

4. This good-faith meet-and-confer process did not resolve Sprint's concerns with the scope of the notice. During the conference, Northern Valley's counsel was reluctant to and generally refused to narrow the scope of the deposition topics.

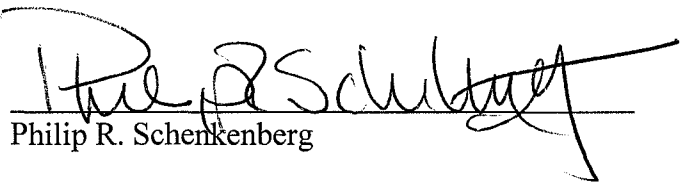
5. On March 6, 2012, I documented Sprint's concerns in writing. **Exhibit B** hereto is a true and correct copy of a letter I e-mailed to Northern Valley's counsel, detailing Sprint's concerns. Northern Valley did not respond to these specific concerns.

6. On April 3, 2012, Northern Valley served an Amended Notice of Corporate Deposition on Sprint. A copy of that notice is attached as **Exhibit C** hereto. Instead of pulling back on the breadth of the topics, Northern Valley's amended notice included ten additional topics not in the original Rule 30(b)(6) notice.

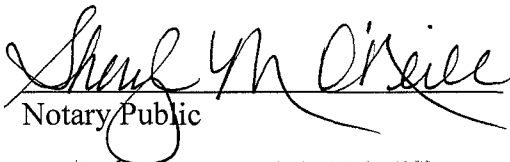
7. On April 16, 2012, I engaged in a meet-and-confer discussion with David Carter, counsel for Northern Valley, with respect to the ten additional topics.

8. I certify that, in accordance with SDCL § 15-6-26(c), I have, in good faith, conferred with Northern Valley in an effort to resolve the dispute without Commission action, that those efforts were unsuccessful, and that Sprint has good cause to bring this motion.

AFFIANT SAYS NOTHING FURTHER.


Philip R. Schenkenberg

Subscribed and sworn before me
this 17th day of April, 2012.


Notary Public

