



FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

October 27, 2023

VIA E-MAIL

Nancy Victory
DLA Piper LLP
500 8th Street, NW
Washington, DC 20004
nancy.victory@dlapiper.com
Counsel for T-Mobile US, Inc.

Re: Application of Ka'ena Corporation and T-Mobile US, Inc. for Consent to Transfer Control of Mint Mobile LLC. and UVNV, Inc.'s International Section 214 Authorization (GN Docket No. 23-171)

Dear Ms. Victory:

On April 6, 2023, Ka'ena Corporation (Ka'ena) and T-Mobile US, Inc. (T-Mobile) filed applications for consent to transfer control of international 214 authorizations held by Mint Mobile LLC. (Mint Mobile) and UVNV, Inc. (UVNV)¹ from Ka'ena to T-Mobile. UVNV is a wholly owned subsidiary of Ka'ena and Ka'ena holds a majority (53%) and controlling interest in Mint Mobile.² On May 22, 2023, the Commission established a pleading cycle for the proposed transaction.³

For the Commission to complete its review of the Applications and make the necessary public interest findings under section 214 of the Communications Act,⁴ we require additional information, documents, and clarification of certain matters discussed in the Applications and of other information provided to the Commission. If necessary, we will follow up with additional requests for information.

Accordingly, pursuant to section 214 of the Act, we request that you provide written responses and supporting documentation for each request set forth in the attached General Information Request and, where appropriate, amend the Applications to reflect such responses. Each response or document should clearly indicate the specific question or request to which it responds, as specified in the attached instructions. We would appreciate receiving your response to each inquiry no later than November 29, 2023.

¹ ICFS File Nos. ITC-T/C-20230406-00043 (Mint Mobile Application) and ITC-T/C-20230406-00044 (UVNV Application) (together, Applications). On May 1, 2023, Ka'ena and T-Mobile filed supplemental ownership information. Letter from Nancy Victory, DLA Piper, to Marlene H. Dortch, FCC, ICFS File No. ITC-T/C-20230406-00043 (dated May 1 2023) (Mint Mobile Supplement); Letter from Nancy Victory, DLA Piper, to Marlene H. Dortch, FCC, ICFS File No. ITC-T/C-20230406-00044 (dated May 1 2023) (UVNV Supplement).

² Mint Mobile Application at 2, 14; UVNV Application at 2, 14.

³ *Applications Filed for the Transfer of Control of Mint Mobile, LLC and UVNV, Inc. (D/B/A Ultra Mobile) to T-Mobile US, Inc.*, GN Docket No. 23-171, Public Notice, DA-23-429, at 1 (May 22, 2023).

⁴ 47 U.S.C. § 214.

Your responses should be filed in GN Docket No. 23-171, using the Commission's Electronic Comment Filing System (ECFS) or directly with Marlene H. Dortch, Secretary, Federal Communications Commission, as appropriate. The Secretary's Office should receive one copy. In addition, one copy should be delivered, as directed by Commission staff, to Susannah Larson, at Susannah.Larson@fcc.gov; and Judith Dempsey, at Judith.Dempsey@fcc.gov.

If you have any questions regarding this matter, please contact Susannah Larson at (202) 418-1883 or Judith Dempsey at (202) 418-1861.

Sincerely,

Kate Matraves
Deputy Chief for Economics
Office of Economics and Analytics

Barbara Esbin
Deputy Bureau Chief
Wireless Telecommunications Bureau

Denise Coca
Chief
Telecommunications and Analysis Division
Office of International Affairs

Attachment

General Information Request for T-Mobile US, Inc.

GN Docket No. 23-171

October 27, 2023

1. Provide a current organization chart and personnel directory for T-Mobile as a whole and with regard to each of T-Mobile's divisions or reporting areas involved in any activity relating to the questions contained in this Information Request.

2. Provide all presentations to management committees, executive committees, boards of directors, investors, investor analysts, and industry analysts concerning the Proposed Transaction.

3. Provide full and complete copies of the merger and unit purchase agreement and any side or letter agreements or other related agreements (and all amendments and attachments thereto) that the Applicants have entered into that relate to the Proposed Transaction.

4. The Applicants claim that post-transaction, T-Mobile plans to "supercharge the Mint and Ultra brands." The Applicants assert that as a result of the Proposed Transaction, "the brands, which are complementary to T-Mobile's current prepaid service offerings, will be able to grow faster and reach more consumers across the United States with high-quality plans at accessible prices." The Applicants further claim that the transaction "will allow T-Mobile to offer new brands that appeal to distinct customer segments and through which the company can better compete for value customers." (Applications Attachment 1 at 6)

a. Describe in detail and quantify the claimed transaction-specific public interest benefits of the Proposed Transaction, such as the benefits asserted above.

b. For each claimed post-transaction benefit identified, state the steps that T-Mobile anticipates taking to achieve the benefit and the estimated time and costs required to achieve such benefit.

c. List and identify: (1) the relevant product category, including, but not limited to, feature mobile device, smartphone, and mobile hotspot devices, for all device offerings to which Mint Mobile and Ultra Mobile subscribers currently do not have access to that will become available as a result of the Proposed Transaction; and (2) any devices to which Mint Mobile and Ultra Mobile subscribers will no longer have access to post-transaction.

d. Provide documents sufficient to support your response to this question.

5. Discuss in detail all of T-Mobile's current and anticipated future plans regarding the Mint Mobile and Ultra Mobile distribution networks, including, but not limited to, the extent to which Mint Mobile and Ultra Mobile plans and devices would be available at third-party locations, such as Walmart. Explain in detail whether Mint Mobile and Ultra Mobile plans and devices will be offered in T-Mobile's stores post-transaction.

6. In T-Mobile's recent quarterly reports filed with the Securities and Exchange Commission (SEC), the company reported data security breaches and cyberattacks. Identify, without regard to whether it has already been disclosed to the Commission and/or the SEC, each breach, including, but not limited to, breaches of third-party vendors, contractors, joint-venture partners, or other third parties to whom T-Mobile disclosed customer information, since November 2019 that affected 5,000 or more T-Mobile customers and describe in detail:

a. the number of customers affected;

b. the type of customer personal information, including, but not limited to, customer proprietary network information (CPNI) involved in the breach;

c. the duration of time from when the breach was initiated to when the breach was discovered;

d. the duration of time from when the breach was discovered to when the breach was remediated;

e. the nature of the vulnerability exploited in the breach (e.g., did the breach involve human error, the exploitation of point-of-sale systems, the stealing of devices with privileged access, or the co-opting of employees as insiders?);

f. how T-Mobile resolved and remediated the breach; and

g. what measures, if any, T-Mobile took to mitigate the harm or risk of harm to individuals affected by the breach.

h. Provide documents sufficient to support your response to this question.

7. Explain in detail whether T-Mobile has been investigated, sued, and/or fined by a U.S. governmental agency (whether federal, state, or local), or entered into any agreement with any governmental agency, regarding its privacy and data security practices over the last four years. If so, describe in detail any such investigations, suits, fines, settlements, and agreements. Provide documents sufficient to support your response to this question.

8. Provide all plans, analyses, and reports relating to any due diligence conducted by T-Mobile with respect to the privacy and data security compliance and operations of Ka'ena Corporation

and of Ka'ena Corporation's third-party vendors, contractors, joint-venture partners, and other third-parties to whom they disclose information, including any due diligence related to past incidents (including breaches) at Ka'ena Corporation, and Ka'ena Corporation's compliance with the Commission's privacy and data security requirements, including, but not limited to, section 222 of the Communications Act of 1934, amended, 47 U.S.C. § 222, and sections 64.2001–64.2011 of the Commission's rules, 47 CFR §§ 64.2001-2011.

9. Provide all plans, analyses, and reports relating to the anticipated integration of Ka'ena Corporation, which includes but is not limited to Mint Mobile and Ultra Mobile, with T-Mobile, relating to customer integration, privacy, and/or data security.

- a. Explain in detail the options that T-Mobile provides to its customers regarding the collection, use, processing, and disclosure of their personal information, including, but not limited to, their CPNI. Describe in detail how and when such options are disclosed to customers and include whether those options are provided on an opt-in or opt-out basis.
- b. Explain in detail whether the personal information, including, but not limited to, CPNI, of Ka'ena Corporation's customers will be subject to any new or materially different collections, uses, processing, storage, maintenance, and/or disclosures as a result of the Proposed Transaction. In addition, explain in detail whether and how T-Mobile intends to notify those customers of, and obtain their consent for, any such new or materially different actions.
- c. Provide documents sufficient to support your response to this question.

Definitions

In this Information Request, the following terms shall have the following meanings (such meanings to be equally applicable to both the singular and plural forms of the terms defined):

1. The terms “Company” or “T-Mobile” means T-Mobile US, Inc., its domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships, and joint ventures, and all directors, officers, employees, agents, and representatives of the foregoing. The terms “parent,” “subsidiary,” “affiliate,” and “joint venture” refer to any person in which there is partial (10 percent or more) or total ownership or control between the company and any other person.
2. The term “Ka’ena Corporation” means its domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships, and joint ventures (including, but not limited to, Mint Mobile, LLC and UVNV, Inc.), and all directors, officers, employees, agents, and representatives of the foregoing. Ka’ena Corporation, through its subsidiaries, Mint Mobile, LLC and UVNV, Inc., operates the two brands, Mint Mobile and Ultra Mobile. The terms “parent,” “subsidiary,” “affiliate,” and “joint venture” refer to any person in which there is partial (10 percent or more) or total ownership or control between the company and any other person.
3. The term “Mint Mobile” means Mint Mobile, LLC, its domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships, and joint ventures, and all directors, officers, employees, agents, and representatives of the foregoing. Mint Mobile is operated by Mint Mobile, LLC, which is a subsidiary of Ka’ena Corporation. The terms “parent,” “subsidiary,” “affiliate,” and “joint venture” refer to any person in which there is partial (10 percent or more) or total ownership or control between the company and any other person.
4. The term “Ultra Mobile” means its domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships, and joint ventures, and all directors, officers, employees, agents, and representatives of the foregoing. Ultra Mobile is operated by UVNV, Inc., which is a subsidiary of Ka’ena Corporation. The terms “parent,” “subsidiary,” “affiliate,” and “joint venture” refer to any person in which there is partial (10 percent or more) or total ownership or control between the company and any other person.
5. The term “UVNV” means UVNV Inc., its domestic and foreign parents, predecessors, divisions, subsidiaries, affiliates, partnerships, and joint ventures, and all directors, officers, employees, agents, and representatives of the foregoing. UVNV, Inc. is a wholly owned subsidiary of Ka’ena Corporation and operates Ultra Mobile and the Plum brand. The terms “parent,” “subsidiary,” “affiliate,” and “joint venture” refer to any person in which there is partial (10 percent or more) or total ownership or control between the company and any other person.
6. The term “5G-NR” means 5th generation technology.
7. The terms “and” and “or” have both conjunctive and disjunctive meanings.
8. The word “any” shall be construed to include the word “all,” and the word “all” shall be construed to include the word “any.” The word “each” shall be construed to include the word “every,” and the word “every” shall be construed to include the word “each.” All words used in the singular should be construed to include the plural, and all words used in the plural should be construed to include the singular.
9. The term “Applicants” means T-Mobile and Ka’ena Corporation, collectively.
10. The term “Applications” means the Application for Consent to Transfer Control of International Section 214 Authorization submitted to the Commission by T-Mobile, Mint Mobile, and UVNV on May 1, 2023. The ICFS file numbers for these applications are ITC-T/C-20230406-00043 (Mint Mobile Application) and ITC-T/C-20230406-00044 (UVNV Application).
11. The term “breach” means the loss of control, compromise, unauthorized disclosure, unauthorized acquisition, or any similar occurrence where a person other than an authorized user accessed or potentially accesses customer data (including CPNI, personally identifiable information, or other proprietary information), or an unauthorized user accessed customer data (including CPNI, personally identifiable information, or other proprietary information) for an other than authorized purpose.
12. The term “CMA” means Cellular Market Area.
13. The term “competitor” includes any partnership, corporation (including a business trust), joint stock company, trust, unincorporated association, joint venture, limited liability company, or other entity providing any actual or potential competition in any relevant area for any relevant product.
14. The term “CPNI” shall have the meaning set forth at 47 U.S.C. § 222(h) of the Communications Act.
15. The term “discussing” when used to refer to documents means analyzing, constituting, summarizing, reporting on, considering, recommending, setting forth, or describing a subject. Documents that contain reports, studies, forecasts, analyses, plans, proposals, evaluations, recommendations, directives, procedures, policies, or guidelines regarding a subject should be treated as documents that

discuss the subject. However, documents that merely mention or refer to a subject without further elaboration should not be treated as documents that discuss that subject.

16. The term “documents” means all computer files and written, recorded, and graphic materials of every kind in the possession, custody, or control of the Company. The term “documents” includes without limitation drafts of documents, copies of documents that are not identical duplicates of the originals, and copies of documents the originals of which are not in the possession, custody, or control of the Company. The term “documents” includes, without limitation, materials of every kind in the possession, custody, or control of the Company whether created internally or externally. In addition, the term “documents” includes without limitation any amendments, side letters, appendices, or attachments. The term “computer files” includes without limitation information stored in, or accessible through, computer or other information retrieval systems. Thus, the Company should produce documents that exist in machine-readable form, including documents stored in personal computers, portable computers, mobile devices, workstations, minicomputers, mainframes, servers, backup disks and tapes, and archive disks and tapes, and other forms of offline storage, whether on or off the Company’s premises. Electronic mail messages should also be provided, even if only available on backup or archive tapes or disks. Computer files shall be printed and produced in hard copy or produced in machine-readable form (provided that Commission staff determine prior to submission that it would be in a format that allows the Commission to use the computer files), together with instruction and all other materials necessary to use or interpret the data. Unless otherwise specified, the term “documents” excludes bills of lading, invoices, purchase orders, customs declarations, and other similar documents of a purely transactional nature and also excludes architectural plans and engineering blueprints. Where more than one identical copy of a requested document exists, the Company shall only submit one representative copy.

17. The term “identify,” when used with reference to a document, means to state the date, author, addressee, type of document (e.g., the types of document, as described above), a brief description of the subject matter, its present or last known location, and its custodian, who must also be identified.

18. The term “incident” means an “occurrence that actually or potentially jeopardizes the confidentiality, integrity, or availability of an information system or the information the system processes, stores, or transmits or that constitutes a violation or imminent threat of violation of security policies, security procedures, or acceptable use policies.”

19. The term “including” shall be construed as including, but not limited to, and indicates examples for the Applicants to address. The term should not be construed as to limit the response to only those examples listed.

20. The term “LTE” or “LTE-A” means Long-Term Evolution technology or Long-Term Evolution Advanced technology.

21. The term “MB” means megabyte.

22. The term “mobile wireless application,” also referred to as “application software” or “app,” means a computer system that enables one or more functions on a mobile wireless device running a mobile operating system (e.g., Android, iOS).

23. The term “mobile wireless data services” means any data communications service using radio transmission between mobile or fixed stations and a network providing communication of packet data information, including but not limited to, broadband data, video, remote file access, status reporting, facsimile, and internet/intranet access. Mobile wireless data services include non-interconnected Voice over IP but exclude mobile wireless voice and text services, as defined herein.

24. The term “mobile wireless services” includes mobile wireless voice services, mobile wireless text services, mobile wireless data services, and mobile wireless applications.

25. The term “mobile wireless telephone number,” means the 10-digit telephone number assigned to an end-user to access mobile wireless services.

26. The term “mobile wireless text services” means any communications service using radio transmission between mobile or fixed stations and a network providing communication of numeric or alphanumeric messages, such as multi-media messaging, short messaging, and short codes. Mobile wireless text services exclude e-mails.

27. The term “mobile wireless voice services” means interconnected voice communications services provided using radio transmission between mobile or fixed stations on a wireless basis to customers, other than fixed wireless services. Mobile wireless voice services include interconnected Voice over IP and Voice over LTE.

28. The term “MVNO” means mobile virtual network operator.

29. The term “Person” includes the Company, and means any individual, partnership, corporation (including a business trust), joint stock company, trust, unincorporated association, joint venture, limited liability company or other entity, or a government or any political subdivision or agency thereof.

30. The term “plans” means tentative and preliminary proposals, recommendations, or considerations, whether or not finalized or authorized, as well as those that have been adopted.

31. The term “plans, analyses, and reports” means business plans, strategic plans, written policies, budgets, analyses, reports, presentations (including quantitative presentations), and similar documents, including all appendixes and attachments thereto, prepared for, presented to, reviewed by, discussed by, or considered by the Company’s board of directors or the Company’s executive management, or any member thereof. The term “plans, analyses, and reports” includes without limitation copies of plans, analyses, and reports that are not identical duplicates of the originals, and copies of plans, analyses, and reports, the originals of which are not in the possession, custody, or control of the Company, but does not include drafts of plans, analyses, and reports, but only the final version or the latest draft if the final version does not exist or is not in the possession, custody, or control of the Company.

32. The term “Proposed Transaction” means the proposed transfer of control of Mint Mobile and UVNV, which each hold an international section 214 authorization, to T-Mobile, as detailed in the Applications.

33. The term “Relevant Area” means, and information must be provided separately for: (a) each Cellular Market Area; (b) the United States; and (c) the Commonwealth of Puerto Rico.

34. The term “Relevant Product” means (and information must be provided separately for, any of the mobile wireless services and using any of the following formats: LTE, VoLTE, 5G):

- smartphones: wireless handset devices, with advanced computing capability and connectivity sufficient to run complete mobile operating system software (e.g., Apple, Android) to support all mobile wireless services, including broadband data and video applications as well as voice, photographic cinematic, and audio-visual media player services (including books, periodicals, movies, music, games);
- tablet PCs (includes netbook PCs): portable devices with touch screen and/or a QWERTY keyboard input, and advanced computing capability and connectivity sufficient to run complete operating system software (e.g., Apple, Android, Windows) to support broadband data and video applications as well as photographic, cinematic, and audio-visual media player services (including books, periodicals, movies, music, games);
- e-readers: portable personal computing devices with a display size of 6" to 10" typically, with advanced computing capability and connectivity sufficient to enable users to shop for, purchase, download, and display text, designed primarily for the purpose of reading books, newspapers, and periodicals;
- “air cards” (also referred to as “laptop cards”): portable wireless modems that enable personal computing devices to connect to a mobile wireless network in order to support and deliver voice, data, and video services;
- mobile hotspots devices: network routing devices that enable portable, Wi-Fi enabled handset and personal computing devices to connect to a mobile wireless network in order to support and deliver voice, data, and video services; and
- other mobile wireless devices not listed above. Describe the other devices included in this category.

35. The term “Relevant Service” means (and information must be provided separately for, any of the services identified below, and bundles of such services, and using any of the following formats: LTE, VoLTE, 5G):

- mobile wireless voice services;
- mobile wireless text services;
- mobile wireless data services; and
- mobile wireless applications.

36. The term “subsidiary” as to any Person means any corporation, partnership, joint venture, limited liability company, or other entity of which shares of stock or other ownership interests having ordinary voting power to elect a majority of the board of directors or other managers of such corporation, partnership, joint venture, limited liability company, or other entity are at the time owned, or the management of which is otherwise controlled, directly or indirectly, through one or more intermediaries, or both, by such Person.

37. The term “VoLTE” means Voice over Long-Term Evolution technology.

38. “United States” or “U.S.” means the United States, its possessions, territories, and outlying areas.

Instructions

1. Unless otherwise specified, all requests cover the period from October 27, 2021, through the date of this Request. Where information is required, provide it separately for each year unless otherwise directed in this Request.
2. The specific requests made herein are continuing in nature. The Company is required to produce in the future any and all documents and information that are responsive to the requests made herein but not initially produced at the time, date, and place specified herein. In this regard, the Company must supplement its responses (a) if the Company learns that, in some material respect, the documents and information initially disclosed were incomplete or incorrect or (b) if additional responsive documents or information are acquired by or become known to the Company after the initial production. The requirement to update the record will continue until the Commission's decision regarding the Transaction is no longer subject to reconsideration by the Commission or to review by any court.
3. Submit responses to this Information Request in both paper and electronic form, unless an electronic form is specified (e.g., electronic spreadsheet). Submit responsive documents (including materials containing Highly Confidential or Confidential Information) in electronic form only, unless otherwise specified, as set forth in the Instructions for Submission of Electronic Documents. The Commission does not require the submission of paper copies of these documents at this time, but reserves the right to require their submission at a later time.
4. Where a narrative response is required, identify each document relied upon by the Company in their narrative response.
5. Documents must be uniquely and sequentially numbered across the entire production.
6. Contact Commission staff to discuss an acceptable format for the submission of all documents and data.
7. Each requested document shall be submitted in its entirety, even if only a portion of that document is responsive to a request made herein. This means that the document shall not be edited, cut, or expunged, and shall include all appendices, tables, or other attachments, and all other documents referred to in the document or attachments. All written materials necessary to understand any document responsive to these requests shall also be submitted. Provide final versions of each document; however, if a final version does not exist, provide one copy of the latest draft of the document.
8. Those documents written in a language other than English must be translated into English; automated or machine translations are permitted; however, the Commission retains the right to require a non-machine translation. Submit the foreign language document, with the English translation attached thereto.
9. Unless otherwise agreed to by the Commission, requests for the production of documents (and any particular type of document) require the production of all responsive documents in the possession, custody, or control of the Company.
10. For each statement submitted in response to the Information Request, indicate, by number and subsection, the specific request to which it is responsive.
11. For each document submitted in response to the Information Request, identify the Person(s) from whose files the document was retrieved (i.e., the custodian). If any document is not dated, if known, state the date on which it was prepared. If any document does not identify its author(s) or recipient(s), provide, if known, the name(s) of the author(s) or recipient(s) as metadata in accordance with the Instructions for Submission of Electronic Documents. The Company must identify with reasonable specificity all documents provided in response to these Requests. Where more than one identical copy of a requested document exists, the Company may submit only one representative copy, but in all cases all metadata, including without limitation all custodians who possessed identical documents withheld, must be provided in accordance with the provisions of the Instructions for Submission of Electronic Documents.
12. For each question in this Information Request, provide a list of the custodians, based on discussions with Commission staff, who are most likely to have relevant documents, and whose files are to be searched for responsive documents.
13. If search terms were used to conduct all or any part of a search conducted in response to this Information Request, provide a list of search terms used, along with a glossary of industry and company terminology, including project code words. In addition, describe the search methodologies and the applications used to execute the search.
14. Any documents that are withheld in whole or in part from production based on a claim of privilege shall be assigned document control numbers (with unique consecutive numbers for each page of each document). For any page of any document that the Company has designated to be withheld as entirely privileged, the Company shall submit a substitute, placeholder page that lists only the Document ID of the page that was withheld in its entirety as privileged and a statement indicating that the page has been withheld in its entirety as privileged. For any document withheld as entirely privileged, it is

sufficient to supply one substitute, placeholder page for that document, so long as the range of Document IDs for the entire document is listed on the placeholder page and each Document ID for each page of the document is reflected in metadata. The placeholder pages must be imaged as any other paper record, as described above. For each document withheld as privileged, whether in its entirety or in part, the Company shall code the substitute document submitted as specified in and provide as metadata the information in the attached Metadata Table of Requested Fields.

15. For each Document identified on the Company privilege log:
 - 1) Provide the document control number(s);
 - 2) Identify all authors of the document;
 - 3) Identify all addressees of the document;
 - 4) Identify all recipients of the document or of any copies of the document, to the extent not included among the document's addressees;
 - 5) Provide the date of the document;
 - 6) Provide a description of the subject matter of the document;
 - 7) State the nature or type of the privilege that the Company is asserting for the document (e.g., "attorney-client privilege");
 - 8) Provide the number(s) of the Request to which the document is responsive;
 - 9) Provide the document control number(s) of any attachments to the document, regardless of whether any privilege is being asserted for such attachment(s); and
 - 10) State whether the document has been produced in redacted form, and include the range of Document ID labels for those produced documents.
16. The Company's privilege log shall also conform with all of the following requirements:
 - 1) Provide a separate legend identifying each author, addressee, and recipient identified on the Company's privilege log.
 - 2) Identify on the privilege log, and denote with an asterisk, all attorneys acting in a legal capacity with respect to the withheld document or communication.
 - 3) The description of the subject matter of each document shall describe the nature of the document in a manner that, though not revealing information that is itself privileged, provides sufficiently detailed information to enable the Commission to assess the applicability of the privilege claimed.
 - 4) For each document withheld under a claim that it constitutes or contains attorney work product, also state whether the Company asserts that the document was prepared in anticipation of litigation or for trial and, if so, specify the anticipated litigation or trial upon which the assertion is based.
 - 5) Produce all nonprivileged portions of any responsive document (including nonprivileged or redactable attachments) for which a claim of privilege is asserted, except where the only nonprivileged information in the document has already been produced. Note where any redactions in the document have been made.
 - 6) The privilege log shall be produced in both hardcopy and electronic form, the electronic form of which shall be both searchable and sortable.
 - 7) Documents sent solely between counsel, including in-house counsel acting solely in a legal capacity, and documents authored by the Company's outside counsel that were not directly or indirectly furnished to any third party, such as internal law firm memoranda, may be omitted from the privilege log. However, any attachments to such documents must be included on the privilege log (if a privilege is applicable to such materials), unless such attachments are addressed and sent solely to counsel.