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IN THE COURT OF COMMON PLEAS FOR DAUPHIN COUNTY
ORPHANS' COURT DIVISION

IN RE: APPLICATION BY NONPROFIT
CORPORATION MANAGER TO COMPEL
INSPECTION OF CORPORATE : NO.: 712-1963-2021
INFORMATION

MOTION OF MILTON HERSHEY SCHOOL FOR SUMMARY JUDGMENT
AND /OR TO DISMISS THE PETITION OF ROBERT HEIST
TO COMPEL INSPECTION OF CORPORATE INFORMATION

AND NOW comes Milton Hershey School (“MHS” or “School”), by its undersigned counsel and pursuant to Pennsylvania Orphans' Court Rule 7.3, moves for summary judgment and/or dismissal of the Petition of Robert C. Heist (“Heist” or “Petitioner”) to Compel Inspection of Corporate Information.

Introduction

The undisputed facts show that in 2020 Heist generated a series of informal requests through the Audit and Risk Committee for information related to insurance coverage for legal expenses. MHS responded in detail to those requests and Heist stated that he was satisfied.

Immediately after Petitioner was re-elected as a board member in December 2010, he submitted a request to use (and have MHS Trust funds pay for) the services of his own law firm to provide him separate, personal advice in a legal matter. In January of 2021, after the election

of the new Board Chair, and after the Board Chair questioned whether there was a conflict of interest in Heist's proposal to have MHS Trust funds pay the cost of using his own law firm, Heist wrote to the new Board Chair, indicating that his top priority during his final year on the Board would be investigating possible conflicts of interest related to MHS legal expenses. There followed a new series of informal requests for information, which Heist said were urgent because he needed them for the impending budget process for fiscal 2021-2022. However, Heist continually revised his requests so that the information he sought became a moving target. Moreover, Heist continually expanded the scope of his requests instead of narrowing them. MHS was forced to retain outside counsel to handle Heist's requests, since the requests were a strain on MHS' internal resources. Despite the reasonable efforts MHS had made to comply with Heist's informal requests, Heist and his counsel decided to petition this Court for relief.

However, Heist is not entitled to relief under the statute. As set forth in the accompanying brief, it is the position of MHS that he cannot show that he complied with the statutory requirements for making a proper demand. Furthermore, Heist has acted without due regard for his duty of protecting the interests of the School. The proffered reasons for his requests are questionable, and his requests for information include undefined "source documents" encompassing financial and legal records. Nevertheless, Heist has refused even to enter into a confidentiality agreement covering the information he requested, despite their obvious sensitivity and the presence of privileged information. He has also rejected the Board's creation of a Special Committee to resolve his requests and concerns.

Since the BOM has approved the budget for fiscal year 2021-2022 on June 11, 2021, Heist's agenda and the purposes for which he continues to seek access to corporate information are now unclear. Heist himself may not know. He first voted to approve the budget. But,

sometime later, he asked permission to change his vote on the grounds that he had not received all the information he requested.

The following facts are based on records and other evidence that cannot reasonably be disputed as well as Heist's own allegations and admissions:¹

STATEMENT OF UNDISPUTED FACTS

1. Heist lives in Minnesota, and has practiced law from offices in Illinois and Massachusetts, while using office space at the Hershey Trust Company, in Hershey, Pennsylvania. Although he is a lawyer, he is not admitted to the Pennsylvania bar and does not serve in the capacity of an attorney with the School's Board of Managers ("BOM" or "Board") or MHS.
2. Heist has served as a member of the BOM for over ten years, has served as Chair and Vice Chair, and served on various BOM committees.
3. Heist served as Chair of the Board from 2018 through 2020. As Chair, he served as *ex officio* member of each board committee.
4. Throughout his tenure as a member of the BOM, Heist has voted on each budget and accepted financial statements.
5. Heist is currently serving a final year as a member of the BOM. His term will end in December 2021. He continues to be a member of the Education and Student Life Committee and the Audit and Risk Committee.

¹ The School's exhibits in support of this motion contain confidential information. As a director, Heist has a duty to protect confidential information of the School, and he redacted the exhibits to his Petition. Furthermore, in footnote 1 of his Petition, Heist states, "The May 24, 2018 current MHS Bylaws can be made available to the Court for *in camera* review." In footnote 3 he states, "Petitioner is prepared to present for *in camera* review and discussion, as necessary, relevant information ... to the extent that the reasonableness of Petitioner's request is contested by MHS." In footnote 4 he states, "Petitioner has at all times assured MHS that he will respect and maintain all appropriate privileges and confidentiality considerations consistent with his fiduciary duties as a Manager." Therefore, the School respectfully suggests that both parties be permitted to submit exhibits with confidential information redacted and to present, as necessary, any unredacted exhibits in chambers.

6. In September 2019, during a BOM meeting, then-Chair Heist inquired about insurance coverage for MHS legal expenses. Over the ensuing months, the School provided oral reports, written responses, and corporate records to the Board (including Heist) and to the Audit and Risk Committee, as they directed, to address Heist's evolving and expanding inquiries.

7. In July 2020, the School provided a comprehensive response to then-Chair Heist's continuing requests by the preparation and submission of a detailed 13-page memorandum from the School's Office of General Counsel, attached to which were approximately 120 pages of records. (Exhibit 1.)

8. In August 2020, in response to additional requests from Heist, the School's Office of General Counsel again prepared and submitted another detailed memorandum of seven pages, this one containing 45 pages of records. (Exhibit 2.)

9. In September 2020, in response to his requests, MHS provided Heist with copies of all the applicable insurance policies for Policy Years 2013-2014 through 2019-2020.

10. Throughout 2020, Heist justified his requests for information and records by referring to his concern for legal expenses that he believed should be covered by insurance.

11. On November 20, 2020, the School convened a virtual meeting with Heist, the MHS General Counsel, the MHS Senior Director of Insurance and Risk Management, MHS's outside counsel for insurance coverage, and MHS's insurance broker. Subsequent to the meeting, Heist twice acknowledged his now "complete understanding" of matters reviewed, and he expressed his satisfaction and gratitude for the School's work "in helping bring this matter to closure," and indicated he had only some "limited follow up." The School promptly addressed his follow-up questions. (Exhibit 3.)

12. On December 10, 2020, immediately after his re-election to the BOM, Heist submitted a request to use (and have MHS Trust funds pay for) the services of his own law firm to provide him separate, personal advice in a legal matter. The law firm Heist selected to advise him was R. Connor & Associates, P.C., of which he is founder and president. (Exhibit 4.)

13. In December of 2020, Heist's term as Chair ended, and a new Chair was elected.

14. In her responsive communications with Heist, the newly-elected Board Chair Diane Koken raised the question of whether Heist's proposed engagement of his own law firm presented a potential conflict of interest.

15. Heist submitted a second request for advancement of legal fees for personal counsel, this time identifying a Chicago-area law firm with which he has no known affiliation. By resolution, the BOM approved this request for separate counsel for Heist. (Exhibit 5.)

16. On January 15, 2021, responding to the Chair's invitation "to share his goals for the 2021 board year" Heist submitted a nine-page memorandum speculating on hypothetical conflicts of interest in pending MHS litigation. He stated, "I have been thinking a lot about your observations and comments related to conflicts of interest" He concluded his memorandum by "requesting" (legal and financial) records² to support his "conflict of interest" speculations, this time identifying four new categories that had not been the subject of previous requests. Heist pointedly declared that these requests are "my top priorities for 2021." (Exhibit 6.)

17. Seven days later (January 22, 2021), Heist wrote again to the Board Chair, now suggesting that he needed the information he had requested earlier because of impending budget deliberations. (Exhibit 7.)

² Heist's repeated demands include requests for financial and legal materials and encompass information protected by the attorney-client privilege and attorney work product privilege.

18. Five days later (January 27, 2021), Heist submitted an additional request for “access” to financial information for budget years 2018-2020 “in any way related to” four categories with seven subcategories in each. This request was, as he acknowledged, “supplemental to my prior requests.” (Exhibit 8.)

19. Two days later (January 29, 2021), the Board Chair forwarded to Heist an update from the School, which advised that keeping up with Heist’s requests had become a distraction from managing mission-critical activities including its response to the COVID-19 pandemic and the launch of the Early Childhood Education initiative that the Orphans’ Court had recently approved. To be responsive, the School engaged its outside insurance coverage counsel to process and respond to Heist’s ongoing and evolving requests for records and information. The Chair’s forwarding message concluded that “counsel will contact you to coordinate access to the information you requested.” (Exhibit 9.)

20. On February 5, 2021, the Board Chair and Board member Michaela English met with Heist via Zoom to discuss his demands for information.

21. Following this meeting, for which he thanked Chair Koken and Ms. English, Heist sent an email suggesting that the Board pay for another law firm to help him with his requests to obtain corporate information. Commenting on questions that had been raised regarding the purpose of his requests, and notwithstanding his January 15, 2021 letter, he said that he did “not have enough information to formulate a ‘hypothesis’ but wanted to better understand “budget considerations.” (Exhibit 10.)

22. During the month of February 2021, discussions continued among Heist and various board members who were trying to clarify the requests and underlying issues as well as facilitate satisfactory responses. These efforts proved unavailing.

23. Heist sent a memorandum on March 1 to the BOM, in which he complained that he had been denied access to records and information since September 2019 and once again reformulated and expanded his request to include additional categories, details, and years (now 2016-2021). Heist enclosed a draft of the petition that he threatened to file if MHS did not “promptly” provide the voluminous information he was now requesting (“All transaction reports, invoices, purchase orders, payment requests, payment receipts, payment confirmations and similar documents” for five budget years plus the prospective 2021-22 budget year). (Exhibit 11.)

24. Since Heist indicated that he needed the transaction reports and source documents before he could participate in upcoming budget deliberations, the BOM decided in early March to defer consideration of the 2021-22 budget until Heist’s requests for information could be further addressed. Heist rejected this effort to accommodate him and responded, “[t]his decision effectively eliminates timely oversight of the budget.” (Exhibit 12.)

25. The Board Chair promptly followed up with Heist on March 3, 2021 and confirmed the BOM’s intentions to address his requests:

As to your more recent requests for information, the School has been gathering information related to your requests and will begin providing responsive financial information to you by the end of this week

[W]ith regard to the deferring consideration of the MHS (and related entities) budgets, please be assured that the Board is in no way failing to provide appropriate oversight. Instead, the temporary deferral of consideration was in order to allow time for the issues that you have raised to be addressed.

[A]s previously relayed to you, please be assured that counsel for MHS has not been engaged to “deny your requests”; on the contrary, MHS has never denied any of your requests. Instead, counsel for MHS has been retained to: (1) discern what information you are requesting; (2) identify what information may be subject to your requests; and (3) evaluate the requests to ensure appropriate compliance with all relevant legal considerations.

(Exhibit 13.)

26. Implicitly acknowledging the burdensome scope of his previous requests (“it would be great if we can avoid a ‘document dump’”), Heist pleaded for patience as he described the financial “records” he wanted. Once again (for the third time since January), he reformulated his request, now seeking access not to records or documents but rather asking for the creation of computer-generated financial “reports” from the MHS accounting system:

Transaction reports for the budget line items and school budget years he previously identified, including the date of payment, payee, amount of payment, invoice, purchase order, brief description of the goods/services, and whether the expense was budgeted for – all in chronological order for each school budget year.

Vendor reports specifying payments to a particular vendor during a specified period of time. For each vendor, identify the date of payment, the amount of payment, associated invoice, purchase order, a brief description of goods/services – all in chronological order for each school budget year.

Non-budgeted expense reports for which all non-budgeted expenses can be listed for a specified period of time, with all of the same categories noted above -- all in chronological order for each school budget year.

In addition to these computer-generated reports, Heist wrote that “it will be helpful to eventually have the source documents matched to the transaction report[s].” (Exhibit 14.)

27. That same day, the School replied to Heist, assuring him that it was “diligently collecting and sorting information we believe is responsive to your requests.” (Exhibit 15.) At the same time, counsel for Heist and outside counsel for MHS agreed that a confidentiality agreement among the parties would be appropriate, and counsel for MHS would provide a draft. (Exhibit 16.)

28. When outside counsel for MHS presented Heist’s counsel with the agreed-upon draft confidentiality agreement, Heist’s counsel abruptly changed course and rejected the need

for a confidentiality agreement covering the information, despite the obvious sensitivity and the presence of privileged information. (Exhibit 16.)

29. MHS continued, nevertheless, to be responsive and provided Heist's lawyer with *exactly* the transaction reports and information Heist requested in his correspondence of March 4, 2021.

30. The School's production to Heist included, literally, hundreds of 11"x 17" ledger pages consisting of one line per individual transaction, totaling thousands of transactions for all of the budget years in Heist's requests. Due to the effort involved in gathering the information, the transaction reports were provided to Heist's counsel over several days, beginning on March 9, 2021 and concluding on March 12, 2021. (Exhibit 17.)

31. This left only Heist's request for source documents outstanding, which MHS began to research.

32. On March 17, 2021, a special meeting of the BOM was held to address Heist's requests. At that meeting, the BOM adopted a resolution creating a Special Committee to consider and make recommendations concerning Heist's requests and concerns. Heist opposed the resolution. In relevant part, that resolution provided as follows:

RESOLVED, that, the Board of Managers ("Board of Managers") of Milton Hershey School ("MHS") has been made aware of concerns related to unbudgeted expenses and other expenditures of trust funds (hereinafter referred to as "Concerns"), and has received a communication from Manager Robert Heist, including a draft petition seeking redress against the Milton Hershey School (the "Threatened Petition");

RESOLVED, further, that the Board of Managers, consistent with its fiduciary duties, authorizes the creation of a special committee (the "Special Committee") to provide oversight, recommendations and direction, and to report to the Board of Managers, regarding the Concerns and the Threatened Petition;

...

RESOLVED, further, that the Special Committee keep confidential, and not waive any privilege or legal protection with respect to, all information related to the investigation, including documents, interviews and reports unless, upon recommendation of Special Committee or Board Chair, the Board consents after determining that disclosure and waiver of such privileges and protections are necessary and consistent with the law and its fiduciary duties.

(Exhibit 18.)

33. At that same meeting, Heist asked for a separate “board members only” meeting to discuss his position.

34. After the BOM meeting, the Board Chair began the process of scheduling the separate meeting Heist requested and proceeded to organize the newly-created Special Committee to consider Heist’s requests and concerns.³

35. Notwithstanding the creation of the Special Committee and Heist’s own request to address the BOM, Heist’s counsel sent a letter to the School’s counsel on March 24, 2021 that, once again (and now for the fourth time) reformulated and expanded Heist’s request. (Exhibit 19.)

36. In this correspondence of March 24, Heist formally demanded that MHS provide “source documents” within two days for a new set of topics, including seven categories of documents. (Exhibit 19.)

37. The very next day, March 25, outside counsel for MHS replied, stating that “[g]iven the volume of information requested, we will not be able to meet your stated deadline of March 26, but we will get you a substantive response as soon as practicable.” (Exhibit 20.)

38. Heist’s request of March 24, 2021 did not seek (and did not suggest) access to corporate books and records or information at a reasonable time at their legally designated location so that he could examine them and select, inspect, and copy items which he wanted.

³ To date, the Board’s Special Committee continues its work as directed in the Resolution.

Rather, Heist's request demanded that the School examine its books and records in order to select, copy, and send to him whole categories of documents that he described in general terms.

39. On the evening of April 2 (Good Friday), Heist informed the Board Chair that she could cancel the members-only meeting of the BOM that she had scheduled at his request and that he had sent his threatened petition to the Orphans' Court for filing three days earlier because of "the continued refusal to provide me with access to the corporate information . . . [and the] most recent correspondence indicating that no additional records would be made available to me in a timely manner." (Exhibit 21.)

40. Although Heist's request was not in proper form because he had not asked to inspect and copy the School's books, records, or documents at the location where they are kept at a reasonable time and at his own expense, 15 Pa.C.S. §5512, MHS had not refused "to permit an inspection or obtain or provide information." On the contrary, because it was impossible for MHS to respond to Heist's demand for production within his arbitrary deadline of two days, MHS replied indicating that it intended to provide a substantive response as soon as practicable.

41. In fact, MHS staff and outside counsel spent hundreds of hours to the tune of tens of thousands of dollars responding to Heist's requests for information, including but not limited to preparing memoranda, reviewing files, pulling and copying documents, and generating computer reports.

42. Heist is a member of the Education and Student Life Committee, which voted unanimously to recommend the proposed budget for fiscal 2021-2022 for approval by the BOM, without abstention or dissent. Heist's vote was notwithstanding his continued pursuit of information he said was needed to cast an informed vote.

43. On June 11, 2021, the Board voted unanimously to approve the School's budget for fiscal year 2021-22 budget without abstention or dissent. Later in the meeting, Heist requested that the Chair permit him to change his vote to "no," on the basis that he did not have sufficient information regarding certain line-items in the proposed budget.

44. The work of the Special Committee continues, however. It has met several times, engaged outside counsel, collected materials and information, interviewed management employees and staff, and continues to carefully review the issues raised by Heist.

WHEREFORE, MHS submits it is entitled to summary relief and/or dismissal, based on the law and undisputed fact, as follows: (1) Heist does not have a *prima facie* case for relief under the statute because he has never made a proper request to inspect and copy books and records or to obtain information; (2) MHS has not refused to permit inspection or to provide information, and although the statute allows two business days to reply to a request, MHS responded to Heist's last request in one day; and (3) given the adoption of the budget for fiscal year 2021-2022, Heist's pending requests for corporate information can no longer be said to be reasonably related to his duties as a member of the Board.

In support of the foregoing facts, the School submits the affidavit of MHS Secretary, Vice President and General Counsel, Andrew C. Clark, together with redacted exhibits, and the accompanying brief. MHS requests oral argument pursuant to Dauphin County Local Rule 211.

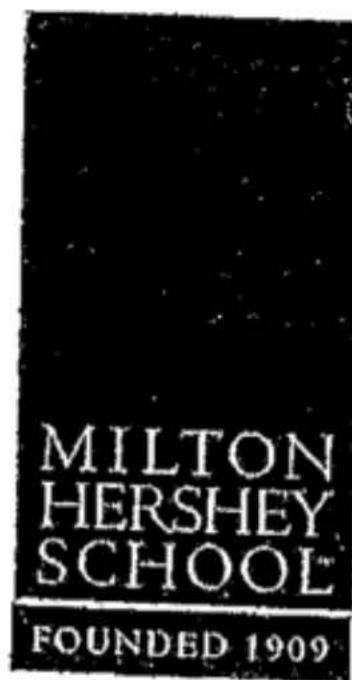
Respectfully submitted,



Thomas A. Leonard, Esq. (Pa. ID 14781)
Walter W. Cohen, Esq. (Pa. ID 12097)
Obermayer Rebmann Maxwell & Hippel
LLP
Counsel for Respondent

DATE: June 30, 2021

EXHIBIT 1



Memorandum

To: Maria T. Kraus, Chair, Audit Committee

From: Andrew C. Clark, Vice President, Legal Affairs & General Counsel
David C. Miller, Sr. Director, Risk Management

Date: July 8, 2020

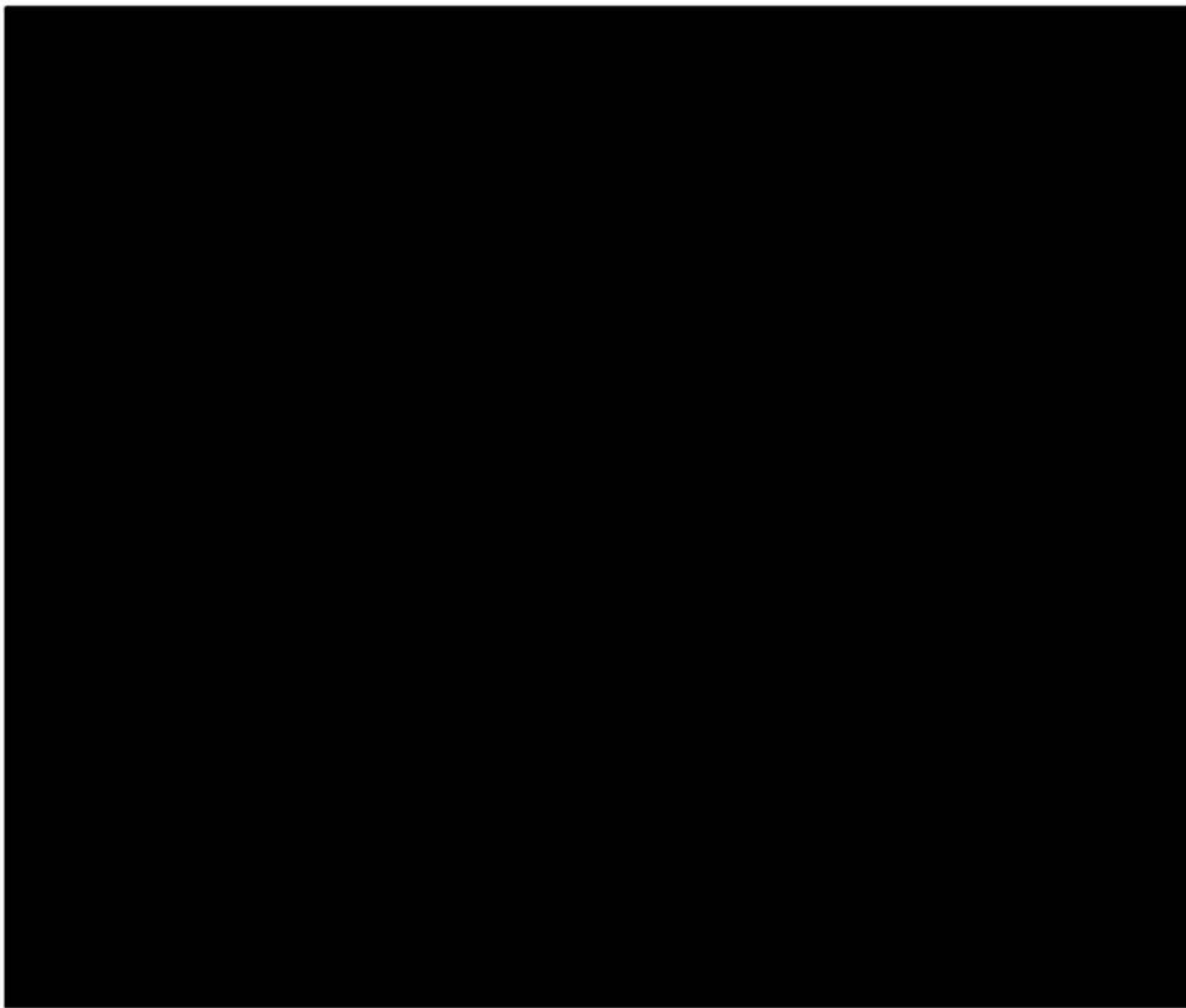
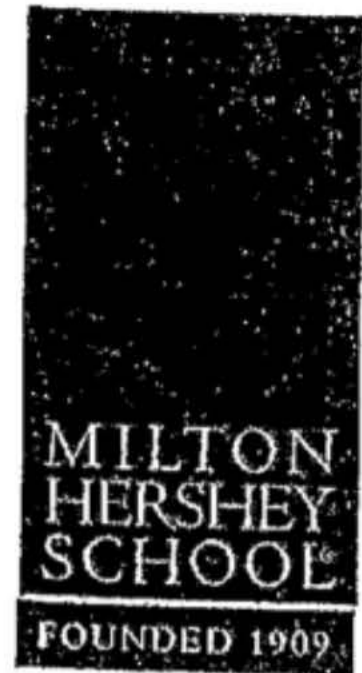


EXHIBIT 2

PRIVILEGED & CONFIDENTIAL



Memorandum

To: Maria T. Kraus, Chair, Audit Committee

From: Andrew C. Clark, Vice President, Legal Affairs & General Counsel
David C. Miller, Sr. Director, Risk Management

Date: August 14, 2020

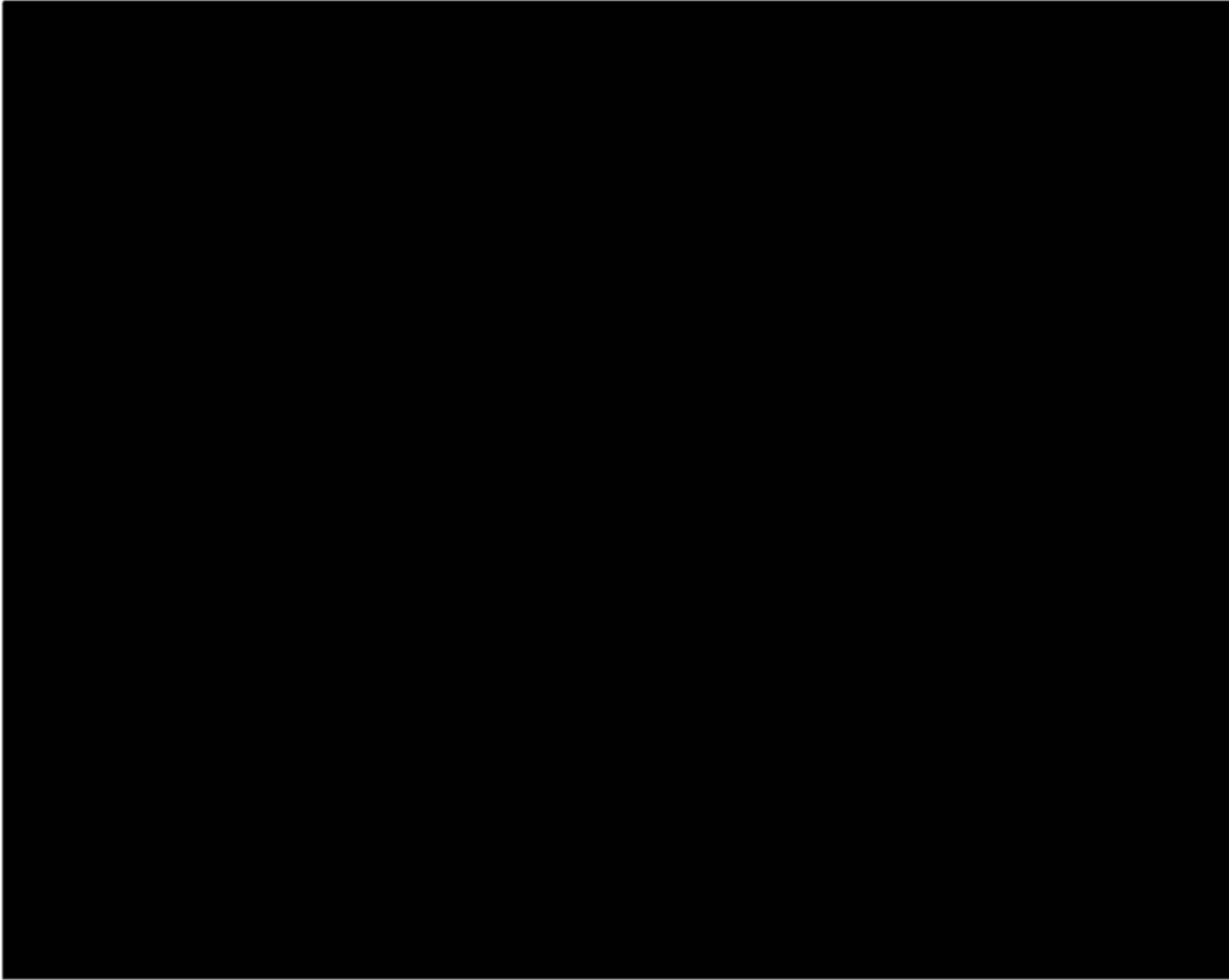


EXHIBIT 3

REDACTED PAGE 1. PAGE 2 OMITTED FOR BREVITY
SEE FOOTNOTE 1 IN ACCOMPANYING MOTION

From: Clark, Andrew

Sent: Wednesday, November 25, 2020 5:48 PM

To: Robert C. Helst <[REDACTED]>

Cc: Miller, David C <[REDACTED]>

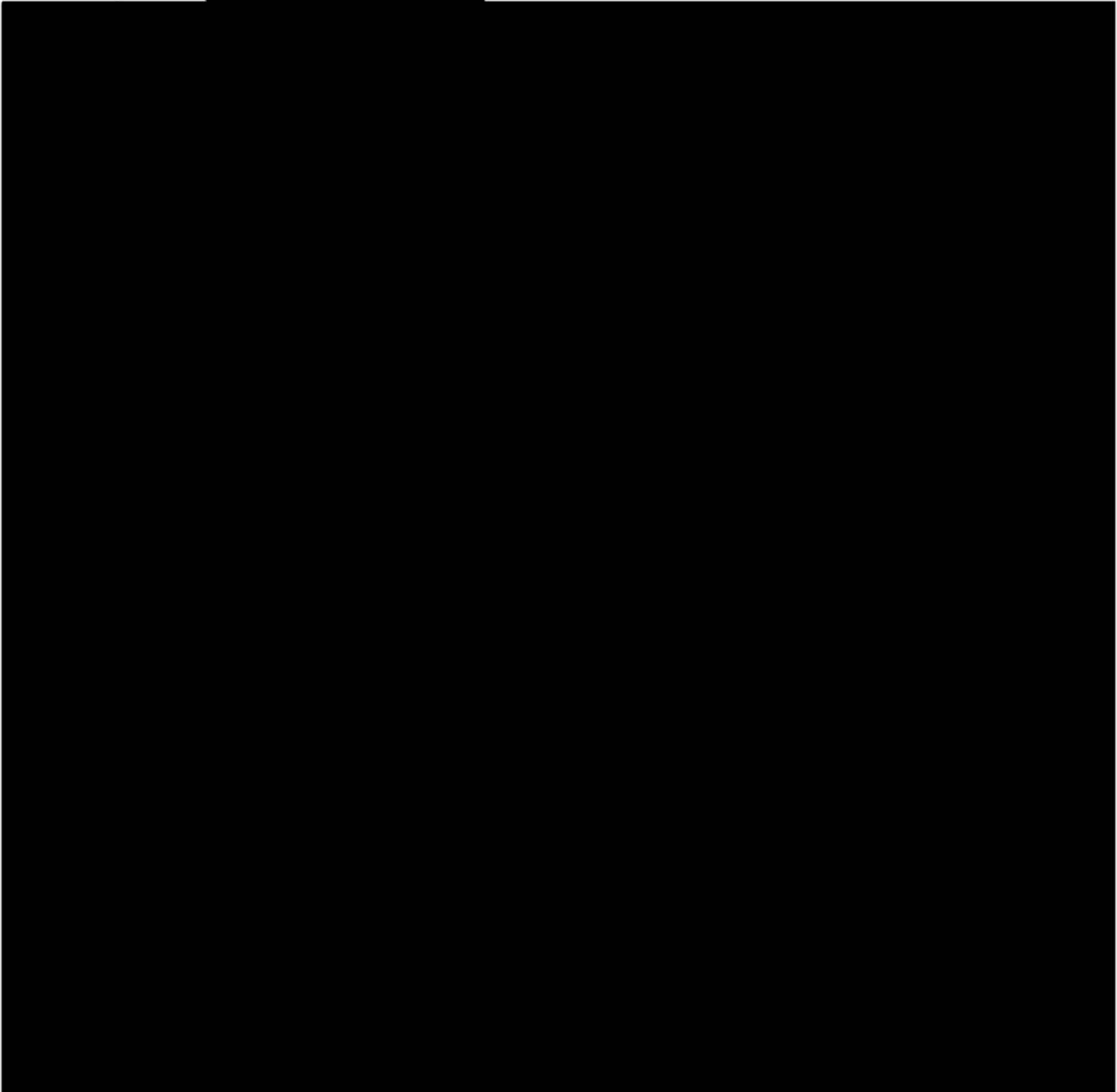


EXHIBIT 4

**REDACTED PAGE 1. PAGES 2-3 OMITTED FOR BREVITY
SEE FOOTNOTE 1 IN ACCOMPANYING MOTION**

From: Robert C. Heist

Sent: Thursday, December 10, 2020 2:50 PM

To: Steve Sparks

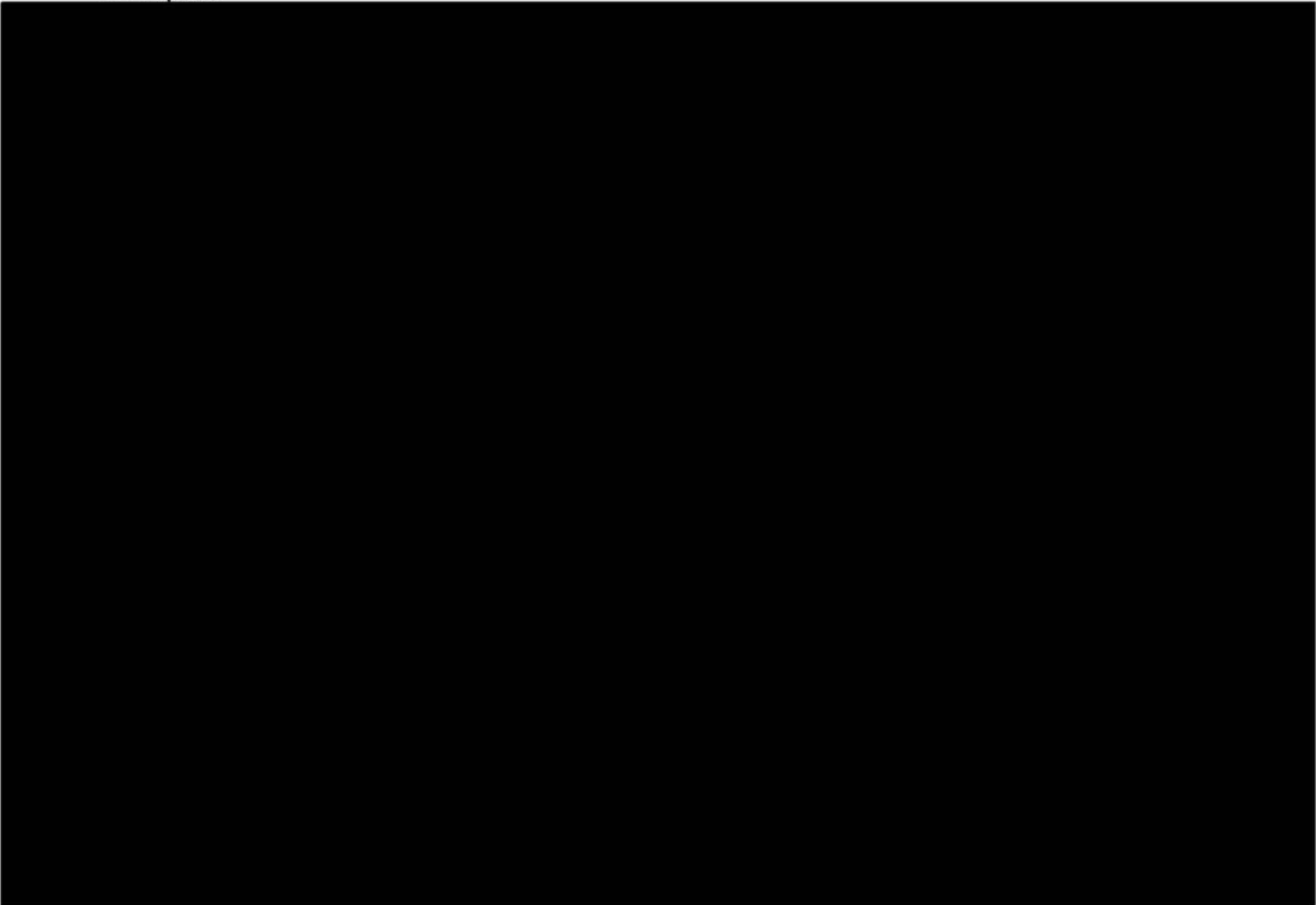


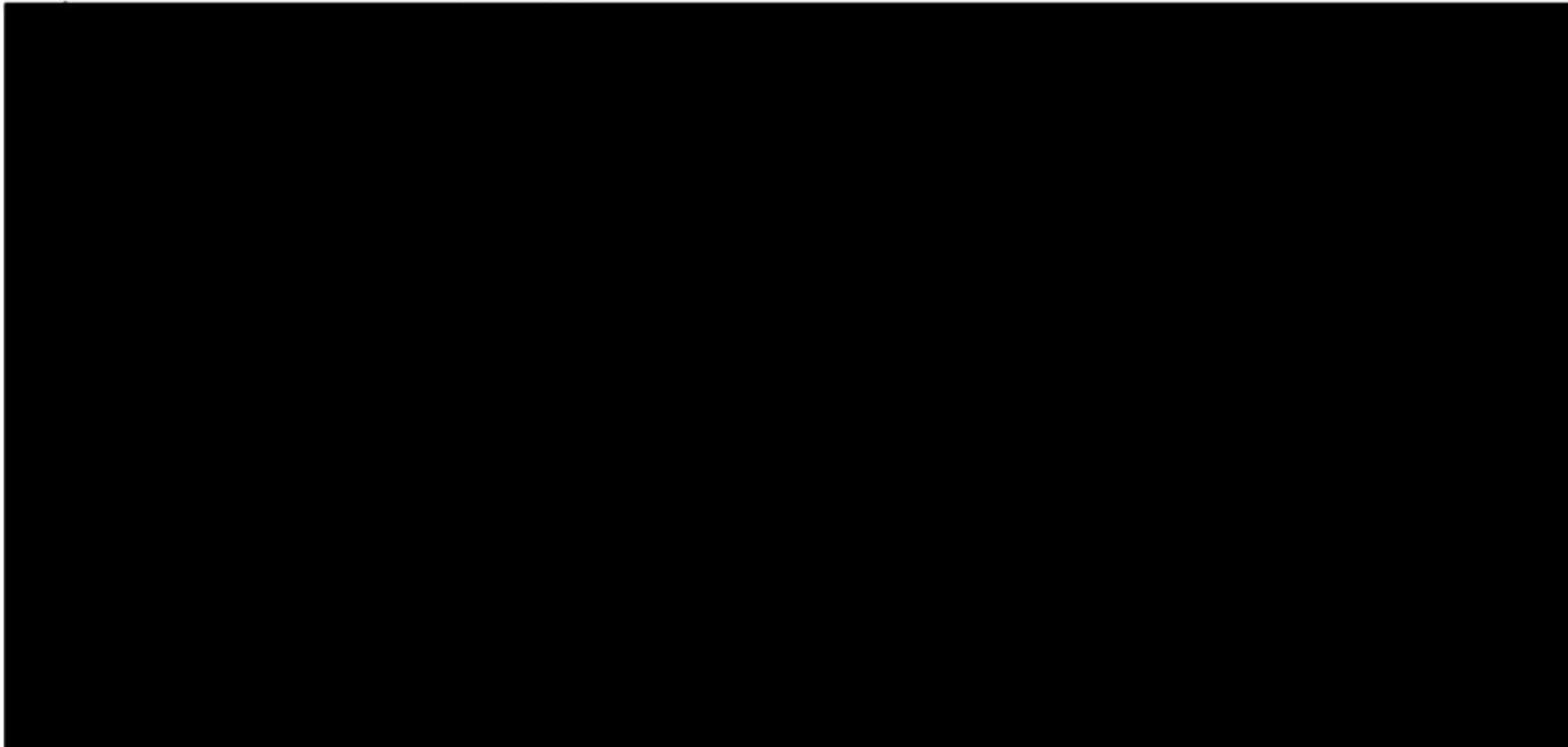
EXHIBIT 5

REDACTED PAGE 1. PAGE 2 OMITTED FOR BREVITY
SEE FOOTNOTE 1 IN ACCOMPANYING MOTION

From: Robert C. Heist

Sent: Tuesday, January 5, 2021 5:23 PM

To: Steve Sparks [REDACTED]



Robert C. Heist
Hershey Trust Co.
100 Mansion Road
Hershey, PA 17033



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EXHIBIT 6

From: Robert C. Heist [REDACTED]
Sent: Friday, January 15, 2021 4:55 PM
To: Diane Koken
Cc: Clark, Andrew; Steve Sparks
Subject: 2021 Goals

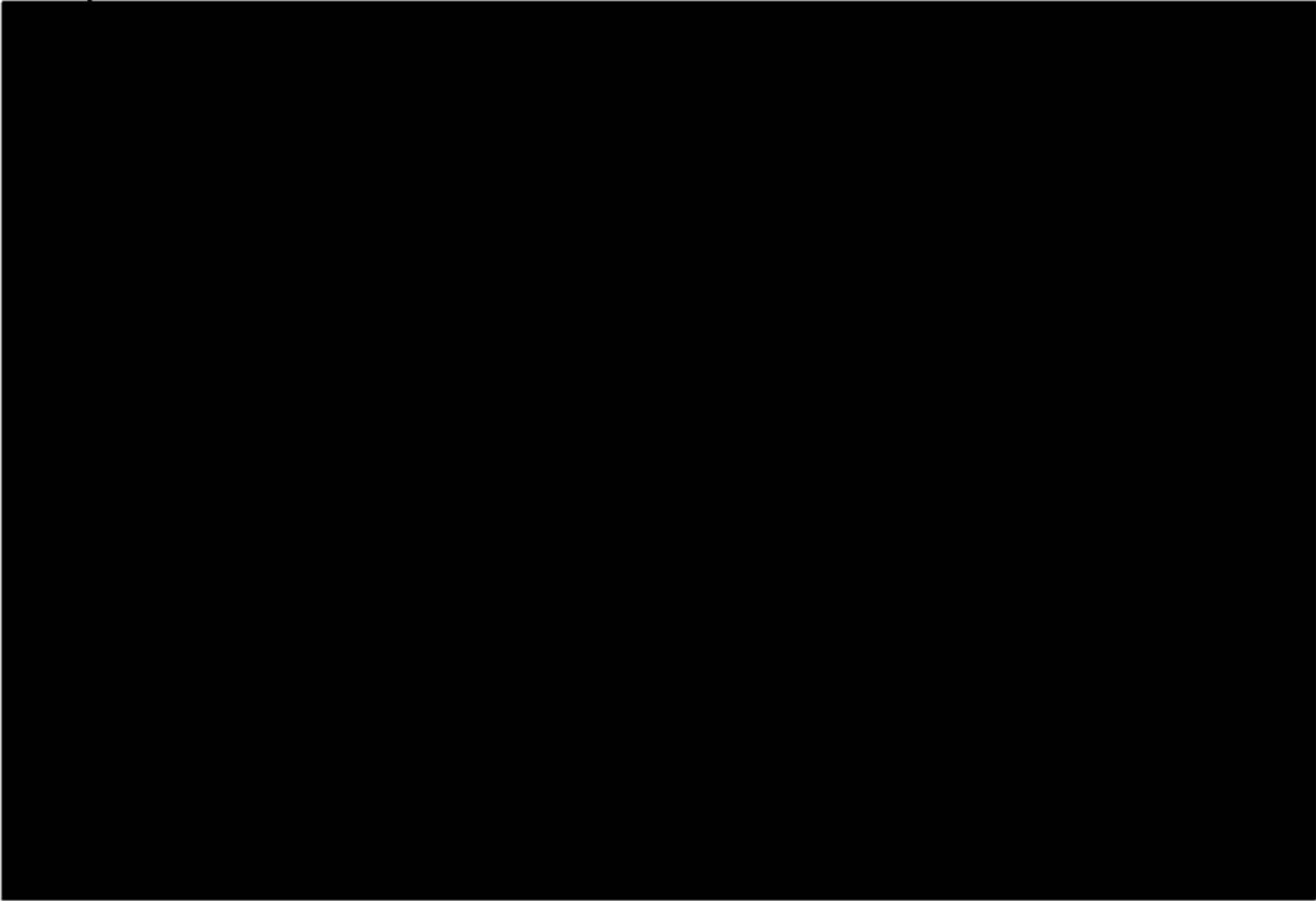


EXHIBIT 7

From: Robert C. Heist [REDACTED]
Sent: Friday, January 22, 2021 5:23 PM
To: Diane Koken
Cc: Clark, Andrew; Steve Sparks
Subject: Director Continuing Request for Information

Follow Up Flag: Follow up
Flag Status: Flagged

CAUTION: This email originated from outside of Milton Hershey School. Do not click links or open attachments unless you recognize the sender and know the content is safe.

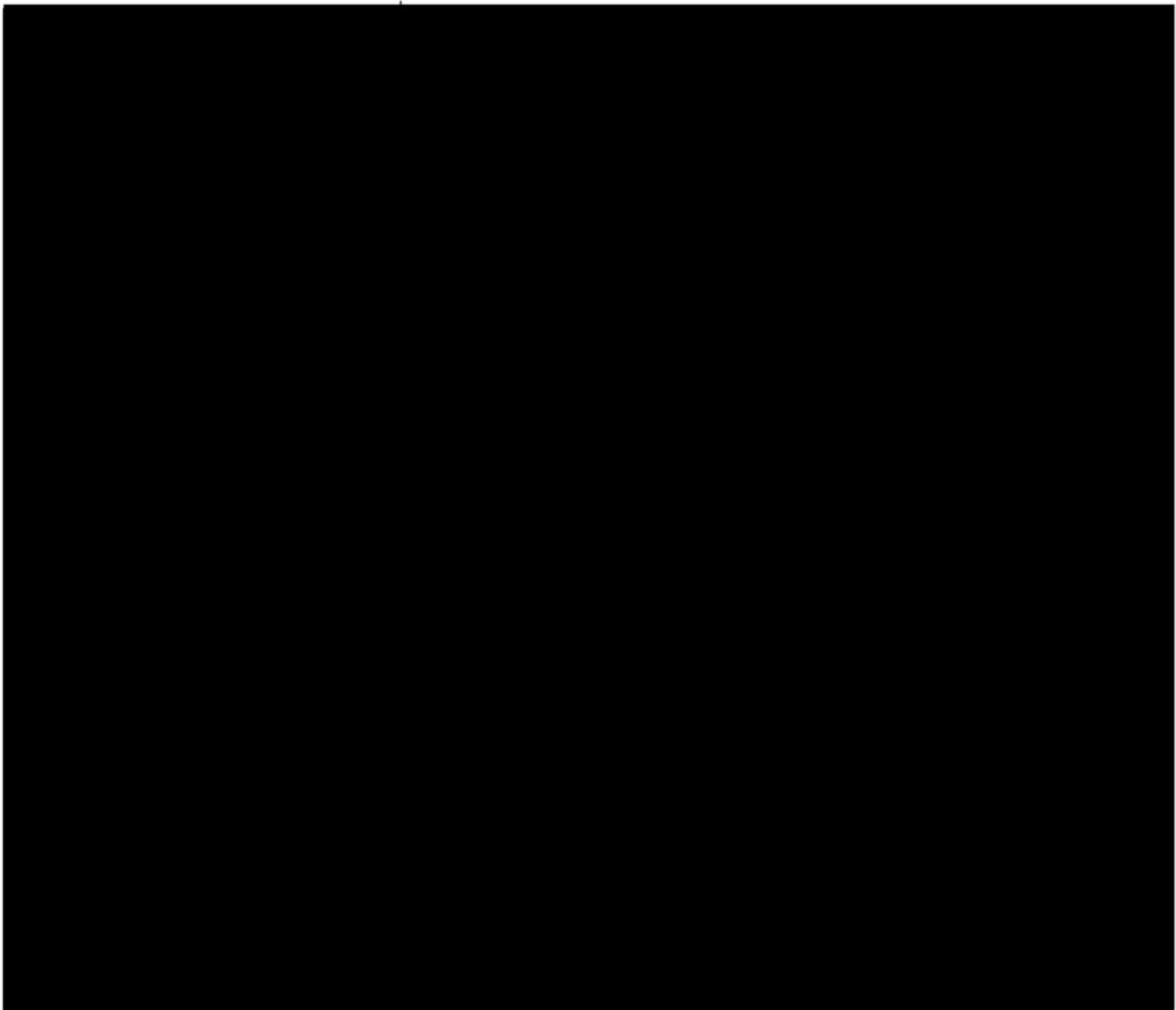


EXHIBIT 8

REDACTED PAGE 1. PAGE 2 OMITTED FOR BREVITY.
SEE FOOTNOTE 1 IN ACCOMPANYING MOTION.

From: Robert C. Heist <[REDACTED]>
Sent: Wednesday, January 27, 2021 11:16 AM
To: Diane Koken
Cc: Clark, Andrew; Steve Sparks
Subject: Continuing Request for Access to Information

Follow Up Flag: Follow up
Flag Status: Flagged

CAUTION: This email originated from outside of Milton Hershey School. Do not click links or open attachments unless you recognize the sender and know the content is safe.

EXHIBIT 9

REDACTED PAGE 1. PAGES 2-4 OMITTED FOR BREVITY.
SEE FOOTNOTE 1 IN ACCOMPANYING MOTION.

From: diane koken <[REDACTED]>
Sent: Friday, January 29, 2021 5:55 PM
To: Robert C. Heist <[REDACTED]>
Cc: Steve Sparks <[REDACTED]>; Clark, Andrew <[REDACTED]>
Subject: Fw: Response to emails of January 15, 22, and 27

CAUTION: This email originated from outside of Milton Hershey School. Do not click links or open attachments unless you recognize the sender and know the content is safe.

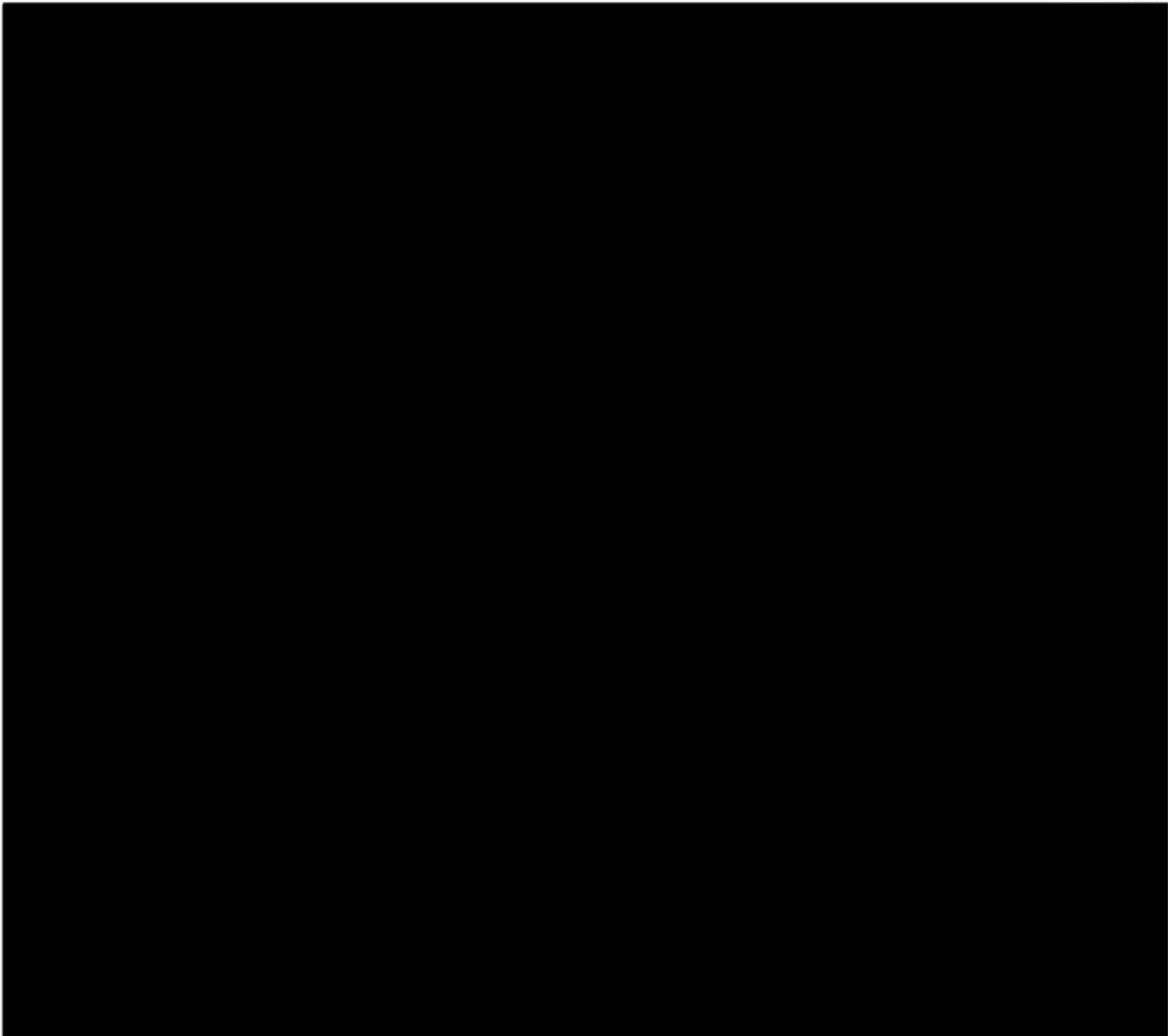


EXHIBIT 10

SEE FOOTNOTE 1 IN ACCOMPANYING MOTION

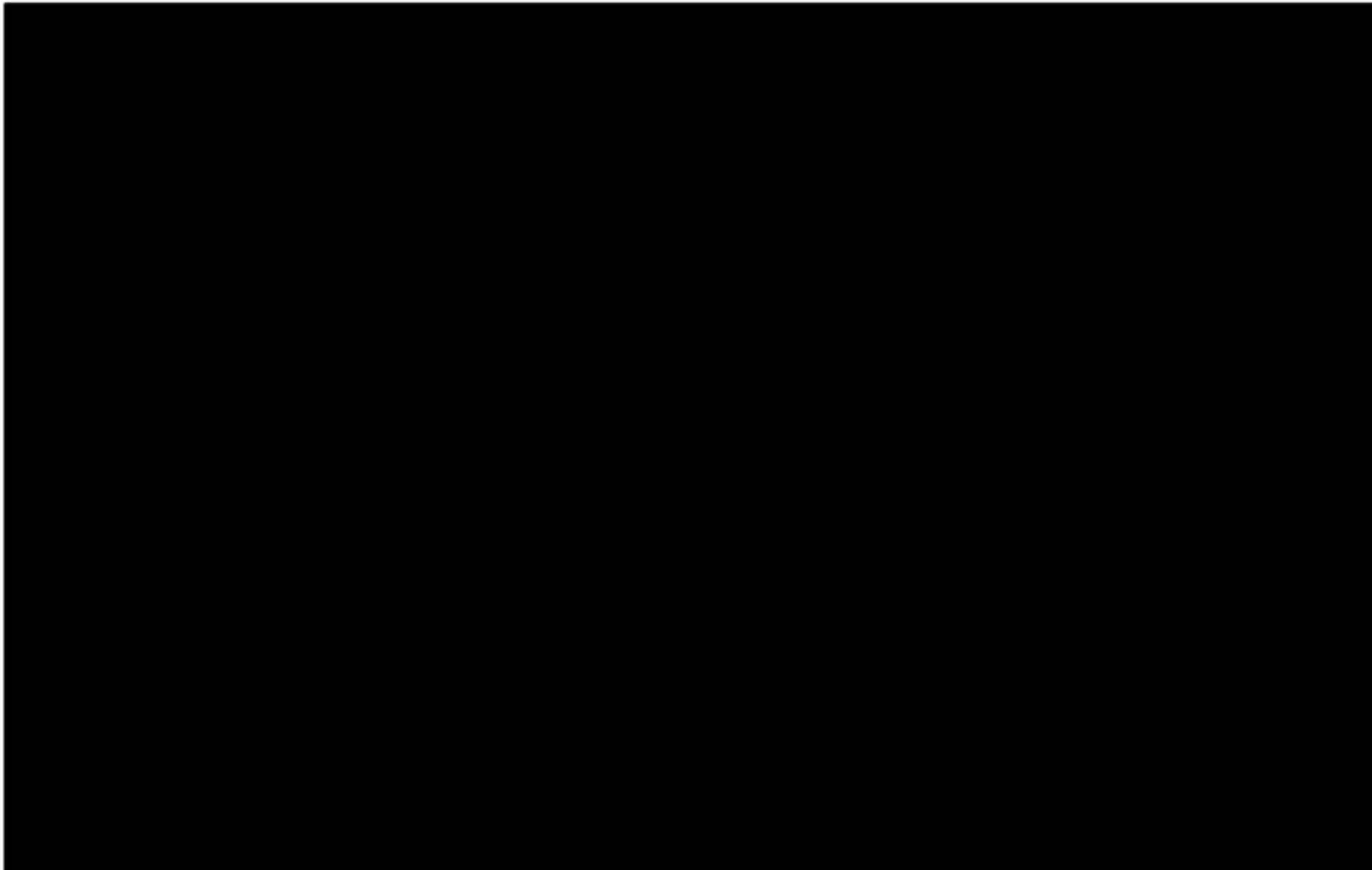
----- Forwarded Message -----

From: Robert C. Heist [REDACTED]

To: Diane Koken [REDACTED]

Sent: Friday, February 5, 2021, 05:51:17 PM EST

Subject: Director Request for Access to Information



Robert C. Heist, Director
Hershey Trust Co.

EXHIBIT 11

REDACTED PAGE 1. PAGES 2-14 OMITTED FOR BREVITY
SEE FOOTNOTE 1 IN ACCOMPANYING MOTION

From: "Robert C. Heist" <[REDACTED]>
Date: March 1, 2021 at 8:39:01 AM EST
To: Diane Koken <[REDACTED]>
Cc: "Bergen, Jan L" <[REDACTED]>, James Brown
<[REDACTED]>, Michela English <[REDACTED]>, Melissa Fullmore
<[REDACTED]>, Daniel Katzir <[REDACTED]>, [REDACTED] Maria Kraus
<[REDACTED]>, Amy Marsh <[REDACTED]>, Cordell Robbin-Coker
<[REDACTED]>, <[REDACTED]>
Subject: Director Access to Information



EXHIBIT 12



TO: Diane Koken

CC: Jan Bergen
James Brown
Michela English
Melissa Fullmore
Dan Katzir
Jim Katzman
Maria Kraus
Amy Marsh
Cordel Robbin-Coker
David Saltzman

FROM: Bob Heist, Manager

DATE: March 2, 2021

SUBJECT: Director Access to Information

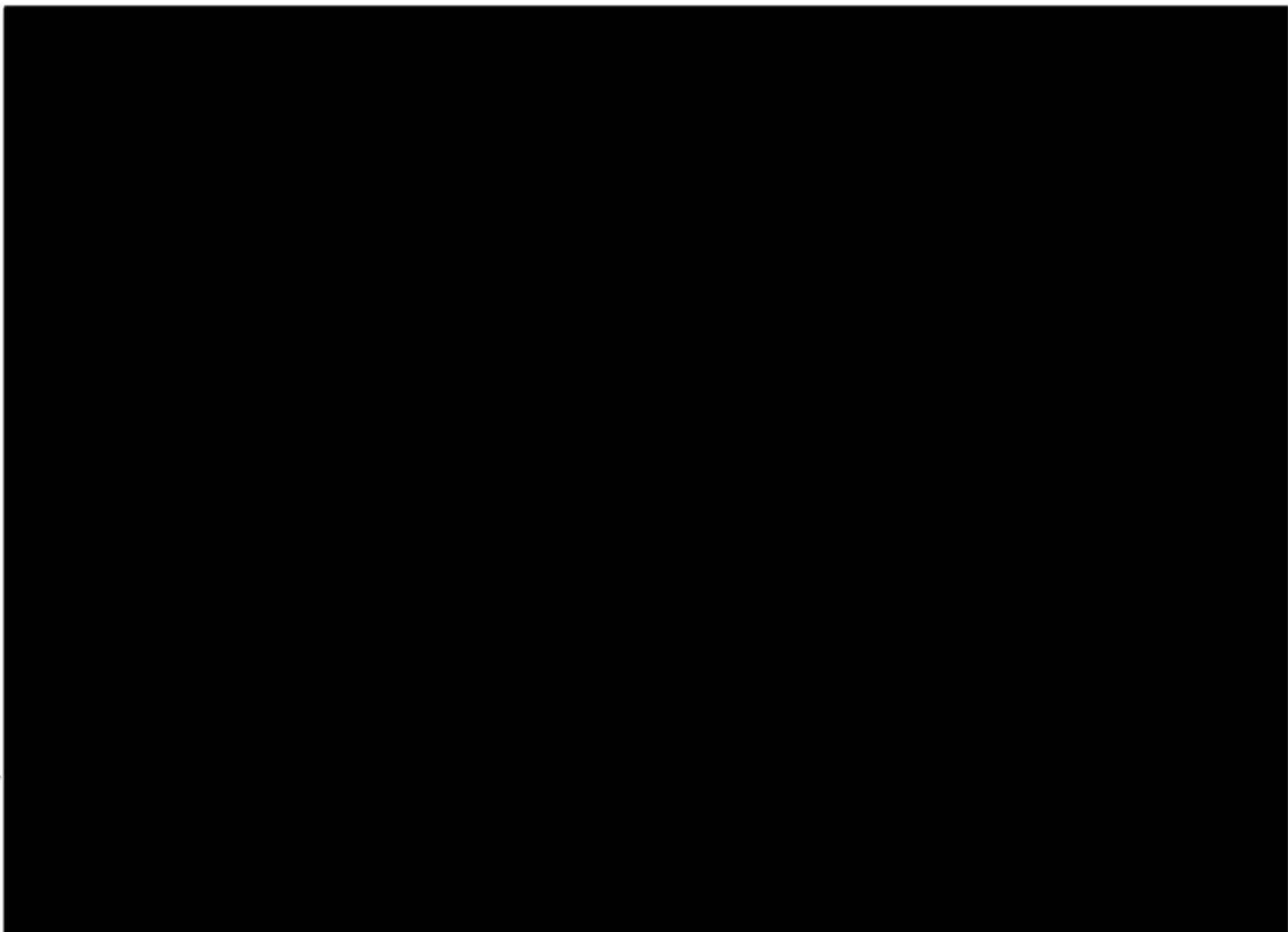


EXHIBIT 13



TO: Bob Heist

CC: Jan Bergen
James Brown
Michela English
Melissa Fullmore
Dan Katzir
Jim Katzman
Maria Kraus
Amy Marsh
Cordel Robbin-Coker
David Saltzman

Pete Gurt
Jan Bratton
Andrew Clark
Steve Sparks

CONFIDENTIAL

FROM: Diane Koken, Chair

DATE: March 3, 2021

SUBJECT: Director Access to Information

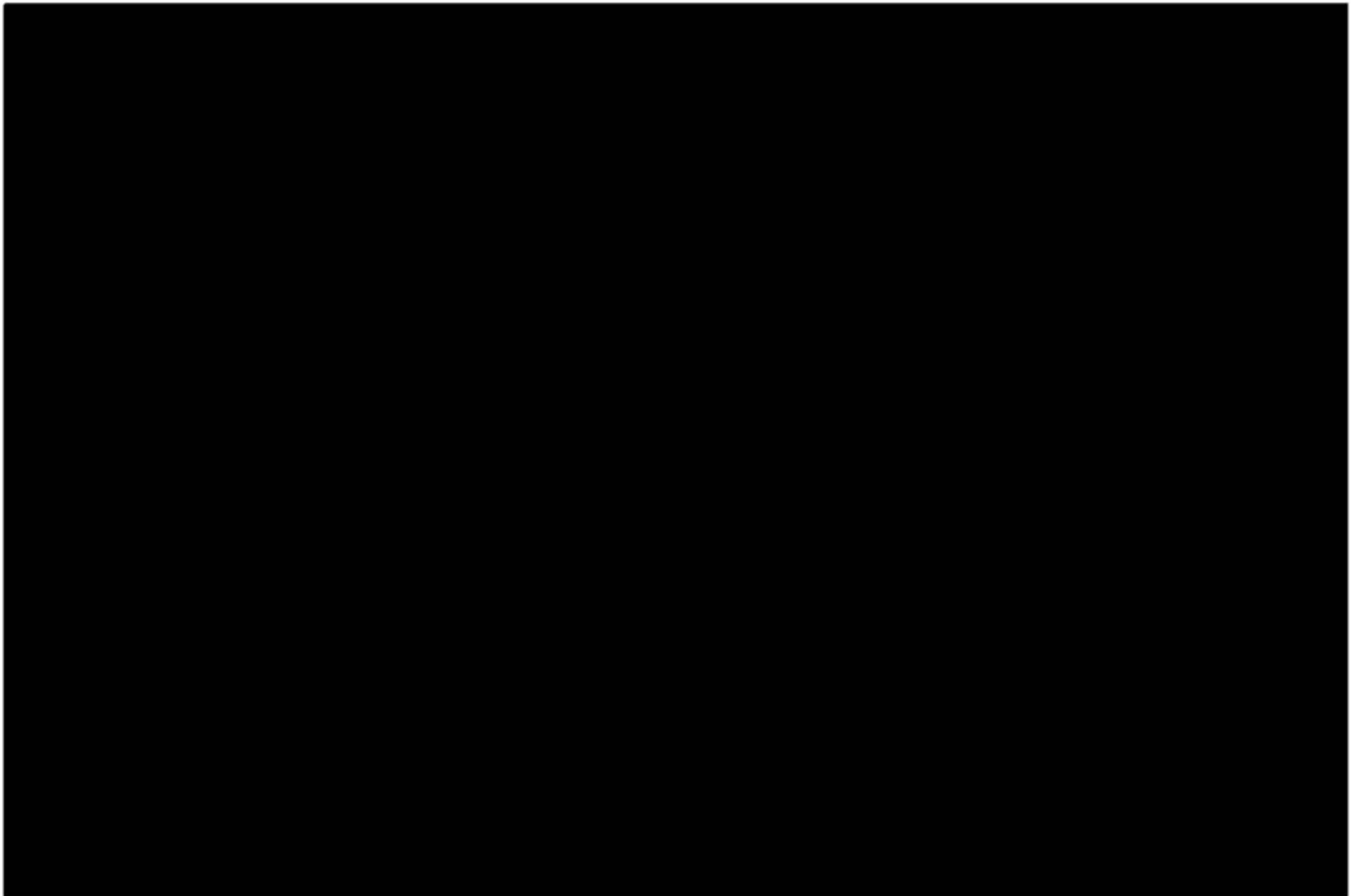


EXHIBIT 14

SEE FOOTNOTE 1 IN ACCOMPANYING MOTION

-----Original Message-----

From: Robert C. Heist <[REDACTED]>

Sent: Thursday, March 4, 2021 7:33 AM

To: Clark, Andrew <[REDACTED]>

Cc: Steve Sparks <[REDACTED]>; M. Diane Koken <[REDACTED]>

Subject: Manager Request for Financial Information

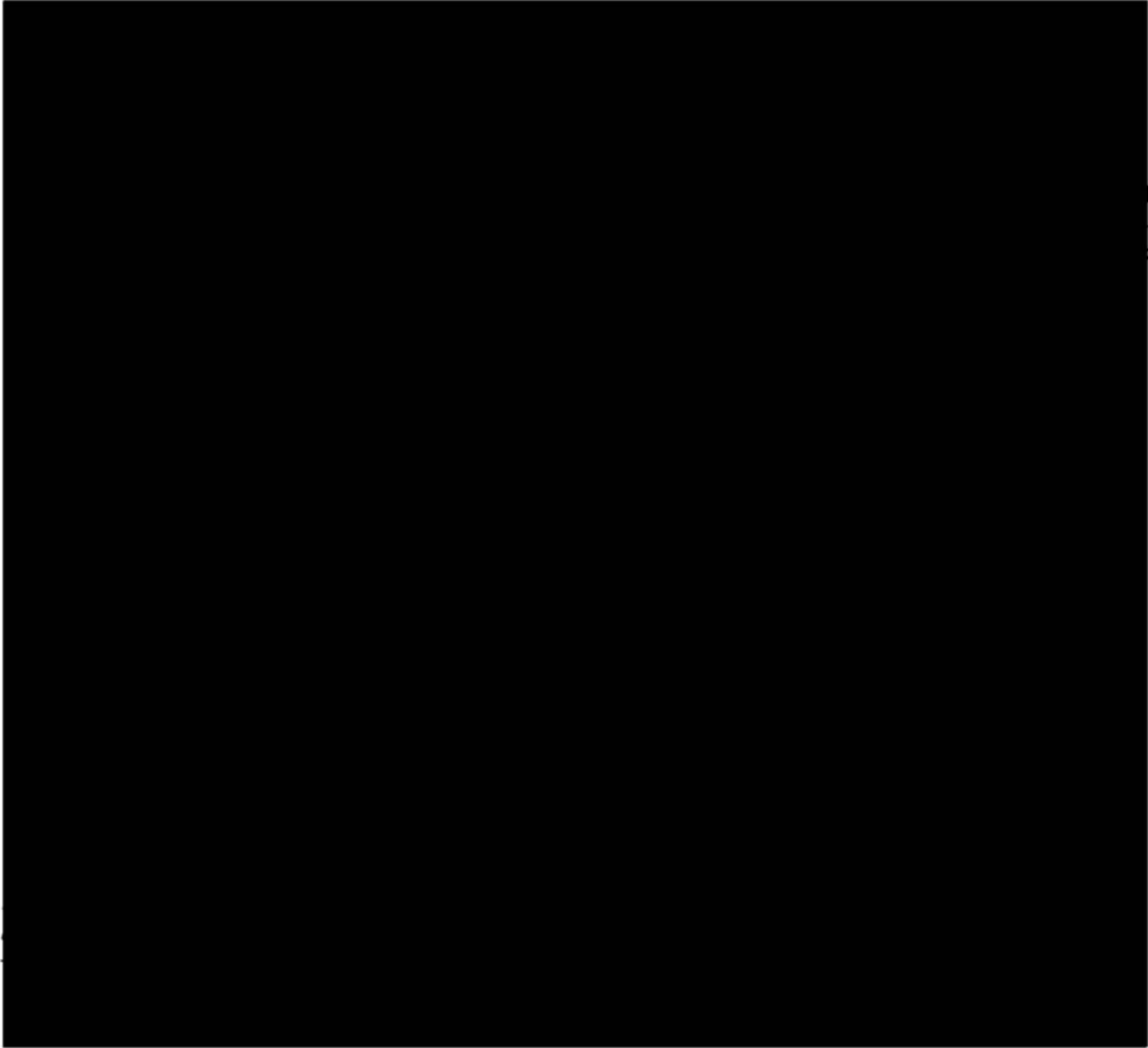


EXHIBIT 15

SEE FOOTNOTE 1 IN ACCOMPANYING MOTION

-----Original Message-----

From: Clark, Andrew

Sent: Thursday, March 4, 2021 6:39 PM

To: Robert C. Heist [REDACTED]

Cc: Steve Sparks <[REDACTED]>; Diane Koken [REDACTED]>

Subject: RE: Manager Request for Financial Information

[REDACTED]

Andrew C. Clark
Vice President, Legal Affairs
& General Counsel
Milton Hershey School
[REDACTED]

EXHIBIT 16

REDACTED PAGE 1. PAGES 2-4 OMITTED FOR BREVITY
SEE FOOTNOTE 1 IN ACCOMPANYING MOTION

From: Eileen Ficaró [REDACTED]
Sent: Monday, March 8, 2021 5:23 PM
To: Adam M. Shienvold [REDACTED]
Cc: Mark A. Fontana [REDACTED]
Subject: [External] RE: Milton Hershey School - Heist Demand for Access to Corporate Information

[REDACTED]

Best regards,

Eileen

Eileen Ficaró
Partner

 **KAUFMAN DOLOWICH VOLUCK**
ATTORNEYS AT LAW

930 Harvest Drive, Suite 460
Blue Bell, PA 19422

Direct: [REDACTED]
Cell: [REDACTED]

EXHIBIT 17
VOLUMINOUS LEDGER
PRINT OUTS
SEE FOOTNOTE 1 IN
THE ACCOMPANYING
MOTION

EXHIBIT 18

SEE FOOTNOTE 1 IN ACCOMPANYING MOTION

MILTON HERSHEY SCHOOL
BOARD OF MANAGERS

RESOLUTION

March 17, 2021

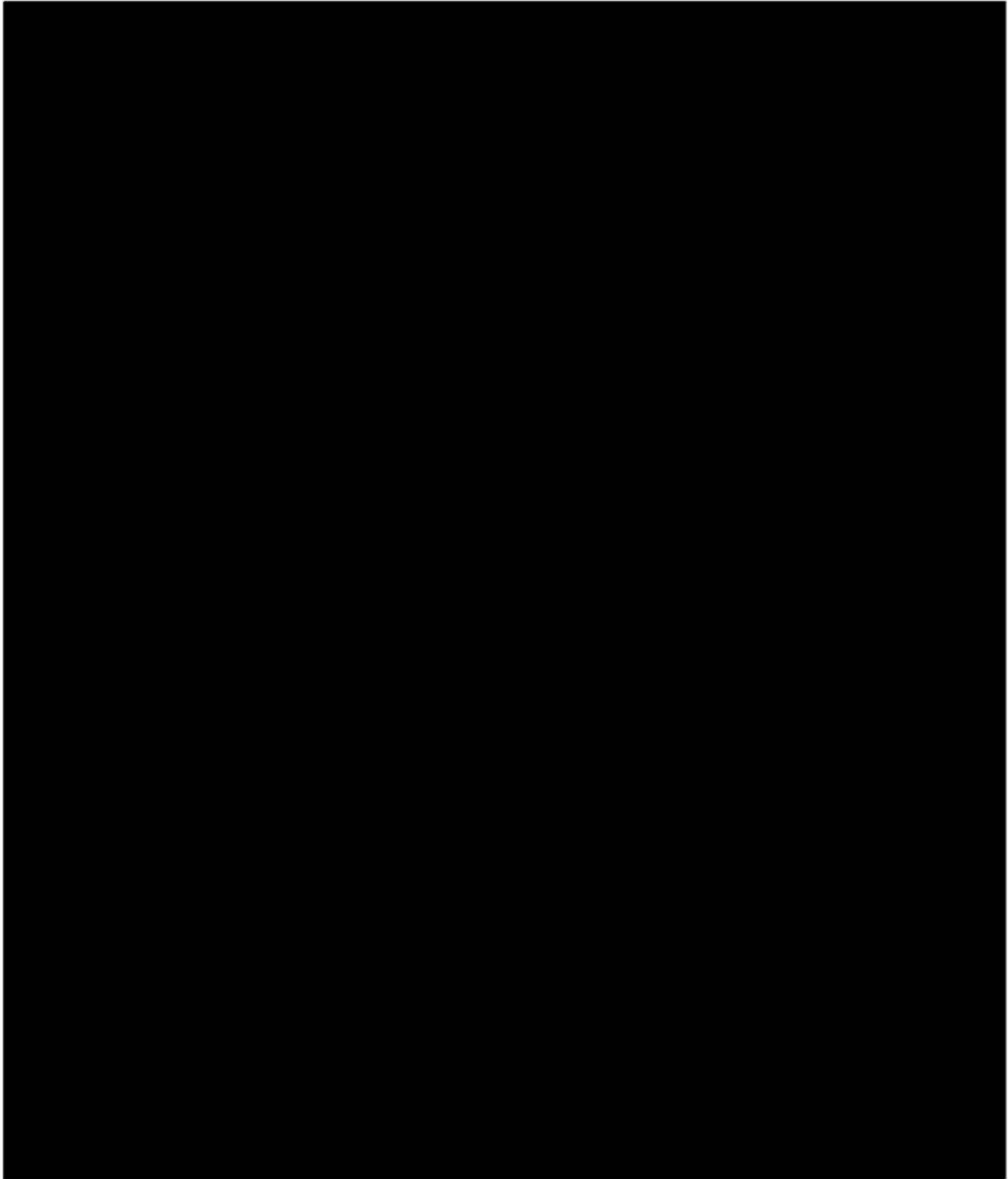


EXHIBIT 19



KAUFMAN DOLOWICH VOLUCK
ATTORNEYS AT LAW

Eileen Monaghan Ficaro, Esquire
Partner

Kaufman Dolowich & Voluck, LLP

Four Penn Center
1600 JFK Blvd., Suite 1030
Philadelphia, PA 19103

Telephone: [REDACTED]
Facsimile: 215.405.2973

kdvlaw.com

March 24, 2021

VIA ELECTRONIC MAIL

Adam M. Shienvold, Esquire
ECKERT SEAMANS CHERIN & MELLOTT, LLC
213 Market Street
8th Floor
Harrisburg, PA 17101

EXHIBIT 20

SEE FOOTNOTE 1 IN ACCOMPANYING MOTION

From: Adam M. Shienvold
Sent: Thursday, March 25, 2021 4:49 PM
To: 'Eileen Ficaro' [REDACTED]
Cc: Mark A. Fontana [REDACTED]
Subject: RE: Robert Heist - Demand for Access to Corporate Information

[REDACTED]

Thank you,

Adam

From: Eileen Ficaro [REDACTED]
Sent: Wednesday, March 24, 2021 2:03 PM
To: Adam M. Shienvold [REDACTED]
Subject: [External] Robert Heist - Demand for Access to Corporate Information

Adam

[REDACTED]

Best regards,

Eileen

Eileen Ficaro
Partner

 **KAUFMAN DOLOWICH VOLUCK**
ATTORNEYS AT LAW

930 Harvest Drive, Suite 460
Blue Bell, PA 19422

Direct: [REDACTED]
Cell: [REDACTED]
Main: 215-461-1100
Fax: 215-461-1300
Email: [REDACTED]

WWW.KDVLAW.COM

EXHIBIT 21

From: "Robert C. Heist" [REDACTED]
Date: April 2, 2021 at 6:44:13 PM EDT
To: diane koken [REDACTED]
Cc: Steve Sparks [REDACTED]
Subject: Re: Request

Diane,

[REDACTED]

[REDACTED]

Robert C. Heist, Director
Hershey Trust Co.
100 Mansion Road
Hershey, PA 17033

[REDACTED]