



2200 IDS Center
 80 South 8th Street
 Minneapolis MN 55402-2157
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FAX COVER SHEET

February 6, 2007

Please deliver the following 10 page(s) (This includes this cover sheet)

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Name	Firm	Phone Number	Fax Number
Roylane Ailts Wiest	South Dakota PUC		605-773-3809

FROM Philip R. Schenkenberg
PHONE (612) 977-8246

INSTRUCTIONS OR COMMENTS

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fax 612.977.8650

February 6, 2007

Philip R. Schenkenberg
(612) 977-8246
pschenkenberg@briggs.com

Darla Pollman Rogers
Ritter, Rogers, Wattier & Brown, LLP
319 South Coteau Street
P.O. Box 280
Pierre, South Dakota 57501-0280

Rolayne Ailts Wiest
South Dakota Public Utilities Commission
500 East Capitol
Pierre, South Dakota 57504-5070

**Re: Verizon Wireless et al. v. State of South Dakota et al.
Court File No. 04-3014**

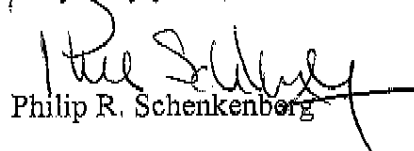
Dear Darla and Rolayne:

Enclosed and served upon you please find Plaintiff's Third Set of Interrogatories and Second Set of Requests for Production of Documents relating to the new information contained in the revised Expert Report of Larry D. Thompson.

Although the discovery deadline has passed, we are serving this discovery regarding Mr. Thompson's revised Expert Report as an alternative to objecting to the new information contained in the report. Moreover, much of the information requested should be provided to us automatically as you supplement your responses to our First Set of Interrogatories, Requests for Production of Documents and Requests for Admission. Document Request number 5 provided: Provide all documents exchanged between you and each and every expert that you have retained or consulted, including but not limited to, reports, opinions, charts, records, graphs, diagrams, photographs and technical publications." Document Request number 6 provided: "Provide any documents which may be relied on by each and every expert that you have retained or consulted, including but not limited to, reports, opinions, charts, records, graphs, diagrams, photographs and technical publications."

We would also like to discuss a time, after we have received responses to the enclosed discovery, when Mr. Thompson would be available for a deposition, and the location for such deposition.

Very truly yours,


Philip R. Schenkenberg

PRS/smo
Enclosure
cc: Gene Lebrun
Charon Phillips

1812758v9

**UNITED STATES DISTRICT COURT
DISTRICT OF SOUTH DAKOTA
CENTRAL DIVISION**

Verizon Wireless (VAW) LLC,
CommNet Cellular License Holding, LLC,
Missouri Valley Cellular, Inc.,
Sanborn Cellular, Inc., and
Eastern South Dakota Cellular, Inc.,
d/b/a VERIZON WIRELESS,

Plaintiff,

vs.

Bob Sahr, Gary Hanson, and Dustin Johnson,
in their official capacities as
the Commissioners of the South Dakota
Public Utilities Commission,

Defendants,

South Dakota Telecommunications Ass'n
and Venture Communications Cooperative,

Intervenors.

Civil Number 04-3014

**PLAINTIFFS' THIRD SET OF
INTERROGATORIES AND SECOND SET
OF REQUESTS FOR PRODUCTION OF
DOCUMENTS**

To: Defendants Bob Sahr, Gary Hanson, and Dustin Johnson, in their official capacities as the Commissioners of the South Dakota Public Utilities Commission and their attorney, Rolayne Ailts Wiest, Assistant Attorney General, South Dakota Public Utilities Commission, 500 East Capitol, Pierre, SD, 57501 and Intervenors South Dakota Telecommunications Ass'n and Venture Communications Cooperative and their attorneys, Darla Pollman Rogers and Margo D. Northrup, Riter, Rogers, Wattier & Brown, LLP, P.O. Box 280, Pierre, SD 57501.

PLEASE TAKE NOTICE that, pursuant to Rules 33 and 34 of the Federal Rules of Civil Procedure, Plaintiffs request that Defendants and Intervenors answer the following interrogatories and document requests within thirty (30) days hereof. Answers and responses should be provided to Gene N. Lebrun, Lynn, Jackson, Shultz & Lebrun, P.C., 909 St. Joseph

Street, P.O. Box 8250, Rapid City, SD 57709 and to Philip R. Schenkenberg, Briggs and Morgan, P.A., 2200 IDS Center, 80 South Eighth Street, Minneapolis, MN 55402.

The following definitions and instructions apply to the discovery requests below:

DEFINITIONS

1. "Verizon Wireless" means the plaintiffs herein.
2. "SDTA" means the South Dakota Telecommunications Association.
3. "Venture" means Venture Communications Cooperative and/or an affiliate that provides service as an ILEC under operator carrier number 1680 in South Dakota.
4. "SDPUC" means the Commissioners of the South Dakota Public Utilities Commission, in their official capacities.
5. "VPS" means Vantage Point Solutions
6. "You" and "your" means the SDTA, Venture and the SDPUC collectively, as defined above.
7. "Thompson Report" means the Expert Report of Larry D. Thompson dated September 1, 2005 (as revised January 16, 2007).
8. "ILEC" means "incumbent local exchange carrier" as defined in 47 C.F.R. § 51.5.
9. "MSC" means "mobile switching center."
10. "MTA" means "major trading area" as defined in 47 C.F.R. § 24.202(a).
11. "SS7" means "Signaling System 7."
12. "CMRS" means "commercial mobile radio services" as defined in 47 C.F.R. § 20.3.
13. "FCC" means the Federal Communications Commission.
14. "Including" means "including, but not limited to."
15. "OCN" means the operating company number as used in the Local Exchange Routing Guide.
16. "Document" means the complete original, complete copy of the original, and each non-identical copy (whether different from the original because of notes made on the copy or otherwise) of any written, printed, typed, photocopied, photographic and graphic matter of any kind or character, and any recorded material, however produced or reproduced, in your possession or control, or known by you to exist, including, without limiting the generality of the

foregoing, all drafts, contracts, diaries, agreements, calendars, desk pads, correspondence, computer printouts, telegrams, teletypes, memoranda, notes, studies, reports, lists, minutes, maps, graphs and entries in books of account relating in any way to the subject matter of these discovery requests.

INSTRUCTIONS

1. These discovery requests are to be answered by Defendants and Intervenors unless it is otherwise indicated in the request itself.

2. Each interrogatory and request is to be answered separately.

3. For each discovery request, state the full name, address, job title and employer of each person answering the discovery request, and, if more than one person is so answering, identify which portion of the discovery request was answered by each person.

4. Each discovery request is intended to, and does, request that each and every particular and part thereof be answered with the same force and effect as if each part and particular were the subject of and were asked by a separate discovery request.

5. If you are unable to answer any discovery request completely, so state, answer to the extent possible, set forth the reasons for your inability to answer more fully, and state whatever knowledge or information you have concerning the unanswered portion.

6. If any act, event, transaction, occasion, instance, matter, course of conduct, course of action, person or document is mentioned or referred to in response to more than one of these discovery requests, you need not completely identify and describe it or him in every such instance, provided you supply a complete identification in one such instance and in each other such instance make a specific reference to the place in the answers to these discovery requests where it or he is fully identified and described, giving page number and the beginning and ending line numbers.

7. If you deem any interrogatory or request to call for privileged information, identify:

- (a) The name and address of the speaker or the author of the document that contains any part of the information withheld;
- (b) The date of the communication or document;
- (c) The name and address of any person to whom the communication was made or the document was sent or received or to whom copies were sent or circulated at any time;
- (d) The form of the communication or document (i.e., letter, memorandum, invoice, contract, etc.);

- (e) The names and addresses of any person currently in possession of the document or a copy thereof; and
- (f) A description of the subject matter of the communication or document; and the specific grounds for withholding the information and the nature of the privilege claimed.

8. Whenever you are asked for the identity of or to identify a person, please state with respect to each such person:

- (a) The person's name;
- (b) The person's last known address;
- (c) The person's current business affiliation and title;
- (d) The person's current business address; or if that be unknown, the person's last known business address;
- (e) The business affiliation, business address and the correct title of such person with respect to the business, organization, or entity with which the person was associated and the capacity in which such person acted in connection with the subject matter of this interrogatory or request; and
- (f) Whether such person has given a statement in writing, or in any other tangible or permanent form, which in any way bears upon or relates to the subject matter of the interrogatory or request.

9. Whenever you are asked the identity of or to identify an oral statement, or the answer to an interrogatory refers to an oral statement, state with respect to each such oral statement:

- (a) The date and place each such oral statement was made;
- (b) The identity of each person who participated in or heard any part of such oral statement;
- (c) The substance of what was said by each person who made such oral statement; and
- (d) The name and identity of the custodian of any written record or any mechanical or electrical recording that recorded, summarized or confirmed such oral statement.

10. Whenever you are asked the identity of or to identify a document, please state with respect to each such document:

- (a) Its nature (*e.g.*, letter, memorandum, photograph, etc.)

- (b) Its title or designation;
- (c) The date it bears;
- (d) The name, title, business affiliation, and business address of the person preparing it, and the person who signed it or over whose name it was issued;
- (e) A statement of the subject and substance of the document, with sufficient particularity to enable the same to be identified;
- (f) The addressee or addressees;
- (g) A precise description of the place where such document is presently kept, including (a) the title or the description of the file in which such document would be found; and (b) the exact location of such file;
- (h) The name, title, business affiliation, and business address of each person who presently has custody of such document; and
- (i) Whether you claim any privilege as to such document, and if so, a precise statement of the facts upon which said claim of privilege is based.

11. Whenever you are asked to identify a document, or to identify information contained in or information about any document, you may respond by producing a copy of any document(s) responsive to the interrogatory or request.

12. The interrogatories and requests shall be deemed to be continuing under Rule 26 of the Federal Rules of Civil Procedure and should be supplemented in accordance with the Federal Rules of Civil Procedure.

13. Please be advised that your answers must include all information available not only to you, but to your agents, officers, representatives, employees, attorneys, insurers, or others who have information available to you upon inquiry to them.

INTERROGATORIES

11. Identify each wireless InterMTA study performed by VPS, specifying which of the studies Mr. Thompson relies upon to support the opinions in the Thompson Report, and for each wireless InterMTA study identified, provide the following:

- (a) The name and OCN of VPS's client and any wireless carrier whose calls were part of the study;
- (b) Complete, detailed results of the study, including a detailed description of the methodology utilized in the study;

- (c) The number of hours spent by VPS representatives or employees performing the study, and the number of hours spent by VPS's client assisting VPS in performing the study;
- (d) The amount billed to the client for performing the study.

12. For the software utilized in each of the wireless InterMTA studies identified in response to Interrogatory 11, identify the following:

- (a) The name and cost of the software utilized, or if developed by VPS, the hours spent and amount spent to develop the software;
- (b) Any modifications made to the software by VPS to perform the wireless InterMTA studies;
- (c) The data points required for the software to be utilized (i.e., MTA of originating cell site, NPA-NXX, MTA of terminating switch, etc.).

13. On page 15 of the Thompson Report, Mr. Thompson states that "Venture's lost revenue could be approximately \$50,000 per year, with the potential to be much higher." Provide a detailed explanation of the calculations that support this estimate, and identify how the assumptions would need to change for the lost revenue to be "much higher."

DOCUMENT REQUESTS

9. For each wireless InterMTA study performed by VPS in the state of South Dakota, provide unredacted copies of the following:

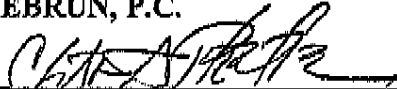
- (a) The completed study as presented to the client (i.e., Analysis Summary & Results marked as Exhibit 5 to Thompson Report or similar documents);
- (b) Copies of any additional documents and/or exhibits accompanying the study.
- (c) All correspondence, draft reports, and other documents (excepting call record data) exchanged between VPS and its client which relate to the study.

10. Provide all studies on which Mr. Thompson relies to support the statement "VPS has found that phantom traffic could be as high as 15% of the total traffic studied."

11. Provide any documents referred to in your responses to the above interrogatory requests.

Dated: February 6, 2007

**LYNN, JACKSON, SHULTZ &
LEBRUN, P.C.**



Gene N. Lebrun
Craig A. Pfeifle
909 St. Joseph Street
P. O. Box 8250
Rapid City, South Dakota 57709
Telephone: (605) 342-2592

Philip R. Schenkenberg
Briggs and Morgan, P.A.
2200 IDS Center
80 South Eighth Street
Minneapolis, Minnesota 55402
Telephone: (612) 977-8400

ATTORNEYS FOR PLAINTIFFS

AFFIDAVIT OF SERVICE BY FACSIMILE
AND FEDERAL EXPRESS

STATE OF MINNESOTA

)

) ss.

Court File No. 04-3014

COUNTY OF HENNEPIN

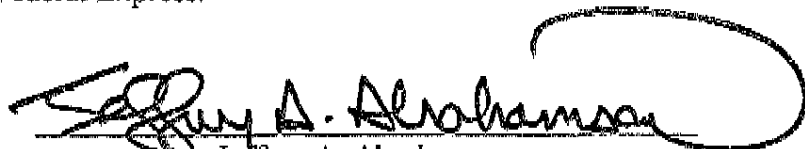
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Jeffrey A. Abrahamson, being first duly sworn, deposes and states that on the 6th day of February, 2007, he served the attached PLAINTIFFS' THIRD SET OF INTERROGATORIES AND SECOND SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS upon:

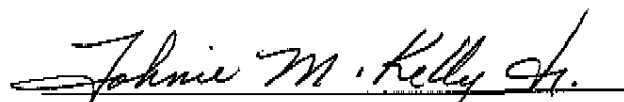
Darla Pollman Rogers
Ritter, Rogers, Wattier & Brown, LLP
319 South Coteau Street
P.O. Box 280
Pierre, South Dakota 57501-0280
Facsimile No.: 605-224-7102

Rolayne Ailts Wiest
South Dakota Public Utilities Commission
500 East Capitol
Pierre, South Dakota 57504-5070
Facsimile No. 605-773-3809

(which is the last known facsimile number and address of said attorney) by transmitting to the above facsimile numbers and sending by Federal Express.


Jeffrey A. Abrahamson

Subscribed and sworn to before me this
6th day of February, 2007.


Notary Public

