

Sprint's Exhibit 102

Arent Fox

April 28, 2011

VIA EMAIL AND U.S. MAIL

Mr. Philip Schenkenberg
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Re: *In the Matter of the Complaint of South Dakota Network, LLC against Sprint Commc'ns Co., LP*, TC09-098 (S.D. PUC): Northern Valley Communications, LLC's Supplemental Interrogatory Responses and Document Production

Dear Mr. Schenkenberg:

In response to your inquiry of March 18, 2011 and our subsequent phone call on Monday, April 11, 2011, Northern Valley is herewith providing supplemental responses to Sprint's Interrogatories Nos. 9, 10, and 11. These responses supersede Northern Valley's previous responses to those interrogatories.

Further, in conjunction with those supplemental interrogatory responses and the parties' obligations to produce documents responsive to pending discovery requests, I am enclosing a supplemental document production. This document production is labeled with the bates range **NVC00099410 - NVC00100404**, which is a continuation of the production made by Northern Valley in *Northern Valley v. Qwest Communications Corporation*, No. 09-cv-1004 (D.S.D), and Northern Valley's first supplemental production in this matter, both of which were previously forwarded to you. These documents are being produced in agreement with the terms of the Protective Order in this matter.

If any party has any questions or would like a copy of the supplemental document production, please do not hesitate to contact me or our paralegal, Sara Rosinus, at rosinus.sara@arentfox.com.

Sincerely,



G. David Carter

Arent Fox

Cc (with enclosure): Karen Cremer
Bobbi Bourk
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Meredith Moore

**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 LP)
AGAINST SPLITROCK PROPERTIES,)
INC., NORTHERN VALLEY)
COMMUNICATIONS, INC.,)
NORTHERN VALLEY, INC., AND)
CAPITAL TELEPHONE)
COMPANY)

**NORTHERN VALLEY COMMUNICATIONS, LLC'S
FIRST SUPPLEMENTAL RESPONSES TO SPRINT COMMUNICATIONS COMPANY
L.P.'S FIRST SET OF INTERROGATORIES**

Plaintiff Northern Valley Communications, LLC ("Northern Valley"), by and through counsel, and pursuant to S.D. Admin. R. 20:10:01:01.02 and S.D.C.L. §§ 15-6-33 hereby submits its First Supplemental Responses to Sprint's First Set of Interrogatories.

GENERAL OBJECTIONS

Northern Valley's General Objections are incorporated into each of its responses to the discovery requests below as though set forth fully therein.

1. *Privileged Information.* Northern Valley objects to Sprint's discovery Requests to the extent that all or any of them call for the disclosure or production of information or material protected from disclosure by the attorney-client privilege, attorney work product doctrine, trade secret, or any other privilege, immunity, or grounds that protect information from disclosure, including protections for material prepared in anticipation of litigation. Any inadvertent

disclosure of any such information or material is not to be deemed a waiver of any such privilege or protection. Requests that purport to require production of such information and material are oppressive, burdensome and posed to harass. Northern Valley does not intend to waive such objections to the extent any such protected information is disclosed.

2. Relevancy. Northern Valley objects to Sprint's discovery Requests to the extent they seek information that is not relevant to any of the issues in this action, and is not reasonably calculated to lead to the discovery of evidence that is relevant or admissible. In addition, while Northern Valley is producing or has produced information regarding traffic that is interstate in nature in an effort to achieve discovery efficiencies with regard to related cases in the federal district court and at the Federal Communications Commission, it does so without waiver of any objection it may regarding the relevancy and admissibility of that information in this proceeding.

3. Unduly Burdensome. Northern Valley objects to Sprint's discovery Requests to the extent that they are unduly burdensome and oppressive, where the assembly and preparation of a response to them would require an unduly burdensome search for information, especially with respect to such information that may readily be obtained by Sprint from other sources or that is of little or no benefit with respect to the issues in this litigation.

4. Overly Broad/Without Proper Limit. Northern Valley objects to Sprint's discovery Requests to the extent that they are overly broad, duplicative, oppressive, beyond the scope of permissible discovery, or seek information without proper limit as to subject matter or time period. Further, Northern Valley objects to Sprint's discovery Requests to the extent they may encompass persons or entities not parties to this action.

5. Vagueness. Northern Valley objects to Sprint's discovery Requests to the extent that they are vague, ambiguous, insufficiently defined, or overly broad as to time, scope, import,

duration or otherwise or where Northern Valley is unable to determine what information is sought by such discovery Requests, and thus are likely to lead to confusing, misleading, inaccurate or incomplete responses.

6. No Control. Northern Valley objects to Sprint's discovery Requests to the extent they seek information not in the possession, custody or control of Northern Valley.

7. Trade Secret Privilege. Northern Valley objects to Sprint's discovery Requests to the extent they seek trade secrets and other proprietary or confidential business information, including, but not limited to, information related to customer lists, agreements with non-parties and business plans. Northern Valley further objects to Sprint's definitions, instructions, and Requests to the extent that they seek the production of documents that contain confidential or proprietary business information before an appropriate protective order has been entered by the Court.

8. Equally Available. Northern Valley objects to the Requests to the extent that they seek documents that are already in the possession or control of Sprint or its agents or representatives, or that are as equally available to Sprint as they are to Northern Valley.

9. Additional Obligations. Northern Valley objects to Sprint's definitions, instructions, and Requests to the extent that they purport to impose upon Northern Valley any obligations greater than those required by the South Dakota Rules of Procedure in Circuit Court, the rules of the South Dakota Public Utilities Commission, and/or other applicable law. Northern Valley will respond to each Request as it understands it and in compliance with the South Dakota Rules of Procedure in Circuit Court, the rules of the South Dakota Public Utilities Commission, and/or other applicable law, notwithstanding any greater requirements purported to be imposed by Sprint.

10. Use of Reasonable Diligence. By responding that it will produce relevant, responsive and non-privileged documents in its possession, custody or control, Northern Valley does not state or imply that such documents exist, but rather that to the extent such documents exist and can be located by a reasonable search, Northern Valley will produce them. To the extent that Northern Valley does not object to a particular discovery Request, it will use reasonable diligence to locate responsive and reasonably accessible documents.

11. Right to Challenge. To the extent that information is provided, or can be provided in response to properly redrafted discovery Requests, Northern Valley specifically reserves its right to challenge the competency, relevancy, materiality, and admissibility of such information in any subsequent proceeding or hearing, on any motion, or at the trial in this action.

12. Subject to Non-Disclosure. Northern Valley objects to Sprint's definitions, instructions, and Requests to the extent that they seek production of documents that Northern Valley has an obligation, whether pursuant to a confidentiality agreement or a similar agreement or an order of a tribunal, not to disclose.

13. Right to Supplement. Northern Valley reserves the right to supplement, amend or correct its responses upon discovery during the course of this action of further responsive information.

14. Protective Order. Northern Valley reserves the right to and will only produce its documents, including those containing confidential, proprietary, and trade secret information, only upon entry of a suitable Protective Order in this case.

15. Instruction 2. Northern Valley objects to Instruction 2 insofar as it imposes an undue burden on Northern Valley with regard to previous discovery responses already provided to Sprint. Those previous discover responses are equally available to Sprint as they are to Northern

Valley and Sprint has an obligation, which it has failed to meet by making duplicative discovery requests, to refuse to impose an undue burden through its discovery request. Northern Valley will provide discovery response insofar as it has not already done so.

**SPECIFIC SUPPLEMENTAL RESPONSES
AND OBJECTIONS TO INTERROGATORIES**

INTERROGATORY NO. 9: Identify any and all payments you have made related to a Call Connection Service or Call Connection Company (including, for example, any payments to brokers for facilitating agreements with Call Connection Companies or payments based on traffic generated by Call Connection Companies), or which otherwise resulted from or were caused by the calls within the scope of the Complaint or Counterclaim. Identify the dates of all such payments, the way in which such payments were made (i.e., via check, credit, offset, etc.), and the terms of any agreements, understandings or tariff provisions relating to such payments, and the method of calculating the amounts billed or paid, including any associated rates.

RESPONSE: Northern Valley objects to this Interrogatory on the grounds that that phrase “or which otherwise resulted from or were caused by the calls within the scope of the Complaint or Counterclaim” is vague and ambiguous and overly broad. Northern Valley further objects to this Interrogatory on the grounds that it is unduly burdensome to require Northern Valley to set forth a detailed list of each payment, including “dates of all such payments, the way in which such payments were made (i.e., via check, credit, offset, etc.), and the terms of any agreements, understandings or tariff provisions relating to such payments, and the method of calculating the amounts billed or paid, including any associated rates.” Northern Valley further objects insofar as the interrogatory is interpreted to mean anything other than Northern Valley paid a marketing fee to certain entities pursuant to a contract between the parties.

Subject to and without waiving its General and Specific Objections, Northern Valley states that, consistent with S.D.C.L. §§ 15-6-33(c), it has prepared and is producing documents that specifically set forth information regarding the marketing fee payments made to Northern Valley’s customers that Sprint may consider to be Call Connection Companies. Those documents

are being produced simultaneously herewith and are identified by the bates labels NVC00099632 - NVC00099797; NVC00099798 - NVC00099845; NVC00099846 - NVC00100198; NVC00100199 - NVC00100309; NVC00100310 - NVC00100338; NVC00100339 - NVC00100343; NVC00100344; NVC00100345 - NVC00100348; NVC00100349 - NVC00100350; NVC00100351 - NVC00100356; NVC00100357; NVC00100358 - NVC00100359; NVC00100360 - NVC00100363.

By identifying the specific bates numbers above, Northern Valley does not intend to limit its ability to rely upon all of the discovery produced in this matter or to otherwise waive its objections regarding the relevancy of this material to the legal claims and defenses in the case.

Northern Valley further responds by directing Sprint to the ICB contracts it has or did have in place with the conference calling customers, as set forth in response to Interrogatory No. 10 below. Those documents provide the rates and the basis for calculating the marketing fees that Northern Valley paid to its customers.

INTERROGATORY NO. 10: For each service that you provide to any Call Connection Company, identify the terms of any tariff, agreement or understanding pursuant to which the same service is provided by you to others who are not Call Connection Companies. For example, if you provide collocation to Call Connection Companies and also provide it to others who are not Call Connection Companies, state the terms under which collocation is provided to those who are not Call Connection Companies.

RESPONSE: Northern Valley objects to this Interrogatory on the grounds that it seeks information that is neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence, is overly broad, and unduly burdensome. This interrogatory seeks irrelevant information because, under South Dakota law, Northern Valley may provide “whatever discount, incentive, or service” it deems necessary to compete for business, SDCL § 49-31-84, and because, as a small LEC in South Dakota, Northern Valley’s provision of local services have

always been deregulated. State law in South Dakota identifies a host of regulatory obligations that do *not* apply to small “independent telephone companies serving less than fifty thousand local exchange subscribers,” such as Northern Valley. S.D.C.L. § 49-31-5.1 (These small companies are not subject to “chapter 49-11, 49-31-1.1 to 49-31-1.4, including, 49-31-3.1 to 49-31-4.1, inclusive, 49-31-4.3, 49-31-5, and 49-31-6, 49-31-12 to 49-31-12.5, inclusive, and 49-31-44 to 49-31-46, inclusive.”). South Dakota law also provides that “no rate of return or price regulation” shall apply to fully competitive services. S.D.C.L. § 49-31-4. And, as a result of a petition filed in 2003, local exchange services are deemed to be “fully competitive.” *See In the Matter of the Application of Qwest Corporation to Reclassify Local Exchange Services as Fully Competitive*, TC03-357, Order Reclassifying Qwest’s Local Exchange Services as Fully Competitive; Order Approving Settlement Agreement; Notice of Entry (October 29, 2003).

Subject to and without waiving its Specific and General Objections, Northern Valley answers that it negotiated Individual Case Basis (“ICB”) contracts with its customers that provide conference calling services and that the particular services and rates were determined based on the overall needs of the specific customer, such that the service-by-service analysis implied by Sprint’s interrogatory inaccurately reflects the manner in which services were provisioned.

Northern Valley further answers that it has produced the ICB contracts with Call Connection Company customers and is also making a supplemental production that includes relevant agreements simultaneously herewith. Those agreements bear bates numbers including, but not limited to, the following:

NVC00004063 – NVC00004066	NVC00047118 - NVC00047125
NVC00027503 – NVC0027506	NVC00054675 - NVC00054676
NVC00038469 – NVC00035476	NVC00043514 - NVC00043517
NVC00040922 - NVC00040929	NVC00043527
NVC00036207	NVC00068116 - NVC00068123

NVC00042464	NVC00044040 - NVC00044052
NVC00036208	NVC00044053 - NVC00044056
NVC00040932 - NVC00040936	NVC00044643 - NVC00044646
NVC00040937 - NVC00040944	NVC00083527
NVC00040945 - NVC00040952	NVC00086147
NVC00040953 - NVC00040961	NVC00086155
NVC00040975 - NVC00040978	NVC00086158
NVC00040979 - NVC00040980	NVC00086180
NVC00040981	NVC00086184
NVC00033154 - NVC00033161	NVC00086187
NVC00036209	NVC00086197
NVC00033214 - NVC00033226	NVC00086357
NVC00033235 - NVC00033238	NVC00086359
NVC00042466	NVC00086361
NVC00036210	NVC00086363
NVC00042467	NVC00086367
NVC00041302 - NVC00041309	NVC00086370
NVC00041465 - NVC00041472	NVC00086372
NVC00041473 - NVC00041476	NVC00086383
NVC00041667 - NVC00041668	NVC00096546
NVC00041768 - NVC00041780	NVC00097600
NVC00041781 - NVC00041784	NVC00097607
NVC00041785 - NVC00041801	NVC00099410 – NVC00099418
NVC00041994 - NVC00042002	NVC00099419 - NVC00099427
NVC00042003 - NVC00042004	NVC00099428 - NVC00099444
NVC00042023 - NVC00042032	NVC00099445 - NVC00099452
NVC00045342 - NVC00045345	NVC00099453 - NVC00099461
NVC00045350 - NVC00045354	NVC00099462 - NVC00099470
NVC00045637 - NVC00046116	NVC00099471 - NVC00099480
NVC00046119 - NVC00046127	NVC00099584 - NVC00099592
NVC00046778 - NVC00046779	NVC00099593 - NVC00099601

Northern Valley also draws Sprint's attention to the following documents that Sprint may consider responsive to this request:

NVC00041807 - NVC00041809	NVC00042049 - NVC00042050
NVC00041810 - NVC00041811	NVC00097649 - NVC00097651
NVC00041812 - NVC00041813	NVC00097652 - NVC00097653
NVC00041814 - NVC00041815	NVC00097654 - NVC00097655
NVC00041816 - NVC00041817	NVC00097656 - NVC00097657
NVC00041818 - NVC00041819	NVC00097658 - NVC00097659
NVC00041824 - NVC00041826	NVC00097660 - NVC00097661
NVC00041827 - NVC00041828	NVC00097662 - NVC00097663
NVC00041829 - NVC00041830	NVC00097664 - NVC00097665
NVC00041834 - NVC00041836	NVC00097666 - NVC00097667
NVC00041837 - NVC00041838	NVC00097668 - NVC00097669
NVC00041839 - NVC00041840	NVC00097670 - NVC00097671
NVC00041918 - NVC00041920	NVC00097672 - NVC00097673
NVC00041921 - NVC00041922	NVC00097674 - NVC00097675
NVC00041923 - NVC00041924	NVC00097676 - NVC00097677
NVC00041925 - NVC00041926	NVC00097678 - NVC00097680
NVC00041934 - NVC00041935	NVC00097681 - NVC00097682
NVC00041936 - NVC00041937	NVC00097683 - NVC00097684
NVC00041938 - NVC00041939	NVC00097685 - NVC00097687
NVC00041940 - NVC00041941	NVC00097688 - NVC00097690
NVC00041942 - NVC00041943	NVC00097691 - NVC00097693
NVC00041944 - NVC00041945	NVC00097694 - NVC00097695
NVC00041946 - NVC00041947	NVC00100364 - NVC00100365
NVC00041948 - NVC00041949	NVC00100366 - NVC00100367
NVC00041950 - NVC00041951	NVC00100368 - NVC00100370
NVC00041952 - NVC00041953	NVC00100371 - NVC00100372
NVC00041954 - NVC00041955	NVC00100373 - NVC00100377
NVC00041956 - NVC00041957	NVC00100378 - NVC00100379
NVC00041958 - NVC00041959	NVC00100380 - NVC00100381
NVC00041960 - NVC00041961	NVC00100382 - NVC00100383
NVC00041962 - NVC00041963	NVC00100384 - NVC00100386
NVC00041964 - NVC00041965	NVC00100387 - NVC00100389
NVC00041966 - NVC00041967	NVC00100390 - NVC00100392
NVC00042038 - NVC00042040	NVC00100393 - NVC00100395
NVC00042041 - NVC00042042	NVC00100396 - NVC00100397
NVC00042043 - NVC00042044	NVC00100398 - NVC00100400
NVC00042045 - NVC00042046	NVC00100401 - NVC00100404
NVC00042047 - NVC00042048	

Insofar as Northern Valley is producing its relevant, reasonably accessible, non-privileged business records relating to its agreements with any Call Connection Company with which it has done business, and the burden on each party of deriving the answer to this Interrogatory is substantially equal, Northern Valley refers Sprint to those documents under S.D.C.L. §§ 15-6-33(c). By identifying the specific bates numbers above, Northern Valley does not intend to limit its ability to rely upon all of the discovery produced in this matter or to otherwise waive its objections regarding the relevancy of this material to the legal claims and defenses in the case.

INTERROGATORY NO. 11: Provide the total number of access lines. Explain how you have counted lines associated with Call Connection Companies for line reporting purposes. In so doing, identify any filings with any governmental or quasi-governmental body that include revenues derived from Call Connection Companies or lines associated with Call Connection Companies (including any reports made to the Federal Communications Commission, a state public utilities commission, the Universal Service Administrative Company or any tax agency), including identification of the specific part of the filings that reflect such revenues or lines.

RESPONSE: Northern Valley objects because the instruction “Provide the total number of access lines,” is vague, ambiguous, and not reasonably calculated to lead to the discovery of admissible evidence. Northern Valley further objects because the request to identify filings made with the FCC, state commission, and USAC, including specific parts of the filing is unduly burdensome.

Subject to and without waiving its General and Specific Objections, Northern Valley states that it has approximately 9,065 lines, if lines used by conference call providers are included, or approximately 5,265 access lines, if conference calling providers are excluded. Conference calling lines are determined based on the number of ports reserved for these customers.

Northern Valley's North American Numbering Plan Numbering Resource Utilization/Forecast Reports reflect the number of lines being utilized by Northern Valley's customers that provide conference calling services:

NVC00037857 - NVC00037879	NVC00038041 - NVC00038063
NVC00037880 - NVC00037902	NVC00038064 - NVC00038086
NVC00037903 - NVC00037925	NVC00038087 - NVC00038109
NVC00037926 - NVC00037948	NVC00038110 - NVC00038132
NVC00037949 - NVC00037971	NVC00063117 - NVC00063139
NVC00037972 - NVC00037994	NVC00063141 - NVC00063163
NVC00037995 - NVC00038017	NVC00063168 - NVC00063190
NVC00038018 - NVC00038040	NVC00063298 - NVC00063320

Further, Northern Valley's CABS revenues related to conference call customers are included Northern Valley's FCC Form 499 reports as part of its CABS revenue. *See* NVC00037759- NVC00037823.

Insofar as Northern Valley is producing its relevant, reasonably accessible, non-privileged business records, and the burden on each party of deriving the answer to this Interrogatory is substantially equal, Northern Valley refers Sprint to those documents under S.D.C.L. §§ 15-6-33(c). By identifying the specific bates numbers above, Northern Valley does not intend to limit its ability to rely upon all of the discovery produced in this matter or to otherwise waive its objections regarding the relevancy of this material to the legal claims and defenses in the case.

Dated: April 28, 2011


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*Counsel for Northern Valley
Communications, LLC*

CERTIFICATION

On behalf of Northern Valley Communications, LLC, I certify under penalty of perjury that the foregoing answers are true and correct to the best of my personal knowledge and/or the information available to Northern Valley.

Dated: April ~~28~~²⁹, 2011


James Graft, CEO
Northern Valley Communications, LLC

CERTIFICATE OF SERVICE

The undersigned certifies that on this 28th day of April, 2011, a copy of NORTHERN VALLEY COMMUNICATIONS, LLC'S FIRST SUPPLEMENTAL RESPONSES AND OBJECTIONS TO SPRINT COMMUNICATIONS COMPANY L.P.'S FIRST SET OF INTERROGATORIES was served via email and U.S. Mail to:

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