the entry of this Order, the following materials:

- a) The Special Committee's final engagement letter with Akin Gump Strauss Hauer & Feld LLP, redacted for privilege;
- b) The Special Committee's July 15, 2018 meeting minutes, redacted for privilege and for any discussion regarding Schnatter;
- c) The Company's settlement agreement with Laundry Service;
- d) A copy of the recording of the May 22, 2018 telephonic media training exercise; and
- e) Copies of any formal reports to human resources regarding sexual misconduct of any director or Section 16 officer of Papa John's International, Inc. (if any such reports exist besides Schnatter's August 17, 2018 letter).

3. Any documents or information produced in response to the Demand shall not be used by Schnatter or his counsel to assert a claim as a stockholder without first obtaining the Company's consent to do so.

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Chancellor

This document constitutes a ruling of the court and should be treated as such.

**Court:** DE Court of Chancery Civil Action

**Judge:** Andre G Bouchard

**File & Serve  
Transaction ID:** 62887987

**Current Date:** Jan 23, 2019

**Case Number:** 2018-0542-AGB

**Case Name:** CONF ORD - John Schnatter v. Papa John's International, Inc.

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**Court Authorizer  
Comments:**

With respect to paragraph 1(d), the court will rule on the Special Committee Privilege Issue as soon as practicable.

**/s/ Judge Bouchard, Andre G**