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November 1, 2005

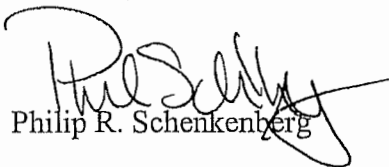
Ms. Kathy Hammond
United States Clerk of Court
225 South Pierre Street
Suite 405
Pierre, South Dakota 57501

**Re: Verizon Wireless, et al. v. State of South Dakota, et al.
Court File No. 04-03014**

Dear Ms. Hammond:

In connection with our filing dated October 28, 2005 in connection with the above-referenced matter, I am enclosing the original and one copy of the Affidavit of Doug Miller in Support of Plaintiffs' Motion for Protective Order.

Very truly yours,


Philip R. Schenkenberg

PRS/smo

Enclosure

cc: Charon Phillips
Gene Lebrun
Darla Pollman Rogers
Roylayne Ailts Wiest

FILED
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[Signature]
CLERK

**UNITED STATES DISTRICT COURT
DISTRICT OF SOUTH DAKOTA
CENTRAL DIVISION**

Verizon Wireless (VAW) LLC,
CommNet Cellular License Holding, LLC,
Missouri Valley Cellular, Inc.,
Sanborn Cellular, Inc., and
Eastern South Dakota Cellular, Inc.,
d/b/a VERIZON WIRELESS,

Plaintiffs,

vs.

Bob Sahr, Gary Hanson, and Dustin
Johnson, in their official capacities as
the Commissioners of the South Dakota
Public Utilities Commission,

Defendants,

South Dakota Telecommunications Ass'n
and Venture Communications Cooperative,

Intervenors.

Civil Number 04-3014

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SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

**AFFIDAVIT OF DOUG MILLER
IN SUPPORT OF PLAINTIFFS'
MOTION FOR PROTECTIVE ORDER**

STATE OF Kansas)
) ss:
COUNTY OF Johnson)

Doug Miller, being first duly sworn on oath, states as follows:

1. I am employed by Verizon Wireless (VAW) LLC as Manager – RF Design Engineering. In this capacity I have personal knowledge of the matters set forth in this affidavit and am authorized to make this affidavit on behalf Verizon Wireless (VAW) LLC, CommNet Cellular License Holding, LLC, Missouri Valley Cellular, Inc., Sanborn Cellular, Inc., and

Eastern South Dakota Cellular, Inc., d/b/a VERIZON WIRELESS (collectively, "Verizon Wireless" or the "Companies").

2. Verizon Wireless is seeking a Protective Order that affords confidential treatment to maps depicting Verizon Wireless' cell site locations in and around the State of South Dakota, and the signal propagation of these cell site locations. These maps will be exhibits to an affidavit filed with the Court in support of Verizon Wireless' motion for summary judgment.

3. I am familiar with Verizon Wireless' policies concerning information security and confidentiality, and thus have knowledge concerning how these policies are applicable to Verizon Wireless' cell site location and signal propagation maps.

4. Trade secret information is subject to protection from disclosure pursuant to Fed. R. Civ. P. 26(c)(7). Verizon Wireless considers its cell site location and signal propagation maps to be proprietary, confidential trade secret information, and thus Verizon Wireless seeks a protective order to ensure that this information is not made available to its competitors. If disclosed, this information could harm Verizon Wireless. This affidavit is submitted in support of Verizon Wireless' Motion for a Protective Order seeking confidential treatment of the Companies' cell site location and signal propagation maps.

5. The maps Verizon Wireless proposes to file contain proprietary business and technical information relating to the Companies' network and network coverage in the State of South Dakota. This information was gathered from internal engineering and network planning sources at Verizon Wireless. The maps show the precise locations of Verizon Wireless' cell sites in and around the State of South Dakota and the current signal strength of those cell sites. Disclosure of these maps would reveal proprietary and confidential information regarding

Verizon Wireless' network infrastructure and the Companies' competitive position in the State of South Dakota.

6. The detailed information contained in the maps is known only to authorized Verizon Wireless employees involved in the planning and maintenance of Verizon Wireless' network. This information has been classified as "confidential" according to Verizon Wireless' internal data security policies. The cell site location and signal propagation maps are not provided to the general public. These steps are reasonable, especially considering the economic and competitive importance of the information contained in the maps.

7. The information contained in the cell site location and signal propagation maps is not available from other sources. The information used in generating these maps was gathered and compiled from internal sources and systems at Verizon Wireless that are considered confidential and only accessible by authorized Verizon Wireless employees. No third party could gather and compile the information necessary to generate these maps except through improper means.

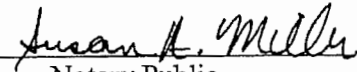
8. *The cell site location and signal propagation maps constitute trade secrets because the maps are commercial information that, if disclosed, could provide economic value to other telecommunications carriers in the marketplace and cause substantial competitive harm to Verizon Wireless. This is the case because the maps indicate the location and signal strength of Verizon Wireless' cell sites, the location of the Companies' customers, and the focus of the its marketing efforts in the State of South Dakota. Disclosure of this information would grant competitors an inside view of the Companies' network facilities, network capabilities, and marketing strategies - all of which could be used to competitors' advantage.*

FURTHER YOUR AFFIANT SAYETH NOT.



Doug Miller

Subscribed and sworn to before me
this 28 day of October, 2005.



Notary Public

1826870v2

Expires: 10-17-09