



# EXHIBIT 1



**BARRACK | RODOS | BACINE**

*A Professional Corporation*  
ATTORNEYS AT LAW

Jeffrey W. Golan  
jgolan@barrack.com

January 17, 2018

**Via Federal Express**

Ford Motor Company  
c/o Bradley M. Gayton, Esquire  
Group Vice President, Chief Administrative Officer and  
General Counsel  
1 American Road  
Dearborn, MI 48126

***Re: Demand for Inspection of Books and Records of  
Ford Motor Company***

Dear Mr. Gayton:

Robert Freedman ("Freedman") (the "Stockholder"), a stockholder of Ford Motor Company ("Ford" or the "Company"), has appointed the law firm BARRACK, RODOS & BACINE as attorney-in-fact and agent for the purposes of making this demand and conducting the inspection demanded herein on behalf of the Stockholder, as indicated in the accompanying Power of Attorney.

The Stockholder is an owner of Ford common stock. Attached as Exhibit A to the Stockholder's Verification is evidence of beneficial ownership of the stock, which is a true and correct copy of what it purports to be.

**Background to the Books and Records Demand**

On August 16, 2017, the *Detroit News* reported that Ford had agreed to pay \$10.1 million to settle sexual and racial harassment charges at two of its Chicago facilities that were under investigation by the United States Equal Employment Opportunity Commission (the "EEOC"). After an investigation, the EEOC found reasonable cause to believe that personnel had harassed female and African-American employees and that Ford retaliated against employees who complained about such behavior. Under the agreement with the EEOC, Ford will be required to conduct regular training at its facilities for the next five years, disseminate anti-harassment and anti-discrimination policies and procedures to employees and new hires, and report any complaints of harassment or related discrimination to the EEOC. This is not the first settlement the Company has had with the EEOC for the same conduct. In the 1990s, lawsuits and an EEOC

PHILADELPHIA, PA    SAN DIEGO, CA    NEW YORK, NY    CONSHOHOCKEN, PA    LANSING, MI    NEWARK, NJ

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investigation into sexual harassment resulted in a \$22 million settlement and a promise by the Company to stop this behavior. Unfortunately, the most recent investigation and settlement indicate that Ford may have broken this promise.

On December 19, 2017, the *New York Times* published a report on the history and culture of sexual harassment at the Company based on interviews with more than 100 current and former Ford employees and industry experts, as well as a review of legal documents, revealing that for years Ford did not act aggressively or consistently enough to eliminate discrimination and sexual harassment. The article reported that Ford delayed firing employees accused of harassment and did not provide adequate sexual harassment training.

The Company now faces significant costs as a result of its continued tolerance of discrimination and sexual harassment, including the payment of a \$10.1 million fine to the EEOC, reputational harm, and the cost to investigate and litigate claims of sexual harassment and discrimination filed by former Ford employees. Ford could also be the subject of additional, future civil litigation, other governmental investigations and proceedings related to these issues. These issues have and will continue to impact the Company's business, reputation, and operational potential.

The long history of sexual harassment and/or racial discrimination raises questions as to the effectiveness of the Company's corporate governance and risk management practices, and the oversight of these matters by the Company's Board of Directors (the "Board").

The Stockholder hereby demands, pursuant to Section 220 of the Delaware General Corporation Law and Delaware common law, the right to inspect and make copies of books, records and documents of the Company, concerning the following subjects.<sup>1</sup> Unless otherwise indicated, the demands herein pertain to books and records dated from January 1, 2013 through the date of production.

1. All minutes of any meeting of the Board, its Nominating and Governance Committee, or any other committee or subcommittee thereof, as well as all materials provided to or authored by any member of the Board concerning sexual harassment and/or racial discrimination at the Company or any of its facilities, including the Company's headquarters;

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<sup>1</sup> The term "documents" as used herein is to be construed as broadly as possible under the Rules of the Delaware Court of Chancery, and includes, without limitation, any and all correspondence concerning the demanded categories, whether sent via mail, facsimile, electronic communication, or otherwise.



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c/o Bradley M. Gayton, Esquire  
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2. All documents concerning any remedial measures taken in response to any complaints of sexual harassment and/or racial discrimination;
3. All documents concerning Ford's failure to monitor its facilities for sexual harassment and/or racial discrimination;
4. All documents concerning any processes, procedures, policies, and/or actions undertaken to safeguard the Company's employees from sexual harassment and/or racial discrimination, including Ford's Code of Conduct Handbook;
5. Any reports of concerns or criticisms raised by any Ford employees or internal investigators concerning sexual harassment and/or racial discrimination;
6. All documents concerning any investigation or inquiry, whether internal, external, or by any state or federal regulatory or law enforcement agency, concerning the Company's compliance with state and federal regulations governing racial discrimination or sexual harassment, including the Civil Rights Act.
7. All documents concerning the Company's compliance with any EEOC settlement, including the settlement announced in August 2017 as well as the earlier \$22 million settlement noted above.
8. All documents produced to any other stockholder or their counsel in response to a demand pursuant to §220 or in connection with any stockholder litigation that relates to the conduct described herein.
9. Documents pertaining to the independence, or lack thereof, of the members of the Board, as well as any known conflicts pertaining to the independence of any Board member.

The Stockholder demands the right to inspect all books and records requested in this letter that are within the legal possession, custody or control of the Company, including, but not limited to, such books and records that are within the possession, custody or control of the Company's subsidiaries and outside legal counsel, special counsel, accountants and consultants. Both the right to inspect such documents and the scope of the requests has been expressly authorized by the Delaware Supreme Court. *See Wal-Mart Stores, Inc. v. Indiana Elec. Workers Pension Trust Fund IBEW*, 95 A.3d 1264 (Del. Supr. 2014).



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c/o Bradley M. Gayton, Esquire  
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The Stockholder will bear reasonable costs incurred by the Company in connection with the production of the documents demanded above.

The Stockholder makes the foregoing demands for the purposes of: (i) investigating possible mismanagement and breaches of fiduciary duties in connection with the Board's and management's oversight of the Company's business practices, including the adequacy of controls with respect to discrimination and sexual harassment; (ii) determining whether the Board provided adequate oversight and/or knew of or condoned the conduct described herein; and (iii) determining whether the Company's directors are independent and have acted, and are capable of acting, in good faith with respect to the Company's potential misconduct.

The Stockholder has designated as his counsel BARRACK, RODOS & BACINE, and its attorneys and employees, or any other person designated by the undersigned or any of the foregoing counsel, acting together, singly or in any combination, to conduct, as his agent, the inspection and copying requested herein. In this connection, the Stockholder has executed a Power of Attorney, an executed copy of which you will find enclosed.

Please advise when and where the items demanded above will be made available.

In the event that the Company does not respond to this letter or fails to permit inspection and copying of the demanded documents within five business days from the date of receipt of this demand, Stockholder reserves the right to seek appropriate relief to the fullest extent permitted under the law.

Sincerely,

A handwritten signature in black ink, appearing to read 'J. W. Golan', written over a light blue horizontal line.

Jeffrey W. Golan

Enclosures

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that ROBERT FREEDMAN does hereby make, constitute and designate the firm BARRACK, RODOS & BACINE and any person designated by it, to act as his true and lawful attorney-in-fact, in his name, place, and stead, in all matters regarding the examination of the books and records of Ford Motor Company ("Ford" or the "Company"), and giving and granting unto said attorney(s) full power and authority in connection with the aforementioned demand to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in and without the premises, as fully, to all intents and purposes as they might or could do, with full power of substitution and revocation, hereby ratifying and confirming all that the attorney(s) or the substitute shall lawfully do or cause to be done.

IN WITNESS WHEREOF, I have hereunto set my hand as of January 17, 2018.

By:   
Robert Freedman

VERIFICATION

I, Robert Freedman, hereby declare as follows:

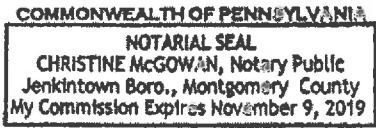
1. I am the owner of the common stock of Ford Motor Company ("Ford" or the "Company"), as evidenced by the true and correct copy of the transactions attached hereto as Exhibit A.
2. I have read the foregoing demand made pursuant to 8 Del. C. § 220 and Delaware common law addressed to the Group Vice President, Chief Administrative Officer, and General Counsel of Ford, and I hereby verify that the statement of purpose and other statements contained therein are true and correct.
3. I hereby verify under the penalty of perjury that the foregoing statements made by me are true and correct.

*Robert Freedman*  
 Robert Freedman

COMMONWEALTH OF PENNSYLVANIA        )  
    )        ss.  
 COUNTY OF PHILADELPHIA                     )

Then personally appeared before me the above-named Robert Freedman and proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and as his respective free act, and that by his signature on the instrument, the person, or the entity upon behalf of which he acted, executed the instrument.

WITNESS my hand and official seal this 17 day of January 2018:



*Christine McGowan*  
 Notary Public

My commission expires:

11-9-2019

# EXHIBIT A



**Gain & Loss: Unrealized**  
As of 14:01 PM EST, 12/19/2017

MSSB C/F  
ROBERT M. FREEDMAN

Morgan Stanley

Ford Motor Co New	25,000	08/21/2013	16.35	408.85	408.85	317.13	-91.73 long
	12,000	09/18/2013	17.52	210.26	210.26	152.22	-58.04 long
	4,000	03/21/2017	11.83	47.32	47.32	50.74	3.42 short
<b>Sub Total</b>	<b>41,000</b>		<b>16.25</b>	<b>666.43</b>	<b>666.43</b>	<b>620.09</b>	<b>-\$146.35</b>

# **EXHIBIT 2**

Raymond J. DiCamillo  
302-651-7786  
DiCamillo@rlf.com



February 2, 2018

**VIA EMAIL AND FEDERAL EXPRESS**

Jeffrey W. Golan, Esquire  
Barrack, Rodos & Bacine  
Two Commerce Square  
2001 Market Street, Suite 3300  
Philadelphia, Pennsylvania 19103

**Re: Response Pursuant to Section 220 of the Delaware General Corporation Law**

Dear Jeff:

I write on behalf Ford Motor Company ("Ford," or the "Company") in response to the January 17, 2018 demand (the "Demand") on behalf of Robert Freedman (the "Stockholder") to inspect certain books and records of the Company pursuant to Section 220 ("Section 220") of the Delaware General Corporation Law ("DGCL"). Please address any future correspondence to me.

Ford reserves all rights and objections to challenge the technical sufficiency of the Demand, the propriety of the purposes stated therein, the sufficiency of the Demand's statement of a basis for its claimed purposes, and all other defenses thereto, whether legal, equitable, or otherwise. Ford also wishes to highlight a few preliminary issues with the Demand.

First, the Demand does not state a proper purpose. To obtain books and records for the purpose of investigating alleged corporate wrongdoing, Delaware law requires a stockholder to establish a "credible basis" from which one could infer that legitimate issues of mismanagement exist that warrant further investigation. *See, e.g., Seinfeld v. Verizon Commc'ns, Inc.*, 909 A.2d 117, 123 (Del. 2006). "A mere statement of a purpose to investigate possible general mismanagement, without more, will not entitle a [stockholder] to broad [Section] 220 inspection relief." *Id.* at 122 (internal quotation marks and citation omitted). Where, as here, the corporation's certificate of incorporation includes an exculpatory provision pursuant to Section 102(b)(7) of the DGCL, the stockholder states a proper purpose only insofar as such a stockholder targets non-exculpated corporate wrongdoing. *See Pa. Transp. Auth. v. AbbVie Inc.*, 2015 WL 1753033, at \*17 (Del. Ch. Apr. 15, 2015), *aff'd*, 132 A.3d 1 (Del. 2016) (TABLE). In this respect, the Demand suffers from a basic defect: it does not establish any credible basis to suspect any act of disloyalty or omission in bad faith. *See id.* at \*15. That is because the Demand references two separate controversies that were decades apart. As a matter of law, the 1990s lawsuits and the contemporary settlement with the United States Equal Employment Opportunity Commission (the "EEOC") cannot serve as a credible basis for suspicion because

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there is no indication that a pattern of sexual harassment persisted without the implementation of a reporting system or other board oversight immediately after the settlements. *See Horman v. Abney*, 2017 WL 242571, at \*11 (Del. Ch. Jan. 19, 2017) (holding settlement agreement with state agency did not operate as a “red flag” when there was not a “continued . . . pattern of non-complian[ce] . . . immediately thereafter”) (emphasis added)). Ford in fact implemented serious measures to address the issue of harassment in the immediate aftermath of the settlements with the EEOC and class plaintiffs in the 1990s. The recent EEOC investigation cannot cure the Demand’s basic defect. *See Melbourne Mun. Firefighters’ Pension Tr. Fund v. Jacobs*, 2016 WL 4076369, at \*12 (Del. Ch. Aug. 1, 2016) (finding no bad faith where numerous governments investigated and prosecuted violations of antitrust laws), *aff’d*, 158 A.3d 449 (Del. 2017) (TABLE). Indeed, as a result of its recent settlement with the EEOC, Ford has already agreed to implement additional safeguards against harassment. The suggestion in the Demand that “Ford could also be the subject of additional, future civil litigation, other government investigations and proceedings related to these issues” is pure speculation.

Second, the requests in the Demand are far too broad. Demands pursuant to Section 220 only may lead to “orders granting inspection ‘with rifled precision.’” *Espinoza v. Hewlett-Packard Co.*, 32 A.3d 365, 372 (Del. 2011) (alteration and citation omitted). And the specific documents sought must be “essential to the accomplishment of the stockholder’s articulated purpose for the inspection.” *Id.* at 371 n.16 (alteration and citation omitted). The Demand fails to make any such showing, and the Demand seeks documents that are not essential to the stated purposes. For the same reason, the Stockholder is not entitled to see documents that are protected by attorney-client privilege or the work product doctrine. *See Wal-Mart Stores, Inc. v. Ind. Elec. Workers Pension Tr. Fund IBEW*, 95 A.3d 1264, 1278 (Del. 2014) (“[I]n a Section 220 proceeding, the necessary and essential inquiry must precede any privilege inquiry because the necessary and essential inquiry is dispositive of the threshold question - the scope of document production to which the plaintiff is entitled under Section 220.”). “[T]he *Garner* doctrine fiduciary exception to the attorney-client privilege is narrow, exacting, and intended to be very difficult to satisfy.” *Id.* Here, the Demand’s request for counsel documents is, at best, premature. *See Amalgamated Bank v. Yahoo! Inc.*, 132 A.3d 752, 796 (Del. Ch. 2016) (excluding counsel documents from the scope of production without reaching the *Garner* analysis and explaining, *after trial*, that it was “premature for this court to do anything other than require [the defendant] to log documents.”). In any event, Ford does not believe the *Garner* exception applies under these circumstances, and the Company will vigorously defend its privileged communications and work product.

Nonetheless, solely for the purpose of avoiding the expenses and distraction of litigation, Ford is willing to discuss a request for documents that is more limited in scope than that which you request in the Demand.

Very truly yours,

/s/ Raymond J. DiCamillo

Raymond J. DiCamillo

# **EXHIBIT 3**

Golan, Jeffrey

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**From:** Golan, Jeffrey  
**Sent:** Thursday, February 22, 2018 12:30 PM  
**To:** 'DiCamillo, Raymond'; Durkin, Ryan P.  
**Cc:** Palley, Julie  
**Subject:** Ford Motor Company: Response Pursuant to Section 220 of the Delaware General Corporation Law

Dear Ray:

As you would imagine, we read with great interest the Company's press release issued after the close of the market yesterday concerning the departure from Ford of Raj Nair, the head of the Company's North American operations, which resulted from reports of "inappropriate behavior." We have also read some press not only about Mr. Nair's departure but also about the departure of Ali Vahabzadeh of the Company's Chariot ride-sharing division, which included reference to a letter sent to the Company's CEO James Hackett that cited to a "toxic work culture" that Mr. Vahabzadeh had allegedly created.

While we would be willing to serve a new Demand that refers to these incidents (in addition to the Background to the Books and Records Demand section included in our January 17, 2018 Demand), we believe that our initial Demand – which seeks books and records dated from January 1, 2013 through the date of production – already calls for the production of books and records pertaining to Mr. Nair's and Mr. Vahabzadeh's alleged misconduct and their departures from the Company. For instance, Item 1 seeks: "All minutes of any meeting of the Board, its Nominating and Governance Committee, or any other committee or subcommittee thereof, as well as all materials provided to or authored by any member of the Board **concerning sexual harassment and/or racial discrimination at the Company or any of its facilities, including the Company's headquarters.**" (Emphasis added). Items 2, 3, 5 and 6 similarly seek documents concerning "**any remedial measures taken in response to any complaints of sexual harassment and/or racial discrimination,**" Ford's failure to monitor its facilities for sexual harassment and/or racial discrimination, "**[a]ny reports of concerns or criticisms raised by any Ford employees or internal investigators concerning sexual harassment and/or racial discrimination,**" and "**[a]ll documents concerning any investigation or inquiry ... concerning the Company's compliance with state and federal regulations governing racial discrimination or sexual harassment, including the Civil Rights Act.**" (Emphases added).

Based on our interpretation of the existing Demand, we do not believe that a superseding Demand is required to obtain books and records pertaining to Mr. Nair's and Mr. Vahabzadeh's alleged misconduct and their departures from the Company. However, we did want to raise the subject with you and suggest that we put it on the agenda for our next meet and confer. In the meantime, given your stated hope to be in a position to get back to us sometime next week, we will continue to look forward to discussing the matters discussed during our February 9, 2018 call with you next week. Please note that I may be unavailable during the afternoon of February 28 and on March 1, 2018, but otherwise we will try to make ourselves available if you would like to suggest a day and time for our next call.

Best regards,  
Jeff

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**From:** DiCamillo, Raymond [mailto:DiCamillo@RLF.com]  
**Sent:** Tuesday, February 20, 2018 5:44 PM  
**To:** Golan, Jeffrey; Durkin, Ryan P.  
**Cc:** Palley, Julie  
**Subject:** RE: Response Pursuant to Section 220 of the Delaware General Corporation Law

Thanks Jeff. I appreciate you raising the idea.

Raymond J. DiCamillo  
Richards, Layton & Finger, P.A.  
920 North King Street  
Wilmington, Delaware 19801  
302-651-7736  
[dicamillo@rlf.com](mailto:dicamillo@rlf.com)

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**From:** Golan, Jeffrey [<mailto:JGOLAN@barrack.com>]  
**Sent:** Tuesday, February 20, 2018 5:43 PM  
**To:** DiCamillo, Raymond; Durkin, Ryan P.  
**Cc:** Palley, Julie  
**Subject:** RE: Response Pursuant to Section 220 of the Delaware General Corporation Law

Thanks, Ray.

We appreciate the update and will look forward to hearing from you once you're in a position to get back to us. We've also been doing some research on potential reforms that management and/or the Board may want to consider. We are probably not at a stage to start any such discussions, but I wanted to let you know that is something that we would be pleased to discuss with you at an appropriate stage.

Jeff

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**From:** DiCamillo, Raymond [<mailto:DiCamillo@RLF.com>]  
**Sent:** Tuesday, February 20, 2018 5:34 PM  
**To:** Golan, Jeffrey; Durkin, Ryan P.  
**Cc:** Palley, Julie  
**Subject:** RE: Response Pursuant to Section 220 of the Delaware General Corporation Law

Jeff:

We passed your requests along to Ford. Our primary contact at Ford is out of the office this week. We hope to be in a position to get back to you sometime next week.

Raymond J. DiCamillo  
Richards, Layton & Finger, P.A.  
920 North King Street  
Wilmington, Delaware 19801  
302-651-7786  
[dicamillo@rlf.com](mailto:dicamillo@rlf.com)

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immediately notify us by return e-mail or telephone (302-651-7700) and destroy the original message.  
Thank you.

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**From:** Golan, Jeffrey [<mailto:JGOLAN@barrack.com>]  
**Sent:** Friday, February 16, 2018 11:10 AM  
**To:** DiCamillo, Raymond; Durkin, Ryan P.  
**Cc:** Palley, Julie  
**Subject:** RE: Response Pursuant to Section 220 of the Delaware General Corporation Law

Dear Ray and Ryan:

It was good talking with you last Friday. We're just following up to see if you have anything further to report to us with respect to the Demand, or when you think we could be hearing back from you in that regard.

Thanks,  
Jeff

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**From:** DiCamillo, Raymond [<mailto:DiCamillo@RLF.com>]  
**Sent:** Wednesday, February 07, 2018 10:14 AM  
**To:** Golan, Jeffrey; Durkin, Ryan P.  
**Cc:** Palley, Julie  
**Subject:** RE: Response Pursuant to Section 220 of the Delaware General Corporation Law

Sounds good.

Raymond J. DiCamillo  
Richards, Layton & Finger, P.A.  
920 North King Street  
Wilmington, Delaware 19801  
302-651-7736  
[dicamillo@rlf.com](mailto:dicamillo@rlf.com)

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Thank you.

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**From:** Golan, Jeffrey [<mailto:JGOLAN@barrack.com>]  
**Sent:** Wednesday, February 07, 2018 10:10 AM  
**To:** DiCamillo, Raymond; Durkin, Ryan P.  
**Cc:** Palley, Julie  
**Subject:** RE: Response Pursuant to Section 220 of the Delaware General Corporation Law

Ray:

Friday morning would be fine for us. How about if we give you a call at 10:00?

Jeff



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**From:** DiCamillo, Raymond [<mailto:DiCamillo@RLF.com>]  
**Sent:** Wednesday, February 07, 2018 9:25 AM  
**To:** Golan, Jeffrey; Durkin, Ryan P.  
**Cc:** Palley, Julie  
**Subject:** RE: Response Pursuant to Section 220 of the Delaware General Corporation Law

Jeff:

How does Friday morning look for you?

Raymond J. DiCamillo  
Richards, Layton & Finger, P.A.  
920 North King Street  
Wilmington, Delaware 19801  
302-651-7786  
[dicamillo@rlf.com](mailto:dicamillo@rlf.com)

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**From:** Golan, Jeffrey [<mailto:JGOLAN@barrack.com>]  
**Sent:** Tuesday, February 06, 2018 3:20 PM  
**To:** Durkin, Ryan P.; DiCamillo, Raymond  
**Cc:** Palley, Julie  
**Subject:** RE: Response Pursuant to Section 220 of the Delaware General Corporation Law

Dear Ray and Ryan:

We are in receipt of your letter of February 2, 2018. We understand the points set forth in your letter, and also appreciate your willingness to discuss a request for documents that is more limited in scope than the Demand. We agree that having such a discussion could be more productive than continuing to exchange letters.

Is there a time within the next few days when we could have a first call with you about the Demand and your Response? If you could suggest a couple alternatives, we will do our best to make ourselves available for a call at one of them.

Jeff

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**From:** Durkin, Ryan P. [<mailto:Durkin@rlf.com>]  
**Sent:** Friday, February 02, 2018 6:40 PM  
**To:** Golan, Jeffrey  
**Cc:** DiCamillo, Raymond  
**Subject:** Response Pursuant to Section 220 of the Delaware General Corporation Law

Mr. Golan:

Please see the attached correspondence.

Regards,

Ryan P. Durkin  
Richards, Layton & Finger, P.A.  
One Rodney Square  
920 King Street  
Wilmington, Delaware 19801  
Direct Dial: (302) 651-7626  
Email: [Durkin@rlf.com](mailto:Durkin@rlf.com)

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# **EXHIBIT 4**

## Golan, Jeffrey

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**From:** Golan, Jeffrey  
**Sent:** Friday, March 9, 2018 11:53 AM  
**To:** DiCamillo, Raymond (DiCamillo@RLF.com); Durkin, Ryan P.  
**Cc:** Palley, Julie  
**Subject:** January 17, 2018 Books and Records Demand to Ford Motor Co.: follow-up from March 7, 2018 meet and confer

Dear Ray and Ryan:

I am writing to follow up on the telephonic meet and confer we held with you on Wednesday, March 7, 2018.

First, please send us today the company's proposed protective order for its anticipated production of documents pursuant to the Demand of January 17, 2018, as we discussed with you on our calls of February 9 and March 7, 2018. For internal reasons, we need to reach agreement on such a protective order no later than Wednesday, March 15, 2018.

Second, assuming you obtain authorization from the company, we will look forward to starting to receive documents on a rolling basis sometime next week. In this regard, we understand from you that it is Ford's position that all documents responsive to the Demand that were provided to and/or evidence discussions at the Board and Board Committee levels are privileged (a position that we reserve the right to challenge on behalf of the petitioner). However, as we have discussed, at our request Ford is considering producing (a) documents identifying pertinent measures the company may have put into place in the 1990s through recently; (b) reports concerning the effectiveness of any such measures and/or compliance with agreements, whether done internally or by an external consultant; (c) any documents that may evidence pertinent Board or Board Committee level reforms put into place, if any such reforms were put into place; and (d) Board and Board Committee level documents detailing complaints of harassment and/or discrimination.

Third, during our call of March 7, 2018, you stated in response to our email of February 22, 2018, that while there is no need for us to send an Amended Demand to reflect the departures of Raj Nair and Ali Vahabzadeh, Ford is taking the position that we, on behalf of the petitioner, have not shown a proper purpose for seeking documents pertaining to their departures and that Ford will not produce any such documents. We, of course, reserve the right to challenge Ford's position on these departures, and believe that the position is untenable especially in light of the fact that Mr. Nair was the head of the company's North American operations, and that the recurring, extensive and admitted problems with sexual harassment and racial discrimination at Ford factories took place in factories that came under Mr. Nair's supervision.

So how could it be that documents relating to Mr. Nair's own misconduct -- which the company admitted to be "inappropriate behavior" and was the cause of his termination -- would be out of bounds to the petitioner, when Mr. Nair was the person with direct, chain-of-command supervision over the factories in which other misconduct of the same nature took place?

Fourth, I am confirming in this email the request that I made during the March 7 call for production of the complaint and other pertinent documents filed in the existing lawsuit brought by 30 current or former Ford employees, which was mentioned in a New York Times article of December 21, 2017, captioned "Ford Apologizes for Sexual Harassment at Chicago Factories."

Finally, although not mentioned during our call, we call on Ford to reconsider its position that all documents responsive to the Demand that were provided to and/or evidence discussions at the Board and Board Committee levels are privileged. Any such documents, portions of such documents or attachments to such documents that simply report underlying facts or provide otherwise non-privileged documents (such as harassment complaints, reports of harassment, compilations, and historic statistics) to the Board or Board Committee -- even if provided by in-house or outside counsel -- should not be considered to be privileged or subject to any other protection from production. Thus, if such documents exist, we would expect them to be produced, either in whole or in redacted form. Moreover, to the extent Ford is claiming that such Board and Board Committee documents are privileged, we would call upon Ford to produce underlying documents pertinent to the Demand, possibly from the factory or HR levels, which would not be subject to such a claim of privilege. And further, if Ford is withholding documents on a claim of privilege, we would call upon you to provide us in a timely fashion with a log of all such withheld and/or redacted documents, so that, at the least, we have a record of the author(s), recipient(s), date, and subject matter of any such withheld or redacted documents.

Jeff

Jeffrey W. Golan  
Barrack, Rodos & Bacine  
3300 Two Commerce Square  
2001 Market Street  
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# **EXHIBIT 5**

**Golan, Jeffrey**

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**From:** Durkin, Ryan P. <Durkin@rlf.com>  
**Sent:** Wednesday, March 28, 2018 4:32 PM  
**To:** Golan, Jeffrey  
**Cc:** DiCamillo, Raymond  
**Subject:** Ford Motor Company: Confidentiality Agreement and Response to Books and Records Demand  
**Attachments:** Ford\_Section 220 Books and Records Confidentiality Agreement with Freedm....docx

Jeff,

For the reasons set forth in our letter dated February 2, 2018, Ford continues to believe your January 17, 2018 letter (the "Demand") is deficient and therefore does not entitle your client to inspection of books and records pursuant to Section 220 of the General Corporation Law of the State of Delaware. Without conceding the sufficiency of the Demand, however, and reserving all rights and defenses related thereto, Ford is willing to produce the following materials for inspection on the basis of the attached confidentiality agreement:

1. Documents sufficient to show the measures Ford put in place in response to Ford's 2017 settlement with the United States Equal Employment Opportunity Commission ("EEOC") and Ford's settlement with the EEOC in 1999;
2. Non-privileged reports, drafted internally or by retained consultants, regarding the effectiveness of and compliance with the measures put in place following Ford's 1999 settlement with the EEOC, if any such reports exist; and
3. Documents sufficient to show Board/Committee level reforms that have been put in place in response to Ford's settlements with the EEOC in 2017 and 1999.

Please let us know if you have any concerns. Ford reserves all rights.

Best,

Ryan Durkin

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