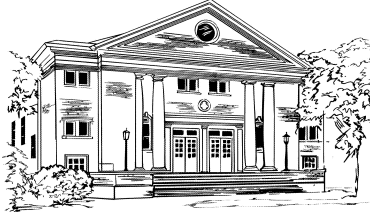


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08475-039
Ms. Patricia Van Gerpen
Executive Director
South Dakota Public Utilities Commission
500 E. Capitol Avenue, 1st Floor
Pierre, SD 57501-5070

**Re: In the Matter of the Compliant filed by SDN, LLC against Sprint Communications Company LP
In the Matter of the Third Party Complaint of Sprint against Splitrock et al.
Docket TC 09-098**

Dear Ms. Van Gerpen:

Northern Valley Communications, L.L.C. ("Northern Valley"), by and through the undersigned counsel, hereby informs the Commission that, based on the reply filed by Sprint Communications Company LP ("Sprint") and further discussion between counsel for Northern Valley and Sprint, Northern Valley believes that certain issues raised in Sprint's Motion for Protective Order have been resolved and will no longer require the Commission's consideration at the hearing scheduled for Thursday, May, 17, 2012. Specifically, Northern Valley believes that the following issues have been resolved or narrowed:

1. **Definition of "Sprint":** Sprint's reply to the Motion for Protective Order states that "Sprint agrees that its corporate witness will have to provide relevant facts known by its inside counsel." In turn, Northern Valley has offered, and Sprint has agreed, to amend the definition of Sprint to exclude outside lawyers except with respect to topics 7 and 24. Thus, Northern Valley believes that this part of the dispute about the definition of Sprint is resolved, leaving only the question of whether Sprint should be required to provide testimony relating to affiliated entities insofar as the information is accessible to Sprint.

2. **Deposition Topic No.4:** Northern Valley agrees that this dispute has been resolved at this time. Sprint has agreed that its witness will be prepared to testify about the facts that it contends supports its position, without the need to evaluate every single piece of evidence that Northern Valley has produced which Sprint may later believe supports its case. Northern Valley is hopeful that this compromise strikes the right balance: Sprint's witness will be adequately prepared to discuss Sprint's position and the facts supporting it, without the need to evaluate every document or page of testimony.
3. **Deposition Topics 5, 6, and 21:** Northern Valley believes that the dispute about topics 5, 6 and 21 is substantially narrowed. While Sprint suggests that the dispute is fully resolved by reliance on interrogatory number 21, Northern Valley takes a slightly different view. *See* Sprint Reply to Motion for Protective Order, at 6-7. Namely, Sprint's response to interrogatory number 21 provides, in pertinent part, that "Sprint does not have relationships with free or nearly free conference call providers that reflect the characteristics of the relationships between Northern Valley and its CSP partners," without setting forth what those characteristics are. Northern Valley believes that it should be allowed to inquire at the deposition about the details around what Sprint meant when it provide this response and specifically what "characteristics" it believes distinguishes the relationship Sprint has with free or nearly free conference call providers and the relationships that Northern Valley has. The effort needed to testify about this should be relatively minimal.
4. **Deposition Topic 26:** Northern Valley agrees that Sprint's certification that Northern Valley's customers do not provide "adult" calling services resolves Topic 26.

Northern Valley will continue its efforts to resolve portions of the pending motions with Sprint in advance of the hearing and will notify the Commission if any additional resolutions are reached.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

James M. Cremer

JAMES M. CREMER

JMC:crh