

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

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In Re: *Application of BellSouth Telecommunications, Inc. d/b/a AT&T
Tennessee for a State-Issued Certificate of Franchise Authority*

Docket No. 08-00115

AFFIDAVIT OF GREGG F. MORTON

STATE OF TENNESSEE

COUNTY OF DAVIDSON

I, Gregg F. Morton, state as follows:

A. Identification of Affiant and Application Fee

1. Affidavit is Made by Officer of Applicant Consistent with Section 6(c) of the Competitive Cable and Video Services Act (the "Act").

My name is Gregg F. Morton. I am employed by BellSouth Telecommunications, Inc. d/b/a AT&T Tennessee (AT&T), where my title is President – Tennessee. I am an officer of AT&T, and I am authorized to make this affidavit on behalf of applicant AT&T.

2. Application Fee for Service Area with Population of Over 2,000,000 as Set Forth in Section 6(b)(1) of the Act.

AT&T submits the maximum application fee of \$15,000 with this application on the basis of the population, as reflected by the most recent decennial census, of the areas contained within Exhibit A.

B. Required Information and Affirmations

1. Compliance with Laws Consistent with Section 6(c)(1) of the Act.

AT&T agrees to comply with all applicable federal and state laws and regulations to the extent that such state laws and regulations are not in conflict with or superceded by the provisions of the Act or other applicable law and will timely file with the FCC all forms required by the FCC in advance of offering video service or cable services.

2. Description of Municipalities and Unincorporated Areas Within Counties to be Served in Whole or in Part, Consistent with Section 6(c)(2) of the Act.

AT&T attaches as Exhibit A to this affidavit, and hereby incorporates by reference, its written description of the municipalities and unincorporated areas within counties to be served, in whole or in part, by AT&T. AT&T's service area within each identified municipality or county shall be limited to its wireline telecommunications footprint. The geographic boundaries of AT&T's wireline telecommunications footprint is set forth in Tariff M, Rate and Service Areas, and is hereby incorporated by reference.

3. Intent to Serve Consistent with Section 6(c)(3) of the Act.

AT&T intends to begin to offer video service for purchase in each of the areas identified in Exhibit A within 24 months of the date of issuance of a state-issued Certificate of Franchise Authority.

4. Indemnity Consistent with Section 6(c)(4) of the Act.

AT&T agrees to indemnify and hold harmless, in accordance with Section 19 of Public Chapter 932, the state, municipality, county, and any employee or representative of the state, municipality or county as well as any political subdivision, individually and collectively, referred to in Section 19 of the Act as "indemnatee".

5. Contact Information Consistent with Section 6(c)(5) of the Act.

AT&T Tennessee's principal place of business is 675 West Peachtree Street, Atlanta, Georgia 30375. The principal executive officers are as follows:

Harry Lightsey	President & CEO
Robert D. Daniel	Sr. VP – Consumer Markets
Gary M. Ludgood	Sr. VP – Network Services (Southeast)
John D. Irwin	Sr. VP – Network Communications Services
Martin E. Grambow	Sr. VP & General Counsel
Jonathan P. Klug	Sr. VP & Treasurer
Gregg F. Morton	President-TN

AT&T Tennessee may be represented before the Tennessee Regulatory Authority by Gregg Morton, Guy Hicks, Joelle Phillips, Paul Stinson, and/or Kathy Sager.

6. AT&T has the Managerial, Financial and Technical Qualifications to Provide Video Service Consistent with Sections 6(c)(6) and 6(d)(2) of the Act.

Pursuant to Section 6(d)(2) of the Act, AT&T is deemed by operation of law, to have the managerial, financial and technical qualifications because it meets the definition of a "large telephone provider" set forth in Section 4(13) of the Act. AT&T is a "large telephone company" because it is a video service provider using telecommunications facilities to provide video service, and AT&T has, as of

January 1, 2008, more than one million telecommunications access lines in Tennessee. For these reasons, no review of AT&T's managerial, financial or technical qualifications is required or permitted by the Act.

7. Description of AT&T's Customer Service Complaint Process Consistent with Section 6(c)(7) of the Act.

Customers who have questions or complaints regarding their AT&T U-verse TV service may contact AT&T customer care at 1-800-ATT-2020 or online at <http://uverse.att.com> on the Support page. AT&T will review any question or complaint a customer has and will take prompt action to address it. If a customer is dissatisfied with AT&T's resolution, the customer may contact the Tennessee Regulatory Authority. This information is available by contacting AT&T customer care at 1-800-ATT-2020. Customers may also contact customer care at 1-800-ATT-2020 if they believe they have been billed in error for services, but they must notify AT&T within sixty (60) days of the billing date. AT&T will not issue refunds or credits after the expiration of this sixty (60) day period.

8. Notice has been Provided to Affected Local Governments Consistent with Section 6(c)(8) of the Act.

AT&T has provided notice to each affected local government at the address set forth in the list attached as Exhibit B. AT&T will comply with any applicable local ordinance or resolution requiring notice to other entities with facilities in the rights of way.

9. Compliance With Legal Requirements Consistent with Section 6(c)(9) of the Act.

AT&T agrees to comply with the requirements set forth in the Act, expressly including the non-discrimination and service deployment requirements of Section 12 of the Act. AT&T hereby acknowledges the provisions of Section 13 relevant to enforcement of non-discrimination and deployment requirements.

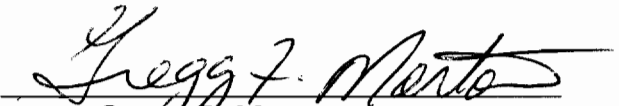
10. Notice to Local Governing Authority Ten (10) Days Prior to Providing Service Consistent with Section 6(c)(10) of the Act.

AT&T will provide notice to an affected local governing authority ten (10) days prior to providing video service in that jurisdiction.

11. Compliance with Minority-Owned Business Plan Consistent with Section 6(c)(10) of the Act.

AT&T agrees to comply with its Minority-Owned Business Plan attached as Exhibit C.

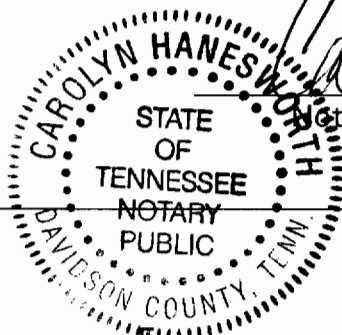
FURTHER AFFIANT SAYETH NOT.

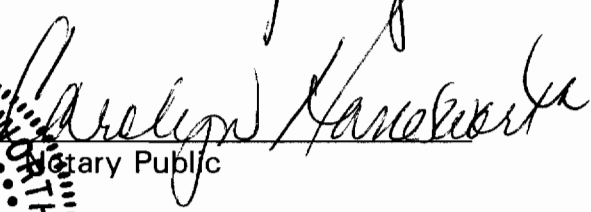

Gregg F. Morton

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Sworn to and subscribed before me, this 1st day of July,
2008.

My Commission Expires: _____




Carolyn Hanes
Notary Public

My Commission Expires NOV. 22, 2008

EXHIBIT A

CITIES	CITIES
ALCOA	SOMERVILLE
ARLINGTON	SPRING HILL
ATHENS	SPRINGFIELD
BARTLETT	TULLAHOMA
BRENTWOOD	WHITE BLUFF
BURNS	WHITE HOUSE
CHATTANOOGA	WILLISTON
CLARKSVILLE	WINCHESTER
CLEVELAND	
COLLIERVILLE	
COLUMBIA	
COVINGTON	
DICKSON	
DYERSBURG	
EAST RIDGE	
FAIRVIEW	
FRANKLIN	
GALLATIN	
GERMANTOWN	
GOODLETTSVILLE	
GREENBRIER	
HENDERSONVILLE	
KNOXVILLE	
LAKELAND	
LAWRENCEBURG	
LEBANON	
LEWISBURG	
LOUISVILLE	
MANCHESTER	
MARYVILLE	
MEMPHIS	
MORRISTOWN	
MURFREESBORO	
NASHVILLE	
OAK RIDGE	
OAKLAND	
PARIS	
PIPERTON	
PLEASANT VIEW	
PORTLAND	
RED BANK	
RIDGETOP	
RIPLEY	
ROCKFORD	
ROSSVILLE	
SHELBYVILLE	
SMYRNA	
SODDY-DAISY	

Unincorporated County Areas	
Bradley	
Bedford	
Blount	
Cheatham	
Coffee	
Davidson	
Dickson	
Dyer	
Fayette	
Franklin	
Hamblen	
Hamilton	
Henry	
Hickman	
Knox	
Lauderdale	
Lawrence	
Marshall	
Maury	
McMinn	
Montgomery	
Robertson	
Rutherford	
Sevier	
Shelby	
Sumner	
Tipton	
Williamson	
Wilson	

EXHIBIT B

County Mayor

Salutation	Title	First	Last	Address 1	Address 2	Address 3	City	State	Zip	County
Mayor	County Mayor	Eugene	Ray	Bedford County Court House	Suite 101	1 Public Square	Shelbyville	Tennessee	37160	Bedford
Mayor	County Mayor	Jerry	Cunningham	Blount County Court House	341 Court Street		Maryville	Tennessee	37804	Blount
Mayor	County Mayor	Gary	Davis	Bradley County Court House	P.O. Box 1167		Bradley	Tennessee	37364	Bradley
Mayor	County Mayor	Bill	Orange	Cheatham County Court House	100 Public Square		Ashland City	Tennessee	37015	Cheatham
Mayor	County Mayor	David	Pennington	CCAP Building	Suite 1	1329 McArthur Street	Manchester	Tennessee	37355	Coffee
Mayor	Mayor	Karl	Dean	Metro City Hall	225 Polk Avenue		Nashville	Tennessee	37203	Davidson
Mayor	County Mayor	Robert	Stone	Dickson County Court House	P.O. Box 267		Charlotte	Tennessee	37036	Dickson
Mayor	County Mayor	Richard	Hill	Dyer County Court House	P.O. Box 1360		Dyersburg	Tennessee	38025	Dyer
Mayor	County Mayor	Skip	Taylor	13095 North Main Street	P.O. Box 218		Somerville	Tennessee	38068	Fayette
Mayor	County Mayor	Richard	Stewart	Franklin County Court House	1 South Jefferson Street		Winchester	Tennessee	37398	Franklin
Mayor	County Mayor	David	Purkey	Hamblen County Court House	511 West 2nd North Street		Morristown	Tennessee	37814	Hamblen
Mayor	County Mayor	Claude	Ramsey	Hamilton County Court House	Room 208	201 7th Street	Chattanooga	Tennessee	37402	Hamilton
Mayor	County Mayor	Brent	Greer	Henry County Court House	P.O. Box 7		Paris	Tennessee	38242	Henry
Mayor	County Mayor	Steve	Gregory	Hickman County House	Number 5 Public Square		Centerville	Tennessee	37033	Hickman
Mayor	County Mayor	Mike	Ragsdale	City-County Building	Suite 615	400 Main Street	Knoxville	Tennessee	37902	Knox
Mayor	County Mayor	Rod	Shuh	100 Court Square			Ripley	Tennessee	38063	Lauderdale
Mr.	County Executive	Paul	Rosson	Lawrence County Court House	240 West Gaines Street		Lawrenceburg	Tennessee	38464	Lawrence
Mayor	County Mayor	Joe	Liggett	1108 Court House Annex			Lewisburg	Tennessee	37091	Marshall
Mayor	County Mayor	James	Bailey	41 Public Square			Columbia	Tennessee	38401	Maury
Mayor	County Mayor	John	Gentry	McMinn County Court House	6 East Madison Avenue		Athens	Tennessee	37303	McMinn
Mayor	County Mayor	Carolyn	Bowers	P.O. Box 368			Clarksville	Tennessee	37041	Montgomery
Mayor	County Mayor	Howard	Bradley	Robertson County Court House	Room 108		Springfield	Tennessee	37172	Robertson
Mayor	County Mayor	Ernest	Burgess	Rutherford County Court House			Murfreesboro	Tennessee	37130	Rutherford
Mayor	County Mayor	Larry	Waters	Sevier County Court House	Suite 201 E	125 Court Avenue	Sevierville	Tennessee	37862	Sevier
Mayor	County Mayor	A.C.	Wharton	160 North Main Street	Suite 850		Memphis	Tennessee	38103	Shelby
Mr.	County Executive	Hank	Thompson	355 North Beveledere Drive			Gallatin	Tennessee	37066	Sumner
Mr.	County Executive	Jeff	Huffman	Tipton County Court House	P.O. Box 686		Covington	Tennessee	38019	Tipton
Mayor	County Mayor	Rogers	Anderson	1320 West Main Street	Suite 125		Franklin	Tennessee	37064	Williamson
Mayor	County Mayor	Robert	Deadman	Wilson County Court House	228 East Main		Lebanon	Tennessee	37087	Wilson

City Mayor

Salutation	Title	First	Last	Address 1	Address 2	City	State	Zip
Mayor	Mayor	Donald	Mull	223 Associates Boulevard		Alcoa	Tennessee	37701
Mayor	Mayor	Russell	Wiseman	5854 Airline Road	P.O. Box 507	Arlington	Tennessee	38002
Mayor	Mayor	John	Proffitt	P.O. Box 849		Athens	Tennessee	37371
Mayor	Mayor	Keith	McDonald	6400 Stage Road		Bartlett	Tennessee	38134
Mayor	Mayor	Joe	Reagan	5211 Maryland Way	P.O. Box 788	Brentwood	Tennessee	37024
Mayor	Mayor	Jeffery	Bishop	P.O. Box 36		Burns	Tennessee	37029
Mayor	Mayor	Ron	Littlefield	City Hall	100 East 11th Street	Chattanooga	Tennessee	37402
Mayor	Mayor	Johnny	Piper	One Public Square		Clarksville	Tennessee	37040
Mayor	Mayor	Tom	Rowland	190 Church	P.O. Box 1519	Cleveland	Tennessee	37364
Mayor	Mayor	Linda	Kerley	500 Poplar View Parkway		Collierville	Tennessee	38017
Mayor	Mayor	William	Gentner	707 North Main Street		Columbia	Tennessee	38401
Mayor	Mayor	David	Gordon	200 West Washington Avenue	P.O. Box 768	Covington	Tennessee	38019
Mayor	Mayor	Don	Weiss	Dickson City Hall	202 South Main Street	Dickson	Tennessee	37055
Mayor	Mayor	John	Holden	425 West Court Street	P.O. Box 1358	Dyersburg	Tennessee	38025
Mayor	Mayor	Mike	Steele	1517 Tombras Avenue		East Ridge	Tennessee	37412
Mayor	Mayor	Kenneth	Brison	7100 City Center Circle		Fairview	Tennessee	37062
Mayor	Mayor	John	Schroer	P.O. Box 305		Franklin	Tennessee	37065
Mayor	Mayor	Jo Ann	Graves	132 West Main Street		Gallatin	Tennessee	37066
Mayor	Mayor	Sharron	Goldsworthy	1930 Germantown Road South	P.O. Box 38809	Germantown	Tennessee	38809
Mayor	Mayor	Jerry	Garrett	105 South Main Street		Goodlettsville	Tennessee	37072
Mayor	Mayor	Billy	Wilson	202 West College Street	P.O. Box 466	Greenbrier	Tennessee	37073
Mayor	Mayor	Scott	Foster	101 Maple Drive North		Hendersonville	Tennessee	37075
Mayor	Mayor	Bill	Haslam	400 Main Street	P.O. Box 1631	Knoxville	Tennessee	37901
Mayor	Mayor	Scott	Carmichael	10001 Highway 70		Lakeland	Tennessee	38002
Mayor	Mayor	Keith	Durham	233 West Gaines	NBU #4	Lawrenceburg	Tennessee	38464
Mayor	Mayor	Don	Fox	200 Castle Heights Avenue	Suite 100	Lebanon	Tennessee	37087
Mayor	Mayor	Robert	Phillips	131 East Church Street	P.O. Box 1968	Lewisburg	Tennessee	37091
Mayor	Mayor	Geraldine	Anderson	P.O. Box 215		Louisville	Tennessee	37777
Mayor	Mayor	Betty	Superstien	707 Woodbury Highway		Manchester	Tennessee	37355
Mayor	Mayor	Joe	Swann	404 West Broadway Avenue		Maryville	Tennessee	37801
Mayor	Mayor	Willie	Herenton	125 North Main Street	Suite 700	Memphis	Tennessee	38103
Mayor	Mayor	Barbara	Barlie	100 West 1st North Street	P.O. Box 1499	Morristown	Tennessee	37816
Mayor	Mayor	Tommy	Bragg	111 West Vine Street	P.O. Box 1139	Murfreesboro	Tennessee	37133
Mayor	Mayor	Karl	Dean	Metro City Hall	225 Polk Avenue	Nashville	Tennessee	37203
Mayor	Mayor	Thomas	Beehan	P.O. Box 1		Oak Ridge	Tennessee	37831
Mayor	Mayor	William	Mullins	P.O. Box 56		Oakland	Tennessee	38060
Mayor	Mayor	David	Travis	100 North Caldwell	P.O. Box 970	Paris	Tennessee	38242
Mayor	Mayor	Whitney	Chambers	P.O. Box 328		Collierville	Tennessee	38027
Mayor	Mayor	Kerry	McCarver	1008 Civic Court	P.O. Box 127	Pleasant View	Tennessee	37146
Mayor	Mayor	Kenneth	Wilber	100 South Russell Street		Portland	Tennessee	37148
Mayor	Mayor	Joe	Glasscock	3117 Dayton Boulevard	P.O. Box 15069	Red Bank	Tennessee	37415
Mayor	Mayor	Mark	Johnson	P.O. Box 650		Ridgetop	Tennessee	37152

City Mayor

Mayor	Mayor	Jon	Pavletic	110 South Washington Street		Ripley	Tennessee	38063
Mayor	Mayor	Steve	Simon	P.O. Box 32		Rockford	Tennessee	37853
Mayor	Mayor	James	Gaither	360 Morrison Road	P.O. Box 27	Rossville	Tennessee	38066
Mayor	Mayor	Wallace	Cartwright	201 North Spring Street	P.O. Box 185	Shelbyville	Tennessee	37160
Mayor	Mayor	Bob	Spivey	315 South Lowry		Smyrna	Tennessee	37167
Mayor	Mayor	Bob	Privett	9835 Dayton Pike		Soddy-Daisy	Tennessee	37379
Mayor	Mayor	Robert	Morris	13085 North Main	P.O. Box 909	Somerville	Tennessee	38068
Mayor	Mayor	Danny	Leverette	199 Town Center Parkway	P.O. Box 789	Spring Hill	Tennessee	37174
Mayor	Mayor	Bill	Carneal	405 North Main	P.O. Box 788	Springfield	Tennessee	37172
Mayor	Mayor	Troy	Bisby	201 West Grundy	P.O. Box 807	Tullahoma	Tennessee	37388
Mayor	Mayor	Linda	Hayes	1020 Taylor Town Road	P.O. Box 300	White Bluff	Tennessee	37187
Mayor	Mayor	John	Decker	105 College Street		White House	Tennessee	37188
Mayor	Mayor	Audrey	McQueen	Highway 193	P.O. Box 131	Williston	Tennessee	38076
Mayor	Mayor	Terry	Harrell	7 South High Street		Winchester	Tennessee	37398

EXHIBIT C

AT&T Tennessee's
Minority Owned Business Participation Plan

AT&T Tennessee hereby sets forth its business plan for actively soliciting bids from minority-owned businesses and letting contracts to such businesses when establishing, providing or expanding cable or video services and related support facilities.

I. Definitions

A. For the purposes of this plan, unless the context otherwise requires:

1. "Minority owned business" means a business that is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls the daily operations of such business and who is impeded from normal entry into the economic mainstream because of:
 - a. Past practices of discrimination based on race, religion, ethnic background, or sex including, but not limited to, women;
 - b. A disability as defined in T.C.A. § 4-26-201 including, but not limited to, disabled veterans; or
 - c. Past practices of racial discrimination against African-Americans; and
2. "Minority owned business participation plan" means a business plan for actively soliciting bids from minority owned businesses and letting contracts to such businesses when establishing, providing or expanding cable or video services and related support facilities. Such plan shall include the following information:
 - a. A proposal for purchasing goods and services from minority owned businesses;

- b. Information on programs to provide technical assistance to such businesses; and
- c. A statement of intent to follow its minority owned business participation plan.

II. AT&T's Supplier Diversity Policy Statement

It is the policy of AT&T to promote, increase and improve the quality of the overall participation of minority, women and service-disabled veteran owned business enterprises in its purchases of materials and services.

Maximum practicable opportunity shall be given to minority, women and disabled veteran-owned business enterprises to participate as suppliers of materials and services to AT&T.

AT&T also encourages subcontracting opportunities for minority, women and disabled veteran-owned businesses by requiring Supplier Diversity Participation Plans from its prime suppliers.

III. AT&T's Proposal For Purchasing Goods And Services From Minority Owned Businesses

AT&T promotes the purchasing of goods and services from minority owned businesses through its extensive AT&T Supplier Diversity Program. Supplier Diversity Programs staff at AT&T assists current and potential diversity suppliers in identifying and developing business opportunities with the company.

AT&T Supplier Diversity Programs are designed to promote, increase and improve the quality of the overall participation of small, minority, women and disabled veteran business enterprises in AT&T's supply chain. AT&T looks for opportunities to work with diversity suppliers in all aspects of its business – from advertising to central office engineering, computers, outside plant construction and network provisioning. Promoting the participation of a diverse supplier base not only provides better business solutions, it also cultivates greater customer loyalty, bidding advantages, and public policy support on the communities AT&T serves.

AT&T's diversity program has three main components – a program to encourage minority suppliers; a program to encourage minority hiring by AT&T's prime suppliers; and participation in diversity organization.

Specifically, AT&T has a specific program pursuant to which it seeks to hire diverse suppliers. As part of the program, AT&T provides potential suppliers with information and contacts to assist those firms seeking to do business with AT&T. AT&T's Supplier Diversity Managers and Strategic Sourcing Managers work closely with minority suppliers to find opportunities to do business with AT&T. AT&T provides coaching and mentoring to its strategic diversity firms to ensure they continue to meet AT&T's supplier requirements. AT&T encourages diversity suppliers to gain quality certifications such as ISO 9000 and TL9000 to remain on the competitive edge.

Another of the essential efforts within the AT&T Supplier Diversity Programs is AT&T's Prime Supplier Participation Program. AT&T's Prime Supplier Program helps its prime suppliers increase the utilization of minority, women and disabled-veteran owned businesses in its supply chain through subcontracting and value added reseller arrangements. The program specifically helps prime suppliers (a) establish or enhance their own Supplier Diversity programs; (b) develop an annual plan with AT&T outlining how the supplier can provide better business solutions by working with diverse companies; and (c) report quarterly results to AT&T showing progress towards the supplier's diversity goals.

AT&T also is an active corporate member in important organizations such as the National Minority Supplier Development Council, the Women's Business Enterprise National Council and the Association for Service Disabled Veterans. AT&T also holds memberships with numerous minority Chambers of Commerce that work to promote supplier diversity. AT&T also provides funding to support several executive management training programs for minority owned businesses. The programs funded are among the most highly-regarded, graduate-level executive training programs in the country, providing valuable coaching and tangible business benefits to suppliers.

IV. Information On Programs To Provide Technical Assistance To Such Businesses

AT&T provides information for minority owned businesses on its website at www.att.com. In addition, as set forth above, AT&T has an active mentoring process to encourage minority owned businesses to become suppliers of AT&T.

V. Statement Of Intent To Follow Its Minority Owned Business Participation Plan

Pursuant to this plan, AT&T Tennessee shall strive to maximize participation of minority owned businesses through both prime and second tier business contracting opportunities and shall strive to achieve a level of minority owned business participation representative of the population demographics of the state of Tennessee.

By January 31 of each year, AT&T Tennessee will prepare and submit an annual report to the Tennessee Regulatory Authority concerning AT&T Tennessee's minority owned business participation plan and compliance with such plan.