



City of Chattanooga

DEPARTMENT OF FINANCE AND ADMINISTRATION
CITY HALL ANNEX

100 E. 11TH STREET/4TH FLOOR

Chattanooga, Tennessee 37402

RECEIVED

2008 JUL 22 AM 9:46

T.R.A. DOCKET ROOM

July 17, 2008

Tennessee Regulatory Authority
ATTN: Docket Room (08-00115)
460 James Robertson Parkway
Nashville, TN 37243

RE: Public, Educational, and Government ("PEG") Franchise Obligations by the City
of Chattanooga, TN current cable services provider

Dear Sir or Madam:

The City of Chattanooga has received notice from AT&T and the Tennessee Regulatory Agency of AT&T's filing for a state-issue certificate of franchise authority. In compliance with section 10(a) of the Competitive Cable and Video Services Act, the following documents are being filed with the TRA to ensure that the City of Chattanooga receives and/or continues certain benefits related to public, educational, and governmental (PEG) access channels:

1. Excerpts from the City of Chattanooga Cable Franchise Ordinance (NO.11940) and Agreement
2. Notice from AT&T of filing with the TRA dated July 1, 2008
3. Notice from TRA dated July 3, 2008 re: AT&T application for certificate of franchise authority
4. Memo dated July 16, 2008 from the City's current cable service provider (Comcast)

The full franchise agreement with Comcast can be found on the City's website, www.chattanooga.gov, under the legislative branch and ordinance number 11940. If you have any questions or concerns, you can reach me at 423-757-5232. Thank you for your attention to this matter.

Sincerely,

Daisy W. Madison, CPA, CGFM
Administrator and CFO

Enclosure

Cc: Anita Ebersole, Deputy Mayor (w/enclosure)
Randy Nelson, City Attorney (w/enclosure)

ORDINANCE NO. 11940

AN ORDINANCE GRANTING A FRANCHISE TO COMCAST OF THE SOUTH TO CONSTRUCT, OPERATE AND MAINTAIN A CABLE SYSTEM IN THE CITY OF CHATTANOOGA, TENNESSEE, FOR THE PURPOSE OF PROVIDING CABLE SERVICE; SETTING FORTH CONDITIONS ACCOMPANYING THE GRANT OF THE FRANCHISE; PROVIDING FOR REGULATION AND USE OF THE SYSTEM AND THE PUBLIC RIGHTS-OF-WAY IN CONJUNCTION WITH THE CITY'S RIGHT-OF-WAY ORDINANCE, IF ANY; AND PRESCRIBING PENALTIES FOR THE VIOLATIONS OF THE PROVISIONS HEREIN.

THIS CABLE FRANCHISE ORDINANCE AND AGREEMENT (the "Franchise Agreement") is entered into by and between the City of Chattanooga, Tennessee ("City"), a municipal corporation, and Comcast of the South ("Franchisee").

WHEREAS, Franchisee has asked the City to renew its nonexclusive cable franchise including any amendments, resolutions, written agreements or transfer consent ordinances and resolutions related thereto (the "Prior Franchise" dated May 22, 1990) to construct, install, maintain and operate a Cable System in the City; and

WHEREAS, the construction, installation, maintenance and operation of a Cable System involves the occupation of and placement of facilities in the Public Rights-of-Way within the City; and

WHEREAS, the City has reviewed the performance of Franchisee under the Prior Franchise and the quality of service during the Prior Franchise term, has identified the future cable-related needs and interests of the City and its citizens, has considered the financial, technical and legal qualifications of Franchisee, and has determined whether Franchisee's plans for constructing, operating and maintaining its Cable System are reasonable to meet the future cable-related community needs and interests, in light of the costs of meeting such needs and interests, in a full public proceeding affording due process to all parties; and

5(d) *Commercial Leased Access Channels:* The Franchisee shall provide Commercial Leased Access Channels as required by federal law.

5(e) *Customer Service Monitoring:* Subject to all applicable privacy laws, the Franchisee shall keep such records as are required to enable the City to determine whether the Franchisee is complying with all telephone answering standards required by this Franchise or FCC Rules and Regulations as they exist as of the Effective Date of this Franchise.

5(f) *Home Wiring:* The Franchisee shall comply with all applicable FCC requirements with respect to home wiring.

6. CHANNELS AND FACILITIES FOR EDUCATIONAL AND GOVERNMENTAL USE.

6(a) *Access Channels:*

6(a)(1) The Franchisee shall dedicate and make available, subject to applicable law, one (1) Access Channel for Noncommercial educational and governmental programming.

6(a)(2) In addition to the Access Channel specified above, the City may require the Franchisee to make available one (1) additional Access Channel pursuant to the criteria of this subsection. Such additional Access Channel shall be provided by the Franchisee within one hundred twenty (120) days after a written request from the City when the following conditions are met:

6(a)(2)(A) The Franchisee shall provide one (1) additional Government Access Channel whenever the Access Channel set aside by the City for Governmental Access Channel programming is programmed with Qualified Programming at least eighty percent (80%) of the cumulative time for sixty (60) consecutive hours measured over a calendar quarter. All Qualified Programming shall count in this measurement for the actual running time shown.

6(a)(3) The City shall have the right to rename, reprogram or otherwise change the programming of the Access Channels specified in this Franchise, and any Access Channel added

hereunder provided such programming is Noncommercial and is educational or governmental in nature.

6(a)(4) If, during the terms of this Franchise Agreement, the Franchisee opts to convert its Cable System to an all digital platform, and thus, provide all Channels as digital Channels and no longer offer an analog tier of Cable Service to Subscribers, Franchisee shall (i) give the City at least one hundred twenty (120) days prior written notice of such digital conversion, and (ii) replace, if necessary, any equipment that must be replaced in order to ensure the analog Access Channel programming and signals will be compatible with Franchisee's all digital platform.

6(a)(5) If Channels are selected through a menu system, the Access Channels shall be available for selection.

6(a)(6) Existing Government Access Channel assignments shall not be changed without advance written notice of such change to the City. However, in any event, the Government Access Channel(s) shall not be moved from the Basic Tier. If the Franchisee desires to change the Channel designation for an Access Channel, the Franchisee must provide at least thirty (30) days notice to the City prior to implementing the change, and shall reimburse the City for any actual reasonable costs incurred as a result thereof, up to a maximum total of One Thousand Five Hundred Dollars (\$1,500). The Franchisee shall undertake reasonable efforts to promote and advertise on the System any such Access Channel relocation.

6(a)(7) The Franchisee shall carry Access Channel signals in their entirety, and shall deliver such signals to Subscribers so that they are viewable by the Subscriber, without the need to purchase or rent any additional equipment specifically necessary only to receive Access Channels.

6(a)(8) City reserves the right pursuant to this Section 6 to require Franchisee to collect from Subscribers and remit to the City a per Subscriber fee of up to ten cents (10¢) per

month ("EG Access Capital Fee"), for the sole purpose of supporting EG Access programming. The City must request that the Franchisee begin collecting the EG Access Capital Fee within the first four (4) years from the Effective Date of this Franchise and the collection of the EG Access Capital Fee shall continue until such time as (i) the City provides notice to the Franchisee to stop collecting such fee or (ii) the expiration of the term of the Franchise, whichever occurs first. In the event the City does not request an EG Access Capital Fee pursuant to this Section 6(a)(8) within the first four (4) years from the Effective Date, Franchisee shall not be subject to this requirement for the remaining term of the Franchise. The EG Access Capital Fee shall not be deemed "Franchise Fees" within the meaning of Section 622 of the Cable Act (47 U.S.C. Section 542).

6(b) *Free Service Drops to Certain Facilities:* The Franchisee shall provide free "Basic" and "Expanded Basic" tier Cable Service, and free installation of one (1) outlet to each public library and accredited K through 12 public and private schools, not including "homeschools" as well as, each City occupied government building located in the Franchise Area within one hundred twenty-five (125) feet of the Franchisee's existing distribution cables as of the Effective Date of this Franchise.

6(b)(1) Such facilities shall receive substantially the same service response timing as Subscribers are entitled to receive.

6(b)(2) The cost of all inside wiring necessary to satisfy the requirements of this Section shall be the responsibility and the property of the Franchisee.

6(b)(3) Upon request of the City, and Franchisee approval which shall not be unreasonably withheld, additional drops and/or outlets will be installed at City-designated City facilities at no cost to the City. Alternatively, at the City's election, said institutions may add outlets at their own expense, as long as the installation of such outlets meets FCC and Franchisee's standards. The Franchisee shall have three (3) months from the date of City

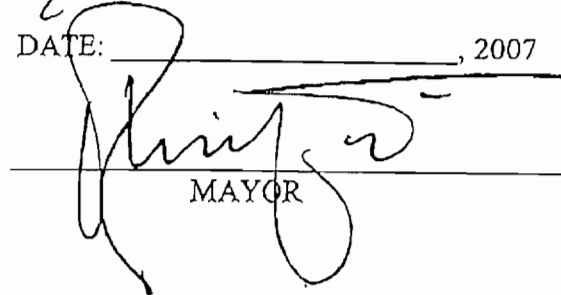
PASSED on Second and Final Reading

____ March 6 _____, 2007.


CHAIRPERSON

APPROVED: _____ DISAPPROVED: _____

DATE: _____, 2007


MAYOR

RLN/add

ACCEPTANCE

The foregoing Franchise and its terms and conditions are hereby accepted.

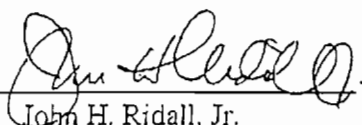
This the 5th day of April, 2007.

Comcast of the South

By: Comcast of the South, L.P., its general partner

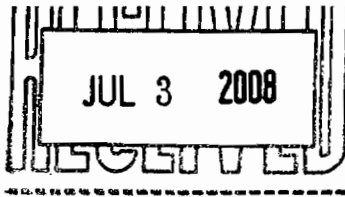
By: COM South, LLC, its general partner

By: Comcast of the South, Inc. its sole member

By: 
John H. Ridall, Jr.
President, Southern Division

WITNESS:





Joelle Phillips
State Operations Counsel

AT&T Tennessee
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300

Mayor's Reading
RICHARD

T: 615.214.6311
F: 615.214.7406
joelle.phillips@att.com

July 1, 2008

Honorable Ron Littlefield
Mayor, Chattanooga
City Hall
100 East 11th Street
Chattanooga, TN 37402

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

Dear Mayor Littlefield:

Enclosed please find a copy of the application to obtain a state-issued certificate of franchise authority, which has been submitted today to the Tennessee Regulatory Authority by AT&T Tennessee. Pursuant to the newly-enacted Competitive Cable and Video Services Act, Public Chapter 932, AT&T Tennessee is providing notice to all local governments affected by that filing. If your municipality or county would prefer to obtain notices relating to this matter at a different address, please contact the AT&T legal department at 615-214-6300 to provide alternative contact information.

Very truly yours,


Joelle Phillips

JJP:ch

Enclosure

714893

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. _____

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.

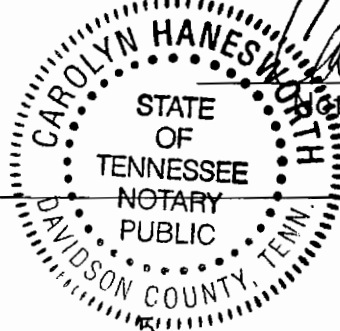
FURTHER AFFIANT SAYETH NOT.


Gregg F. Morton

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Sworn to and subscribed before me, this 15th day of July,
2008.

My Commission Expires: _____



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

City Mayor

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

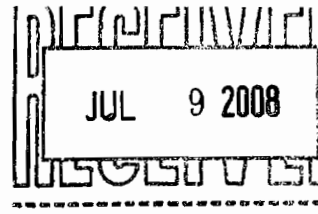
By January 31 of each year, AT&T Tennessee will prepare and submit an annual report to the Tennessee Regulatory Authority concerning AT&T Tennessee's minority owned business participation plan and compliance with such plan.

DAN ✓
Mayor

TENNESSEE REGULATORY AUTHORITY



July 3, 2008



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

City of Chattanooga
ATTN: Mayor Ron Littlefield
City Hall
100 East 11th Street
Chattanooga, Tennessee 37402

**RE: NOTICE of TRA Receipt of Application for Certificate of Franchise Authority and
OFFICIAL REQUEST for Information**

Dear Mayor Littlefield:

On July 1, 2008, Public Chapter 932,¹ also known as the Competitive Cable and Video Services Act (the "CCVSA"), which was enacted by the 105th Tennessee General Assembly became effective. Pursuant thereto, on July 1, 2008, the Tennessee Regulatory Authority ("TRA" or "Department") received an application for a state-issued certificate of franchise authority to provide cable or video service in your municipality or unincorporated area from BellSouth Telecommunications, Inc. d/b/a AT&T Tennessee ("AT&T").

In addition to conferring certain benefits, the CCVSA imposes specific obligations upon applicants, municipalities and counties, and the TRA. First, pursuant to § 6(a) and § 18(1) of the CCVSA, the applicant/service provider is required to provide a notice, contemporaneously with the filing of its application for a state-issued certificate of franchise authority with the TRA, to the local governments encompassed within its intended service area. Therefore, as an initial matter, you should have already received a notice from AT&T advising that it has filed such an application with the TRA.

Next, in order for the affected local governments to receive or continue receiving certain benefits related to public, educational, and governmental ("PEG") access channels, § 10(a) of the CCVSA states,

A county or municipality shall, within ten (10) days following receipt of an application for a state-issued certificate of franchise authority from a cable or video service provider seeking approval to provide cable or video service to the county or municipality, provide notice to the [TRA] regarding the number of [PEG] access channels. . . that have been activated and are authorized to be activated and the amount of any fee or other payment for PEG support required under the terms of the franchise agreement with the incumbent cable service provider with the most subscribers in the municipality or county on January 1, 2008, whether or not such agreement had expired. . .²

Further, § 15(b)(1) of the CCVSA requires the TRA upon receipt of an application for a state-issued certificate of franchise authority to notify all municipalities or counties identified as part of the applicant's service area to obtain certain information related to PEG access channels. The TRA is required to "compile and keep current the information it receives from municipalities, counties, or local

¹ 2008 Tenn. Pub. Acts 932.

² CCVSA § 10(a).



MEMORANDUM

DATE: July 16, 2008

TO: Daisy Madison

FROM: Russell E. Byrd

RE: Comcast Public, Educational, and Government ("PEG") Franchise Obligations in Chattanooga, Tennessee

Pursuant to the Competitive Cable and Video Services Act (the "CCVSA"), which was enacted on July 1, 2008, once a local government receives notice from a cable or video services provider that an application for a state-issued certificate of franchise authority has been filed, local governments are required to provide certain information to the Tennessee Regulatory Authority related to PEG access channels provided by the incumbent provider that have been activated and are authorized to be activated and the amount of any fee or other payment for PEG support required under the terms of the franchise agreement with the incumbent cable service provider with the most subscribers in the municipality or county on January 1, 2008, whether or not such agreement had expired. *See* CCVSA § 10.

Accordingly, Comcast's PEG obligations pursuant to the Franchise Agreement with Chattanooga are:

1. The number of activated PEG channels for Hamilton County are, as well as the number authorized to be activated, if different.

Response: 6(a)(1): The Franchisee shall dedicate and make available, subject to applicable law, one (1) Access Channel for Noncommercial educational and government programming.

6(a)(2): In addition to the Access Channel specified above, the City may require the Franchisee to make available one (1) additional Access Channel pursuant to the criteria of this subsection. 6 (a)(2)(A)

2. The terms of any PEG support payments being provided by Comcast to Hamilton County.

Response: 6(a)(8): City reserves the right pursuant to this Section 6 to require Franchisee to collect from Subscribers and remit to the City a per Subscriber fee of up to ten cents (\$.10) per month ("EG Access Capital Fee"), for the sole purpose of supporting EG Access programming. The City must request that the Franchisee begin collecting the EG Access Capital Fee within the first four (4) years from the Effective Date of this Franchise and the collection of the EG Access Capital Fee continue to such time as (i) the City provides notice to the Franchisee to stop collecting such fee or (ii) the expiration of the term of the Franchise, whichever occurs first.

If you have any questions or require further assistance, please do not hesitate to contact me at 865-862-5001.