

# Exhibit D

## Carter, David

---

**From:** Schenkenberg, Philip [PSchenkenberg@Briggs.com]  
**Sent:** Tuesday, March 27, 2012 5:10 PM  
**To:** Carter, David  
**Cc:** Buntrock, Ross; James M. Cremer; Lawson, William [LEG]; Browning, Diane C [GA]  
**Subject:** RE: 3.19.12 Letter to Sprint re 30(b)(6) Deposition

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

David,

I am responding to your March 19 letter, and your March 20 email. As you know, I was out of town last week. Sprint does not intend to file a motion for protective order to be heard on April 10 with respect to deposition topics previously identified by Northern Valley. At this point, it is not practical for those to be heard during that meeting, and it seems that the Commission already has a great deal before it. Moreover, it does seem likely that disputes can be narrowed based on what the Commission does with the pending motions.

Despite what the parties have previously discussed, I don't believe you are suggesting that Sprint would somehow waive its right to file a motion for protective order by failing to do so before the April 10 meeting. Nor would any suggestion have merit. There is no deadline requiring such a motion to be filed, and at this point all we have is a list of topics that were served in November attached to a deposition notice that was later withdrawn. There is technically nothing pending.

We were hoping that in response to our February meeting and conference and my March 6 letter, you and your client would be willing to engage in a productive discussion on these issues. Your current position, that deposition topics do not need to be relevant to the claims and defenses in the case, makes that difficult. I take it from the March 6 letter that Northern Valley is uninterested in making any further concessions, or in tying topics to claims, until the pending motions are heard.

We do acknowledge that Northern Valley would be within its rights to serve deposition notices at this time, despite its prior statements that it wished to await ruling on its motion to compel and any required production. I am unable to provide dates certain at this time (in part because we do not know who all will serve as the company witness on various topics, which will depend on which topics Sprint is required to prepare for). I can say that it will be difficult or impossible to schedule depositions until late May. Regina Roach, who will take a number of topics, is working from home through April. She is then scheduled to be in hearings with me in Minnesota in the Tekstar case the week of May 7. We are willing to work with you to target dates between May 21 and June 8 to conduct these depositions. This would, of course, be subject to continuing negotiations, and perhaps a motion, with respect to the scope of the topics, following the April 10 hearing.

Thank you for your consideration.

Phil Schenkenberg  
Briggs and Morgan, P.A.  
Direct 612.977.8246  
Fax 612.977.8650  
pschenkenberg@briggs.com  
2200 IDS Center  
80 South 8th Street  
Minneapolis, MN 55402

Admitted in Minnesota and Iowa

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

From: Carter, David [mailto:Carter.David@ARENTFOX.COM]  
Sent: Tuesday, March 20, 2012 2:54 PM  
To: Schenkenberg, Philip  
Cc: Buntrock, Ross; James M. Cremer; Lawson, William [LEG]  
Subject: RE: 3.19.12 Letter to Sprint re 30(b)(6) Deposition

Phil - as you know, and as articulated in my letter, I asked whether you thought it would be productive to proceed with the motion for protective order in conjunction with the other motions, to which you respond that it would be productive. You also correctly pointed out that it would be far more efficient to handle all of the motions at the same time. Accordingly, after considering that point of view, I ultimately agreed with you that we would proceed on these motions in tandem to avoid delay.

Further, the reason for the "sudden deadline," as expressed in my letter, is Sprint's decision to abandon its efforts to resolve issues regarding the deposition notice. If Sprint is not going to seek a protective order, that's its right, but in the absence of a protective order, as you've observed, we're entitled to expect Sprint's witnesses to be fully prepared for the deposition.

Nevertheless, since you are out of the office on vacation, we can wait until Monday the 26th to hear from you on deposition dates.

Enjoy your vacation.

David

David Carter  
Attorney

Arent Fox LLP | Attorneys at Law  
1050 Connecticut Avenue, NW  
Washington, DC 20036-5339  
202.857.8972 Direct | 202.857.6395 Fax  
carter.david@arentfox.com | www.arentfox.com

CONFIDENTIALITY NOTICE: This e-mail and any attachments are for the exclusive and confidential use of the intended recipient. If you received this in error, please do not read, distribute, or take action in reliance upon this message. Instead, please notify us immediately by return e-mail and promptly delete this message and its attachments from your computer system. We do not waive attorney-client or work product privilege by the transmission of this message.

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

From: Schenkenberg, Philip [mailto:PSchenkenberg@Briggs.com]  
Sent: Tuesday, March 20, 2012 9:24 AM  
To: Carter, David  
Cc: Buntrock, Ross; James M. Cremer; Lawson, William [LEG]  
Subject: RE: 3.19.12 Letter to Sprint re 30(b)(6) Deposition

David,

I will pass on your request, but as I think you know I am out on vacation this week and can't promise a response by this Friday. Nor do understand the reason for the sudden deadline. I have understood you to say you wanted to set these for after the Commission's decision on the motion to compel.

Phil

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

From: Carter, David [mailto:Carter.David@ARENTFOX.COM]  
Sent: Monday, March 19, 2012 5:06 PM  
To: Schenkenberg, Philip  
Cc: Buntrock, Ross; James M. Cremer; Lawson, William [LEG]  
Subject: 3.19.12 Letter to Sprint re 30(b)(6) Deposition

Phil - please see the attached letter.

David Carter  
Attorney

Arent Fox LLP | Attorneys at Law  
1050 Connecticut Avenue, NW  
Washington, DC 20036-5339  
202.857.8972 Direct | 202.857.6395 Fax  
carter.david@arentfox.com | www.arentfox.com

CONFIDENTIALITY NOTICE: This e-mail and any attachments are for the exclusive and confidential use of the intended recipient. If you received this in error, please do not read, distribute, or take action in reliance upon this message. Instead, please notify us immediately by return e-mail and promptly delete this message and its attachments from your computer system. We do not waive attorney-client or work product privilege by the transmission of this message.

IRS Circular 230 disclosure: To ensure compliance with requirements imposed by the IRS, we inform you that, unless expressly stated otherwise, any U.S. federal tax advice contained in this communication (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of (i) avoiding penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

---

This email has been scanned for all viruses by the MessageLabs SkyScan service.  
(<http://www.messagelabs.com>)

---

CONFIDENTIALITY NOTICE: The information contained in this e-mail communication and any attached documentation may be privileged, confidential or otherwise protected from disclosure and is intended only for the use of the designated recipient(s). It is not intended for transmission to, or receipt by, any unauthorized person. The use, distribution, transmittal or re-transmittal by an unintended recipient of this communication is strictly prohibited without our express approval in writing or by e-mail. If you are not the intended recipient of this e-mail, please delete it from your system without copying it and notify the above sender so that our e-mail address may be corrected.

Receipt by anyone other than the intended recipient is not a waiver of any attorney-client or work-product privilege.

---

This email has been scanned for all viruses by the MessageLabs SkyScan service.  
(<http://www.messagelabs.com>)

---

IRS Circular 230 disclosure: To ensure compliance with requirements imposed by the IRS, we inform you that, unless expressly stated otherwise, any U.S. federal tax advice contained in this communication (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of (i) avoiding penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

---

This email has been scanned for all viruses by the MessageLabs SkyScan service.  
(<http://www.messagelabs.com>)

---

CONFIDENTIALITY NOTICE: The information contained in this e-mail communication and any attached documentation may be privileged, confidential or otherwise protected from disclosure and is intended only for the use of the designated recipient(s). It is not intended for transmission to, or receipt by, any unauthorized person. The use, distribution, transmittal or re-transmittal by an unintended recipient of this communication is strictly prohibited without our express approval in writing or by e-mail. If you are not the intended recipient of this e-mail, please delete it from your system without copying it and notify the above sender so that our e-mail address may be corrected. Receipt by anyone other than the intended recipient is not a waiver of any attorney-client or work-product privilege.

---

This email has been scanned for all viruses by the MessageLabs SkyScan service.  
(<http://www.messagelabs.com>)

---