

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA**

IN THE MATTER OF THE COMPLAINT)
OF SOUTH DAKOTA NETWORK, LLC,)
AGAINST SPRINT COMMUNICATIONS)
COMPANY LP)

DOCKET NUMBER TC 09-098

IN THE MATTER OF THE THIRD)
PARTY COMPLAINT OF SPRINT)
COMMUNICATIONS COMPANY L.P.)
AGAINST SPLITROCK PROPERTIES,)
INC., NORTHERN VALLEY)
COMMUNICATIONS, INC., SANCOM,)
INC., AND CAPITAL TELEPHONE)
COMPANY)

**SPRINT COMMUNICATIONS COMPANY L.P.'s FIRST AMENDED RESPONSES TO
NORTHERN VALLEY COMMUNICATIONS, LLC'S FIRST DOCUMENT REQUESTS**

TO: Northern Valley Communications, LLC and its lawyers David Carter, ARENT FOX LLP, 1050 Connecticut Ave, NW, Washington, DC 20036 and James M. Cremer, BANTZ, GOSCH & CREMER, L.L.C., 305 Sixth Ave, SE, Aberdeen, SD 57402-0970

For its responses and objections to the First Document Requests of Northern Valley Communications, LLC ("Northern Valley"), Sprint Communications Company L.P. ("Sprint") hereby states as follows:

GENERAL OBJECTIONS

1. Sprint objects to the Requests, including the instructions and definitions, to the extent that Northern Valley purports to impose upon Sprint discovery obligations that are inconsistent with and/or exceed the discovery obligations under the South Dakota Rules of Civil Procedure. Sprint will comply with its discovery obligations under the South Dakota Rules of Civil Procedure.

2. Sprint objects to the Requests to the extent that they seek discovery of information that is outside the scope of the referral to the Commission by the United States District Court for District of South Dakota, including, but not limited to: (1) Sprint's alleged liability for interstate access charges assessed by Northern Valley pursuant to its Tariff No. 3, which became effective in July 2010; and (2) Northern Valley's unjust enrichment claim, which was not referred by the District Court.¹

3. Sprint objects to the Requests to the extent they seek discovery of information related to Northern Valley's unjust enrichment claim in this case, which is the subject of a pending motion to dismiss, and which Northern Valley previously indicated it would withdraw.

RESPONSES AND OBJECTIONS

All of the responses set forth below are subject to the foregoing general objections (which are expressly incorporated by reference into each such response), in addition to any specific objections set forth in particular responses.

REQUEST NO. 1.: Produce all Documents that refer, relate to or evidence any statements made by or to Sprint relating to "traffic pumping," any Access Theft Case, any Calling Service Provider, or Northern Valley's relationship with or provision of any services to Calling Service Providers, including, without limitation, all statements Sprint has made internally, to any other IXC, to any governmental body or regulatory agency, or any other third party.

RESPONSE: Sprint objects to this Request to the extent that it seeks information that is protected by the attorney-client privilege, the joint defense or common interest privilege, and/or the attorney work product doctrine. Sprint further objects to this Request on the grounds that it is overly broad, unduly burdensome, oppressive and harassing, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In

¹ Sprint and Northern Valley have reached an understanding (but which has not yet been finally agreed to) that discovery in this case will encompass matters within the scope of the Federal District Court's referral to the FCC, and Sprint's productions in response to these requests will honor that understanding.

particular, but without limitation, this Request improperly seeks information related to Northern Valley's unjust enrichment claim which is not properly before the Commission. Furthermore, the Request is not properly limited to Calling Service Providers doing business with Northern Valley in the state of South Dakota. Sprint also objects to this Request on the grounds that the term "Access Theft Case" is misleading insofar as it implies or presupposes (incorrectly) that Sprint has stolen access services.

Subject to and without waiving its objections, Sprint states that it has previously produced publicly available pleadings and filings, and non-public internal and external Sprint documents relating to Calling Service Providers doing business with Northern Valley in the state of South Dakota. Sprint will identify a reasonable number of custodians and search for and produce additional documents, if any, that are not publicly available, postdate Sprint's earlier document production, and relate to Calling Service Providers doing business with Northern Valley in the state of South Dakota.

REQUEST NO. 2.: Produce Documents demonstrating whether Sprint's decision to dispute and not pay access invoices (or to continue disputing and not paying this invoices), from any party in this case, was made by the same people or undertaken in conjunction with Sprint's decision to begin disputing Voice over IP-originated traffic as discussed in the Court's order in *Central Tel. Co. v. Sprint Communications Co., LP*, 09-cv-720 (E.D. Va. 09-cv-720).

FIRST AMENDED RESPONSE: Sprint objects to this Request on the grounds that it seeks information that is protected by the attorney-client privilege, and/or the attorney work product doctrine. Sprint further objects to this Request on the grounds that it is overly broad, unduly burdensome, oppressive and harassing, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving its objections, Sprint states that it has previously produced documents relating to its decision to dispute and/or not pay invoices from Northern Valley relating to Calling Service Providers traffic in South Dakota. Further responding, Sprint

states that the decision to dispute and/or not pay invoices from Northern Valley relating to Calling Service Providers traffic in South Dakota was made by Sprint in 2006. That decision was not made in conjunction with Sprint's decision in 2009 to dispute the charges on VoIP-originated traffic at issue in *Central Tel Co. v. Sprint Communications Co., LP*, 09-cv-720 (E.D. Va.).

REQUEST NO. 3.: Produce all Documents that You referred to, used or identified in preparing your answers to any of Northern Valley's interrogatories served on You in this action.

RESPONSE: Sprint objects to this Request to the extent that it seeks information that is protected by the attorney-client privilege, the joint defense or common interest privilege, and/or the attorney work product doctrine. Sprint further objects to this Request on the grounds that it is overly broad, unduly burdensome, oppressive and harassing, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiver of its objections, Sprint states that both Sprint and Northern Valley have produced a substantial amount of documents. Sprint has not relied upon any particular documents in answering Northern Valley's Interrogatories, other than the traffic study referred to in response to Interrogatory No. 11, which has been produced.

REQUEST NO. 4.: Produce all Documents that refer, relate to or evidence Your analysis of call patterns involving telephone numbers associated with Northern Valley, or any Calling Service Provider that You know or believe to have received service from Northern Valley.

RESPONSE: Sprint objects to this Request on the grounds that it is overly broad, unduly burdensome, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving its objections, Sprint states that it has previously produced any responsive documents.

REQUEST NO. 5.: Produce all Documents that refer, relate to or evidence Your affirmative defense on page 3 of your Answer in the federal litigation that Northern Valley's

claims under its state and/or federal tariffs are barred because “its tariff was unlawfully filed and is void *ab initio*.”

RESPONSE: Sprint objects to the Request on the grounds that it is overly broad, unduly burdensome, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

REQUEST NO. 6.: Produce all Documents that refer, relate to or evidence Your allegation that Calling Service Providers are not “end users.”

RESPONSE: Sprint objects to this Request as premature to the extent that discovery is continuing and responsive documents are in the possession, custody, or control of Northern Valley, Calling Service Providers with whom Northern Valley does business, and/or other third parties. Sprint further objects to the Request on the grounds that it is overly broad, unduly burdensome, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, but without limitation, this Request is not properly limited to Calling Service Providers doing business with Northern Valley in the state of South Dakota. Sprint also objects to this Request to the extent that it seeks information that is protected by the attorney-client privilege, the joint defense or common interest privilege, and/or the attorney work product doctrine, and to the extent that it purports to require Sprint to reproduce to Northern Valley documents that Northern Valley previously produced to Sprint.

Subject to and without waiving its objections, Sprint states that it has previously produced publicly available pleadings and filings, and non-public internal and external Sprint documents relating to Calling Service Providers doing business with Northern Valley in the state of South Dakota. Sprint will identify a reasonable number of custodians and search for and produce additional documents, if any, that are not publicly available, postdate Sprint’s earlier document production, and relate to Calling Service Providers doing business with Northern Valley in the state of South Dakota.

REQUEST NO. 7.: Produce all Documents relating to Sprint's payments, deferrals of payments, or refusal to make payments to Northern Valley, including all bills, invoices, receipts, account statements or any correspondence, whether within Sprint or with any third party, relating to Northern Valley's bills or invoices.

RESPONSE: Sprint objects to this Request as premature to the extent that discovery is continuing and responsive documents are in the possession, custody, or control of Northern Valley, Calling Service Providers with whom Northern Valley does business, and/or other third parties. Sprint further objects to the Request on the grounds that it is overly broad, unduly burdensome, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. Sprint also objects to this Request to the extent that it seeks information that is protected by the attorney-client privilege, the joint defense or common interest privilege, and/or the attorney work product doctrine, and to the extent that it purports to require Sprint to reproduce to Northern Valley documents that Northern Valley previously produced to Sprint.

Subject to and without waiving its objections, Sprint states that it has previously produced publicly available pleadings and filings, and non-public internal and external Sprint documents relating to Calling Service Providers doing business with Northern Valley in the state of South Dakota. Sprint will identify a reasonable number of custodians and search for and produce additional documents, if any, that are not publicly available, postdate Sprint's earlier document production, and relate to Northern Valley or Calling Service Providers doing business with Northern Valley in the state of South Dakota.

REQUEST NO. 8.: Produce all Documents relating to Sprint's payments, deferrals of payments, or refusal to make payments to South Dakota Network, including all bills, invoices, receipts, account statements or any correspondence, whether within Sprint or with any third party, relating to South Dakota Network's bills or invoices.

RESPONSE: Sprint objects to this Request to the extent that it seeks information that is protected by the attorney-client privilege, the joint defense or common interest privilege, and/or

the attorney work product doctrine. Sprint further objects to this Request as premature to the extent that discovery is continuing and responsive documents are in the possession, custody, or control of Northern Valley, Calling Service Providers, and/or other third parties. Sprint also objects to this Request on the grounds that it is overly broad, unduly burdensome, and/or seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving its objections, Sprint states that it will produce Sprint's dispute notices to South Dakota Network that encompass traffic delivered by South Dakota Network to Northern Valley.

REQUEST NO. 9.: Produce all Documents authored or reviewed since July 1, 2006 that refer or relate to any investigation, analysis, audit, or other inquiry conducted by or on behalf of Sprint with regard to LEC terminating access charges including all Documents exchanged with any third-party during the course of any such investigation, analysis, audit, or inquiry.

RESPONSE: Sprint objects to this Request on the grounds that it seeks information that is protected by the attorney-client privilege, the joint defense or common interest privilege, and/or the attorney work product doctrine. Sprint further objects to this Request on the grounds that it is overly broad, unduly burdensome, oppressive and harassing, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, but without limitation, this Request is not properly limited to Calling Service Providers doing business with Northern Valley in the state of South Dakota.

Subject to and without waiving its objections, Sprint states that it has previously produced publicly available pleadings and filings, and non-public internal and external Sprint documents relating to Calling Service Providers doing business with Northern Valley in the state of South Dakota. Sprint will identify a reasonable number of custodians and search for and

produce additional documents, if any, that are not publicly available, postdate Sprint's earlier document production, and relate to Northern Valley.

REQUEST NO. 10.: Produce all Documents authored or review since July 1, 2006 relating to any decisions or actions that You undertook or considered undertaking to disrupt – which includes, without limitation, call blocking, service degradation or reduction, call choking, or a refusal (permanent or temporary) to use certain existing trunk or access arrangements – calls to either a Northern Valley exchange or any Calling Service Provider.

RESPONSE: Sprint objects to the Request on the grounds that the phrase "disrupt ... calls" is vague, ambiguous, and undefined. Sprint further objects to this Request on the grounds that it is overly broad, unduly burdensome, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, but without limitation, this Request is not properly limited to Calling Service Providers doing business with Northern Valley in the state of South Dakota

Subject to and without waiving its objections, and responding as to the state of South Dakota, Sprint states that it has not engaged in "call blocking, service degradation or reduction, call choking, or a refusal (permanent or temporary) to use certain existing trunk or access arrangements" and, therefore, has no responsive documents.

REQUEST NO. 11.: Produce all Documents produced by You in *Qwest Communications Corp. v. Superior Telephone Coop.*, Docket No. FCU-07-2 (Iowa Utils. Bd.).

RESPONSE: Sprint objects to this Request on the grounds that it is overly broad, unduly burdensome, oppressive and harassing, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

REQUEST NO. 12.: Produce all Documents that refer, relate to or evidence any communications that You have had either within Sprint, with any Sprint-affiliated Company, or with any other person relating to any provision of any tariff that Northern Valley has filed with either the Federal Communications Commission or the South Dakota Public Utilities Commission from January 1, 2004 to present.

RESPONSE: Sprint objects to this Request on the grounds that it seeks information that is protected by the attorney-client privilege, the joint defense or common interest privilege, and/or the attorney work product doctrine. Sprint further objects to this Request on the grounds that it is overly broad, unduly burdensome, oppressive and harassing, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, but without limitation, Sprint objects to this Request to the extent it seeks documents relating to Northern Valley's Tariff No. 3, which became effective in July 2010 and is outside the scope of the referral to the Commission.

Subject to and without waiving its objections, Sprint states that it has previously produced publicly available pleadings and filings, and non-public internal and external Sprint documents relating to Calling Service Providers doing business with Northern Valley in the state of South Dakota. Sprint will identify a reasonable number of custodians and search for and produce additional documents, if any, that are not publicly available, postdate Sprint's earlier document production, and relate to Northern Valley tariff filings.

REQUEST NO. 13.: Produce all Documents that refer, relate to or evidence any communications that You have had either within Sprint, with any Sprint-affiliated Company, or with any other person since July 1, 2006, relating to Northern Valley's assessment, right or ability to assess access charges for calls associated with Calling Service Providers.

RESPONSE: Sprint objects to this Request to the extent that it seeks information that is protected by the attorney-client privilege, the joint defense or common interest privilege, and/or the attorney work product doctrine. Sprint further objects to this Request on the grounds that it is overly broad, unduly burdensome, oppressive and harassing, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, but without limitation, this Request is not properly limited to Calling Service Providers doing business with Northern Valley in the state of South Dakota.

Subject to and without waiving its objections, Sprint states that it has previously produced publicly available pleadings and filings, and non-public internal and external Sprint documents relating to Calling Service Providers doing business with Northern Valley in the state of South Dakota. Sprint will identify a reasonable number of custodians and search for and produce additional documents, if any, that are not publicly available, postdate Sprint's earlier document production, and relate to Northern Valley.

REQUEST NO. 14.: With respect to any Sprint customers, affiliates, partners, or subsidiaries that provide conferencing calling, chat-line, or similar services, regardless of whether those services are provided to the user for free or for a fee, produce all Documents that evidence, refer or relate to those persons' contract(s) with Sprint, the nature, type and location of the equipment and facilities used in providing those customers' services, and Sprint's invoices to and evidence of payment by any telecommunications provider for the provision of interexchange service, access service or any other telecommunications service.

RESPONSE: Sprint objects to this Request on the grounds that the phrase "similar services" is vague, ambiguous, and undefined. Sprint further objects to this Request on the grounds that it is overly broad, unduly burdensome, oppressive and harassing, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

REQUEST NO. 15.: Produce all Documents that refer, relate to or identify any instances in which Sprint has paid terminating access charges to any LEC that serves Calling Service Providers, including all Documents relating to Sprint's validation that such charges were owed, including any analysis of relevant tariffs.

RESPONSE: Sprint further objects to this Request insofar as it seeks documents that are confidential pursuant to agreements with third parties and are subject to production only pursuant to court or administrative order or via subpoena. Sprint further objects to this Request on the grounds that it is overly broad, unduly burdensome, harassing and oppressive, seeks information that is confidential, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, but without limitation,

Sprint objects to this Request to the extent it seeks documents relating to Northern Valley's Tariff No. 3, which became effective in July 2010 and is outside the scope of the referral to the Commission. Furthermore, this Request is not properly limited to Calling Service Providers doing business with Northern Valley in the state of South Dakota.

REQUEST NO. 16.: Produce all Documents that refer, relate to or evidence all instances in which You or any Sprint-affiliated Company has paid a fee, charge, inducement, or any other consideration to any person, other than fees directly related to work performed to install, repair or maintain the necessary hardware or software, as a reward, incentive, or for purposes of customer origination or retention for the provision of any Sprint or Sprint-affiliated service, including local exchange services, long distance services, Internet access services, payphone services, SMS or text messaging services or data services. Such persons include, but are not limited to, hotels, motels, inns, lodges, and resorts; multiple dwelling buildings; office parks; office buildings; hospitals; airports; correctional facilities; and shopping malls.

RESPONSE: Sprint objects to this Request on the grounds that it is overly broad, not limited in time, unduly burdensome, oppressive and harassing, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, but without limitation, this Request improperly seeks information related to Northern Valley's unjust enrichment claim which is not properly before the Commission.

REQUEST NO. 17.: Produce all Documents that refer, relate to or evidence all instances in which You have or any Sprint-affiliated Company has provided any "free" international calling, conferencing calling or chat-line services and sought intercarrier compensation in connection with the provision of such services.

RESPONSE: Sprint objects to this Request on the grounds that it is overly broad, not limited in time, unduly burdensome, oppressive and harassing, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving its objections, Sprint states that it has no responsive documents.

REQUEST NO. 18.: Produce all Documents that refer, relate to or evidence any analysis or projections of all interstate terminating switched access charges that Sprint paid or would pay to Rural CLECs at any point from January 1, 2005 to present.

RESPONSE: Sprint objects to this Request on the grounds that it overly broad, unduly burdensome, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

REQUEST NO. 19.: Produce all Documents relating to any expert witness that Sprint intends to have testify at trial or at a hearing in this matter.

RESPONSE: Sprint objects to this Request on the grounds that it is overbroad, seeks information protected by the attorney-client privilege and/or attorney work product doctrine, and/or seeks information that is not discoverable under S.D. R. Civ. P. 15-6-26(b)(4). Sprint further objects to this Request on the grounds that it is premature as Sprint has not yet identified any expert testimony it will present at the hearing.

Subject to and without waiving its objections, Sprint states that it will present its case in its prefiled testimony in accordance with prehearing schedule set by the Commission.

REQUEST NO. 20.: Produce all Documents that evidence, refer, or relate to any damages for which Sprint seeks to hold Northern Valley liable in this action.

RESPONSE: Sprint objects to this Request on the grounds that it is overly broad, unduly burdensome, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence

Subject to and without waiving its objections, see documents previously produced and documents produced in response to other requests.

REQUEST NO. 21.: Produce all Documents that evidence, refer, or relate to any Joint Defense Agreement between Sprint and any other IXC regarding any Access Theft Case, any Calling Service Provider, or Northern Valley's relationship with or provision of any services to Calling Service Provider.

RESPONSE: Sprint objects to this Request on the grounds that it seeks information protected by the attorney-client privilege, the joint defense or common interest privilege, and/or the attorney work product doctrine. Sprint further objects to this Request on the grounds that it is

overly broad, unduly burdensome, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, but without limitation, this Request is not properly limited to Calling Service Providers doing business with Northern Valley in the state of South Dakota. Sprint also objects to this Request on the grounds that the term "Access Theft Case" is misleading insofar as it implies or presupposes (incorrectly) that Sprint has stolen access services.

REQUEST NO. 22.: Produce all Documents received by Sprint in response to any subpoena that Sprint has issued in connection with this action.

RESPONSE: Sprint states that will produce responsive documents.

REQUEST NO. 23.: Produce all Documents that evidence, refer, or relate to any increase in price that Sprint has charged to any wholesale long distance carrier customer in connection with delivering traffic to Northern Valley during the period January 1, 2005 to present.

RESPONSE: Sprint objects to this Request on the grounds that it is overly broad, unduly burdensome, oppressive and harassing, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, but without limitation, this Request improperly seeks documents related to Northern Valley's unjust enrichment claim which is not properly before the Commission.

REQUEST NO. 24.: Produce all Documents that evidence, refer, or relate to any deposition, trial testimony, or written regulatory testimony that any Sprint employee or representative has given in any proceeding related to any Access Theft Case.

FIRST AMENDED RESPONSE: Sprint objects to this Request to the extent that it seeks information that is protected by the attorney-client privilege, the joint defense or common interest privilege, and/or the attorney work product doctrine. Sprint further objects to this Request on the grounds that it is overly broad, unduly burdensome, oppressive and harassing, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. Sprint also objects to this Request on the grounds that the term "Access

Theft Case” is misleading insofar as it implies or presupposes (incorrectly) that Sprint has stolen access services.

Subject to and without waiving its objections, Sprint states that no Sprint employee or representative has provided such testimony in a South Dakota proceeding. Amy Clouser did testify as a witness on a preliminary injunction hearing in Civil No. 10-4110-KES, and that transcript will be produced.

REQUEST NO. 25.: Produce all deposition testimony or trial testimony of any Sprint employee, and any exhibits utilized in conjunction with that testimony from the case *Central Tel. Co. v. Sprint Communications Co., LP*, 09-cv-720 (E.D. Va. 09-cv-720).

RESPONSE: Sprint objects to this Request on the grounds that it is overly broad, unduly burdensome, oppressive and harassing, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

REQUEST NO. 26.: For the period January 1, 2005 to present, produce one or more Documents that identify the volumes of traffic delivered to Northern Valley by Sprint on its own behalf and on behalf of each of its wholesale customers and gross revenues associated with the traffic delivered on behalf of each wholesale customer.

RESPONSE: Sprint objects to this Request on the grounds that it is overly broad, unduly burdensome, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, but without limitation, this Request improperly seeks information related to Northern Valley’s unjust enrichment claim which is not properly before the Commission.

REQUEST NO. 27.: Produce one or more Documents that refer, relate to or evidence the organizational structure of Sprint that identifies the departments, divisions or other areas of the corporation that were involved in the underlying facts at issue in this action on behalf of Sprint, including but not limited to the departments or divisions responsible for reviewing and paying LEC invoices for terminating access service.

RESPONSE: Sprint will produce one or more responsive documents.

REQUEST NO. 28.: Produce one or more Documents that refer, relate to or evidence the organizational structure of Sprint that identifies the Sprint employees who were involved in

the underlying facts at issue in this action on behalf of Sprint, including but not limited to the employees responsible for reviewing and paying LEC invoices for terminating access service.

RESPONSE: See response to Request No. 27.

REQUEST NO. 29.: Produce one or more Documents that refer, relate to or evidence the corporate structure of Sprint, including Documents that refer to its relationship to any Sprint subsidiaries and Sprint-affiliated Companies.

RESPONSE: Sprint objects to this Request on the grounds that it is overly broad, unduly burdensome, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving its objections, Sprint states that responsive information is contained in Sprint's publically available filings with the Securities and Exchange Commission.

REQUEST NO. 30.: Produce one or more Documents that refer to or evidence Sprint's document retention policy or practices throughout the time period specified in the Instructions above.

FIRST AMENDED RESPONSE: Sprint has numerous general document retention and preservation polices. In response to this request Sprint is producing its policies for the preservation of Access Verification Reports and Call Detail Recordings, which are reasonably related to the dispute between Sprint and Northern Valley.

REQUEST NO. 31.: Produce all Documents that refer, relate to or evidence all communications, including Documents filed, with the Federal Communications Commission regarding LEC access charges since July 1, 2006.

RESPONSE: Sprint objects to this Request on the grounds that it seeks information that is protected by the attorney-client privilege, the joint defense or common interest privilege, and/or the attorney work product doctrine. Sprint further objects to this Request on the grounds that it is overly broad, unduly burdensome, oppressive and harassing, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In

particular, but without limitation, this Request is not properly limited to Calling Service Providers doing business with Northern Valley in the state of South Dakota.

Subject to and without waiving its objections, Sprint states that it has previously produced publicly available pleadings and filings, and non-public internal and external Sprint documents relating to Calling Service Providers doing business with Northern Valley in the state of South Dakota. Sprint is not producing public FCC filings made since its prior production.

REQUEST NO. 32.: Produce one or more diagrams that depict the path of a person-to-person long distance call that Sprint delivers to Northern Valley for termination.

RESPONSE: Sprint objects to this Request on the grounds that it is overly broad and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving its objections, Sprint states that it does not believe it has any responsive documents.

REQUEST NO. 33.: Produce one or more diagrams that depict the path of a conference call that is placed by a Sprint long distance customer and delivered to a Calling Service Provider at a telephone number provided by Northern Valley.

RESPONSE: Sprint objects to this Request on the grounds that it is overly broad and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving its objections, Sprint states that Document Bates number Northern Valley 00009538, previously produced by Sprint, is a network diagram that shows generally how a call is delivered from a wireless caller to a LEC central office that has a relationship with a Calling Service Provider. Further responding, Sprint states that it does not believe it has any other responsive documents.

REQUEST NO. 34.: Produce all Documents that refer, relate to or evidence revenue-sharing agreements that Sprint has with third-party entities in South Dakota.

RESPONSE: Sprint objects to this Request on the ground that the term "revenue-sharing agreements" is vague, ambiguous, and undefined. Sprint further objects to this Request on the grounds that it is overly broad, unduly burdensome, oppressive and harassing, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, but without limitation, this Request improperly seeks documents related to Northern Valley's unjust enrichment claim which is not properly before the Commission.

REQUEST NO. 35.: Produce one or more Documents sufficient to demonstrate the gross revenues that You have received during the relevant time period from other telecommunications carriers as a result of Least Cost Routing and being selected to deliver traffic for or on behalf of other carriers to Northern Valley.

RESPONSE: Sprint objects to this Request as vague and ambiguous as the phrase "as a result of Least Cost Routing and being selected to deliver traffic for or on behalf of other carriers to Northern Valley" is unclear and undefined. Sprint further objects to this Request on the grounds that it is overly broad, unduly burdensome, oppressive and harassing, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, but without limitation, this Request improperly seeks documents related to Northern Valley's unjust enrichment claim which is not properly before the Commission.

REQUEST NO. 36.: Produce all Documents that refer, relate to or evidence increases in the prices charged by Sprint for the Least Cost Routing delivery of traffic to Northern Valley on behalf of other carriers.

RESPONSE: Sprint further objects to this Request as vague and ambiguous as the phrase "for the Least Cost Routing delivery of traffic to Northern Valley on behalf of other carriers" is unclear and undefined. Sprint further objects to this Request on the grounds that it is overly broad, unduly burdensome, oppressive and harassing, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In

particular, but without limitation, this Request improperly seeks documents related to Northern Valley's unjust enrichment claim which is not properly before the Commission.

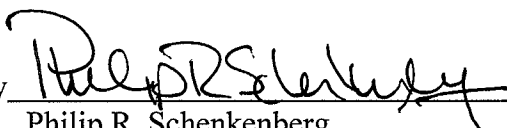
REQUEST NO. 37.: Produce all documents that evidence, refer or relate to your response to the October 14, 2009 letter from the United States House of Representatives Committee on Energy and Commerce to Dan R. Hesse, Chief Executive Officer of Sprint, requesting information concerning, among other matters, Sprint's access charge disputes and its withholding of access charge payments from LECs. The documents sought in this request include, without limitation, the response itself, all non-privileged documents that were reviewed or considered in preparing that response, and all non-privileged communications relating to that October 14, 2009 letter or your response thereto.

RESPONSE: Sprint objects to this Request to the extent that it seeks information that is confidential and/or protected by the attorney-client privilege, the joint defense or common interest privilege, and/or the attorney work product doctrine. Sprint further objects to this Request on the grounds that it is overly broad, unduly burdensome, oppressive and harassing, and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. In particular, but without limitation, the Request is not properly limited to Calling Service Providers doing business with Northern Valley in the state of South Dakota.

Subject to and without waiving its objections, see Sprint's prior production. Sprint does not believe there are additional responsive documents.

Dated: April 29, 2011

BRIGGS AND MORGAN, P.A.

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**ATTORNEYS FOR SPRINT
COMMUNICATIONS COMPANY L.P.**

CERTIFICATE OF SERVICE

The undersigned attorney for Sprint Communications Company, L.P. hereby certifies that on the 29 day of April 2011, a true and correct copy of the foregoing Sprint Communications Company L.P.'s First Amended Responses to Northern Valley Communications, LLC's First Document Requests was sent via electronic means to:

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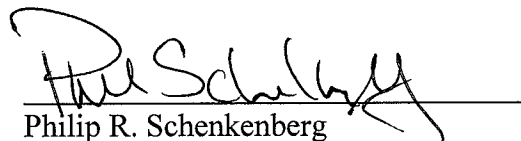
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