

**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)

AFFIDAVIT OF SONYA THORNTON

COMMONWEALTH OF VIRGINIA)
) ss
COUNTY OF FAIRFAX)

Sonya Thornton, being first duly sworn, states as follows:

1. My name is Sonya Thornton. I am employed by Sprint/United Management Company, and my title is Manager, Legal Discovery/Compliance. My responsibilities include management and coordination of e-discovery for Sprint. Within my role, I implement policies and procedures using tools to ensure compliance with Federal and State laws and regulations. I assist in the preservation, processing, review and production of documents and data including electronically stored information. I also interface with Sprint's litigation support vendor, Kroll, and its national e-discovery counsel, Hunton and Williams.

2. I make this affidavit in support of Sprint's Response to Northern Valley's Motion to Compel. The statements herein are true and correct and are based on my personal knowledge, records available to me as they are kept in the ordinary course of business, information obtained

from other employees upon whom I regularly rely in the ordinary course of business, and information obtained from counsel and my general knowledge of the business practices of Sprint.

3. Sprint originally collected and prepared to produce documents to Northern Valley for purposes of the first federal court case, Case No. Civ. 08-1003-KES, pending in Federal Court in the District of South Dakota. At that time, the parties had entered into an agreement regarding the retention, collection and production of electronically stored information (“ESI”) for the purpose of that case. A copy of the parties’ ESI Agreement is attached as Exhibit A to this Affidavit.

4. Over the course of case, Kroll was directed to conduct queries with respect to document collection from the following list of custodians:

[BEGIN CONFIDENTIAL]

[END CONFIDENTIAL]

REDACTED

The search terms that were used were designed to obtain documents identifying Northern Valley in some way:

“Northern Valley”
“Aberdeen”
“James Valley”
“Groton”
“Global Conferenc*”
“GCP”
“South Dakota”

5. Records provided to me by Kroll indicate that this search resulted in approximately **[BEGIN CONFIDENTIAL]**

[END CONFIDENTIAL] with the inclusion of documents that were not “hits” based on the search term list, but were “family members” of document hits. If a document hit had attachments, they were all included as “family members,” even if some or all of the attachments had nothing to do with Northern Valley.

6. Following the identification of the “hits” plus their families, there was a manual review for the purpose of 1) determining whether individual documents were relevant to discovery requests, 2) identifying privileged material, and 3) identifying for redaction other documents with carrier information deemed to be non-responsive or irrelevant to the request. This process – including redactions for non-privilege reasons – was contemplated by the parties’ ESI Agreement. Exhibit A, p. 4. During this process, documents that were members of families were reviewed to determine whether they were responsive.

7. This manual review resulted in many documents being prepared for production, some redactions for privileged material, and some redactions to cover-up non-responsive information from the production. This is consistent with Sprint’s standard practice.

REDACTED

8. This production was not made in the initial federal court case because the case was stayed. I understand that in early 2010, the parties agreed in this case to exchange the federal document productions that had been prepared but not produced. To do this Sprint simply finalized the process described above consistent with the protocols employed for the federal court case.

9. I understand that in September of 2011, the Commission approved a procedural schedule that indicated Sprint should produce spreadsheets in unredacted native form. At that time, Kroll was directed to go back and provide to Sprint unredacted spreadsheets in native form. After Sprint produced those additional native documents, Northern Valley pointed out there were additional spreadsheets that were not included in that further production. Sprint went back to Kroll and it was determined that there was an error in the search protocol used by Kroll that caused certain file extensions to be left out of the search, resulting in an incomplete supplemental production. That error was fixed and spreadsheets within that prior production have now been produced in unredacted form.

10. I understand Northern Valley has now asked that all redactions (other than privilege) be removed from non-spreadsheets within Sprint's prior production. These confidential redactions were made to protect the disclosure of irrelevant and non-responsive documents and information, as contemplated by the parties' ESI Agreement in the federal court case. If Sprint were required to redo its federal court production without those redactions, that would result in disclosure of information Sprint had previously determined was neither responsive nor relevant.

11. In addition, if Sprint were required to redo its entire production without confidential redactions, it would still be required to manually review all of the newly unredacted

documents to determine whether there was privileged information within the confidential redactions. Based on the number of documents, and my experience, this process of redoing Sprint's production in this way would cost Sprint between **[BEGIN CONFIDENTIAL]**

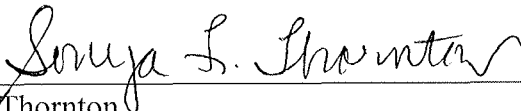
[END CONFIDENTIAL] This number does not include the time and expense associated with review and preparation for production by Sprint's legal department and outside counsel of record.

12. I have reviewed Northern Valley's Document Request No. 1. This is an extraordinarily broad request. Sprint directed Kroll to identify the number of hits that would be generated if Sprint were required to redo its electronic production by using an expanded list of search terms designed to reach all documents related to traffic pumping or any case like this. Based on just a 5 custodian sample, Kroll reports this would generate approximately **[BEGIN CONFIDENTIAL]** **[END CONFIDENTIAL]** non-duplicated document hits. When family members are added for review, this amount will typically triple the review set. (These results would increase if additional custodians were considered.) As noted above, these documents would then have to be manually reviewed for responsiveness and privilege before being produced.

13. Based on our experience in prior litigation, including prior access pumping litigation, we estimate it costs the company approximately \$20,000 per custodian (assuming 5 GB of data per custodian) to conduct the data collection, execute a search, conduct the necessary manual review for responsiveness and privilege and produce the data in the agreed upon format. This number may be higher or lower depending on the amount of data on an individual's computer, and would be higher if very broad search terms are employed. Sprint includes this

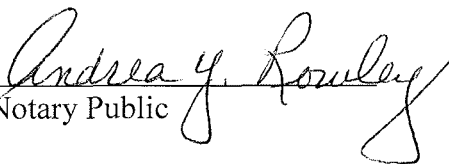
information in the event Northern Valley seeks to expand the custodian list beyond the individuals identified above.

AFFIANT SAYS NOTHING FURTHER.



Sonya Thornton

Subscribed and sworn to before me
this 7th day of March, 2012.



Notary Public

4508348v3 My Commission Expires October 31, 2015

