

SOUTH DAKOTA

OFFICE OF HEARING EXAMINERS

In the Matter of the Petition of Venture)
Communications Cooperative for suspension or)
modification of local dialing parity and reciprocal)
compensation obligations.)

PUC 7-01
Docket No. TC06-181

AFFIDAVIT OF SEAN R. SIMPSON

STATE OF MINNESOTA)
) SS
COUNTY OF BLUE EARTH)

Sean R. Simpson, being first duly sworn, states as follows:

1. I am currently the Senior Counsel for Alltel Communications, Inc. ("Alltel").
2. I submit this Affidavit on behalf of Alltel in support of its Response to Venture Communications' Motion to Compel.
3. I was involved in and have personal knowledge with respect to the negotiations/discussions regarding the Scheduling Order in this proceeding as well as the discovery issues between the parties.
4. On April 2, 2007, the parties (Venture and Alltel) agreed to the Scheduling Order which included a deadline for submission of Motions to Compel by April 13, 2006.
5. Subsequent to the parties' agreement to the Scheduling Order, Commission staff requested that the final ruling be moved to late October. The parties' agreement to move the date for final ruling to November 1, 2007. The other dates previously agreed to remain the same.
6. Attached as Exhibit 1, is a true and correct copy of an email string beginning on April 2, 2007, that demonstrates the parties agreement on the Scheduling Order.
7. On April 3, 2007, Venture counsel sent a copy of the revised Scheduling Order to me for execution and ultimate filing with the OHE.
8. Local counsel Talbot Wieczorek executed the Scheduling Order on behalf of Alltel, and sent to Venture for filing with the OHE.
9. On April 9, 2007, I contacted counsel for Venture inquiring on whether or not it was more efficient to have the hearings on the Motion to Compel and Motion for Dismissal

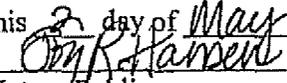
on one day rather than 2 days, as provided for in the agreed upon Scheduling Order. I did not revoke my prior agreement on the dates identified in the Scheduling Order. I simply inquired as to the need for one hearing date instead of two separate dates.

10. Consistent with the parties' agreement on the Scheduling Order, Venture served and filed its Response to the Alltel Motion to Dismiss on April 6, 2007.
11. At no point in time prior to the April 13, 2007, deadline for Motions to Compel, did Venture identify the specific discovery requests that it sought additional information on over the previously stated Alltel objections.
12. Venture did not identify the specific discovery requests it sought additional information on until April 14, 2007 – one day after the agreed upon deadline for the filing of a Motion to Compel.
13. Attached as Exhibit 2, is a true and correct copy of the email string on April 13, 2007, between myself and Venture counsel on the issue of adhering to the previously agreed upon Scheduling Order.
14. Prior to the Motion to Compel deadline of April 13, 2007, I made several inquiries on behalf of Alltel attempting to gain additional discovery responses from Venture. At no time during those conversations did Venture seek similar information with respect to the Alltel responses.

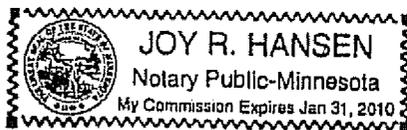
FURTHER YOUR AFFIANT SAITH NAUGHT.



Sean R. Simpson

Subscribed and sworn to before me
this 2 day of May, 2007.


Notary Public



Sean Simpson

From: Margo Northrup [M.Northrup@riterlaw.com]
Sent: Tuesday, April 03, 2007 9:09 AM
To: Sean Simpson; mjs@bloostonlaw.com; richcoit@sdtaonline.com; tjw@gpgnlaw.com; Darla Rogers; Stephen B Rowell
Cc: Kara.VanBockern@state.sd.us
Subject: RE: Venture Procedural Schedule Stipulation
Attachments: Stipulation for Procedural Schedule (final).doc

Attached is the revised Procedural Schedule with the November 1, 2007 date.

Please execute and return to me for filing.

Thanks
Margo D. Northrup
Riter, Rogers, Wattier and Brown LLP

From: Sean Simpson [mailto:Sean.Simpson@alltel.com]
Sent: Tuesday, April 03, 2007 8:52 AM
To: Margo Northrup; Sean.Simpson@alltel.com; mjs@bloostonlaw.com; richcoit@sdtaonline.com; tjw@gpgnlaw.com; Darla Rogers; Stephen B Rowell
Subject: RE: Venture Procedural Schedule Stipulation

November 1, 2007 is acceptable to Alltel.

Thanks

Sean R.Simpson
Counsel for Alltel Communications, Inc.
2000 Technology Drive
Mankato, Minnesota 56001
507-385-2455 (Direct)
507-327-2455 (Mobile)
507-385-2200 (Fax)

From: Margo Northrup [mailto:M.Northrup@riterlaw.com]
Sent: Monday, April 02, 2007 3:38 PM
To: Sean.Simpson@alltel.com; mjs@bloostonlaw.com; richcoit@sdtaonline.com; tjw@gpgnlaw.com; Darla Rogers; Stephen B Rowell
Subject: FW: Venture Procedural Schedule Stipulation

FYI- Staff is asking us to extend the decision date until November 1, 2007. Please advise as to your thoughts.

Margo D. Northrup
Riter, Rogers, Wattier and Brown LLP

From: Kara.VanBockern@state.sd.us [mailto:Kara.VanBockern@state.sd.us]
Sent: Monday, April 02, 2007 3:32 PM
To: Margo Northrup
Subject: RE: Venture Procedural Schedule Stipulation

Margo - Rolayne would prefer November 1 as her decision date.

Let me know if this delay is workable, or if we need to look for an earlier date.
thanks and sorry for the inconvenience.

Kara Van Bockern

-----Original Message-----

From: Margo Northrup [mailto:M.Northrup@riterlaw.com]
Sent: Monday, April 02, 2007 2:52 PM
To: VanBockern, Kara; Sean.Simpson@alltel.com; richcoit@sdtaonline.com;
mjs@bloostonlaw.com; tjw@gpagnlaw.com; Darla Rogers; Stephen.B.Rowell@alltel.com
Subject: RE: Venture Procedural Schedule Stipulation

Venture does not object to a later date. Do you have a date to propose?

Margo D. Northrup
Riter, Rogers, Wattler and Brown LLP

From: Kara.VanBockern@state.sd.us [mailto:Kara.VanBockern@state.sd.us]
Sent: Monday, April 02, 2007 2:43 PM
To: Margo Northrup; Sean.Simpson@alltel.com; richcoit@sdtaonline.com; mjs@bloostonlaw.com;
tjw@gpagnlaw.com; Darla Rogers; Stephen.B.Rowell@alltel.com
Subject: RE: Venture Procedural Schedule Stipulation

I spoke with Rolayne Weist, Commission Counsel, regarding the schedule.
She has several major decisions and projects recently scheduled on or near the October 19 time
frame. Is it possible to move the October 19 Commission Final Ruling date to a day later in
October?

Thank you.

Kara Van Bockern
SD Public Utilities Commission, Staff Attorney
500 E. Capitol
Pierre, SD 57501

(605)773-8182

-----Original Message-----

From: Margo Northrup [mailto:M.Northrup@riterlaw.com]
Sent: Monday, April 02, 2007 11:48 AM
To: Sean Simpson; Rich Coit ; Mary Sisak; Talbot J. Wieczorek; VanBockern, Kara; Darla
Rogers; Stephen B Rowell
Subject: Venture Procedural Schedule Stipulation

Attached is a Stipulation for Procedural Schedule in the Venture Suspension docket. Alltel
and Venture are in agreement with the proposed document. If it is acceptable to the rest of
the parties, please execute the signature page and return to me. I will file the Stipulation
once we have a final agreement.

Thank you,

Margo D. Northrup
Riter, Rogers, Wattier and Brown LLP

Sean Simpson

From: Sean Simpson [Sean.Simpson@midwestwireless.com]
Sent: Friday, April 13, 2007 2:58 PM
To: Darla Rogers; Sean Simpson; Stephen B Rowell; Ron Williams
Cc: Talbot J. Wiczorek; Margo Northrup; Mary J Sisak
Subject: RE: Venture Suspension docket discovery issues

My suggestion on moving hearing dates relates to the issue that it may make more sense to have 1 hearing date instead of multiple dates and I did not know if the dates selected were even open with the OHE. (That is still an item for discussion). My earlier call inquiring on the status of your disclosure suggested the idea of a later filing of the motion to compel because I had not yet received any materials from you despite several assurances otherwise. It did not make sense to file a Motion to Compel on Friday if you were providing the requested information on Thursday/Friday. Again, despite assurances of materials being provided via federal express – I have received nothing. Accordingly, any previous rationale for a later filing of the Motion to Compel is gone as you have not provided anything prior to the agreed-upon deadline. Bottom line there was no agreement to extend the deadline on the Motion to Compel.

With respect to Venture's failure to follow-up on discovery prior to the deadline for filings of a Motion to Compel, it is my understanding SDCL 20:10:01:01.02 incorporates SD rules of civil procedure which incorporates the federal requirement that the parties attempt to work through the various discovery disputes before filing a motion to compel. This would necessarily include Venture identifying the actual requests, objections posed and basis for disclosure despite stated objections. Beyond the existence of any actual requirement, it would seem basic to me that unless I know what specific objections and/or discovery responses you have issue with, I cannot respond in any meaningful way. Alltel believes its stated objections to the various Venture discovery requests are valid and has not been provided any basis or grounds to act otherwise. On the other hand, Alltel identified specific discovery requests it sought additional disclosure on. Additionally, Alltel supplied the basis and relevancy grounds for its requests orally and in writing on many occasions. Venture simply did nothing to relay its concern (s) with the Alltel responses. To seek further disclosure (which Venture has yet to do) 2-3 days before a deadline on a motion to compel is not reasonable.

The fact the stipulated scheduling order has not yet been filed does not mean that the parties should not be operating under the proposed deadlines. Alltel has made it clear it intends to develop the record in this matter in order to properly address/rebut the allegations and claims for relief within the Venture Petition. Alltel has also made it clear that it believes Venture is not moving this case forward – to the detriment of Alltel.

Alltel's primary goal is to move this matter towards resolution. To that end, Alltel has proposed settlement discussions on several occasions – we are still open to discussing mutual resolutions of the issues as it appears from the recent Response to the Motion to Dismiss that the parties may not be far off in suggesting and abiding by real world alternatives. Short of settlement, Alltel must prepare for hearing – which includes development of the issues through rigorous discovery.

I am not trying to be uncompromising or combative but my inability to move this matter towards resolution through settlement or obtain necessary information basic to the claims in this matter puts Alltel in a spot where it must take seek intervention by the OHE.

The filing of the Motion to Compel does not foreclose Alltel's willingness to discuss settlement, nor does it preclude Alltel from withdrawing portions of its motion/argument if adequate disclosures are received prior to the Motion hearing. Alltel is simply operating under the current timelines in order to protect its position in this proceeding.

Sean R. Simpson
 Counsel for Alltel Communications, Inc.
 2000 Technology Drive
 Mankato, Minnesota 56001
 507-385-2455 (Direct)
 507-327-2455 (Mobile)
 507-385-2200 (Fax)

5/2/2007

EXHIBIT 2

From: Darla Rogers [mailto:dprogers@riterlaw.com]
Sent: Friday, April 13, 2007 2:19 PM
To: Sean Simpson
Cc: Talbot J. Wieczorek; Margo Northrup; Mary J Sisak
Subject: RE: Venture Suspension docket discovery issues

Dear Sean:

I am confused by our recent correspondence. Let me recap my understanding of where we are:

1. The procedural schedule has not been filed or approved/adopted by the Office of Hearing Examiners yet. In fact, based upon our recent correspondence, it was my understanding that your client and Venture wanted to make a few revisions to the schedule as proposed:
 - a. On April 9 you requested that we move the hearing on the Motion to Dismiss (currently April 23) to the same date as the hearing on the Motion to Compel.
 - b. In a voice mail message, you suggested postponing the deadline of the Motion to Compel to next Tuesday, to enable you to review our supplemental materials.
 - c. On Thursday, April 12, 2007, I concurred with your suggestion of pushing back the Motion to Compel date.
2. In light of this, and the fact that we just received one of the signature pages, the proposed procedural schedule has not been filed, and thus we do not have a procedural schedule or any filing deadlines.
3. We can continue to try to tweak the schedule as circulated, which should be possible. Otherwise, we can each submit a procedural schedule to the Office of Hearing Examiners, and she can set the schedule.

Also, I am not aware of anything under South Dakota law that requires us to provide you with any additional basis for disclosure prior to filing a motion to compel. We can certainly do so if that is your preference, which is a further reason to extend the proposed deadline in the current schedule.

I think we can accommodate all of the changes we have discussed. Please advise.

Darla Pollman Rogers

From: Sean Simpson [mailto:Sean.Simpson@alltel.com]
Sent: Friday, April 13, 2007 1:08 PM
To: Darla Rogers; Sean Simpson
Cc: Talbot J. Wiczorek; Margo Northrup
Subject: RE: Venture Suspension docket discovery issues

Darla:

In follow-up to our call, I am somewhat surprised by the need for an extension by Venture as it has not to my knowledge objected to or provided a basis for additional disclosure by Alltel. Therefore, I wasn't aware Venture would even by filing such a motion.

Sean R. Simpson
Counsel for Alltel Communications, Inc.
2000 Technology Drive
Mankato, Minnesota 56001
507-385-2455 (Direct)
507-327-2455 (Mobile)
507-385-2200 (Fax)

From: Darla Rogers [mailto:dprogers@riterlaw.com]
Sent: Friday, April 13, 2007 11:42 AM
To: Sean Simpson
Cc: Talbot J. Wiczorek; Margo Northrup
Subject: Venture Suspension docket discovery issues

Sean:

I have tried to call you a couple of times this morning and left voice messages, but to date we have not had a chance to talk. I wanted to confirm with you that we have agreed to extend the deadline for filing of motions to compel in order to allow parties more time to attempt to resolve some or all of the outstanding issues. I have to leave the office shortly for a meeting, but I would appreciate your confirmation of this as soon as possible. I was originally scheduled to be out of the office Monday-Wednesday of next week, but I have adjusted my schedule and will be available to talk on Monday morning. It is my understanding that Talbot is out of his office until Tuesday.

Please contact me as soon as you can.

Darla

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