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October 28, 2005

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SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION

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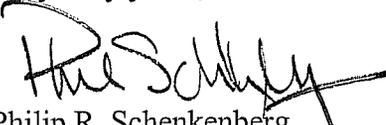
**Re: Verizon Wireless et al. v. State of South Dakota et al.  
Court File No. 04-3014**

Dear Counsel:

Enclosed and served upon you please find the following documents in connection with the above-referenced matter:

- Plaintiffs' Unopposed Motion for Protective Order;
- Plaintiffs' Notice of Motion for Protective Order;
- Memorandum in Support of Plaintiffs' Motion for Protective Order;
- Affidavit of Doug Miller in Support of Plaintiffs' Motion for Protective Order;  
and
- [Proposed] Order Granting Plaintiffs' Motion for Protective Order.

Very truly yours,



Philip R. Schenkenberg

PRS/smo

Enclosures

cc: Charon Philips  
Gene Lebrun

**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

**PLAINTIFFS' UNOPPOSED MOTION  
FOR PROTECTIVE ORDER**

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**PLEASE TAKE NOTICE** Plaintiffs 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") hereby moves the Court for a Protective Order, pursuant to Fed. R. Civ. P. 26(c)(7), to protect the following proprietary and confidential trade secret information which will be filed with the Court as exhibits in support of Verizon Wireless' motion for summary judgment: maps depicting Verizon Wireless' cell site locations in and around the State of South Dakota and the signal propagation of these cell site locations.

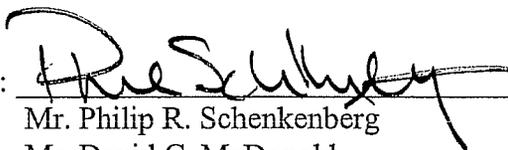
Verizon Wireless brings this motion on the grounds that the Companies' cell site location and signal propagation maps contain protected proprietary and confidential trade secret information that, if disclosed or made public, could severely harm Verizon Wireless' economic and competitive position in the telecommunications marketplace in the State of South Dakota.

Moreover, the parties to this action have determined that certain documents and information produced or to be produced during this litigation should be kept confidential in order to protect the legitimate business interests of the parties, their customers, and their business partners. Accordingly, Defendants and Intervenors do not oppose this motion.

Verizon Wireless respectfully requests that the Court enter a Protective Order affording confidential treatment to the Companies' trade secret information contained in the Companies' cell site location and signal propagations maps without delay.

DATED this 28<sup>th</sup> day of October, 2005.

BRIGGS AND MORGAN, P.A.

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