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July 6, 2009

VIA HAND DELIVERY

filed electronically in docket office on 07/07/09

Hon. Sara Kyle, Chairman
c/o Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re: *Application of BellSouth Telecommunications, Inc. d/b/a AT&T Tennessee
for a State-Issued Certificate of Franchise Authority*
Docket No. 08-00115

Dear Chairman Kyle:

Enclosed for filing in the referenced docket are the original and four copies of AT&T Tennessee's *Fifth Amendment to Certificate of Franchise Authority*.

AT&T Tennessee respectfully requests that this matter be placed on the Authority's next Conference Agenda.

Very truly yours,

A large, stylized handwritten signature in black ink, appearing to be "Guy M. Hicks".

Guy M. Hicks

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

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

FIFTH AMENDMENT TO
CERTIFICATE OF FRANCHISE AUTHORITY

On July 1, 2008, AT&T Tennessee filed its application for a state-issued certificate of franchise authority pursuant to the terms of the Competitive Cable and Video Services Act (the "CCVSA"). On August 5, 2008, the Tennessee Regulatory Authority granted a Certificate of Franchise Authority to AT&T Tennessee.

AT&T Tennessee files this fifth amendment to add the following municipalities to the written description, attached to its original application, of municipalities and unincorporated areas within counties to be served in whole or in part, by AT&T:

Haywood County
McNairy County
City of Guys
City of Michie.

AT&T has provided a copy of this amendment to the affected municipalities and will comply with all applicable notice provisions. AT&T will comply with all requirements regarding these additional locations to the same extent as set forth in its original application.

As required in Section (6)(c)(3) of the Act, AT&T intends to begin to offer video service for purchase in each of the areas identified above within 24 months of the date of the Authority's acceptance of this amendment.

As required by 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 acknowledges the provisions of Section 13 relevant to enforcement of non-discrimination and deployment requirements.

AT&T has submitted the required amendment fee of \$250 with this amendment, based on the population of the area designated above.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.
DBA AT&T TENNESSEE

By: _____



Guy M. Hicks
Joelle Phillips
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615 214 6301

CERTIFICATE OF SERVICE

I hereby certify that on July 6, 2009, a copy of the foregoing document was served on the following, via the method indicated:

- ☐ Hand
- ☒ Mail
- ☐ Facsimile
- ☐ Overnight
- ☐ Electronic

Haywood County
A. Franklin Smith, County Mayor
1 North Washington
Brownsville, TN 37012

- ☐ Hand
- ☒ Mail
- ☐ Facsimile
- ☐ Overnight
- ☐ Electronic

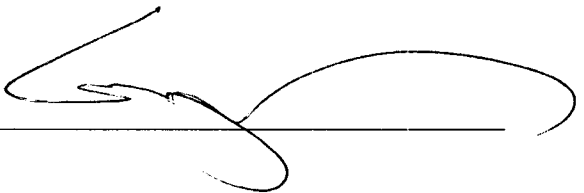
McNairy County
Jai Templeton, County Mayor
170 West Court Avenue, Room 201
Selmer, TN 38375

- ☐ Hand
- ☒ Mail
- ☐ Facsimile
- ☐ Overnight
- ☐ Electronic

City of Guys
Mayor Paul E. Duff
10530 Hey 45
Guys, TN 38339

- ☐ Hand
- ☒ Mail
- ☐ Facsimile
- ☐ Overnight
- ☐ Electronic

City of Michie
Mayor Don Greer
P.O. Box 27
Michie, TN 38357



A handwritten signature in black ink, appearing to read 'Don Greer', is written over a horizontal line.