

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY**

IQVIA, INC. and IMS SOFTWARE  
SERVICES, LTD,

Plaintiffs/ Counterclaim Defendants,

vs.

VEEVA SYSTEMS, INC.,

Defendant/ Counterclaim Plaintiff.

Case No.: 2:17-CV-00177-CCC-MF

**ORDER & OPINION OF THE SPECIAL  
MASTER**

This matter comes before the Special Master on Defendant-Counterclaim Plaintiff Veeva Systems, Inc.’s (“Veeva”) motion to compel Plaintiffs-Counterclaim Defendants IQVIA, Inc. and IMS Software Services, LTD, (collectively “IQVIA”) to produce 167<sup>1</sup> challenged Third-Party Access (“TPA”) policy communications which IQVIA withheld on the basis of attorney-client privilege. After considering the submissions of the parties, based upon the following, it is the opinion of the Special Master that Veeva’s motion is **GRANTED in part** as outlined herein and in the attached Appendix.

**DISCUSSION**

**A. Background**

Since the litigants are fully familiar with the facts which form the basis of this lawsuit and of this motion, the Special Master will only briefly address the pertinent procedural and factual events.

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<sup>1</sup> IQVIA asserts that although Veeva claims it challenges 167 communications, the Veeva Appendix contains 194 privilege log entries falling within 166 distinct families.

This dispute concerns the TPA policy communications of Harvey Ashman (“Ashman”), Deputy General Counsel of IQVIA. IQVIA has withheld these communications based on attorney-client privilege. Veeva challenges IQVIA’s assertion of privilege. Following the filing of this motion, IQVIA produced 104 of the challenged documents—65 in full and 39 with redactions. IQVIA maintains its original position with respect to the remaining challenged documents.

The parties both discuss the Special Master’s May 13, 2019 Order and Opinion (“May 13 Opinion”),<sup>2</sup> which concerned Veeva’s motion to overrule IQVIA’s assertion of privilege over documents subpoenaed from Ernst & Young LLP (“EY”). The May 13 Opinion concerned whether IQVIA had properly asserted attorney-client privilege over documents subpoenaed from EY, which IQVIA had retained to assess Veeva’s systems and processes in order to provide its professional opinions as to the assurances made by Veeva that IQVIA data would be safe in Veeva’s MDM system and would not be used by Veeva to improve its own data offerings. In the May 13 Opinion, the Special Master determined that the EY audit was intended to inform IQVIA’s business decision on whether or not to allow Veeva to use its reference data in Veeva’s MDM offering. The Special Master found that while the licensing of this data and TPA agreements are intimately intertwined with and difficult to distinguish from the business purposes of the EY audit, the EY assessment would not have been undertaken but for IQVIA’s need to make a business determination as to whether, at the request of IQVIA’s clients, IQVIA would allow its clients to share certain data licensed from IQVIA with Veeva for use by Veeva in its MDM offering. The Special Mater noted that EY was engaged to evaluate Veeva’s systems and processes, not IQVIA’s technical information. The Special Master later clarified in his July 10 Opinion, that he considered and ruled on IQVIA’s privilege assertions related to documents subpoenaed from EY and that he

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<sup>2</sup> The Special Master’s holding was clarified in his subsequent July 10, 2019 Order & Opinion (“July 10 Opinion”).

did not make a ruling as to any other documents. The Special Master did not consider and offered no opinion on whether the formulation of IQVIA's TPA policy, by IQVIA attorneys, served a predominately legal or business purpose.

Veeva now challenges documents that it refers to as Harvey Ashman's TPA policy communications.

### **Arguments of the Parties**

#### **A. Veeva's Arguments**

Veeva asserts that central to its antitrust case is IQVIA's TPA policy of denying customers permission to use IQVIA's data products with Veeva's software. Veeva argues that IQVIA's TPA policy impaired competition in key data markets. It then explains that IQVIA's principal antitrust defense is that its TPA policy serves a valid business justification—namely, protection of IQVIA's intellectual property—rather than anticompetitive ends.

Veeva believes IQVIA must produce the challenged documents for three reasons. First, the withheld TPA-related communications do not serve a predominately legal purpose. Second, Ashman will be IQVIA's primary trial witness on all business justification-related topics. Third, by affirmatively placing Ashman's TPA decision-making at issue, IQVIA waived the right to withhold Ashman's communications on the basis of privilege.

Veeva first argues that IQVIA's decision whether to grant a TPA is a business decision, not a legal decision. Veeva asserts that it is black letter law that “[c]ommunications which relate to business rather than legal matters do not fall within the protection of the privilege.” *Leonen v. Johns-Manville*, 135 F.R.D. 94, 98 (D.N.J. 1990). Veeva believes that the challenged communications—involving IQVIA's prohibition on customers' use of IQVIA data with Veeva

Network—are distinctly business in nature and not subject to valid claims of privilege for at least five reasons.

First, Veeva points to the deposition testimony of Ashman wherein he identified his TPA decisions as an example of the types of business decisions for which he is involved.

Second, Veeva points to the Special Master’s July 10, 2019 Opinion wherein he stated that the decision, “whether, at the request of IQVIA’s clients, IQVIA would allow its clients to share certain data licensed from IQVIA with Veeva for use by Veeva in its MDM offering” is a “business determination.” *IQVIA*, 2019 WL 3069186 at \*3. Veeva argues that IQVIA’s TPA policy is fundamentally a business initiative. Thus, related communications addressing purported IP risks would not have been undertaken but for IQVIA’s need to decide whether to allow its clients to share data licensed from IQVIA with Veeva.

Third, Veeva argues that IQVIA’s own privilege log entries show that the challenged communications do not discuss legal advice. Veeva argues that these communications address business strategy and public relations, which are not privileged.

Fourth, Veeva asserts that the documents produced by IQVIA show that IQVIA business leaders shaped TPA policy based upon business considerations. Veeva points to a September 25, 2014, email wherein Mike Allelunas (an IQVIA General manager and non-lawyer) stated that following direction he received from Seyed Mortazavi and Sati Sian (IQVIA non-lawyer executives) he notified a client that IQVIA reference data was not permitted in Veeva Network. Veeva also points to a November 21, 2014, email wherein Allelunas noted that after his review with two other IQVIA non-lawyers, he agreed that Veeva Network still did not provide the IP protections needed for TPA approval. Veeva further argues that IQVIA produced versions of a

document it withheld which largely show it involved only non-lawyers discussing non-legal subject matter.

Fifth, Veeva asserts that courts nationwide agree that data and licensing decisions, like IQVIA's TPA decisions, are predominately business in nature. *See SCM Corp. v Xerox Corp.*, 70 F.R.D. 508 (D. Conn. 1976).

Veeva further argues that by affirmatively placing Ashman's TPA decision-making at issue, IQVIA waived the right to withhold Ashman's communications. Veeva explains that IQVIA hopes to avoid antitrust liability by asserting an affirmative defense of "business justification" for its TPA policy while simultaneously blocking discovery into Ashman's contemporaneous communications about the precise topics he will testify to support the defense. Veeva believes that the law forbids IQVIA's approach, which severely prejudices Veeva's ability to cross-examine Ashman and rebut IQVIA's defense.

Veeva explains that at-issue waiver applies where: (1) there has been assertion of the privilege through some affirmative act by the asserting party; (2) through the affirmative act, the party put the protected information at issue by making it relevant to the case; and (3) application of the privilege would deny the opposing party information vital to its defense. *See In re G-I Holdings, Inc.*, 218 F.R.D. 428, 431-32 (D.N.J. 2003). Veeva argues that applying the principles of waiver here, IQVIA's tactical deployment of Ashman's business justification testimony places his TPA communications at issue. Veeva asserts that to support its business justification defense, IQVIA affirmatively contends, through the testimony of Ashman, that it promulgated its TPA policy in "good faith" or on a "reasonable basis." Veeva points to illustrative excerpts from Ashman's deposition testimony as well as IQVIA's outside counsel's comment following a privilege dispute which arose during the deposition. Veeva further asserts that to bolster his

testimony, IQVIA produced Ashman's TPA-related assessments, consultations, and evaluations to support its business justification defense. Specifically, IQVIA points to notes Ashman made to himself regarding the Shire Incident. Veeva asserts that IQVIA produced these notes, which are beneficial to IQVIA, but then withholds documents on the same subject matter where convenient. Veeva argues that by withholding the challenged communications, IQVIA severely prejudices Veeva's ability to prosecute its antitrust case and test Ashman's assessments, consultations, and evaluations. Thus, Veeva asserts that all the elements of at-issue waiver are satisfied.

### **B. IQVIA's Arguments**

In response, IQVIA argues that it had a bone fide concern that Veeva was misappropriating IQVIA's intellectual property and using its access to IQVIA's market research offerings to improve its competing offering. IQVIA explains that under its current TPA program, TPA requests are initiated in an online portal (the "TPA Portal") in which a client will identify the specific offerings and purpose for which they are requesting a TPA license. Once a request is made, a separate third party vendor receives a link to complete the application process. IQVIA then reviews the application and makes a decision as to whether or not to grant the TPA license request. In many cases, the TPA license will be approved without human review based on the application of certain business rules that have been programmed into the TPA Portal.

IQVIA then explains that in a minority of instances—for approximately 35% of TPA license requests—the business rules will require "manual review," in which case the IQVIA employee responsible for a specific market research offering is asked to approve the TPA license. In this subset of cases, if the IQVIA business employee believes there would be a risk to IQVIA's intellectual property and wants to deny a TPA request, he or she may seek advice to determine

whether there may be a solution that will allow IQVIA to grant the TPA request, while still protecting IQVIA's intellectual property.

IQVIA then asserts that it has provided discovery on the various business aspects of the TPA program, including the process by which the TPA program is administered, the business rules that have been programmed into the TPA portal, the rules that will trigger manual review, and discussions among business executives regarding their manual review. IQVIA contends that Ashman had a role in those business aspects and may testify about them at trial. However, IQVIA has maintained privilege over the legal aspects of the TPA program, where IQVIA lawyers, including Ashman, have been asked to provide legal opinions and guidance. IQVIA asserts that these communications involve, for example, legal issues relating to the drafting of TPA agreements, and communications seeking or providing legal advice concerning specific TPA license requests.

IQVIA then indicates that in an effort to narrow the dispute between the parties, it produced 104 of the challenged documents—65 in full and 39 with redactions. IQVIA maintains its original position with respect to the remaining challenged documents. It explains that its inconsistent privilege calls merely reflect different judgment calls by different individuals as opposed to Veeva's assertion that it is abusing the privilege.

IQVIA argues that the documents Veeva seeks to compel are core legal communications, many of which involve in-house counsel other than Ashman, and several of which reflect communication between in-house counsel. IQVIA asserts that Veeva cannot show that the documents it seeks to compel serve a predominately business (rather than legal) purpose.

IQVIA believes the challenged documents reflect legal analysis and communications concerning the provision of legal advice by IQVIA's in-house counsel. Communications that

involve business issues may nevertheless be privileged when the communication has a primary purpose of seeking legal advice regarding those business issues. *See e.g. Tucker v. Fischbein*, 237 F.3d 275, 288 (3d Cir. 2001); *Faloney v. Wachovia Bank, N.A.*, 254 F.R.D. 204, 209-12 (E.D. Pa. 2008). IQVIA argues that communications concerning the intellectual property risks associated with the use of IQVIA's market research data in third party applications, IP protection, and TPA license agreements involve inherently legal issues, including contract negotiation and the protection of IQVIA's intellectual property, and are thus the appropriate subjects of legal advice.

IQVIA argues that an individualized review of the privilege log entries shows that Veeva has challenged a range of documents, including draft versions of documents sent to counsel for the primary purpose of seeking legal advice, communications with counsel or documents prepared by counsel for the purpose of facilitating legal advice regarding the Novartis pilot, communication with or among in-house counsel or with external counsel about intellectual property issues, and business employees requesting legal advice from in-house counsel. IQVIA notes that a significant number of these communications do not involve communications with Ashman but rather involve communications with IQVIA's other in-house counsel, including Edward Spaniel and David McCoy. IQVIA asserts that Spaniel and McCoy have more traditional "legal" responsibilities within IQVIA. IQVIA also points out that Ashman testified that he has "responsibilities relating to the TPA program that are legal in nature."

IQVIA reiterates that Ashman's communications principally concern legal aspects of the TPA program, including specific requests for legal advice related to the TPA program. IQVIA challenges Veeva's reliance on *SCM Corp. v. Xerox Corp.*, 70 F.R.D. 508, 517 (D. Conn. 1976), and argues that case law makes clear that privilege determinations are highly-context specific and not subject to per se rules. IQVIA further argues that courts have widely recognized that decisions



to share and license data involve legal considerations and may be privileged. *See e.g. Polaris Innovations Ltd. v. Kingston Tech. Co.*, 16-cv-300, 2017 WL 8220457, at \*6-8 (C.D. Cal. June 16, 2017). IQVIA asserts that the cases Veeva cites rejected a claim of privilege where none of the documents appeared to contain any legal research or analysis and the party invoking the privilege had given the court no reason to find that such work could not have been performed by non-lawyers, while here the communications at issue contain, reference, enable and reflect the provision of legal advice.

IQVIA also argues that the Special Master's prior ruling as to documents subpoenaed from EY related to documents created and disclosed by EY, not IQVIA's legal team. Here by contrast, the communications involve IQVIA's deputy general counsel and other in-house counsel, and had the provision of legal guidance as a primary purpose. Thus IQVIA argues that the Special Master's prior ruling in no way disposes of the context-specific privilege issues involved here.

IQVIA next contends that it did not waive the attorney-client privilege protecting the challenged communications. IQVIA asserts that Veeva failed to demonstrate two necessary elements for waiver: (1) that IQVIA has affirmatively put Ashman's legal advice at issue; and (2) that it is vital that Veeva be permitted to invade the privilege. IQVIA argues that it has not placed the challenged communications at issue in the case. IQVIA asserts that Veeva provides no example of IQVIA disclosing or describing the details of any of the privileged communications sought in the motion. IQVIA argues that Veeva's assertion that its privilege claims have been waived because the documents might be relevant to IQVIA's business justification defense fails because the advice is not at issue merely because it is relevant. IQVIA contends that Veeva's argument on waiver ignores the fact that in-house counsel are often involved in business matters, and the testimony of Ashman supporting the business justification defense relates to his role in those

business matters—not the legal advice he has provided. IQVIA argues that the mere fact that counsel provided legal advice on an issue, without more, is not sufficient to put the legal advice at issue.

IQVIA asserts that its counsel clearly represented at Ashman’s deposition that Ashman would not testify about information that was protected by attorney-client privilege or attorney work product privilege because IQVIA was not waiving the privilege. IQVIA’s counsel then instructed that Ashman would be permitted to testify as to his factual knowledge of incidents of data misuse by Veeva—all of it. IQVIA asserts that neither of the documents relied upon by Veeva—Ashman’s notes to himself reflecting information from a call with Veeva and a statement by outside counsel at Ashman’s deposition—relate to IQVIA’s TPA policy, or invoke any legal advice that Ashman offered concerning TPA decisions. IQVIA argues that Veeva’s motion is devoid of a single instance of IQVIA advancing its business-justification defense by disclosing or describing or relying upon Ashman’s privileged communications.

IQVIA further argues that Veeva cannot show that it will be prejudiced if the requested communications are not produced. IQVIA asserts that it is not relying on Ashman’s legal advice to establish its business justification defense. In any event, IQVIA argues that it has produced tens of thousands of documents concerning its TPA program and IQVIA employees have provided hundreds of pages of deposition testimony about the TPA program. IQVIA contends that the evidence also shows that IQVIA’s business executives had legitimate concerns about permitting the use of its market research offerings in Veeva Network. IQVIA maintains it did not put any specific legal guidance at issue, so the suggestion of a corresponding waiver is fundamentally mistaken.

**C. Veeva’s Reply**

In reply, Veeva argues that IQVIA has failed to respond to its arguments and only offers conclusory statements about the challenged documents, thus failing to meet its burden of proving the privilege applies. Veeva argues that courts in this district have rejected privilege claims where counsel “himself describes the issue before him as a business decision.” *In re Hum. Tissue Prod. Liab. Litig.*, 06-cv-135, 2009 WL 1097671, at 31 (D.N.J. Apr. 23, 2009). Veeva further argues that IQVIA misapplies the Court’s analysis in *IQVIA v. Veeva Systems*, 2019 WL 2069186 (D.N.J. July 11, 2019), because irrespective of any legal dimensions, the challenged communications purport to address the same “business purpose” as the EY audit and are not privileged.

Veeva argues that the 104 documents IQVIA produced in response to its motion prove that formulation of the TPA policy could have been and was accomplished by a non-lawyer. Veeva asserts that the documents bear no indicia of privilege and instead prove that IQVIA devised its TPA policy exclusively through business executives without legal input. Veeva points to a September 23, 2014, email which it argues demonstrates that non-lawyers Mike Allelunas, Seyed Mortazavi, and Sati Sian established TPA policy without legal assistance and then simply dictated it to in-house counsel Edward Spaniel. Veeva argues that since IQVIA designed TPA policy without direction from a lawyer, associated discussions are not privileged. *HPD Labs, Inc. v. Clorox Co.*, 202 F.R.D. 410, 411, 416 n.8. (D.N.J. 2001).

Veeva further asserts that IQVIA has committed an issue waiver. It argues that IQVIA offers no substantial response and simply asserts that its disclosed communications are business-related while its withheld ones are legal. Veeva argues that this unprincipled and opportunistic approach constitutes waiver by “defin[ing] selectively the subject matter of the advice of counsel on which it relied in order to limit the scope of the waiver of the attorney-client privilege and therefore the scope of discovery.” *Harding v. Dana Transp.*, 914 F. Supp. 1084, 1095 (D.N.J.

1995). Veeva argues that at issue waiver occurs where a party cites consultation with counsel to advance an affirmative defense, amounting to an “implicit” assertion of “reliance on counsel.” Veeva points to *In re G-I Holdings*, 218 F.R.D. 428, 432-33 (D.N.J. 2003) and *In re Human Tissue*, 255 F.R.D. 151, to argue that IQVIA’s business justification amounts to a reliance of counsel defense, waiving privilege over related TPA communications.

Veeva also asserts that the challenged communications are more than merely relevant, they are necessary for Veeva to adequately cross-examine IQVIA’s lead witness and further undermine its business justification defense. Veeva further argues that other IQVIA employees could not testify to the basis of IQVIA’s TPA policy and deflected to Ashman.

## **DISCUSSION**

### **A. Privilege Generally**

Evidentiary privileges are an exception to the general rule that relevant evidence is admissible. *Rhone-Poulenc Rorer Inc. v. Home Indem. Co.*, 32 F.3d 851, 862 (3d. Cir. 1994). Privileges forbid the admission of otherwise relevant evidence when certain interests that the privileges are thought to protect are considered more important than the interests served by the resolution of litigation through full disclosure of all relevant facts. *Id.* “The privilege forbidding the discovery and admission of evidence relating to communications between attorney and client is intended to ensure that a client remains free from apprehension that consultations with a legal advisor will be disclosed.” *Id.* The privilege encourages the client to reveal confidences to the lawyer necessary for the lawyer to provide advice and representation. *Id.*; *see also Upjohn Co. v. United States*, 449 U.S. 383, 389 (1981) (holding that 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.”). Thus,

the attorney-client privilege protects (1) communications (2) between “privileged persons” (3) made in confidence (4) intended to receive or give legal assistance. *In re Teleglobe Commc’ns Corp.*, 493 F.3d 345, 359 (3d Cir. 2007), as amended (Oct. 12, 2007) (quoting Restatement (Third) of the Law Governing Lawyers § 68 (2000)). The attorney-client privilege extends to corporations which must act through agents, including their officers and employees. *Leonen v. Johns-Manville*, 135 F.R.D. 94, 98 (D.N.J. 1990).

Because the privilege obstructs the truth-finding process, it is construed narrowly, and “protects only those disclosures – necessary to obtain informed legal advice – which might not have been made absent the privilege.” *Westinghouse Elec. Corp. v. Republic of the Philippines*, 951 F.2d 1414, 1423-24 (3d Cir. 1991) (quoting *Fisher v. United States*, 425 U.S. 391, 403 (1976)). Therefore, for a communication to be protected, it must be made to an attorney for the express purpose of obtaining legal advice. *Fisher*, 425 U.S. at 403. Business and personal advice are not protected by the privilege. *Claude P. Bamberger Inter. Inc. v. Rohm and Haas Co.*, 96-cv-1041, 1997 WL 33768546, at \* 2 (D.N.J. Aug. 12, 1997) (citing *United States v. Davis*, 636 F.2d 1028, 1044 (5th Cir. 1978), *cert. denied*, 454 U.S. 862 (1981)).

The attorney-client privilege does not apply simply because a statement was made by or to an attorney. *Nanticoke Leni-Lenape Tribal Nation v. Porrino*, 2017 WL 4155368, at \*3 (D.N.J. Sept. 19, 2017). Merely copying an attorney on an e-mail does not, in and of itself, make the e-mail privileged. *In re Human Tissue Products Liability Litigation*, 255 F.R.D. 151, 164 (D.N.J. 2008); *Andritz Sprout-Bauer, Inc. v. Beazer East, Inc.*, 174 F.R.D. 609, 633 (M.D. Pa. 1997) (“What would otherwise be routine, non-privileged communications between corporate officers or employees transacting the general business of the company do not attain privileged status solely because in-house counsel or outside counsel is ‘copied in’ on correspondence or memoranda”);

*United States Postal Serv. v. Phelps Dodge Ref. Corp.*, 852 F.Supp. 156, 163 (E.D.N.Y. 1994) (“A corporation cannot be permitted to insulate its files from discovery simply by sending a ‘cc’ to in-house counsel”). “‘To rule otherwise would allow parties to evade the privilege limitations by sending copies of every company-generated e-mail to the company’s attorney so as to protect the communication from discovery, regardless of whether legal services were sought or who the other recipients of the e-mail were.’” *In re Human Tissue Products Liability Litigation*, 255 F.R.D. at 164 (quoting *In re Avantel, S.A.*, 343 F.3d 311, 321 (5th Cir. 2003)). If a privileged document has attachments, each attachment must individually qualify for the privilege. “Merely attaching something to a privileged document will not, by itself, make the attachment privileged.” *Leonen*, 135 F.R.D. at 98 (citing *Sneider v. Kimberly-Clarke Corp.*, 91 F.R.D. 1 (N.D. Ill. 1980)). The applicability of the attorney-client privilege is determined on a case-by-case basis, *Upjohn*, 449 U.S. at 396–97, and the burden of establishing that a document is protected by the attorney-client privilege is on the party asserting the privilege. *Torres v. Kuzniasz*, 936 F.Supp. 1201, 1208 (D.N.J. 1996).

### **B. Business v. Legal Purposes**

“Communications which relate to business rather than legal matters do not fall within the protection of the [attorney-client] privilege.” *Alpha Painting & Constr. Co., Inc. v. Del. River Port Auth.*, 208 F.Supp.3d 607, 623 (D.N.J. 2016), *aff’d* in relevant part, 853 F.3d 671 (3d Cir. 2017); see also *In re Riddell Concussion Reduction Litig.*, 13-cv-7585, 2016 WL 7108455, at \*4 (D.N.J. Dec. 5, 2016), on reconsideration in part, 13-cv-7585, 2017 WL 11633446 (D.N.J. Jan. 5, 2017) (an attorney who is not performing legal services or relaying legal advice and who performs non-legal duties does not qualify for the privilege, even if litigation may arise from the subject of the attorney’s activities); *Leonen v. Johns-Manville*, 135 F.R.D. at 98–99 (privilege did not protect the

communications with in-house counsel relating to business rather than legal matters). The general rule is that “while legal advice given to a client by an attorney is protected by the privilege, business advice generally is not.” *La. Mun. Police Emps. Retirement Sys. v. Sealed Air Corp.*, 253 F.R.D. 300, 305 (D.N.J. 2008); *see also Rowe v. E.I. duPont de Nemours & Co.*, 06-cv-1810, 2008 WL 4514092, at \*8 (D.N.J. Sept. 30, 2008) (noting modern corporate counsel are involved in all aspects of the company for which they work, and in-house counsel participates in and renders decisions about business, technical, scientific, public relations, and advertising issues, as well as purely legal issues).

Where a communication contains both legal and business advice, the attorney-client privilege will apply only if the primary purpose of the communication was to aid in the provision of legal advice. *Id.* (citing *Hercules, Inc. v. Exxon Corp.*, 434 F.Supp. 136, 147 (D.Del. 1977)). Just as a litigant may not shield non-privileged information from discovery by combining it with legal advice, a litigant cannot cloak business information in privilege by involving an attorney in the communication of business matters. *United States v. Rockwell Int’l*, 897 F.2d 1255 (3d Cir. 1990) (“The sine qua non of any claim of privilege is that the information sought to be shielded is legal advice.”); *Yang v. Reno*, 157 F.R.D. 625, 636 (M.D. Pa. 1994) (holding that the attendance of an attorney at meeting called by the attorney did not render everything said or done at that meeting privileged, rather, for the privilege to apply, the communication must have related to the acquisition or rendition of professional legal services).

Given that “legal advice is often intimately intertwined with and difficult to distinguish from business advice . . . [and] [b]ecause it is often too difficult, impractical and unrealistic to compartmentalize whether certain advice given to a client is legal in nature or business in nature in the context of a complicated. . . transaction, the policy behind the attorney-client privilege is

best upheld where the attorney-client relationship is predominantly for the purpose of rendering legal services.” *Sealed Air Corp.*, 253 F.R.D. at 306 (citations and quotations omitted). The party claiming privilege “should demonstrate that the communication would not have been made but for the client’s need for legal advice or services” *Id.* (citing *Leonen*, 135 F.R.D. at 99).

Here, Veeva argues that IQVIA’s TPA policy is fundamentally a business initiative. Veeva relies on *SCM Corp. v. Xerox Corp.*, 70 F.R.D. 508, 517 (D. Conn. 1976), which involved antitrust litigation and the plaintiffs’ deposition questions involving reasons or considerations involved in decisions to grant or refuse licenses. There, the court stated:

Licensing decisions may contain a legal component, but are not inherently dependent on legal advice; they are essentially business decisions. Legal advice should remain protected along with ‘nonlegal considerations’ discussed between client and counsel that are relevant to that consultation, but when the ultimate decision then requires the exercise of business judgment and when what were relevant nonlegal considerations incidental to the formulation of legal advice emerge as the business reasons for and against a course of action, those business reasons considered among executives are not privileged. They are like any other business evaluations and motivations and do not enjoy any protection because they were alluded to by conscientious counsel. To protect the business components in the decisional process would be a distortion of the privilege. The attorney-client privilege was not intended and is not needed to encourage businessmen to discuss business reasons for a particular course of action.

[*Id.* at 517 (citations omitted).]

In *SCM Corp.*, the deponent was unable to separate the business and legal aspects of the licensing decisions. The court then ordered the deponent to answer the questions in an affidavit to be submitted for in camera inspection and describe the decision-making process so that the court could determine whether the business considerations were the type of “relevant nonlegal considerations” incidental to legal consultation. *Id.* at 517.



Here, there is no dispute that IQVIA's TPA policy involved business decisions. The issue before the Special Master is whether IQVIA's TPA policy also involved legal decisions and whether those legal decisions are subject to attorney-client privilege. Veeva argues that because IQVIA's TPA policy served a predominately business purpose, any communication involving in-house counsel related to IQVIA's TPA policy is not protected by attorney-client privilege. Meanwhile, IQVIA argues that while business decisions related to its TPA policy are not privileged, the communications of in-house counsel related to legal aspects of its TPA policy are protected by attorney-client privilege.

The Special Master believes that IQVIA's TPA decisions are principally business decisions. However, the Special Master does not believe that all TPA communications involving in-house counsel lose their privileged status if the communication involves a TPA. While TPA decisions in general may be predominately business in nature, communications solely or predominantly involving legal advice are still protected by the privilege. In other words, the Special Master does not believe that communications involving in-house counsel automatically lose their privileged status if the communication involves a TPA. Rather, each communication withheld on the basis of privilege must be individually evaluated to determine whether the communication with counsel was made for a predominately legal or business reason. Legal advice should remain protected.

The Special Master therefore rejects Veeva's blanket conclusion that since IQVIA's TPA policy is predominately business in nature, all communications involving IQVIA in-house counsel referring to the TPA program therefore serves a predominately business nature and cannot be privileged. Instead, the Special Master believes that each challenged communications must be evaluated on an individual basis to determine whether the communication was made

predominantly for the purpose of rendering legal advice as opposed to business advice. The Special Master agrees that communications involving in-house counsel addressing business strategy and public relations and communications made for a predominately business purpose should not be marked as privileged. The Special Master has therefore conducted a comprehensive review of all the challenged communications. The Special Master's decision as to the privileged status of each communication is detailed in the Appendix attached to this Order and Opinion.

### **C. At Issue Waiver**

The attorney-client privilege is waived when “the client has made a conscious decision to inject the advice of counsel as an issue in the litigation.” *Glenmede Trust Co. v. Thompson*, 56 F.3d 476, 486 (3d Cir. 1995). To determine whether there has been an “at issue” waiver, there are several factors that courts have considered: (1) whether “assertion of the privilege was a result of some affirmative act, such as filing suit, by the asserting party;” (2) whether “through this affirmative act, the asserting party put the protected information at issue by making it relevant to the case;” and (3) the opposing party would be denied vital information to his defense with the application of the privilege. *In re Human Tissue*, 255 F.R.D. at 159 (citing *Hearn v. Rhay*, 68 F.R.D. 574, 581 (E.D. Wash. 1975)). Other courts have focused on overriding fairness considerations in assessing whether an implied waiver has occurred. *In re Human Tissue*, 255 F.R.D. at 159. *See, e.g., Goldberg v. Hirschberg*, 10 Misc.3d 292, 806 N.Y.S.2d 333, 335 (N.Y. Sup. Ct. 2005) (“The sanctity of the attorney-client privilege notwithstanding, ‘[it] may implicitly be waived when [a party] asserts a claim that in fairness requires examination of protected communications.’”)(quoting *United States v. Bilzerian*, 926 F.2d 1285, 1292 (2d Cir. 1991)); *Wolosoff*, 196 N.J. Super at 567 (“We are persuaded that ‘when confidential communications are made a material issue in a judicial proceeding, fairness demands waiver of the privilege.’”); *In re*

*Hillsborough Holdings Corp.*, 176 B.R. 223, 238-39 (M.D. Fla. 1994) (“A party waives the attorney-client and accountant-client privileges which attach to various communications if that party ‘injects into the case an issue that in fairness requires an examination of otherwise protected communications.’”). Whether fairness requires disclosure is decided “on a case-by-case basis, and depends primarily on the specific context in which the privilege is asserted.” *In re Grand Jury Proceedings*, 219 F.3d 175, 183 (2d Cir. 2000).

The Third Circuit, in *Rhone-Poulenc*, explained the rationale behind finding a waiver when a client uses a reliance-on-counsel defense:

Courts have found that by placing the advice in issue, the client has opened to examination facts relating to that advice...The advice of counsel is placed in issue where the client asserts a claim or defense, and attempts to prove that claim or defense by disclosing or describing the attorney client communication.

[*Rhone-Poulenc Rorer Inc. v. Home Indem. Co.*, 32 F.3d 851, 863 (3d Cir. 1994).]

Thus “[w]hen a party cites legal representation as an affirmative defense to a claim, however, the party puts that advice ‘at issue’ and waives the attorney-client privilege.” *In re G-I Holdings Inc.*, 218 F.R.D. 428, 431 (D.N.J. 2003). *See also Livingstone v. N. Belle Vernon Borough*, 91 F.3d 515, 536-37 (3d Cir. 1996) (the plaintiffs, husband and wife, placed advice of counsel at issue by challenging the voluntariness of their execution of an agreement with the defendants, because “the advice of counsel is an explicit, and important, element of the voluntariness analysis”) (citation omitted); *Glenmede Trust Co.*, 56 F.3d at 486 (“Glenmede raised reliance on the advice of counsel ... as an affirmative defense to the Thompson family’s claims and voluntarily produced the Opinion Letter and a draft of it in response to discovery requests.”); *Avco Corp. v. Turner*, 2:20-cv-04073, 2021 WL 3487321, at \*3 (E.D. Pa. Aug. 9, 2021) (“Avco has used confidential communications to prove an element of its claim, and it therefore has placed the

substance of the communications at issue.”); *Brigham & Women’s Hosp. Inc. v. Teva Pharms. USA, Inc.*, 707 F. Supp. 2d 463,471 (D. Del. 2010) (in a patent infringement case, the party asserting privilege waived it by indicating “that they intended to defend against the claim of inequitable conduct by calling the ... prosecuting attorneys at trial to testify”); *Minebea Co., Ltd. v. Papst*, 355 F. Supp. 2d 518, 523-24 (D.D.C. 2005) (in a patent infringement case, applying the *Hearn* factors criticized in *Rhone-Poulenc*); *In re G-I Holding Inc.*, 218 F.R.D. 428, 433 (D.N.J. July 17, 2003) (also applying *Hearn* but nonetheless finding that “the party now asserting the privilege took an affirmative act by raising a ‘reliance on counsel’ defense”); *Harding v. Dana Transp., Inc.*, 914 F. Supp. 1084, 1098 (D.N.J. 1996) (the defendant waived the attorney-client privilege and work-product doctrine by asserting the results of its attorney’s investigation as an affirmative defense); *Bird v. Penn Cent. Co.*, 61 F.R.D. 43, 45, 48 (E.D. Pa. 1973) (in an insurance policy rescission case, declining to determine waiver but finding that the work-product doctrine must give way to the defendant’s “substantial need” for the documents under Rule 26(b)(3) after the special master found that the plaintiffs had “interject[ed]” the advice of counsel conducting the underlying claim investigation “as a reason for not seeking rescission sooner”).

Veeva points to *In re G-I Holdings*, 218 F.R.D. at 433, to support its arguments. In that matter, the IRS sued the debtors for tax-code violations. In an interrogatory response, the debtors claimed their conduct was justified by a reasonable basis demonstrated in part by consultation with counsel on the tax issue. The court held that the debtor’s response met the three-part *Hearn* test for “at issue” waiver as (1) the party now asserting the privilege took an affirmative act by raising a “reliance on counsel” defense; (2) through the affirmative act, the party asserting the privilege put the protected information at issue by making it relevant to the penalty issue in this case; and (3) the application of the privilege would deny the party seeking discovery, the Government,

access to information vital to the prosecution of its claim. *Id.* (citing Hearn, 68 F.R.D. at 581. The court found that their waiver extended to the subject matter about which they responded. *Id.* at 433.

Veeva argues that Ashman’s “business justification” testimony places his TPA communications at issue. Veeva asserts that IQVIA (1) affirmatively contends that it promulgated its TPA policy in good faith to support its business justification; (2) relies on Ashman’s TPA-related assessments, consultation, and evaluations to support its business justification defense; and (3) that barring access to the challenged communication prejudices Veeva’s ability to prosecute its antitrust case to test Ashman’s assessments.

Conversely, IQVIA contends that it did not place the challenged communications at issue as there has not been a single instance of IQVIA advancing its business-justification defense by relying upon any of the withheld Ashman communications. IQVIA argues that it did not put any specific legal guidance at issue, so the suggestion of a corresponding waiver is mistaken. IQVIA asserts that it has maintained privilege over the legal aspects of the TPA program, where IQVIA’s lawyers, including Ashman, have been asked to provide legal opinions and guidance.

The Special Master finds *In re Human Tissue Liability Litigation*, 255 F.R.D. 151, instructive to this matter. *In re Human Tissue Liability Litigation*, involved a criminal enterprise by Biomedical Tissue Services, Ltd. and its principal Michael Mastromarino (“Mastromarino”) to harvest tissue from human corpses without obtaining proper consents and following appropriate regulations. One of the defendants, RTI, retained the law firm of Holland and Knight to conduct a background investigation of Mastromarino based on his abusive behavior toward certain RTI employees, and rumors circulating concerning his alleged involvement in organized crime. The plaintiffs sought production of ten documents related to this background investigation which RTI

claimed were protected by the attorney-client and/or attorney work product privilege. The plaintiffs did not dispute that such documents were privileged. Instead, the plaintiffs argued that in order to maintain their good faith immunity defense, RTI would use the investigation and what they learned from the investigation, thereby waiving any privilege. RTI opposed the plaintiffs' request on the basis that they had not raised advice of counsel as an affirmative defense, nor had they affirmatively placed the investigations and/or related communications at issue through their actions. RTI also represented that it was not relying upon such privileged communications in support of its good faith immunity defense.

The court found that although RTI represented that it was not relying on the advice of counsel or any other privileged communication—including the background investigation of Mastromarino—in support of its good faith immunity defense, that such reliance was implicit to RTI's defense. The court determined that RTI affirmatively relied on the good faith immunity defense and that in order to succeed on its good faith immunity defense, RTI needed to show that it did not know—and that one using reasonable care under the circumstances should not have known—that the consent forms submitted by Mastromarino had been falsified. RTI retained the law firm of Holland & Knight to do a background check of Mastromarino in early 2003. RTI alleged that other than learning about Mastromarino's drug problems, there was no additional "negative information" learned as a result of the background investigation. As a result, "nothing special" was done at the conclusion of the investigation. The court found that such testimony not only implied that the fruits of the Mastromarino background investigation were unremarkable, but also affirmatively placed at issue RTI's knowledge about the suitability of doing business with Mastromarino from as early as October 2002. The court's assessment of RTI's good faith will, therefore, turned on what RTI knew or should have known during the relevant time period.

The court thus found that having chosen to go beyond mere denial of the plaintiff's claims, RTI could not on the one hand implicitly rely on the fruits of this background investigation as evidence that RTI exercised its diligence and thus had no reasonable basis of knowing that the consent forms submitted by Mastromarino were fabricated, while at the same time depriving the plaintiffs of access to this information on the basis of privilege. To do so would prevent the plaintiffs from effectively challenging RTI's good faith intentions in choosing to continue their business relationship with Mastromarino during the relevant time period, and therefore undercut the fairness considerations underlying the attorney-client privilege doctrine. *See, e.g., In re Grand Jury Proceedings*, 219 F.3d at 182 ("fairness considerations arise when the party attempts to use the privilege both as 'a shield and a sword.'") (internal quotations omitted); *Clark v. United States*, 289 U.S. 1, 15, 53 S.Ct. 465, 77 L.Ed. 993 (1933) (recognizing the privilege protecting communications between attorney and client, but noting that "[t]he privilege takes flight if the relation is abused"). Accordingly, the court found that RTI impliedly waived the attorney-client and/or attorney work product privilege with respect to those communications related to their knowledge about the suitability of doing business with Mastromarino during the relevant time period

In its antitrust case, Veeva alleges that IQVIA's TPA policy prohibited customers from using IQVIA's data products with Veeva's software thereby impairing competition in data markets. IQVIA argues that its TPA policy served a valid business justification, that being the protection of IQVIA's intellectual property, rather than anticompetitive ends. IQVIA intends to rely on Harvey Ashman, its deputy general counsel, to support its business justification defense. IQVIA argues that it is only relying on the non-privileged communication and testimony of Ashman related to IQVIA's TPA policy. However, by putting forward Ashman in support of its

business justification defense, IQVIA has put Ashman's entire involvement with IQVIA's TPA program at issue, including his legal communications involving his assessments, consultations, and evaluations related to the TPA program.

IQVIA argues that it is not relying on any of the withheld attorney-client privileged documents related to its TPA program to support its defense. For instance, IQVIA argues it has maintained privilege over specific requests for legal advice concerning TPA license requests for its clients including Eli Lilly, Novartis, AbbVie, and GSK. However, just as in *In re Human Tissue Liability Litigation*, the Special Master finds that IQVIA has impliedly waived the attorney-client privilege with respect to Ashman's TPA program communications. Contrary to IQVIA's arguments, at issue waiver is not so narrow that a communication would only be put at issue if it is specifically relied upon in support of its business justification defense. *In re Human Tissue Liability Litigation*, 255 F.R.D. 151. In relying on the testimony of Ashman, IQVIA cannot produce information and select communications of Ashman that support its defense and then utilize attorney-client privilege to withhold purportedly "legal" information or communications of Ashman related to legal aspects of IQVIA's TPA program and its application. To allow otherwise, would be unfair. Veeva must be permitted to challenge the veracity of IQVIA's business justification defense and probe the extent to which IQVIA devised its TPA program to advance monopolistic objectives as alleged. Shielding "legal" information and communications of Ashman related to the formation and application of IQVIA's TPA program would severely hinder Veeva's ability to challenge IQVIA's assertion that its TPA program served a valid business justification.

The testimony of IQVIA VP and General Manager Dan Barton demonstrates the inherent unfairness of withholding Ashman's TPA related communications. Mr. Barton was asked about IQVIA's TPA position with respect to a specific customer, Eli Lilly, and TPA restrictions on



customers' use of certain sales data attributes with Veeva Network. Mr. Barton stated that he could not answer counsel's questions due to privileged discussions with Ashman. Mr. Barton's testimony demonstrates how it is fundamentally unfair to allow IQVIA to rely on Ashman to support its TPA program business justification defense while also permitting IQVIA to withhold the privileged information and communications of Ashman related to IQVIA's TPA program. It plainly prevents Veeva from probing aspects of IQVIA's TPA program to challenge IQVIA's business justification defense.

By asserting that its TPA program served a valid business justification and putting forward Ashman to support that defense, IQVIA has put all aspects of its TPA program as it relates to Ashman at issue, not just the "business" aspects of its TPA program. In sum, the Special Master finds that (1) IQVIA affirmatively contends that it promulgated its TPA policy in good faith to support its business justification defense; (2) IQVIA intends to utilize Ashman as its primary trial witness for its business justification defense; (3) by utilizing Ashman's support of its defense IQVIA had placed Ashman's "business" and "legal" involvement with the formation and application of the TPA program at issue, this includes Ashman's legal communications involving his assessments, consultations, and evaluations related to the TPA program; and (4) that barring access to the challenged communications prejudices Veeva's ability to prosecute its antitrust case and test IQVIA's business justification defense.

The Special Master has conducted a comprehensive *in camera* review of all the challenged documents. The Special Master first notes that a significant portion of the documents do not involve communications with Harvey Ashman, but rather other lawyers at IQVIA, most notably David McCoy and Edward Spaniel. Accordingly, not every challenged document is subject to production on the basis of an issue waiver.

The Special Master has reviewed each document, together with IQVIA's privilege log and in several cases corresponding documents, so that each privilege assertion could be properly evaluated. The Special Master's decision as to the privileged status of each communication as it relates to at issue waiver is detailed in the Appendix attached to this Order and Opinion. With respect to those documents which the Special Master has ordered to be produced, IQVIA is to produce the documents within 15 days of the date of this Order.

*Dennis M. Cavanaugh*  
**DENNIS M. CAVANAUGH, U.S.D.J. (Ret.)**  
**Special Master**

Date: September 15, 2022

**Appendix to the Special Master’s September 15, 2022 Order and Opinion**

**Direct Communications with Edward Spaniel or David McCoy**

<b>Bates</b>	<b>Reason Withheld</b>	<b>Opinion</b>
1215	“Email exchange providing legal advice from in-house counsel regarding communications regarding IQVIA’s strategy for the protection of its intellectual property in connection with the use of IQVIA data within a third party application.”	This is an April 3, 2015 email exchange between Edward Spaniel and non-lawyers. This email exchange appears to concern Veeva’s responses to IQVIA’s questions. IQVIA has failed to make a clear showing that the primary purpose of this communication was securing legal advice. The issues discussed in this email chain do not concern legal advice for the protection of IQVIA’s intellectual property. Rather, the chain reflects corporate “messaging” concerns and not legal issues or advice. <i>See In re Riddell Concussion Reduction Litig.</i> , No. 13-7585 (JBS/JS), 2016 WL 7108455, at *7 (D.N.J. Dec. 5, 2016), on reconsideration in part, No. CV 13-7585 (JBS/JS), 2017 WL 11633446 (D.N.J. Jan. 5, 2017). IQVIA has failed to make a clear showing that the primary purpose of this communication was securing legal advice. The Special Master finds that this document is not subject to attorney-client privilege as it provides predominately business advice as opposed to legal advice. IQVIA is ordered to produce this document.
4212	“Email reflecting discussion with counsel conveying legal advice regarding legal strategy for the protection of IQVIA’s intellectual property rights in connection with the use of IQVIA reference information within a certain third party application.”	This is a June 4, 2014 email from non-lawyer Dan Barton to Mr. Spaniel and Mr. Allelunas. The email does appear to reflect discussion with counsel conveying legal advice regarding legal strategy for the protection of IQVIA’s intellectual property rights in connection with the use of IQVIA reference information within a certain third party application. This communication is therefore subject to attorney-client privilege.
4435	“Email reflecting legal advice from Edward Spaniel regarding legal strategy for the protection of IQVIA healthcare reference information in connection with the use of IQVIA data by Veeva.”	This is a March 24, 2014 email correspondence from non-lawyer Michael Allelunas to non-lawyer Seyed Mortazavi. The email concerns a draft response to Veeva. While the body of the email indicates that Mr. Spaniel reviewed the draft response, IQVIA asserts that the draft response was formulated based on legal advice from Mr. Spaniel. After reviewing the email, the Special Master believes the email is predominately business in nature and does not reflect legal strategy for the protection of IQVIA healthcare reference information in connection with the use of IQVIA data by Veeva. The email concerns a draft response to Veeva. The fact that Mr. Spaniel reviewed the draft response and is copied on the email does not change the fact that the draft response is predominately business in nature. While the draft responses voices concerns that IQVIA has, the communication does not clearly reflect legal advice from Edward Spaniel

		regarding legal strategy for the protection of IQVIA data. This document shall be produced.
4824	“Email requesting legal advice of in-house counsel, Edward Spaniel, regarding IP protection policy for use of IQVIA data in third party application.”	This is an April 18, 2014 meeting request from Michael Allelunas to several individuals, including in-house counsel Edward Spaniel. The meeting subject line indicates “Review of Veeva TPA responses and next steps.” The meeting request indicates that a PowerPoint was attached. The meeting request indicates that Mr. Allelunas would like to discuss the PowerPoint and what it means to IQVIA’s IP. The text of the meeting request itself does not reflect information required for the provision of legal advice. It is a meeting request to several IQVIA employees, including Mr. Spaniel. A general request is made to meet and discuss Veeva’s TPA request and what it means to IQVIA IP, but no legal advice is sought or given in the text of the meeting invitation. The Special Master finds that attorney client privilege does not apply to this calendar invitation and that it shall be produced.
5631	“Email chain reflecting legal advice of counsel and providing information required for the provision of legal advice of in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in third party application.”	This is a July 6, 2016 email chain from David McCoy to IQVIA non-lawyers. The email subject is “Novartis France-Veeva TPA Test” and a “Novartis Fr-Veeva TPA Test-Finding Summary” is attached. The email does appear to reflect legal advice of counsel and the providing of information required for the provision of legal advice of in-house counsel David McCoy in relation to Novartis France Veeva TPA test. This communication is therefore subject to attorney-client privilege.
5633	“Email chain reflecting legal advice of counsel and providing information required for the provision of legal advice of in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in third party application.”	This is a July 6, 2016 email chain from David McCoy to IQVIA non-lawyers. The email subject is “Novartis France-Veeva TPA Test” and a “Novartis Fr-Veeva TPA Test-Finding Summary” is attached. The email does appear to reflect legal advice of counsel and the providing of information required for the provision of legal advice of in-house counsel David McCoy in relation to Novartis France Veeva TPA test. This communication is therefore subject to attorney-client privilege.
5635	“Email chain reflecting legal advice of counsel and providing information required for the provision of legal advice of in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in third party application.”	This is a July 6, 2016 email chain between David McCoy and Emiliano Gummati, with other IQVIA non-lawyers copied. The email subject is “Novartis France-Veeva TPA Test.” The email does appear to reflect legal advice of counsel and the providing of information required for the provision of legal advice of in-house counsel David McCoy in relation to Novartis France Veeva TPA test. This communication is therefore subject to attorney-client privilege.
5636	“Email chain reflecting legal advice of counsel and providing information required for the provision of legal advice of in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in third party application.”	This is a July 6, 2016 email chain between David McCoy and Emiliano Gummati, with other IQVIA non-lawyers copied. The email subject is “Novartis France-Veeva TPA Test.” The email does appear to reflect legal advice of counsel and the providing of information required for the provision of legal advice of in-house counsel David McCoy in relation to Novartis France Veeva TPA test. This communication is therefore subject to attorney-client privilege.

5637	“Email chain reflecting legal advice of counsel and providing information required for the provision of legal advice of in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in third party application.”	This is a July 6, 2016 email chain between David McCoy and Emiliano Gummati, with other IQVIA non-lawyers copied. The email subject is “Novartis France-Veeva TPA Test.” The email does appear to reflect legal advice of counsel and the providing of information required for the provision of legal advice of in-house counsel David McCoy in relation to Novartis France Veeva TPA test. This communication is therefore subject to attorney-client privilege.
5639	“Email chain providing and requesting information required for the provision of legal advice from in-house counsel David McCoy regarding IQVIA IP protections.”	<p>This is a July 7, 2016 email chain between Robert Chu, David McCoy, and Emiliano Gummati, and other IQVIA non-lawyers are copied. Harvey Ashman is copied on the first email in the chain. The email subject is “talking points.”</p> <p>The first email in the chain is from Robert Chu. Mr. Chu requests talking points for a call with Veeva and Novartis. Because Harvey Ashman was copied on this communication and the Special Master has determined that the TPA communications of Harvey Ashman have been placed at issue, the first email in the chain shall be produced pursuant the Special Master’s ruling on at-issue waiver.</p> <p>The second email in the chain is from Mr. Gummati, a non-lawyer. Mr. Gummati appears to respond to Mr. Chu’s request for talking points by providing the requested information to Mr. McCoy with an instruction that Mr. McCoy should include additional information and the conclusion. Mr. Gummati’s email appears predominately business in nature. It provides talking points for a call with Veeva and Novartis. The email does not seek legal advice and is not in response to a request for information to provide legal advice. Accordingly, the Special Master finds that this email shall be produced as it is predominately business in nature.</p> <p>The third email in the chain involves a question from Mr. McCoy. The Special Master finds that this email may be redacted as it reflects a request for information from Mr. McCoy so that he may provide legal advice.</p> <p>The Special Master notes that documents 5640 and 5641 reflect similar email chains.</p>
5640	“Email chain providing and requesting information required for the provision of legal advice from in-house counsel David McCoy regarding IQVIA IP protections.”	<p>This is a July 7, 2016 email chain between Robert Chu, David McCoy, and Emiliano Gummati, and other IQVIA non-lawyers are copied. Harvey Ashman is copied on the first email in the chain. The email subject is “talking points.”</p> <p>The first email in the chain is from Robert Chu. Mr. Chu requests talking points for a call with Veeva and Novartis. Because Harvey Ashman was copied on this communication and the Special Master has determined that the TPA communications of Harvey Ashman have been placed at</p>

		<p>issue, the first email in the chain shall be produced pursuant the Special Master’s ruling on at-issue waiver.</p> <p>The second email in the chain is from Mr. Gummati, a non-lawyer. Mr. Gummati appears to respond to Mr. Chu’s request for talking points by providing the requested information to Mr. McCoy with an instruction that Mr. McCoy should include additional information and the conclusion. Mr. Gummati’s email appears predominately business in nature. It provides talking points for a call with Veeva and Novartis. The email does not seek legal advice and is not in response to a request for information to provide legal advice. Accordingly, the Special Master finds that this email shall be produced.</p> <p>The third email in the chain involves a question from Mr. McCoy. The fourth email in the chain is Mr. Gummati’s response to Mr. McCoy’s question. The Special Master holds that these two emails may be redacted as they reflect a request for information from Mr. McCoy and response, so that Mr. McCoy could provide legal advice.</p>
5641	<p>“Email chain providing and requesting information required for the provision of legal advice from in-house counsel David McCoy regarding IQVIA IP protections.”</p>	<p>This is a July 7, 2016 email chain between Robert Chu, David McCoy, and Emiliano Gummati, and other IQVIA non-lawyers are copied. Harvey Ashman is copied on the first email in the chain. The email subject is “talking points.”</p> <p>The first email in the chain is from Robert Chu. Mr. Chu requests talking points for a call with Veeva and Novarits. Because Harvey Ashman was copied on this communication and the Special Master has determined that the TPA communications of Harvey Ashman have been placed at issue, the first email in the chain shall be produced pursuant the Special Master’s ruling on at-issue waiver.</p> <p>The second email in the chain is from Mr. Gummati, a non-lawyer. Mr. Gummati appears to respond to Mr. Chu’s request for talking points by providing the requested information to Mr. McCoy with an instruction that Mr. McCoy should include additional information and the conclusion. Mr. Gummati’s email appears predominately business in nature. It provides talking points for a call with Veeva and Novartis. The email does not seek legal advice and is not in response to a request for information to provide legal advice. Accordingly, the Special Master finds that this email shall be produced.</p> <p>The third email in the chain involves a question from Mr. McCoy. The Special Master holds that this email may be redacted as it reflects a request for information from Mr. McCoy so that he may provide legal advice.</p>

		The fourth email in this chain is from Mr. Gummati to Mr. McCoy and involves the status of the talking points. The email does not seek legal advice and is not in response to a request for information to provide legal advice. Accordingly, the Special Master finds that this email shall be produced.
5656	“Email chain reflecting legal advice of counsel and providing information required for the provision of legal advice of in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in third party application.”	This is a July 14, 2016 email chain between David McCoy and Emiliano Gummati, with other IQVIA non-lawyers copied. The email subject is “Novartis France-Veeva TPA Test.” The email from Mr. Gummati to Mr. McCoy includes several attachments. The email does appear to reflect Mr. McCoy’s request for information in order to provide legal advice. The Special Master rules that this document is privileged.
5659	“Draft document prepared at the request of counsel and sent to in-house counsel David McCoy and Harvey Ashman, for the purpose of seeking legal advice regarding Novartis pilot.”	This document was an attachment to the July 14, 2016 email from Emiliano Gummati to Mr. McCoy (document 5656). The document does appear to have been prepared at the request of counsel and sent to in-house counsel for the purpose of seeking legal advice regarding the Novartis pilot. The Special Master rules that this document is privileged.  The Special Master notes that while IQVIA’s privilege log indicates that document 5659 was sent to Harvey Ashman, Mr. Ashman was not copied on document 5656.
5669	“Email exchange providing and requesting legal advice from in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in third party application.”	This is an August 5, 2016 and August 16, 2016 email chain between David McCoy and IQVIA non-lawyers. The subject of the email chain is “Novartis-Veeva Test.” An email from Emiliano Gummati to McCoy includes an attachment. The email exchange does reflect the providing and requesting of information for the provision of legal advice from in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in a third party application. The Special Master rules that this document is privileged.
5687	“Email exchange requesting and providing legal advice from in-house counsel regarding conclusions of Veeva assessment and IQVIA’s legal strategy for the protection of its intellectual property.”	This is an August 26, 2016 email exchange between Emiliano Gummati and David McCoy. The email subject is “Novartis-Veeva Test.” In this email, Mr. McCoy requests that Mr. Gummati provide the status of the Novartis testing so that it can be used as a talking point for Robert for a discussion he and Harvey Ashman have with Veeva and Novartis. Robert’s last name is not identified, but based on additional emails reviewed by the Special Master, Robert is presumably Robert Chu, an IQVIA non-lawyer. There is nothing in the email to suggest that Mr. McCoy is requested information from Mr. Gummati for the purpose of providing legal advice regarding the conclusions of the Veeva assessment and IQVIA’s legal strategy for the protection of its intellectual property. Rather, Mr. McCoy is requesting information related to the status of testing for the use of an IQVIA non-lawyer as a talking point during a meeting with Veeva and Novartis. “[T]he attorney-client privilege does not apply just because a statement was made by or to an attorney.”

		<i>In re Riddell Concussion Reduction Litig.</i> , No. 13-7585 (JBS/JS), 2016 WL 7108455, at *3 (D.N.J. Dec. 5, 2016), on reconsideration in part, No. CV 13-7585 (JBS/JS), 2017 WL 11633446 (D.N.J. Jan. 5, 2017). “The [attorney-client] privilege protects only those disclosures—necessary to obtain informed legal advice—which might not have been made absent the privilege.” <i>Westinghouse Elec. Corp. v. Republic of the Philippines</i> , 951 F.2d 1414, 1423-24 (3d Cir. 1991) (quotation and emphasis omitted). IQVIA has failed to make a clear showing that the primary purpose of this communication was to secure legal advice. IQVIA is directed to produce this document.
5688	“Email exchange with in-house counsel requesting and providing information to provide legal advice regarding conclusions of Veeva assessment and IQVIA's legal strategy for the protection of its intellectual property.”	This is an August 26, 2016 email exchange between Emiliano Gummati and David McCoy. The email subject is “Novartis-Veeva Test.” An email from Gummati to McCoy includes an attachment. The initial email in the chain is from David McCoy to Emiliano Gummati and is the same as the initial email in document 5687, which the Special Master ordered to be produced. However, the second email in the chain from Mr. Gummati to Mr. McCoy does appear to reflect the providing of information for the provision of legal advice from in-house counsel regarding IP protection policy for use of IQVIA data in third party application. The Special Master rules that this document is privileged. IQVIA is ordered to produce the first email in this chain but it may redact Mr. Gummati’s email in response.
5699	“Email exchange with in-house counsel David McCoy, requesting and providing information to provide legal advice regarding conclusions of Veeva assessment and IQVIA’s legal strategy for the protection of its intellectual property.”	This is an August 26, 2016 email chain between Emiliano Gummati and David McCoy. The initial email in the chain is from David McCoy to Emiliano Gummati and is the same as the initial email in document 5687, which the Special Master ordered to be produced. The email exchange also includes the second email discussed in relation to document 5688, which the Special Master has agreed is privileged and may be redacted.  With respect to the remainder of the email exchange, aside from Mr. McCoy’s August 26, 2016 email at 3:18pm, the remainder of the emails in this exchange are not privileged and shall be produced. These emails deal with the scheduling of calls and do not reflect a request or provision for legal advice. However, Mr. McCoy’s 3:18pm email on August 26, 2016 may be redacted as it reflects a request for information for the provision of legal advice.
5703	“Email exchange with in-house counsel David McCoy, requesting and providing information required for the provision of legal advice regarding conclusions of Veeva assessment and IQVIA’s legal strategy for the protection of its intellectual property”	This is a September 6, 2016 email chain between Emiliano Gummati and David McCoy. The email does appear to reflect the providing and requesting of information for the provision of legal advice from in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in third party application. The Special Master rules that this document is privileged.



5844	“Email chain reflecting a request for legal advice of in-house counsel Harvey Ashman and David McCoy regarding protection of IQVIA IP in connection with Novartis & Veeva TPA test project.”	This is a June 1, 2016 email from Emiliano Gummati to Harvey Ashman, David McCoy and IQVIA non-lawyers. The subject of the email is “Feedback on the Veeva workshop and Novartis/Veeva call.” In the email, Mr. Gummati shares his point of view with respect to the Novartis/Veeva TPA test. Mr. Gummati is not requesting legal advice, rather he is sharing his point of view and concerns with respect to the Novartis test. “[T]he attorney-client privilege does not apply just because a statement was made by or to an attorney.” <i>In re Riddell Concussion Reduction Litig.</i> , No. 13-7585 (JBS/JS), 2016 WL 7108455, at *3 (D.N.J. Dec. 5, 2016), on reconsideration in part, No. CV 13-7585 (JBS/JS), 2017 WL 11633446 (D.N.J. Jan. 5, 2017). IQVIA has failed to make a clear showing that the primary purpose of this communication was to secure legal advice. Furthermore, the email was sent to Harvey Ashman. Accordingly, the Special Master finds that this document must be produced pursuant to the Special Master’s ruling in relation to at-issue waiver.
5846	“Email chain requesting information required for the provision of legal advice from in-house counsel David McCoy regarding interpretation and application of contractual provisions concerning access rights under IQVIA TPA”	This is a June 2, 2016 email correspondence from David McCoy to IQVIA non-lawyers. The subject of the email is “Veeva-Novartis Test.” The email does appear to reflect the providing and requesting of information for the provision of legal advice from in-house counsel David McCoy regarding IP protection policy for use of IQVIA data. The Special Master rules that this document is privileged.
5847	“Email chain requesting information required for the provision of legal advice from in-house counsel David McCoy regarding interpretation and application of contractual provisions concerning access rights under IQVIA TPA.”	This is a June 2, 2016 email correspondence between David McCoy, Emiliano Gummati and other IQVIA non-lawyers. The subject of the email is “Veeva-Novartis Test.” The email does appear to reflect the providing and requesting of information for the provision of legal advice from in-house counsel David McCoy regarding IP protection policy for use of IQVIA data. The Special Master rules that this document is privileged.
5848	“Email chain requesting information required for the provision of legal advice from in-house counsel David McCoy regarding interpretation and application of contractual provisions concerning access rights under IQVIA TPA.”	This is a June 2, 2016 email correspondence between David McCoy, Emiliano Gummati and other IQVIA non-lawyers. The subject of the email is “Veeva-Novartis Test.” The email does appear to reflect the providing and requesting of information for the provision of legal advice from in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in a third party application. The Special Master rules that this document is privileged.
5857	“Email chain requesting and providing information required for the provision of legal advice from and providing legal advice from in-house counsel David McCoy regarding Novartis TPA project.”	The first email in this chain is dated June 14, 2016 from Emiliano Gummati to Harvey Ashman and IQVIA non-lawyers. The subject of the email is “Meeting with Siva @Novartis.” The email is then forwarded by Mr. Ashman to David McCoy. Mr. Gummati’s June 14, 2016 email does not appear to have been drafted for the primary purpose of requesting or providing information required for the provision of legal advice. “[T]he attorney-client privilege does not apply just because a statement

		<p>was made by or to an attorney.” <i>In re Riddell Concussion Reduction Litig.</i>, No. 13-7585 (JBS/JS), 2016 WL 7108455, at *3 (D.N.J. Dec. 5, 2016), on reconsideration in part, No. CV 13-7585 (JBS/JS), 2017 WL 11633446 (D.N.J. Jan. 5, 2017). IQVIA has failed to make a clear showing that the primary purpose of this communication was to secure legal advice. Accordingly, Mr. Gummati’s June 14, 2016 email shall be produced. Furthermore, Mr. Ashman was sent this email. Accordingly, the Special Master finds that this email must be produced pursuant to the Special Master’s ruling in relation to at-issue waiver.</p> <p>The next three emails in the chain are between Mr. Gummati and Mr. McCoy. It does not appear that anyone was copied on these emails. These emails appear to reflect Mr. McCoy’s request for information and Mr. Gummati’s provision of that information for the purpose of providing legal advice. The Special Master finds that these three emails are protected by attorney client privilege.</p> <p>The last email in this chain is from Mr. Gummati to Mr. McCoy and Mr. Ashman. IQVIA withholds this email on the basis that it reflects the requesting and providing of information required for the provision of legal advice from and providing legal advice from in-house counsel David McCoy regarding Novartis TPA project. However, as Mr. Ashman was sent this email and the email concerns a TPA, the Special Master will order the production of this email pursuant to his decision on at-issue waiver.</p>
5869	<p>“Email chain reflecting, requesting, and providing information required for the provision of legal advice from and providing legal advice from in-house counsel David McCoy regarding Novartis TPA project.”</p>	<p>This document contains some of the same email messages contained in document 5857.</p> <p>The first email in this chain is dated June 14, 2016 from Emiliano Gummati to Harvey Ashman and IQVIA non-lawyers. The subject of the email is “Meeting with Siva @Novartis.” The email is then forwarded by Mr. Ashman to David McCoy. Mr. Gummati’s June 14, 2016 email does not appear to have been drafted for the primary purpose of requesting or providing information required for the provision of legal advice. “[T]he attorney-client privilege does not apply just because a statement was made by or to an attorney.” <i>In re Riddell Concussion Reduction Litig.</i>, No. 13-7585 (JBS/JS), 2016 WL 7108455, at *3 (D.N.J. Dec. 5, 2016), on reconsideration in part, No. CV 13-7585 (JBS/JS), 2017 WL 11633446 (D.N.J. Jan. 5, 2017). IQVIA has failed to make a clear showing that the primary purpose of this communication was to secure legal advice. Accordingly, Mr. Gummati’s June 14, 2016 email shall be produced. Furthermore, Mr. Ashman was sent this email. Accordingly, the Special Master finds that this email must be</p>

		<p>produced pursuant to the Special Master’s ruling in relation to at-issue waiver.</p> <p>The next three emails in the chain are between Mr. Gummati and Mr. McCoy. It does not appear that anyone was copied on these emails. These emails appear to reflect Mr. McCoy’s request for information and Mr. Gummati’s provision of that information for the purpose of providing legal advice. The Special Master finds that these three emails are protected by attorney client privilege</p> <p>The next email in this chain is from Mr. Gummati to Mr. McCoy and Mr. Ashman. Mr. Ashman sends an email to Mr. Gummati and Mr. Gummati responds. IQVIA withholds these emails on the basis that they request and provide information required for the provision of legal advice from in-house counsel David McCoy regarding the Novartis TPA project. However, as Mr. Ashman was involved in this email exchange and the exchange concerns a TPA, the Special Master will order the production of this portion of the email chain pursuant to his decision on at-issue waiver.</p> <p>The remaining messages on the email chain reflect emails sent between Mr. Gummati, Mr. McCoy and Mr. Ordonneau. No one is copied on these emails. The Special Master believes these emails reflect the requesting or providing of information required for the provision of legal advice. Accordingly, these emails may be redacted pursuant to attorney client privilege.</p>
14866	“Email exchange requesting and providing legal advice from in-house counsel regarding protection and enforcement of IQVIA’s intellectual property rights and enforcement of contractual rights in connection with request for the use of IQVIA reference information within a certain third party application.”	This is a November 6, 2014 email exchange between Michael Allelunas and Edward Spaniel. The subject of the email is “attorney client privileged; draft; VNetwork positioning.” The Special Master finds that the email reflects a direct request for legal advice regarding protection and enforcement of IQVIA’s intellectual property rights and enforcement of contractual rights in connection with request for the use of IQVIA reference information within a certain third party application. Accordingly, these emails have properly been withheld pursuant to attorney-client privilege.
17391	“Email chain requesting and providing information required for the provision of legal advice from and providing legal advice from in-house counsel David McCoy and Harvey Ashman regarding Novartis pilot.”	This is a June 29 and June 30, 2016 email exchange between David McCoy, Harvey Ashman, and IQVIA non-lawyers. The subject is “Use cases-feedback 2nd day.” It includes an attachment (document 17392). IQVIA withholds the emails on the basis that it is an email chain requesting and providing information required for the provision of legal advice from and providing legal advice from in-house counsel David McCoy and Harvey Ashman regarding the Novartis pilot. However, as the Novartis Pilot Program directly related to the issuance of a TPA, and these emails involved Harvey Ashman, the Special Master

		finds that this document must be produced pursuant to the Special Master's ruling in relation to at-issue waiver.
17392	"Draft document prepared at the request of counsel and sent to in-house counsel David McCoy and Harvey Ashman, for the purpose of seeking legal advice regarding Novartis pilot."	This is an attachment to the June 30, 2016, email from Rodolfo Abbate to David McCoy, Harvey Ashman, and IQVIA non-lawyers (part of the chain in document 17391). IQVIA withholds the document on the basis that it is a draft document prepared at the request of counsel and sent to in-house counsel David McCoy and Harvey Ashman, for the purpose of seeking legal advice regarding the Novartis pilot." However, as this document was prepared at the request of and sent to Harvey Ashman and concerns the Novartis Pilot Program, which directly related to the issuance of a TPA, the Special Master finds that this document must be produced pursuant to the Special Master's ruling in relation to at-issue waiver.
21830	"Email to in-house counsel requesting legal advice regarding IQVIA data protections under TPA agreements."	This is an April 27, 2015, email chain between Edward Spaniel, Harvey Ashman, David McCoy and IQVIA non-lawyers. The subject of the email is "Bayer-OneKey in Veeva." IQVIA withholds the email on the basis that it is an email to in-house counsel requesting legal advice regarding IQVIA data protections under TPA agreements. The Special Master need not determine whether this email exchange is predominately business or legal in nature. Because the email chain relates to TPA agreements and was sent to Harvey Ashman, the Special Master finds that this document must be produced pursuant to the Special Master's ruling in relation to at-issue waiver.
22514	"Email chain requesting and providing legal advice regarding contractual rights and strategy to protect IQVIA IP in connection with request to use IQVIA data in third party application and regarding customer communications re same."	This is a September 2015 email exchange between Edward Spaniel, Laura Romeu and Richie Etwaru. Harvey Ashman is cc'd on some of the emails in the chain. The subject is "Confidential-Attorney/Client privilege: Simple description of IMS Health Reference Data and Veeva Network update/progress." This email chain does not provide advice regarding contractual rights and strategy to protect IQVIA IP. These challenged documents address corporate "messaging" concerns and not legal issues or advice. <i>See In re Riddell Concussion Reduction Litig.</i> , No. 13-7585 (JBS/JS), 2016 WL 7108455, at *7 (D.N.J. Dec. 5, 2016), on reconsideration in part, No. CV 13-7585 (JBS/JS), 2017 WL 11633446 (D.N.J. Jan. 5, 2017). While Mr. Spaniel reviews the draft messaging and provides comments, his comments are not of a legal nature and he indicates that they should be considered or ignored as the IQVIA non-lawyers deem appropriate. The Special Master finds that this document is not subject to attorney-client privilege as it provides predominately business advice as opposed to legal advice.  Furthermore, Mr. Ashman was copied on Mr. Spaniel's September 13, 2015 email and Ms. Romeu's September 15, 2015 email. Accordingly, the Special Master finds that these two emails must also be produced pursuant to the Special Master's ruling in relation to at-issue waiver.

24886	“Document collected at the request of external counsel and in connection with request for legal advice regarding analysis of potential legal claims related to trade secret misappropriation.”	This appears to be an August 26, 2016 email from Emiliano Gummati to David McCoy forwarding an email chain between IQVIA non-lawyers and Veeva employees. While this document may ultimately have been collected and provided to external counsel, IQVIA has not demonstrated a basis for withholding the underlying email chain between IQVIA non-lawyers and Veeva employees. The Special Master rules that this document is not subject to attorney-client privilege and should be produced.
30662	“Email from in-house counsel David McCoy providing legal advice regarding Novartis France TPA Testing.”	This is a July 5, 2016 email from David McCoy to IQVIA non-lawyers. The email subject is “Novartis France-Veeva TPA Test.” The email includes an attachment (document 30663). The email reflects the requesting and providing of information in order to provide legal advice regarding Novartis France TPA Testing. The Special Master rules that this document is privileged.
30666	“Email exchange providing legal advice from in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in third party application.”	This is a July 5, 2016 email from David McCoy to IQVIA non-lawyers. The email subject is “Novartis France-Veeva TPA Test.” The email includes an attachment (document 30667). The email reflects the requesting and providing of information in order to provide legal advice. The Special Master rules that this document is privileged.
36706	“Email chain seeking and conveying legal advice of in-house counsel Edward Spaniel and Harvey Ashman regarding IQVIA intellectual property protection strategy for use of IQVIA data in third party applications.”	This is a May 4 and May 5, 2015 email chain between IQVIA non-lawyers. Parts of this email chain are also reflected in document 14006. Harvey Ashman and Edward Spaniel are copied on the chain. There is an attachment to the chain (document 36707). The email chain reflects corporate “messaging” concerns and is primarily of a business nature. <i>See In re Riddell Concussion Reduction Litig.</i> , No. 13-7585 (JBS/JS), 2016 WL 7108455, at *7 (D.N.J. Dec. 5, 2016), on reconsideration in part, No. CV 13-7585 (JBS/JS), 2017 WL 11633446 (D.N.J. Jan. 5, 2017). The Special Master finds that IQVIA has failed to make a clear showing that the primary purpose of this communication was securing legal advice. Additionally, as these emails involved Harvey Ashman and TPA talking points for clients, the Special Master finds that this document must be produced pursuant to the Special Master’s ruling in relation to at-issue waiver.
36707	“Confidential draft document containing and reflecting legal advice of in-house counsel regarding IQVIA intellectual property protection strategy in connection with use of IQVIA data in third party applications.”	This document was attached to the email chain in document 36706. This document concerns talking points related to IQVIA’s TPA process. While the email chain (document 36706) indicates that the sequence of the messaging was based on Harvey Ashman’s guidance, the draft predominately concerns “messaging” concerns and not legal issues or advice. In addition, as this document was sent to Harvey Ashman and concerns TPA talking points for clients, the Special Master finds that this document must be produced pursuant to the Special Master’s ruling in relation to at-issue waiver.
37979	“Email exchange requesting and providing information at the request of counsel for the	This is an email chain between IQVIA non-lawyers. Edward Spaniel is copied on the email chain. The subject of the email chain is “Attorney Client Privileged-TPAs.” A document is

	purpose of rendering legal advice regarding contractual terms for third party agreement for the protection of IQVIA's reference information within third party application.”	attached to one of the emails (document 37980). The email chain does not request or provide information at the request of counsel for the purpose of rendering legal advice regarding contractual terms for third party agreement for the protection of IQVIA's reference information within third party application. Rather, the email chain reflects a request from an IQVIA non-lawyer for a list of TPAs for HCRS, HCOS and Affiliations for the last two years. A TPA report (document 37979) is then provided by another IQVIA non-lawyer. Legal advice is neither being rendered nor sought in this email chain between IQVIA non-lawyers. The mere fact that Mr. Spaniel is copied on the emails does not prove the email is privileged. <i>Spiniello Companies v. Hartford Fire Insurance Company</i> , C.A. No. 07-cv-2689 (DMC), 2008 WL 2775643, at *2 (D.N.J. July 14, 2008)(simply copying or “cc’ing” an attorney on an email is not enough to establish a privilege). IQVIA has failed to make a clear showing that the primary purpose of this communication was securing legal advice. The Special Master finds that this document shall be produced.
37980	“Document sent to in-house counsel and prepared for the purpose of seeking legal advice regarding contractual terms for third party agreement for the protection of IQVIA's reference information within third party application.”	This is the document attached to the email chain between IQVIA non-attorneys described above (document 37979). The document is a list of all TPAs with Veeva. It was sent from Benjamin Manning to Michael Allelunas. Edward Spaniel is copied on the email chain but there is nothing in the email chain to suggest that the document was sent to in-house counsel and prepared for the purpose of seeking legal advice regarding contractual terms for third party agreement for the protection of IQVIA's reference information within third party application. The mere fact that Mr. Spaniel is copied on the emails does not prove the document is privileged. <i>Spiniello Companies v. Hartford Fire Insurance Company</i> , C.A. No. 07-cv-2689 (DMC), 2008 WL 2775643, at *2 (D.N.J. July 14, 2008)(simply copying or “cc’ing” an attorney on an email is not enough to establish a privilege). IQVIA has failed to make a clear showing that this document was prepared for the purpose of seeking legal advice. The Special Master finds that this document is not subject to attorney-client privilege and IQVIA is ordered to produce this document.

#### Redacted Documents involving Mr. Spaniel or Mr. McCoy

575	“Email exchange with in-house counsel providing legal advice regarding contract negotiations with client regarding use of IQVIA healthcare reference information within third party application.”	The redacted portion of this email is a June 2, 2014 email from Edward Spaniel to Karl and Steve (last names are not provided). Mr. Spaniel provides information to Karl and Steve but it is not apparent to the Special Master what roles Karl and Steve play either inside or outside of IQVIA. The unreacted portions of this email are responses from Mike Allelunas and Harvey Ashman. Based on the content of the redacted email, it is clear that Harvey Ashman was copied on the redacted portion of the email.
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702	<p>"Email chain preparing and providing legal advice from in-house counsel regarding protection and enforcement of IQVIA's intellectual property rights in connection with request for the use of IQVIA reference information within a certain third party application."</p>	<p>The redacted portions of this email chain primarily concern email exchanges between Edward Spaniel and Harvey Ashman related to a Veeva Network TPA for Lilly. There are also redactions portions of emails from Edward Spaniel to Seyed Mortazavi. As the Special Master has ruled that the TPA communications of Harvey Ashman have been placed at issue, these communications shall be produced.</p>
763	<p>"Email chain requesting, providing and reflecting legal advice of in-house counsel, Edward Spaniel, regarding protection and enforcement of IQVIA's intellectual property rights relating to the use of IQVIA reference information within a certain third party application."</p>	<p>The redacted portions of this email chain concern June 5 and June 6, 2014 email exchanges from Edward Spaniel to IQVIA non-lawyers. Harvey Ashman is copied on some of the communications. The first three redacted emails (dated June 5, 2014 and time stamped 9:05pm, 9:18pm, and 9:22pm) are between Cindy Weber and Edward Spaniel. It does not appear that anyone else is copied on these emails. These redacted emails do reflect legal advice of in-house counsel, Edward Spaniel. These emails may remain redacted.</p> <p>The two redacted emails from Edward Spaniel on June 6, 2014, include Harvey Ashman. These communications concern draft communications to Veeva related to a TPA for Lilly. As the Special Master has ruled that the TPA communications of Harvey Ashman have been placed at issue, these two emails shall be produced.</p> <p>The Special Master notes that this email chain appears to be the same as that in document 9063.</p>
841	<p>"Email exchange seeking and rendering legal advice of in-house counsel regarding enforcement of contractual rights and protection of IP in connection with the use of IQVIA data within third party applications."</p>	<p>The redacted portions of this email chain concern a March 20, 2015 email from Michael Allelunas concerning a draft email to Veeva and March 20, 2015 email responses from Mr. Ashman and Mr. Spaniel commenting on the draft email. The emails do not seek or render legal advice of in-house counsel regarding enforcement of contractual rights and protection of IP in connection with the use of IQVIA data within third party applications. The emails appear to be of a predominately business nature. Regardless, as the Special Master has ruled that the TPA communications of Harvey Ashman have been placed at issue, the redacted portions of these emails shall be produced.</p>

2250	“Email chain reflecting legal advice of counsel and providing information required for the provision of legal advice of in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in third party application.”	<p>This is a July 7, 2016 email chain between Robert Chu, David McCoy, and Emiliano Gummati, and other IQVIA non-lawyers are copied. Harvey Ashman is also copied on the email chain.</p> <p>The emails in this chain concern talking points for a call with Veeva and Novarits. It is not readily apparent to the Special Master that these email reflect legal advice of counsel or the providing of information required for the provision of legal advice. However, the Special Master need not determine whether these emails are of a predominately business or legal nature because Harvey Ashman is copied on the emails and as the Special Master has determined that the TPA communications of Harvey Ashman have been placed at issue, the redacted portions of these emails shall be produced.</p> <p>The Special Master notes that this email chain is similar to those in documents 5261, 5639, 5640, 5641, 2251, 2252, 2253, 2255, 2256, 2257, 2258.</p>
2251	“Email chain reflecting legal advice of counsel and providing information required for the provision of legal advice of in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in third party application.”	<p>This is a July 7, 2016 email chain between Robert Chu, David McCoy, and Emiliano Gummati, and other IQVIA non-lawyers are copied. Harvey Ashman is also copied on the email chain.</p> <p>The emails in this chain concern talking points for a call with Veeva and Novarits. It is not readily apparent to the Special Master that these email reflect legal advice of counsel or the providing of information required for the provision of legal advice. However, the Special Master need not determine whether these emails are of a predominately business or legal nature because Harvey Ashman is copied on the emails and as the Special Master has determined that the TPA communications of Harvey Ashman have been placed at issue, the redacted portions of these emails shall be produced.</p>
2252	“Email chain reflecting legal advice of counsel and providing information required for the provision of legal advice of in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in third party application.”	<p>This is a July 7, 2016 email chain between Robert Chu, David McCoy, and Emiliano Gummati, and other IQVIA non-lawyers are copied. Harvey Ashman is also copied on the email chain.</p> <p>The emails in this chain concern talking points for a call with Veeva and Novarits. It is not readily apparent to the Special Master that these email reflect legal advice of counsel or the providing of information required for the provision of legal advice. However, the Special Master need not determine whether these emails are of a predominately business or legal nature because Harvey Ashman is copied on the emails and as the Special Master has determined that the TPA communications of Harvey Ashman have been placed at issue, the redacted portions of these emails shall be produced.</p>
2253	“Email chain reflecting legal advice of counsel and providing information required for the provision of legal advice of in-	This is a July 7, 2016 email chain between Robert Chu, David McCoy, and Emiliano Gummati, and other IQVIA non-lawyers are copied. Harvey Ashman is also copied on the email chain.



	house counsel David McCoy regarding IP protection policy for use of IQVIA data in third party application.”	The emails in this chain concern talking points for a call with Veeva and Novarits. It is not readily apparent to the Special Master that these email reflect legal advice of counsel or the providing of information required for the provision of legal advice. However, the Special Master need not determine whether these emails are of a predominately business or legal nature because Harvey Ashman is copied on the emails and as the Special Master has determined that the TPA communications of Harvey Ashman have been placed at issue, the redacted portions of these emails shall be produced.
2255	“Email chain reflecting legal advice of counsel and providing information required for the provision of legal advice of in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in third party application.”	This is a July 7, 2016 email chain between Robert Chu, David McCoy, and Emiliano Gummati, and other IQVIA non-lawyers are copied. Harvey Ashman is also copied on the email chain.  The emails in this chain concern talking points for a call with Veeva and Novarits. It is not readily apparent to the Special Master that these email reflect legal advice of counsel or the providing of information required for the provision of legal advice. However, the Special Master need not determine whether these emails are of a predominately business or legal nature because Harvey Ashman is copied on the emails and as the Special Master has determined that the TPA communications of Harvey Ashman have been placed at issue, the redacted portions of these emails shall be produced.
2256	“Email chain reflecting legal advice of counsel and providing information required for the provision of legal advice of in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in third party application.”	This is a July 7, 2016 email chain between Robert Chu, David McCoy, and Emiliano Gummati, and other IQVIA non-lawyers are copied. Harvey Ashman is also copied on the email chain.  The emails in this chain concern talking points for a call with Veeva and Novarits. It is not readily apparent to the Special Master that these email reflect legal advice of counsel or the providing of information required for the provision of legal advice. However, the Special Master need not determine whether these emails are of a predominately business or legal nature because Harvey Ashman is copied on the emails and as the Special Master has determined that the TPA communications of Harvey Ashman have been placed at issue, the redacted portions of these emails shall be produced.
2257	“Email chain reflecting legal advice of counsel and providing information required for the provision of legal advice of in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in third party application”	This is a July 7, 2016 email chain between Robert Chu, David McCoy, and Emiliano Gummati, and other IQVIA non-lawyers are copied. Harvey Ashman is also copied on the email chain.  The emails in this chain concern talking points for a call with Veeva and Novarits. It is not readily apparent to the Special Master that these email reflect legal advice of counsel or the providing of information required for the provision of legal advice. However, the Special Master need not determine whether these emails are of a predominately business or legal nature because Harvey Ashman is copied on the emails and as the Special Master has determined that the TPA communications

		of Harvey Ashman have been placed at issue, the redacted portions of these emails shall be produced.
2258	“Email chain reflecting legal advice of counsel and providing information required for the provision of legal advice of in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in third party application.”	<p>This is a July 7, 2016 email chain between Robert Chu, David McCoy, and Emiliano Gummati, and other IQVIA non-lawyers are copied. Harvey Ashman is also copied on the email chain.</p> <p>The emails in this chain concern talking points for a call with Veeva and Novarits. It is not readily apparent to the Special Master that these email reflect legal advice of counsel or the providing of information required for the provision of legal advice. However, the Special Master need not determine whether these emails are of a predominately business or legal nature because Harvey Ashman is copied on the emails and as the Special Master has determined that the TPA communications of Harvey Ashman have been placed at issue, the redacted portions of these emails shall be produced.</p>
2436	“Email exchange requesting legal advice from in-house counsel regarding conclusions of Veeva assessment and IQVIA's legal strategy for the protection of its intellectual property.”	The redacted portion of this email concerns an email exchange between David McCoy and Harvey Ashman. The redacted portion of the email does not request legal advice from in-house counsel regarding conclusions of Veeva assessment and IQVIA's legal strategy for the protection of its intellectual property. Rather, the redacted portion is merely a statement that Mr. McCoy will be speaking with an IQVIA non-lawyer to get more information. No legal advice is conveyed in this email and no information is being conveyed in order to obtain legal advice. Furthermore, because this email was sent to Harvey Ashman, the Special Master rules that this email must be produced pursuant to the Special Master's ruling on at-issue waiver.
2829	“Email exchange requesting legal advice from in-house counsel regarding contract negotiations with customer relating to the protection and enforcement of IQVIA's intellectual property rights in connection with a request to use of IQVIA reference information within a certain third party application.”	The redacted portion of this email concerns a June 25, 2014 email from Mr. Spaniel to Harvey Ashman and Bob Ghosh. The Special Master need not determine whether the redacted portion of this email is predominately business or legal nature because Harvey Ashman is sent the email and as the Special Master has determined that the TPA communications of Harvey Ashman have been placed at issue, the redacted portion of this email shall be produced.
4055	“Email exchange requesting legal advice from Harvey Ashman regarding legal strategy for the protection of IQVIA intellectual property in connection with the use of IQVIA data by Veeva.”	<p>The redacted portions of this email exchange concern emails sent by Mr. Spaniel to IQVIA non-lawyers and Harvey Ashman on March 13, 2014. The 3:21pm email shall be produced in full. Mr. Spaniel is not providing legal advice. Mr. Seyed provided a summary of his call with Peter Gassner. Mr. Seyed was not explicitly requesting and Mr. Spaniel did not offer legal advice.</p> <p>The 5:54 email indicates that Mr. Spaniel needs to connect with Mr. Ashman and Mr. Mortazavi on another issue. This portion of the email does not appear to relate to the protection of IQVIA</p>

		<p>intellectual property in connection with the use of IQVIA data by Veeva.</p> <p>Regardless, because Mr. Ashman is sent both of these emails, these emails must be produced pursuant to the Special Master's ruling on at-issue waiver.</p>
4465	<p>"Email exchange providing legal advice of in-house counsel regarding IQVIA's audit rights and summarizing substance of legal advice requested from outside counsel regarding IQVIA's IP protection policies in connection with the use of IQVIA healthcare reference information in third party application."</p>	<p>The redacted portion of this email chain is a June 4, 2014 response from Edward Spaniel to Harvey Ashman and IQVIA non-lawyers. In the email Mr. Spaniel shares IQVIA's current audit rights as taken from an Agreement. Because Harvey Ashman is sent the email and the Special Master has determined that the TPA communications of Harvey Ashman have been placed at issue, the redacted portion of this email shall be produced.</p>
4474	<p>"Email exchange requesting legal advice regarding the legal strategy and evaluation of potential legal claims in connection with the protection and enforcement of IQVIA's intellectual property rights."</p>	<p>The redacted portion of this email chain is a June 17, 2014 email from Michael Allelunas to Edward Spaniel and IQVIA non-lawyers. The redacted email does reflect a request for legal advice regarding the legal strategy and evaluation of potential legal claims in connection with the protection and enforcement of IQVIA's intellectual property rights. The Special Master rules that this email is privileged.</p>
4480	<p>"Email chain preparing and providing legal advice from in-house counsel regarding protection and enforcement of IQVIA's intellectual property rights in connection with request for the use of IQVIA reference information within a certain third party application."</p>	<p>The redacted portions of this email chain primarily concern email exchanges between Edward Spaniel and Harvey Ashman related to a Veeva Network TPA for Lilly. There are also redacted portions of emails from Edward Spaniel to Seyed Mortazavi. It appears that Mr. Ashman is either sent or copied on every email in the chain. As the Special Master has ruled that the TPA communications of Harvey Ashman have been placed at issue, these communications shall be produced.</p>
5190	<p>"Email chain reflecting legal advice of in-house counsel David McCoy regarding IQVIA data protections under TPA agreements for purposes of protecting IQVIA intellectual property."</p>	<p>The redacted portion of this email chain is a March 11, 2016 email from David McCoy to IQVIA non-lawyers. Harvey Ashman is copied on the email. The subject of the email is "Veeva TPA Messaging." The email attaches talking points on the status of discussions with Veeva and a document described as the Veeva "Facts" document. The email requests comments. The Special Master need not determine whether the redacted portion of this email is predominately business or legal nature because Harvey Ashman is sent the email and as the Special Master has determined that the TPA communications of Harvey Ashman have been placed at issue, the redacted portion of this email shall be produced.</p>
5231	<p>"Email chain reflecting legal advice of in-house counsel David McCoy regarding IQVIA data protections under TPA"</p>	<p>The redacted portion of this email chain is a March 11, 2016 email from David McCoy to IQVIA non-lawyers. Harvey Ashman is copied on the email. It is the same email redaction as document 5190. The Special Master need not determine whether the redacted portion of this email is predominately business or</p>

	agreements for purposes of protecting IQVIA intellectual property.”	legal nature because Harvey Ashman is sent the email and as the Special Master has determined that the TPA communications of Harvey Ashman have been placed at issue, the redacted portion of this email shall be produced.
5261	“Email chain reflecting legal advice of counsel and providing information required for the provision of legal advice of in-house counsel David McCoy regarding IP protection policy for use of IQVIA data in third party application.”	This is a July 7, 2016 email chain between Robert Chu, David McCoy, and Emiliano Gummati. Harvey Ashman and one other IQVIA non-lawyer is copied. The email subject is “Novartis France-Veeva TPA Test-Confidential, Attorney client Privileged.” Harvey Ashman is sent or copied on every email in the chain. Because Harvey Ashman was sent or copied on these communication and the Special Master has determined that the TPA communications of Harvey Ashman have been placed at issue, the email thread shall be produced.
5627	“Email chain requesting information required for the provision of legal advice from and providing legal advice from in-house counsel David McCoy and Harvey Ashman regarding Novartis pilot.”	The redacted portion of this email chain is a July 1, 2016 email from David McCoy to Yves Ordonneau. Other IQVIA non-lawyers are copied. Mr. McCoy is requesting information from Mr. Ordonneau in the email. Accordingly, the Special Master finds that as Mr. McCoy is requesting information for the provision of legal advice, the email is subject to attorney client privilege and may be redacted.
5628	“Email chain requesting information required for the provision of legal advice from and providing legal advice from in-house counsel David McCoy and Harvey Ashman regarding Novartis pilot.”	The redacted portion of this email chain is a July 1, 2016 email from David McCoy to Yves Ordonneau. Other IQVIA non-lawyers are copied. It is the same redaction as that in document 5627. Mr. McCoy is requesting information from Mr. Ordonneau in the email. Accordingly, the Special Master finds that as Mr. McCoy is requesting information for the provision of legal advice, the email is subject to attorney client privilege and may be redacted.
5629	“Email chain requesting and providing information required for the provision of legal advice from and providing legal advice from in-house counsel David McCoy and Harvey Ashman regarding Novartis pilot.”	The redacted portion of this email chain is a July 1, 2016 email from David McCoy to Yves Ordonneau and Mr. Ordonneau’s July 4, 2016 response. Other IQVIA non-lawyers are copied. The first redaction is the same as the redaction in documents 5627 and 5628. Mr. McCoy is requesting information from Mr. Ordonneau in the email and Mr. Ordonneau is responding to the information request. Accordingly, the Special Master finds that as Mr. McCoy is requesting information for the provision of legal advice, the email is subject to attorney client privilege and may be redacted.
5665	“Email chain providing and requesting information required for the provision of legal advice from in-house counsel David McCoy regarding upcoming meeting with Veeva related to testing.”	The redacted portion of this email chain is a July 21, 2016 email from David McCoy to Yves Ordonneau. Other IQVIA non-lawyers are copied. Mr. McCoy is requesting information from Mr. Ordonneau in the redacted portion of the email. Accordingly, the Special Master finds that as Mr. McCoy is requesting information for the provision of legal advice, the email is subject to attorney client privilege and may be redacted.
5666	“Email chain providing and requesting information required for the provision of legal advice from in-house counsel David McCoy regarding upcoming	The redacted portion of this email chain is a July 21, 2016 email from David McCoy to Yves Ordonneau and a response from Mr. Ordonneau. The redacted portion of the email from Mr. McCoy is the same as in document 5665. Mr. McCoy is requesting information from Mr. Ordonneau and Mr. Ordonneau is

	meeting with Veeva related to testing.”	responding. The Special Master finds that as Mr. McCoy is requesting information for the provision of legal advice and being sent information for the provision of legal advice, the email is subject to attorney client privilege and may be redacted.
9063	“Email chain requesting, providing and reflecting legal advice of in-house counsel, Edward Spaniel, regarding protection and enforcement of IQVIA’s intellectual property rights relating to the use of IQVIA reference information within a certain third party application.”	<p>The redacted portions of this email chain concern June 5 and June 6, 2014 email exchanges from Edward Spaniel to IQVIA non-lawyers. Harvey Ashman is copied on some of the communications. The first three redacted emails (dated June 5, 2014 and time stamped 9:05pm, 9:18pm, and 9:22pm) are between Cindy Weber and Edward Spaniel. It does not appear that anyone else is copied on these emails. These redacted emails do reflect legal advice of in-house counsel, Edward Spaniel. These emails may remain redacted.</p> <p>The two redacted emails from Edward Spaniel on June 6, 2014, include Harvey Ashman. These communications concern draft communications to Veeva related to a TPA for Lilly. As the Special Master has ruled that the TPA communications of Harvey Ashman have been placed at issue, these two emails shall be produced.</p> <p>The Special Master notes that this email chain appears to be the same as that in document 763.</p>
13817	“Email exchange requesting legal advice of in-house counsel, Edward Spaniel, regarding IP protection policy for the potential use of IQVIA data in third party application.”	<p>The redacted portions of this email chain concern notes on a calendar or appointment dated July 29, 2013. The note was authored by Chris Bayles and sent to IQVIA non-lawyers. It then appears that the note was forwarded to Edward Spaniel. The redacted portions are the same as documents 25548 and 28785.</p> <p>“The [attorney-client] privilege protects only those disclosures—necessary to obtain informed legal advice—which might not have been made absent the privilege.” <i>Westinghouse Elec. Corp. v. Republic of the Philippines</i>, 951 F.2d 1414, 1423-24 (3d Cir. 1991) (citation, quotation and emphasis omitted). Here, IQVIA has failed to establish that the calendar note was drafted for the primary purpose of obtaining legal advice. While the redacted portions of the note indicate that Mr. Bayles had asked for Mr. Spaniel’s opinion regarding possible action/effects, the Special Master sees no reason why the calendar note should not be produced in its entirety. The fact that Mr. Bayles indicates that he has asked for Mr. Spaniel’s opinion does not establish that the document was created and exchanged for the primary purpose of obtaining legal advice. In addition, the Special Master does not see a reason for the redactions in section two of the chart in the “possible actions” and “effects” sections. These are not specific requests for legal advice. Accordingly, IQVIA is directed to produce this document without redactions.</p>
25548	“Email summarizing request for legal advice of in-house counsel, Edward Spaniel,	The redacted portions of this email chain concern notes on a calendar or appointment dated July 29, 2013. The note was authored by Chris Bayles and sent to IQVIA non-lawyers. It then

	regarding IP protection policy for use of IQVIA data in third party application.”	<p>appears that the note was forwarded to Edward Spaniel. The redacted portions are the same as documents 13817 and 28785.</p> <p>“The [attorney-client] privilege protects only those disclosures—necessary to obtain informed legal advice—which might not have been made absent the privilege.” <i>Westinghouse Elec. Corp. v. Republic of the Philippines</i>, 951 F.2d 1414, 1423-24 (3d Cir. 1991) (citation, quotation and emphasis omitted). Here, IQVIA has failed to establish that the calendar note was drafted for the primary purpose of obtaining legal advice. While the redacted portions of the note indicate that Mr. Bayles had asked for Mr. Spaniel’s opinion regarding possible action/effects, the Special Master sees no reason why the calendar note should not be produced in its entirety. The fact that Mr. Bayles indicates that he has asked for Mr. Spaniel’s opinion does not establish that the document was originally created and exchanged for the primary purpose of obtaining legal advice. In addition, the Special Master does not see a reason for the redactions in section two of the chart in the “possible actions” and “effects” sections. These are not specific requests for legal advice. Accordingly, IQVIA is directed to produce this document without redactions.</p>
25821	“IP protection policies; use of data within Veeva Network”	The redacted portion of this email chain concerns an email from Edward Spaniel to IQVIA non-lawyers. The email does not request or provide legal advice of in-house counsel, Edward Spaniel. Rather, the email discusses predominately business issues. Furthermore, the redacted portion of the email indicates that Harvey Ashman was copied on the email. As the Special Master has ruled that the TPA communications of Harvey Ashman have been placed at issue, the Special Master orders that this document be produced.
25984	“Document collected at the request of in-house counsel, Edward Spaniel in anticipation of litigation related to former employee and for the purpose of seeking legal advice re same.”	The redacted portions of this email chain concerns an email from Michael Allelunas to Edward Spaniel. Document 25985 was attached to the email chain. IQVIA argues that this email is subject to privilege because Mr. Spaniel was requesting information from Mr. Allelunas in anticipation of litigation related to a former employee. The Special Master has reviewed this document in conjunction with document 13164 and finds that the redacted portion of this email chain was in response to Mr. Spaniel’s request for information in anticipation of litigation related to a former employee and for the purpose of seeking legal advice. The Special Master rules that IQVIA has met its burden to demonstrate that this document has properly been withheld as privileged.
28785	“Email exchange requesting legal advice of in-house counsel, Edward Spaniel, regarding IP protection strategy for the potential use of IQVIA data in third party application.”	The redacted portions of this email chain concerns notes on a calendar or appointment dated July 29, 2013. The note was authored by Chris Bayles and sent to IQVIA non-lawyers. It then appears that the note was forwarded to Edward Spaniel. The redacted portions are the same as documents 13817 and 25548.

		<p>“The [attorney-client] privilege protects only those disclosures—necessary to obtain informed legal advice—which might not have been made absent the privilege.” <i>Westinghouse Elec. Corp. v. Republic of the Philippines</i>, 951 F.2d 1414, 1423-24 (3d Cir. 1991) (citation, quotation and emphasis omitted). Here, IQVIA has failed to establish that the calendar note was drafted for the primary purpose of obtaining legal advice. While the redacted portions of the note indicate that Mr. Bayles had asked for Mr. Spaniel’s opinion regarding possible action/effects, the Special Master sees no reason why the calendar note should not be produced in its entirety. The fact that Mr. Bayles indicates that he has asked for Mr. Spaniel’s opinion does not establish that the document was originally created and exchanged for the primary purpose of obtaining legal advice. Moreover, there is no reason for the redactions in section two of the chart in the “possible actions” and “effects” sections. These are not specific requests for legal advice. Accordingly, IQVIA is directed to produce this document without redactions.</p>
<p>28828</p>	<p>“IP protection policies; Contract Review and Analysis.”</p>	<p>This is a September and October 2013 email chain largely involving IQVIA non-lawyers, though Edward Spaniel is copied on some of the later emails.</p> <p>The first redaction involves an email from Benjamin Manning on September 24, 2013. In the redacted portion of the email, Mr. Manning informs IQVIA non-lawyers that he is working with legal on language. Mr. Manning’s statement neither seeks legal advice of counsel nor provides legal advice from counsel. The statement is not privileged and this redacted email shall be produced.</p> <p>The second redaction involves a September 27, 2013 email from Benjamin Manning. It is not clear to whom the email was sent. The email indicates that Mr. Manning had a conversation with the American Medical Association’s lawyer and relates part of that conversation. The email further indicates that Mr. Manning provided language IQVIA was considering to the AMA lawyer. The language was then redacted. Mr. Manning’s conversation with the AMA’s lawyer is not subject to attorney client privilege. The AMA’s lawyer is not counsel for IQVIA. Moreover, even if the Special Master were to rule that the proposed language IQVIA was considering should be protected by attorney-client privilege, because it was sent to someone outside of IQVIA it has lost any privilege it may have had. The Special Master rules that this redacted email shall be produced.</p> <p>The third redaction involves an October 2, 2013 email from Benjamin Manning. It is not clear to whom the email was sent, however, document 28826, which involved the same email chain, indicated that it was sent to Dan Barton with IQVIA-non lawyers and Edward Spaniel copied (the Special Master notes</p>

		<p>that while this portion of the email chain in documents 28826 and 28828 appears to reflect the same message, the time and dates of the messages are different presumably due to time zone differences with the senders/receivers). The email discusses language for TPAs. The email indicates that the language was based on internal conversations as well as discussions with AMA. Presumably, the internal conversation involved IQVIA in-house counsel, however this is not apparent from the email itself. However, even if counsel for IQVIA did contribute to the language, the request for comments and eventual feedback appears to be from IQVIA non-lawyers. Accordingly, the Special Master finds that this portion of the email is predominately business in nature as it reflects the concerns and suggestions of non-lawyers.</p> <p>The forth and fifth redactions in this chain come from Chris Bayles on October 2, 2013 and Benjamin Manning on October 3, 2013. Mr. Bayles is providing feedback on the proposed language sent by Mr. Manning and Mr. Bayles is responding. Neither Mr. Manning nor Mr. Bayles are attorneys. The Special Master finds that these emails are predominately business in nature as they reflect the concerns and suggestions of non-lawyers. While Mr. Spaniel is copied on the emails, the primary purpose of the emails do not appear to be soliciting Mr. Spaniel's legal advice. These emails shall be produced without redactions.</p>
29454	"IMS operations strategy and risk review; use of data within Veeva Network."	<p>This email chain is an expansion of document 25821. The Special Master notes that the first redaction in this email chain, the February 13, 2014 email at 13:33 from Dan Barton is not redacted in document 25821. Accordingly, the Special Master finds that it should not be redacted here.</p> <p>As to the three remaining redactions, the Special Master rules that these emails do not request or provide legal advice of in-house counsel, Edward Spaniel. "Only if an attorney is acting as a lawyer and giving advice with respect to the legal implications of an issue may the privilege be properly invoked." <i>In re Riddell Concussion Reduction Litig.</i>, No. 13-7585 (JBS/JS), 2016 WL 7108455, at *4 (D.N.J. Dec. 5, 2016), on reconsideration in part, No. CV 13-7585 (JBS/JS), 2017 WL 11633446 (D.N.J. Jan. 5, 2017). Here, the email chain discusses predominately business issues and not predominately legal concerns. Accordingly, the Special Master finds that this document shall be produced in full.</p>
29485	"IMS operations strategy and risk review; use of data within Veeva Network."	<p>This email chain contains the same redactions as document 29454. This document shall be produced in full for the same reasons as discussed in relation to document 29454.</p>



**Novartis Pilot Program Documents**

These documents all relate to the Novartis Pilot Project. David McCoy created the original document (document 30663). It was a working document exchanged between Mr. McCoy and three non-lawyers, Emiliano Gummati (Vice President Technology Business Development), Yves Ordonneau (Director Production, Technology Solutions), and Rodolfo Abbate (Director OneKey Implementation). The following documents are all versions of document 30663.

5632	“Draft working document created by in-house counsel David McCoy providing legal advice regarding IP protection policy for use of IQVIA data in third party application.”	This document was attached to the July 6, 2016 email chain from David McCoy to non-lawyers (document 5631). The document appears to be a draft working document created by in-house counsel David McCoy so that legal advice can be provided. The document appears to have been drafted for a predominately legal purpose, specifically legal advice regarding IP protection policy for use of IQVIA data in third party applications. The Special Master rules that this document is subject to attorney-client privilege.
5658	“Draft working document created by in-house counsel David McCoy providing legal advice regarding IP protection policy for use of IQVIA data in third party application.”	This document was attached to the July 14, 2016 email from Mr. Gummati to Mr. McCoy (document 5656). The document does appear to be a version of the draft working document created by in-house counsel David McCoy so that legal advice could be provided. The document appears to have been drafted for a predominately legal purpose, specifically legal advice regarding IP protection policy for use of IQVIA data in third party applications. The Special Master rules that this document is subject to attorney-client privilege.
5670	“Draft working document created by in-house counsel David McCoy providing legal advice regarding IP protection policy for use of IQVIA data in third party application.”	This document was attached to an August 16, 2016 email from Mr. Gummati to David McCoy and an IQVIA non-lawyer (document 5669). The document does appear to be a version of the draft working document created by in-house counsel David McCoy so that legal advice could be provided. The document appears to have been drafted for a predominately legal purpose, specifically legal advice regarding IP protection policy for use of IQVIA data in third party applications. The Special Master rules that this document is subject to attorney-client privilege.
30663	“Draft confidential document reflecting legal advice of in-house counsel David McCoy regarding Novartis France TPA Testing.”	This document was attached to a July 5, 2016 email from David McCoy to IQVIA non-lawyers (document 30662). The document does appear to be a version of the draft working document created by in-house counsel David McCoy so that legal advice could be provided. The document appears to have been drafted for a predominately legal purpose, specifically legal advice regarding IP protection policy for use of IQVIA data in third party applications. The Special Master rules that this document is subject to attorney-client privilege.
30667	“Draft working document created by in-house counsel David McCoy providing legal advice regarding IP protection policy for use of IQVIA data in third party application.”	This document was attached to a July 5, 2016 email from David McCoy to IQVIA non-lawyers (document 30666). The document does appear to be a version of the draft working document created by in-house counsel David McCoy so that legal advice could be provided. The document appears to have been drafted for a predominately legal purpose, specifically legal

		advice regarding IP protection policy for use of IQVIA data in third party applications. The Special Master rules that this document is subject to attorney-client privilege.
5435	“Draft working document created by in-house counsel David McCoy providing legal advice regarding IP protection policy for use of IQVIA data in third party application.”	The document does appear to be a version of the draft working document created by in-house counsel David McCoy so that legal advice could be provided. The document appears to have been drafted for a predominately legal purpose, specifically legal advice regarding IP protection policy for use of IQVIA data in third party applications. The Special Master rules that this document is subject to attorney-client privilege.
5436	“Draft working document created by in-house counsel David McCoy providing legal advice regarding IP protection policy for use of IQVIA data in third party application.”	The document does appear to be a version of the draft working document created by in-house counsel David McCoy so that legal advice could be provided. The document appears to have been drafted for a predominately legal purpose, specifically legal advice regarding IP protection policy for use of IQVIA data in third party applications. The Special Master rules that this document is subject to attorney-client privilege.
5634	“Draft working document created by in-house counsel David McCoy providing legal advice regarding IP protection policy for use of IQVIA data in third party application.”	The document does appear to be a version of the draft working document created by in-house counsel David McCoy so that legal advice could be provided. The document appears to have been drafted for a predominately legal purpose, specifically legal advice regarding IP protection policy for use of IQVIA data in third party applications. The Special Master rules that this document is subject to attorney-client privilege.
6942	“Draft confidential document reflecting legal advice of in-house counsel David McCoy regarding Novartis France TPA Testing.”	The document does appear to be a version of the draft working document created by in-house counsel David McCoy so that legal advice could be provided. The document appears to have been drafted for a predominately legal purpose, specifically legal advice regarding IP protection policy for use of IQVIA data in third party applications. The Special Master rules that this document is subject to attorney-client privilege.

**Documents Collected at the Request of Mr. Spaniel in anticipation of litigation regarding an employment dispute with Peter Harbin**

13165	“Document collected at the request of in-house counsel, Edward Spaniel in anticipation of litigation related to former employee and sent to counsel for the purpose of seeking legal advice re same; document prepared for the purpose of seeking legal advice regarding IP protection and enforcement of contractual rights in connection with use of IQVIA data in third party application.”	This email was attached to document 13164 (not challenged but supplied to the Special Master for review). The email is between Michael Allelunas and James Allen (IQVIA non-lawyers). While document 13164 has not been challenged, document 13165 which was attached to the email has been challenged. Document 13164 indicates that Mr. Spaniel requested documents from IQVIA non-lawyers in anticipation of litigation related to a former employee. While document 13164 has not been challenged, if a privileged document has attachments, each attachment must individually qualify for the privilege. “Where a privileged document has attachments, each attachment must individually satisfy the criteria for falling within the privilege. Merely attaching something to a privileged document will not, by itself, make the attachment privileged.” <i>Leonen v. Johns-</i>
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13166	<p>“Document collected at the request of in-house counsel, Edward Spaniel in anticipation of litigation related to former employee and sent to counsel for the purpose of seeking legal advice re same; document prepared for the purpose of seeking legal advice regarding IP protection and enforcement of contractual rights in connection with use of IQVIA data in third party application.”</p>	<p>This document was attached to document 13164 (not challenged but supplied for the Special Master’s review). The attachment is the Veeva Systems Strategic Assessment (Draft Document V3). Document 13164 indicates that Mr. Spaniel requested documents from IQVIA non-lawyers in anticipation of litigation related to a former employee. While document 13164 has not been challenged, if a privileged document has attachments, each attachment must individually qualify for the privilege. “Merely attaching something to a privileged document will not, by itself, make the attachment privileged.” <i>Leonen</i>, 135 F.R.D. at 98 (citing <i>Sneider v. Kimberly-Clarke Corp.</i>, 91 F.R.D. 1 (N.D. Ill. 1980)).</p> <p>Document 13166 or the Veeva Systems Strategic Assessment (Draft Document V3), was an assessment of Veeva’s competitive offerings. IQVIA has failed to make a clear showing that the Veeva Systems Strategic Assessment (Draft Document V3), was prepared for the purpose of securing legal advice. This assessment appears predominately business in nature; it is an assessment of Veeva’s business and makes no mention of IQVIA’s IP protection. The Special Master finds that IQVIA has failed to meet its burden of demonstrating that the document is privileged. Accordingly, IQVIA shall produce this document.</p>
13168	<p>“Document collected at the request of in-house counsel, Edward Spaniel in anticipation of litigation related to former employee and sent to counsel for the purpose of seeking legal advice re same.”</p>	<p>This email exchange was attached to document 13164 (not challenged but supplied for the Special Master’s review). While this document may have been collected at the request of in-house counsel, the underlying email does not appear privileged. If a privileged document has attachments, each attachment must individually qualify for the privilege. “Merely attaching something to a privileged document will not, by itself, make the attachment privileged.” <i>Leonen</i>, 135 F.R.D. at 98 (citing <i>Sneider v. Kimberly-Clarke Corp.</i>, 91 F.R.D. 1 (N.D. Ill. 1980)).</p> <p>The first email in the challenged email chain is from Michael Allelunas to IQVIA non-lawyers. Edward Spaniel is copied. The second email is from Michael Allelunas to two IQVIA non-lawyers. The Veeva System Strategic Assessment is attached to the second email. While Edward Spaniel is copied on the first email in the chain, no legal advice is explicitly being sought or rendered. Rather, information is attached in preparation for a meeting. The Special Master finds that IQVIA has failed to meet</p>

		its burden of demonstrating that the email exchange is privileged. Accordingly the Special Master finds that this document shall be produced.
13169	“Document collected at the request of in-house counsel, Edward Spaniel in anticipation of litigation related to former employee and sent to counsel for the purpose of seeking legal advice re same; document prepared for the purpose of seeking legal advice regarding IP protection and enforcement of contractual rights in connection with use of IQVIA data in third party application.”	<p>This document was attached to document 13164, which was not challenged but supplied to the Special Master for review. This is the Veeva Systems Strategic Assessment (Draft V3). While this document may have been collected at the request of in house counsel, “[m]erely attaching something to a privileged document will not, by itself, make the attachment privileged.” <i>Leonen</i>, 135 F.R.D. at 98 (citing <i>Sneider v. Kimberly-Clarke Corp.</i>, 91 F.R.D. 1 (N.D. Ill. 1980)).</p> <p>Document 13169 or the Veeva Systems Strategic Assessment (Draft Document V3), was an assessment of Veeva’s competitive offerings. IQVIA has failed to make a clear showing that the Veeva Systems Strategic Assessment (Draft Document V3), was prepared for the purpose of securing legal advice. This assessment appears predominately business in nature; it is an assessment of Veeva’s business and makes no mention of IQVIA’s IP protection. Nothing in the document suggests that it was prepared for the purpose of seeking legal advice. The Special Master finds that IQVIA has failed to meet its burden of demonstrating that the document is privileged. Accordingly, IQVIA shall produce this document.</p>
25985	“Document collected at the request of in-house counsel, Edward Spaniel in anticipation of litigation related to former employee and sent to counsel for the purpose of seeking legal advice re same; document prepared for the purpose of seeking legal advice regarding IP protection and enforcement of contractual rights in connection with use of IQVIA data in third party application.”	<p>This document was attached to document 25984 (which was produced in redacted form). While this document may have been collected at the request of in house counsel, if a privileged document has attachments, each attachment must individually qualify for the privilege. “Merely attaching something to a privileged document will not, by itself, make the attachment privileged.” <i>Leonen</i>, 135 F.R.D. at 98 (citing <i>Sneider v. Kimberly-Clarke Corp.</i>, 91 F.R.D. 1 (N.D. Ill. 1980)).</p> <p>Document 25985 is a Veeva Strategic Scenario Planning Session (Draft Document v1). This document appears to discuss strategic scenarios related to both Veeva and IQVIA. There is nothing in the document to suggest it was prepared for the purpose of seeking legal advice regarding IP protection and enforcement of contractual rights in connection with use of IQVIA data in a third party application. Rather, the document appears to have served a predominately business purpose as it strategized business options for both Veeva and IQVIA. The Special Master finds that IQVIA has failed to meet its burden of demonstrating that the document is privileged. Accordingly, IQVIA shall produce this document.</p>
13137	“Document collected at the request of in-house counsel, Edward Spaniel in anticipation of litigation related to former employee and sent to counsel	<p>This document was attached to document 13133, which was not challenged but produced for the Special Master’s review. Document 13133 was an email correspondence between Edward Spaniel and Angeliki Cooney wherein Mr. Spaniel requested documents in anticipation of litigation related to a former</p>

	<p>for the purpose of seeking legal advice re same; document prepared for the purpose of seeking legal advice regarding IP protection and enforcement of contractual rights in connection with use of IQVIA data in third party application.”</p>	<p>employee. Ms. Cooney provided document 13137 in response to Mr. Spaniel’s request. While this document may have been collected at the request of in house counsel, if a privileged document has attachments, each attachment must individually qualify for the privilege. “Merely attaching something to a privileged document will not, by itself, make the attachment privileged.” <i>Leonen</i>, 135 F.R.D. at 98 (citing <i>Sneider v. Kimberly-Clarke Corp.</i>, 91 F.R.D. 1 (N.D. Ill. 1980)).</p> <p>Document 13137 or the Veeva Systems Strategic Assessment (Draft Document V3), was an assessment of Veeva’s competitive offerings. IQVIA has failed to make a clear showing that the Veeva Systems Strategic Assessment (Draft Document V3), was prepared for the purpose of securing legal advice. This assessment appears predominately business in nature; it is an assessment of Veeva’s business and makes no mention of IQVIA’s IP protection. The Special Master finds that IQVIA has failed to meet its burden of demonstrating that the document is privileged. Accordingly, IQVIA shall produce this document.</p>
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**IQVIA in-house counsel that have an exclusively legal function**

<p>1605</p>	<p>“Email chain seeking, rendering and reflecting legal advice of in-house counsel Maureen Nakly regarding exercise of contractual rights in connection with request for the use of IQVIA data in third party application.”</p>	<p>Document 1605 is a redacted email chain between Maureen Nakly, senior litigation counsel for IQVIA, Harvey Ashman, and IQVIA non-lawyers.</p> <p>The redacted September 14, 2015 email from Ms. Nakly provides talking points for a discussions with Novartis regarding the EY audit. The Special Master need not reach a conclusion as to whether this email is predominately business or legal in nature as Harvey Ashman was sent the email. As the Special Master has ruled that the TPA communications of Harvey Ashman have been placed at issue, the Special Master orders that this email be produced.</p> <p>The redacted portion of the September 15, 2015 email from Thomas Heil to Ms. Nakly requests information from Ms. Nakly. Specifically, Mr. Heil asks Ms. Nakly whether EY has any standard operating procedures that would illuminate why Novartis should not be involved in the audit. Mr. Heil is not seeking legal advice from Ms. Nakly regarding the exercise of contractual rights in connection with request for the use of IQVIA data in third party application. Mr. Heil is simply asking Ms. Nakly whether EY has any standard operating procedures concerning third party involvement with an audit. This is not a request for legal advice, but rather a question regarding EY’s business practices. The Special Master finds that IQVIA has failed to meet its burden of demonstrating that this portion of the</p>
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		document should be redacted. Accordingly, IQVIA shall produce the September 15, 2015 email in its entirety.
28826	“IP protection policies”	<p>This document is part of the email chain reflected in document 28828.</p> <p>The first redaction concerns a September 24, 2013 email from Benjamin Manning to IQVIA non-lawyers. In the redacted portion of the email, Mr. Manning informs the IQVIA non-lawyers that he is working with legal on language to ensure the protection of IQVIA IP. Mr. Manning is not reflecting legal advice that he received from counsel. Mr. Manning is simply disclosing the fact that he is working with legal on language for the protection of IQVIA IP. The statement is not privileged and this redacted email shall be produced.</p> <p>The second redaction involves a September 27, 2013 email from Benjamin Manning. It is not clear to whom the email was sent. The email indicates that Mr. Manning had a conversation with the American Medical Association’s lawyer and relates part of that conversation. The email further indicates that Mr. Manning provided language IQVIA was considering to the AMA lawyer. The language was then redacted. Mr. Manning’s conversation with the AMA’s lawyer is not subject to attorney client privilege as the AMA’s lawyer is not counsel for IQVIA. Thus even if the Special Master were to rule that the proposed language IQVIA was considering should be protected by attorney-client privilege, because it was sent to someone outside of IQVIA it has lost any privilege it may have had. Accordingly, the Special Master rules that this redacted email shall be produced.</p> <p>The third redaction involves an October 3, 2013 email from Benjamin Manning. It was sent to Dan Barton with IQVIA non-lawyers and Edward Spaniel copied. The email discusses language for TPAs. The email indicates that the language was based on internal conversations as well as discussions with AMA. Presumably, the internal conversation involved IQVIA in-house counsel, however this is not apparent from the email itself. Even if counsel for IQVIA did contribute to the language, the request for comments and feedback is from IQVIA non-lawyers. Accordingly, the Special Master finds that this portion of the email is predominately business in nature as it reflects the concerns and suggestions of non-lawyers. Accordingly, the Special Master rules that this redacted email shall be produced.</p>
15844	“Document containing legal advice of counsel and conveying Cegedim’s legal strategy for the protection of its intellectual property in OneKey.”	This document was attached to document 15842, which was not challenged but was provided to the Special Master for review. Document 15842 indicates that document 15844 was prepared and sent to IQVIA’s chief intellectual property counsel, Bob Ghosh, for the purpose of conveying One Key’s intellectual property protection. The Special Master finds that IQVIA has met its burden of demonstrating that the document is privileged.

	Accordingly, this document has properly been withheld pursuant to attorney-client privilege.
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### 13 Attachments

2240	“Confidential document containing and reflecting legal advice of in-house counsel regarding strategy for the protection of IQVIA IP in connection with requests from customers to use IQVIA healthcare reference information in third party application, and public communications related thereto.”	This document was attached to document 2239, which was produced in redacted form. Document 2239 is an email chain involving Harvey Ashman, Edward Spaniel, and IQVIA non-lawyers. The email chain indicates that Mr. Ashman was sent talking points regarding MDM messages and that document 2240 reflects Mr. Ashman’s suggested changes to the talking points. The Special Master need not determine whether this document is primarily legal or business in nature as the document reflect the communications of Harvey Ashman in relation to IQVIA’s TPA policy. As the Special Master has ruled that the TPA communications of Harvey Ashman have been placed at issue, the Special Master orders that this document be produced.
2268	“Draft document prepared by in-house counsel David McCoy reflecting legal advice and analysis regarding contract negotiations with Novartis for the use of IQVIA reference information in a third party application.”	Document 2268 was attached to document 2267, which was produced by IQVIA. Document 2267 is an email exchange between David McCoy and Harvey Ashman concerning proposed talking points related to the Novartis France Veeva TPA test call. The email exchange indicates that document 2268 involves talking points created by Mr. McCoy and edited by Mr. Ashman. The Special Master need not determine whether this document is primarily legal or business in nature as the document reflects the communications of Harvey Ashman in relation to IQVIA’s TPA policy. As the Special Master has ruled that the TPA communications of Harvey Ashman have been placed at issue, the Special Master orders that this document be produced.
2321	“Email sent to in-house counsel Harvey Ashman in furtherance of the provision of legal advice regarding IQVIA data protections under TPA agreements.”	Document 2321 was attached to document 2312, which was not challenged by Veeva but provided to the Special Master for review. Document 2312 was an email sent from in-house counsel Maureen Nakly to Harvey Ashman. Document 2321 is an email chain that was attached to document 2312. Document 2321 is an email chain consisting of three separate messages. The first two messages on the chain are from Josh Faddis, general counsel for Veeva. The last email on the chain is between David McCoy and Maureen Nakly.  IQVIA asserts that Document 2321 was provided to Harvey Ashman in furtherance of the provision of legal advice regarding IQVIA data protections under TPA agreements. Because the Special Master has ruled that the TPA communications of Harvey Ashman have been placed at issue, the Special Master orders that this document be produced.
2475	“Document sent to in-house counsel Harvey Ashman	Document 2475 was attached to document IMS02638949, which was produced by IQVIA. Document IMS02638949 is an email

	<p>providing information required for the provision of legal advice regarding conclusions of Veeva assessment and IQVIA's legal strategy for the protection of its intellectual property."</p>	<p>from Melissa Woodard to Harvey Ashman and the subject is "as requested." Document 2475 is an untitled deck with the attachment name "recap.pptx."</p> <p>Here, IQVIA asserts that document 2475 was sent to Harvey Ashman for the provision of legal advice. However, while the deck does appear to be an assessment of potential risks to IQVIA data, IQVIA does not appear to have asserted that the deck was created for the primary purpose of securing legal advice. Providing counsel a document, does not cloak an otherwise non-privileged document with the protection afforded privileged documents. "Merely attaching something to a privileged document will not, by itself, make the attachment privileged." <i>Leonen v. Johns-Manville</i>, 135 F.R.D. 94, 98 (D.N.J. 1990) (citing <i>Sneider v. Kimberly-Clarke Corp.</i>, 91 F.R.D. 1 (N.D. Ill. 1980)). Regardless as to the purpose behind this documents creation, because the Special Master has ruled that the TPA communications of Harvey Ashman have been placed at issue, the Special Master orders that this document be produced.</p>
2477	<p>"Draft presentation prepared and updated by in-house counsel David McCoy regarding conclusions of Veeva assessment and IQVIA's legal strategy for the protection of its intellectual property."</p>	<p>Document 2477 was attached to document 2476, which was not challenged but was provided to the Special Master for review. Document 2476 consists of two emails from David McCoy to Harvey Ashman. Mr. McCoy attaches document 2477 to the email chain. The document concerns IQVIA's assessment of the Novartis France testing.</p> <p>IQVIA asserts that Mr. McCoy prepared and updated the attachment which contains conclusions of the Veeva assessment and IQVIA's legal strategy for the protection of its intellectual property. The Special Master rules that while IQVIA has met its burden of demonstrating that the document is privileged as it was prepared by counsel for the purpose of assessing IQVIA's legal strategy for the protection of its intellectual property, because the Special Master has ruled that the TPA communications of Harvey Ashman have been placed at issue, this document shall be produced. The Special Master finds that this document is related to IQVIA's TPA program as the Novartis France testing related to a pilot program whereby IQVIA assessed the protection of its data in Veeva's application related to a mutual client, Novartis, so that IQVIA could determine whether to grant a TPA.</p>
3073	<p>"Confidential draft document prepared by in-house counsel Harvey Ashman containing and reflecting legal advice and analysis of in-house counsel regarding contractual negotiations for TPA in connection with audit</p>	<p>Document 3073 was attached to document 3072, which was produced by IQVIA. Document 3072 is an email exchange between Harvey Ashman and Maureen Nakly. Mr. Ashman appears to provide Ms. Nakly with draft talking points. Ms. Nakly then provides Mr. Ashman with the draft talking points incorporating her and Mr. McCoy's changes. Document 3073 appears to be talking points related to the Veeva assessment and to contain attorney comments. IQVIA asserts that the document is privileged as it was prepared by Harvey Ashman and reflects</p>



	concerning Veeva data protections.”	legal advice concerning contractual negotiations for a TPA in connection with an audit concerning Veeva data protections. However, as the Special Master has ruled that the TPA communications of Harvey Ashman have been placed at issue, the Special Master orders that this document be produced.
3452	“Confidential document containing and reflecting legal advice of in-house counsel regarding the protection of IQVIA intellectual property and enforcement of contractual rights in connection with the use of IQVIA data in third party application.”	Document 3452 was attached to document 3541, which was not challenged but was provided to the Special Master for review. Document 3451 is an email from Harvey Ashman to Alistair Grenfell, which attaches document 3452. IQVIA asserts that document 3452 is Mr. Ashman’s revisions to “Veeva Legal Talking Points.” Document 3452 does appear to be talking points related to Veeva and to contain attorney comments. IQVIA asserts that Document 3452 reflects legal advice of in-house counsel regarding the protection of IQVIA intellectual property and enforcement of contractual rights in connection with the use of IQVIA data in a third party application. However, because the Special Master has ruled that the TPA communications of Harvey Ashman have been placed at issue, the Special Master orders that this document be produced.
5227	“Confidential draft document containing legal analysis and advice of in-house counsel Harvey Ashman regarding contractual negotiations for TPA in connection with audit concerning Veeva data protections.”	Document 5227 was attached to document 5226, which was not challenged but provided to the Special Master for review. Document 5226 is an email from Harvey Ashman to IQVIA non-lawyers. Mr. McCoy and Ms. Nakly are copied on the email. Document 5227 is a talking guide deck for client facing teams. The deck concerns the Veeva assessment.  IQVIA asserts that the document is a draft and that it contains the legal analysis and advice of in-house counsel Harvey Ashman regarding contractual negotiations for a TPA in connection with an audit concerning Veeva data protections. The Special Master need not determine whether this document is predominately business or legal in nature. Because the Special Master has ruled that the TPA communications of Harvey Ashman have been placed at issue, the Special Master orders that this document be produced.
26811	“Document provided to in-house counsel Harvey Ashman at the request of counsel for the purpose of providing legal advice regarding protection of IQVIA intellectual property in connection with use of IQVIA data in third party application.”	Document 26811 was attached to document 26810, which was produced in redacted form and is discussed in detail below. Document 26810 was attached to the redacted email from Mr. Lakhani to Mr. Ashman, wherein Mr. Lakhani provided information at the request of Mr. Ashman. IQVIA asserts that document 26811 was provided to Mr. Ashman at the request of counsel for the purpose of providing legal advice regarding protection of IQVIA intellectual property in connection with use of IQVIA data in a third party application. Because the Special Master has ruled that the TPA communications of Harvey Ashman have been placed at issue, the Special Master orders that this document be produced.
6823	“Document created for and provided to in-house counsel Harvey Ashman for the purpose	Document 6823 was attached to document 6822, which was also challenged by Veeva. Document 6822 is an email chain between Allan Davies and Vikash Lakhani, both non-lawyers. However,

	of providing legal advice regarding GSK's use of OneKey data in a third party application."	it is clear from the chain that Mr. Vikash is requesting information from Mr. Davies at the behest of Mr. Ashman for the purpose of obtaining legal advice. Document 6823, which is the same as document 26811, is the information Mr. Ashman requested. While Mr. Ashman was not copied on the email chain reflected in Document 6822, IQVIA bases its privilege claim on the fact that the document was created for and provided to Harvey Ashman for the purpose of providing legal advice regarding GSK's use of OneKey data in a third party application. Because this document was provided to Mr. Ashman and the Special Master has ruled that the TPA communications of Mr. Ashman have been placed at issue, the Special Master orders that this document be produced.
28027	"Competitor analysis document sent to in-house counsel for the purpose of seeking legal advice regarding antitrust, intellectual property and contractual issues."	Document 28027 was attached to document 28026, which was not challenged but provided to the Special Master for review. Document 28026 indicates that document 28027 was sent to Mr. Ashman by Craig Fiebig. Mr. Ashman then sent the document to Jeff Ramage (counsel for IQVIA). Document 28027 is a competitive analysis created by Mr. Fiebig at the request of Robert Chu, a non-lawyer. A review of the email chain indicates that Mr. Fiebig did not explicitly request legal advice but rather Mr. Ashman's review of the document to determine whether the content was "appropriately articulated." Document 28027 is a "competitive analysis." It appears to be predominately business in nature and there is no indication that the document was prepared for the purpose of obtaining legal advice. Moreover, the request for review does not appear to be an explicit request for legal advice, but rather a request to make sure the content is "appropriately articulated." Accordingly, the Special Master finds that this document is predominately business in nature and shall be produced.
38912	"Email exchange sent to in-house counsel for the purpose of seeking legal advice regarding contract negotiations with client regarding use of IQVIA healthcare reference information within third party application."	Document 38912 was attached to document 28910, which was not challenged but was provided to the Special Master for review.  Document 38910 is an email from Edward Spaniel to Harvey Ashman. Mr. Spaniel attached Document 38912 to the email exchange. Document 38912 is itself an email exchange between Seyed Mortazavi and Peter Gassner, which is then forwarded to other individuals at IQVIA, including Edward Spaniel. While the email exchange may have been sent to Mr. Ashman for the purpose of seeking legal advice, the underlying email is not privileged. "Merely attaching something to a privileged document will not, by itself, make the attachment privileged." <i>Leonen v. Johns-Manville</i> , 135 F.R.D. 94, 98 (D.N.J. 1990) (citing <i>Sneider v. Kimberly-Clarke Corp.</i> , 91 F.R.D. 1 (N.D. Ill. 1980)). Accordingly, the Special Master rules that document 38912 is not subject to privilege and must be produced. In addition, as the document was sent to Harvey Ashman and the Special Master has ruled that the TPA communications of Mr.

		Ashman have been placed at issue, the document should be produced.
15886	“Confidential document containing and reflecting legal advice of in-house counsel regarding strategy for the protection of IQVIA IP in connection with requests from customers to use IQVIA healthcare reference information in third party application, and public communications related thereto.”	Document 15886 was attached to document IMS02640891, which was an email produced by IQVIA and provided to the Special Master. The email indicates that document 15886 is a final version of MDM talking points to be used as a guide for discussions. The document was sent by Stefan Linn to Harvey Ashman, Edward Spaniel and IQVIA non-lawyers. While document 15886, may reflect some legal advice of counsel, it was not created for the primary purpose of obtaining or providing legal advice, and appears to serve a predominately business purpose, i.e. providing MDM talking points for non-lawyers to aid in their discussions with clients. In addition, as the document was sent to Harvey Ashman and the Special Master has ruled that the TPA communications of Mr. Ashman have been placed at issue, the document should be produced.

### Three standalone documents

5047	“Draft document prepared by in-house counsel David McCoy and reflecting legal analysis and advice regarding IP protection policy for use of IQVIA data in third party application.”	This document is titled “Novartis France-Veeva Network TPA Test.” According to IQVIA, a version of this document was attached to the 11:11am email on July 7, 2016 (document 2252) showing that the document was prepared by McCoy and sent to Harvey Ashman and IQVIA non-lawyers. The Special Master need not determine whether this document reflects legal advice or was prepared for a predominately business purpose. Because the document was sent to Harvey Ashman and the Special Master has ruled that the TPA communications of Mr. Ashman have been placed at issue, the document shall be produced.
5441	“Draft presentation prepared by in-house counsel David McCoy regarding conclusions of Veeva assessment and IQVIA’s legal strategy for the protection of its intellectual property.”	According to IQVIA, this document relates to technical tests run related to the Novartis Pilot Program. Document 5709, which was not challenged but was provided to the Special Master for review, attaches a version of the same document. Document 5709 is an email chain between Mr. McCoy and Mr. Gummati wherein Mr. McCoy requests that Mr. Gummati review Document 5441. Document 2476, which was not challenged but was provided to the Special Master for review, is an email chain containing two emails from Mr. McCoy to Mr. Ashman. Document 2476 shows that the presentation was sent to Mr. Ashman. Because the document was sent to Harvey Ashman and the Special Master has ruled that the TPA communications of Mr. Ashman have been placed at issue, the document shall be produced.
15183	“Confidential document prepared by counsel containing and reflecting legal advice of Edward Spaniel regarding IQVIA’s TPA process.”	According to IQVIA, document 15183 was prepared in connection with a request for legal advice regarding the TPA license request for Bayer Healthcare LLC. IQVIA indicates that the origin of the document is described in Document 21830. The document appears to concern business issues related to a Veeva

		<p>LinkedIn announcement. Business advice is not protected by the attorney-client privilege.</p> <p>The document does not reflect legal advice of Mr. Spaniel or really anything of a legal nature. In the first section of the document, titled “Veeva Network and IMS: The Facts,” Mr. Spaniel is providing factual information. There does not appear to be any legal information reflected in this section of the document. The second section of the document, titled “Recent IME/Bayer Messaging,” reflects messaging concerns, which appears to be specifically related to Bayer. Documents addressing corporate “messaging” concerns and not legal issues or advice are not subject to attorney-client privilege. <i>See In re Riddell Concussion Reduction Litig.</i>, No. 13-7585 (JBS/JS), 2016 WL 7108455, at *7 (D.N.J. Dec. 5, 2016), on reconsideration in part, No. CV 13-7585 (JBS/JS), 2017 WL 11633446 (D.N.J. Jan. 5, 2017). The Special Master therefore directs IQVIA to produce this document.</p>
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### Remaining 18 withheld documents and 7 redacted documents

1225	“Confidential draft document sent from counsel (Edward Spaniel) and prepared for the purpose of seeking legal advice regarding protection of intellectual property and evaluation of potential misuse of IQVIA data by competitor.”	Document 1225 was attached to document 1224, which was not challenged but was submitted to the Special Master for review. Document 1224 is an email chain between Edward Spaniel and Michael Allelunas. Document 1224 indicates that Document 1225 was drafted by Mr. Spaniel and sent to Mr. Allelunas. The document appears to have been prepared for the purpose of seeking legal advice regarding protection of intellectual property and evaluation of potential misuse of IQVIA data by a competitor. The Special Master rules that this document is subject to attorney-client privilege.
2259	“Email from in-house counsel David McCoy providing legal analysis and advice regarding Veeva related IP issues.”	Document 2259 is an email from David McCoy to Harvey Ashman. The subject of the email is “Novartis France-Veeva Test.” Because Document 2259 was sent to Mr. Ashman and concerns the Novartis Test and thereby a TPA, this document must be produced pursuant to the Special Master’s ruling on at issue-waiver as it relates to the TPA communication of Mr. Ashman.
2279	“Email chain reflecting legal advice of in-house counsel David McCoy regarding IP protection policy under Veeva related TPA agreements.”	Document 2279 is an email chain between Harvey Ashman and David McCoy. Paul Ebert is copied on the emails. In this email chain, Mr. McCoy provides Mr. Ashman with draft responses to Josh Faddis in reference to the Novartis France-Veeva Test. Because Document 2279 was sent to Mr. Ashman and concerns the Novartis Test and thereby a TPA, this document must be produced pursuant to the Special Master’s ruling on at issue-waiver as it relates to the TPA communication of Mr. Ashman.

2591	“Email exchange requesting and providing legal advice of in-house counsel, Harvey Ashman, regarding potential legal claims for the protection and enforcement of IQVIA’s intellectual property rights relating to the use of IQVIA reference information within a certain third party application.”	<p>Document 2591 is an email chain between Harvey Ashman and Seyed Mortazavi. Edward Spaniel and IQVIA non-lawyers are copied on the chain.</p> <p>The email chain concerns potential legal claims against an entity and its affiliates. The email chain reflects both a request for information and the provision of legal advice from Mr. Ashman. The Special Master rules that this document is subject to attorney-client privilege. While Mr. Ashman does note in the email that the potential legal claim may relate to breach of TPA contracts, the email does not actually discuss IQVIA’s TPA policy in any way or otherwise address TPAs. Accordingly, the Special Master finds that this email does not need to be produced pursuant to the Special Master’s ruling on at issue waiver since the email chain does not discuss IQVIA’s TPA policy in any respect.</p>
4051	“Email requesting legal advice of counsel regarding contractual terms for the protection of IQVIA intellectual property protection strategy within third party applications.”	<p>This is an email and calendar invitation from Michael Allelunas to Harvey Ashman, Edward Spaniel and IQVIA non-lawyers. The email concerns Mr. Allelunas’ and others’ first pass at the TPA position for competitive CRM vendors. This document must be produced pursuant to the Special Master’s decision as to at-issue waiver as it relates to Harvey Ashman’s TPA communications. The document clearly concerns IQVIA’s TPA position for CRM vendors who also compete on reference data and it was sent to Mr. Ashman. Accordingly, this document shall be produced.</p>
5283	“Email chain providing and discussing legal advice of in-house counsel Harvey Ashman regarding exercise of contractual audit rights related to the protection of IQVIA’s IP in connection with use of IQVIA data in third party application.”	<p>Document 5283 is an email chain between Harvey Ashman and IQVIA non-lawyers. Because Document 5283 involves communications to and from Mr. Ashman, this Document must be produced pursuant to the Special Master’s ruling on at issue-waiver.</p>
6822	“Email chain collecting information in response to request of IQVIA in-house counsel to facilitate the provision of legal advice regarding GSK’s use of OneKey data in a third party application.”	<p>Document 6822 is an email chain between Allan Davies and Vikash Lakhani, both non-lawyers. However, it is clear from the chain that Mr. Vikash is requesting information from Mr. Davies at the behest of Mr. Ashman for the purpose of obtaining legal advice. Document 6823 was attached to the email chain. The Special Master finds that this document is privileged as it reflects the information being sought for the provision of legal advice from Mr. Ashman related to GSK’s use of OneKey data in a third party application. While the Special Master ruled that Document 6823 had to be produced pursuant to at-issue waiver because it was ultimately sent to Mr. Ashman, Mr. Ashman is not copied on Document 6822. Accordingly, IQVIA may withhold this document pursuant to attorney-client privilege.</p>

10283	“Email chain requesting legal advice regarding draft communication to client regarding IQVIA TPA and IP protection policies.”	<p>Document 10283 is an email chain between Andra Racibarskas and Tal Rosenberg. Others are copied on the email chain, including Mr. Ashman and Mr. Ebert. The email concerns draft talking points related to a Veeva TPA for Sanofi.</p> <p>Review of the document indicates that the email chain is not an explicit request for legal advice regarding a draft communication to a client. Rather, the only comment to the communication is from a non-lawyer. Moreover, there is nothing innately legal about the draft response, it is a response to a client, which is predominately business in nature. Additionally, as the email chain was sent to Mr. Ashman, the document must be produced pursuant to the Special Master’s ruling on at issue-waiver as it relates to the TPA communication of Mr. Ashman.</p>
11851	“Draft document prepared by in-house counsel for the purpose of rendering legal advice regarding protection and enforcement of IQVIA’s intellectual property rights and contractual rights in connection with request to use IQVIA reference information within a certain third party application.”	<p>The author of this document cannot be determined from the document itself. However, as Edward Spaniel is the custodian of this document the Special Master will presume he is the author of this document. The document provides a communication history with AbbVie and well as proposed talking points for a meeting with AbbVie. After reviewing this document, the Special Master concludes that this document primarily concerns corporate “messaging” concerns and not legal issues or advice. <i>See In re Riddell Concussion Reduction Litig.</i>, No. 13-7585 (JBS/JS), 2016 WL 7108455, at *7 (D.N.J. Dec. 5, 2016), on reconsideration in part, No. CV 13-7585 (JBS/JS), 2017 WL 11633446 (D.N.J. Jan. 5, 2017). IQVIA has failed to make a clear showing that the primary purpose of this communication was rendering legal advice regarding protection and enforcement of IQVIA’s intellectual property rights and contractual rights in connection with request to use IQVIA reference information within a certain third party application. The Special Master finds that this document is not subject to attorney-client privilege as it provides predominately business advice as opposed to legal advice. IQVIA is ordered to produce this document.</p>
11878	“Document regarding the use of IQVIA data in third party applications sent to counsel for the purpose of seeking legal advice regarding the protection of IQVIA intellectual property.”	<p>Document 11878 is a draft document that IQVIA asserts was sent to counsel for the purpose of seeking legal advice regarding the protection of IQVIA intellectual property. The privilege log does not indicate who the author of the document was. IQVIA also does not specify who the document was sent to but as Edward Spaniel is the custodian of the document, the Special Master will assume that the document was sent to Edward Spaniel. The document appears to reflect information regarding Veeva Network announcements and sales communications. Nothing in the document suggests that it was sent to counsel for the purpose of seeking legal advice regarding the protection of IQVIA intellectual property. Rather, this appears to deal with corporate “messaging” concerns and not legal issues or advice. IQVIA has failed to make a clear showing that the primary purpose of this communication was sent to counsel for the purpose of seeking legal advice regarding the protection of</p>

		IQVIA intellectual property. The Special Master rules that this document shall be produced.
14006	“Email conveying legal advice of counsel regarding IQVIA intellectual property protection strategy for use in third party applications.”	<p>This email chain consists of emails that are also contained in document 36706. This is a May 4 and May 5, 2015 email chain between IQVIA non-lawyers. Harvey Ashman and Edward Spaniel are copied on the chain. There is an attachment to the chain (document 36707). The email chain does not seek or convey legal advice of in-house counsel. Rather, the chain reflects corporate “messaging” concerns and not legal issues or advice. <i>See In re Riddell Concussion Reduction Litig.</i>, No. 13-7585 (JBS/JS), 2016 WL 7108455, at *7 (D.N.J. Dec. 5, 2016), on reconsideration in part, No. CV 13-7585 (JBS/JS), 2017 WL 11633446 (D.N.J. Jan. 5, 2017). The Special Master finds that this document is not subject to attorney-client privilege as it provides predominately business advice as opposed to legal advice. IQVIA is ordered to produce this document.</p> <p>Additionally, as the email chain was sent to Mr. Ashman, the document must be produced pursuant to the Special Master’s ruling on at issue-waiver as it relates to the TPA communication of Mr. Ashman.</p>
14017	“Email chain seeking and reflecting substance of legal advice from in-house counsel regarding IQVIA intellectual property protection strategy and data privacy in connection with request to use IQVIA data in third party applications.”	<p>Document 14017 is an email exchange between Stefan Linn and Harvey Ashman. Edward Spaniel and IQVIA non-lawyers are copied on the email chain.</p> <p>The first email in the chain is a May 6, 2015 email from Stefan Linn to Harvey Ashman, Edward Spaniel and IQVIA non-lawyers. The email concerns GKAM messaging. Mr. Linn indicates he will be circulating a messaging document to the group and that he will request legal to approve.</p> <p>The second email in the chain is also a May 6, 2015 email from Stefan Linn to Harvey Ashman, Edward Spaniel and IQVIA non-lawyers. Mr. Linn indicates that he has provided another version of the messaging document and then provides draft messaging language in the body of the email.</p> <p>The third email in the chain is from Mr. Ashman. Mr. Ashman indicated that he has attached talking points and suggested changes to messaging. The final message is from Mr. Linn.</p> <p>The email chain does not seek or convey legal advice of in-house counsel. Rather, the chain reflects corporate “messaging” concerns and not legal issues or advice. <i>See In re Riddell Concussion Reduction Litig.</i>, No. 13-7585 (JBS/JS), 2016 WL 7108455, at *7 (D.N.J. Dec. 5, 2016), on reconsideration in part, No. CV 13-7585 (JBS/JS), 2017 WL 11633446 (D.N.J. Jan. 5, 2017). The Special Master finds that this document is not subject to attorney-client privilege as it provides predominately business advice as opposed to legal advice. IQVIA is ordered to produce this document. Additionally, as the email chain was sent to Mr.</p>

		Ashman, the document must be produced pursuant to the Special Master's ruling on at issue-waiver as it relates to the TPA communications of Mr. Ashman.
14613	"Draft document reflecting legal advice regarding communications with customers regarding the protection and enforcement of IQVIA's intellectual property rights in connection with the use of IQVIA reference information within a certain third party application."	<p>According to the privilege log, this document was drafted by Michael Alleluenas. The title of the document is "Frequently Asked Questions regarding VNetwork TPA Requests." The document was in the custodial file of Edward Spaniel and the top of the document states "EFS edits 06.17.14."</p> <p>This document is a draft document which provides, as the title suggests, responses to frequently asked questions regarding VNetwork TPA requests. The document appears to reflect the edits of Mr. Spaniel. However, the Special Master finds that this document is primarily business in nature. The document reflects corporate "messaging" concerns and not legal issues or advice. <i>See In re Riddell Concussion Reduction Litig.</i>, No. 13-7585 (JBS/JS), 2016 WL 7108455, at *7 (D.N.J. Dec. 5, 2016), on reconsideration in part, No. CV 13-7585 (JBS/JS), 2017 WL 11633446 (D.N.J. Jan. 5, 2017). The Special Master finds that this document is not subject to attorney-client privilege as it provides predominately business advice as opposed to legal advice.</p>
15887	"Email chain requesting and providing legal advice from in-house counsel regarding strategy for the protection of IQVIA IP in connection with requests from customers to use IQVIA healthcare reference information in third party application."	<p>Document 15887 is an email exchange between Stefan Linn, Harvey Ashman, Michael Allelunas and other IQVIA non-lawyers.</p> <p>The first email in the chain is from Stefan Linn wherein he distributes talking points. The second email in the chain is from Harvey Ashman. Mr. Ashman responds to Mr. Linn by attaching edits to Mr. Linn's talking points.</p> <p>The third email is from Mr. Linn to Mr. Ashman. This email reflects responses from Mr. Ashman to specific questions Mr. Linn had about Mr. Ashman's comments. The fourth email in the chain is from Mr. Ashman to Mr. Linn. It indicates that Mr. Ashman's comments to Mr. Linn's questions are below (directly in Mr. Linn's email). The fifth email in this chain is from Mr. Allelunas in response to Mr. Linn's talking points. The sixth email in the chain is Mr. Linn's response to Mr. Allelunas.</p> <p>This email chain reflects corporate "messaging" concerns and not legal issues or advice. <i>See In re Riddell Concussion Reduction Litig.</i>, No. 13-7585 (JBS/JS), 2016 WL 7108455, at *7 (D.N.J. Dec. 5, 2016), on reconsideration in part, No. CV 13-7585 (JBS/JS), 2017 WL 11633446 (D.N.J. Jan. 5, 2017). The Special Master finds that this document is not subject to attorney-client privilege as it provides predominately business advice as opposed to legal advice. Additionally, as the email chain was sent to Mr. Ashman, the document must be produced</p>



		pursuant to the Special Master’s ruling on at issue-waiver as it relates to the TPA communications of Mr. Ashman.
15888	“Confidential document containing and reflecting legal advice of in-house counsel regarding strategy for the protection of IQVIA IP in connection with requests from customers to use IQVIA healthcare reference information in third party application, and public communications related thereto.”	Document 15888 was attached to the email chain reflected in document 15887. The document reflects the draft talking points discussed in document 15887. The Special Master finds that document 15888 is predominately business in nature as it reflects corporate “messaging” concerns and not legal issues or advice. <i>See In re Riddell Concussion Reduction Litig.</i> , No. 13-7585 (JBS/JS), 2016 WL 7108455, at *7 (D.N.J. Dec. 5, 2016), on reconsideration in part, No. CV 13-7585 (JBS/JS), 2017 WL 11633446 (D.N.J. Jan. 5, 2017). In addition, as the document was sent to Mr. Ashman, the document must be produced pursuant to the Special Master’s ruling on at issue-waiver as it relates to the TPA communications of Mr. Ashman.
28884	“Email in connection with request for legal advice of in-house counsel regarding the protection of IQVIA intellectual property within certain third party applications in connection with request re: same.”	Document 28884 is an email from Michael Allelunas to Harvey Ashman, Edward Spaniel, and IQVIA non-lawyers. In the email, Mr. Allelunas provides Veeva Network follow-up questions the “team” compiled. The email asks everyone on the chain to review and share any additions or edits. While Mr. Ashman and Mr. Spaniel are sent the email, the email does not reflect a specific request for legal advice. Rather, the email is sent to IQVIA non-lawyers as well as Mr. Ashman and Mr. Spaniel for comment. The Special Master finds that IQVIA has not met its burden of demonstrating that the email is subject to attorney client privilege. In addition, as the document was sent to Mr. Ashman, the document must be produced pursuant to the Special Master’s ruling on at issue-waiver as it relates to the TPA communications of Mr. Ashman.
36707	“Confidential draft document containing and reflecting legal advice of in-house counsel regarding IQVIA intellectual property protection strategy in connection with use of IQVIA data in third party applications.”	Document 36707 was attached to document 36706. Specifically, it appears to have been attached to Stefan Linn’s May 5, 2015 email. The document appears to be Mr. Linn’s edited version of the TPA Talking Points.  The email chain does not seek or convey legal advice of in-house counsel. Rather, the chain reflects corporate “messaging” concerns and not legal issues or advice. <i>See In re Riddell Concussion Reduction Litig.</i> , No. 13-7585 (JBS/JS), 2016 WL 7108455, at *7 (D.N.J. Dec. 5, 2016), on reconsideration in part, No. CV 13-7585 (JBS/JS), 2017 WL 11633446 (D.N.J. Jan. 5, 2017). The Special Master finds that this document is not subject to attorney-client privilege as it provides predominately business advice as opposed to legal advice. Furthermore, as the document was sent to Mr. Ashman, the document must be produced pursuant to the Special Master’s ruling on at issue-waiver as it relates to the TPA communication of Mr. Ashman.
558	“TPAs; Contract Review and Analysis”	Document 558 is an email from Benjamin Manning to Michael Allelunas. The email appears to have been sent in preparation for a presentation to Lilly. In the email, Mr. Manning provides Mr.

		<p>Allelunas “additional provision language for CRMs.” IQVIA withholds the email on the basis of “TPAs; Contract Review and Analysis.” Based on this brief description it is difficult to understand IQVIA’s basis for withholding the email as no attorney sends or receives the email. The Special Master finds that IQVIA has not met its burden of demonstrating that the email is subject to attorney client privilege. IQVIA shall produce this email in full.</p>
2239	<p>“Email chain requesting and providing legal advice from in-house counsel regarding strategy for the protection of IQVIA IP in connection with requests from customers to use IQVIA healthcare reference information in third party application, and public communications related thereto.”</p>	<p>Document 2239 is an email chain involving Harvey Ashman, Edward Spaniel, and IQVIA non-lawyers. The email chain concerns talking points regarding MDMkey messages. Document 2240 was attached to the email chain.</p> <p>The first email in the chain is a September 21, 2015 email from Stefen Linn to Harvey Ashman, Edward Spaniel and IQVIA non-lawyers. The redacted portion of the email requests TPA volume numbers from Harvey Ashman. The request for the number of TPAs is not a request for legal advice from in-house counsel regarding strategy for the protection of IQVIA IP. This is a request for the number of TPAs so that it can be utilized for talking points concerning MDM messaging. The September 21, 2015 email shall be produced in full.</p> <p>The remaining messages in the email chain are between Laura Romeu and Harvey Ashman. The email chain indicates that Ms. Romeu and Mr. Ashman spoke and that Mr. Ashman was sent talking points regarding MDMkey messages and that the attachment to the email chain (document 2240) reflects Mr. Ashman’s suggested changes to the talking points.</p> <p>The purpose of these emails was to provide business or messaging advice, not legal advice. Accordingly, the attorney client privilege does not apply. <i>In re Riddell Concussion Reduction Litig.</i>, No. 13-7585 (JBS/JS), 2016 WL 7108455, at *8 (D.N.J. Dec. 5, 2016), on reconsideration in part, No. CV 13-7585 (JBS/JS), 2017 WL 11633446 (D.N.J. Jan. 5, 2017) (citations omitted). Furthermore, as the email chain reflects messages sent to and from Mr. Ashman, the email chain must be produced pursuant to the Special Master’s ruling on at issue-waiver as it relates to the TPA communications of Mr. Ashman.</p>
4454	<p>“Email exchange requesting, providing and reflecting legal advice of in-house counsel Harvey Ashman and Edward Spaniel regarding copyright, trade mark and trade secret law in connection with request for use of IQVIA</p>	<p>Document 4454 involves an email chain between Harvey Ashman, Edward Spaniel and IQVIA non-lawyers.</p> <p>The first redaction is a May 18, 2014 email from Harvey Ashman wherein he details the comments and changes he made in the deck discussed in the email chain. The Special Master finds that as this email concerns the Lilly TPA review, this email shall be produced pursuant to the Special Master’s decision on at-issue waiver as it relates to the TPA communications of Mr. Ashman.</p>

	healthcare reference information in third party application.”	<p>The next four redactions concern emails between Seyed Mortazavi and Harvey Ashman. In this sequence of emails, Mr. Seyed asks about patents and Mr. Ashman provides Mr. Seyed information related to copyright, trade mark and trade secret law in reference to IQVIA reference data. These four redacted emails demonstrate the requesting, providing and reflecting of legal advice and were properly withheld pursuant to attorney client privilege. With respect to at-issue waiver, these four emails do not discuss IQVIA TPA policy in general or specific TPAs. However, Mr. Ashman does make one comment explaining the use of TPAs. Specifically, in his May 18, 2014 email at 7:37 pm, Mr. Ashman states: “The principle form of protection for our reference data is based on trade secret law. When sharing trade secrets with others, it is necessary to use appropriate forms of agreement that limits disclosure and requires appropriate protections—per our client and TPA agreements.” This portion of the May 18, 2014 email shall be produced as it relates to IQVIA’s TPA policy. The remainder of the May 18, 2014 email and the three other redacted emails between Seyed Mortazavi and Harvey Ashman may remain redacted.</p> <p>The final redaction in this chain is a May 18, 2014 email from Michael Allelunas. The redacted portion of the email appears to respond to the comments and changes made by Mr. Ashman related to the Lilly TPA review. Mr. Allelunas is not requesting legal advice from Mr. Ashman. Moreover, as his email concerns the Lilly TPA review and was sent to Mr. Ashman, this email shall be produced pursuant to the Special Master’s ruling on at-issue waiver.</p>
5143	“Email chain requesting legal advice from in-house counsel David McCoy and Harvey Ashman regarding potential IQVIA data access by third party”	<p>Document 5143 contains one redacted email from Emiliano Gummati. The email is sent to a number of individuals including Harvey Ashman and David McCoy. The redacted portion of the email chain does not request legal advice from Mr. Ashman or Mr. McCoy. Rather, Mr. Gummati provides everyone on the chain an update as to a call held with Novartis and Veeva. The Special Master finds that IQVIA has not met its burden of demonstrating that the email is subject to attorney client privilege. The redacted email appears primarily business in nature and does not request legal advice from counsel. What would otherwise be routine, non-privileged communication between corporate officers or employees transacting the business of a company, does not attain privileged status because in-house or outside counsel is copied on a correspondence. <i>In Re: Riddell Concussion Reduction Litig.</i>, 2016 WL 7108455, at *3 (D.N.J. Dec. 5, 2016), citing <i>Andritz Sprout-Bauer, Inc. v. Beazer East, Inc.</i>, 174 F.R.D. 609, 633 (M.D.Pa. 1997). Accordingly, the redacted portion of this email shall be produced.</p>

26810	“Email chain requesting and providing information required for the provision of legal advice regarding GSK use of OneKey data in the Veeva Network to in-house counsel Harvey Ashman.”	Document 26810 is an email exchange between Vikash Lakhani and Harvey Ashman, which was produced in redacted form. The first redacted email in this chain is from Harvey Ashman. In the email Mr. Ashman requests information from Mr. Lakhani. The second redacted email in this chain is Mr. Lakhani’s response to Mr. Ashman’s request for information. IQVIA argues that the redacted portions of this email reflect the requesting and providing of information required for the provision of legal advice regarding GSK use of OneKey data in the Veeva Network to in-house counsel Harvey Ashman. While this email does reflect Mr. Ashman’s request for information, because these reflect communications from and to Mr. Ashman and concern a TPA request for GSK, the Special Master finds that this email chain must be produced pursuant to his ruling on at issue-waiver.
29375	“IMS operations strategy and risk review”	Document 29375 is a redacted email chain between Chris Bayles, Dan Burton and Scott Mueller. IQVIA withholds the redacted portion of the email on the basis of attorney client privilege, stating “IMS operations strategy and risk review.” However, none of the individuals on the email chain are lawyers and the redacted text is not legal advice from counsel or a request for legal advice. While the redacted text refers to legal or in-house counsel, the text does not actually reflect legal advice or a request for legal advice. The Special Master finds that IQVIA has not met its burden of demonstrating that the redacted portions of this email are subject to attorney client privilege.
IMS02198320	“Redacted text reflects substance of legal advice requested from counsel regarding strategy to protect IQVIA data, and IP protection policies.”	Document IMS02198320 is a redacted email from Kevin Knightly. No attorneys are copied on the message. The redacted portion of the text does not reflect the substance of legal advice requested. Rather, it reflects a request for a page on the latest for legal and audit results. This does not reflect the substance of legal advice requested from counsel. The Special Master finds that IQVIA has not met its burden of demonstrating that the redacted portions of this email are subject to attorney client privilege.