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BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

<p>IN THE MATTER OF THE COMPLAINT OF SOUTH DAKOTA NETWORK, LLC, AGAINST GLOBAL CROSSING TELE- COMMUNICATIONS, INC.</p>	<p>DOCKET NUMBER _____</p> <p>REPLY OF SDN TO COUNTERCLAIM OF GLOBAL CROSSING</p>
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COMES NOW South Dakota Network, LLC (hereinafter "SDN"), by and through its attorney of record, Darla Pollman Rogers, of Riter, Rogers, Wattier & Brown, LLC, Pierre, South Dakota, hereby submits the following Reply to the Counterclaim of Global Crossing Telecommunications, Inc. ("Global Crossing").

1. The Counterclaim of Global Crossing fails to state a claim upon which relief can be granted and therefore should be dismissed.
2. SDN denies each and every allegation contained in the Global Crossing Counterclaim unless hereinafter admitted or qualified.
3. SDN admits paragraph 16.
4. As to paragraphs 17, SDN admits it believes that Global Crossing has agreements with Express Communications, Inc. ("Express"), but denies that there is a "close affiliation" between Express and SDN.
5. SDN specifically denies each and every allegation contained in paragraphs 18, 19, 20, and 21.

AFFIRMATIVE DEFENSE


6. SDN and Express are two separate legal entities. They have no affiliation with each other that would cause SDN to be liable for any obligation claimed to be owed by Express.

WHEREFORE, SDN prays:

1. That the Counterclaim of Global Crossing be dismissed with prejudice and that Global Crossing recover nothing thereby or thereunder;
2. That SDN be awarded the relief prayed for in its Complaint and its costs, disbursements and attorney's fees incurred herein; and

3. For such other and further relief as the Commission deems just and proper.

DATED this seventeenth day of August, 2005.

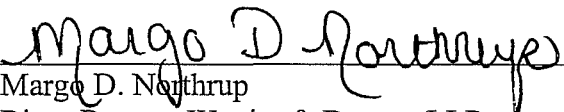

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of SDN'S REPLY TO COUNTER-CLAIM OF GLOBAL CROSSING was served via the method(s) indicated below, on the seventeenth day of August, 2005, addressed to:

William M. Van Camp	(X)	First Class Mail
Olinger, Lovald, McCahren & Reimers	()	Hand Delivery
P. O. Box 66	()	Facsimile
Pierre, South Dakota 57501	()	Overnight Delivery
	()	E-Mail
Sara Greff, Staff Attorney	(X)	First Class Mail
South Dakota Public Utilities Commission	()	Hand Delivery
500 East Capitol Avenue	()	Facsimile
Pierre, South Dakota 57501	()	Overnight Delivery
	()	E-Mail

Dated this seventeenth day of August, 2005.


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