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August 2, 2017

Lisa Cooper, Chief
Consumer Services Division
Tennessee Regulatory Authority
460 James Roberts Parkway
Nashville, TN 37243

Re: Application for Charter Communications Operating, LLC, to Amend Its State-Issued
Certificate of Franchise Authority, Docket No. 08-00169

Dear Ms. Cooper:

Enclosed for filing in the above referenced docket are the original and four copies of Charter Communications Operating, LLC's ("Charter's") Fifth Amendment to its Certificate of Franchise Authority.

Charter respectfully requests that this matter be placed on the Tennessee Regulatory Authority's next regularly scheduled Conference Agenda for consideration and approval.

Sincerely,

A handwritten signature in black ink, appearing to read "Amanda Lanham", written in a cursive style.

Amanda Lanham
Director of Local Government Affairs & Franchising

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

In the Matter of

APPLICATION OF CHARTER)	
COMMUNICATIONS OPERATING LLC)	
APPLICATION FOR A STATE-ISSUED)	DOCKET NO. 08-00169
CERTIFICATE OF FRANCHISE)	
AUTHORITY)	

**FIFTH AMENDMENT TO CHARTER COMMUNICATIONS OPERATING
LLC'S CERTIFICATE OF FRANCHISE AUTHORITY**

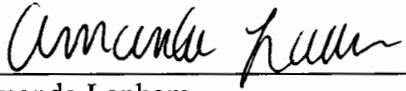
Pursuant to the Competitive Cable and Video Services Act, Charter Communications Operating LLC ("Charter") seeks to amend its Certificate of Franchise Authority. In support of this request, Charter states as follows:

1. The Tennessee Regulatory Authority ("TRA") granted Charter a Certificate of Franchise on October 7, 2008.
2. On January 13, 2012, Charter filed its First Amendment to its Certificate of Franchise Authority, which the TRA granted on February 21, 2012.
3. On June 22, 2015, Charter filed its Second Amendment to its Certificate of Franchise Authority, which the TRA granted on June 29, 2015.
4. On May 10, 2016, Charter filed its Third Amendment to its Certificate of Franchise Authority, which the TRA granted on May 19, 2016.
5. On March 28, 2017, Charter filed its Fourth Amendment to its Certificate of Franchise Authority, which TRA granted on March 28, 2017.

6. Charter now seeks to amend its Certificate of Franchise Authority to include areas that are currently served by Time Warner Cable Midwest LLC, an indirect, wholly-owned subsidiary of Charter.

7. Pursuant to TCA § 7-59-305, the required affidavit is attached.

Respectfully Submitted,


Amanda Lanham

AFFIDAVIT OF PAUL ABBOTT

DISTRICT OF COLUMBIA

I, Paul Abbott, in accordance with the requirements of the Competitive Cable and Video Services Act, affirm that the following statements are true and correct:

1. I am Vice President, Local Government Affairs and Franchising with Charter Communications, Inc., the parent company of Charter Communications Operating LLC ("Charter"). Charter is the holder of a State Issued Certificate of Franchise Authority, granted by the Tennessee Regulatory Authority on September 18, 2008.
2. Pursuant to the TCA § 7-59-305(b)(1)(A), Charter has enclosed a fee of \$500 in accordance with the aggregate population of the service areas included in this application as recorded by the 2010 census.
3. Time Warner Cable Midwest LLC, an indirect, wholly-owned subsidiary of Charter, currently provides cable service to the areas listed on Attachment A to this affidavit.
4. Pursuant to TCA § 7-59-305(c)(4), Charter will indemnify and hold harmless the state, municipality, county and any employee or representative of the state, municipality or county, as well as any political subdivision of the state and any employee or representative of the political subdivision, individually and collectively, referred to in TCA § 7-59-318 as the "indemnitee."
5. Pursuant to the TCA § 7-59-305(c)(9), Charter will comply with the Competitive Cable and Video Services Act, including the applicable non-discrimination and service deployment requirements of TCA § 7-59-311. Further, Charter acknowledges the provisions of TCA § 7-59-312 regarding the enforcement of non-discrimination and deployment requirements.

Paul Abbott
Signature

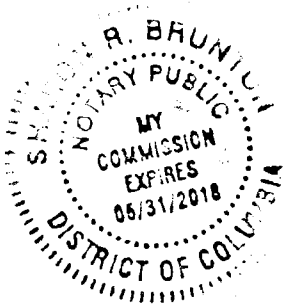
Paul Abbott, VP, Local Gov't Affairs & Franchising
Printed Name and Title

DISTRICT OF COLUMBIA

Sworn and subscribed before me, this 3 day of August, 2017.

Sharon Brunton
Notary Public

My Commission Expires: 5-31-18



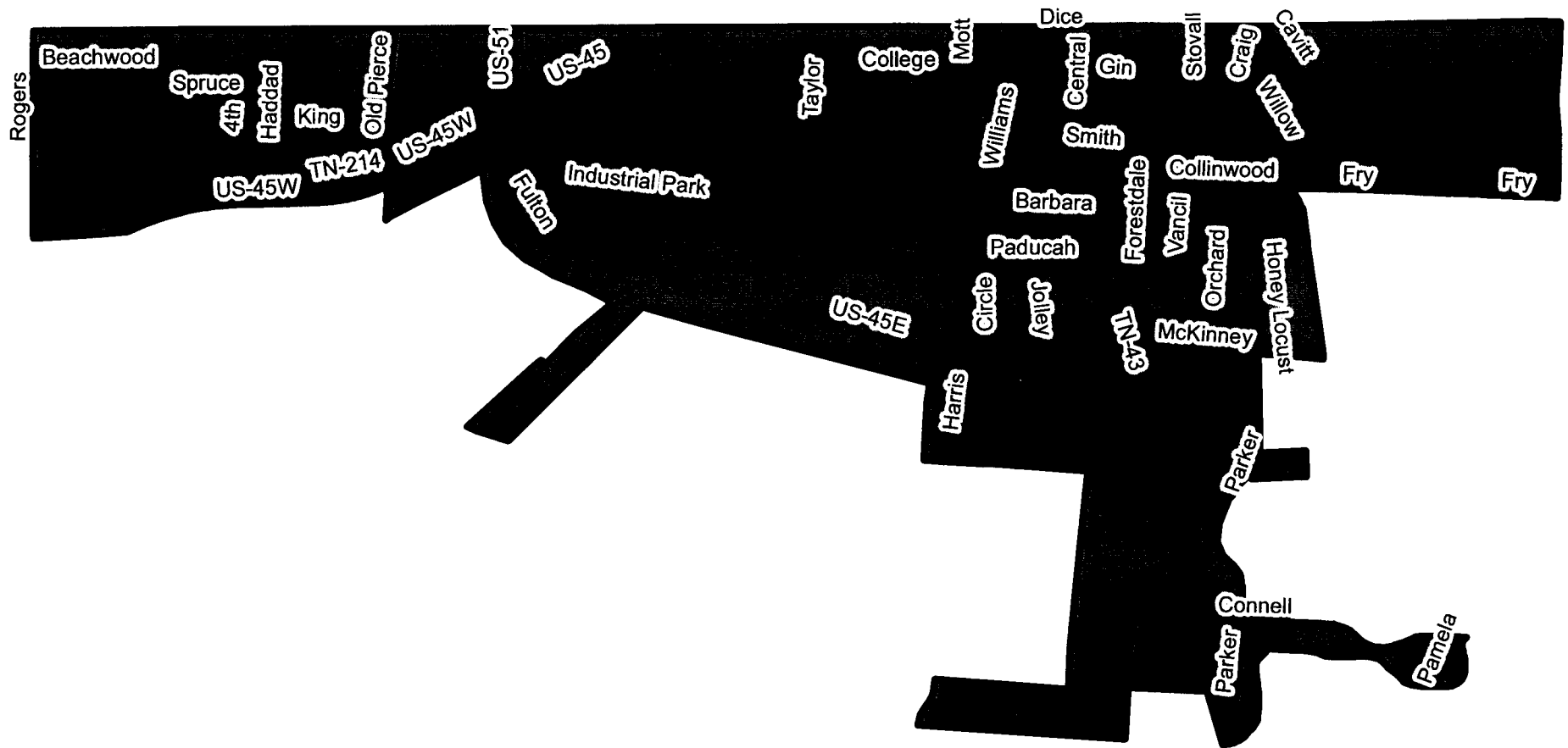
ATTACHMENT A

FRANCHISE AREAS


Time Warner Cable Midwest LLC serves each of the listed communities pursuant to a local franchise. The franchise area will be co-extensive with the descriptions contained in those agreements. Maps describing the areas currently served are attached.

Bradford, Town of
Gates, Town of
Gibson County
Halls, Town of
Hardeman County
Haywood County
Henning, Town of
Hornbeak, Town of
Kenton, Town of
Lake County
Lauderdale County
Obion County
Ridgely, Town of
Rutherford, Town of
Samburg, Town of
South Fulton, City of

CHARTER CITY OF SOUTH FULTON, TN SERVED STREETS



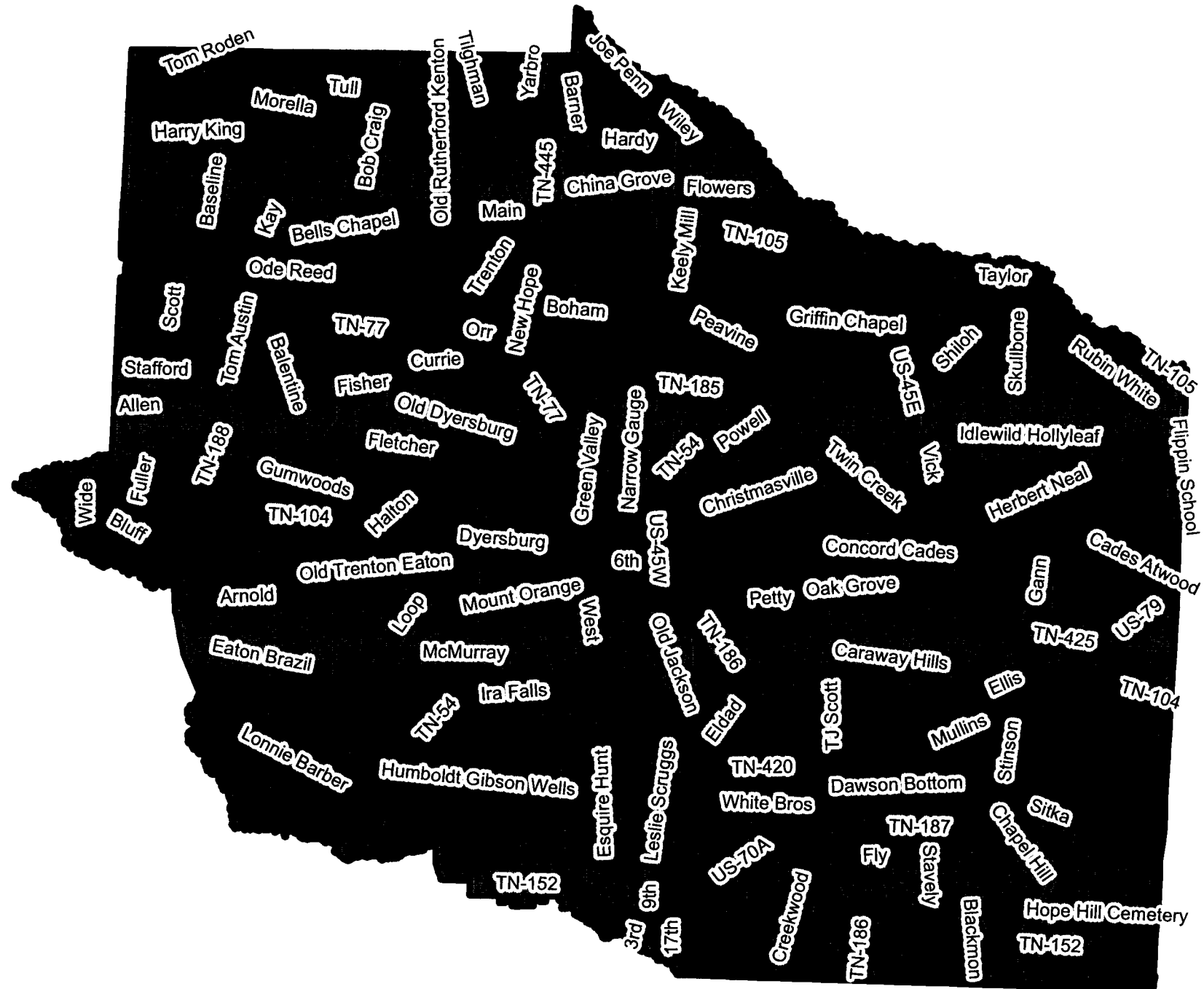
Legend

— Charter Served Streets — Streets  Municipal Boundary

0 0.4 0.8 1.6 Miles

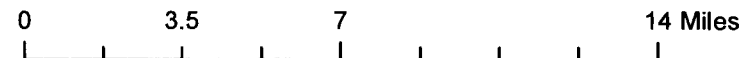


CHARTER GIBSON COUNTY, TN SERVED STREETS



Legend

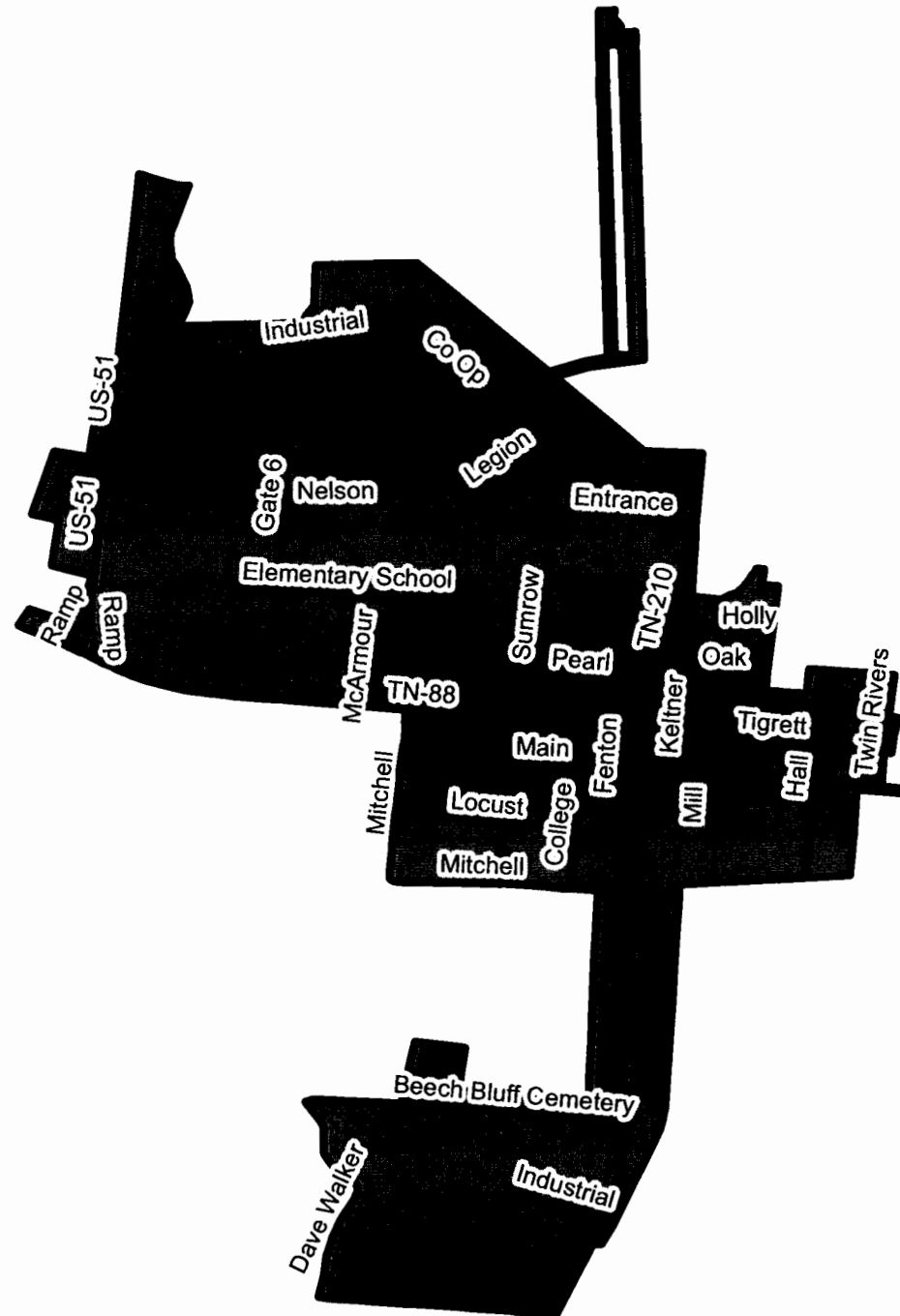
 Charter Served Streets
 Streets
 Municipal Boundary



CHARTER HAYWOOD COUNTY, TN SERVED STREETS



CHARTER TOWN OF HALLS, TN SERVED STREETS



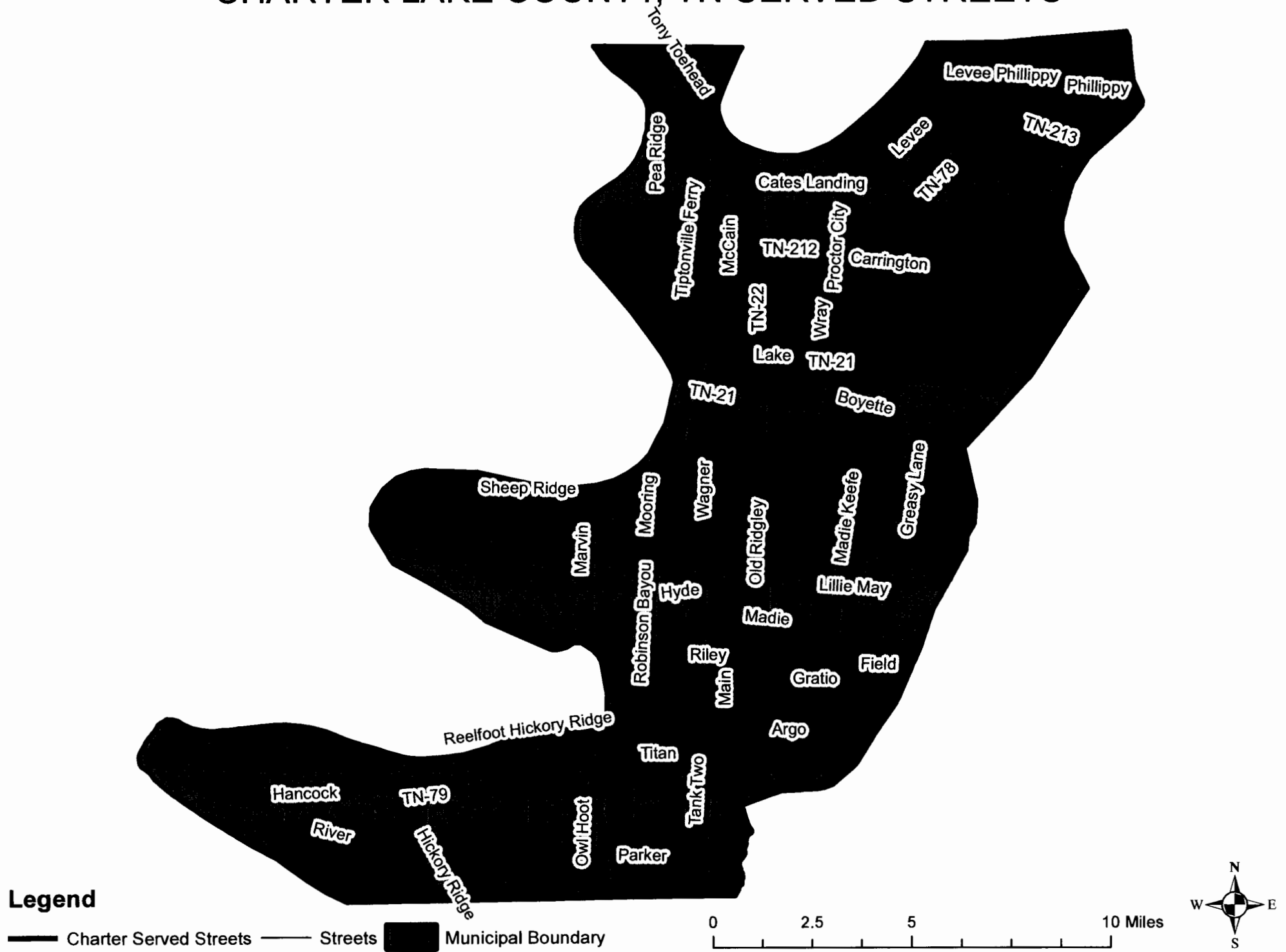
Legend

— Charter Served Streets — Streets — Municipal Boundary

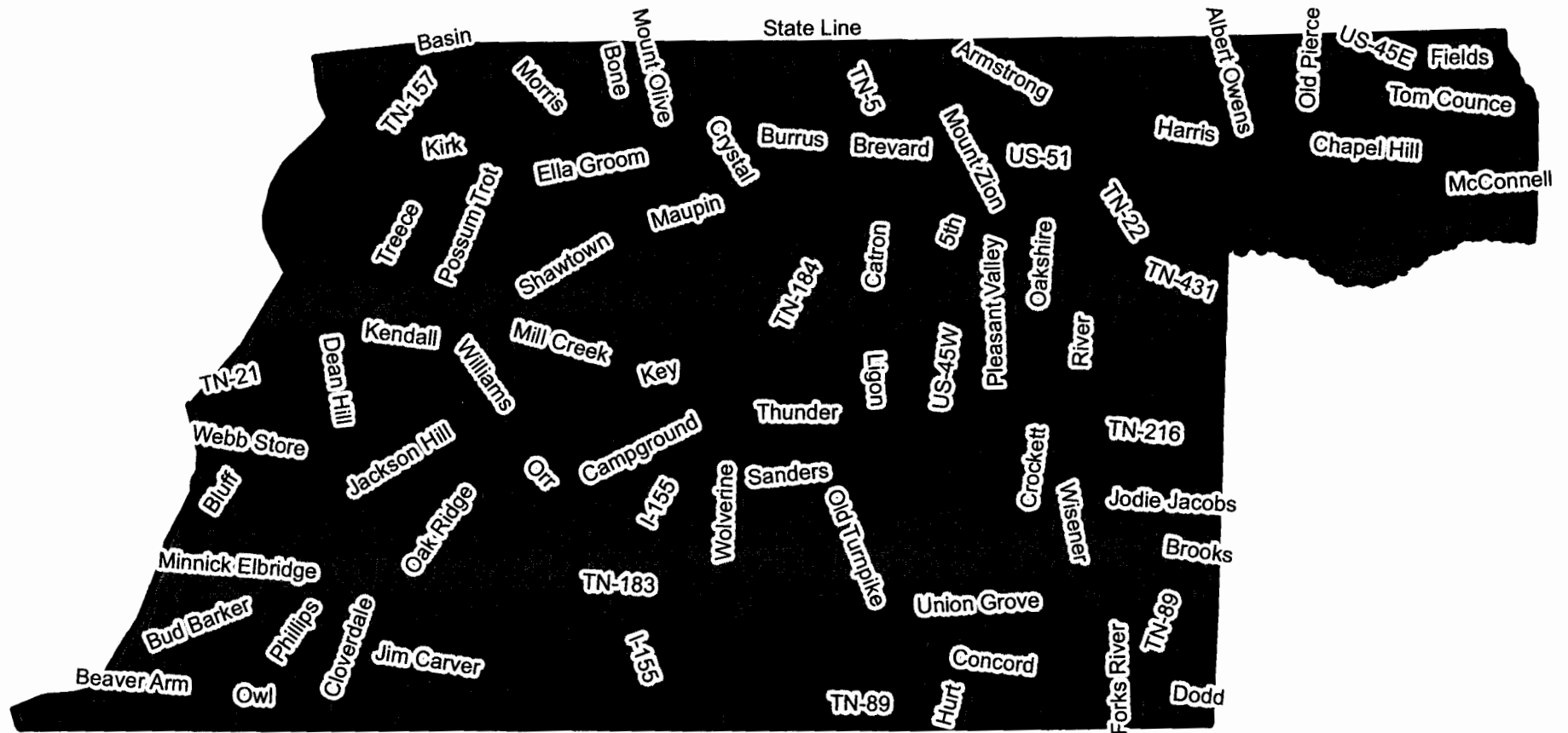
0 0.5 1 2 Miles



CHARTER LAKE COUNTY, TN SERVED STREETS

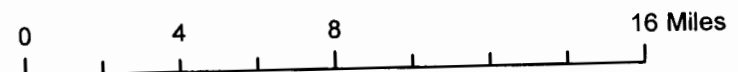


CHARTER OBION COUNTY, TN SERVED STREETS

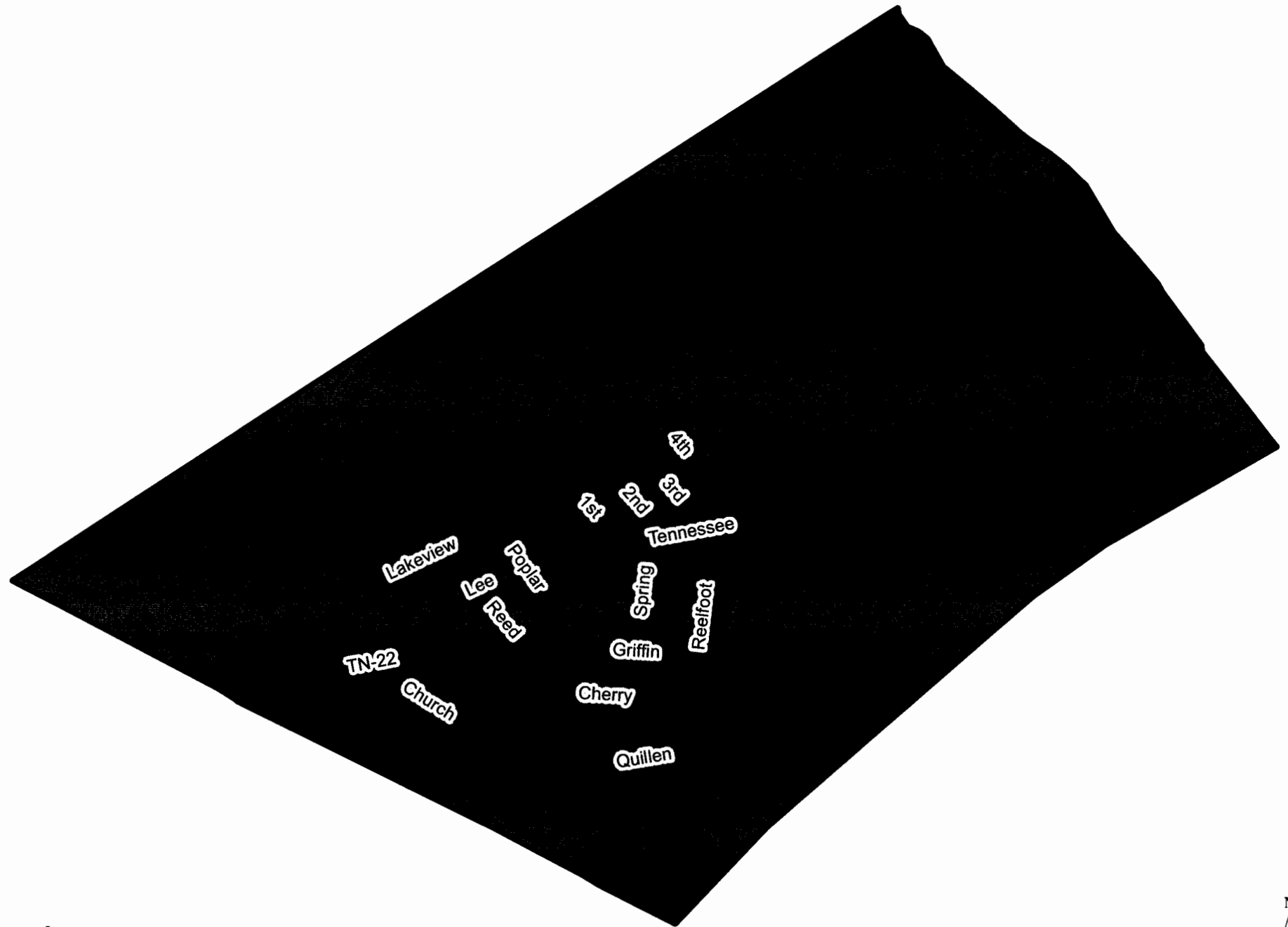


Legend

— Charter Served Streets — Streets ■ Municipal Boundary



CHARTER TOWN OF SAMBURG, TN SERVED STREETS



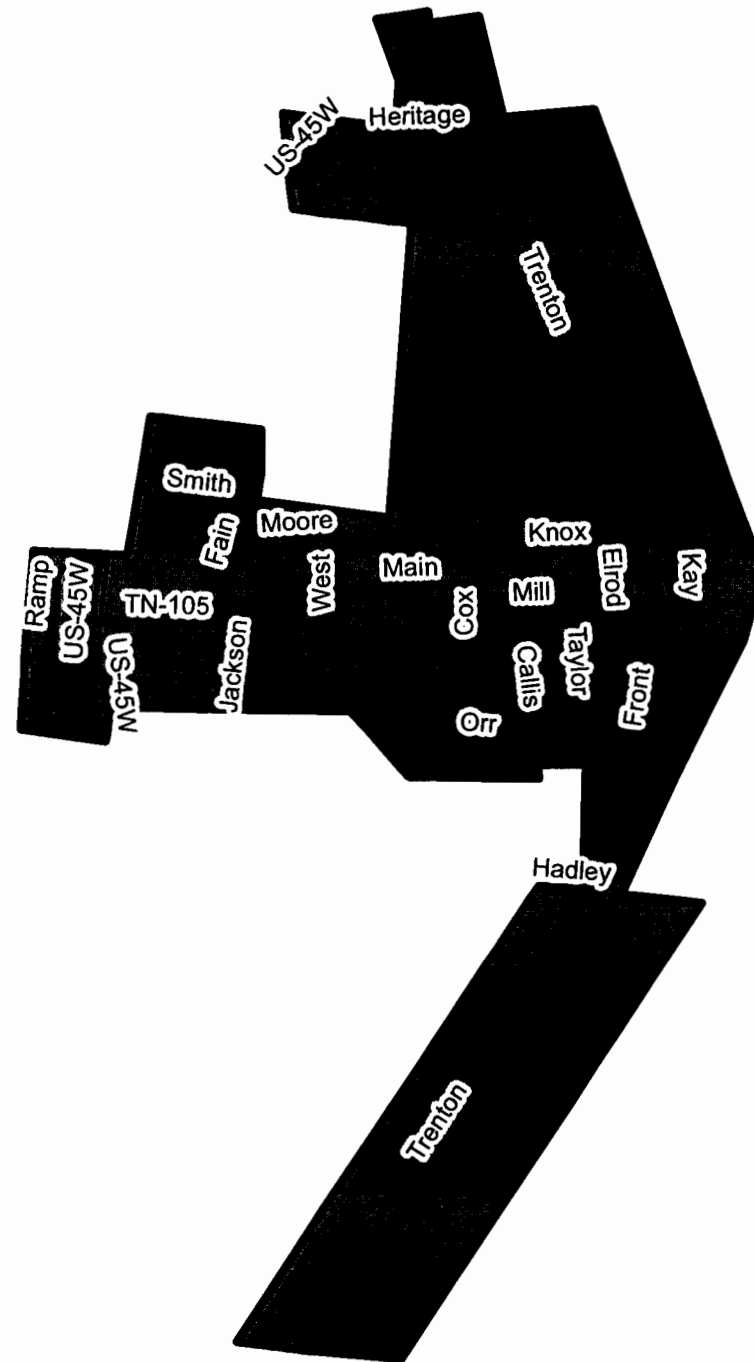
Legend

— Charter Served Streets — Streets ■ Municipal Boundary

0 0.15 0.3 0.6 Miles



CHARTER TOWN OF RUTHERFORD, TN SERVED STREETS



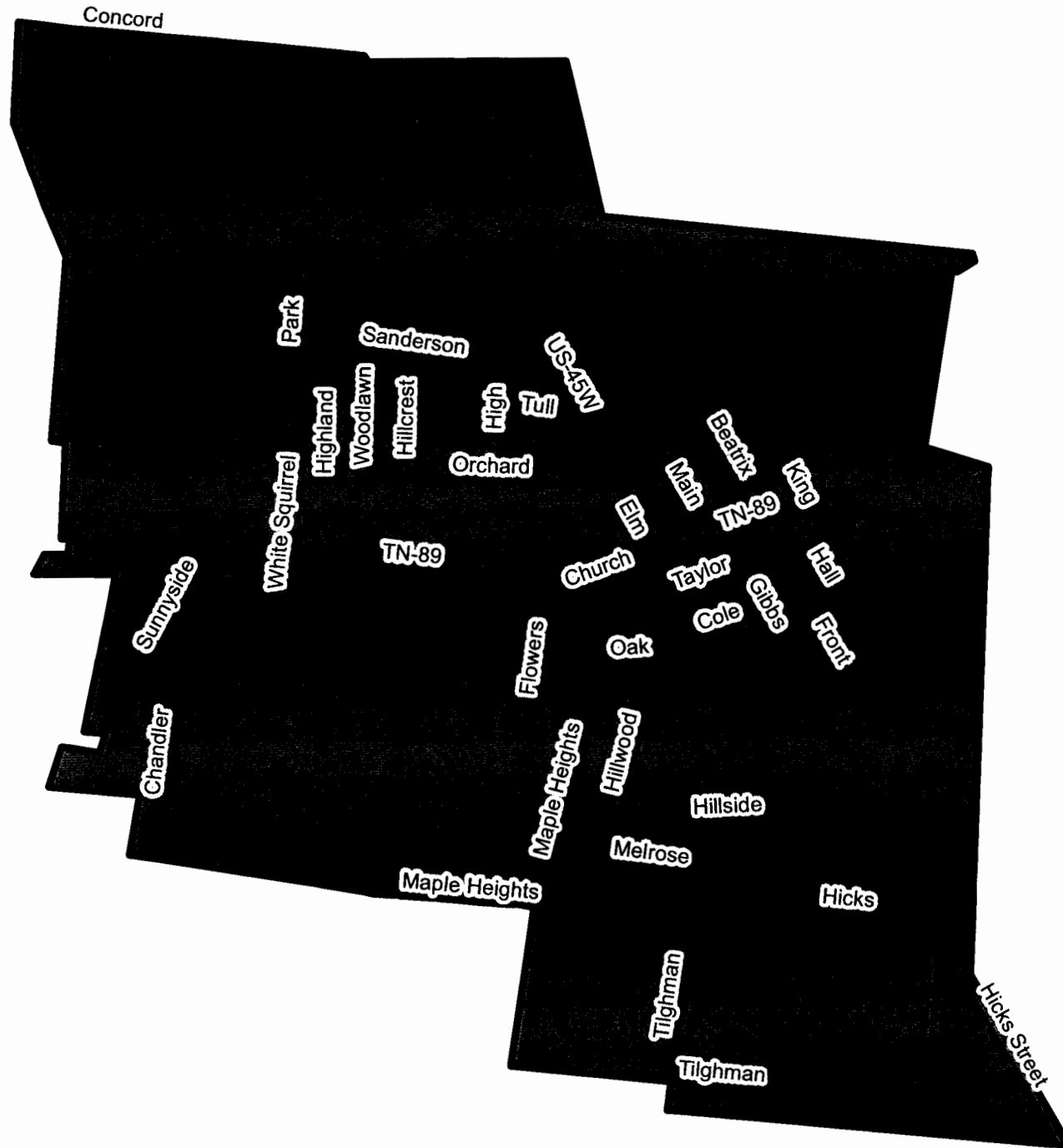
Legend

— Charter Served Streets — Streets ■ Municipal Boundary


0 0.425 0.85 1.7 Miles



CHARTER TOWN OF KENTON, TN SERVED STREETS



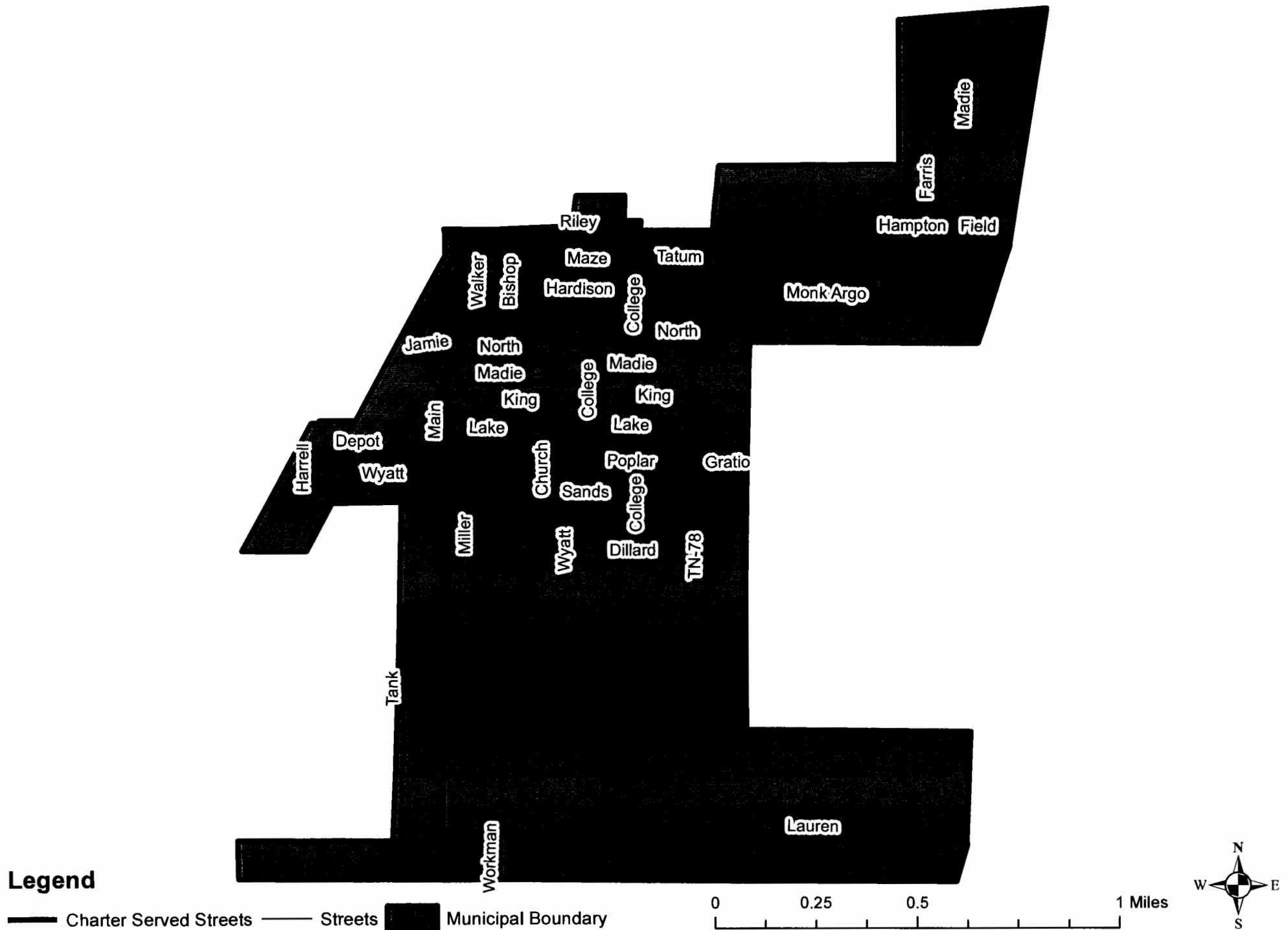
Legend

— Charter Served Streets — Streets  Municipal Boundary

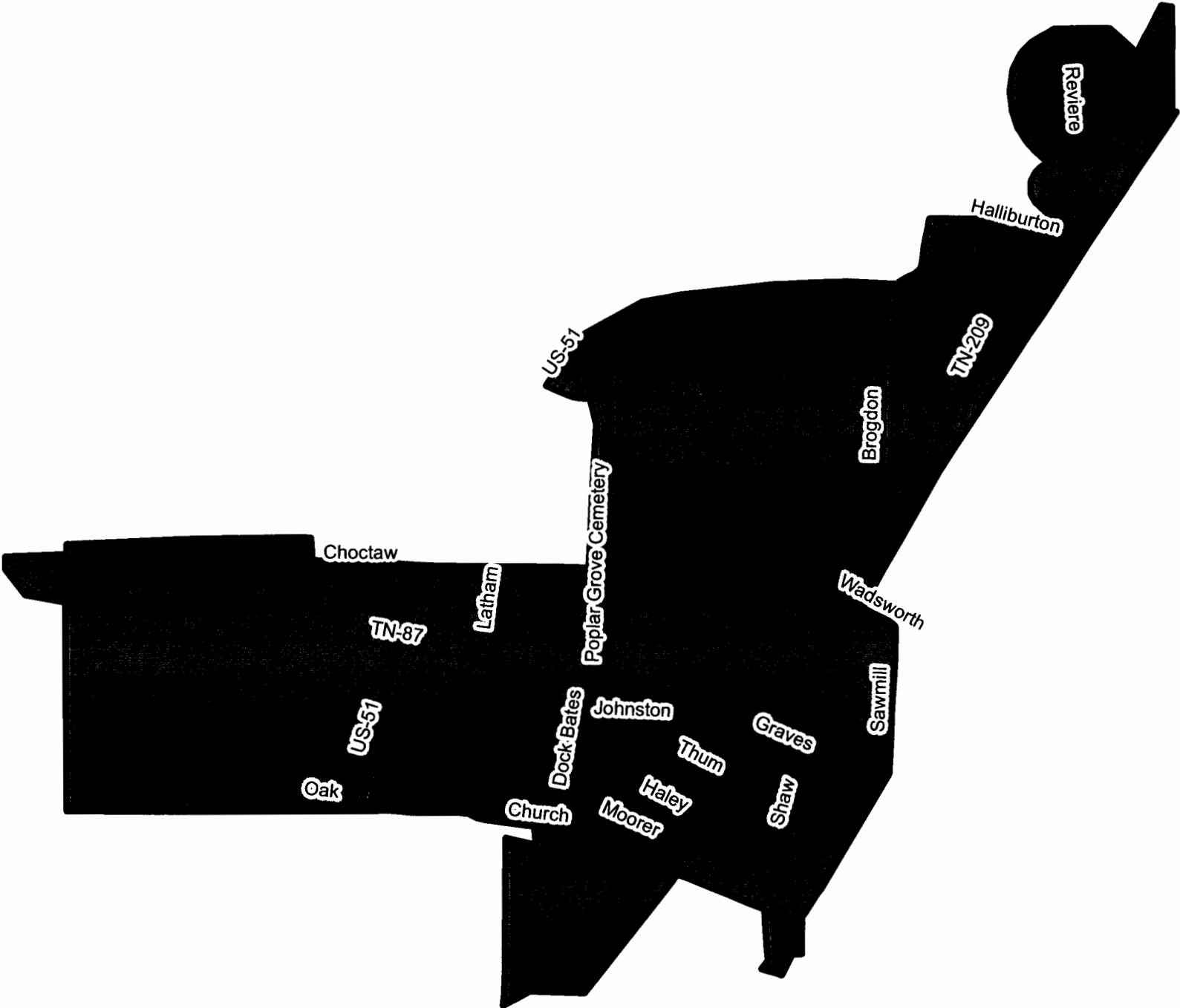
0 0.225 0.45 0.9 Miles



CHARTER TOWN OF RIDGELY, TN SERVED STREETS

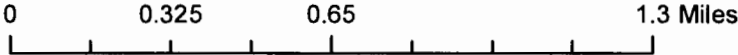


CHARTER TOWN OF HENNING, TN SERVED STREETS

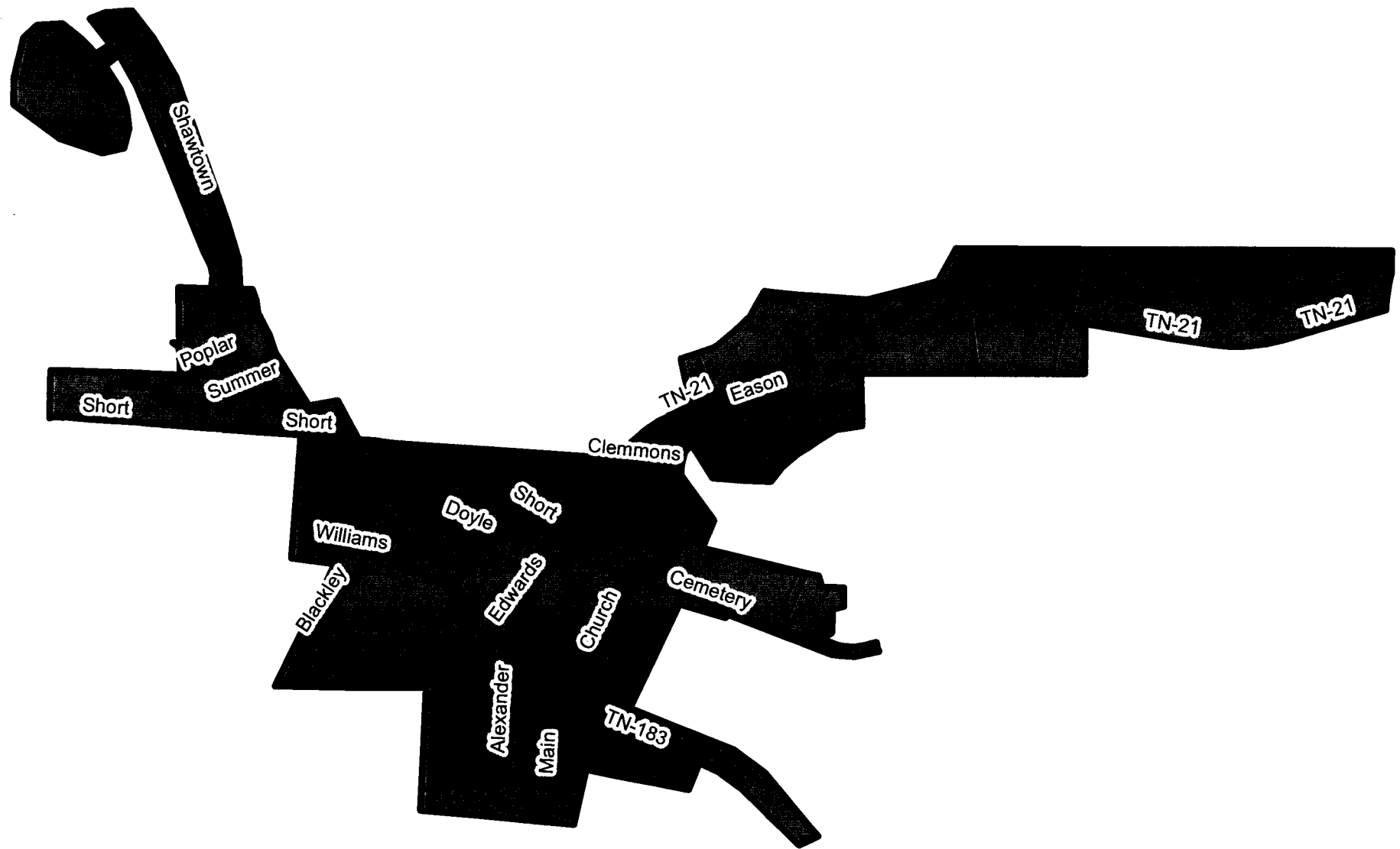


Legend

— Charter Served Streets — Streets ■ Municipal Boundary



CHARTER TOWN OF HORNBREAK, TN SERVED STREETS



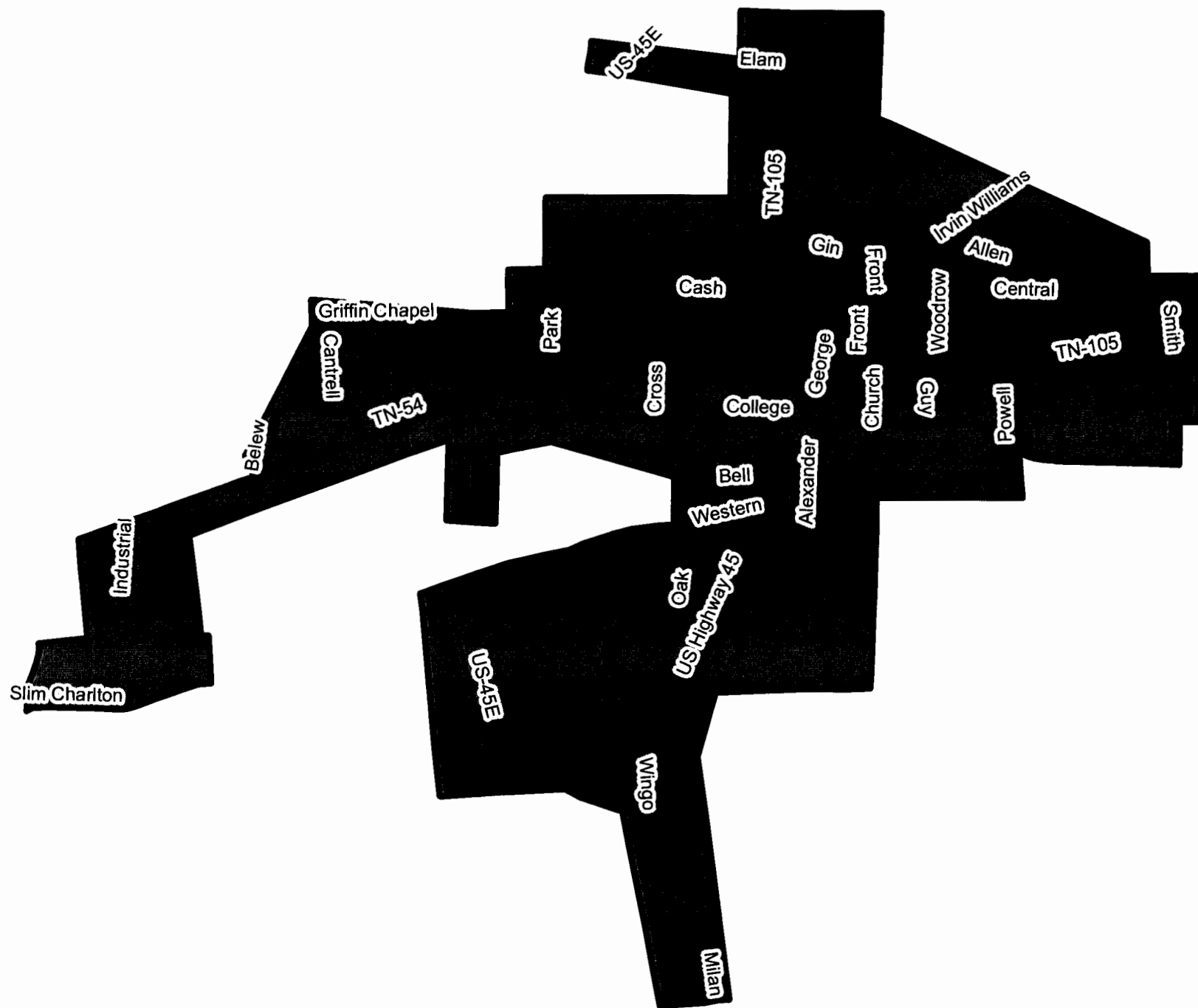
Legend

— Charter Served Streets — Streets — Municipal Boundary

0 0.225 0.45 0.9 Miles



CHARTER TOWN OF BRADFORD, TN SERVED STREETS



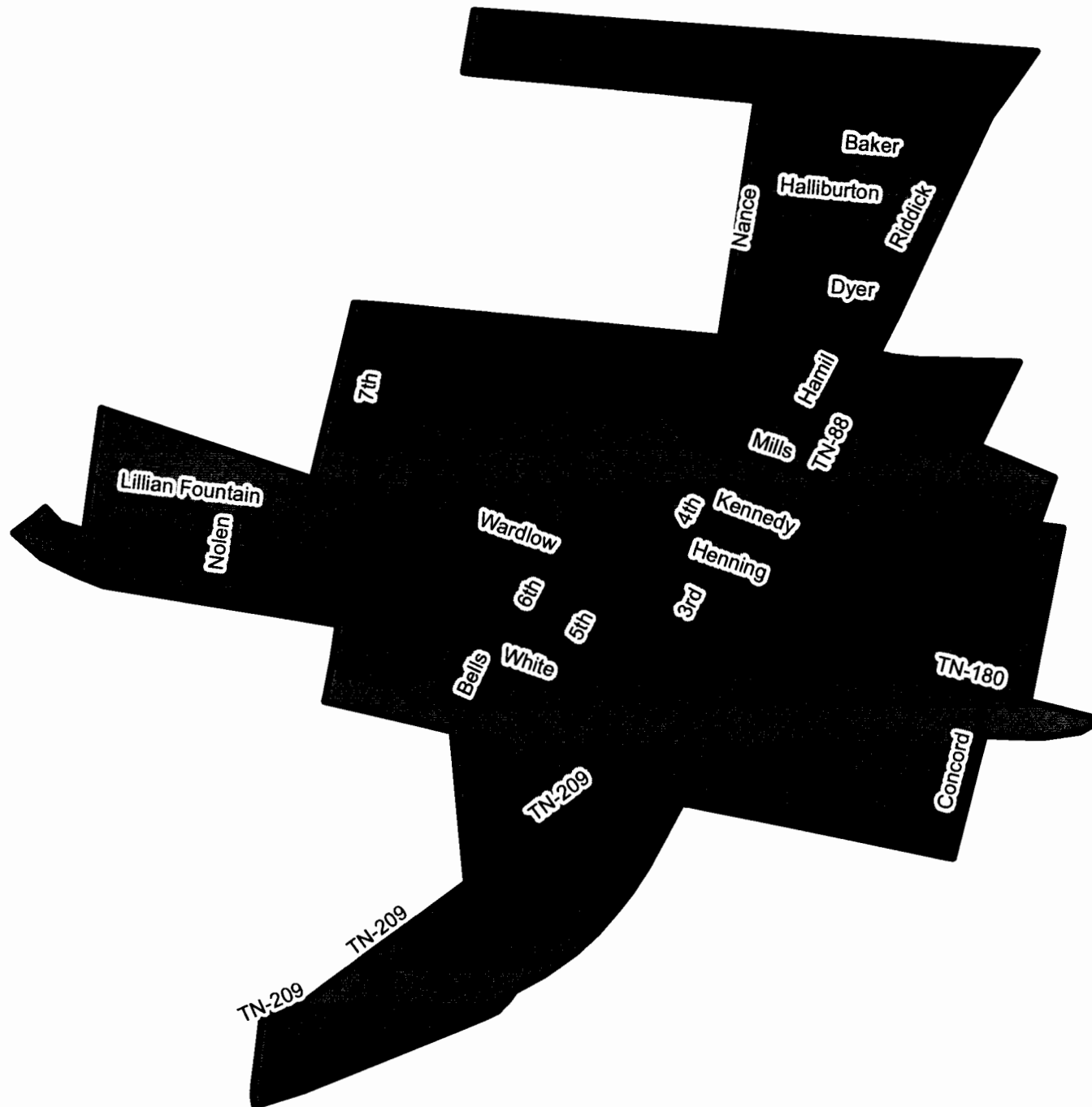
Legend

— Charter Served Streets — Streets ■ Municipal Boundary

0 0.25 0.5 1 Miles



CHARTER TOWN OF GATES, TN SERVED STREETS



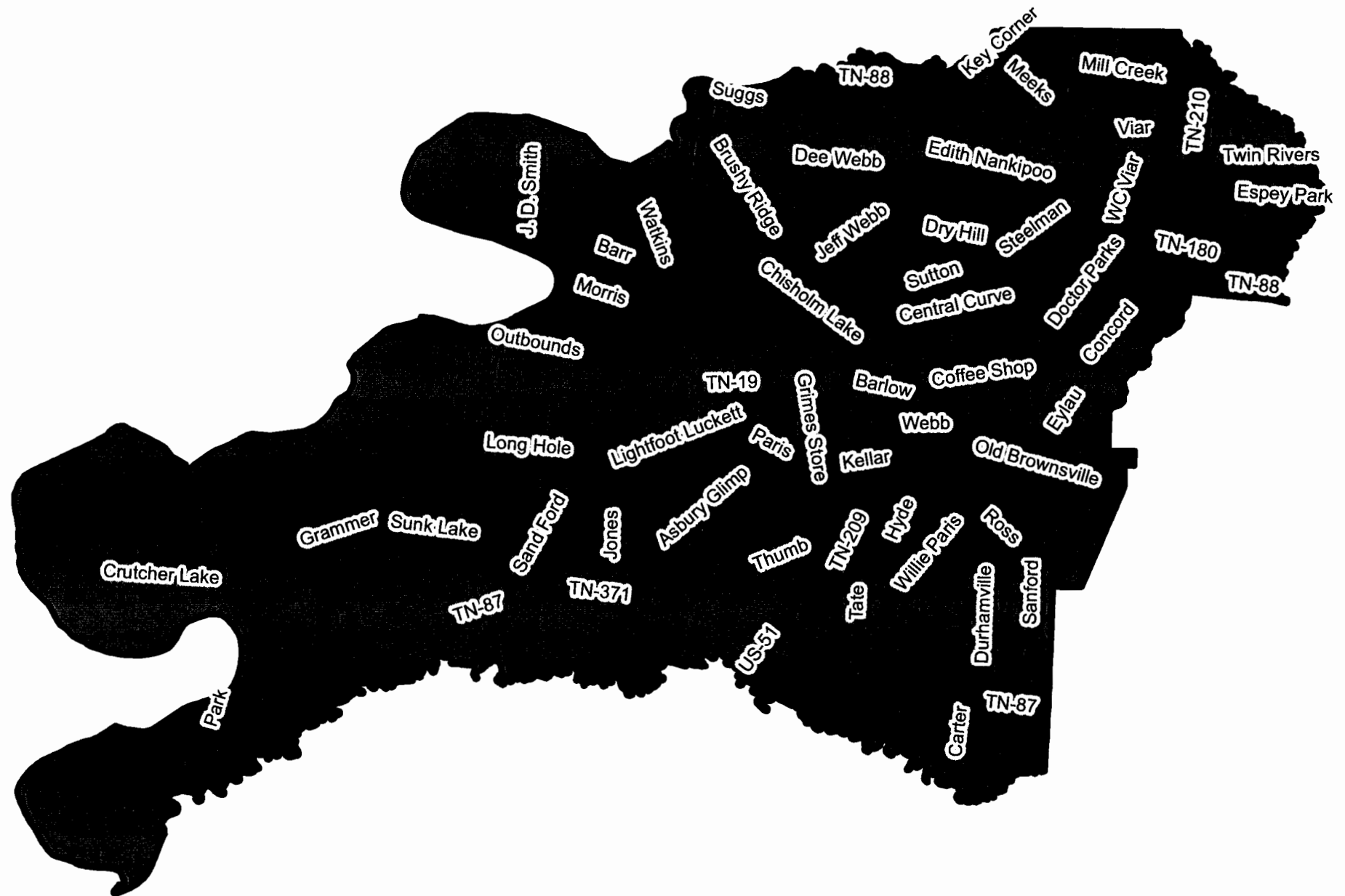
Legend

— Charter Served Streets — Streets ■ Municipal Boundary

0 0.15 0.3 0.6 Miles



CHARTER LAUDERDALE COUNTY, TN SERVED STREETS



Legend

— Charter Served Streets — Streets ■ Municipal Boundary

0 3.75 7.5 15 Miles



CHARTER HARDEMAN COUNTY, TN SERVED STREETS

