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January 6, 2010

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VIA FEDERAL EXPRESS

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
9300 East Hampton Drive
Capitol Heights, MD 20743

**Re: WC Docket No. 09-197
Eligible Telecommunications Carrier Certification and 2009 Annual Report
of Alltel Communications, LLC for the State of North Carolina
Supplemental Filing**

Dear Ms. Dortch:

Alltel Communications, LLC ("Alltel") hereby submits the original and four (4) copies of the following supplemental information to the annual report required by Commission Rule 47 C.F.R. § 54.209:

- PUBLIC VERSION OF ELIGIBLE TELECOMMUNICATIONS CARRIER CERTIFICATION AND 2009 ANNUAL REPORT OF ALLTEL COMMUNICATIONS, LLC FOR THE STATE OF NORTH CAROLINA – SUPPLEMENTAL FILING
 - Public Version of Supplement to Confidential Exhibit B-1 – Progress Report on 2008 Service Improvement Plan previously filed with the Commission with revised maps
 - Public Version of Supplement to Confidential Exhibit C – Outage Report for period January 1, 2008 through December 31, 2008
- (separate marked envelope) CONFIDENTIAL VERSION OF ELIGIBLE TELECOMMUNICATIONS CARRIER CERTIFICATION AND 2009 ANNUAL REPORT OF ALLTEL COMMUNICATIONS, LLC FOR THE STATE OF NORTH CAROLINA – SUPPLEMENTAL FILING
 - Supplement to Confidential Exhibit B-1 – Progress Report on 2008 Service Improvement Plan previously filed with the Commission with revised maps

Marlene H. Dortch, Secretary
 January 6, 2010
 Page 2

- o Supplement to Confidential Exhibit C – Outage Report for period January 1, 2008 through December 31, 2008
- REQUEST FOR CONFIDENTIAL TREATMENT OF EXHIBITS TO ELIGIBLE TELECOMMUNICATIONS CARRIER CERTIFICATION AND 2009 ANNUAL REPORT OF ALLTEL COMMUNICATIONS, LLC FOR THE STATE OF NORTH CAROLINA – SUPPLEMENTAL FILING

Alltel’s Request for Confidential Treatment pursuant to 47 C.F.R. §§ 0.457(d) and 0.459 is made with respect to the Supplements to Confidential Exhibits B-1 and C. These confidential materials are enclosed in a separate, marked envelope.

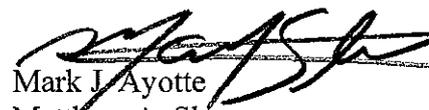
Please be advised that the Supplement to Confidential Exhibit B-1 relates to certain areas that will be divested and which are currently being managed by a Management Trustee. As a result, additional maps as part of the Supplement to Confidential Exhibit B-1 will be filed under separate cover by Trust Counsel.

These filings are submitted for the study areas listed below:

State	Spin	Study Area Code	Study Area Name
NC	143008900	239003	Alltel Communications, LLC
NC	143008900	239001	Alltel Communications, LLC

If you have any questions, please contact me.

Respectfully submitted,


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cc: Universal Service Administrative Company
 (via email – hccerts@usac.org) (public version only)
 Nicholas Degani – FCC
 (via email – nicholas.degani@fcc.gov) (confidential version only)
 Alltel Communications, LLC
 Barbara Bonds (w/o Supplement to Confidential Exhibit B-1)

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)	
)	
Federal-State Joint Board on)	WC Docket No. 09-197
Universal Service)	

**REQUEST FOR CONFIDENTIAL TREATMENT
OF EXHIBITS TO ELIGIBLE TELECOMMUNICATIONS CARRIER
CERTIFICATION AND 2009 ANNUAL REPORT OF ALLTEL COMMUNICATIONS,
LLC FOR THE STATE OF NORTH CAROLINA
SUPPLEMENTAL FILING**

January 6, 2010

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ATTORNEYS FOR ALLTEL
COMMUNICATIONS, LLC

For the reasons stated herein, Alltel Communications, LLC (“Alltel” or the “Company”) hereby requests that the Supplement to **Confidential Exhibit B-1** (Progress Report on 2008 Service Improvement Plan previously filed with the Commission) and the Supplement to **Confidential Exhibit C** (Outage Report for period January 1, 2008, through December 31, 2008), to the attached Supplemental Filing – Eligible Telecommunications Carrier Certification and 2009 Annual Report of Alltel Communications, LLC for the State of North Carolina, be treated as confidential and not routinely available for public inspection pursuant to 47 C.F.R. §§ 0.457(d) and 0.459. Redacted copies of **Confidential Exhibit B-1** and **Confidential Exhibit C** are being filed separately today for inclusion in the public record.

The Supplements to **Confidential Exhibit B-1** and **Confidential Exhibit C** contain information that qualifies as “commercial or financial information” that “would customarily be guarded from competitors,” regardless of whether or not such materials are protected from disclosure by a privilege. *See* 47 C.F.R. § 0.457(d); *see also Critical Mass Energy Project v. NRC*, 975 F.2d 871, 879 (D.C. Cir. 1992) (“[W]e conclude that financial or commercial information provided to the Government on a voluntary basis is ‘confidential’ for the purpose of Exemption 4 if it is the kind that would customarily not be released to the public by the person from whom it was obtained.”).

The confidential information contained in the Supplement to **Confidential Exhibit B-1** relates to the status of infrastructure expenditures and capital improvements by Alltel in its designated area in North Carolina. The information is provided in response to the Wireline Competition Bureau’s request for a more detailed description of variances between Alltel’s 2008 projected service improvements as compared to actual expenses, including more detailed signal coverage maps showing smaller geographic areas, labeled wire centers and the locations of

projects completed and projected for 2008, 2009 and 2010. The Supplement to **Confidential Exhibit B-1** includes fourteen (14) signal coverage maps that illustrate, among other things, the location of historical and projected infrastructure improvements in the designated area.

The Supplement to **Confidential Exhibit B-1** contains sensitive information that if disclosed could place Alltel at a competitive disadvantage, including specific information regarding capital expenditures and future construction projections that warrant protection under 47 C.F.R. § 0.459. Alltel would be placed at a significant disadvantage if this information were revealed to competing service providers, who stand to benefit competitively from any knowledge of the redacted commercial and financial information included in these materials. If the redacted commercial and financial information were disclosed to competitors of Alltel, they could use such information to compete against Alltel or take other action that would place the Company at a substantial competitive disadvantage. In addition, Alltel's future ability to negotiate with vendors could be prejudiced by the disclosure of this information. The redacted material is not and has not previously been made available to the public, and Alltel has taken internal precautions to ensure that such information is not disclosed to the public.

The Commission has previously determined that information relating to a Service Improvement Plan is "Confidential" and has granted a Protective Order to allow access and to protect against the dissemination of such "Confidential" information.¹ The Commission

¹ See *In the Matter of High-Cost Universal Service Support, Federal-State Joint Board on Universal Service, Alltel Communications, Inc. et al. Petitions for Designation as Eligible Telecommunications Carriers, RCC Minnesota, Inc. and RCC Atlantic, Inc. New Hampshire ETC Designation Amendment*, WC Docket 05-337, CC Docket 96-45, Order, FCC 08-122 (rel. May 1, 2008); *In the Matter of Federal-State Joint Board on Universal Service, RCC Holdings, Inc. Petition for Designation as an Eligible Telecommunications Carrier*, CC Docket 96-45, Order, DA 02-3181 (rel. Nov. 27, 2002).

routinely grants Protective Orders to protect the confidentiality of such information.² Since the information in the Supplement to **Confidential Exhibit B-1** is a detailed report and maps on Alltel's previously filed Service Improvement Plan, they should be afforded "Confidential" status.

Finally, the Supplement to **Confidential Exhibit C** contains highly sensitive network outage information required by 47 C.F.R. § 54.209(a). Specifically, the Bureau has requested the number of customers potentially affected with the location of a specific outage previously reported in Alltel's 2009 Annual Report. Commission Rule 54.209(a) was modeled on the outage reporting requirements in 47 C.F.R. Part 4. When it adopted the Part 4 reporting requirements, the Commission found that such data presents national security and competitive concerns and should be deemed confidential when filed with the Commission. *In the Matter of New Part 4 of the Commission's Rules Concerning Disruptions to Communications*, ET Docket No. 04-35, *Report and Order and Further Notice of Proposed Rulemaking*, FCC 04-188, ¶ 3 (rel. Aug. 19, 2004) ("This data, though useful for the analysis of past and current outages in order to increase the reliability and security of telecommunications networks in the future, could be used by hostile parties to attack those networks, which are part of our Nation's critical information infrastructure. The disclosure of outage reporting information to the public could present an unacceptable risk of more effective terrorist activity. We therefore will treat the information that

² See *In the Matter of Federal-State Joint Board on Universal Service Petition of Cingular Wireless, LLC for Designation as an Eligible Telecommunications Carrier in the State of Georgia*, CC Docket No. 96-45, Order, DA 07-3627, ¶¶ 1-3 (rel. Aug. 15, 2007); *In the Matter of Federal-State Joint Board on Universal Service NEP Cellcorp, Inc. Application for Designation as an Eligible Telecommunications Carrier in the Commonwealth of Pennsylvania*, CC Docket No. 96-45, Order, DA 07-3628, ¶ 2 (rel. Aug. 15, 2007); *In the Matter of Federal-State Joint Board on Universal Service Petition of Centennial USVI Operations Corp. Petition for Designation as an Eligible Telecommunications Carrier in the United States Virgin Islands*, CC Docket No. 96-45, Order, DA 07-3979, ¶ 2 (rel. Sept. 20, 2007).

will be provided as confidential.”). The information in the Supplement to **Confidential Exhibit C** is entitled to be treated as confidential for these same reasons.

Respectfully submitted,

January 6, 2010



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ATTORNEYS FOR ALLTEL
COMMUNICATIONS, LLC

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**PUBLIC VERSION
CONFIDENTIAL VERSION FILED UNDER SEPARATE COVER**

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)
) **WC Docket No. 09-197**
Federal-State Joint Board on)
Universal Service)

**ELIGIBLE TELECOMMUNICATIONS CARRIER CERTIFICATION
AND 2009 ANNUAL REPORT OF
ALLTEL COMMUNICATIONS, LLC
FOR THE STATE OF NORTH CAROLINA**

SUPPLEMENTAL FILING

Background

47 C.F.R. § 54.209(a) requires a common carrier designated by the Commission as an ETC pursuant to Section 214(e)(6) of the Act to annually report certain information no later than October 1 of each calendar year. In satisfaction of the Commission's annual reporting requirement, Alltel Communications, LLC ("Alltel") submitted its Annual Report on October 1, 2009 for the period January 1, 2008 through December 31, 2008 (the "Annual Report"). On December 1, 2009, Alltel received a request from the Wireline Competition Bureau ("WCB") seeking additional information relating to its Annual Report. Alltel respectfully submits this Supplemental Filing in response to the WCB's December 1, 2009 request for additional information.

The information contained in this filing represents commercial and financial trade secrets regarding Alltel's network build-out plans and other matters that are highly sensitive due to the competitive nature of the commercial wireless industry. Accordingly, contemporaneous with this filing, Alltel is making a filing to request that the Commission treat this data as confidential and withhold it from public inspection, pursuant to Sections 0.457(d)(1) and 0.459 of the rules.

PUBLIC VERSION
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Progress Report on Service Improvement Plan

47 C.F.R. § 54.209(a)(1) requires an ETC to file a progress report on its Service Improvement Plan. 47 C.F.R. § 54.209(a)(1) specifically requires:

A progress report on its five-year service quality improvement plan, including maps detailing its progress towards meeting its plan targets, an explanation of how much universal service support was received and how it was used to improve signal quality, coverage, or capacity, and an explanation regarding any network improvement targets that have not been fulfilled. The information shall be submitted at the wire center level.

Alltel submitted a progress report on its Service Improvement Plan for the period January 1, 2008 through December 31, 2008 as Confidential Exhibit B-1 to the Annual Report. Alltel's progress report included a map detailing the Company's progress toward meeting its plan targets in 2008, an explanation of how much universal service support was received in 2008 and how it was used to improve signal quality, coverage or capacity on a wire center-by-wire center basis in 2008 and an explanation regarding network improvement targets that were not met. On December 1, 2009 the WCB requested additional details relating to the projected compared to actual expenses in 2008. The attached Supplement to Exhibit B-1 provides a more detailed description that explains the variances between its 2008 projected compared to actual expenses.

Alltel's progress report also included a map detailing the Company's progress toward meeting its plan targets. The map submitted by Alltel as part of Confidential Exhibit B-1 identified (a) the ETC designated wire centers; (b) signal coverage at the end of calendar year 2008 (including signal coverage enhancements from projects completed in 2008); and (c) the coverage enhancement projects that were worked on during calendar year 2008. The WCB requested that Alltel provide the following: (a) signal coverage maps focused on a smaller geographic area; (b) the depiction and labeling of ETC designated wire centers; and (c) the

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identification of not just projects completed in 2008 but also projects completed in 2009 and projects projected for 2010.

Attached to this Supplemental Filing are revised maps as Supplement to Confidential Exhibit B-1. While Confidential Exhibit B-1 to the Annual Report did not reflect the enhanced coverage that has now been accomplished by the integration of the Alltel and Verizon Wireless networks (because it did not occur in 2008), Supplement to Confidential Exhibit B-1 reflects the coverage that resulted from the integration of such networks and the network enhancement projects that were completed in 2009. A supplement to the maps with respect to the markets that will be divested is being filed separately by the Trustee operating those properties. The “coverage enhancement projects” reflected on the maps attached to Supplement to Confidential Exhibit B-1 and identified as such in the legend of the coverage maps include projects that enhanced capacity and projects that enhanced coverage.

Outage Reporting

47 C.F.R. § 54.209(a)(2) requires an ETC to annually report network outages within its ETC designated area. 47 C.F.R. § 54.209(a)(2) requires an ETC to report any outage lasting at least 30 minutes that potentially affects at least ten percent of the end users served in a designated service area or an outage that affects a 911 special facility. In addition, the rule generally requires an ETC to report the number of customers affected by the outage.

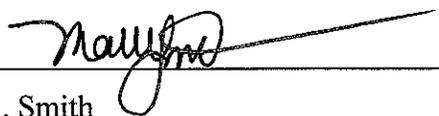
Alltel submitted outage reports as Confidential Exhibit C to the Annual Report. Alltel reported a 911 facility outage regardless of whether customers were affected by the outage. The Alltel network includes redundancies to ensure the network can operate in emergency situations. Therefore, there may have been no customers affected by the reported 911 outage. The WCB, however, requested that Alltel identify the number of customers that were “potentially” affected by the reported 911 outage.

Alltel submitted outage reports as Confidential Exhibit C to the Annual Report. Alltel reported a 911 facility outage regardless of whether customers were affected by the outage. The Alltel network includes redundancies to ensure the network can operate in emergency situations. Therefore, there may have been no customers affected by the reported 911 outage. The WCB, however, requested that Alltel identify the number of customers that were "potentially" affected by the reported 911 outage.

Again, while it is has designed redundancies into its network and no customers may have been affected by the reported 911 outage, the number of customers who, as of December 31, 2008, had a billing address in each wire center associated with the location of the specific reported outage is reported on Supplement to Confidential Exhibit C.

Respectfully submitted,

Alltel Communications, LLC

By 
Mark R. Smith
Assistant Secretary

Confidential Exhibits Attached

By Barbara Bonds
Barbara Bonds
Trust Counsel
Alltel Communications, LLC by Management Trust

**PUBLIC VERSION
CONFIDENTIAL VERSION FILED UNDER SEPARATE COVER**

Alltel Communications, LLC¹
Supplement to Confidential EXHIBIT B-1

**THIS EXHIBIT IS WITHHELD FROM THE PUBLIC COPY
AS THE FILER HAD REQUESTED CONFIDENTIAL TREATMENT**

¹ The information included in this supplement concerns Alltel Communications, LLC operations during calendar year 2008. As a condition of approval for Alltel's merger with Verizon Wireless, certain properties in North Carolina were subsequently required to be divested. Alltel's retain markets have been assigned Study Area Code (SAC) 239003. The divested markets have been assigned SAC 239001.

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Alltel Communications, LLC²
Supplement to Confidential Exhibit B-1

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² The information included in this supplement concerns Alltel Communications, LLC. As a condition of approval for Alltel's merger with Verizon Wireless, certain properties in North Carolina were subsequently required to be divested. Alltel's retain markets have been assigned Study Area Code (SAC) 239003. The divested markets have been assigned SAC 239001.

**PUBLIC VERSION
CONFIDENTIAL VERSION FILED UNDER SEPARATE COVER**

Alltel Communications, LLC³
Supplement to Confidential Exhibit C

North Carolina

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2448054v1

³ The information included in this supplement concerns Alltel Communications, LLC operations during calendar year 2008. As a condition of approval for Alltel's merger with Verizon Wireless, certain properties in North Carolina were subsequently required to be divested. Alltel's retain markets have been assigned Study Area Code (SAC) 239003. The divested markets have been assigned SAC 239001.