

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF KANSAS**

SHIRLEY WILLIAMS, et al.,

Plaintiffs,

v.

Case No. 03-2200-JWL-DJW

SPRINT/UNITED MANAGEMENT CO.,

Defendant.

**MEMORANDUM AND ORDER**

Pending before the Court is Plaintiffs' Second Motion to Declare Invalid Defendant Sprint's Assertions of Privilege where Legal Counsel Was Not Involved (doc. 3595). For the reasons stated below, Plaintiffs' Motion will be granted in part and denied in part.

**I. Relevant Procedural Background**

On or about August 25, 2005, Defendant provided to Plaintiffs an updated privilege log. At the September 1, 2005 status conference, Plaintiffs submitted to the Court a document entitled "List of Documents Withheld by Defendant Despite No Involvement of Legal Department or Counsel" (the "List"). The List identifies 426 documents in Defendant's August 25, 2005 privilege log that were withheld from production "despite the fact that the log itself shows there to have been no involvement of Sprint legal department or counsel." For these reasons, Plaintiffs requested that Defendant's assertion of any privilege be overruled with regard to these documents.

The Court ultimately construed Plaintiffs' "List" as a Motion to Compel (doc. 3203) and ordered Defendant to submit a pleading explaining "the basis upon which it is claiming attorney-client privilege for those documents identified in any privilege log where no attorney is listed." Defendant submitted the pleading as directed and, in conjunction with this pleading,

submitted a paper copy of the August 25, 2005 privilege log to the Court.

After the Motion to Compel was fully briefed, the Court requested Defendant submit a copy of Defendant's August 25, 2005 privilege log in electronic format.<sup>1</sup> On January 25, 2006, a legal assistant for the law firm representing Defendant sent two privilege logs to the Court's law clerk as attachments to an e-mail.<sup>2</sup> The first attachment was designated by Defendant as the "8/12/05 Privilege Log" and consisted of a 133-page privilege log entitled "Williams vs. Sprint Privilege Log for 8/12/2005 Production." The second attachment was designated by Defendant as the "KC Privilege log" and consisted of a 288-page privilege log entitled "Sprint/Williams Collective Action Amended and Supplemental Privilege Log." Notably, the electronic privilege logs included many entries not included in the August 25, 2005 paper privilege log previously submitted.

On February 1, 2006, the Court issued a Memorandum and Order (doc. 3549) finding that

- Defendant successfully met its burden to establish attorney-client privilege protection for a portion of the 426 entries in the August 25, 2005 privilege log and included on the List; but
- Defendant failed to establish the elements required to invoke the attorney-client privilege for the balance of the 426 entries in the August 25, 2005 privilege log and included on the List.

On February 16, 2006, approximately two weeks after the Court issued its Memorandum and Order, Plaintiffs filed a "Second Motion to Declare Invalid Defendant Sprint's Assertions of Privilege where Legal Counsel Was Not Involved." This second motion is purportedly based on new entries included within the "8/12/2005 Privilege Log" and "KC Privilege Log" that were not included in the privilege log dated August 25, 2005. Specifically, Plaintiffs seek the following relief in

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<sup>1</sup>Transcript of January 19, 2006 Status conference (doc. 3546-2 at p. 86).

<sup>2</sup>See Appendix 1 for a copy of this e-mail.

conjunction with this Motion<sup>3</sup>:

- Declare no privilege exists and compel Defendant to produce the 661 documents listed by bates number in Exhibits 1 and 2 to Plaintiffs' Motion; and
- Compel Defendant to produce 165 documents that Defendant acknowledges are not privileged but instead claims are not responsive to any request.

Defendant opposes this motion on substantive grounds as well as for Plaintiffs' alleged failure to confer before filing the Motion. The Court will address the duty to confer before addressing the parties' substantive arguments.

## **II. Duty to Confer**

As a preliminary matter, Defendant asks the Court to deny Plaintiffs' Motion to Compel based on Plaintiffs' alleged noncompliance with their duty to confer. Defendant claims that Plaintiffs' efforts to resolve this dispute fail to meet the requirements of federal and local rule, as well as specific directives from the Court.

Federal Rule of Civil Procedure 37 requires the movant to make a good faith attempt to resolve the discovery dispute before filing a motion to compel discovery responses. The motion to compel must include a certification of the effort to resolve the dispute.<sup>4</sup> In conjunction with Fed. R. Civ. P. 37, District of Kansas Rule 37.2 provides:

The court will not entertain any motion to resolve a discovery dispute pursuant to Fed.R.Civ.P. 26 through 37 . . . unless counsel for the moving party has conferred or made reasonable efforts to confer with opposing counsel concerning the matter in

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<sup>3</sup>Plaintiffs also sought to compel Defendant to provide privilege log entries showing the bases for withholding 113 documents previously withheld and then produced on January 24, 2006 and nine (9) documents previously withheld and now produced with redactions, Plaintiffs, however, recently advised the Court that they are withdrawing those two requests. *See* Plaintiffs' Supplemental Reply (doc. 4582).

<sup>4</sup>Fed. R. Civ. P. 37.

dispute prior to the filing of the motion. A “reasonable effort to confer” . . . requires that the parties in good faith converse, confer, compare views, consult and deliberate, or in good faith attempt to do so.<sup>5</sup>

The purpose of the local rule is to encourage the parties to satisfactorily resolve their discovery disputes prior to resorting to judicial intervention.<sup>6</sup> Meet and confer requirements are not satisfied “by requesting or demanding compliance with the requests for discovery.”<sup>7</sup> The parties must determine precisely what the requesting party is actually seeking; what responsive documents or information the discovering party is reasonably capable of producing; and what specific, genuine objections or other issues, if any, cannot be resolved without judicial intervention.<sup>8</sup>

The Court has reviewed the parties arguments regarding Defendant’s allegation that Plaintiffs have failed to meet their duty to confer. For the reasons stated in Plaintiffs’ Reply Brief,<sup>9</sup> the Court finds that Plaintiffs have satisfied their meet and confer obligations required by D. Kan. Rule 37.2 and Federal Rule of Civil Procedure 37.

### **III. Discussion**

#### **A. Plaintiffs’ Request for the Court to Declare No Privilege Exists and Compel Defendant to Produce the 661 Documents Listed by Bates Number in Exhibits 1 and 2 to Plaintiffs’ Motion**

Plaintiffs request the Court compel Defendant to produce 511 documents identified in Defendant’s “8/12/2005 Privilege Log” and 150 documents identified in Defendant’s “KC Privilege

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<sup>5</sup>D. Kan. Rule 37.2 (2006).

<sup>6</sup>*Cotracom Commodity Trading Co. v. Seaboard Corp.*, 189 F.R.D. 456, 459 (D. Kan.1999).

<sup>7</sup>*Id.*

<sup>8</sup>*Id.*

<sup>9</sup>Plaintiffs’ Reply Memorandum (doc. 3743) at pp. 1-5.

Log.” In support of this request, Plaintiffs assert Defendant fails to provide sufficient information in the privilege log to establish the elements required to invoke the attorney-client privilege or the work product doctrine for the referenced documents.

Given the sheer quantity of the privilege log entries at issue here, the Court finds it necessary for purposes of this discussion to group the privilege log documents at issue into the following eight (8) discrete categories:

1. Documents listed by bates number in Plaintiffs’ Exhibits 1 and 2 but not included within the “8/12/2005 Privilege Log” or the “KC Privilege Log”;
2. Documents listed in Exhibit 2 by page number and date only;
3. Documents described as consisting of, or transmitting, adverse impact analyses;
4. Documents described as “legal” in nature;
5. Documents described as pertaining to WARN;
6. Documents designated as “from” or “to” a Sprint attorney or Legal Assistant;
7. Documents described as related to “litigation”; and
8. Remaining Documents.

**1. Documents listed by bates number in Plaintiffs’ Exhibits 1 and 2 but not included within the “8/12/2005 Privilege Log” or the “KC Privilege Log”**

Plaintiffs’ Motion states that privilege log entries for the 661 documents they seek are listed by bates number in Exhibits 1 and 2 and can be found in either the “8/12/2005 Privilege Log” or the “KC Privilege Log.” Plaintiffs state in their Motion that “[b]ecause Judge Waxse already has these two lengthy privilege logs in electronic format as e-mailed to him by Defendant, Plaintiffs are not attaching the logs to this Motion.”<sup>10</sup> Plaintiffs specifically note that the logs were e-mailed to the

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<sup>10</sup>Plaintiffs’ Motion to Compel (doc. 3595) at p.5, fn 2.

Court on January 25, 2006.<sup>11</sup>

Plaintiffs are correct. A legal assistant for the law firm representing Defendant sent two privilege logs to the Court's law clerk as attachments to an e-mail dated January 25, 2006.<sup>12</sup> The first attachment was designated by Defendant as the "8/12/05 Privilege Log" and consisted of a 133-page privilege log entitled "Williams vs. Sprint Privilege Log for 8/12/2005 Production." The second attachment was designated by Defendant as the "KC Privilege log" and consisted of a 288-page privilege log entitled "Sprint/Williams Collective Action Amended and Supplemental Privilege Log."

To that end, there are literally thousands of documents listed in the two electronic privilege logs sent to the Court by e-mail on January 25, 2006. Due to the overwhelming number of disputed privilege log entries in Plaintiffs' Motion, this Court extracted the 661 privilege log entries listed by bates number in Exhibits 1 and 2 to create a Privilege Log consisting of only those bates numbers at issue in Plaintiffs' Motion ("Extracted Privilege Log").<sup>13</sup>

In compiling the Extracted Privilege Log, it came to the Court's attention that there are 176 documents listed by bates numbers in Exhibits 1 and 2 that are not included in either the "8/12/2005 Privilege Log" or the "KC Privilege log" electronically sent to the Court on January 25, 2006. The Court identifies these 176 documents by bates number in Appendix 3 to this Memorandum and Order. Because these documents cannot be found within the privilege log provided to the Court in conjunction with this Motion, the Court is not in a position to determine whether Defendant has

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<sup>11</sup>*Id.* at p.4.

<sup>12</sup>A copy of this e-mail is attached to this Memorandum and Order as Appendix 1.

<sup>13</sup>The Extracted Privilege Logs are attached to this Memorandum and Order as Appendix 2.

provided sufficient information to establish the elements required to invoke the attorney-client privilege or the work product doctrine for the referenced documents. Accordingly, Plaintiffs' Motion will be denied with respect to these 176 documents.

**2. Documents Listed in Exhibit 2 by Page Number and Date Only**

Fifty-one (51) of the 150 documents listed by Plaintiffs in Exhibit 2 to their Motion are not identified by bates number, but instead are identified by the page number of the privilege log and the date of the document. In attempting to extract these fifty-one (51) privilege log entries from the 288-page "KC Privilege Log," the Court discovered that many of the page numbers designated by Plaintiffs include multiple entries for documents bearing the specific date identified by Plaintiffs. Given these circumstances, it is impossible for the Court to determine which of the entries Plaintiffs intended to be at issue in their Motion. Because the Court is unable to determine which privilege log entries are at issue, the Court is not in a position to determine whether Defendant has provided sufficient information to establish the elements required to invoke the attorney-client privilege or the work product doctrine for the referenced documents. Accordingly, Plaintiffs' Motion will be denied with respect to these fifty-one (51) documents referenced only by privilege log page numbers and document date.

**3. Adverse Impact Analyses Documents**

Many of the documents Plaintiffs seek to have produced are described in Defendant's privilege logs as consisting of, or transmitting, adverse impact analyses documents. The Court has identified these adverse impact analyses documents in Appendix 4. Defendant designates all of these

adverse impact documents as protected from disclosure by the attorney-client privilege<sup>14</sup> and some as protected from disclosure by both the attorney-client privilege and the work product doctrine. Because the Court finds all of the adverse impact documents are protected from disclosure by the attorney-client privilege, the Court will not address whether these documents are protected from disclosure by the work product doctrine.

The arguments presented by the parties in support of their positions with regard to the adverse impact analyses documents are essentially identical to the arguments presented in prior briefing. Plaintiffs argue that without a showing of involvement by legal counsel, the adverse impact documents at issue here cannot be protected by the attorney-client privilege. In response, Defendant maintains it adequately has shown the adverse impact documents to be communications made in confidence for the primary purpose of obtaining legal advice, regardless of whether or not an attorney was listed as part of the communication on the privilege log.

Notably, the Court already has resolved this issue. In its February 1, 2006 Memorandum and Order, this Court held that “although written communication between corporate management employees is not necessarily protected by the attorney-client privilege, a party may be able to successfully demonstrate applicability of privilege by establishing that the communication was made in confidence for the primary purpose of obtaining legal advice.”<sup>15</sup> Relying on Judge Lungstrum’s previous rulings with regard to adverse impact and related analyses, the Court further found

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<sup>14</sup>Defendant describes some of the documents in the “Reason for Privilege” column as “Adverse Impact Analysis” instead of “Attorney-Client Privilege.” Given the Court’s previous ruling that adverse impact analyses are protected from disclosure by the attorney-client privilege in this case, the Court understands Defendant to be claiming that the attorney-client privilege is the reason Defendant will not produce the adverse impact analysis documents.

<sup>15</sup>February 1, 2006 Memorandum and Order (doc. 3549) at p. 16.

Defendant had met its burden with regard to a claim of protection based on the attorney-client privilege for those documents in the privileged log containing one of several specified descriptive “adverse impact analyses” phrases.<sup>16</sup>

Upon review of the February 1, 2006 ruling, as later clarified,<sup>17</sup> and in the context of the privilege log at issue here, the Court finds no reason to depart from its earlier holding with regard to the adverse impact analyses documents. Thus, the Court finds Defendant has met its burden of proof with regard to a claim of protection based on the attorney-client privilege for adverse impact analyses documents listed in the “8/12/2005 Privilege Log” and the “KC Privilege Log.” Accordingly, Plaintiffs’ Motion with respect to the adverse impact analyses documents identified by bates number in Appendix 4 to this Memorandum and Order will be denied.

#### **4. Documents Described in the Log as Legal in Nature**

Many of the documents Plaintiffs seek to have produced are described in Defendant’s privilege log as documents related to “legal advice,” “instructions from legal,” “legal review,” “notes from legal,” “action required from legal,” “decision from legal,” “explanation from legal,” “notes from legal,” and “legal review changes.” A listing of these documents is attached to this Memorandum and Order at Appendix 5. Defendant designates some of these “legal” documents as protected from disclosure by the attorney-client privilege, some as protected from disclosure by the work product doctrine and some as protected from disclosure by both the attorney-client privilege and the work product doctrine. The Court will discuss applicability of the attorney-client privilege

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<sup>16</sup>*Id.*

<sup>17</sup>*See* December 13, 2006 Memorandum and Order clarifying February 1, 2006 Memorandum and Order (doc. 4467).

and then the work product doctrine to these “legal” documents.

**a. Attorney-Client Privilege - Documents Described as Legal**

The purpose of the attorney-client privilege “is to encourage full and frank communication between attorneys and their clients and thereby promote broader public interests in the observance of law and administration of justice.”<sup>18</sup> The privilege serves the client’s need for legal advice, but it also serves the attorney’s need to receive complete information in order to give the proper advice. “Not every communication between an attorney and client is privileged, only confidential communications which involve the requesting or giving of legal advice.”<sup>19</sup> “The focal point of the protection afforded by the attorney-client privilege lies with ‘communications’ between attorneys and their clients” related to legal advice.<sup>20</sup> Legal advice must predominate for the communication to be protected.<sup>21</sup>

The party asserting the privilege bears the burden of establishing its existence.<sup>22</sup> The asserting party must make a “clear showing” that the asserted objection applies.<sup>23</sup> To carry that burden, the asserting party must “describe in detail” the documents or information sought to be

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<sup>18</sup>*Upjohn Co. v. United States*, 449 U.S. 383, 389 (1981).

<sup>19</sup>*Burton v. R.J. Reynolds Tobacco Co.*, 175 F.R.D. 321, 327 (D. Kan. 1997) (citing *Fisher v. United States*, 425 U.S. 391, 403 (1976); *United States v. Olano*, 62 F.3d 1180 (9th Cir. 1995)).

<sup>20</sup>*IMC Chemicals, Inc. v. Niro, Inc.*, No. 98-2348, 2000 WL 1466495, at \*8-9 (D. Kan. July 19, 2000) (quoting *Upjohn Co.*, 449 U.S. at 395-96).

<sup>21</sup>*Burton v. R.J. Reynolds Tobacco Co., Inc.*, 170 F.R.D. 481, 484 (D. Kan. 1997)(citation omitted).

<sup>22</sup>*Id.*

<sup>23</sup>*Ali v. Douglas Cable Comm., Ltd. Partnership*, 890 F. Supp. 993, 994 (D. Kan. 1995).

protected and provide “precise reasons” for the objection to discovery.<sup>24</sup> In addition, the asserting party must provide sufficient information to enable the court to determine whether each element of the asserted objection is satisfied; a “blanket claim” as to the applicability of the privilege does not satisfy the burden of proof.<sup>25</sup> Defendant’s failure to meet this burden when the trial court is asked to rule upon the existence of the privilege is not excused because the document is later shown to be one that would have been privileged if a timely showing had been made.<sup>26</sup>

Upon review of entries in the Extracted Privilege Log for documents described as legal in nature, the Court finds that Defendant has met the burden of proof with regard to a claim of protection based on the attorney-client privilege with respect to documents bearing the following bates numbers:

|                 |                 |               |
|-----------------|-----------------|---------------|
| 1050810-1050877 | 1353281-1353281 | 184886-184887 |
| 1062353-1062353 | 1428015-1428015 | 191591-191593 |
| 1070298-1070299 | 184644-184645   | 192608-192611 |
| 1070514-1070514 | 184646-184647   | 192613-192615 |
| 1140360-1140364 | 184648-184649   | 192664-192669 |
| 1352537-1352537 | 184650-184651   | 184652-184653 |
| 1352538-1352538 | 184655-184657   | 184908        |

The Court makes this finding on grounds that these documents are all adequately described in Defendant’s privilege log as documents consisting of or transmitting communications made in confidence for the primary purpose of obtaining legal advice or services. Thus, Plaintiffs’ Motion will be denied with respect to these twenty-one (21) documents.

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<sup>24</sup>*McCoo v. Denny’s, Inc.*, 192 F.R.D. 675, 680 (D. Kan. 2000) (citing *Nat’l Union Fire Ins. Co. v. Midland Bancor, Inc.*, 159 F.R.D. 562, 567 (D. Kan. 1994)).

<sup>25</sup>*Id.* (citing *Jones v. Boeing Co.*, 163 F.R.D. 15, 17 (D. Kan. 1995) and *Kelling v. Bridgestone/Firestone, Inc.*, 157 F.R.D. 496, 497 (D. Kan. 1994)).

<sup>26</sup>*Peat, Marwick, Mitchell & Co. v. West*, 748 F.2d 540, 542 (10th Cir. 1984).

Conversely, the Court finds Defendant has failed to meet its burden of proof with regard to a claim of protection based on the attorney-client privilege for “legal” documents bearing the following bates numbers:

|        |            |        |
|--------|------------|--------|
| 191263 | 191313-318 | 191696 |
| 191264 | 191319-340 | 192621 |
| 191265 | 191435-442 | 192710 |

Although these particular documents are also described as including legal advice of some sort, Defendant fails to identify either an author or a recipient for these communications. Because both the author and recipient of these documents are designated as “unknown,” the Court finds Defendant has failed to meet its burden of demonstrating that the information transmitted involved the requesting or giving of legal advice.

Notably, eight (8) out of nine (9) of these documents are designated in the privilege log as being protected by both the attorney-client privilege and the work product doctrine. Accordingly, and because the Court has found that Defendant has failed to establish that these documents are protected from disclosure by the attorney-client privilege, the Court will discuss in the next subsection whether the work product doctrine protects documents bearing bates numbers 191263, 191264, 191265, 191313-318, 191319-340, 191435-442, 191696, and 192621. With regard to the documents bearing bates stamp 192710, however, Plaintiffs’ Motion will be granted. This is because Defendant only claimed protection for this document based on the attorney-client privilege.

**b. Work Product - Documents Described as Legal**

With regard to the “legal” documents identified in the privilege log as attorney work product, Plaintiffs argue again that, without a showing of involvement by legal counsel, the documents at issue cannot be protected by the work product doctrine.

To establish work product protection, a party must show that “(1) the materials sought to be protected are documents or tangible things; (2) they were prepared in anticipation of litigation or for trial; and (3) they were prepared by or for a party or a representative of that party.”<sup>27</sup> Because there does not appear to be a dispute that the materials sought are documents or that they were prepared by or for Defendant or a representative of Defendant, the Court will address only whether the privilege log adequately describes the documents as being prepared in anticipation of litigation.

The work product doctrine, which is embodied in Rule 26(b)(3) of the Federal Rules of Civil Procedure, protects from discovery documents, things and mental impressions of a party or his representative, particularly his attorney, developed for or in anticipation of litigation or trial.<sup>28</sup> The purpose of the doctrine is to permit attorneys to prepare for litigation with a “certain degree of privacy,” and without undue interference or fear of intrusion or exploitation of one’s work by an adversary.<sup>29</sup> In other words, the doctrine is not intended to protect investigative work unless done so under the supervision of an attorney in preparation for the real and imminent threat of litigation or trial. Work prepared in the ordinary course of business and inserted into a protected document may still be subject to disclosure after redaction of any privileged material.

Thus, the work product doctrine only applies to those documents and tangible things prepared in anticipation of litigation, and in order for the discovery limitation to apply, there must be a

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<sup>27</sup>*Johnson v. Gmeinder*, 191 F.R.D. 638, 643 (D. Kan. 2000) (citations omitted).

<sup>28</sup>Fed. R. Civ. P. 26(b)(3).

<sup>29</sup>*Hickman v. Taylor*, 329 U.S. 495, 510-11 (1947).

substantial probability that litigation will ensue at the time the documents were drafted.<sup>30</sup> “Certainly by implication the . . . rule precludes any idea of extending the work product doctrine to reports or statements, even if written, obtained by the client or his investigators which are not prepared under the supervision of an attorney in preparation for trial.”<sup>31</sup>

The issue of whether documents were prepared in anticipation was extensively analyzed by Judge Rushfelt in *Marten v. Yellow Freight System, Inc.*<sup>32</sup> The court stated:

The work product standard has two components. The first is what may be called the “causation” requirement. This is the basic requirement of the Rule that the document in question be produced because of the anticipation of litigation, i.e., to prepare for litigation or for trial. The second component is what may be termed a “reasonableness” limit on a party’s anticipation of litigation. Because litigation can, in a sense, be foreseen from the time of occurrence of almost any incident, courts have interpreted the Rule to require a higher level of anticipation in order to give a reasonable scope to the immunity.

The court looks to the primary motivating purpose behind the creation of the document to determine whether it constitutes work product. Materials assembled in the ordinary course of business or for other non-litigation purposes are not protected by the work product doctrine. The inchoate possibility, or even the likely chance of litigation, does not give rise to work product. To justify work product protection, the threat of litigation must be “real and imminent.” To determine the applicability of the work product doctrine, the court generally needs more than mere assertions by the party resisting discovery that documents or other tangible items were created in anticipation of litigation.<sup>33</sup>

Upon review of entries in the Extracted Privilege Log for documents described as legal in nature, the Court finds that Defendant has failed to meet its burden of proof with regard to a claim

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<sup>30</sup>*Cypress Media, Inc. v. City of Overland Park*, 268 Kan. 407, 427, 997 P.2d 681 (2000); *Alseike v. Miller*, 196 Kan. 547, 558, 412 P.2d 1007 (1966).

<sup>31</sup>*Alseike*, 196 Kan. at 558.

<sup>32</sup>No. 96-2013-GTV, 1998 WL 13244, at \*10 (D. Kan. Jan. 6, 1998).

<sup>33</sup>*Id.* (citations and quotations omitted).

of protection based on the work product doctrine for the seventy-one (71) documents bearing the following bates numbers:

|                 |                 |                 |
|-----------------|-----------------|-----------------|
| 1020580-1020581 | 1239589-1239589 | 1352209-1352209 |
| 1021371-1021371 | 1245979-1245981 | 1352572-1352573 |
| 1064240-1064240 | 1248189-1248190 | 1352576-1352576 |
| 1130395-1130397 | 1262713-1262713 | 1352594-1352595 |
| 1156910-1156911 | 1263210-1263210 | 1352597-1352598 |
| 1157358-1157359 | 1263511-1263511 | 1352761-1352765 |
| 1158389-1158389 | 1263524-1263531 | 1353434-1353435 |
| 1188926-1188927 | 1263883-1263885 | 1353747-1353749 |
| 1205502-1205503 | 1263990-1263995 | 1353750-1353752 |
| 1205511-1205512 | 1264033-1264037 | 1356298-1356300 |
| 1211720-1211722 | 1264038-1264042 | 1356847-1356847 |
| 1211900-1211900 | 1264082-1264082 | 1356858-1356861 |
| 1211901-1211902 | 1264121-1264121 | 1365825-1365825 |
| 1211905-1211906 | 1264122-1264124 | 1365891-1365891 |
| 1211907-1211908 | 1265326-1265328 | 1426858-1426858 |
| 1232869-1232870 | 1295946-1295948 | 191263          |
| 1232929-1232930 | 1296358-1296358 | 191264          |
| 1233017-1233018 | 1296532-1296532 | 191265          |
| 1233134-1233134 | 1315187-1315188 | 191313-191318   |
| 1233135-1233135 | 1330048-1330049 | 191435-191442   |
| 1233205-1233205 | 1340119-1340119 | 191696          |
| 1236839-1236839 | 1351972-1351974 | 192621          |
| 1237576-1237580 | 1352048-1352048 | 191319-191340   |
| 1238065-1238066 | 1352049-1352050 |                 |

Although the referenced documents are described as including “legal advice” of some sort or another, there is no assertion by Defendant in either the privilege logs or in the briefs that the primary motivating purpose behind the creation of the referenced documents was in anticipation of litigation, i.e., to prepare for litigation or for trial. As noted above, the Court needs more than mere assertions by the party resisting discovery that the documents were created in anticipation of litigation.<sup>34</sup> For these reasons, Plaintiffs’ Motion with respect to the documents identified by bates

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<sup>34</sup>*Id.*

number immediately above will be granted.

## 5. Documents Described as Pertaining to WARN

Thirteen (13) of the 661 documents Plaintiffs seek to have produced are described in Defendant's privilege log as documents related to WARN compliance or WARN notification. Defendant claims four (4) of these thirteen (13) documents are protected from disclosure by the attorney-client privilege and nine (9) are protected from disclosure by the work product doctrine.

### a. Attorney-Client Privilege - WARN Documents

Defendant claims it satisfactorily has met the burden of proof with regard to a claim of protection based on the attorney-client privilege for the following "WARN" documents:

| Bates           | To                                 | From            | Description                                 | Date       | Reason |
|-----------------|------------------------------------|-----------------|---------------------------------------------|------------|--------|
| 1263918-1263918 | Ron Focht;<br>Jill Ferrell         | Diane Shoemaker | Memo regarding WARN                         | 1/8/2002   | A/C    |
| 1157292-1157292 | Ron Focht;<br>Jill Ferrell         | Diane Shoemaker | Memorandum regarding WARN compliance issues | 1/8/2002   | A/C    |
| 1353419-1353419 | Michael Brill;<br>Donna Crosswhite | Vickie Smith    | E-mail regarding WARN notification          | 10/10/2001 | A/C    |
| 1366240-1366240 | Ron Focht;<br>Jill Ferrel          | Diane Shoemaker | Memo regarding WARN compliance              | 1/8/2002   | A/C    |

The Court agrees. As a preliminary matter, there is no dispute between the parties that Jill Ferrel and Donna Crosswhite are both Sprint attorneys. Moreover, "WARN" is an acronym that refers to the *Worker Adjustment and Retraining Notification Act*, a federal statute that obligates certain employers to give workers or their union 60 days' notice before a plant closing or mass layoff.<sup>35</sup> Based on these three entries as written, the Court finds Defendant adequately has shown these three WARN documents to be communications made in confidence for the primary purpose of obtaining

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<sup>35</sup>29 U.S.C. § 2101 *et seq.*

legal advice. Thus, the Court deems them protected from disclosure by the attorney-client privilege.

**b. Work Product - WARN Documents**

As opposed to attorney-client privilege, Defendant claims it satisfactorily has met the burden of proof with regard to a claim of protection based on the work product doctrine for the following “WARN” documents:

| <b>Bates</b>    | <b>To</b>                       | <b>From</b>       | <b>Description</b>                    | <b>Date</b> | <b>Reason</b> |
|-----------------|---------------------------------|-------------------|---------------------------------------|-------------|---------------|
| 1365434-1365435 | Jon Binder;<br>Sonja Ambur      | Suzanne Driscoll  | E-mail regarding WARN compliance      | 1/15/2002   | WP            |
| 1365440-1365440 | Jon Binder;<br>Suzanne Driscoll | Patrick Hulla     | E-mail regarding WARN                 | 2/15/2002   | WP            |
| 1366215-1366216 | Marvin Motley                   | Michael Brill     | E-mail regarding requirements of WARN | 12/18/2002  | WP            |
| 1366217-1366218 | Sonja Ambur;<br>Janet Larson    | Michael Brill     | E-mail regarding requirements of WARN | 4/14/2002   | WP            |
| 1366219-1366220 | Sonja Ambur;<br>Kenn Blurton    | Michael Brill     | E-mail regarding requirements of WARN | 4/13/2002   | WP            |
| 1366233-1366234 | Sonja Ambur                     | Suzanne Driscoll  | E-mail regarding requirements of WARN | 4/15/2002   | WP            |
| 1366235-1366236 | Sonja Ambur                     | John St. Angelo   | E-mail regarding requirements of WARN | 4/14/2002   | WP            |
| 1366238-1366239 | Suzanne Driscoll;<br>Jon Binder | Suzanne Driscoll  | E-mail regarding WARN compliance      | 1/18/2002   | WP            |
| 1406965-1406965 | Jon Binder;<br>Sonja Ambur      | Catherine Johnson | E-mail regarding WARN compliance      | 1/15/2002   | WP            |

Although the referenced documents are described as relating to the requirements of, and compliance with, a federal statute, there is no assertion by Defendant in either the privilege logs or in the briefs that the primary motivating purpose behind the creation of these WARN documents was in anticipation of litigation, i.e., to prepare for litigation or for trial. As noted above, the Court needs more than mere assertions by the party resisting discovery that the documents were created in anticipation of litigation. For these reasons, Plaintiffs’ Motion with respect to the nine (9)

documents identified by bates number immediately above will be granted.

## **6. Documents Designated as “From” or “To” a Sprint Attorney**

Fifty-seven (57) of the 661 documents Plaintiffs seek to have produced are described in Defendant’s privilege log as being sent “from” or “to” a Sprint attorney. A listing of these documents is attached to this Memorandum and Order at Appendix 6. Of the fifty-seven (57) entries, Defendant claims protection from disclosure by the attorney-client privilege for forty-three (43) of these documents, protection from disclosure by the work product doctrine for six (6) of these documents, and protection from disclosure by both the attorney-client privilege and the work product doctrine for eight (8) of these documents.

### **a. Attorney-Client Privilege - “From” or “To” a Sprint Attorney**

The issue presented here is whether a document that was “sent from” or “sent to” a Sprint lawyer automatically protects that document from disclosure by the attorney-client privilege. The Court, as it has done in the past, rejects this position. “Not every communication between an attorney and client is privileged, only the requesting or giving of legal advice.”<sup>36</sup> Minutes of meetings attended by attorneys are not automatically privileged, and business documents sent to attorneys are not automatically privileged.<sup>37</sup> Likewise, the privilege does not apply where legal advice does not predominate the communication or where legal advice is merely incidental to business advice.<sup>38</sup>

Here, the Court finds that, as described, the documents at issue fail to establish any

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<sup>36</sup>*In re Universal Serv. Fund Tel. Billing Practices*, 232 F.R.D. 669, 674 (D. Kan. 2005). (quoting *Burton v. R.J. Reynolds Tobacco Co.*, 175 F.R.D. 321, 327 (D. Kan.1997)).

<sup>37</sup>*Id.*

<sup>38</sup>*Id.*

connection between the subject of the communication and the rendering of legal – as opposed to, for example, business-related – advice.<sup>39</sup> Because the documents in this category are not described in the privilege log as related in any way to legal advice, the Court finds the Defendant has failed to establish the elements required to invoke the attorney-client privilege for such documents.

**b. Work Product - “From” or “To” a Sprint Attorney**

Although the referenced documents are described as having been “sent from” or “sent to” a Sprint attorney, there is no assertion by Defendant in either the privilege logs or in the briefs that the primary motivating purpose behind the creation or transmission of these documents was in anticipation of litigation, i.e., to prepare for litigation or for trial. As noted above, the Court needs more than mere assertions by the party resisting discovery that the documents were created in anticipation of litigation. For these reasons, the Court finds Defendant has failed to establish the elements required to invoke work product protection.

**7. Documents Described as Related to “Litigation”**

The following six (6) privilege log entries are at issue in this category:

|               |         |         |                                                                         |           |         |
|---------------|---------|---------|-------------------------------------------------------------------------|-----------|---------|
| 191081-191083 | unknown | unknown | handwritten notes Litigation file                                       | unknown   | A/C; WP |
| 191186        | unknown | unknown | table with handwritten notes related to notice of litigation            | unknown   | A/C; WP |
| 191218-191220 | unknown | unknown | handwritten notes employee comparisons, related to notice of litigation | 7/18/2002 | A/C; WP |

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<sup>39</sup>*Burton v. R.J. Reynolds Tobacco Co.*, 200 F.R.D. 661, 669 (D. Kan.2001) (court found documents written or prepared by attorneys for client were not protected by attorney-client privilege because they did not relate to seeking or giving legal advice but to public relations and public image issues); *see, also, Linde Thomson Langworthy Kohn & Van Dyke, P.C. v. Resolution Trust Corp.*, 5 F.3d 1508 (D.C. Cir.1993) (no privilege if what is sought is not legal advice but insurance advice).

|               |                              |            |                                                                                      |           |         |
|---------------|------------------------------|------------|--------------------------------------------------------------------------------------|-----------|---------|
| 191221        | unknown                      | unknown    | typed document employee comparisons, related to notice of litigation                 | unknown   | A/C; WP |
| 191223-191227 | Kim Mattingly<br>John Carter | Chip Woods | fax handwritten notes from meeting with employee, related to notice of litigation    | 7/19/2002 | A/C; WP |
| 191229        | unknown                      | unknown    | table with handwritten notes re employee comparison, related to notice of litigation | unknown   | A/C; WP |

**a. Attorney-Client Privilege - “Litigation” Documents**

The Court finds that the descriptions for the documents in this category fail to establish any connection between the subject of the communication and the rendering of legal advice. That the documents are described as relating to litigation, or the notice of litigation, does not mean that the communications are related to legal advice. Thus, the Court finds the Defendant has failed to establish the elements required to invoke the attorney-client privilege for such documents.

**b. Work Product - “Litigation” Documents**

As noted above, to establish work product protection, a party must show that “(1) the materials sought to be protected are documents or tangible things; (2) they were prepared in anticipation of litigation or for trial; and (3) they were prepared by or for a party or a representative of that party.”<sup>40</sup> To that end, the Court finds that the privilege log describes the materials sought to be protected as documents that were prepared in anticipation of litigation. Thus, the only issue is whether the documents were prepared by or for a party or a representative of that party. Given the “sent from” and “sent to” columns fail to identify any person for five (5) of the six (6) documents, the Court cannot find that those five (5) documents were prepared by or for a party or a

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<sup>40</sup>*Johnson v. Gmeinder*, 191 F.R.D. 638, 643 (D. Kan. 2000) (citations omitted).

representative of that party. Conversely, the document bearing bates stamps 191223-191227 designates a Sprint employee in both the “sent from” and “sent to” columns. The Court finds this description adequately indicates that the documents were prepared by or for Defendant or a representative of Defendant. Accordingly, the Court holds that in this category, the document bearing bates stamp 191223-191227 is the only document adequately described as being protected from disclosure by the work product doctrine.

#### **8. Remaining Documents**

Eighty-one (81) of the 661 documents do not fit into any of the categories described above. These documents are listed in Appendix 7 to this Memorandum and Order. Upon individual review of each of these eighty-one (81) entries, the Court finds Defendant has failed to establish the elements required to invoke the attorney-client privilege or the work product doctrine. This is because

- none of the entries indicate that the documents are related in any way to obtaining legal advice; and
- none of the entries indicate the documents were prepared in anticipation of litigation.

Thus, Plaintiffs’ Motion will be granted with respect to these eighty-one (81) documents.

**B. Plaintiffs' Request for the Court to Compel Defendant to produce 165 Documents for which Defendant Allegedly Withdrew a Privilege Objection**

Plaintiffs ask the Court to compel Defendant to produce 165 documents that Defendant claims are not responsive to any discovery request. The parties agree that these 165 documents were never listed in any privilege log provided to Plaintiffs.

By way of background, Defendant asserts it mistakenly placed these 165 documents on the privilege log as it was being assembled. Defendant states that upon later review, Defendant determined the documents were not actually privileged and were not actually responsive to any request. Thus, Defendant removed the 165 documents from the privilege log before the log was sent to Plaintiffs. Defendant states it did not subsequently produce the documents to Plaintiffs on grounds that the documents were not actually responsive to any request.

The removal of the documents from the log left gaps in the bates numbering. In order to explain the gaps in bates numbering, Defendant states it sent a cover letter to Plaintiffs attaching a list of the missing bates numbers and noting that documents had been included in the original log by mistake. Defendant also noted in this cover letter that it would not be producing these 165 documents because the documents were not actually responsive to any request.

Notably, many of the 165 documents are so-called "demographic documents." Defendant states it did not produce these demographic documents because at the time Plaintiffs' Motion was filed, Plaintiffs had not requested the "demographic documents." Notwithstanding this fact, Defendant voluntarily allowed Plaintiffs to view a sample of the 165 documents at issue as part of a meet and confer process regarding whether the documents were responsive to any of Plaintiffs' document requests. After this viewing, Plaintiffs propounded to Defendant their 13th Request for

Production of Documents, which included a formal request for the demographic documents.<sup>41</sup>

On December 22, 2006, Plaintiffs filed a Motion to Compel, which included a request to compel the demographic documents.<sup>42</sup> That Motion was referred to the Special Master. In response to Plaintiffs' Motion, Defendant agreed to produce all of the demographic documents, subject to its objection, in a nonnative format redacting all information other than age, which is all Plaintiffs allegedly requested. Taking into account this agreement, the Special Master then resolved all other issues relating to the 13th Request for Production of Documents on January 18, 2007.<sup>43</sup> The demographic documents were subsequently produced to Plaintiffs and, on March 6, 2007, Defendant filed a second supplemental brief informing the Court that the demographic documents had been produced.<sup>44</sup>

In light of the fact that the demographic documents have now been produced, it appears the remaining issue for resolution by the Court is whether Defendant should be compelled to produce non-demographic documents that were part of the 165 documents removed from the privilege log by Defendant before the privilege log was transmitted to Plaintiffs. Defendant maintains it should not have to produce the documents because they are not responsive to any document request. Plaintiffs maintain that it does not matter whether a document request was submitted because the documents are relevant on grounds that Defendant has failed to explain how it is that each one of these documents was considered responsive at the time it was designated as privileged, but

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<sup>41</sup>See Doc. 4369.

<sup>42</sup>Docs. 4488-89.

<sup>43</sup>Doc. 4534.

<sup>44</sup>Doc. 4580.

subsequently considered non-responsive when the privilege is withdrawn.

Federal Rule of Civil Procedure 26(b)(1) governs the scope of discovery. It provides that

[p]arties may obtain discovery regarding any matter, not privileged, that is relevant to the claim or defense of any party, including the existence, description, nature, custody, condition, and location of any books, documents, or other tangible things and the identity and location of persons having knowledge of any discoverable matter. . . . Relevant information need not be admissible at the trial if the discovery appears reasonably calculated to lead to the discovery of admissible evidence.<sup>45</sup>

Relevancy is broadly construed, and a request for discovery should be considered relevant if there is “any possibility” that the information sought may be relevant to the claim or defense of any party.<sup>46</sup> When the discovery sought appears relevant on its face, the party resisting the discovery has the burden to establish the lack of relevance by demonstrating that the requested discovery does not come within the broad scope of relevance as defined under Rule 26(b)(1), or is of such marginal relevance that the potential harm the discovery may cause would outweigh the presumption in favor of broad disclosure.<sup>47</sup> Conversely, when relevancy is not apparent on the face of the interrogatory or request, the party seeking the discovery has the burden to show the relevancy of the information or documents sought.<sup>48</sup>

Here, the Court is unable to engage in a relevancy analysis because (1) there is no pending request upon which to assess such relevancy; and (2) the parties have failed to submit to the Court any description of the non-demographic documents at issue. That the referenced documents were

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<sup>45</sup>Fed. R. Civ. P. 26(b)(1).

<sup>46</sup>*McCoy v. Whirlpool Corp.*, 214 F.R.D. 642, 643 (D. Kan. 2003) (citation omitted).

<sup>47</sup>*Id.* (citation omitted).

<sup>48</sup>*Id.* (citation omitted).

initially placed on a privilege log and then subsequently removed from a privilege log before the privilege log was produced to the opposing party is – in and of itself – insufficient to establish relevancy. There must be some indicia that the documents sought are relevant to the claim or defense of any party or some indicia that the documents are reasonably calculated to lead to the discovery of admissible evidence. Because there is no pending request and because the parties have failed to submit to the Court any description of the non-demographic documents, the Court finds the parties have failed to present any legal or factual issue for determination. Thus, Plaintiffs’ Motion will be denied with respect to these 165 documents.

#### **IV. Sanctions**

The Court will now consider the issues of sanctions. Federal Rule of Civil Procedure 37(a)(4) governs the imposition of sanctions in connection with motions to compel. Subsection (a)(4)(A) provides that when a motion to compel is granted, “the court *shall*, after affording an opportunity to be heard, require the party . . . whose conduct necessitated the motion or the party or attorney advising such conduct or both of them to pay to the moving party the reasonable expenses incurred in making the motion including attorney’s fees, unless the court finds that . . . the opposing party’s . . . response or objection was substantially justified, or that other circumstances make an award of expenses unjust.”<sup>49</sup> Moreover, Federal Rule of Civil Procedure 37(a)(4)(C) allows a court to impose sanctions where, as here, a motion to compel is granted in part and denied in part. Under that rule, the court may “apportion the reasonable expenses incurred in relation to the motion among the parties and persons in a just manner.”<sup>50</sup>

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<sup>49</sup>Fed. R. Civ. P. 37(a)(4)(A) (emphasis added).

<sup>50</sup>Fed. R. Civ. P. 37(a)(4)(C).

Upon consideration of the circumstances presented here, the Court finds that an award of expenses to either party in conjunction with this Motion would be unjust. Although many portions of Plaintiffs' Motion were granted, many portions of Plaintiffs' Motion were denied. Simply put, the Court finds that each of the parties here contributed to the need for Court intervention: Plaintiffs by failing to submit a request for designated categories of documents after the meet and confer and Defendant by failing to properly justify its assertion of privilege for various documents. For these reasons, the Court declines to impose sanctions.

#### **V. Summary of Ruling**

Based on the discussion above, it is hereby ordered that Plaintiffs' Motion to Compel is granted in part and denied in part. More specifically, Plaintiffs' Motion is

- granted with respect to the one (1) document described as "legal" in nature and bearing bates number:

192710

- granted with respect to the following seventy-one (71) documents described as "legal" in nature and bearing bates numbers:

|                 |                 |                 |
|-----------------|-----------------|-----------------|
| 1020580-1020581 | 1232869-1232870 | 1263524-1263531 |
| 1021371-1021371 | 1232929-1232930 | 1263883-1263885 |
| 1064240-1064240 | 1233017-1233018 | 1263990-1263995 |
| 1130395-1130397 | 1233134-1233134 | 1264033-1264037 |
| 1156910-1156911 | 1233135-1233135 | 1264038-1264042 |
| 1157358-1157359 | 1233205-1233205 | 1264082-1264082 |
| 1158389-1158389 | 1236839-1236839 | 1264121-1264121 |
| 1188926-1188927 | 1237576-1237580 | 1264122-1264124 |
| 1205502-1205503 | 1238065-1238066 | 1265326-1265328 |
| 1205511-1205512 | 1239589-1239589 | 1295946-1295948 |
| 1211720-1211722 | 1245979-1245981 | 1296358-1296358 |
| 1211900-1211900 | 1248189-1248190 | 1296532-1296532 |
| 1211901-1211902 | 1262713-1262713 | 1315187-1315188 |
| 1211905-1211906 | 1263210-1263210 | 1330048-1330049 |
| 1211907-1211908 | 1263511-1263511 | 1340119-1340119 |

|                 |                 |               |
|-----------------|-----------------|---------------|
| 1351972-1351974 | 1353434-1353435 | 191263        |
| 1352048-1352048 | 1353747-1353749 | 191264        |
| 1352049-1352050 | 1353750-1353752 | 191265        |
| 1352209-1352209 | 1356298-1356300 | 191313-191318 |
| 1352572-1352573 | 1356847-1356847 | 191435-191442 |
| 1352576-1352576 | 1356858-1356861 | 191696        |
| 1352594-1352595 | 1365825-1365825 | 192621        |
| 1352597-1352598 | 1365891-1365891 | 191319-191340 |
| 1352761-1352765 | 1426858-1426858 |               |

- granted with respect to the following nine (9) WARN documents bearing bates numbers

1365434-1365435  
 1365440-1365440  
 1366215-1366216  
 1366217-1366218  
 1366219-1366220  
 1366233-1366234  
 1366235-1366236  
 1366238-1366239  
 1406965-1406965

- granted with respect to the fifty-seven (57) documents “sent to” or “received from” a Sprint attorney as identified in Appendix 6;
- granted with respect to the following five (5) documents described as related to “litigation” bearing bates numbers

191081-191083  
 191186  
 191218-191220  
 191221  
 191229

- granted with respect to the eighty-one (81) “remaining” documents as identified in Appendix 7;
- denied with respect to the 176 documents listed by bates numbers in Exhibits 1 and 2 that are not included in the privilege logs sent to the Court on January 25, 2006, as identified by bates number in Appendix 3;
- denied with respect to the fifty-one (51) documents identified by page number of privilege log and date of the document only, as set forth in Exhibit 2 to Plaintiffs’ Motion;

- denied with respect to the 184 adverse impact analyses documents identified by bates number in Appendix 4;
- denied with respect to the following twenty-one (21) documents described as “legal” in nature and bearing bates numbers

1050810-1050877  
1062353-1062353  
1070298-1070299  
1070514-1070514  
1140360-1140364  
1352537-1352537  
1352538-1352538  
1353281-1353281  
1428015-1428015  
184644-184645  
184646-184647  
184648-184649  
184650-184651  
184655-184657  
184886-184887  
191591-191593  
192608-192611  
192613-192615  
192664-192669  
184652-184653  
184908

- denied with respect to the following one (1) document described as related to “litigation” and bearing bates number

191223-191227

- denied with respect to the following four (4) WARN documents bearing bates numbers

1263918-1263918  
1157292-1157292  
1353419-1353419  
1366240-1366240

- denied with respect to those non-demographic documents within the pool of 165 documents initially placed on a privilege log and then subsequently removed from a privilege log before the privilege log was produced

IT IS SO ORDERED.

Dated in Kansas City, Kansas on this 19th day of March, 2007.

s/ David J. Waxse  
David J. Waxse  
United States Magistrate Judge

cc: All counsel and *pro se* parties

## APPENDIX 1



<Krista.Embree@Husch">  
<Melissa\_Taylor\_Standridge@ksd.uscourts.uscourts.gov>  
01/25/2006 04:23 PM  
Subject 8-12-05 and KC Privilege Logs

If these don't come thru, please let me know and I will e-mail them separately.

Thanks,  
Krista Embree

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

**From:** Melissa\_Taylor\_Standridge@ksd.uscourts.gov  
[mailto:Melissa\_Taylor\_Standridge@ksd.uscourts.gov] **Sent:**  
Wednesday, January 25, 2006 4:22 PM **To:**  
krista.embree@husch.com **Subject:** test

Melissa Taylor Standridge Law Clerk to  
Judge Waxse 219 United States  
Courthouse 500 State Avenue Kansas  
City, Kansas 66101 (913)551-5435

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Message from "Embree, Krista" <Krista.Embree@Husch.com> on Wed, 25 Jan 2006 16:12:24 -0600

**To:** "'Melissa\_Standridge@ksd.uscourts.gov'" <Melissa\_Standridge@ksd.uscourts.gov>

**cc:** <sdennis@pophamlaw.com>," (dhubbard@kh-law.com)" <dhubbard@kh-law.com>, Steve Dennis "'mmyers@myerslaw.com'" <mmyers@myerslaw.com>

**Subject:** Williams v. Sprint, 03-2200, Privilege Logs attached

Melissa:

Pursuant to Judge Waxse's request, I am attaching the two privilege logs discussed at the status conference last Thursday, January 19, 2006. If you have any questions or problems with the attachments, please do not hesitate to let me know and other arrangements will be made to get the documents to the Court.

<<KC Privilege Log.pdf>>      <<8-12-05 privilege log.pdf>>

Very Truly Yours,

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[Krista.Embree@Husch.com](mailto:Krista.Embree@Husch.com)

**APPENDIX 2: EXTRACTED PRIVILEGE LOG**

|                 |                  |                               | Extractions from 8/12/2005 Log                                                        |            |                     |
|-----------------|------------------|-------------------------------|---------------------------------------------------------------------------------------|------------|---------------------|
| Bates           | To               | From                          | Description                                                                           | Date       | Privilege           |
| 1000013-1000013 | None             | Unknown                       | Template reflecting AI analysis                                                       | 00-00-00   | AI Full Privilege   |
| 1000026-1000039 | None             | Unknown                       | Spreadsheet reflecting AI Analysis                                                    | 00-00-00   | AI Full Privilege   |
| 1000040-1000074 | Greg Cooper      | Peter Dillon                  | AI analysis spreadsheet                                                               | 2/19/03    | AI Part Privileged  |
| 1000075-1000121 | Kenna Osburn     | Peter Dillon                  | E-mail & spreadsheets re: network director                                            | 12/27/02   | AI Part Privileged  |
| 1000122-1000123 | Terry York       | Peter Dillon                  | E-mail transmitting spreadsheets re AI                                                | 12/4/02    | AI Full Privilege   |
| 1000133-1000191 | None             | Unknown                       | AI Analysis Spreadsheet                                                               | 00-00-00   | AI Part Privileged  |
| 1000194-1000203 | None             | Unknown                       | Spreadsheet: Network Dept demographics                                                | 00-00-00   | AI Full Privilege   |
| 1000204-1000219 | None             | Unknown                       | AI analysis for network director selection                                            | 00-00-00   | AI Part Privileged  |
| 1000220-1000278 | None             | Unknown                       | AI analysis for network director selection                                            | 2/3/03     | AI Part Privileged  |
| 1000316-1000963 | Peter Dillon     | Eric Rice                     | E-mail spreadsheet re: finance selection pool                                         | 11/14/03   | AI Part Privileged  |
| 1001121-1001125 | Dave Iery        | Janet Cashwell                | E-mail with attached separation information                                           | 1/30/03    | AI Part Privileged  |
| 1009908-1009908 | Melannie Schultz | Chris Hubert                  | E-mail transmitting AI Analysis Spreadsheet                                           | 5/24/02    | AI Full Privilege   |
| 1009912-1009912 | Ric Walter       | Greg Cooper<br>Kim Mattingly  | E-mail re: total # employee separations in Oct.                                       | 10/31/02   | A/C Part Privileged |
| 1009914-1009915 | Jerry Usry       | Gregory Plante                | E-mail re: downsizing of employees in region                                          | 6/14/02    | A/C Part Privileged |
| 1009916-1009916 | Jerry Usrey      | Kevin Wilson                  | E-mail transmitting word document from mgr staffing meeting for the engineering dept. | 9/24/02    | A/C Part Privileged |
| 1009920-1009920 | Michael Bril     | Greg Cooper<br>Kate Fisher    | E-mail re: timeline for restructuring of CPE Field Operations                         | 9/26/02    | A/C Part Privileged |
| 1009921-1009921 | Jerry Usrey      | Ric Walter                    | E-mail regarding CPE reductions                                                       | 7/3/02     | A/C Part Privileged |
| 1009922         | Jerry Usrey      | Bill Benner                   | E-mail re: downsizing in Pacific region                                               | 6/14/02    | A/C Part Privileged |
| 1009924-1009924 | Jerry Usrey      | Gregory Plante                | E-mail re: employee reductions in each market                                         | 6/10/02    | A/C Part Privileged |
| 1009961-1009963 | Jerry Usrey      | Gregory Plante                | E-mail re: recommendations for Atlantic reorg                                         | 5/14/02    | A/C Part Privileged |
| 1009976-1009978 | Kathleen McBee   | Lynn Simpson                  | E-mail containing info related to the RIF                                             | 1/5/02     | WP Part Privileged  |
| 1009995-1010019 | None             | Unknown                       | Spreadsheet: Headcount Reduction                                                      | 00-00-00   | AI Full Privilege   |
| 1010020-1010030 | None             | Unknown                       | Spreadsheet: Voluntary Headcount Reduction                                            | 00-00-00   | AI Full Privilege   |
| 1010103-1010103 | Jerry Usrey      | Frank Hickey                  | E-mail re: workforce reduction                                                        | 6/10/02    | A/C Part Privileged |
| 1010104-1010105 | Jerry Usrey      | Frank Hickey                  | E-mail re: workforce reduction                                                        | 6/11/02    | A/C Part Privileged |
| 1010250-1010254 | Melannie Schultz | Kip Downey<br>Faith Palmer    | E-mail with updates on how the RIF is being conducted                                 | 6/4/2002   | A/C Part Privileged |
| 1010533-1010536 | Kate Fisher      | Janet Larson<br>Patrick Hulla | Handwritten Note and E-mail containing RIF information                                | 7/23/2002  | A/C Full Privilege  |
| 1013035-1013306 | John Shannon     | Allison Reed                  | E-mail transmitting a list of employees for redeployment                              | 4/2/2002   | A/C Full Privilege  |
| 1013524-1013525 | Lynn Simpson     | Janet Gonzales                | E-mail regarding Adverse Impact analysis                                              | 11/22/2002 | AI Full Privilege   |

|                 |                  |                                  |                                                                          |            |                          |
|-----------------|------------------|----------------------------------|--------------------------------------------------------------------------|------------|--------------------------|
| 1020380-1020423 | Chris Thompson   | Ron Gier                         | E-mail transmitting transition team materials                            | 12/23/2002 | WP Full Privilege        |
| 1020504-1020504 | Debra Aubuchon   | John Shannon<br>Ron Gier         | E-mail re revised timeline for November action                           | 10/26/2002 | WP Full Privilege        |
| 1020580-1020581 | Kate Fisher      | Michael Machell                  | E-mail giving legal advice to HR regarding how to treat employees on LOA | 11/7/2001  | WP Full Privilege        |
| 1020998-1020998 | Sheryl Bowlin    | Jan Price                        | E-mail transmitting AI Analysis spreadsheet                              | 10/30/2001 | AI/ WP Full Privilege    |
| 1020999-1020999 | Tami Keasling    | Jan Price<br>Ellen Martin        | E-mail containing updated instructions for the RIF                       | 10/24/2001 | A/C Full Privilege       |
| 1021109-1021109 | Deonna Sharp     | Vicki Kolb                       | E-mail regarding release agreements                                      | 1/23/2001  | WP Full Privilege        |
| 1021168-1021170 | Denice Aissa     | Corporate ER                     | E-mail explaining the separation plan                                    | 11/20/2001 | WP Full Privilege        |
| 1021233-1021233 | Michael Brill    | Ken Blurton                      | E-mail containing follow up information on RIFs                          | 5/24/2002  | WP Full Privilege        |
| 1021371-1021371 | Kate Fisher      | Greg Cooper<br>Michael Brill     | E-mail re: advice from legal on separation of employee                   | 4/11/2002  | WP Full Privilege        |
| 1034229-1034229 | Kate Fisher      | Michael Machell                  | E-mail transmitting Adverse Impact Matrix                                | 4/8/2002   | AI Full Privilege        |
| 1050810-1050877 | Angie Foltz      | Lisa Lieb<br>Twilla Skelton      | E-mail containing legal advice on severance information                  | 5/1/2002   | A/C Full Privilege       |
| 1052794-1052796 | Greg Cooper      | Frederick Harris<br>Paula Zuzich | E-mail with attached RIF list                                            | 7/19/2002  | AI Part Privileged       |
| 1062245-1062245 | Michael Machell  | Jeffry Chavez                    | E-mail reflecting Adverse Impact Analysis                                | 3/9/2002   | AI Full Privilege        |
| 1062247-1062247 | Michael Machell  | Louise Elrod                     | E-mail reflecting Adverse Impact Analysis                                | 3/8/2002   | AI Full Privilege        |
| 1062318-1062318 | Melannie Schultz | Chris Hulbert                    | E-mail reflecting Adverse Impact Analysis                                | 5/30/2002  | AI Full Privilege        |
| 1062319-1062320 | Melannie Schultz | Chris Hulbert                    | E-mail reflecting Adverse Impact                                         | 5/30/2002  | AI Full Privilege        |
| 1062321-1062322 | Melannie Schultz | Chris Hubert                     | E-mail reflecting Adverse Impact                                         | 5/30/2002  | AI Full Privilege        |
| 1062323-1062324 | Melannie Schultz | Chris Hubert                     | E-mail reflecting Adverse Impact                                         | 5/30/2002  | AI Full Privilege        |
| 1062341-1062343 | Melannie Schultz | Hubert Chris                     | E-mail reflecting Adverse Impact Analysis                                | 6/7/2002   | AI Full Privilege        |
| 1062353-1062353 | Shelley Porter   | Deb Goddard                      | E-mail re: RIF instructions from legal dept                              | 5/22/2002  | A/C Part Privileged      |
| 1062525-1062527 | Deb Sprayberry   | Suzan Sinclair                   | E-mail transmitting adverse impact spreadsheet                           | 0000-00-00 | AI Full Privilege        |
| 1062528-1062531 | Deb Sprayberry   | Suzan Sinclair                   | E-mail transmitting adverse impact analysis                              | 11/7/2002  | AI Full Privilege        |
| 1062632-1062641 | Unknown          | Unknown                          | spreadsheet showing adverse impact analysis                              | 0000-00-00 | AI Full Privilege        |
| 1064240-1064240 | Nancy Fox        | Unknown                          | E-mail regarding legal review update                                     | 0000-00-00 | WP Full Privilege        |
| 1064252-1064253 | Deirdre Moore    | Ann Rhoads                       | E-mail regarding marketing organization                                  | 11/5/2002  | WP Full Privilege        |
| 1064256-1064256 | Ann Rhoads       | Jim Kissinger<br>Ron Gier        | E-mail regarding selection decisions                                     | 11/1/2002  | WP<br>A/C Full Privilege |
| 1065218-1065218 | Sarah Ulrich     | Jim McNaughton                   | E-mail regarding Adverse Impact                                          | 2/5/2002   | AI Full Privilege        |
| 1070099-1070101 | Eric Rice        | Steve Furgason<br>Patrick Hulla  | E-mail regarding Dallas impacts                                          | 12/10/2002 | A/C Full Privilege       |
| 1070140-1070140 | Karin Miller     | Susan Waldron                    | E-mail reflecting adverse impact analysis                                | 1/29/2003  | AI Full Privilege        |
| 1070143-1070143 | Karin Miller     | Kelly Mortensen                  | E-mail regarding instructions on RIF lists                               | 1/30/2003  | WP<br>A/C Full Privilege |
| 1070298-1070299 | Sonja Ambur      | Michael Brill<br>Kenn Blurton    | E-mail regarding instructions from legal on WARN requirements            | 4/13/2002  | WP<br>A/C Full Privilege |

|                 |                                     |                               |                                                                                 |            |                           |
|-----------------|-------------------------------------|-------------------------------|---------------------------------------------------------------------------------|------------|---------------------------|
| 1070454-1070454 | Chris Thompson                      | Julie Moylan<br>Ron Gier      | E-mail regarding RIF process documentation                                      | 1/29/2003  | A/C Full Privilege        |
| 1070514-1070514 | Maynard Danny                       | Colby Gilson<br>Trinder Betsy | E-mail regarding instructions from legal on policy waiver request               | 12/10/2002 | A/C;<br>WP Full Privilege |
| 1083963-1083963 | Sheryl Bowlin                       | Linda Pickett                 | E-mail reflecting adverse impact analysis                                       | 10/15/2001 | AI Full Privilege         |
| 1083964-1083964 | Sheryl Bowlin                       | Linda Pickett                 | E-mail identifying list for adverse impact analysis                             | 10/15/2001 | AI Full Privilege         |
| 1109253-1109253 | Sheryl Bowlin                       | Jan Price                     | E-mail with instructions on visa and patent reports                             | 11/7/2001  | WP Full Privilege         |
| 1130395-1130397 | Faith Palmer                        | Kip Downey                    | E-mail regarding savings worksheet for finance and instructions from legal      | 7/10/2002  | WP Part Privileged        |
| 1140360-1140364 | Renee Finks                         | Carrie Rothye                 | spreadsheet prepared for legal review and e-mail                                | 3/28/2002  | A/C<br>WP Full Privilege  |
| 1140365-1140373 | John Shannon;<br>Renee Finks        | Carrie Rothove                | E-mail regarding list of legal pools and reasons for adverse impact analysis    | 4/1/2002   | AI Full Privilege         |
| 1140382-1140386 | Renee Finks                         | John Shannon                  | E-mail regarding legal lists with pools and reasons for adverse impact analysis | 4/3/2002   | AI Full Privilege         |
| 1140629-1140629 | Lynn Simpson<br>Donna Crosswhite    | Diane<br>Shoemaker            | E-mail regarding revised template                                               | 1/4/2002   | A/C Full Privilege        |
| 1141321-1141322 | Gene Lampe                          | Scott Winkler                 | E-mail regarding draft release language                                         | 10/31/2001 | A/C Full Privilege        |
| 1156910-1156911 | Joan Vanderhelde;<br>Susan Cheney   | Rick Mears                    | E-mail regarding instructions from legal on records collection                  | 12/26/2002 | WP Full Privilege         |
| 1157292-1157292 | Ron Focht;<br>Jill Ferrell          | Diane<br>Shoemaker            | Memorandum regarding WARN compliance issues                                     | 1/8/2002   | A/C Full Privilege        |
| 1157358-1157359 | Michael Brill                       | Michael Machell               | E-mail regarding legal review changes                                           | 4/10/2002  | WP Full Privilege         |
| 1158112-1158113 | Sherrie Bowlin;<br>Donna Crosswhite | Vickie Smith                  | E-mail regarding update on corporate handouts                                   | 10/26/2001 | A/C Full Privilege        |
| 1158115-1158116 | Denice Aissa; Jill<br>Ferrell       | Corporate ER                  | E-mail regarding current workforce reduction guidelines                         | 9/19/2001  | A/C Full Privilege        |
| 1158131-1158132 | Denice Aissa;<br>Donna Crosswhite   | Corporate ER                  | E-mail regarding separation guidelines                                          | 11/20/2001 | A/C Full Privilege        |
| 1158133-1158134 | Sherly Bowlin;<br>Donna Crosswhite  | Vickie Smith                  | E-mail regarding updated letter template                                        | 10/24/2001 | A/C Full Privilege        |
| 1158156-1158157 | Sheryl Bowlin;<br>Patrick Hulla     | Suzanne Driscoll              | E-mail regarding additional process checks                                      | 10/30/2001 | A/C Full Privilege        |
| 1158232-1158233 | Michael Brill;<br>Donna Crosswhite  | Vickie Smith                  | E-mail regarding template letter overview                                       | 10/17/2001 | A/C Full Privilege        |
| 1158386-1158387 | Kimberly Klosak                     | Dan Chojnacki                 | E-mail regarding adverse impact analysis                                        | 6/24/2002  | AI Full Privilege         |
| 1158389-1158389 | Shirley Fox;<br>Suzy Keolling       | Janet Larson                  | E-mail regarding response from legal on WARN                                    | 9/6/2002   | WP Full Privilege         |
| 1188926-1188927 | Linda Pickett                       | Sonja Ambur-<br>Hartley       | E-mail regarding legal review on RIFs                                           | 2/9/2003   | WP Full Privilege         |
| 1191390-1191390 | Shirley Fox;<br>Linda Abbet         | Jerry Harris                  | E-mail regarding revised adverse impact analysis report                         | 11/12/2001 | AI Full Privilege         |
| 1193717-1193717 | Ron Focht                           | Danette Norris                | E-mail regarding Adverse Impact on distribution center associates               | 4/24/2002  | AI Full Privilege         |

|                 |                                   |                     |                                                                  |            |                   |
|-----------------|-----------------------------------|---------------------|------------------------------------------------------------------|------------|-------------------|
| 1193718-1193718 | Dick Summers                      | Danette Norris      | E-mail regarding Adverse Impact on distribution center reduction | 4/24/2002  | AI Full Privilege |
| 1199479-1199479 | John St. Angelo;<br>Kate Fisher   | Ric Walter          | E-mail regarding adverse impact                                  | 11/11/2001 | AI Full Privilege |
| 1205502-1205503 | Faith Palmer                      | Kip Downey          | E-mail regarding budget challenge and notes from legal           | 7/10/2002  | WP Full Privilege |
| 1205507-1205510 | Faith Palmer;<br>Kip Downey       | Chris Hubert        | E-mail regarding adverse impact                                  | 7/10/2002  | AI Full Privilege |
| 1205511-1205512 | Faith Palmer                      | Kip Downey          | E-mail regarding budget and notes from legal                     | 7/10/2002  | WP Full Privilege |
| 1205520-1205523 | Faith Palmer;<br>Kip Downey       | Chris Hubert        | E-mail regarding adverse impact                                  | 7/10/2002  | AI Full Privilege |
| 1205543-1205543 | Faith Palmer                      | Chris Hubert        | E-mail regarding adverse impact                                  | 5/10/2002  | AI Full Privilege |
| 1205602-1205602 | Deb Sprayberry                    | Joan<br>Vonderheide | E-mail regarding adverse impact review                           | 11/7/2002  | AI Full Privilege |
| 1205604-1205604 | Deb Sprayberry                    | Joan<br>Vonderheide | E-mail regarding adverse impact analysis                         | 11/7/2002  | AI Full Privilege |
| 1209788-1209788 | Cody Krause;<br>Corey Kephart     | Eric Rice           | E-mail regarding Adverse Impact                                  | 10/12/2001 | AI Full Privilege |
| 1210177-1210178 | Debra Simpson                     | Eric Rice           | E-mail regarding Adverse Impact matrix                           | 11/1/2001  | AI Full Privilege |
| 1210227-1210228 | Eric Rice                         | Gene Lampe          | E-mail regarding Adverse Impact matrix                           | 11/2/2001  | AI Full Privilege |
| 1210253-1210253 | Gene Lampe<br>David McElligott    | Eric Rice           | E-mail regarding Adverse Impact matrix                           | 11/2/2001  | AI Full Privilege |
| 1210296-1210296 | Cody Krause                       | Eric Rice           | E-mail regarding Adverse Impact                                  | 11/2/2001  | AI Full Privilege |
| 1210427-1210427 | Gene Lampe                        | Eric Rice           | E-mail regarding Adverse Impact                                  | 11/6/2001  | AI Full Privilege |
| 1211497-1211499 | Kenn Blurton                      | Ric Walter          | E-mail regarding adverse impact                                  | 11/12/2001 | AI Full Privilege |
| 1211718-1211719 | Justin Crosswhite                 | Julie Moylan        | E-mail with attached adverse impact template                     | 11/11/2002 | AI Full Privilege |
| 1211720-1211722 | Justin Crosswhite                 | Julie Moylan        | E-mail regarding instructions from legal on WARN                 | 11/11/2002 | WP Full Privilege |
| 1211900-1211900 | Sonja Colbert;<br>Mari Byrne      | Eric Rice           | E-mail regarding instructions from legal                         | 10/7/2002  | WP Full Privilege |
| 1211901-1211902 | Eric Rice;<br>Mari Byrne          | Sonja Colbert       | E-mail regarding instructions from legal                         | 10/8/2002  | WP Full Privilege |
| 1211905-1211906 | Sonja Colbert                     | Eric Rice           | E-mail regarding instructions from legal                         | 10/9/2002  | WP Full Privilege |
| 1211907-1211908 | Eric Rice;<br>Mari Byrne          | Sonja Colbert       | E-mail regarding instructions from legal                         | 10/9/2002  | WP Full Privilege |
| 1214295-1214295 | Lynn Stange                       | Adriane Hackett     | E-mail transmitting Adverse Impact spreadsheet                   | 12/18/2002 | AI Full Privilege |
| 1232864-1232864 | Sharri Evenson;<br>Tonya Johnston | Mel Moyer           | E-mail regarding revised templates                               | 12/18/2002 | WP Full Privilege |
| 1232869-1232870 | Mari Byrne                        | Eric Rice           | E-mail regarding advice from legal on RIF action                 | 10/7/2002  | WP Full Privilege |

|                 |                                    |                      |                                                                    |            |                    |
|-----------------|------------------------------------|----------------------|--------------------------------------------------------------------|------------|--------------------|
| 1232929-1232930 | Sheryl Bowlin;<br>Elaine Bishop    | Vickie Smith         | E-mail regarding instructions from legal on process checks         | 10/30/2001 | WP Full Privilege  |
| 1232957-1232958 | Sheryl Bowlin;<br>Donna Crosswhite | Vickie Smith         | E-mail regarding letter template                                   | 10/24/2001 | A/C Full Privilege |
| 1233017-1233018 | Mari Byrne                         | Janet Larson         | E-mail regarding notes from legal on process checks                | 7/30/2002  | WP Full Privilege  |
| 1233019-1233019 | Sonja Colbert;<br>Mari Byrne       | Eric Rice            | E-mail regarding adverse impact analysis                           | 10/7/2002  | AI Full Privilege  |
| 1233020-1233021 | Eric Rice;<br>Mari Byrne           | Sonja Colbert        | E-mail regarding adverse impact analysis                           | 10/8/2002  | AI Full Privilege  |
| 1233134-1233134 | Renee Finks                        | John Shannon         | E-mail regarding advice from legal on PCS displacements            | 1/9/2003   | WP Full Privilege  |
| 1233135-1233135 | John Shannon                       | Stacey Laboueff      | E-mail regarding advice from legal on PCS displacements            | 1/9/2003   | WP Full Privilege  |
| 1233205-1233205 | June Hastert                       | Laurie Reed          | E-mail regarding legal restructure reserve                         | 1/11/2002  | WP Full Privilege  |
| 1233255-1233255 | Janet Larson;<br>Donna Crosswhite  | Vickie Smith         | E-mail regarding revised RIF letter                                | 10/3/2001  | A/C Full Privilege |
| 1235213-1235214 | Shirley Fox                        | Mari Burger          | E-mail with attached spreadsheet for adverse impact analysis       | 4/23/2002  | AI Full Privilege  |
| 1235242-1235243 | Shirley Fox                        | Mari Burger          | E-mail transmitting spreadsheet for adverse impact analysis        | 4/23/2002  | AI Full Privilege  |
| 1236511-1236512 | Mari Byrne                         | Eric Rice            | E-mail regarding Adverse Impact lists                              | 1/5/2003   | AI Full Privilege  |
| 1236562-1236562 | Eric Rice                          | Mari Byrne           | E-mail regarding Adverse Impact lists                              | 1/3/2003   | AI Full Privilege  |
| 1236839-1236839 | Vicki Hatfield                     | Gene Lampe           | E-mail regarding legal analysis of ADEA requirements               | 10/4/2001  | WP Full Privilege  |
| 1237493-1237537 | Jerry Ustry;<br>Michael Brill      | Greg Cooper          | E-mail transmitting list for adverse impact analysis               | 9/25/2002  | AI Full Privilege  |
| 1237556-1237558 | Mari Burger                        | Shirley Fox          | E-mail transmitting spreadsheet reflecting adverse impact analysis | 2/14/2002  | AI Full Privilege  |
| 1237576-1237580 | Kimberly Klosak;<br>Janet Larson   | Zaidi Lorenzi-Mattei | E-mail regarding instructions from legal on RIF in Puerto Rico     | 2/10/2003  | WP Full Privilege  |
| 1237725-1237725 | Ron Focht;<br>Jill Ferrel          | Susan Ott            | E-mail regarding severance plan changes                            | 11/9/2001  | A/C Full Privilege |
| 1237917-1237918 | Steven Ferguson;<br>Patrick Hulla  | Eric Rice            | E-mail regarding Dallas impacts                                    | 12/10/2002 | A/C Full Privilege |
| 1238065-1238066 | Gene Lampe;<br>John St. Angelo     | Michael Motley       | E-mail regarding legal advice on 60-day notice                     | 12/6/2002  | WP Full Privilege  |
| 1238077-1238077 | Eric Rice;<br>Scott Winkler        | Gene Lampe           | E-mail regarding Adverse Impact                                    | 10/7/2001  | AI Full Privilege  |
| 1238083-1238083 | Gene Lampe;<br>Scott Winkler       | Eric Rice            | E-mail regarding Adverse Impact                                    | 10/8/2001  | AI Full Privilege  |
| 1239452-1239452 | Michael Brill;<br>Ron Focht        | Ron Focht            | E-mail regarding adverse impact analysis                           | 10/5/2001  | AI Full Privilege  |
| 1239589-1239589 | Lynn Simpson                       | Christy Milroy       | E-mail regarding legal review of ECO change                        | 6/6/2002   | WP Full Privilege  |

|                 |                                         |                  |                                                                      |            |                           |
|-----------------|-----------------------------------------|------------------|----------------------------------------------------------------------|------------|---------------------------|
| 1245979-1245981 | Mari Byrne                              | Lynn Simpson     | E-mail regarding legal instructions on WARN                          | 10/18/2001 | WP Full Privilege         |
| 1246006-1246007 | LaQuita Collier                         | Kathleen McBee   | E-mail regarding adverse impact analysis                             | 2/4/2002   | AI Full Privilege         |
| 1248189-1248190 | Jan Price                               | Linda Pickett    | E-mail regarding legal review of reduction in force                  | 10/31/2001 | WP Full Privilege         |
| 1260878-1260878 | Janet Larson                            | Vickie Smith     | E-mail regarding adverse impact analysis                             | 10/6/2001  | AI Full Privilege         |
| 1262706-1262707 | David McElligott;<br>Marvin Motley      | Vonya McCann     | E-mail regarding summary numbers requested                           | 12/11/2002 | A/C Full Privilege        |
| 1262708-1262709 | Vonya McCann;<br>Marvin Motley          | David McElligott | E-mail regarding summary numbers requested                           | 12/11/2002 | A/C Full Privilege        |
| 1262710-1262711 | Vonya McCann;<br>Marvin Motley          | David McElligott | E-mail regarding summary numbers requested                           | 12/11/2002 | A/C Full Privilege        |
| 1262713-1262713 | David McElligott;<br>Marvin Motley      | Janet Larson     | E-mail with instructions from legal on summary numbers requested     | 12/11/2002 | WP Full Privilege         |
| 1263210-1263210 | Janet Larson                            | Scott Jensen     | E-mail with advice from legal on int Broadband Video Retention       | 11/19/2002 | WP Full Privilege         |
| 1263511-1263511 | Janet Larson                            | Diane Shoemaker  | E-mail regarding involving legal on WARN act payments                | 2/12/2002  | WP Full Privilege         |
| 1263524-1263531 | Deb Sprayberry                          | Janet Larson     | E-mail with advice from legal on new separation code                 | 2/26/2002  | WP Full Privilege         |
| 1263798-1263798 | Janet Larson;<br>Donna Crosswhite       | Vickie Smith     | E-mail regarding revised RIF letter                                  | 10/3/2001  | A/C Full Privilege        |
| 1263821-1263821 | Sheryl Bowlin;<br>Donna Crosswhite      | Vickie Smith     | E-mail regarding letter template update                              | 10/24/2001 | A/C Full Privilege        |
| 1263823-1263824 | Sheryl Bowlin;<br>Patrick Hulla         | Vickie Smith     | E-mail regarding additional process checks                           | 10/30/2001 | A/C Full Privilege        |
| 1263870-1263871 | Sheryl Bowlin;<br>Patrick Hulla         | Suzanne Driscoll | E-mail regarding additional process checks                           | 10/30/2001 | A/C Full Privilege        |
| 1263883-1263885 | Janet Larson                            | Vickie Smith     | E-mail regarding instructions from legal on separation plan          | 12/3/2001  | WP Full Privilege         |
| 1263904-1263905 | Sheryl Bowlin;<br>Donna Crosswhite      | Vickie Smith     | E-mail regarding letter template                                     | 10/24/2001 | A/C Full Privilege        |
| 1263918-1263918 | Ron Focht;<br>Jill Ferrell              | Diane Shoemaker  | Memo regarding WARN                                                  | 1/8/2002   | A/C Full Privilege        |
| 1263990-1263995 | Janet Larson                            | Kathryn Larison  | E-mail regarding explanation from legal on termination in California | 12/5/2002  | WP Full Privilege         |
| 1263996-1264002 | Kathryn Larison;<br>Patrick Hulla       | Janet Larson     | E-mail regarding terminations in California                          | 12/9/2002  | A/C;<br>WP Full Privilege |
| 1264033-1264037 | Janet Larson                            | Elaine Bishop    | E-mail regarding instructions from legal on reduction in force       | 12/18/2002 | WP Full Privilege         |
| 1264038-1264042 | Elaine Bishop                           | Janet Larson     | E-mail regarding instructions from legal on reduction in force       | 12/18/2002 | WP Full Privilege         |
| 1264075-1264078 | Anthony Byergo;<br>Diane Shoemaker-Katz | Anita Edwards    | E-mail regarding separation issue                                    | 2/7/2003   | A/C Full Privilege        |
| 1264082-1264082 | Teresa Toal                             | Amy Oberkrom     | E-mail regarding conference call and decision from legal             | 2/3/2003   | WP Full Privilege         |

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|-----------------|------------------------------------|---------------------|------------------------------------------------------------------------------------------|------------|----------------------|
| 1264121-1264121 | Sharon Hardy                       | Marissa Thie        | E-mail regarding action required from legal dept                                         | 2/5/2003   | WP Full Privilege    |
| 1264122-1264124 | Sharon Hardy                       | Marissa Thie        | E-mail regarding action required per legal dept                                          | 2/11/2003  | WP Full Privilege    |
| 1264241-1264241 | Sheryl Bowlin;<br>Donna Crosswhite | Vickie Smith        | E-mail regarding RIF impact on immigration issues                                        | 10/24/2001 | A/C Full Privilege   |
| 1264398-1264399 | Vonya McCann;<br>Marvin Motley     | Bill White          | E-mail regarding separation summary by state                                             | 12/12/2002 | A/C Full Privilege   |
| 1264949-1264950 | Suzanne McVey                      | Dennis<br>Armstrong | E-mail regarding adverse impact                                                          | 2/20/2002  | AI Full Privilege    |
| 1264951-1264952 | Suzanne McVey;<br>Charles Moore    | Dawn Mitchell       | E-mail regarding adverse impact                                                          | 2/20/2002  | AI Full Privilege    |
| 1265118-1265118 | Tami Keasling;<br>Ellen Martin     | Sheryl Bowlin       | E-mail regarding employees identified at selection<br>meeting                            | 10/28/2001 | A/C Full Privilege   |
| 1265326-1265328 | Suzanne Driscoll;<br>Jan Price     | Mary Hull           | E-mail regarding instructions from legal on records<br>collection                        | 12/19/2002 | WP Full Privilege    |
| 1265685-1265690 | Linda Pickett;<br>Curtis Thornton  | Jim Hannan          | E-mail regarding manpower information with<br>handwritten notes regarding adverse impact | 10/5/2001  | AI Full Privilege    |
| 1272164-1272168 | Mari Burger                        | Shirley Fox         | E-mail regarding adverse impact analysis                                                 | 12/18/2002 | AI Full Privilege    |
| 1281532-1281533 | Jed Dodd                           | Randy Bryson        | E-mail regarding business stack ranking                                                  | 8/16/2002  | A/C Part privileged. |
| 1281543-1281543 | Jerry Usry                         | Gregory Plante      | E-mail regarding downsizing information                                                  | 10/14/2002 | A/C Part privileged. |
| 1281546-1281550 | Jerry Usry                         | Frank Hickey        | E-mail transmitting adverse impact analysis                                              | 10/14/2002 | AI Part privileged.  |
| 1281551-1281551 | Jerry Usry                         | Gary Garcia         | CPE Managers E-mail regarding RIF list                                                   | 10/11/2002 | A/C Part privileged. |
| 1281558-1281559 | Jerry Usry                         | Gary Garcia         | E-mail regarding staffing worksheet                                                      | 10/2/2002  | A/C Part privileged. |
| 1281564-1281564 | Jerry Usry                         | Gary Garcia         | CPE Managers E-mail regarding Central Region RIF<br>documentation                        | 9/27/2002  | A/C Part privileged. |
| 1295648-1295648 | Greg Cooper;<br>Kimberly Mattingly | Frank Hickey        | E-mail regarding downgrades                                                              | 10/10/2002 | A/C Part privileged. |
| 1295649-1295649 | Jerry Usry                         | Ric Walter          | E-mail regarding field operations down-sizing                                            | 6/11/2002  | A/C Part privileged. |
| 1295650-1295650 | Jerry Usry                         | Gregory Plante      | E-mail regarding headcount                                                               | 7/3/2002   | A/C Part privileged. |
| 1295651-1295651 | Frank Hickey;<br>Jerry Usry        | Greg Cooper         | E-mail regarding RIF timing issues                                                       | 10/9/2002  | A/C Part privileged. |
| 1295652-1295652 | CPE Managers;<br>Jerry Usry        | Frank Hickey        | E-mail regarding Adverse Impact matrix                                                   | 9/23/2002  | AI Part privileged.  |
| 1295653-1295653 | Ric Walter;<br>Kimberly Mattingly  | Greg Cooper         | E-mail regarding CPE reductions                                                          | 10/31/2002 | A/C Part privileged. |
| 1295654-1295655 | Jerry Usry                         | Gregory Plante      | E-mail regarding downsizing                                                              | 6/14/2002  | A/C Part privileged. |
| 1295656-1295656 | Jerry Usry                         | James Bergner       | E-mail regarding downsizing                                                              | 6/13/2002  | A/C Part privileged. |
| 1295657-1295657 | Kimberly Mattingly                 | Frank Hickey        | E-mail regarding RIF packages                                                            | 10/24/2002 | A/C Part privileged. |
| 1295658-1295659 | Jerry Usry                         | Gary Garcia         | E-mail regarding additional RIF list                                                     | 6/14/2002  | A/C Part privileged. |

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|-----------------|------------------------------------|----------------------|-----------------------------------------------------------------------|------------|----------------------|
| 1295729-1295730 | Chris Thompson                     | John Shannon         | E-mail regarding pool reductions                                      | 11/4/2002  | A/C Full Privilege   |
| 1295767-1295767 | Chris Thompson                     | Ron Gier             | E-mail regarding activity status sheet                                | 12/11/2002 | A/C Full Privilege   |
| 1295883-1295883 | Chris Sharp;<br>Deonna Sharp       | Cindy Dove           | E-mail regarding process outlines                                     | 1/28/2003  | A/C Part privileged. |
| 1295921-1295923 | Chris Thompson                     | Peter Dillon         | E-mail regarding realignment worksheets                               | 11/8/2002  | A/C Part privileged. |
| 1295940-1295940 | Randy Bryson;<br>Margie Paxson     | Steve Mueller        | E-mail regarding Stack Ranking                                        | 8/14/2002  | A/C Part privileged. |
| 1295941-1295942 | Margie Paxson                      | Randy Bryson         | E-mail regarding HQ Business Sales & Support                          | 11/1/2002  | A/C Part privileged. |
| 1295946-1295948 | Russ Highflower                    | Gina Eisler          | E-mail regarding realignment with notes from legal                    | 3/28/2002  | WP Full Privilege    |
| 1295972-1295974 | Jackie Ashworth;<br>Jerry Usry     | Frank Hickey         | E-mail regarding HR contacts for separation meetings                  | 10/24/2002 | A/C Part privileged. |
| 1296358-1296358 | Gheryl Glidewell;<br>Jerry Batt    | John Shannon         | E-mail regarding legal review of pools                                | 3/29/2002  | WP Full Privilege    |
| 1296366-1296367 | David Hanks;<br>Ted Stock          | Lisa Livingston      | E-mail regarding adverse impact analysis                              | 4/25/2002  | AI Full Privilege    |
| 1296525-1296526 | Kimberly Klosak                    | Kathryn Hanson       | E-mail regarding adverse impact                                       | 11/26/2002 | AI Full Privilege    |
| 1296532-1296532 | Kimberly Klosak;<br>Carin McFadden | Julie Moylan         | E-mail regarding instructions from legal on CA requirement            | 12/5/2002  | WP Full Privilege    |
| 1297076-1297076 | Ric Walter;<br>Tim Dinslage        | Linda Mccoy          | E-mail regarding 2003 budget                                          | 9/19/2002  | A/C Part privileged. |
| 1315174-1315175 | Sarah Ulrich                       | Vicki Kolb           | E-mail regarding adverse impact analysis                              | 10/18/2001 | AI Full Privilege    |
| 1315187-1315188 | Renee Finks                        | Pinchback Gavin      | E-mail regarding legal review                                         | 11/7/2002  | WP Full Privilege    |
| 1315192-1315193 | Jerry Batt;<br>Ron Gier            | John Shannon         | E-mail regarding adverse impact                                       | 11/18/2002 | AI Full Privilege    |
| 1315206-1315207 | Cloene Davis;<br>Cheryl Glidewell  | John Shannon         | E-mail re timing and legal review update with adverse impact analysis | 9/20/2002  | AI Part privileged.  |
| 1315328-1315328 | Vicki Kolb                         | Michael Brill        | E-mail regarding adverse impact analysis                              | 10/9/2001  | AI Full Privilege    |
| 1315355-1315355 | Faith Palmer                       | Kip Downey           | E-mail regarding adverse impact analysis                              | 5/6/2002   | AI Full Privilege    |
| 1315643         | Renee Finks                        | Lisa Livingston      | E-mail regarding adverse impact analysis                              | 10/15/2002 | AI Full Privilege    |
| 1321776         | Kenna Osburn                       | Nesa Helm            | E-mail regarding adverse impact list                                  | 11/19/2002 | AI Full Privilege    |
| 1329516-1329536 | Peter Dillon;<br>Chris Thompson    | Lavonda Anderson     | E-mail regarding access management organizational charts              | 3/10/2003  | A/C Full Privilege   |
| 1329595-1329596 | Sara Ulrich;<br>Jim Hansen         | John Lauster         | E-mail regarding adverse impact                                       | 12/5/2001  | AI Full Privilege    |
| 1330021-1330025 | Anne Kinney;<br>Patrick Hulla      | Diane Shoemaker-Katz | E-mail regarding separation plan                                      | 7/19/2002  | A/C Full Privilege   |
| 1330048-1330049 | Janie Simon                        | Janet Larson         | E-mail regarding list of competitio1330230rs from legal               | 8/2/2002   | WP Full Privilege    |
| 1330225-1330229 | Chris Thompson                     | Peter Dillon         | E-mail regarding RIF list                                             | 2/19/2003  | A/C Full Privilege   |
| 1333869-1333869 | Shelly Johnson                     | Marion Williams      | E-mail regarding adverse impact analysis                              | 3/5/2002   | AI Full Privilege    |
| 1335400-1335413 | Julie Nurski                       | Peter Dillon         | E-mail reflecting adverse impact analysis                             | 1/24/2003  | AI Full Privilege    |

|                 |                                    |                  |                                                             |            |                             |
|-----------------|------------------------------------|------------------|-------------------------------------------------------------|------------|-----------------------------|
| 1335706-1335706 | Vickie Smith                       | Jan Price        | E-mail regarding adverse impact                             | 10/4/2001  | AI Full Privilege           |
| 1335714-1335714 | Jan Price                          | Vickie Smith     | E-mail regarding adverse impact                             | 10/4/2001  | AI Full Privilege           |
| 1340119-1340119 | Julie Moylan                       | Janet Larson     | E-mail regarding legal instructions on immigration          | 11/8/2002  | WP Full Privilege           |
| 1340552-1340552 | Kimberly Klosak                    | Deb Sprayberry   | E-mail regarding adverse impact                             | 11/4/2002  | AI Full Privilege           |
| 1344414-1344415 | Sarah Urich                        | Vicki Kolb       | E-mail regarding adverse impact analysis                    | 10/18/2001 | AI Full Privilege           |
| 1346032-1346033 | John Gray                          | Eric Rice        | E-mail regarding adverse impact analysis                    | 10/19/2001 | AI Full Privilege           |
| 1346158-1346158 | Gene Lampe                         | Eric Rice        | E-mail regarding adverse impact analysis                    | 10/8/2001  | AI Full Privilege           |
| 1346160-1346160 | Eric Rice                          | Corey Kephart    | E-mail regarding Adverse Impact                             | 10/12/2001 | AI Full Privilege           |
| 1346162-1346162 | Eric Rice                          | Unknown          | E-mail regarding Adverse Impact matrix                      | 10/14/2001 | AI Full Privilege           |
| 1346503-1346503 | Gene Lampe;<br>David McElligott    | Eric Rice        | E-mail regarding Adverse Impact                             | 11/2/2001  | AI Full Privilege           |
| 1347557-1347558 | Unknown                            | Scott Jensen     | E-mail regarding adverse impact                             | 10/25/2002 | AI Full Privilege           |
| 1347699-1347699 | Melanie Schultz                    | Chris Hubert     | E-mail regarding adverse impact                             | 5/30/2002  | AI Full Privilege           |
| 1347819-1347821 | Shirley Fox;<br>Tonya Johnston     | Scott Jensen     | E-mail regarding adverse impact analysis                    | 7/22/2002  | AI Full Privilege           |
| 1347955-1347955 | Keith Woods;<br>Tonya Johnston     | Scott Jensen     | E-mail regarding impact analysis                            | 3/12/2002  | A/C Full Privilege          |
| 1351242-1351242 | Eric Rice                          | Gene Lampe       | E-mail regarding adverse impact analysis                    | 10/5/2001  | AI Full Privilege           |
| 1351246-1351246 | Eric Rice                          | Gene Lampe       | E-mail regarding Adverse Impact                             | 10/5/2001  | AI Full Privilege           |
| 1351289-1351291 | Michael Machell                    | Unknown          | E-mail regarding Adverse Impact                             | 4/14/2003  | AI Partially<br>privileged. |
| 1351645-1351645 | Vicki Kolb                         | Michael Brill    | E-mail regarding adverse impact analysis                    | 10/9/2001  | AI Full Privilege           |
| 1351716-1351717 | Gene Lampe                         | Cody Krause      | E-mail regarding adverse impact analysis                    | 10/15/2001 | AI Full Privilege.          |
| 1351957-1351957 | Eric Rice;<br>David McElligott     | Gene Lampe       | E-mail regarding adverse impact                             | 11/1/2001  | AI Full Privilege           |
| 1351972-1351974 | Cody Krause                        | Gene Lampe       | E-mail with instructions from legal on template letter      | 10/18/2001 | WP Full Privilege           |
| 1351993-1351994 | Sheryl Bowlin;<br>Donna Crosswhite | Vickie Smith     | E-mail regarding RIF                                        | 10/26/2001 | A/C Full Privilege          |
| 1352006-1352007 | Sheryl Bowlin;<br>Donna Crosswhite | Vickie Smith     | E-mail regarding RIF                                        | 10/26/2001 | A/C Full Privilege          |
| 1352028-1352029 | Sheryl Bowlin;<br>Patrick Hulla    | Vickie Smith     | E-mail regarding additional process checks                  | 10/30/2001 | A/C Full Privilege          |
| 1352048-1352048 | Sonja Colbert;<br>Mari Byrne       | Eric Rice        | E-mail regarding instructions from legal on impacts         | 10/7/2002  | WP Full Privilege           |
| 1352049-1352050 | Sonja Colbert;<br>Mari Byrne       | Eric Rice        | E-mail regarding instructions from legal on impacts         | 10/7/2002  | WP Full Privilege           |
| 1352103-1352104 | Steven Furgason;<br>Patrick Hulla  | Eric Rice        | E-mail regarding RIF clarification                          | 12/10/2002 | A/C Full Privilege          |
| 1352107-1352107 | Steven Furgason;<br>Patrick Hulla  | Eric Rice        | E-mail regarding down grade justification                   | 12/10/2002 | A/C Full Privilege          |
| 1352113-1352115 | Eric Rice;<br>Patrick Hulla        | Steven Furgason  | E-mail regarding Dallas impacts                             | 12/10/2002 | A/C Full Privilege          |
| 1352125-1352129 | Jon Binder;<br>Tonya Johnston      | Kip Downey       | E-mail regarding RIF process                                | 6/26/2002  | A/C Full Privilege          |
| 1352133-1352135 | Shirley Fox;<br>Tonya Johnston     | Shirley Fox      | E-mail regarding center closing                             | 12/19/2002 | A/C Full Privilege          |
| 1352168-1352168 | Sharri Evenson;<br>Tonya Johnston  | Mel Moyer        | E-mail regarding revised templates                          | 12/18/2002 | A/C Full Privilege          |
| 1352209-1352209 | Janet Larson;<br>Marvin Motley     | David McElligott | E-mail regarding summary numbers request from legal<br>dept | 11/12/2002 | WP Full Privilege           |
| 1352537-1352537 | Jen Baughman;<br>Dannette Norris   | Barbre Clark     | E-mail regarding advice from legal on military leave        | 5/2/2002   | A/C Full Privilege          |

|                 |                                       |                           |                                                                            |            |                        |
|-----------------|---------------------------------------|---------------------------|----------------------------------------------------------------------------|------------|------------------------|
| 1352538-1352538 | Jen Baughman;<br>Dannette Norris      | Barbre Clark              | E-mail regarding advice from legal on military leave                       | 5/2/2002   | A/C Full Privilege     |
| 1352572-1352573 | Suzanne Driscoll                      | Deborah Goddard           | E-mail regarding legal advice on separation letters                        | 11/14/2001 | WP Full Privilege      |
| 1352576-1352576 | Todd Young                            | Deborah Goddard           | E-mail regarding legal advice on RIF                                       | 11/8/2001  | WP Full Privilege      |
| 1352590-1352591 | Debra Aubuchon;<br>John Shannon       | Beth Forwalder            | E-mail regarding revised timeline for November action                      | 10/26/2002 | A/C Full Privilege     |
| 1352594-1352595 | Deb Aubuchon;<br>Beth Forwalder       | John Shannon              | E-mail regarding revised timeline for November action                      | 10/31/2002 | WP Full Privilege      |
| 1352596-1352596 | Renee Finks;<br>Beth Forwalder        | Janet Larson              | E-mail regarding RIF                                                       | 11/5/2002  | A/C Full Privilege     |
| 1352597-1352598 | Tom O'Dea;<br>Jerry Batt              | John Shannon              | E-mail regarding results of legal review                                   | 11/5/2002  | WP Full Privilege      |
| 1352691-1352691 | John Campanelli;<br>Ellen Martin      | Cynthia Taylor-<br>Wright | E-mail regarding Adverse Impact                                            | 11/29/2001 | A/C Full Privilege     |
| 1352692-1352692 | John Campanelli;<br>Ellen Martin      | Cynthia Taylor-<br>Wright | E-mail regarding Adverse Impact                                            | 11/29/2001 | A/C; AI Full Privilege |
| 1352693-1352694 | John Campanelli;<br>Cindy Blim        | Cynthia Taylor-<br>Wright | E-mail regarding Adverse Impact                                            | 11/29/2001 | A/C; AI Full Privilege |
| 1352761-1352765 | John Garcia;<br>Jim Kissinger         | Ann Rhoads                | E-mail regarding advice from legal on PCS Plans                            | 10/22/2001 | WP Full Privilege      |
| 1353281-1353281 | Julie Moylan                          | Janet Larson              | E-mail regarding advice from legal on immigration<br>issues                | 11/7/2002  | Full Privilege         |
| 1353419-1353419 | Michael Brill;<br>Donna Crosswhite    | Vickie Smith              | E-mail regarding WARN notification                                         | 10/10/2001 | A/C Full Privilege     |
| 1353434-1353435 | Sonja Ambur;<br>Janet Larson          | Michael Brill             | E-mail regarding legal advice on WARN act                                  | 4/14/2002  | WP Full Privilege      |
| 1353747-1353749 | Janet Larson                          | Michael Brill             | E-mail regarding legal advice on WARN act                                  | 4/15/2002  | WP Full Privilege      |
| 1353750-1353752 | Michael Brill                         | Janie Simon               | E-mail regarding legal advice on WARN act                                  | 4/15/2002  | WP Full Privilege      |
| 1356298-1356300 | Cheryl Glidewell                      | John Shannon              | E-mail regarding advice from legal on pool reductions                      | 4/18/2002  | WP Full Privilege      |
| 1356847-1356847 | Suzanne Driscoll                      | Deborah Goddard           | E-mail regarding legal advice on separation letters                        | 11/14/2001 | WP Full Privilege      |
| 1356858-1356861 | Dick Green;<br>Gene Lampe             | Suzanne<br>Williams       | E-mail regarding advice from legal on RIF list                             | 10/26/2001 | WP Full Privilege      |
| 1363577-1363577 | Renee Finks                           | Lisa Livingston           | E-mail with adverse impact list                                            | 11/18/2002 | AI Full Privilege      |
| 1363673-1363673 | Twilla Skelton                        | Michael Machell           | E-mail regarding adverse impact report                                     | 10/29/2001 | AI Full Privilege      |
| 1363676-1363678 | Christy Milroy                        | Kim Mattingly             | E-mail regarding adverse impact on retirement policy                       | 2/25/2002  | AI Full Privilege      |
| 1365434-1365435 | Jon Binder;<br>Sonja Ambur            | Suzanne Driscoll          | E-mail regarding WARN compliance                                           | 1/15/2002  | WP Full Privilege      |
| 1365436-1365437 | Lynn Berding;<br>Tim Hearshman        | Susan<br>Schenewerk       | E-mail regarding RIF in network engineering                                | 5/20/2002  | WP Full Privilege      |
| 1365438-1365438 | John St. Angelo;<br>Tim Hearshman     | Greg Cooper               | E-mail regarding RIF in Network Engineering                                | 5/17/2002  | WP Full Privilege      |
| 1365440-1365440 | Jon Binder;<br>Suzanne Driscoll       | Patrick Hulla             | E-mail regarding WARN                                                      | 2/15/2002  | WP Full Privilege      |
| 1365447-1365447 | Sonja Ambur;<br>Tim Hearshman         | John St. Angelo           | E-mail regarding RIF in network engineering                                | 5/20/2002  | WP Full Privilege      |
| 1365749-1365749 | Lavonda Anderson;<br>Beth Forwalder   | Peter Dillon              | E-mail regarding instructions from human resources on<br>selection process | 1/16/2003  | A/C Full Privilege     |
| 1365825-1365825 | Vicki Hatfield                        | Gene Lampe                | E-mail regarding legal analysis of ADEA requirements                       | 10/4/2001  | WP Full Privilege      |
| 1365836-1365836 | David McElligott;<br>Donna Crosswhite | Vickie Smith              | E-mail regarding letter templates                                          | 10/11/2001 | WP Full Privilege      |
| 1365840-1365840 | Cody Krause;<br>Donna Crosswhite      | Gene Lampe                | E-mail regarding letter templates                                          | 10/11/2001 | WP Full Privilege      |
| 1365843-1365843 | Cody Krause                           | Gene Lampe                | E-mail regarding adverse impact analysis                                   | 10/9/2001  | AI Full Privilege      |

|                 |                                    |                   |                                                         |            |                    |
|-----------------|------------------------------------|-------------------|---------------------------------------------------------|------------|--------------------|
| 1365891-1365891 | Rachel Griebing;<br>Janet Larson   | Vickie Smith      | E-mail regarding E-grade package information from legal | 10/15/2001 | WP Full Privilege  |
| 1365892-1365892 | Rachel Griebing;<br>Janet Larson   | Vickie Smith      | E-mail regarding E-grade packages                       | 10/15/2001 | WP Full Privilege  |
| 1365961-1365962 | Sheryl Bowlin;<br>Donna Crosswhite | Vickie Smith      | E-mail regarding letter template                        | 10/24/2001 | A/C Full Privilege |
| 1365982-1365982 | Sheryl Bowlin;<br>Donna Crosswhite | Vickie Smith      | E-mail regarding letter template                        | 10/24/2001 | A/C Full Privilege |
| 1366215-1366216 | Marvin Motley                      | Michael Brill     | E-mail regarding requirements of WARN                   | 12/18/2002 | WP Full Privilege  |
| 1366217-1366218 | Sonja Ambur;<br>Janet Larson       | Michael Brill     | E-mail regarding requirements of WARN                   | 4/14/2002  | WP Full Privilege  |
| 1366219-1366220 | Sonja Ambur;<br>Kenn Blurton       | Michael Brill     | E-mail regarding requirements of WARN                   | 4/13/2002  | WP Full Privilege  |
| 1366233-1366234 | Sonja Ambur                        | Suzanne Driscoll  | E-mail regarding requirements of WARN                   | 4/15/2002  | WP Full Privilege  |
| 1366235-1366236 | Sonja Ambur                        | John St. Angelo   | E-mail regarding requirements of WARN                   | 4/14/2002  | WP Full Privilege  |
| 1366238-1366239 | Suzanne Driscoll;<br>Jon Binder    | Suzanne Driscoll  | E-mail regarding WARN compliance                        | 1/18/2002  | WP Full Privilege  |
| 1366240-1366240 | Ron Focht;<br>Jill Ferrel          | Diane Shoemaker   | Memo regarding WARN compliance                          | 1/8/2002   | A/C Full Privilege |
| 1406060-1406061 | Eric Rice                          | Heather Thorndike | E-mail regarding Adverse Impact                         | 11/1/2001  | AI Full Privilege  |
| 1406518-1406518 | Suzanne Mcvey                      | Unknown           | E-mail regarding adverse impact                         | 3/21/2002  | AI Full Privilege  |
| 1406965-1406965 | Jon Binder;<br>Sonja Ambur         | Catherine Johnson | E-mail regarding WARN compliance                        | 1/15/2002  | WP Full Privilege  |
| 1412648-1412653 | Deb Sprayberry;<br>Patrick King    | David Coombs      | E-mail transmitting list for adverse impact             | 11/5/2002  | AI Full Privilege  |
| 1412658-1412661 | Dan Oimetti                        | Michael Wodzisz   | E-mail transmitting list for adverse impact analysis    | 11/3/2002  | AI Full Privilege  |
| 1412662-1412666 | Dan Oimetti                        | Michael Wodzisz   | E-mail attaching list for adverse impact analysis       | 11/3/2002  | Full Privilege     |
| 1412667-1412668 | Lisa Watson;<br>Dan Oimetti        | Craig Carroll     | E-mail transmitting adverse impact list                 | 11/4/2002  | AI Full Privilege  |
| 1412715-1412720 | Pat D'Agostino                     | Deb Sprayberry    | E-mail transmitting list for adverse impact analysis    | 11/5/2002  | AI Full Privilege  |
| 1412721-1412722 | Pat D'Agostino                     | Deb Sprayberry    | E-mail transmitting list for adverse impact analysis    | 11/5/2002  | AI Full Privilege  |
| 1412776-1412777 | Pat D'Agostino                     | Deb Sprayberry    | E-mail transmitting list for adverse impact analysis    | 11/5/2002  | AI Full Privilege  |
| 1412778-1412779 | Pat D'Agostino                     | Deb Sprayberry    | E-mail transmitting list for adverse impact analysis    | 11/5/2002  | AI Full Privilege  |
| 1412780-1412781 | Pat D'Agostino                     | Deb Sprayberry    | E-mail transmitting list for adverse impact analysis    | 11/5/2002  | AI Full Privilege  |
| 1412782-1412784 | Kevin Heater                       | Steve Gerevas     | E-mail transmitting list for adverse impact analysis    | 11/5/2002  | AI Full Privilege  |
| 1412788-1412794 | Pat D'Agostino                     | Deb Sprayberry    | E-mail transmitting adverse impact list                 | 10/18/2002 | AI Full Privilege  |
| 1412795-1412796 | Pat D'Agostino                     | Deb Sprayberry    | E-mail transmitting adverse impact analysis             | 11/8/2002  | AI Full Privilege  |
| 1412800-1412803 | Kevin Heater;<br>Bill Esrey        | Eric Klein        | E-mail transmitting adverse impact list                 | 11/5/2002  | AI Full Privilege  |
| 1412804-1412805 | Deb Sprayberry;<br>Bill Esrey      | Dewey Garner      | E-mail transmitting list for adverse impact analysis    | 11/1/2002  | AI Full Privilege  |
| 1412820-1412832 | Pat D'Agostino                     | Deb Sprayberry    | E-mail transmitting list for adverse impact             | 10/18/2002 | AI Full Privilege  |
| 1412939-1412942 | Elaine Bishop                      | Deb Sprayberry    | E-mail transmitting adverse impact list                 | 1/28/2002  | AI Full Privilege  |
| 1412945-1412948 | Joe Vidal;<br>Joan VonderHeide     | Deb Sprayberry    | E-mail regarding director separations                   | 2/4/2002   | AI Full Privilege  |
| 1422626-1422626 | Julie Moylan;<br>Deb Sprayberry    | Pat D'Agostino    | E-mail regarding adverse impact                         | 11/8/2002  | AI Full Privilege  |
| 1423202-1423203 | Pat D'Agostino;<br>Deb Sprayberry  | Joan Vonderheide  | E-mail regarding adverse impact analysis                | 11/8/2002  | AI Full Privilege  |
| 1423690-1423690 | Gene Lampe;<br>David McElligott    | Eric Rice         | E-mail regarding Adverse Impact                         | 11/7/2001  | AI Full Privilege  |

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|-----------------|----------------------------------|----------------|------------------------------------------------------------|------------|------------------------|
| 1424014-1424014 | Melannie Schultz                 | Chris Hubert   | Spreadsheet reflecting adverse impact analysis             | 5/30/2002  | AI Full Privilege      |
| 1424018-1424019 | Melannie Schultz                 | Chris Hubert   | E-mail regarding adverse impact                            | 5/30/2002  | AI Full Privilege      |
| 1424023-1424024 | Melannie Schultz                 | Chris Hubert   | E-mail regarding adverse impact                            | 5/30/2002  | AI Full Privilege      |
| 1424028-1424029 | Melannie Schultz                 | Chris Hubert   | E-mail regarding adverse impact                            | 5/30/2002  | AI Full Privilege      |
| 1424035-1424035 | Melannie Schultz                 | Chris Hubert   | E-mail regarding adverse impact                            | 6/11/2002  | AI Full Privilege      |
| 1424039-1424040 | Melannie Schultz                 | Chris Hubert   | E-mail regarding adverse impact                            | 6/11/2002  | AI Full Privilege      |
| 1424048-1424048 | Melannie Schultz                 | Chris Hubert   | E-mail regarding adverse impact                            | 6/6/2002   | AI Full Privilege      |
| 1424052-1424052 | Melannie Schultz                 | Chris Hubert   | E-mail regarding adverse impact                            | 6/6/2002   | AI Full Privilege      |
| 1424059-1424059 | Melannie Schultz                 | Chris Hubert   | E-mail regarding adverse impact                            | 5/30/2002  | A/C; AI Full Privilege |
| 1424066-1424066 | Melannie Schultz                 | Chris Hubert   | E-mail regarding adverse impact analysis                   | 5/30/2002  | AI Full Privilege      |
| 1424080-1424080 | Howard Bingham;<br>Jen Baughman  | Danette Norris | E-mail regarding adverse impact                            | 7/31/2002  | AI Full Privilege      |
| 1424118-1424119 | Keith Woods;<br>Suzanne Driscoll | Scott Jensen   | E-mail regarding adverse impact analysis                   | 4/19/2002  | A/C; AI Full Privilege |
| 1424140-1424140 | Melannie Schultz                 | Chris Hubert   | E-mail regarding adverse impact analysis                   | 5/30/2002  | AI Full Privilege      |
| 1424144-1424145 | Howard Bingham                   | Chris Hubert   | E-mail regarding adverse impact                            | 5/30/2002  | AI Full Privilege      |
| 1424149-1424150 | Melannie Schultz                 | Chris Hubert   | E-mail regarding adverse impact                            | 5/30/2002  | AI Full Privilege      |
| 1424154-1424155 | Melannie Schultz                 | Chris Hubert   | E-mail regarding adverse impact                            | 5/30/2002  | AI Full Privilege      |
| 1424163-1424163 | Melannie Schultz                 | Chris Hubert   | Spreadsheet reflecting adverse impact analysis             | 6/12/2002  | AI Full Privilege      |
| 1424170-1424171 | Jen Baughman;<br>Tonya Johnston  | Danette Norris | E-mail regarding selection process                         | 8/1/2002   | A/C Full Privilege     |
| 1426784-1426785 | Steve Debusk;<br>Beth Forwalder  | Ann Rhoads     | E-mail regarding position elimination                      | 4/17/2002  | A/C Full Privilege     |
| 1426858-1426858 | Deb Sprayberry                   | Anita Otto     | E-mail regarding advice from legal on realignment          | 9/19/2002  | WP Full Privilege      |
| 1427734-1427737 | Kevin Heater;<br>Bill Esrey      | Dewey Garner   | E-mail transmitting list for adverse impact analysis       | 11/5/2002  | AI Full Privilege      |
| 1427757-1427758 | Corey Kephart                    | Gene Lampe     | E-mail regarding adverse impact analysis                   | 11/12/2001 | AI Full Privilege      |
| 1428015-1428015 | Deb Sprayberry                   | Janet Larson   | E-mail regarding notice period for RIF instructed by legal | 1/21/2002  | Full Privilege         |
| 1428221-1428221 | Jen Baughman;<br>Tonya Johnston  | Danette Norris | E-mail regarding RIF guidelines                            | 8/1/2002   | A/C Full Privilege     |

|               |              |             | Extractions from KC Log          |             |                                                                                    |
|---------------|--------------|-------------|----------------------------------|-------------|------------------------------------------------------------------------------------|
| Bates         | From         | To          | Description                      | Date        | Privilege                                                                          |
| 184552        | Tina Peek    | Tasha Reed  | e-mail ISSC RIF Preparation-East | 1/6/2003    | WP transmits legal advice from legal dept to those responsible for implementing it |
| 184555-184556 | Tina Peek    | Tasha Reed  | e-mail ISSC RIF Preparation-East | 1/6/2003    | WP transmits legal advice from legal dept to those responsible for implementing it |
| 184557-184559 | Tasha Reed   | Mari Burger | e-mail ISSC RIF Preparation-East | 37628 [sic] | WP transmits legal advice from legal dept to those responsible for implementing it |
| 184567        | Scott Jensen | Keith Woods | e-mail Analysis Summary          | 1/28/2002   | A/C; WP AI analysis                                                                |

|               |                                                |                                                                                                         |                                                                                                                                                      |                                     |                                                                              |
|---------------|------------------------------------------------|---------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|------------------------------------------------------------------------------|
| 184591        | Scott Jensen                                   | Kip Downey                                                                                              | e-mail Analysis Per Our Discussion                                                                                                                   | 4/5/2002                            | A/C; WP AI analysis                                                          |
| 184592-184593 | Erica Oliver<br>Barb Chapman<br>Lisa Watson    | Kent Petit<br>Lisa Watson<br>Lisa Reid<br>Tabitha Britt                                                 | e-mail Central-July 2002 & November 2002 BSSR                                                                                                        | 1/31/2003                           | A/C; WP                                                                      |
| 184594-184595 | Chris Hubert                                   | Faith Palmer Kip Downey                                                                                 | e-mail Adverse Impact % - D3G 7-15                                                                                                                   | 7/10/2002                           | A/C; WP AI analysis                                                          |
| 184598-184599 | Chris Hubert                                   | Faith Palmer                                                                                            | e-mail Adverse Impact - D3CD                                                                                                                         | 5/10/2002                           | A/C; WP AI analysis .                                                        |
| 184600-184601 | Chris Hubert                                   | Faith Palmer                                                                                            | e-mail Adverse Impact - MacDowell - D3CD                                                                                                             | 5/24/2002                           | A/C; WP AI analysis .                                                        |
| 184605-184606 | Chris Hubert                                   | Faith Palmer Kip Downey                                                                                 | e-mail Adverse Impact % - D3G 7-15                                                                                                                   | 7/10/2002                           | A/C; WP AI analysis .                                                        |
| 184607-184608 | Chris Hubert .                                 | Faith Palmer Kip Downey                                                                                 | e-mail Adverse Impact % - D3TJ 7-15                                                                                                                  | 7/10/2002                           | A/C; WP AI analysis                                                          |
| 184609-184610 | Chris Hubert                                   | Faith Palmer Kip Downey                                                                                 | e-mail Adverse Impact % - D3TJ + D3G 7-15                                                                                                            | 7/10/2002                           | A/C; WP AI analysis                                                          |
| 184619-184620 | Rebecca Holiday<br>Barb Chapman<br>Lisa Watson | Kevin Kappler<br>Denise Barrett<br>Tim Dusek<br>Kent Petit<br>Lisa Watson<br>Lisa Reid<br>Tabitha Britt | e-mail Documents related to RIF decisions                                                                                                            | 1/24/2003<br>1/27/2003              | A/C; WP                                                                      |
| 184642-184643 | Lisa Watson<br>Barb Chapman<br>Erica Oliver    | Kent Petit Lisa Watson Lisa Reid<br>Tabitha Britt                                                       | e-mail July and November 2002 Realignment worksheets                                                                                                 | 1/31/20031/2<br>7/20031/24/2<br>003 | A/C; WP                                                                      |
| 184644-184645 | Barb Chapman                                   | HR personnel                                                                                            | e-mail partial redaction legal dept communication                                                                                                    | 2/5/2003                            | A/C; WP                                                                      |
| 184646-184647 | Barb Chapman<br>Lisa Watson                    | Lisa Watson<br>Lisa Reid<br>Kent Petit<br>Tabitha Britt                                                 | e-mail partial redaction legal dept communication                                                                                                    | 1/24/2003<br>1/27/2003              | A/C; WP                                                                      |
| 184648-184649 | Jeanne Boughton<br>Barb Chapman                | Lisa Reid<br>Gary Rurup                                                                                 | e-mail Document forwarded pursuant to legal dept's request for documents related to reduction in force decisions (New Orleans Nov. 2002 RIF)         | 1/27/2003<br>1/24/2003              | A/C; WP                                                                      |
| 184650-184651 | Amy Perri<br>Barb Chapman                      | Lisa Reid                                                                                               | e-mail Document forwarded pursuant to legal dept's request for documents related to reduction in force decisions (Southwest Nov. 2002 RIF)           | 1/27/20031/2<br>4/2003              | A/C; WP                                                                      |
| 184652-184653 | Lisa Reid<br>Brian Burlingette<br>Barb Chapman | Lisa Reid                                                                                               | e-mail Document forwarded pursuant to legal dept's request for documents related to reduction in force decisions (California Account Executives RIF) | 1/24/2003<br>2/5/20032/6/<br>2003   | Work Communication Privilege WP: communication from legal dept and documents |
| 184655-184657 | Lisa Reid<br>Chelli Welford - Goldwater        | Lisa Reid                                                                                               | e-mail Document forwarded pursuant to legal dept's request for documents related to reduction in force decisions (Las Vegas)                         | 2/11/20032/1<br>3/2003              | A/C; WP                                                                      |
| 184658        | Davette Bates                                  | Belinda Barlow<br>Mel Moyer<br>Catherine Davis<br>Tina Peek                                             | e-mail Adverse Impact Updates                                                                                                                        | 6/28/2002                           | A/C; WP AI analysis                                                          |

|               |                                             |                                                                                                                                                                                            |                                                                                                |                         |                                         |
|---------------|---------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------|
| 184659        | Davette Bates                               | Belinda Barlow<br>Mel Moyer<br>Catherine Davis<br>Tina Peek                                                                                                                                | e-mail Adverse Impact Updates                                                                  | 7/2/2002                | A/C; WP AI<br>analysis                  |
| 184881        | Lisa Watson<br>Ann Rhoads<br>Deb Sprayberry | Barbara<br>Chapman Lisa<br>Watson<br>Deb Sprayberry                                                                                                                                        | e-mail Adverse Impact Analysis                                                                 | 6/14/2002               | A/C; WP AI<br>analysis                  |
| 184886-184887 | Lisa Watson<br>Barb Chapman                 | Kent Petit Lisa<br>Watson Lisa Reid<br>Tabitha Britt                                                                                                                                       | e-mail July and November 2002 Realignment<br>Worksheets; partial redaction legal communication | 1/24/2003 1/2<br>7/2003 | A/C; WP<br>documents ;                  |
| 184908        | Lisa Watson                                 | Craig Carroll<br>Elisa Pipher<br>Kathy Gaylord<br>Kevin Heater<br>Steve Smetana<br>Richard Cremona<br>Daniel Olmett i<br>Edward Aaronson<br>Jayna Anderson<br>Phillip Bowman<br>Bill Esrey | e-mail Feb. 2002 RIF; partial redaction legal<br>communication                                 | 2/21/2002               | WP:<br>communication<br>from legal dept |
| 184962-184963 | Chris Hubert                                | Faith Palmer Kip<br>Downey                                                                                                                                                                 | e-mail Adverse Impact Analysis - D3G 7-15                                                      | 7/10/2002               | A/C; WP AI<br>analysis                  |
| 184973        | Chris Hubert                                | Faith Palmer                                                                                                                                                                               | e-mail Adverse Impact Analysis DECD                                                            | 5/10/2002               | A/C; WP AI<br>analysis                  |
| 184974        | Chris Hubert                                | Faith Palmer                                                                                                                                                                               | e-mail Revised Adverse Impact Analysis DECD                                                    | 5/24/2002               | A/C; WP AI<br>analysis                  |
| 184986-184987 | Chris Hubert                                | Faith Palmer                                                                                                                                                                               | e-mail Adverse Impact Analysis D3G 7-15                                                        | 7/10/2002               | A/C; WP AI<br>analysis                  |
| 184988-184989 | Chris Hubert                                | Faith Palmer<br>Kip Downey                                                                                                                                                                 | e-mail Adverse Impact Analysis D3TJ                                                            | 7/10/2002               | A/C; WP AI<br>analysis                  |
| 184990-184991 | Chris Hubert                                | Faith Palmer Kip<br>Downey                                                                                                                                                                 | e-mail Adverse Impact Analysis D3TJ + D3G                                                      | 7/10/2002               | A/C; WP AI<br>analysis                  |
| 185002-185003 | Roger Parkinson                             | Kip Downey<br>Tonya Johnston<br>Maggie Beaton<br>Bill Brougham<br>Denise Fleming<br>Deborah Keating<br>Roger Parkinson<br>Nancy Shaeffer                                                   | e-mail Budget Challenge - HR Calculation                                                       | 7/10/2002               | A/C: partial<br>redaction               |
| 185194        | John St. Angelo                             | Don Hallacy<br>Len Lauer<br>Marvin Motley<br>Ric Walter<br>Megan Yearout                                                                                                                   | e-mail Summary List                                                                            | 10/12/2001              | A/C :partial<br>redaction               |
| 185210        | Tina Peek                                   | Tasha Reed                                                                                                                                                                                 | e-mail ISSC RIF Preparation-East                                                               | 1/6/2003                | A/C:                                    |

|               |                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                |                         |            |
|---------------|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|-------------------------|------------|
| 185246-185247 | Jan Price                   | Elaine Bishop<br>Tammie Calys<br>Sharon Hardy<br>Karen Kackley<br>Margie Linck<br>Kelly Mortenson<br>Alan Nelis<br>Elaine Tang<br>Sheryl Bowlin<br>Kate Fisher<br>Mary Hull<br>Kathi Kerste<br>Janet Larson<br>Karen Windes                                                                                                                                                                                                                                                         | e-mail RIF Term Data Process                                                   | 7/19/2002               | A/C; WP    |
| 185459        | Lynn Simpson<br>Vicki Smith | Marni Byrne<br>LaQuita Collier<br>Kelly Carlisle<br>Suzanne Driscoll<br>Kate Fisher<br>Nancy Fox<br>Kim Ganote<br>Scott Jensen<br>Tammi Keasling<br>Vicki Kolb<br>Cody Krause<br>Gene Lampe<br>Michael Machell<br>Michael Marino<br>David McElligott<br>Jan Price<br>Elaine Bishop<br>James Hayes<br>Patrick Hulla<br>Jo Renda<br>Debra Simpson<br>Sarah Ulrich<br>Lisa Jameson<br>Janet Larson<br>Margie Linck<br>Mitzi Miller<br>Jan Schonwetter<br>Teresa Swarts<br>Karen Windes | e-mail Additional Process Checks                                               | 10/30/2001<br>0/31/2001 | A/C;       |
| 185521        | Karin Miller                | Elaine Tang<br>Karen Kackley                                                                                                                                                                                                                                                                                                                                                                                                                                                        | e-mail PCS RIF List                                                            | 1/6/2003                | A/C:       |
| 185522        | Karin Miller                | Elaine Tang<br>Karen Kackley                                                                                                                                                                                                                                                                                                                                                                                                                                                        | e-mail PCS RIF List                                                            | 1/6/2003                | A/C:       |
| 185523        | Karin Miller                | Elaine Tang<br>Karen Kackley                                                                                                                                                                                                                                                                                                                                                                                                                                                        | e-mail PCS RIF List                                                            | 1/6/2003                | A/C        |
| 185547        | Scott Winkler               | Gene Lampe                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Denton Roberts List                                                            | 10/1/2001               | A/C; WP AI |
| 185548        | Gene Lampe<br>Scott Winkler | Gene Lampe<br>Scott Winkler<br>Eric Rice                                                                                                                                                                                                                                                                                                                                                                                                                                            | )Denton Roberts List Revisions                                                 | 10/8/2001               | A/C; WP    |
| 185716-185718 | Scott Jensen                | Jon Binder<br>Sharri Evenson<br>Suzanne Driscoll                                                                                                                                                                                                                                                                                                                                                                                                                                    | Sprint E-Solutions Impacted List for ER Review and Comments; partial redaction | 7/20/2002               | A/C; WP    |

|               |                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                      |                        |                                                       |
|---------------|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|------------------------|-------------------------------------------------------|
| 186472-186473 | Gene Lampe<br>Vicki Smith   | Cody Krause<br>Leon Lang<br>David McElligott<br>Suzanne McVey<br>Debra Simpson<br>H. Thorndike<br>Marcia Valenzano<br>Burke Walker<br>Scott Winkler<br>Sheryl Bowlin<br>Kelly Carlisle<br>Suzanne Driscoll<br>Kate Fisher<br>Nancy Fox<br>Kim Ganote<br>Scott Jensen<br>Tami Keasling<br>Vicki Kolb<br>Gene Lampe<br>Michael Machell<br>Michael Marino<br>Jan Price<br>Jo Renda<br>Debra Simpson<br>Lynn Simpson<br>Sarah Ulrich<br>Elaine Bishop<br>James Hayes<br>Patrick Hulla<br>Lisa Jameson<br>Janet Larson<br>Mitzi Miller<br>Margie Linck<br>Jan Schonwetter<br>Teresa Swarts<br>Karen Windes | Additional Process Checks                                            | 10/30/2001             | A/C:                                                  |
| 187246        | Anita Edwards               | Justin Crosswhite<br>Denna Bowles                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Morris STD                                                           | 12/17/2002             | A/C; WP                                               |
| 188306        | Gene Lampe<br>Scott Winkler | Eric Rice<br>Scott Winkler<br>Gene Lampe                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Denton Roberts Lists                                                 | 10/1/200110/<br>7/2001 | A/C; WP partial<br>redaction                          |
| 188307        | Gene Lampe<br>Scott Winkler | Eric Rice<br>Scott Winkler<br>Gene Lampe                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Denton Roberts Lists                                                 | 10/1/200110/<br>7/2001 | A/C; WP partial<br>redaction                          |
| 188309        | Gene Lampe<br>Scott Winkler | Eric Rice<br>Scott Winkler<br>Gene Lampe                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Denton Roberts Lists                                                 | 10/1/200110/<br>7/2001 | A/C; WP partial<br>redaction                          |
| 188324        | Gene Lampe<br>Scott Winkler | Eric Rice<br>Scott Winkler<br>Gene Lampe                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Denton Roberts Lists                                                 | 10/1/200110/<br>7/2001 | A/C; WP partial<br>redaction                          |
| 188326        | Gene Lampe<br>Scott Winkler | Eric Rice<br>Scott Winkler<br>Gene Lampe                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Denton Roberts Lists                                                 | 10/1/200110/<br>7/2001 | A/C; WP partial<br>redaction                          |
| 188446        | Eric Rice                   | Gene Lampe                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Alan Sykes RIF revision after 10/5/01 meeting with<br>Richard Devlin | 10/8/2001              | A/C; WP AI<br>analysis                                |
| 188454        | Davette Bates               | Mel Moyer<br>Belinda Barlow<br>Catherine Davis<br>Tina Peek                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Adverse Impact                                                       | 6/26/2002              | Work<br>Communication<br>Privilege WP: AI<br>analysis |
| 188458-188459 | Chris Hubert                | Faith Palmer<br>Kip Downey                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Adverse Impact % - D3G 7-15                                          | 7/10/2002              | A/C; WP AI<br>analysis                                |

|               |                              |                            |                                                                                                                  |            |                        |
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| 188460-188461 | Chris Hubert                 | Faith Palmer<br>Kip Downey | Adverse Impact % - D3TJ 7-15                                                                                     | 7/10/2002  | A/C; WP AI<br>analysis |
| 188462-188463 | Chris Hubert                 | Faith Palmer<br>Kip Downey | Adverse Impact % - D3TJ + D3G 7-15                                                                               | 7/10/2002  | A/C; WP AI<br>analysis |
| 188467        | Chris Hubert                 | Faith Palmer               | Adverse Impact - MacDowell - D3CD                                                                                | 5/24/2002  | A/C; WP AI<br>analysis |
| 188468        | Chris Hubert                 | Faith Palmer               | Adverse Impact - D3CD                                                                                            | 5/10/2002  | A/C; WP AI<br>analysis |
| 188471-188472 | Chris Hubert                 | Faith Palmer<br>Kip Downey | Adverse Impact % - D3G 7-15                                                                                      | 7/10/2002  | A/C; WP AI<br>analysis |
| 191081-191083 | unknown                      | unknown                    | handwritten notes Litigation file                                                                                | unknown    | A/C; WP                |
| 191186        | unknown                      | unknown                    | table with handwritten notes related to notice of litigation                                                     | unknown    | A/C; WP                |
| 191206        | unknown                      | unknown                    | handwritten notes re 7/22/2002 meeting with Tim<br>Hearshman (SL)                                                | unknown    | A/C; WP                |
| 191218-191220 | unknown                      | unknown                    | handwritten notes employee comparisons related to<br>notice of litigation                                        | 7/18/2002  | A/C; WP                |
| 191221        | unknown                      | unknown                    | typed document employee comparisons related to<br>notice of litigation                                           | unknown    | A/C; WP                |
| 191222        | unknown                      | unknown                    | handwritten notes either written by Tim Hearshman<br>(SL) or taken from meeting with Tim Hearshman(SL)           | 7/22/2001  | A/C; WP                |
| 191223-191227 | Kim Mattingly<br>John Carter | Chip Woods                 | fax handwritten notes from meeting with employee<br>related to notice of litigation                              | 7/19/2002  | A/C; WP                |
| 191228        | unknown                      | unknown                    | table information to conduct AI analysis; related to<br>notice of litigation                                     | unknown    | A/C; WP ;              |
| 191229        | unknown                      | unknown                    | table with handwritten notes handwritten notes re<br>employee comparison related to notice of litigation         | unknown    | A/C; WP ;              |
| 191257-191260 | unknown                      | unknown                    | handwritten notes handwritten notes prepared for<br>meeting with Tim Hearshman (SL)                              | 10/17/2002 | A/C; WP                |
| 191262        | unknown                      | unknown                    | handwritten notes handwritten notes prepared for<br>meeting with Tim Hearshman (SL)                              | unknown    | A/C; WP                |
| 191263        | unknown                      | unknown                    | table with handwritten notes from meeting with legal<br>dept                                                     | unknown    | A/C; WP                |
| 191264        | unknown                      | unknown                    | table with handwritten notes from meeting with legal dept                                                        | unknown    | A/C; WP                |
| 191265        | unknown                      | unknown                    | table for meeting with legal dept                                                                                | unknown    | A/C; WP                |
| 191313-191318 | unknown                      | unknown                    | notes from meeting with legal dept                                                                               | unknown    | A/C; WP                |
| 191319-191340 | unknown                      | unknown                    | handwritten notes re employee comparison and ratings<br>from meeting with legal dept                             | 10/17/2002 | A/C; WP                |
| 191385        | unknown                      | unknown                    | handwritten notes handwritten notes re Osama Ata                                                                 | 6/6/2002   | A/C; WP                |
| 191414-191416 | unknown                      | unknown                    | employee job data printout and handwritten notes<br>handwritten notes from conversation with Elaine Tang<br>(SL) | 4/16/2002  | A/C; WP                |
| 191435-191442 | unknown                      | unknown                    | typed Summary typed Summary of Unity II AAR Survey;<br>partial redaction legal review                            | 5/8/2002   | A/C; WP                |

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|---------------|--------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|---------------------|---------------------|
| 191591-191593 | Greg Cooper<br>Charles Warren<br>Michael Machell | Kim Mattingly<br>Jody Brann<br>Michael Machell<br>Greg Cooper<br>Terry Allan<br>Frank DeNap<br>Renee Keffer<br>Charles Warren<br>Gayle Bayes<br>John Montross<br>David Flessas<br>Sandy Skeels<br>Terry Madden<br>James Jennings<br>James Charlton<br>Richard Berger<br>Kevin Gardiner<br>Gary Fowler<br>Mike Hendricks<br>Jody Luce<br>Gary Davis<br>Ed Walke<br>Joseph Roach<br>William Bridges<br>Janie Simon<br>Louise Elrod<br>Ann Poehler<br>Michael Brill | e-mails and survey Unity II After Action Review and Survey: Only legal review of survey redacted | 4/25/2002 4/29/2002 | A/C; WP             |
| 191696        | unknown                                          | unknown                                                                                                                                                                                                                                                                                                                                                                                                                                                          | handwritten notes re legal review                                                                | 5/9/2002            | A/C; WP             |
| 191722        | unknown                                          | unknown                                                                                                                                                                                                                                                                                                                                                                                                                                                          | handwritten notes from conversation with Tim Hearshman (SL)                                      | unknown             | A/C; WP             |
| 192608-192611 | Jan Price                                        | Sonja Ambur<br>Jon Binder<br>Michael Brill<br>Greg Cooper<br>Suzanne Driscoll<br>Cathy Johnson<br>Gene Lampe<br>Shoemaker-Katz<br>Megan Yearout<br>Marvin Motley<br>Pam Johnson                                                                                                                                                                                                                                                                                  | Meeting Notes: legal strategy redacted                                                           | 7/9/2002            | A/C; WP             |
| 192613-192615 | Jan Price                                        | Sonja Ambur<br>Jon Binder<br>Michael Brill<br>Greg Cooper<br>Suzanne Driscoll<br>Cathy Johnson<br>Gene Lampe<br>Shoemaker-Katz<br>Megan Yearout<br>Marvin Motley<br>Pam Johnson                                                                                                                                                                                                                                                                                  | Meeting Notes: legal strategy redacted                                                           | 7/9/2002            | A/C; WP             |
| 192621        | unknown                                          | unknown                                                                                                                                                                                                                                                                                                                                                                                                                                                          | handwritten notes containing legal advice                                                        | 7/8/2002            | A/C; WP             |
| 192664-192669 | Greg Cooper                                      | Paula Zuzich                                                                                                                                                                                                                                                                                                                                                                                                                                                     | fax Immigration documents from legal dept with handwritten notes                                 | 7/18/2002           | A/C; WP             |
| 192710        | unknown                                          | unknown                                                                                                                                                                                                                                                                                                                                                                                                                                                          | handwritten notes with question for legal dept redacted                                          | unknown             | A/C                 |
| 192736        | unknown                                          | unknown                                                                                                                                                                                                                                                                                                                                                                                                                                                          | handwritten notes adverse impact analysis with handwritten notes                                 | unknown             | A/C; WP AI analysis |
| 192737        | unknown                                          | unknown                                                                                                                                                                                                                                                                                                                                                                                                                                                          | handwritten notes adverse impact analysis with handwritten notes                                 | unknown             | A/C; WP AI analysis |

|               |                |                                                     |                                                                                                                                                           |           |                     |
|---------------|----------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------------------|
| 192890-192912 | Kathy Losbaugh | Anthony Krueck<br>Kimberly Klosak<br>Carin McFadden | e-mail adverse impact analysis and table comparing employees with handwritten notes; partial redaction social security numbers                            | 3/13/2002 | A/C; WP AI analysis |
| 192913-192919 | unknown        | unknown                                             | adverse impact analysis handwritten notes notes on table listing employees; partial redaction social security numbers                                     | unknown   | A/C; WP AI analysis |
| 192920-192934 | unknown        | unknown                                             | spreadsheet and handwritten notes adverse impact analysis and table comparing employees with handwritten notes; partial redaction social security numbers | unknown   | A/C; WP AI analysis |
| 192935-192941 | unknown        | unknown                                             | handwritten notes adverse impact analysis and table comparing employees with handwritten notes                                                            | unknown   | A/C; WP AI analysis |
| 192970-192796 | unknown        | unknown                                             | spreadsheet and handwritten notes adverse impact analysis and table comparing employees with handwritten notes; partial redaction social security numbers | unknown   | A/C; WP AI analysis |
| 192977-192988 | unknown        | unknown                                             | spreadsheet and handwritten notes adverse impact analysis and table comparing employees with handwritten notes; partial redaction social security numbers | unknown   | A/C; WP AI analysis |
| 193168-193171 | unknown        | unknown                                             | spreadsheet and handwritten notes adverse impact analysis and table comparing employees with handwritten notes; partial redaction social security numbers | unknown   | A/C; WP AI analysis |
| 193172-193181 | unknown        | unknown                                             | handwritten notes adverse impact analysis and table comparing employees with handwritten notes; partial redaction social security numbers                 | unknown   | A/C; WP AI analysis |
| 193182-193184 | unknown        | unknown                                             | handwritten notes adverse impact analysis and table comparing employees with handwritten notes; partial redaction social security numbers                 | unknown   | A/C; WP AI analysis |
| 193185-193188 | unknown        | unknown                                             | handwritten notes adverse impact analysis and table comparing employees with handwritten notes; partial redaction social security numbers                 | unknown   | A/C; WP AI analysis |
| 193189-193193 | unknown        | unknown                                             | handwritten notes adverse impact analysis and table comparing employees with handwritten notes; partial redaction social security numbers                 | unknown   | A/C; WP AI analysis |
| 193194-193198 | unknown        | unknown                                             | handwritten notes adverse impact analysis and table comparing employees with handwritten notes; partial redaction social security numbers                 | unknown   | A/C; WP AI analysis |

**APPENDIX 3 - DOCUMENTS LISTED BUT NOT IN PRIVILEGE LOGS**

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| 1063544-1063546 |
| 1064612-1064615 |
| 1065219         |
| 1069223         |
| 1070737         |
| 1070738-1070768 |
| 1113498-1113500 |
| 1139825-1139825 |
| 1139918-1139919 |
| 1140239-1140241 |
| 1140279-1140279 |
| 1140280-1140282 |
| 1140349-1140351 |
| 1140356-1140358 |
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| 1140863-1140864 |
| 1141501-1141501 |
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| 1158630-1158664 |
| 1158665-1158823 |
| 1189183-1189224 |

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| 1461033-1461034 |
| 1461095-1461096 |
| 1461164-1461165 |
| 1461253-1461303 |

**APPENDIX 4 - ADVERSE IMPACT ANALYSIS DOCUMENTS**

|                 |                              |                                 | 8/12/2005 Log                                                                   |            |                       |
|-----------------|------------------------------|---------------------------------|---------------------------------------------------------------------------------|------------|-----------------------|
| Bates           | To                           | From                            | Description                                                                     | Date       | Reason                |
| 1000013-1000013 | None                         | Unknown                         | Template reflecting AI analysis                                                 | 00-00-00   | AI Full Privilege     |
| 1000026-1000039 | None                         | Unknown                         | Spreadsheet reflecting AI Analysis                                              | 00-00-00   | AI Full Privilege     |
| 1000040-1000074 | Greg Cooper                  | Peter Dillon                    | AI analysis spreadsheet                                                         | 2/19/03    | AI Part Privileged    |
| 1000122-1000123 | Terry York                   | Peter Dillon                    | E-mail transmitting spreadsheets re AI                                          | 12/4/02    | AI Full Privilege     |
| 1000133-1000191 | None                         | Unknown                         | AI Analysis Spreadsheet                                                         | 00-00-00   | AI Part Privileged    |
| 1000204-1000219 | None                         | Unknown                         | AI analysis for network director selection                                      | 00-00-00   | AI Part Privileged    |
| 1000220-1000278 | None                         | Unknown                         | AI analysis for network director selection                                      | 2/3/03     | AI Part Privileged    |
| 1009908-1009908 | Melannie Schultz             | Chris Hubert                    | E-mail transmitting AI Analysis Spreadsheet                                     | 5/24/02    | AI Full Privilege     |
| 1013524-1013525 | Lynn Simpson                 | Janet Gonzales                  | E-mail regarding Adverse Impact analysis                                        | 11/22/2002 | AI Full Privilege     |
| 1020998-1020998 | Sheryl Bowlin                | Jan Price                       | E-mail transmitting AI Analysis spreadsheet                                     | 10/30/2001 | AI/ WP Full Privilege |
| 1034229-1034229 | Kate Fisher                  | Michael Machell                 | E-mail transmitting Adverse Impact Matrix                                       | 4/8/2002   | AI Full Privilege     |
| 1062245-1062245 | Michael Machell              | Jeffry Chavez                   | E-mail reflecting Adverse Impact Analysis                                       | 3/9/2002   | AI Full Privilege     |
| 1062247-1062247 | Michael Machell              | Louise Elrod                    | E-mail reflecting Adverse Impact Analysis                                       | 3/8/2002   | AI Full Privilege     |
| 1062318-1062318 | Melannie Schultz             | Chris Hulbert                   | E-mail reflecting Adverse Impact Analysis                                       | 5/30/2002  | AI Full Privilege     |
| 1062319-1062320 | Melannie Schultz             | Chris Hulbert                   | E-mail reflecting Adverse Impact                                                | 5/30/2002  | AI Full Privilege     |
| 1062321-1062322 | Melannie Schultz             | Chris Hubert                    | E-mail reflecting Adverse Impact                                                | 5/30/2002  | AI Full Privilege     |
| 1062323-1062324 | Melannie Schultz             | Chris Hubert                    | E-mail reflecting Adverse Impact                                                | 5/30/2002  | AI Full Privilege     |
| 1062341-1062343 | Melannie Schultz             | Hubert, Chris                   | E-mail reflecting Adverse Impact Analysis                                       | 6/7/2002   | AI Full Privilege     |
| 1062525-1062527 | Deb Sprayberry               | Suzan Sinclair                  | E-mail transmitting adverse impact spreadsheet                                  | 0000-00-00 | AI Full Privilege     |
| 1062528-1062531 | Deb Sprayberry               | Suzan Sinclair                  | E-mail transmitting adverse impact analysis                                     | 11/7/2002  | AI Full Privilege     |
| 1062632-1062641 | Unknown                      | Unknown                         | spreadsheet showing adverse impact analysis                                     | 0000-00-00 | AI Full Privilege     |
| 1065218-1065218 | Sarah Urich                  | Jim McNaughton                  | E-mail regarding Adverse Impact                                                 | 2/5/2002   | AI Full Privilege     |
| 1070099-1070101 | Eric Rice                    | Steve Furgason<br>Patrick Hulla | E-mail regarding Dallas impacts                                                 | 12/10/2002 | A/C Full Privilege    |
| 1070140-1070140 | Karin Miller                 | Susan Waldron                   | E-mail reflecting adverse impact analysis                                       | 1/29/2003  | AI Full Privilege     |
| 1083963-1083963 | Sheryl Bowlin                | Linda Pickett                   | E-mail reflecting adverse impact analysis                                       | 10/15/2001 | AI Full Privilege     |
| 1083964-1083964 | Sheryl Bowlin                | Linda Pickett                   | E-mail identifying list for adverse impact analysis                             | 10/15/2001 | AI Full Privilege     |
| 1140365-1140373 | John Shannon;<br>Renee Finks | Carrie Rothove                  | E-mail regarding list of legal pools and reasons for adverse impact analysis    | 4/1/2002   | AI Full Privilege     |
| 1140382-1140386 | Renee Finks                  | John Shannon                    | E-mail regarding legal lists with pools and reasons for adverse impact analysis | 4/3/2002   | AI Full Privilege     |
| 1158386-1158387 | Kimberly Klosak              | Dan Chojnacki                   | E-mail regarding adverse impact analysis                                        | 6/24/2002  | AI Full Privilege     |

|                 |                                 |                  |                                                                   |            |                   |
|-----------------|---------------------------------|------------------|-------------------------------------------------------------------|------------|-------------------|
| 1191390-1191390 | Shirley Fox;<br>Linda Abbet     | Jerry Harris     | E-mail regarding revised adverse impact analysis report           | 11/12/2001 | AI Full Privilege |
| 1193717-1193717 | Ron Focht                       | Danette Norris   | E-mail regarding Adverse Impact on distribution center associates | 4/24/2002  | AI Full Privilege |
| 1193718-1193718 | Dick Summers                    | Danette Norris   | E-mail regarding Adverse Impact on distribution center reduction  | 4/24/2002  | AI Full Privilege |
| 1199479-1199479 | John St. Angelo;<br>Kate Fisher | Ric Walter       | E-mail regarding adverse impact                                   | 11/11/2001 | AI Full Privilege |
| 1205507-1205510 | Faith Palmer;<br>Kip Downey     | Chris Hubert     | E-mail regarding adverse impact                                   | 7/10/2002  | AI Full Privilege |
| 1205520-1205523 | Faith Palmer;<br>Kip Downey     | Chris Hubert     | E-mail regarding adverse impact                                   | 7/10/2002  | AI Full Privilege |
| 1205543-1205543 | Faith Palmer                    | Chris Hubert     | E-mail regarding adverse impact                                   | 5/10/2002  | AI Full Privilege |
| 1205602-1205602 | Deb Sprayberry                  | Joan Vonderheide | E-mail regarding adverse impact review                            | 11/7/2002  | AI Full Privilege |
| 1205604-1205604 | Deb Sprayberry                  | Joan Vonderheide | E-mail regarding adverse impact analysis                          | 11/7/2002  | AI Full Privilege |
| 1209788-1209788 | Cody Krause;<br>Corey Kephart   | Eric Rice        | E-mail regarding Adverse Impact                                   | 10/12/2001 | AI Full Privilege |
| 1210177-1210178 | Debra Simpson                   | Eric Rice        | E-mail regarding Adverse Impact matrix                            | 11/1/2001  | AI Full Privilege |
| 1210227-1210228 | Eric Rice                       | Gene Lampe       | E-mail regarding Adverse Impact matrix                            | 11/2/2001  | AI Full Privilege |
| 1210253-1210253 | Gene Lampe<br>David McElligott  | Eric Rice        | E-mail regarding Adverse Impact matrix                            | 11/2/2001  | AI Full Privilege |
| 1210296-1210296 | Cody Krause                     | Eric Rice        | E-mail regarding Adverse Impact                                   | 11/2/2001  | AI Full Privilege |
| 1210427-1210427 | Gene Lampe                      | Eric Rice        | E-mail regarding Adverse Impact                                   | 11/6/2001  | AI Full Privilege |
| 1211497-1211499 | Kenn Blurton                    | Ric Walter       | E-mail regarding adverse impact                                   | 11/12/2001 | AI Full Privilege |
| 1211718-1211719 | Justin Crosswhite               | Julie Moylan     | E-mail with attached adverse impact template                      | 11/11/2002 | AI Full Privilege |
| 1214295-1214295 | Lynn Stange                     | Adriane Hackett  | E-mail transmitting Adverse Impact spreadsheet                    | 12/18/2002 | AI Full Privilege |
| 1233019-1233019 | Sonja Colbert;<br>Mari Byrne    | Eric Rice        | E-mail regarding adverse impact analysis                          | 10/7/2002  | AI Full Privilege |
| 1233020-1233021 | Eric Rice;<br>Mari Byrne        | Sonja Colbert    | E-mail regarding adverse impact analysis                          | 10/8/2002  | AI Full Privilege |
| 1235213-1235214 | Shirley Fox                     | Mari Burger      | E-mail with attached spreadsheet for adverse impact analysis      | 4/23/2002  | AI Full Privilege |
| 1235242-1235243 | Shirley Fox                     | Mari Burger      | E-mail transmitting spreadsheet for adverse impact analysis       | 4/23/2002  | AI Full Privilege |
| 1236511-1236512 | Mari Byrne                      | Eric Rice        | E-mail regarding Adverse Impact lists                             | 1/5/2003   | AI Full Privilege |
| 1236562-1236562 | Eric Rice                       | Mari Byrne       | E-mail regarding Adverse Impact lists                             | 1/3/2003   | AI Full Privilege |
| 1237493-1237537 | Jerry Ustry;<br>Michael Brill   | Greg Cooper      | E-mail transmitting list for adverse impact analysis              | 9/25/2002  | AI Full Privilege |

|                 |                                   |                  |                                                                                       |            |                     |
|-----------------|-----------------------------------|------------------|---------------------------------------------------------------------------------------|------------|---------------------|
| 1237556-1237558 | Mari Burger                       | Shirley Fox      | E-mail transmitting spreadsheet reflecting adverse impact analysis                    | 2/14/2002  | AI Full Privilege   |
| 1237917-1237918 | Steven Ferguson;<br>Patrick Hulla | Eric Rice        | E-mail regarding Dallas impacts                                                       | 12/10/2002 | A/C Full Privilege  |
| 1238077-1238077 | Eric Rice;<br>Scott Winkler       | Gene Lampe       | E-mail regarding Adverse Impact                                                       | 10/7/2001  | AI Full Privilege   |
| 1238083-1238083 | Gene Lampe;<br>Scott Winkler      | Eric Rice        | E-mail regarding Adverse Impact                                                       | 10/8/2001  | AI Full Privilege   |
| 1239452-1239452 | Michael Brill;<br>Ron Focht       | Ron Focht        | E-mail regarding adverse impact analysis                                              | 10/5/2001  | AI Full Privilege   |
| 1246006-1246007 | LaQuita Collier                   | Kathleen McBee   | E-mail regarding adverse impact analysis                                              | 2/4/2002   | AI Full Privilege   |
| 1260878-1260878 | Janet Larson                      | Vickie Smith     | E-mail regarding adverse impact analysis                                              | 10/6/2001  | AI Full Privilege   |
| 1264949-1264950 | Suzanne McVey                     | Dennis Armstrong | E-mail regarding adverse impact                                                       | 2/20/2002  | AI Full Privilege   |
| 1264951-1264952 | Suzanne McVey;<br>Charles Moore   | Dawn Mitchell    | E-mail regarding adverse impact                                                       | 2/20/2002  | AI Full Privilege   |
| 1265685-1265690 | Linda Pickett;<br>Curtis Thornton | Jim Hannan       | E-mail regarding manpower information with handwritten notes regarding adverse impact | 10/5/2001  | AI Full Privilege   |
| 1272164-1272168 | Mari Burger                       | Shirley Fox      | E-mail regarding adverse impact analysis                                              | 12/18/2002 | AI Full Privilege   |
| 1281546-1281550 | Jerry Usry                        | Frank Hickey     | E-mail transmitting adverse impact analysis                                           | 10/14/2002 | AI Part privileged. |
| 1295652-1295652 | CPE Managers;<br>Jerry Usry       | Frank Hickey     | E-mail regarding Adverse Impact matrix                                                | 9/23/2002  | AI Part privileged. |
| 1296366-1296367 | David Hanks;<br>Ted Stock         | Lisa Livingston  | E-mail regarding adverse impact analysis                                              | 4/25/2002  | AI Full Privilege   |
| 1296525-1296526 | Kimberly Klosak                   | Kathryn Hanson   | E-mail regarding adverse impact                                                       | 11/26/2002 | AI Full Privilege   |
| 1315174-1315175 | Sarah Urich                       | Vicki Kolb       | E-mail regarding adverse impact analysis                                              | 10/18/2001 | AI Full Privilege   |
| 1315192-1315193 | Jerry Batt;<br>Ron Gier           | John Shannon     | E-mail regarding adverse impact                                                       | 11/18/2002 | AI Full Privilege   |
| 1315206-1315207 | Cloene Davis;<br>Cheryl Glidewell | John Shannon     | E-mail re timing and legal review update with adverse impact analysis                 | 9/20/2002  | AI Part privileged. |
| 1315328-1315328 | Vicki Kolb                        | Michael Brill    | E-mail regarding adverse impact analysis                                              | 10/9/2001  | AI Full Privilege   |
| 1315355-1315355 | Faith Palmer                      | Kip Downey       | E-mail regarding adverse impact analysis                                              | 5/6/2002   | AI Full Privilege   |
| 1315643         | Renee Finks                       | Lisa Livingston  | E-mail regarding adverse impact analysis                                              | 10/15/2002 | AI Full Privilege   |
| 1321776         | Kenna Osburn                      | Nesa Helm        | E-mail regarding adverse impact list                                                  | 11/19/2002 | AI Full Privilege   |
| 1329595-1329596 | Sara Urich;<br>Jim Hansen         | John Lauster     | E-mail regarding adverse impact                                                       | 12/5/2001  | AI Full Privilege   |
| 1333869-1333869 | Shelly Johnson                    | Marion Williams  | E-mail regarding adverse impact analysis                                              | 3/5/2002   | AI Full Privilege   |
| 1335400-1335413 | Julie Nurski                      | Peter Dillon     | E-mail reflecting adverse impact analysis                                             | 1/24/2003  | AI Full Privilege   |
| 1335706-1335706 | Vickie Smith                      | Jan Price        | E-mail regarding adverse impact                                                       | 10/4/2001  | AI Full Privilege   |
| 1335714-1335714 | Jan Price                         | Vickie Smith     | E-mail regarding adverse impact                                                       | 10/4/2001  | AI Full Privilege   |
| 1340552-1340552 | Kimberly Klosak                   | Deb Sprayberry   | E-mail regarding adverse impact                                                       | 11/4/2002  | AI Full Privilege   |
| 1344414-1344415 | Sarah Urich                       | Vicki Kolb       | E-mail regarding adverse impact analysis                                              | 10/18/2001 | AI Full Privilege   |

|                 |                                  |                       |                                                      |            |                        |
|-----------------|----------------------------------|-----------------------|------------------------------------------------------|------------|------------------------|
| 1346032-1346033 | John Gray                        | Eric Rice             | E-mail regarding adverse impact analysis             | 10/19/2001 | AI Full Privilege      |
| 1346158-1346158 | Gene Lampe                       | Eric Rice             | E-mail regarding adverse impact analysis             | 10/8/2001  | AI Full Privilege      |
| 1346160-1346160 | Eric Rice                        | Corey Kephart         | E-mail regarding Adverse Impact                      | 10/12/2001 | AI Full Privilege      |
| 1346162-1346162 | Eric Rice                        | Unknown               | E-mail regarding Adverse Impact matrix               | 10/14/2001 | AI Full Privilege      |
| 1346503-1346503 | Gene Lampe;<br>David McElligott  | Eric Rice             | E-mail regarding Adverse Impact                      | 11/2/2001  | AI Full Privilege      |
| 1347557-1347558 | Unknown                          | Scott Jensen          | E-mail regarding adverse impact                      | 10/25/2002 | AI Full Privilege      |
| 1347699-1347699 | Melanie Schultz                  | Chris Hubert          | E-mail regarding adverse impact                      | 5/30/2002  | AI Full Privilege      |
| 1347819-1347821 | Shirley Fox;<br>Tonya Johnston   | Scott Jensen          | E-mail regarding adverse impact analysis             | 7/22/2002  | AI Full Privilege      |
| 1347955-1347955 | Keith Woods;<br>Tonya Johnston   | Scott Jensen          | E-mail regarding impact analysis                     | 3/12/2002  | A/C Full Privilege     |
| 1351242-1351242 | Eric Rice                        | Gene Lampe            | E-mail regarding adverse impact analysis             | 10/5/2001  | AI Full Privilege      |
| 1351246-1351246 | Eric Rice                        | Gene Lampe            | E-mail regarding Adverse Impact                      | 10/5/2001  | AI Full Privilege      |
| 1351289-1351291 | Michael Machell                  | Unknown               | E-mail regarding Adverse Impact                      | 4/14/2003  | AI Part Privileged.    |
| 1351645-1351645 | Vicki Kolb                       | Michael Brill         | E-mail regarding adverse impact analysis             | 10/9/2001  | AI Full Privilege      |
| 1351716-1351717 | Gene Lampe                       | Cody Krause           | E-mail regarding adverse impact analysis             | 10/15/2001 | AI Full Privilege.     |
| 1351957-1351957 | Eric Rice;<br>David McElligott   | Gene Lampe            | E-mail regarding adverse impact                      | 11/1/2001  | AI Full Privilege      |
| 1352113-1352115 | Eric Rice;<br>Patrick Hulla      | Steven Furgason       | E-mail regarding Dallas impacts                      | 12/10/2002 | A/C Full Privilege     |
| 1352691-1352691 | John Campanelli;<br>Ellen Martin | Cynthia Taylor-Wright | E-mail regarding Adverse Impact                      | 11/29/2001 | A/C Full Privilege     |
| 1352692-1352692 | John Campanelli;<br>Ellen Martin | Cynthia Taylor-Wright | E-mail regarding Adverse Impact                      | 11/29/2001 | A/C; AI Full Privilege |
| 1352693-1352694 | John Campanelli;<br>Cindy Blim   | Cynthia Taylor-Wright | E-mail regarding Adverse Impact                      | 11/29/2001 | A/C; AI Full Privilege |
| 1363577-1363577 | Renee Finks                      | Lisa Livingston       | E-mail with adverse impact list                      | 11/18/2002 | AI Full Privilege      |
| 1363673-1363673 | Twilla Skelton                   | Michael Machell       | E-mail regarding adverse impact report               | 10/29/2001 | AI Full Privilege      |
| 1363676-1363678 | Christy Milroy                   | Kim Mattingly         | E-mail regarding adverse impact on retirement policy | 2/25/2002  | AI Full Privilege      |
| 1365843-1365843 | Cody Krause                      | Gene Lampe            | E-mail regarding adverse impact analysis             | 10/9/2001  | AI Full Privilege      |
| 1406060-1406061 | Eric Rice                        | Heather Thorndike     | E-mail regarding Adverse Impact                      | 11/1/2001  | AI Full Privilege      |
| 1406518-1406518 | Suzanne Mcvey                    | Unknown               | E-mail regarding adverse impact                      | 3/21/2002  | AI Full Privilege      |
| 1412648-1412653 | Deb Sprayberry;<br>Patrick King  | David Coombs          | E-mail transmitting list for adverse impact          | 11/5/2002  | AI Full Privilege      |
| 1412658-1412661 | Dan Oimetti                      | Michael Wodzisz       | E-mail transmitting list for adverse impact analysis | 11/3/2002  | AI Full Privilege      |
| 1412662-1412666 | Dan Oimetti                      | Michael Wodzisz       | E-mail attaching list for adverse impact analysis    | 11/3/2002  | Full Privilege         |
| 1412667-1412668 | Lisa Watson;<br>Dan Oimetti      | Craig Carroll         | E-mail transmitting adverse impact list              | 11/4/2002  | AI Full Privilege      |
| 1412715-1412720 | Pat D'Agostino                   | Deb Sprayberry        | E-mail transmitting list for adverse impact analysis | 11/5/2002  | AI Full Privilege      |
| 1412721-1412722 | Pat D'Agostino                   | Deb Sprayberry        | E-mail transmitting list for adverse impact analysis | 11/5/2002  | AI Full Privilege      |
| 1412776-1412777 | Pat D'Agostino                   | Deb Sprayberry        | E-mail transmitting list for adverse impact analysis | 11/5/2002  | AI Full Privilege      |
| 1412778-1412779 | Pat D'Agostino                   | Deb Sprayberry        | E-mail transmitting list for adverse impact analysis | 11/5/2002  | AI Full Privilege      |
| 1412780-1412781 | Pat D'Agostino                   | Deb Sprayberry        | E-mail transmitting list for adverse impact analysis | 11/5/2002  | AI Full Privilege      |
| 1412782-1412784 | Kevin Heater                     | Steve Gerevas         | E-mail transmitting list for adverse impact analysis | 11/5/2002  | AI Full Privilege      |
| 1412788-1412794 | Pat D'Agostino                   | Deb Sprayberry        | E-mail transmitting adverse impact list              | 10/18/2002 | AI Full Privilege      |
| 1412795-1412796 | Pat D'Agostino                   | Deb Sprayberry        | E-mail transmitting adverse impact analysis          | 11/8/2002  | AI Full Privilege      |
| 1412800-1412803 | Kevin Heater;<br>Bill Esrey      | Eric Klein            | E-mail transmitting adverse impact list              | 11/5/2002  | AI Full Privilege      |

|                 |                                   |                     |                                                      |            |                        |
|-----------------|-----------------------------------|---------------------|------------------------------------------------------|------------|------------------------|
| 1412804-1412805 | Deb Sprayberry;<br>Bill Esrey     | Dewey Garner        | E-mail transmitting list for adverse impact analysis | 11/1/2002  | AI Full Privilege      |
| 1412820-1412832 | Pat D'Agostino                    | Deb Sprayberry      | E-mail transmitting list for adverse impact          | 10/18/2002 | AI Full Privilege      |
| 1412939-1412942 | Elaine Bishop                     | Deb Sprayberry      | E-mail transmitting adverse impact list              | 1/28/2002  | AI Full Privilege      |
| 1422626-1422626 | Julie Moylan;<br>Deb Sprayberry   | Pat D'Agostino      | E-mail regarding adverse impact                      | 11/8/2002  | AI Full Privilege      |
| 1423202-1423203 | Pat D'Agostino;<br>Deb Sprayberry | Joan<br>Vonderheide | E-mail regarding adverse impact analysis             | 11/8/2002  | AI Full Privilege      |
| 1423690-1423690 | Gene Lampe;<br>David McElligott   | Eric Rice           | E-mail regarding Adverse Impact                      | 11/7/2001  | AI Full Privilege      |
| 1424014-1424014 | Melannie Schultz                  | Chris Hubert        | Spreadsheet reflecting adverse impact analysis       | 5/30/2002  | AI Full Privilege      |
| 1424018-1424019 | Melannie Schultz                  | Chris Hubert        | E-mail regarding adverse impact                      | 5/30/2002  | AI Full Privilege      |
| 1424023-1424024 | Melannie Schultz                  | Chris Hubert        | E-mail regarding adverse impact                      | 5/30/2002  | AI Full Privilege      |
| 1424028-1424029 | Melannie Schultz                  | Chris Hubert        | E-mail regarding adverse impact                      | 5/30/2002  | AI Full Privilege      |
| 1424035-1424035 | Melannie Schultz                  | Chris Hubert        | E-mail regarding adverse impact                      | 6/11/2002  | AI Full Privilege      |
| 1424039-1424040 | Melannie Schultz                  | Chris Hubert        | E-mail regarding adverse impact                      | 6/11/2002  | AI Full Privilege      |
| 1424048-1424048 | Melannie Schultz                  | Chris Hubert        | E-mail regarding adverse impact                      | 6/6/2002   | AI Full Privilege      |
| 1424052-1424052 | Melannie Schultz                  | Chris Hubert        | E-mail regarding adverse impact                      | 6/6/2002   | AI Full Privilege      |
| 1424059-1424059 | Melannie Schultz                  | Chris Hubert        | E-mail regarding adverse impact                      | 5/30/2002  | A/C; AI Full Privilege |
| 1424066-1424066 | Melannie Schultz                  | Chris Hubert        | E-mail regarding adverse impact analysis             | 5/30/2002  | AI Full Privilege      |
| 1424080-1424080 | Howard Bingham;<br>Jen Baughman   | Danette Norris      | E-mail regarding adverse impact                      | 7/31/2002  | AI Full Privilege      |
| 1424118-1424119 | Keith Woods;<br>Suzanne Driscoll  | Scott Jensen        | E-mail regarding adverse impact analysis             | 4/19/2002  | A/C; AI Full Privilege |
| 1424140-1424140 | Melannie Schultz                  | Chris Hubert        | E-mail regarding adverse impact analysis             | 5/30/2002  | AI Full Privilege      |
| 1424144-1424145 | Howard Bingham                    | Chris Hubert        | E-mail regarding adverse impact                      | 5/30/2002  | AI Full Privilege      |
| 1424149-1424150 | Melannie Schultz                  | Chris Hubert        | E-mail regarding adverse impact                      | 5/30/2002  | AI Full Privilege      |
| 1424154-1424155 | Melannie Schultz                  | Chris Hubert        | E-mail regarding adverse impact                      | 5/30/2002  | AI Full Privilege      |
| 1424163-1424163 | Melannie Schultz                  | Chris Hubert        | Spreadsheet reflecting adverse impact analysis       | 6/12/2002  | AI Full Privilege      |
| 1427734-1427737 | Kevin Heater;<br>Bill Esrey       | Dewey Garner        | E-mail transmitting list for adverse impact analysis | 11/5/2002  | AI Full Privilege      |
| 1427757-1427758 | Corey Kephart                     | Gene Lampe          | E-mail regarding adverse impact analysis             | 11/12/2001 | AI Full Privilege      |

|               |                |                           | KC Privilege Log                          |           |                                                         |
|---------------|----------------|---------------------------|-------------------------------------------|-----------|---------------------------------------------------------|
| Bates         | From           | To                        | Description                               | Date      | Reason                                                  |
| 184594-184595 | Chris Hubert   | Faith Palmer , Kip Downey | e-mail Adverse Impact % - D3G, 7-15       | 7/10/2002 | A/C; WP; AI analysis gathered at request of legal dept  |
| 184598-184599 | Chris Hubert   | Faith Palmer              | e-mail Adverse Impact - D3CD              | 5/10/2002 | A/C; WP; AI analysis prepared at request of legal dept. |
| 184600-184601 | Chris Hubert   | Faith Palmer              | e-mail Adverse Impact - MacDowell - D3CD, | 5/24/2002 | A/C; WP; AI analysis gathered at request of legal dept. |
| 184605-184606 | Chris Hubert   | Faith Palmer , Kip Downey | e-mail Adverse Impact % - D3G, 7-15       | 7/10/2002 | A/C; WP; AI analysis prepared at request of legal dept. |
| 184607-184608 | Chris Hubert . | Faith Palmer , Kip Downey | e-mail Adverse Impact % - D3TJ, 7-15      | 7/10/2002 | A/C; WP; AI analysis gathered at request of legal dept  |

|               |                                          |                                                         |                                                                                                                                   |           |                                                                                          |
|---------------|------------------------------------------|---------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|-----------|------------------------------------------------------------------------------------------|
| 184609-184610 | Chris Hubert                             | Faith Palmer , Kip Downey                               | e-mail Adverse Impact % - D3TJ + D3G, 7-15                                                                                        | 7/10/2002 | A/C; WP; AI analysis gathered at request of legal dept                                   |
| 184658        | Davette Bates                            | Belinda Barlow , Mel Moyer, Catherine Davis , Tina Peek | e-mail Adverse Impact Updates                                                                                                     | 6/28/2002 | A/C; WP; AI analysis gathered at request of legal dept                                   |
| 184659        | Davette Bates                            | Belinda Barlow , Mel Moyer, Catherine Davis , Tina Peek | e-mail Adverse Impact Updates                                                                                                     | 7/2/2002  | A/C; WP; AI analysis gathered at request of legal dept                                   |
| 184881        | Lisa Watson , Ann Rhoads, Deb Sprayberry | Barbara Chapman , Lisa Watson , Deb Sprayberry          | e-mail Adverse Impact Analysis                                                                                                    | 6/14/2002 | A/C; WP; AI analysis prepared at request of legal dept                                   |
| 184962-184963 | Chris Hubert                             | Faith Palmer , Kip Downey                               | e-mail Adverse Impact Analysis - D3G, 7-15                                                                                        | 7/10/2002 | A/C; WP; AI analysis gathered at request of legal dept                                   |
| 184973        | Chris Hubert                             | Faith Palmer                                            | e-mail Adverse Impact Analysis DECD                                                                                               | 5/10/2002 | A/C; WP; AI analysis prepared at request of legal dept                                   |
| 184974        | Chris Hubert                             | Faith Palmer                                            | e-mail Revised Adverse Impact Analysis DECD                                                                                       | 5/24/2002 | A/C; WP; AI analysis prepared at request of legal dept                                   |
| 184986-184987 | Chris Hubert                             | Faith Palmer                                            | e-mail Adverse Impact Analysis D3G, 7-15                                                                                          | 7/10/2002 | A/C; WP; AI analysis prepared at request of legal dept                                   |
| 184988-184989 | Chris Hubert                             | Faith Palmer , Kip Downey                               | e-mail Adverse Impact Analysis D3TJ                                                                                               | 7/10/2002 | A/C; WP; AI analysis prepared at request of legal dept                                   |
| 184990-184991 | Chris Hubert                             | Faith Palmer , Kip Downey                               | e-mail Adverse Impact Analysis D3TJ + D3G                                                                                         | 7/10/2002 | A/C; WP; AI analysis prepared at request of legal dept                                   |
| 188446        | Eric Rice                                | Gene Lampe                                              | e-mail re Alan Sykes RIF revision after 10/5/01 meeting with Richard Devlin                                                       | 10/8/2001 | A/C; WP; AI Analysis                                                                     |
| 188454        | Davette Bates Attorney/Client            | Mel Moyer , Belinda Barlow, Catherine Davis Tina Peek   | Adverse Impact                                                                                                                    | 6/26/2002 | Work Communication Privilege WP: AI analysis prepared at request of legal counsel        |
| 188458-188459 | Chris Hubert                             | Faith Palmer , Kip Downey                               | Adverse Impact % - D3G, 7-15                                                                                                      | 7/10/2002 | A/C; WP; AI analysis prepared at request of legal counsel                                |
| 188460-188461 | Chris Hubert                             | Faith Palmer , Kip Downey                               | Adverse Impact % - D3TJ, 7-15                                                                                                     | 7/10/2002 | A/C; WP; AI analysis prepared at request of legal counsel                                |
| 188462-188463 | Chris Hubert                             | Faith Palmer , Kip Downey                               | Adverse Impact % - D3TJ + D3G, 7-15                                                                                               | 7/10/2002 | A/C; WP; AI analysis prepared at request of legal counsel                                |
| 188467        | Chris Hubert Faith Palmer                |                                                         | Adverse Impact - MacDowell - D3CD                                                                                                 | 5/24/2002 | A/C; WP; AI analysis prepared at request of legal counsel                                |
| 188468        | Chris Hubert                             | Faith Palmer                                            | Adverse Impact - D3CD                                                                                                             | 5/10/2002 | A/C; WP; AI analysis prepared at request of legal counsel                                |
| 188471-188472 | Chris Hubert                             | Faith Palmer , Kip Downey                               | Adverse Impact % - D3G, 7-15                                                                                                      | 7/10/2002 | A/C; WP; AI analysis prepared at request of legal counsel                                |
| 191228        | unknown                                  | unknown                                                 | table information gathered to conduct AI analysis; related to notice of litigation                                                | unknown   | A/C; WP; notes prepared in anticipation of litigation; prepared at request of legal dept |
| 192736        | unknown                                  | unknown                                                 | handwritten notes adverse impact analysis with handwritten notes                                                                  | unknown   | A/C; WP; AI analysis prepared at request of legal counsel                                |
| 192737        | unknown                                  | unknown                                                 | handwritten notes adverse impact analysis with handwritten notes                                                                  | unknown   | A/C; WP; AI analysis prepared at request of legal counsel                                |
| 192890-192912 | Kathy Losbaugh                           | Anthony Krueck , Kimberly Klosak , Carin McFadden       | e-mail adverse impact analysis and table comparing employees with handwritten notes; partial redaction of social security numbers | 3/13/2002 | A/C; WP; AI analysis prepared at request of legal counsel                                |

|               |         |         |                                                                                                                                                              |         |                                                            |
|---------------|---------|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|------------------------------------------------------------|
| 192913-192919 | unknown | unknown | adverse impact analysis, handwritten notes, notes on table listing employees; partial redaction of social security numbers                                   | unknown | A/C; WP; AI analysis                                       |
| 192920-192934 | unknown | unknown | spreadsheet and handwritten notes adverse impact analysis and table comparing employees with handwritten notes; partial redaction of social security numbers | unknown | A/C; WP; AI analysis prepared at request of legal counsel  |
| 192935-192941 | unknown | unknown | handwritten notes adverse impact analysis and table comparing employees with handwritten notes                                                               | unknown | A/C; WP; AI analysis prepared at request of legal counsel  |
| 192970-192976 | unknown | unknown | spreadsheet and handwritten notes adverse impact analysis and table comparing employees with handwritten notes; partial redaction of social security numbers | unknown | A/C; WP; AI analysis prepared at request of legal counsel  |
| 192977-192988 | unknown | unknown | spreadsheet and handwritten notes adverse impact analysis and table comparing employees with handwritten notes; partial redaction of social security numbers | unknown | A/C; WP; AI analysis prepared at request of legal counsel  |
| 193168-193171 | unknown | unknown | spreadsheet and handwritten notes adverse impact analysis and table comparing employees with handwritten notes; partial redaction of social security numbers | unknown | A/C; WP; AI analysis prepared at request of legal counsel  |
| 193172-193181 | unknown | unknown | handwritten notes adverse impact analysis and table comparing employees with handwritten notes; partial redaction of social security numbers                 | unknown | A/C; WP; AI analysis prepared at request of legal counsel  |
| 193182-193184 | unknown | unknown | handwritten notes adverse impact analysis and table comparing employees with handwritten notes; partial redaction of social security numbers                 | unknown | A/C; WP; AI analysis prepared at request of legal counsel; |
| 193185-193188 | unknown | unknown | handwritten notes adverse impact analysis and table comparing employees with handwritten notes; partial redaction of social security numbers                 | unknown | A/C; WP; AI analysis prepared at request of legal counsel; |
| 193189-193193 | unknown | unknown | handwritten notes adverse impact analysis and table comparing employees with handwritten notes; partial redaction of social security numbers                 | unknown | A/C; WP; AI analysis prepared at request of legal counsel; |
| 193194-193198 | unknown | unknown | handwritten notes adverse impact analysis and table comparing employees with handwritten notes; partial redaction of social security numbers                 | unknown | A/C; WP; AI analysis prepared at request of legal counsel; |

## APPENDIX 5 - "LEGAL" DOCUMENTS

|                 |                                   |                               | 8/12/2005 Privilege Log                                                    |            |                        |
|-----------------|-----------------------------------|-------------------------------|----------------------------------------------------------------------------|------------|------------------------|
| Bates           | To                                | From                          | Description                                                                | Date       | Reason                 |
| 1020580-1020581 | Kate Fisher                       | Michael Machell               | E-mail giving legal advice to HR regarding how to treat employees on LOA   | 11/7/2001  | WP Full Privilege      |
| 1021371-1021371 | Kate Fisher                       | Greg Cooper<br>Michael Brill  | E-mail re: advice from legal on separation of employee                     | 4/11/2002  | WP Full Privilege      |
| 1050810-1050877 | Angie Foltz                       | Lisa Lieb<br>Twillia Skelton  | E-mail containing legal advice on severance information                    | 5/1/2002   | A/C Full Privilege     |
| 1062353-1062353 | Shelley Porter                    | Deb Goddard                   | E-mail re: RIF instructions from legal dept                                | 5/22/2002  | A/C Part Privileged    |
| 1064240-1064240 | Nancy Fox                         | Unknown                       | E-mail regarding legal review update                                       | 0000-00-00 | WP Full Privilege      |
| 1070298-1070299 | Sonja Ambur                       | Michael Brill<br>Kenn Blurton | E-mail regarding instructions from legal on WARN requirements              | 4/13/2002  | A/C; WP Full Privilege |
| 1070514-1070514 | Maynard Danny                     | Colby Gilson<br>Trinder Betsy | E-mail re instructions from legal on policy waiver request                 | 12/10/2002 | A/C; WP Full Privilege |
| 1130395-1130397 | Faith Palmer                      | Kip Downey                    | E-mail regarding savings worksheet for finance and instructions from legal | 7/10/2002  | WP Part Privileged     |
| 1140360-1140364 | Renee Finks                       | Carrie Rothye                 | spreadsheet prepared for legal review and e-mail                           | 3/28/2002  | A/C, WP Full Privilege |
| 1156910-1156911 | Joan Vanderhelde;<br>Susan Cheney | Rick Mears                    | E-mail regarding instructions from legal on records collection             | 12/26/2002 | WP Full Privilege      |
| 1157358-1157359 | Michael Brill                     | Michael Machell               | E-mail regarding legal review changes                                      | 4/10/2002  | WP Full Privilege      |
| 1158389-1158389 | Shirley Fox;<br>Suzy Keolling     | Janet Larson                  | E-mail regarding response from legal on WARN                               | 9/6/2002   | WP Full Privilege      |
| 1188926-1188927 | Linda Pickett                     | Sonja Ambur-<br>Hartley       | E-mail regarding legal review on RIFs                                      | 2/9/2003   | WP Full Privilege      |
| 1205502-1205503 | Faith Palmer                      | Kip Downey                    | E-mail regarding budget challenge and notes from legal                     | 7/10/2002  | WP Full Privilege      |
| 1205511-1205512 | Faith Palmer                      | Kip Downey                    | E-mail regarding budget and notes from legal                               | 7/10/2002  | WP Full Privilege      |
| 1211720-1211722 | Justin Crosswhite                 | Julie Moylan                  | E-mail regarding instructions from legal on WARN                           | 11/11/2002 | WP Full Privilege      |
| 1211900-1211900 | Sonja Colbert;<br>Mari Byrne      | Eric Rice                     | E-mail regarding instructions from legal                                   | 10/7/2002  | WP Full Privilege      |
| 1211901-1211902 | Eric Rice;<br>Mari Byrne          | Sonja Colbert                 | E-mail regarding instructions from legal                                   | 10/8/2002  | WP Full Privilege      |
| 1211905-1211906 | Sonja Colbert                     | Eric Rice                     | E-mail regarding instructions from legal                                   | 10/9/2002  | WP Full Privilege      |
| 1211907-1211908 | Eric Rice;<br>Mari Byrne          | Sonja Colbert                 | E-mail regarding instructions from legal                                   | 10/9/2002  | WP Full Privilege      |
| 1232869-1232870 | Mari Byrne                        | Eric Rice                     | E-mail regarding advice from legal on RIF action                           | 10/7/2002  | WP Full Privilege      |
| 1232929-1232930 | Sheryl Bowlin;<br>Elaine Bishop   | Vickie Smith                  | E-mail regarding instructions from legal on process checks                 | 10/30/2001 | WP Full Privilege      |

|                 |                                    |                         |                                                                      |            |                   |
|-----------------|------------------------------------|-------------------------|----------------------------------------------------------------------|------------|-------------------|
| 1233017-1233018 | Mari Byrne                         | Janet Larson            | E-mail regarding notes from legal on process checks                  | 7/30/2002  | WP Full Privilege |
| 1233134-1233134 | Renee Finks                        | John Shannon            | E-mail regarding advice from legal on PCS displacements              | 1/9/2003   | WP Full Privilege |
| 1233135-1233135 | John Shannon                       | Stacey Laboueff         | E-mail regarding advice from legal on PCS displacements              | 1/9/2003   | WP Full Privilege |
| 1233205-1233205 | June Hastert                       | Laurie Reed             | E-mail regarding legal restructure reserve                           | 1/11/2002  | WP Full Privilege |
| 1236839-1236839 | Vicki Hatfield                     | Gene Lampe              | E-mail regarding legal analysis of ADEA requirements                 | 10/4/2001  | WP Full Privilege |
| 1237576-1237580 | Kimberly Klosak;<br>Janet Larson   | Zaidi<br>Lorenzi-Mattei | E-mail regarding instructions from legal on RIF in Puerto Rico       | 2/10/2003  | WP Full Privilege |
| 1238065-1238066 | Gene Lampe;<br>John St. Angelo     | Michael Motley          | E-mail regarding legal advice on 60-day notice                       | 12/6/2002  | WP Full Privilege |
| 1239589-1239589 | Lynn Simpson                       | Christy Milroy          | E-mail regarding legal review of ECO change                          | 6/6/2002   | WP Full Privilege |
| 1245979-1245981 | Mari Byrne                         | Lynn Simpson            | E-mail regarding legal instructions on WARN                          | 10/18/2001 | WP Full Privilege |
| 1248189-1248190 | Jan Price                          | Linda Pickett           | E-mail regarding legal review of reduction in force                  | 10/31/2001 | WP Full Privilege |
| 1262713-1262713 | DavidMcElligott;<br>Marvin Motley  | Janet Larson            | E-mail with instructions from legal on summary numbers requested     | 12/11/2002 | WP Full Privilege |
| 1263210-1263210 | Janet Larson                       | Scott Jensen            | E-mail with advice from legal on Broadband Video Retention           | 11/19/2002 | WP Full Privilege |
| 1263511-1263511 | Janet Larson                       | Diane<br>Shoemaker      | E-mail regarding involving legal on WARN act payments                | 2/12/2002  | WP Full Privilege |
| 1263524-1263531 | Deb Sprayberry                     | Janet Larson            | E-mail with advice from legal on new separation code                 | 2/26/2002  | WP Full Privilege |
| 1263883-1263885 | Janet Larson                       | Vickie Smith            | E-mail regarding instructions from legal on separation plan          | 12/3/2001  | WP Full Privilege |
| 1263990-1263995 | Janet Larson                       | Kathryn Larison         | E-mail regarding explanation from legal on termination in California | 12/5/2002  | WP Full Privilege |
| 1264033-1264037 | Janet Larson                       | Elaine Bishop           | E-mail regarding instructions from legal on reduction in force       | 12/18/2002 | WP Full Privilege |
| 1264038-1264042 | Elaine Bishop                      | Janet Larson            | E-mail regarding instructions from legal on reduction in force       | 12/18/2002 | WP Full Privilege |
| 1264082-1264082 | Teresa Toal                        | Amy Oberkrom            | E-mail regarding conference call and decision from legal             | 2/3/2003   | WP Full Privilege |
| 1264121-1264121 | Sharon Hardy                       | Marissa Thie            | E-mail regarding action required from legal dept                     | 2/5/2003   | WP Full Privilege |
| 1264122-1264124 | Sharon Hardy                       | Marissa Thie            | E-mail regarding action required per legal dept                      | 2/11/2003  | WP Full Privilege |
| 1265326-1265328 | Suzanne Driscoll;<br>Jan Price     | Mary Hull               | E-mail regarding instructions from legal on records collection       | 12/19/2002 | WP Full Privilege |
| 1295946-1295948 | Russ Highflower                    | Gina Eisler             | E-mail regarding realignment with notes from legal                   | 3/28/2002  | WP Full Privilege |
| 1296358-1296358 | Gheryl Glidewell;<br>Jerry Batt    | John Shannon            | E-mail regarding legal review of pools                               | 3/29/2002  | WP Full Privilege |
| 1296532-1296532 | Kimberly Klosak;<br>Carin McFadden | Julie Moylan            | E-mail regarding instructions from legal on CA requirement           | 12/5/2002  | WP Full Privilege |

|                 |                                    |                  |                                                            |            |                    |
|-----------------|------------------------------------|------------------|------------------------------------------------------------|------------|--------------------|
| 1315187-1315188 | Renee Finks                        | Pinchback, Gavin | E-mail regarding legal review                              | 11/7/2002  | WP Full Privilege  |
| 1330048-1330049 | Janie Simon                        | Janet Larson     | E-mail regarding list of competitors from legal            | 8/2/2002   | WP Full Privilege  |
| 1340119-1340119 | Julie Moylan                       | Janet Larson     | E-mail regarding legal instructions on immigration         | 11/8/2002  | WP Full Privilege  |
| 1351972-1351974 | Cody Krause                        | Gene Lampe       | E-mail with instructions from legal on template letter     | 10/18/2001 | WP Full Privilege  |
| 1352048-1352048 | Sonja Colbert;<br>Mari Byrne       | Eric Rice        | E-mail regarding instructions from legal on impacts        | 10/7/2002  | WP Full Privilege  |
| 1352049-1352050 | Sonja Colbert;<br>Mari Byrne       | Eric Rice        | E-mail regarding instructions from legal on impacts        | 10/7/2002  | WP Full Privilege  |
| 1352209-1352209 | Janet Larson;<br>Marvin Motley     | David McElligott | E-mail regarding summary numbers request from legal dept   | 11/12/2002 | WP Full Privilege  |
| 1352537-1352537 | Jen Baughman;<br>Dannette Norris   | Barbre Clark     | E-mail regarding advice from legal on military leave       | 5/2/2002   | A/C Full Privilege |
| 1352538-1352538 | Jen Baughman;<br>Dannette Norris   | Barbre Clark     | E-mail regarding advice from legal on military leave       | 5/2/2002   | A/C Full Privilege |
| 1352572-1352573 | Suzanne Driscoll                   | Deborah Goddard  | E-mail regarding legal advice on separation letters        | 11/14/2001 | WP Full Privilege  |
| 1352576-1352576 | Todd Young                         | Deborah Goddard  | E-mail regarding legal advice on RIF                       | 11/8/2001  | WP Full Privilege  |
| 1352594-1352595 | Deb Aubuchon;<br>Beth Forwalder    | John Shannon     | E-mail regarding revised timeline for November action      | 10/31/2002 | WP Full Privilege  |
| 1352597-1352598 | Tom O'Dea;<br>Jerry Batt           | John Shannon     | E-mail regarding results of legal review                   | 11/5/2002  | WP Full Privilege  |
| 1352761-1352765 | John Garcia;<br>Jim Kissinger      | Ann Rhoads       | E-mail regarding advice from legal on PCS Plans            | 10/22/2001 | WP Full Privilege  |
| 1353281-1353281 | Julie Moylan                       | Janet Larson     | E-mail regarding advice from legal on immigration issues   | 11/7/2002  | Full Privilege     |
| 1353434-1353435 | Sonja Ambur;<br>Janet Larson       | Michael Brill    | E-mail regarding legal advice on WARN act                  | 4/14/2002  | WP Full Privilege  |
| 1353747-1353749 | Janet Larson                       | Michael Brill    | E-mail regarding legal advice on WARN act                  | 4/15/2002  | WP Full Privilege  |
| 1353750-1353752 | Michael Brill                      | Janie Simon      | E-mail regarding legal advice on WARN act                  | 4/15/2002  | WP Full Privilege  |
| 1356298-1356300 | Cheryl Glidewell                   | John Shannon     | E-mail regarding advice from legal on pool reductions      | 4/18/2002  | WP Full Privilege  |
| 1356847-1356847 | Suzanne Driscoll                   | Deborah Goddard  | E-mail regarding legal advice on separation letters        | 11/14/2001 | WP Full Privilege  |
| 1356858-1356861 | Dick Green;<br>Gene Lampe          | Suzanne Williams | E-mail regarding advice from legal on RIF list             | 10/26/2001 | WP Full Privilege  |
| 1365825-1365825 | Vicki Hatfield                     | Gene Lampe       | E-mail regarding legal analysis of ADEA requirements       | 10/4/2001  | WP Full Privilege  |
| 1365891-1365891 | Rachel Griebeling;<br>Janet Larson | Vickie Smith     | E-mail regarding E-grade package information from legal    | 10/15/2001 | WP Full Privilege  |
| 1426858-1426858 | Deb Sprayberry                     | Anita Otto       | E-mail regarding advice from legal on realignment          | 9/19/2002  | WP Full Privilege  |
| 1428015-1428015 | Deb Sprayberry                     | Janet Larson     | E-mail regarding notice period for RIF instructed by legal | 1/21/2002  | Full Privilege     |

|               |                                |                                                             | KC Privilege Log                                     |                         |                                       |
|---------------|--------------------------------|-------------------------------------------------------------|------------------------------------------------------|-------------------------|---------------------------------------|
| Bates         | From                           | To                                                          | Description                                          | Date                    | Reason                                |
| 184644-184645 | Barbara Chapman                | HR personnel                                                | e-mail partial redaction of legal dept communication | 2/5/2003                | A/C; WP communication from legal dept |
| 184646-184647 | Barbara Chapman<br>Lisa Watson | Lisa Watson ,<br>Lisa Reid<br>Kent Petit ,<br>Tabitha Britt | e-mail partial redaction of legal dept communication | 1/24/2003,<br>1/27/2003 | A/C; WP                               |

|               |                                                       |                                                                                                                                                                                                 |                                                                                                                                                      |                                     |                                                                                              |
|---------------|-------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|----------------------------------------------------------------------------------------------|
| 184648-184649 | Jeanne Boughton<br>Barbara Chapman                    | Lisa Reid<br>Gary Rurup                                                                                                                                                                         | e-mail Document forwarded pursuant to legal dept's request for documents related to reduction in force decisions (New Orleans Nov. 2002 RIF)         | 1/27/2003,<br>1/24/2003             | A/C; W P                                                                                     |
| 184650-184651 | Amy Perri<br>BarbaraChapman                           | Lisa Reid                                                                                                                                                                                       | e-mail Document forwarded pursuant to legal dept's request for documents related to reduction in force decisions (Southwest Nov. 2002 RIF)           | 1/27/2003,<br>1/24/2003             | A/C; W P                                                                                     |
| 184652-184653 | Lisa Reid ,<br>Brian Burlingquette<br>Barbara Chapman | Lisa Reid                                                                                                                                                                                       | e-mail Document forwarded pursuant to legal dept's request for documents related to reduction in force decisions (California Account Executives RIF) | 1/24/2003,<br>2/5/2003,<br>2/6/2003 | AC; W P:                                                                                     |
| 184655-184657 | Lisa Reid , Chelli<br>Wolford-Goldwater               | Lisa Reid                                                                                                                                                                                       | e-mail Document forwarded pursuant to legal dept's request for documents related to reduction in force decisions (Las Vegas)                         | 2/11/2003,<br>2/13/2003             | A/C; W P                                                                                     |
| 184886-184887 | Lisa Watson ,<br>BarbaraChapman                       | Kent Petit , Lisa<br>Watson ,Lisa<br>Reid , Tabitha<br>Britt                                                                                                                                    | e-mail July and November 2002 Realignment Worksheets; partial redaction of legal communication                                                       | 1/24/2003,<br>1/27/2003             | A/C; W P                                                                                     |
| 184908        | Lisa Watson                                           | Craig Carroll<br>Elisa Pipher ,<br>Kathy Gaylord ,<br>Kevin Heater<br>Steve Smetana<br>Richard Cremona<br>Daniel Olm ett i<br>Edward Aaronson<br>Jayna Anderson<br>Phillip Bowman<br>Bill Esrey | e-mail Feb. 2002 RIF; partial redaction of legal communication                                                                                       | 2/21/2002                           | W P: communication from legal dept and/or legal strategy, mental impressions or legal advice |
| 191263        | unknown                                               | unknown                                                                                                                                                                                         | table with handwritten notes from meeting with legal                                                                                                 | unknown                             | A/C; W P                                                                                     |
| 191264        | unknown                                               | unknown                                                                                                                                                                                         | table with handwritten notes from meeting with legal                                                                                                 | unknown                             | A/C; W P                                                                                     |
| 191265        | unknown                                               | unknown                                                                                                                                                                                         | table for meeting with legal dept                                                                                                                    | unknown                             | A/C; W P                                                                                     |
| 191313-191318 | unknown                                               | unknown                                                                                                                                                                                         | notes from meeting with legal dept                                                                                                                   | unknown                             | A/C; W P                                                                                     |
| 191319-191340 | unknown                                               | unknown                                                                                                                                                                                         | handwritten notes re employee comparison and ratings, from meeting with legal dept                                                                   | 10/17/2002                          | A/C; W P                                                                                     |
| 191435-191442 | unknown                                               | unknown                                                                                                                                                                                         | typed Summary typed Summary of Unity II AAR Survey: partial redaction of legal review                                                                | 5/8/2002                            | A/C; W P                                                                                     |

|               |                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                     |                         |         |
|---------------|-----------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|-------------------------|---------|
| 191591-191593 | Greg Cooper ,<br>Charles Warren,<br>Michael Machell | Kim Mattingly<br>Jody Brann<br>Michael Machell ,<br>Greg Cooper<br>Terry Allan<br><br>Frank DeNap,<br>Renee Keffer ,<br>Charles Warren,<br>Gayle Bayes ,<br>John Montross<br>David Flessas<br>Sandy Skeels ,<br>Terry Madden<br>James Jennings,<br>James Charlton<br>Richard Berger<br>Kevin Gardiner,<br>Gary Fowler,<br>Mike Hendricks,<br>Jody Luce ,<br>Gary Davis,<br>Ed Walke,<br>Joseph Roach<br>William Bridges<br>Janie Simon ,<br>Louise Elrod ,<br>Ann Poehler,<br>Michael Brill | e-mails and survey Unity II After Action Review and<br>Survey: Only legal review of survey redacted | 4/25/2002,<br>4/29/2002 | A/C; WP |
| 191696        | unknown                                             | unknown                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | handwritten notes re legal review                                                                   | 5/9/2002                | A/C; WP |
| 192608-192611 | Jan Price                                           | Sonja Ambur ,<br>Jon Binder,<br>Michael Brill ,<br>Greg Cooper ,<br>Suzanne Driscoll,<br>Cathy Johnson,<br>Gene Lampe<br>Shoemaker-Katz<br>Megan Yearout<br>Marvin Motley<br>Pam Johnson                                                                                                                                                                                                                                                                                                    | Meeting Notes: legal strategy redacted                                                              | 7/9/2002                | A/C; WP |
| 192613-192615 | Jan Price                                           | Sonja Ambur ,<br>Jon Binder,<br>Michael Brill ,<br>Greg Cooper ,<br>Suzanne Driscoll,<br>Cathy Johnson<br>Gene Lampe<br>Shoemaker-Katz<br>Megan Yearout<br>Marvin Motley<br>Pam Johnson                                                                                                                                                                                                                                                                                                     | Meeting Notes: legal strategy redacted                                                              | 7/9/2002                | A/C; WP |
| 192621        | unknown                                             | unknown                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | handwritten notes containing legal advice                                                           | 7/8/2002                | A/C; WP |
| 192664-192669 | Greg Cooper                                         | Paula Zuzich                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | fax Immigration documents from legal dept, with<br>handwritten notes                                | 7/18/2002               | A/C; WP |
| 192710        | unknown                                             | unknown                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | handwritten notes, with question for legal dept redacted                                            | unknown                 | A/C:    |

**APPENDIX 6 - "TO" OR "FROM" SPRINT ATTORNEYS**

|                 |                                         | <b>8/12/2005 Privilege Log</b> |                                                         |             |                    |
|-----------------|-----------------------------------------|--------------------------------|---------------------------------------------------------|-------------|--------------------|
| <b>Bates</b>    | <b>To</b>                               | <b>From</b>                    | <b>Description</b>                                      | <b>Date</b> | <b>Reason</b>      |
| 1010533-1010536 | Kate Fisher                             | Janet Larson Patrick Hulla     | Handwritten Note and E-mail containing RIF information  | 7/23/2002   | A/C Full Privilege |
| 1020999-1020999 | Tami Keasling                           | Jan Price<br>Ellen Martin      | E-mail containing updated instructions for the RIF      | 10/24/2001  | A/C Full Privilege |
| 1140629-1140629 | Lynn Simpson,<br>Donna Crosswhite       | Diane Shoemaker                | E-mail regarding revised template                       | 1/4/2002    | A/C Full Privilege |
| 1158112-1158113 | Sherrie Bowlin;<br>Donna Crosswhite     | Vickie Smith                   | E-mail regarding update on corporate handouts           | 10/26/2001  | A/C Full Privilege |
| 1158115-1158116 | Denice Aissa;<br>Jill Ferrell           | Corporate ER                   | E-mail regarding current workforce reduction guidelines | 9/19/2001   | A/C Full Privilege |
| 1158131-1158132 | Denice Aissa;<br>Donna Crosswhite       | Corporate ER                   | E-mail regarding separation guidelines                  | 11/20/2001  | A/C Full Privilege |
| 1158133-1158134 | Sherly Bowlin;<br>Donna Crosswhite      | Vickie Smith                   | E-mail regarding updated letter template                | 10/24/2001  | A/C Full Privilege |
| 1158156-1158157 | Sheryl Bowlin;<br>Patrick Hulla         | Suzanne Driscoll               | E-mail regarding additional process checks              | 10/30/2001  | A/C Full Privilege |
| 1158232-1158233 | Michael Brill;<br>Donna Crosswhite      | Vickie Smith                   | E-mail regarding template letter overview               | 10/17/2001  | A/C Full Privilege |
| 1232864-1232864 | Sharri Evenson;<br>Tonya Johnston       | Mel Moyer                      | E-mail regarding revised templates                      | 12/18/2002  | WP Full Privilege  |
| 1232957-1232958 | Sheryl Bowlin;<br>Donna Crosswhite      | Vickie Smith                   | E-mail regarding letter template                        | 10/24/2001  | A/C Full Privilege |
| 1233255-1233255 | Janet Larson;<br>Donna Crosswhite       | Vickie Smith                   | E-mail regarding revised RIF letter                     | 10/3/2001   | A/C Full Privilege |
| 1237725-1237725 | Ron Focht;<br>Jill Ferrel               | Susan Ott                      | E-mail regarding severance plan changes                 | 11/9/2001   | A/C Full Privilege |
| 1263798-1263798 | Janet Larson;<br>Donna Crosswhite       | Vickie Smith                   | E-mail regarding revised RIF letter                     | 10/3/2001   | A/C Full Privilege |
| 1263821-1263821 | Sheryl Bowlin;<br>Donna Crosswhite      | Vickie Smith                   | E-mail regarding letter template update                 | 10/24/2001  | A/C Full Privilege |
| 1263823-1263824 | Sheryl Bowlin;<br>Patrick Hulla         | Vickie Smith                   | E-mail regarding additional process checks              | 10/30/2001  | A/C Full Privilege |
| 1263870-1263871 | Sheryl Bowlin;<br>Patrick Hulla         | Suzanne Driscoll               | E-mail regarding additional process checks              | 10/30/2001  | A/C Full Privilege |
| 1263904-1263905 | Sheryl Bowlin;<br>Donna Crosswhite      | Vickie Smith                   | E-mail regarding letter template                        | 10/24/2001  | A/C Full Privilege |
| 1263996-1264002 | Kathryn Larison;<br>Patrick Hulla       | Janet Larson                   | E-mail regarding terminations in California             | 12/9/2002   | A/C; WP            |
| 1264075-1264078 | Anthony Byergo;<br>Diane Shoemaker-Katz | Anita Edwards                  | E-mail regarding separation issue                       | 2/7/2003    | A/C Full Privilege |

|                 |                                         |                      |                                                                               |            |                    |
|-----------------|-----------------------------------------|----------------------|-------------------------------------------------------------------------------|------------|--------------------|
| 1264241-1264241 | Sheryl Bowlin;<br>Donna Crosswhite      | Vickie Smith         | E-mail regarding RIF impact<br>on immigration issues                          | 10/24/2001 | A/C Full Privilege |
| 1265118-1265118 | Tami Keasling;<br>Ellen Martin          | Sheryl Bowlin        | E-mail regarding employees<br>identified at selection meeting                 | 10/28/2001 | A/C Full Privilege |
| 1330021-1330025 | Anne Kinney;<br>Patrick Hulla           | Diane Shoemaker-Katz | E-mail regarding separation<br>plan                                           | 7/19/2002  | A/C Full Privilege |
| 1351993-1351994 | Sheryl Bowlin;<br>Donna Crosswhite      | Vickie Smith         | E-mail regarding RIF                                                          | 10/26/2001 | A/C Full Privilege |
| 1352006-1352007 | Sheryl Bowlin;<br>Donna Crosswhite      | Vickie Smith         | E-mail regarding RIF                                                          | 10/26/2001 | A/C Full Privilege |
| 1352028-1352029 | Sheryl Bowlin;<br>Patrick Hulla         | Vickie Smith         | E-mail regarding additional<br>process checks                                 | 10/30/2001 | A/C Full Privilege |
| 1352103-1352104 | Steven Furgason;<br>Patrick Hulla       | Eric Rice            | E-mail regarding RIF<br>clarification                                         | 12/10/2002 | A/C Full Privilege |
| 1352107-1352107 | Steven Furgason;<br>Patrick Hulla       | Eric Rice            | E-mail regarding down grade<br>justification                                  | 12/10/2002 | A/C Full Privilege |
| 1352125-1352129 | Jon Binder;<br>Tonya Johnston           | Kip Downey           | E-mail regarding RIF process                                                  | 6/26/2002  | A/C Full Privilege |
| 1352133-1352135 | Shirley Fox;<br>Tonya Johnston          | Shirley Fox          | E-mail regarding center<br>closing                                            | 12/19/2002 | A/C Full Privilege |
| 1352168-1352168 | Sharri Evenson;<br>Tonya Johnston       | Mel Moyer            | E-mail regarding revised<br>templates                                         | 12/18/2002 | A/C Full Privilege |
| 1352590-1352591 | Debra Aubuchon;<br>John Shannon         | Beth Forwalder       | E-mail regarding revised<br>timeline for November action                      | 10/26/2002 | A/C Full Privilege |
| 1352596-1352596 | Renee Finks;<br>Beth Forwalder          | Janet Larson         | E-mail regarding RIF                                                          | 11/5/2002  | A/C Full Privilege |
| 1365436-1365437 | Lynn Berding;<br>Tim Hearshman          | Susan Schenewerk     | E-mail regarding RIF in<br>network engineering                                | 5/20/2002  | WP Full Privilege  |
| 1365438-1365438 | John St. Angelo;<br>Tim Hearshman       | Greg Cooper          | E-mail regarding RIF in<br>Network Engineering                                | 5/17/2002  | WP Full Privilege  |
| 1365447-1365447 | Sonja Ambur;<br>Tim Hearshman           | John St. Angelo      | E-mail regarding RIF in<br>network engineering                                | 5/20/2002  | WP Full Privilege  |
| 1365749-1365749 | Lavonda Anderson;<br>Beth Forwalder     | Peter Dillon         | E-mail regarding instructions<br>from human resources on<br>selection process | 1/16/2003  | A/C Full Privilege |
| 1365836-1365836 | David McElligott;<br>Donna Crosswhite   | Vickie Smith         | E-mail regarding letter<br>templates                                          | 10/11/2001 | WP Full Privilege  |
| 1365840-1365840 | Cody Krause;<br>Donna Crosswhite        | Gene Lampe           | E-mail regarding letter<br>templates                                          | 10/11/2001 | WP Full Privilege  |
| 1365961-1365962 | Sheryl Bowlin;<br>Donna Crosswhite      | Vickie Smith         | E-mail regarding letter<br>template                                           | 10/24/2001 | A/C Full Privilege |
| 1365982-1365982 | Sheryl Bowlin;<br>Donna Crosswhite      | Vickie Smith         | E-mail regarding letter<br>template                                           | 10/24/2001 | A/C Full Privilege |
| 1424170-1424171 | Jennifer<br>Baughman; Tonya<br>Johnston | Danette Norris       | E-mail regarding selection<br>process                                         | 8/1/2002   | A/C Full Privilege |
| 1426784-1426785 | Steve Debusk;<br>Beth Forwalder         | Ann Rhoads           | E-mail regarding position<br>elimination                                      | 4/17/2002  | A/C Full Privilege |
| 1428221-1428221 | Jen Baughman;<br>Tonya Johnston         | Danette Norris       | E-mail regarding RIF<br>guidelines                                            | 8/1/2002   | A/C Full Privilege |

|               |                                | KC Privilege Log                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                      |                          |                    |
|---------------|--------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------|--------------------|
| Bates         | From                           | To                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Description                                                                                          | Date                     | Reason             |
| 185002-185003 | Roger Parkinson (AVP)          | Kip Downey (HR), Tonya Johnston(SL), Maggie Beaton (Adm. Asst.), Bill Brougham (Mgr), Denise Fleming (Dir), Deborah Keating(Dir), Roger Parkinson (AVP), Nancy Shaeffer (Fin Anal)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | e-mail Budget Challenge - HR Calculation                                                             | 7/10/2002                | A/C Part Privilege |
| 185246-185247 | Jan Price (HR)                 | Elaine Bishop (HR), Tammie Calys(HR), Sharon Hardy (HR), Karen Kackley (legal analyst), Margie Linck (Dir), Kelly Mortenson (Mgr), Alan Nelis (HR), Elaine Tang (legal analyst), Sheryl D. Bowlin (HR), Kate Fisher (HR), Mary Hull (HR), Kathi Kerste (HR), Janet Larson(HR), Karen Windes (HR)                                                                                                                                                                                                                                                                                                                                                                                                                                       | e-mail RIF Term Data Process                                                                         | 7/19/2002                | A/C; WP            |
| 185459        | Lynn Simpson (HR), Vicki Smith | Marni Byrne, LaQuita Collier, Kelly Carlisle (HR), Suzanne Driscoll(HR), Kate Fisher (HR), Nancy Fox(HR), Kim Ganote (HR), Scott Jensen (HR), Tammi Keasling (HR), Vicki Kolb (HR), Cody Krause(HR), Gene Lampe (HR), Michael Machell (HR), Michael Marino (HR), David McElligott (HR), Jan Price(HR), Elaine Bishop (HR), James Hayes (HR), Patrick Hulla (SL), Jo Renda (HR), Debra Simpson (HR), Sarah Urich (HR), Lisa Jameson, Janet Larson (HR), Margie Linck(Dir), Mitzi Miller (HR), Janice Schonwetter (HR), Teresa Swarts(HR), Karen Windes (HR)                                                                                                                                                                             | e-mail Additional Process Checks                                                                     | 10/30/2001<br>10/31/2001 | A/C Full Privilege |
| 185521        | Karin Miller (PCS)             | Elaine Tang (legal analyst), Karen Kackley (legal analyst)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | e-mail PCS RIF List                                                                                  | 1/6/2003                 | A/C Full Privilege |
| 185522        | Karin Miller (PCS)             | Elaine Tang (legal analyst), Karen Kackley (legal analyst)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | e-mail PCS RIF List                                                                                  | 1/6/2003                 | A/C Full Privilege |
| 185523        | Karin Miller (PCS)             | Elaine Tang (legal analyst), Karen Kackley (legal analyst)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | e-mail PCS RIF List                                                                                  | 1/6/2003                 | A/C Full Privilege |
| 186472-186473 | Gene Lampe (HR), Vicki Smith   | Cody Krause (HR), Leon Lang(HR), David McElligott (HR), Suzanne McVey (HR), Debra Simpson (HR), Heather Thorndike(HR), Marcia Valenzano (HR), Burke Walker (HR), Scott Winkler(Employee Relations Specialist), Sheryl Bowlin (HR), Kelly Carlisle(HR), Suzanne Driscoll (HR), Kate Fisher (HR), Nancy Fox (HR), Kim Ganote (HR), Scott Jensen (HR), Tami Keasling (HR), Vicki Kolb(HR), Gene Lampe (HR), Michael Machell (HR), Michael Marino (HR), Jan Price (HR), Jo Renda (HR), Debra Simpson (HR), Lynn Simpson (HR), Sarah Urich (HR), Elaine Bishop (HR), James Hayes(HR), Patrick Hulla (SL), Lisa Jameson, Janet Larson (HR), Mitzi Miller (HR), Margie Linck (Dir), Janice Schonwetter (HR), Teresa Swarts (HR), Karen Windes | Additional Process Checks                                                                            | 10/30/2001               | A/C Full Privilege |
| 191206        | unknown                        | unknown                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | handwritten notes re 7/22/2002 meeting with Tim Hearshman (SL)                                       | unknown                  | A/C; WP            |
| 191222        | unknown                        | unknown                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | handwritten notes either written by Tim Hearshman (SL), or taken from meeting with Tim Hearshman(SL) | 7/22/2001                | A/C; WP            |

|               |         |         |                                                                                                   |            |         |
|---------------|---------|---------|---------------------------------------------------------------------------------------------------|------------|---------|
| 191257-191260 | unknown | unknown | handwritten notes<br>handwritten notes prepared<br>for meeting with Tim<br>Hearshman (SL)         | 10/17/2002 | A/C; WP |
| 191262        | unknown | unknown | handwritten notes<br>handwritten notes prepared<br>for meeting with Tim<br>Hearshman (SL)         | unknown    | A/C; WP |
| 191414-191416 | unknown | unknown | employee job data printout<br>and handwritten notes from<br>conversation with Elaine<br>Tang (SL) | 4/16/2002  | A/C; WP |
| 191722        | unknown | unknown | handwritten notes from<br>conversation with Tim<br>Hearshman (SL)                                 | unknown    | A/C; WP |

**APPENDIX 7 - REMAINING DOCUMENTS**

|                 |                  |                                  | <b>8/12/2005 Privilege Log</b>                                                        |             |                        |
|-----------------|------------------|----------------------------------|---------------------------------------------------------------------------------------|-------------|------------------------|
| <b>Bates</b>    | <b>To</b>        | <b>From</b>                      | <b>Description</b>                                                                    | <b>Date</b> | <b>Reason</b>          |
| 1000075-1000121 | Kenna Osburn     | Peter Dillon                     | E-mail & spreadsheets re: network director                                            | 12/27/02    | AI Part Privileged     |
| 1000194-1000203 | None             | Unknown                          | Spreadsheet: Network Dept demographics                                                | 00-00-00    | AI Full Privilege      |
| 1000316-1000963 | Peter Dillon     | Eric Rice                        | E-mail spreadsheet re: finance selection pool                                         | 11/14/03    | AI Part Privileged     |
| 1001121-1001125 | Dave Iery        | Janet Cashwell                   | E-mail with attached separation information                                           | 1/30/03     | AI Part Privileged     |
| 1009912-1009912 | Ric Walter       | Greg Cooper,<br>Kim Mattingly    | E-mail re: total # employee separations in Oct.                                       | 10/31/02    | A/C Part Privileged    |
| 1009914-1009915 | Jerry Usry       | Gregory Plante                   | E-mail re: downsizing of employees in region                                          | 6/14/02     | A/C Part Privileged    |
| 1009916-1009916 | Jerry Usrey      | Kevin Wilson                     | E-mail transmitting word document from mgr staffing meeting for the engineering dept. | 9/24/02     | A/C Part Privileged    |
| 1009920-1009920 | Michael Brill    | Greg Cooper,<br>Kate Fisher      | E-mail re: timeline for restructuring of CPE Field Operations                         | 9/26/02     | A/C Part Privileged    |
| 1009921-1009921 | Jerry Usrey      | Ric Walter                       | E-mail regarding CPE reductions                                                       | 7/3/02      | A/C Part Privileged    |
| 1009922         | Jerry Usrey      | Bill Benner                      | E-mail re: downsizing in Pacific region                                               | 6/14/02     | A/C Part Privileged    |
| 1009924-1009924 | Jerry Usrey      | Gregory Plante                   | E-mail re: employee reductions in each market                                         | 6/10/02     | A/C Part Privileged    |
| 1009961-1009963 | Jerry Usrey      | Gregory Plante                   | E-mail re: recommendations for Atlantic reorg                                         | 5/14/02     | A/C Part Privileged    |
| 1009976-1009978 | Kathleen McBee   | Lynn Simpson                     | E-mail containing info related to the RIF                                             | 1/5/02      | WP Part Privileged     |
| 1009995-1010019 | None             | Unknown                          | Spreadsheet: Headcount Reduction                                                      | 00-00-00    | AI Full Privilege      |
| 1010020-1010030 | None             | Unknown                          | Spreadsheet: Voluntary Headcount Reduction                                            | 00-00-00    | AI Full Privilege      |
| 1010103-1010103 | Jerry Usrey      | Frank Hickey                     | E-mail re: workforce reduction                                                        | 6/10/02     | A/C Part Privileged    |
| 1010104-1010105 | Jerry Usrey      | Frank Hickey                     | E-mail re: workforce reduction                                                        | 6/11/02     | A/C Part Privileged    |
| 1010250-1010254 | Melannie Schultz | Kip Downey<br>Faith Palmer       | E-mail with updates on how the RIF is being conducted                                 | 6/4/2002    | A/C Part Privileged    |
| 1013035-1013306 | John Shannon     | Allison Reed                     | E-mail transmitting a list of employees for redeployment                              | 4/2/2002    | A/C Full Privilege     |
| 1020380-1020423 | Chris Thompson   | Ron Gier                         | E-mail transmitting transition team materials                                         | 12/23/2002  | WP Full Privilege      |
| 1020504-1020504 | Debra Aubuchon   | John Shannon<br>Ron Gier         | E-mail re revised timeline for November action                                        | 10/26/2002  | WP Full Privilege      |
| 1021109-1021109 | Deonna Sharp     | Vicki Kolb                       | E-mail regarding release agreements                                                   | 1/23/2001   | WP Full Privilege      |
| 1021168-1021170 | Denice Aissa     | Corporate ER                     | E-mail explaining the separation plan                                                 | 11/20/2001  | WP Full Privilege      |
| 1021233-1021233 | Michael Brill    | Ken Blurton                      | E-mail containing follow up information on RIFs                                       | 5/24/2002   | WP Full Privilege      |
| 1052794-1052796 | Greg Cooper      | Frederick Harris<br>Paula Zuzich | E-mail with attached RIF list                                                         | 7/19/2002   | AI Part Privileged     |
| 1064252-1064253 | Deirdre Moore    | Ann Rhoads                       | E-mail regarding marketing organization                                               | 11/5/2002   | WP Full Privilege      |
| 1064256-1064256 | Ann Rhoads       | Jim Kissinger<br>Ron Gier        | E-mail regarding selection decisions                                                  | 11/1/2002   | A/C; WP Full Privilege |

|                 |                                    |                         |                                                                |            |                        |
|-----------------|------------------------------------|-------------------------|----------------------------------------------------------------|------------|------------------------|
| 1070143-1070143 | Karin Miller                       | Kelly Mortensen         | E-mail regarding instructions on RIF lists                     | 1/30/2003  | A/C; WP Full Privilege |
| 1070454-1070454 | Chris Thompson                     | Julie Moyla<br>Ron Gier | E-mail regarding RIF process documentation                     | 1/29/2003  | A/C Full Privilege     |
| 1109253-1109253 | Sheryl Bowlin                      | Jan Price               | E-mail with instructions on visa and patent reports            | 11/7/2001  | WP Full Privilege      |
| 1141321-1141322 | Gene Lampe                         | Scott Winkler           | E-mail regarding draft release language                        | 10/31/2001 | A/C Full Privilege     |
| 1262706-1262707 | David McElligott;<br>Marvin Motley | Vonya McCann            | E-mail regarding summary numbers requested                     | 12/11/2002 | A/C Full Privilege     |
| 1262708-1262709 | Vonya McCann;<br>Marvin Motley     | David McElligott        | E-mail regarding summary numbers requested                     | 12/11/2002 | A/C Full Privilege     |
| 1262710-1262711 | Vonya McCann;<br>Marvin Motley     | David McElligott        | E-mail regarding summary numbers requested                     | 12/11/2002 | A/C Full Privilege     |
| 1264398-1264399 | Vonya McCann;<br>Marvin Motley     | Bill White              | E-mail regarding separation summary by state                   | 12/12/2002 | A/C Full Privilege     |
| 1281532-1281533 | Jed Dodd                           | Randy Bryson            | E-mail regarding business stack ranking                        | 8/16/2002  | A/C Part privileged.   |
| 1281543-1281543 | Jerry Usry                         | Gregory Plante          | E-mail regarding downsizing information                        | 10/14/2002 | A/C Part privileged.   |
| 1281551-1281551 | Jerry Usry                         | Gary Garcia             | CPE Managers E-mail regarding RIF list                         | 10/11/2002 | A/C Part privileged.   |
| 1281558-1281559 | Jerry Usry                         | Gary Garcia             | E-mail regarding staffing worksheet                            | 10/2/2002  | A/C Part privileged.   |
| 1281564-1281564 | Jerry Usry                         | Gary Garcia             | CPE Managers E-mail regarding Central Region RIF documentation | 9/27/2002  | A/C Part privileged.   |
| 1295648-1295648 | Greg Cooper;<br>Kimberly Mattingly | Frank Hickey            | E-mail regarding downgrades                                    | 10/10/2002 | A/C Part privileged.   |
| 1295649-1295649 | Jerry Usry                         | Ric Walter              | E-mail regarding field operations down-sizing                  | 6/11/2002  | A/C Part privileged.   |
| 1295650-1295650 | Jerry Usry                         | Gregory Plante          | E-mail regarding headcount                                     | 7/3/2002   | A/C Part privileged.   |
| 1295651-1295651 | Frank Hickey;<br>Jerry Usry        | Greg Cooper             | E-mail regarding RIF timing issues                             | 10/9/2002  | A/C Part privileged.   |
| 1295653-1295653 | Ric Walter;<br>Kimberly Mattingly  | Greg Cooper             | E-mail regarding CPE reductions                                | 10/31/2002 | A/C Part privileged.   |
| 1295654-1295655 | Jerry Usry                         | Gregory Plante          | E-mail regarding downsizing                                    | 6/14/2002  | A/C Part privileged.   |
| 1295656-1295656 | Jerry Usry                         | James Bergner           | E-mail regarding downsizing                                    | 6/13/2002  | A/C Part privileged.   |
| 1295657-1295657 | Kimberly Mattingly                 | Frank Hickey            | E-mail regarding RIF packages                                  | 10/24/2002 | A/C Part privileged.   |
| 1295658-1295659 | Jerry Usry                         | Gary Garcia             | E-mail regarding additional RIF list                           | 6/14/2002  | A/C Part privileged.   |
| 1295729-1295730 | Chris Thompson                     | John Shannon            | E-mail regarding pool reductions                               | 11/4/2002  | A/C Full Privilege     |
| 1295767-1295767 | Chris Thompson                     | Ron Gier                | E-mail regarding activity status sheet                         | 12/11/2002 | A/C Full Privilege     |
| 1295883-1295883 | Chris Sharp;<br>Deonna Sharp       | Cindy Dove              | E-mail regarding process outlines                              | 1/28/2003  | A/C Part privileged.   |
| 1295921-1295923 | Chris Thompson                     | Peter Dillon            | E-mail regarding realignment worksheets                        | 11/8/2002  | A/C Part privileged.   |

|                 |                                  |                     |                                                          |            |                      |
|-----------------|----------------------------------|---------------------|----------------------------------------------------------|------------|----------------------|
| 1295940-1295940 | Randy Bryson;<br>Margie Paxson   | Steve Mueller       | E-mail regarding Stack Ranking                           | 8/14/2002  | A/C Part privileged. |
| 1295941-1295942 | Margie Paxson                    | Randy Bryson        | E-mail regarding HQ Business Sales & Support             | 11/1/2002  | A/C Part privileged. |
| 1295972-1295974 | Jackie Ashworth;<br>Jerry Usry   | Frank Hickey        | E-mail regarding HR contacts for separation meetings     | 10/24/2002 | A/C Part privileged. |
| 1297076-1297076 | Ric Walter;<br>Tim Dinslage      | Linda McCoy         | E-mail regarding 2003 budget                             | 9/19/2002  | A/C Part privileged. |
| 1329516-1329536 | Peter Dillon;<br>Chris Thompson  | Lavonda<br>Anderson | E-mail regarding access management organizational charts | 3/10/2003  | A/C Full Privilege   |
| 1330225-1330229 | Chris Thompson                   | Peter Dillon        | E-mail regarding RIF list                                | 2/19/2003  | A/C Full Privilege   |
| 1365892-1365892 | Rachel Griebing;<br>Janet Larson | Vickie Smith        | E-mail regarding E-grade packages                        | 10/15/2001 | WP Full Privilege    |
| 1412945-1412948 | Joe Vidal;<br>Joan VonderHeide   | Deb Sprayberry      | E-mail regarding director separations                    | 2/4/2002   | AI Full Privilege    |

|               |                                                                           |                                                                                                                                                           | KC Privilege Log                                     |                                       |                                                                                         |
|---------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|---------------------------------------|-----------------------------------------------------------------------------------------|
| Bates         | From                                                                      | To                                                                                                                                                        | Description                                          | Date                                  | Reason                                                                                  |
| 184552        | Tina Peek (HR)                                                            | Tasha Reed (HR)                                                                                                                                           | e-mail ISSC RIF Preparation-East                     | 1/6/2003                              | WP; transmits legal advice from legal dept to those responsible for implementing it     |
| 184555-184556 | Tina Peek (HR)                                                            | Tasha Reed (HR)                                                                                                                                           | e-mail ISSC RIF Preparation-East                     | 1/6/2003                              | WP; transmits legal advice from legal dept to those responsible for implementing it     |
| 184557-184559 | Tasha Reed (HR)                                                           | Mari Burger (HR)                                                                                                                                          | e-mail ISSC RIF Preparation-East                     | 37628 [sic]                           | WP; transmits legal advice from legal dept to those responsible for implementing it     |
| 184567        | Scott Jensen (HR)                                                         | Keith Woods (Enterprise Sales)                                                                                                                            | e-mail Analysis Summary                              | 1/28/2002                             | A/C; WP; AI analysis prepared at request of legal dept                                  |
| 184591        | Scott Jensen (HR)                                                         | Kip Downey (HR)                                                                                                                                           | e-mail Analysis Per Our Discussion                   | 4/5/2002                              | A/C; WP; AI analysis prepared at request of legal dept                                  |
| 184592-184593 | Erica Oliver (SMES), Barbara Chapman (HR), Lisa Watson (HR)               | Kent Petit (HR), Lisa Watson (HR), Lisa Reid (HR), Tabitha Britt (HR)                                                                                     | e-mail Central-July 2002 & November 2002, BSSR       | 1/31/2003                             | A/C; WP; documents prepared at request of legal; communication from legal counsel       |
| 184619-184620 | Rebecca Holiday (Bus. Sales -PCS), Barbara Chapman (HR), Lisa Watson (HR) | Kevin Kappler (Regional Dir Sales), Denise Barrett, Tim Dusek (Regional Dir Sales), Kent Petit (HR), Lisa Watson (HR), Lisa Reid (HR), Tabitha Britt (HR) | e-mail Documents related to RIF decisions            | 1/24/2003<br>1/27/2003                | A/C; WP; documents collected at request of legal dept; communication from legal counsel |
| 184642-184643 | Lisa Watson (HR), Barbara Chapman (HR), Erica Oliver (SMES)               | Kent Petit (HR), Lisa Watson (HR), Lisa Reid (HR), Tabitha Britt (HR)                                                                                     | e-mail July and November 2002 Realignment worksheets | 1/31/2003,<br>1/27/2003,<br>1/24/2003 | A/C; WP; documents prepared at request of legal dept, communication from legal dept     |
| 185194        | John St. Angelo (HR)                                                      | Don Hallacy (Tech), Len Lauer (Exec), Marvin Motley (HR), Ric Walter (HR), Megan Yearout (HR)                                                             | e-mail Summary List                                  | 10/12/2001                            | A/C :partial redaction of communication to legal counsel                                |
| 185210        | Tina Peek (HR)                                                            | Tasha Reed (HR: employee relationship coordinator)                                                                                                        | e-mail ISSC RIF Preparation-East                     | 1/6/2003                              | A/C; legal advice from legal dept to those responsible for implementing it              |

|               |                                                               |                                                                              |                                                                                |                      |                                                                                                     |
|---------------|---------------------------------------------------------------|------------------------------------------------------------------------------|--------------------------------------------------------------------------------|----------------------|-----------------------------------------------------------------------------------------------------|
| 185547        | Scott Winkler                                                 | Gene Lampe (HR)                                                              | Denton Roberts List                                                            | 10/1/2001            | A/C; WP; AI analysis prepared at request of legal dept                                              |
| 185548        | Gene Lampe (HR), Scott Winkler                                | Gene Lampe (HR), Scott Winkler(Employee Relations Specialist),Eric Rice (HR) | Denton Roberts List Revisions                                                  | 10/8/2001            | A/C; WP; communication to legal counsel; legal strategy and mental impressions                      |
| 185716-185718 | Scott Jensen (HR)                                             | Jon Binder (HR), Sharri Evenson(HR), Suzanne Driscoll (HR)                   | Sprint E-Solutions Impacted List for ER Review and Comments; partial redaction | 7/20/2002            | A/C; WP; agenda for legal meeting and communication to be made to legal counsel                     |
| 187246        | Anita Edwards (HR)                                            | Justin Crosswhite (HR), Denna Bowles (HR)                                    | Morris STD                                                                     | 12/17/2002           | A/C; WP; communication from legal counsel                                                           |
| 188306        | Gene Lampe (HR), Scott Winkler(Employee Relations Specialist) | Eric Rice (HR), Scott Winkler(Employee Relations Specialist),Gene Lampe (HR) | Denton Roberts Lists                                                           | 10/1/2001, 10/7/2001 | A/C; WP; partial redaction of legal advice from legal dept to those responsible for implementing it |
| 188307        | Gene Lampe (HR), Scott Winkler(Employee Relations Specialist) | Eric Rice (HR), Scott Winkler(Employee Relations Specialist),Gene Lampe (HR) | Denton Roberts Lists                                                           | 10/1/2001, 10/7/2001 | A/C; WP; partial redaction of legal advice from legal dept to those responsible for implementing it |
| 188309        | Gene Lampe (HR), Scott Winkler(Employee Relations Specialist) | Eric Rice (HR), Scott Winkler(Employee Relations Specialist),Gene Lampe (HR) | Denton Roberts Lists                                                           | 10/1/2001, 10/7/2001 | A/C; WP; partial redaction of legal advice from legal dept to those responsible for implementing it |
| 188324        | Gene Lampe (HR), Scott Winkler(Employee Relations Specialist) | Eric Rice (HR), Scott Winkler(Employee Relations Specialist),Gene Lampe (HR) | Denton Roberts Lists                                                           | 10/1/2001, 10/7/2001 | A/C; WP; partial redaction of legal advice from legal dept to those responsible for implementing it |
| 188326        | Gene Lampe (HR), Scott Winkler(Employee Relations Specialist) | Eric Rice (HR), Scott Winkler(Employee Relations Specialist),Gene Lampe (HR) | Denton Roberts Lists                                                           | 10/1/2001, 10/7/2001 | A/C; WP; partial redaction of legal advice from legal dept to those responsible for implementing it |
| 191385        | unknown                                                       | unknown                                                                      | handwritten notes handwritten notes re Osama Ata                               | 6/6/2002             | A/C; WP; communication to or from legal counsel and/or notes prepared in anticipation of litigation |