

**EXHIBIT 1**

Document Requests

### **DEFINITIONS**

1. “Alden” means Alden Global Capital LLC, including its predecessors or successors, assignees, prior or current parents, partners, subsidiaries, affiliates or controlled companies, and each of their prior or current Officers, Directors, employees, agents, advisors, and attorneys.

2. “Bankruptcy Court” means the United States Bankruptcy Court for the District of Delaware.

3. “Board” means any Officer, Director, or any group or subcommittee with the responsibility of, among other things, governing the Debtors or overseeing the activities and operations of the Debtors.

4. “Chapter 11 Cases” means the chapter 11 cases filed by the Debtors in the Bankruptcy Court on the Petition Date, jointly administered under Case No. 19-11984.

5. “Communication” means any writing or any oral conversation of any kind or character, including, by way of example and without limitation, e-mails, instant messages, text messages, voicemail or messages, personal conversations, telephone conversations, letters, meetings, memoranda, telegraphic and telex communications or transmittals of Documents, and all Documents concerning such writing or such oral conversation.

6. “concerning” means consisting of, reflecting, referring to, relating to, regarding, involving, evidencing, constituting, or having any legal, logical, evidential, or factual connection with (whether to support or to rebut) the subject matter designated in any paragraph of these requests. A request for documents “concerning” a specified subject matter always shall include communications, notes, and memoranda (whenever prepared) relating to the subject matter of the request.

7. “Debtors” means the above-captioned debtors and debtors-in-possession, including their predecessors or successors, assignees, prior or current parents, partners, subsidiaries, affiliates or controlled companies, and each of their prior or current Officers, Directors, employees, agents, advisors, and attorneys.

8. “Directors” means each present and former director of the Debtors.

9. “Document(s)” means, without limitation, the original and all copies, prior drafts, and translations of information in any written, typed, printed, recorded or graphic form, however produced or reproduced, of any type or description, regardless of origin or location, including without limitation all Electronically Stored Information, correspondence, records, tables, charts, analyses, graphs, schedules, reports, memoranda, notes, lists, calendar and diary entries, letters (sent or received), telegrams, telexes, messages (including, but not limited to, reports of telephone conversations and conferences), studies, books, periodicals, magazines, booklets, circulars, bulletins, instructions, papers, files, minutes, other communications (including, but not limited to, inter- and intra-office communications), questionnaires, contracts, memoranda or agreements, assignments, licenses, ledgers, books of account, orders, invoices, statements, bills, checks, vouchers, notebooks, receipts, acknowledgments, microfilm, photographs, motion pictures, video tapes, photographic negatives, phonograph records, tape recordings, wire recordings, voice mail recordings or messages, other mechanical records, transcripts or logs of any such recordings, and all other data compilations from which information can be obtained. The term “Document(s)” is intended to be at least as broad in meaning and scope as the usage of this term in or pursuant to the Federal Rules of Civil Procedure.

10. “Electronically Stored Information” shall include, without limitation, the following: information that is generated, received, processed, recorded, or accessed by computers and other electronic devices, including but not limited to—

- i. e-mail;
- ii. Internal or external web sites;
- iii. Output resulting from the use of any software program; and
- iv. All information stored on cache memories, magnetic disks (such as computer hard drives or floppy drives), optical disks (such as DVDs or CDs), magnetic tapes, microfiche, or on any other media for digital data storage or transmittal (e.g., a smartphone such as an iPhone®, a tablet such as an iPad®, or a personal digital assistant such as a Blackberry®).

11. “First Day Declaration” means the *Declaration of Mark A. Renzi, Chief Restructuring Officer of Fred’s, Inc. in Support of Chapter 11 Petitions and First Day Motions* [Doc. No. 17].

12. “Identify” means to state, to the extent known (or, if not known, to so state), the (i) type of document; (ii) general subject matter; (iii) date of the document; and (iv) author(s), addressee(s), and recipient(s).

13. “Insider” and/or “Insiders” is defined pursuant to 11 U.S.C. § 101(31).

14. “Fred’s” means Fred’s, Inc., including and its present and former parents, members, partners, direct and indirect subsidiaries, affiliates, predecessors, successors, employees, officers, directors, agents, advisors, contractors, representatives, attorneys, and all other persons and entities acting or purporting to act on its behalf.

15. “Officers” means each present and former officer of the Debtors.

16. “Person” means any natural person or any business, legal, or governmental entity or association.

17. “Petition Date” means September 9, 2019.

18. “relating to” or “related to” means consisting of, reflecting, referring to, regarding, concerning, involving, evidencing, constituting, or having any legal, logical, evidential, or factual connection with (whether to support or to rebut) the subject matter designated in any paragraph of this request. A request for documents “relating to” a specified subject matter always shall include notes and memoranda (whenever prepared) relating to the subject matter of the request.

19. “Time Period” means the period from January 1, 2016 through and including the present.

### **RULES OF CONSTRUCTION**

1. The following rules of construction apply to these Requests: (1) the terms “all” and “each” shall be construed as encompassing the ordinary definitions of both “all” and “each,” conjunctively; (2) the connectives, “and” and “or” shall be construed either disjunctively or conjunctively as necessary to bring within the scope of these Requests all responses that might otherwise be construed to be outside of their scope; and (3) the use of the singular form of any word shall include the plural and vice versa.

2. Capitalized terms not defined herein shall have the meaning ascribed to them in the Complaint, as applicable. All other words, terms, and phrases not defined herein are to be given their normal and customary meaning in the context in which they are used.

### **INSTRUCTIONS**

1. Unless otherwise indicated, the time period applicable to these requests is from January 1, 2016 through the present, and includes any documents created on an earlier date, but in use, modified, accessed, opened, uploaded or downloaded during the relevant time period.

2. The obligation to produce documents responsive to these Requests shall be continuing in nature, and a producing party is required to promptly produce any document

requested herein that it locates or obtains after responding to these Requests, up to the date on which these Chapter 11 Cases are closed by an order of the Court.

3. Where an objection is made to any document request, the objection shall state with specificity all grounds for objection.

4. Where a claim of privilege is asserted in objecting to the production of any document and a document called for by this Request is withheld on the basis of such assertion, the objecting party shall identify the extent and nature of the privilege (including work product) that is being claimed and, if the privilege is governed by state law, indicate the state's privilege rule being invoked. In addition, the objecting party shall provide the following information with respect to any document so withheld: (i) the type of document, *e.g.*, letter or memorandum; (ii) the general subject matter of the document; (iii) the date of the document; and (iv) such other information as is sufficient to identify the document for a subpoena *duces tecum*, including, where appropriate, the author of the document, the addressees of the document, and any other recipients shown in the document, and, where not apparent, the relationship of the author, addressees, and recipients to each other.

5. In the event that a requested document has been lost, destroyed, discarded, and/or otherwise disposed of; the parties will identify the document by identifying: (i) its author or preparer; (ii) all persons to whom distributed or shown; (iii) date; (iv) subject matter; (v) attachments or appendices; (vi) date, manner, and reason for destruction or other disposition; (vii) person authorizing destruction or other disposition; (viii) the document request or requests to which the document is responsive.

6. Produce all responsive documents as they are kept in the usual course of business, or organize and label them to correspond with the Request to which they are responsive.

7. These requests are organized by topic for the purposes of convenience and clarity. For the avoidance of doubt, the topics set forth below should not be interpreted as narrowing the scope or meaning of any request.

**DOCUMENT REQUESTS**

1. A list of all officers, directors, managing members, general partners, members in control, controlling shareholders, or other persons in control of Alden at all points in time during the Time Period, including the dates during which those parties held such positions.
2. Documents sufficient to identify Alden's direct and indirect equity interests in the Debtors and any changes in those interests during the Time Period.
3. Documents sufficient to identify (or alternatively, a list) of each of Alden's affiliates, subsidiaries, or partners, as applicable.
4. All Documents relating to the "comprehensive evaluation of [the Debtors'] store portfolio, which examined historical and recent store performance and the timing of lease expirations, among other factors" as referenced in paragraph 11 of the First Day Declaration.
5. All board of director minutes and board of director packages distributed to the members of the Debtors' Board during the Time Period, including drafts of the Board minutes and any Communications (including e-mails) related to the Board minutes.
6. All meeting minutes and packages distributed to the members of the Debtors' Audit Committee<sup>3</sup> during the Time Period, including drafts of meeting minutes and any Communications (including emails) related to the Audit Committee.
7. All meeting minutes and packages distributed to the members of the Debtors' Restructuring Committee<sup>4</sup> during the Time Period, including drafts of meeting minutes and any Communications (including emails) related to the Restructuring Committee.
8. All Documents and Communications related to the Board's decision to close underperforming stores and sell pharmacy assets including the Board's approval of the following plans, as referenced in paragraph 11 of the First Day Declaration:
  - a. The Board's plan to close 159 underperforming stores, as announced on April 11, 2019.
  - b. The Board's plan to close an additional 104 underperforming stores, as announced on May 16, 2019.
  - c. The Board's plan to close an additional 49 underperforming stores, as announced on July 5, 2019.
  - d. The Board's plan to close an additional 129 underperforming stores, as announced on July 12, 2019.

---

<sup>3</sup> As such term is defined in the First Day Declaration.

<sup>4</sup> As such term is defined in the First Day Declaration.

9. All Documents and Communications related to the “‘Front Store’ optimizations including reductions in workforce and other operating expenses to lower selling, general and administrative expenses, fomenting growth in new categories such as closeouts, beer and wine, lottery and expansion of private brand offerings throughout many departments, and continued reductions in unproductive inventory and optimization of merchandise selection throughout the front store,” as referenced in paragraph 9 of the First Day Declaration.
10. All Documents and Communications related to the Board’s “comprehensive review of the full range of strategic alternatives available to the Debtors to maximize value, including, consideration of opportunities to engage in a sale, merger, a consolidation or business combination, further store closures, asset divestitures, financing transactions or restructurings,” as referenced in paragraph 10 of the First Day Declaration.
11. All Documents and Communications concerning the sale of 38 of the Debtors’ retail pharmacy stores to a subsidiary of CVS for a cash purchase price of \$11.7 million, plus \$3.5 million for inventory, as referenced in paragraph 12 of the First Day Declaration.
12. All Documents and Communications concerning the sale of certain prescription files and the related data and records, retail pharmaceutical inventory, and certain other assets from 179 of the Debtors’ retail pharmacy stores to Walgreen Co. for a cash purchase price of approximately \$176.7 million during the fourth quarter of fiscal year 2018, as referenced in paragraph 12 of the First Day Declaration.
13. All Documents and Communications concerning the Debtors’ proposed purchase of 865 stores from Rite Aid, including but not limited to the asset purchase agreement.
14. The prepetition sale of certain of the Debtors’ specialty pharmacy assets, consisting of three pharmacy locations, pharmaceutical inventory, and related intellectual property to Advance Care Scripts, Inc. for approximately \$40 million, plus up to an additional \$5.5 million for inventory, in or around May of 2018.
15. Copies of any service agreements and documentation illustrating payments related thereto between Alden and any of its affiliates on the one hand and the Debtors and their affiliates on the other hand during the Time Period.
16. Copies of any cooperation agreements and documentation illustrating payments related thereto between Alden and any of its affiliates on the one hand and the Debtors and their affiliates on the other hand.
17. A copy of the lease agreement for the Debtors’ corporate offices in Dallas and documentation illustrating payments related thereto.
18. All Documents and Communications related to the Debtors’ decision to move the Debtors’ corporate offices to Dallas.

19. All Documents and Communications relating to Alden's decisions to invest in the Debtors during the Time Period.
20. A list of any individuals affiliated with Alden that were employed by the Debtors within the past two years.
21. All Documents and Communications concerning transactions between any individual at Alden affiliated with the Debtors (including but not limited to Heath Freeman, Timothy A. Barton, Dana Goldsmith Needleman, Steven B. Rossi, and Joseph Anto), including but not limited to, salary, bonuses, board compensation, other benefits, expense reimbursements, loans, consulting fees and any other consideration received from the Debtors during the Time Period.
22. Any information memoranda, valuation reports, opinions, summaries, teasers, presentations, or other marketing materials prepared in connection with prepetition sales or financing transactions (or processes that were run and not completed).
23. All resolutions or actions passed by the Debtors' Board during the Time Period.
24. List of all of the committees of the Debtors' Board during the Time Period, and the names of all of the current and former members of the Debtors' Board that serve(d) on such committees during the Time Period.
25. Any lender package or projections provided to obtain financing during the Time Period.
26. All Documents and Communications related to the decision to discontinue the flu shot program.
27. Engagement letters or other contracts with third-party firms for any fairness opinion, solvency opinion or other solvency related analyses of any Debtor entity during the Time Period.
28. Any solvency analyses, appraisals, and/or valuation reports that were prepared by or for the Debtors or their Board of the Debtors' businesses and affiliates during the Time Period.
29. Any bids, indications of interest, letters of intent or asset purchase agreements submitted for the purchase of the Debtors' assets, in whole or in part.
30. All detail available in connection with parties that expressed interest in a transaction for the Debtors' assets prepetition (i.e. transaction value and assets to be acquired).
31. All Documents and Communications related to the Debtors' proposed liquidation strategies.
32. All versions of summaries, logs, trackers, or other data documenting marketing efforts with potential acquirers or investors since the beginning of the marketing process (bidder log).

33. Detail regarding all strategic alternatives considered, and the identification of core / non-core assets and potential strategic and financial acquirers.
34. All Documents and Communications regarding the decision to pursue a private sale for certain of the Debtors' assets.
35. Quarterly financial statements and consolidating schedules, including balance sheets, income statements, and cash flow statements prepared during the Time Period.
36. Quarterly financial statements for all legal entities, including balance sheets, income statements, and cash flow statements prepared during the Time Period.
37. Copies of all business plans prepared during the Time Period, including the Debtors' most recent going-concern business plan (prior to implementation of the liquidation strategy), including, but not limited to financial statements, projected financial statements, budget vs. actual analyses, detail on strategy, restructuring initiatives, funding requirements, projected working capital and CapEx requirements, and assumptions.
38. Copies of all memoranda or management presentations that were provided to the Debtors' potential DIP lenders.
39. All Documents and Communications related to Alden's analysis regarding whether to provide the Debtors' postpetition financing.
40. All audits of the Debtors' financial statements conducted during, or for the years covered by the Time Period.
41. Copies of all of the Debtors' directors and officers liability insurance policies (both primary and excess) for the past four years.
42. All Documents and Communications related to any analysis of the tax implications of any sale or proposed sale of the Debtors' assets during the Time Period.