



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

ROBERT FREEDMAN,

Plaintiff,

v.

FORD MOTOR COMPANY,

Defendant.

C.A. No. 2019-\_\_\_\_ - \_\_\_\_

**MOTION FOR EXPEDITED PROCEEDINGS**

Pursuant to Court of Chancery Rules 4, 12(a) and 26, plaintiff Robert Freedman (“Plaintiff”) hereby moves the Court for an Order in the form attached hereto, expediting proceedings in this statutorily summary proceeding. In support thereof, Plaintiff states as follows:

1. Plaintiff brings this action under 8 *Del. C.* § 220 (“Section 220”) to inspect books and records of Defendant Ford Motor Company (“Ford” or the “Company”), a Delaware corporation. Plaintiff seeks an order from this Court permitting him to immediately inspect certain books and records of defendant Ford for the purpose of: (i) investigating 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 Company’s controls with respect to discrimination and sexual harassment; (ii) determining whether the board provided adequate oversight and/or knew of or condoned of the conduct described in the

Books and Records Demand (defined below); 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 alleged misconduct. See Verified Complaint Pursuant to Section 220 of the Delaware General Corporation Law ("Complaint"), filed herewith, at ¶ 1.

2. As the Delaware Supreme Court has noted, a Section 220 proceeding "is a summary one that should be managed expeditiously." *Brehm v. Eisner*, 746 A.2d 244, 267 (Del. 2000); accord *Katz v. Visionsense Corp.*, C.A. No. 2018-0315-JTL (Del. Ch. Aug. 16, 2018) (Order) (citing *Lavi v. Wideawake Deathrow Entm't, LLC*, 2011 WL 284986, at \*1 (Del. Ch. Jan. 18, 2011) (observing that "books and records actions are summary proceedings" that "are to be promptly tried[.]"); see also Section 220(c) ("The Court may *summarily* order the corporation to permit the stockholder to inspect the corporation's . . . books and records . . .") (emphasis added). That is all Plaintiff requests here.

3. As explained in the Complaint filed contemporaneously herewith, on January 17, 2018, Plaintiff sent the Company an inspection demand pursuant to Section 220 (the "Books and Records Demand").<sup>1</sup> Complaint, ¶ 17. The Books and Records Demand requested inspection of documents essential for Plaintiff to

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<sup>1</sup> A copy of the Demand Letter is attached to the Complaint as Exhibit 1.

investigate potential wrongdoing and mismanagement related to sexual harassment and discrimination at the Company. *Id.*

4. Between January 17, 2018 and November 6, 2018, the parties exchanged numerous communications, held various meet-and-confers, including an in-person meeting between Plaintiff's counsel and various attorneys for Ford on September 13, 2018. Although Ford has agreed to produce, and now has produced various documents to Plaintiff, as of the date of the filing of this Complaint, the Company ***has not produced any documents*** evidencing or even referring to any Board or Board Committee discussions or consideration of the 1999 EEOC Settlement, the 2017 EEOC Agreement, the facts underlying the *New York Times* articles of December 19 and 21, 2017 (or the articles themselves), or the departures of Company executives Raj Nair and Ali Vahab. *Id.* at ¶ 51. Nor has the Company ***produced any documents*** discussing or evidencing any consideration of the Board or any Board Committee of potential or actual reforms that the Company may have taken in response to these events. *Id.* Importantly, Ford does not dispute that Plaintiff has complied with the technical requirements of Section 220 and, while, reserving its right to assert that Plaintiff lacks a proper purpose, Ford has tacitly admitted a proper purpose exists by the production it has made thus far. For these reasons, Plaintiff respectfully requests that the Court issue an Order compelling inspection.

5. Plaintiff now seeks prompt enforcement of his right to inspect these books and records.

6. Because this action is a summary proceeding that should, by default, proceed quickly and because there is no just reason for delay, Plaintiff submits that this action should be scheduled for a prompt trial or final hearing approximately 45 days from the filing of the Complaint, subject to the Court's availability. Plaintiff also respectfully requests that Ford's time to answer the Complaint be shortened to fifteen (15) days from the date of the Court's entry of the Order.

WHEREFORE, for the foregoing reasons, Plaintiff respectfully requests that the Court enter an Order, in the form attached hereto, directing Ford to answer the Complaint fifteen (15) days from the date of the Court's entry of the Order and that the parties proceed to trial or a final hearing in this action on an expedited basis.

ANDREWS & SPRINGER LLC

/s/ Peter B. Andrews

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Dated: January 28, 2019