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1314 N. THIRD STREET
THIRD FLOOR
PHOENIX, ARIZONA 85004
PH: 602 • 364 • 6000
FX: 602 • 364 • 6010

January 16, 2009

Via Federal Express

Ms. Lisa Cooper
TRA Programs Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: **Revised** - Application for State-Issued Certificate of Franchise Authority

Dear Ms. Cooper,

We hereby submit the enclosed revised Affidavit of Michelle Cameron in support of our Application for a state-issued certificate of franchise authority to serve the City of Dyersburg, Dyer County and the City of Friendship, which includes our Minority Owned Business Participation Plan. A filing fee in the amount of \$500.00 has been previously submitted.

If you have any questions, please do not hesitate to contact me at 602-364-6195.

Sincerely,

Emerson Yearwood
Assistant General Counsel – Regulatory Affairs

Enclosure

cc: Elvis Brown, General Manager

Vertical handwritten notes on the right side of the page, including the number '1314'.

AFFIDAVIT OF MICHELLE CAMERON

STATE OF ARIZONA

COUNTY OF MARICOPA

My name is Michelle Cameron. My title is Vice President of the Southeast Division of applicant Cable One, Inc. ("Cable One") and I am an officer of Cable One. My personal knowledge of the facts stated herein has been derived from my employment with Cable One.

As set forth in Section 6(b) (1) of the Competitive Cable and Video Services Act (the "Act"), Cable One submits an application fee of \$500 on the basis of the population of less than 50,000, as reflected by the most recent decennial census, of the communities of the City of Dyersburg, Dyer County, and the City of Friendship, Tennessee (the "Communities") (Exhibit A).

I swear or affirm that I have personal knowledge of the facts stated in this Application for a State-Issued Certificate of Franchise Authority for the State of Tennessee, that I am competent to testify to them, and that I have the authority to make this application on behalf of Cable One. I further swear or affirm that Cable One:

- Agrees to comply with applicable federal, state and local laws, to make necessary FCC filings, and to provide emergency alert system services to all video service customers in accordance with the standards set forth in 47 C.F.R. Part 11, including any FCC waivers thereof.
- Is the incumbent cable service provider in the Communities. In each community, the area served includes all territory within the corporate limits and under the governmental authority of the respective community, as from time to time changed by annexation or other legal methods.
- Agrees to indemnify and hold harmless the state, municipality, county and any employee or representative for matters arising out of Cable One's exercise of its cable service franchise.
- Has a principal place of business located at 1314 N Third Street, 3rd Floor, Phoenix, Arizona, 85004, Telephone (602) 364-6000. The names of the principal executive officers of Cable One are attached as Exhibit B. Elvis Brown, the General Manager of Cable One's system serving the Communities, Alan Silverman, Vice President Legal & General Counsel, Philip Jimenez, Associate General Counsel, and Emerson Yearwood, Assistant General Counsel, are also authorized to represent Cable One before the Tennessee Regulatory Authority.
- Affirms that, as the incumbent provider, it is managerially, financially and technically qualified to continue to serve the Communities.
- Provides a fully staffed local office serving the Communities located at 416 West Court, Dyersburg, TN 38024. In addition, local telephone (731) 285-4174 and web-based contacts (www.cableone.net on the Customer Support page) for addressing customer service complaints are provided. Once a complaint is received via phone, email, web feedback, or in person (walk-in), the complaint is first addressed by trained Customer Sales and Service

Representatives. If the complaint cannot be resolved by phone, email reply, or in person and a technician is required to visit the home, the complaint is then forwarded to dispatch. During regular business hours a truck will be dispatched as soon as possible. If the complaint comes in after working hours or on weekends, it is automatically forwarded to Cable One's toll-free 24-hour Customer Care Center (direct dial 1(888) 204-9383) and then forwarded to the local on-call technician. That technician calls the customer to inquire of the issue, and may then visit the customer home if the issue can not be resolved over the phone.

Anytime a customer is dissatisfied with Cable One service, the customer may immediately escalate his concern to a department manager, and ultimately to the general manager for resolution. If a customer remains dissatisfied with Cable One's resolution, the customer may contact the Tennessee Regulatory Authority

- Is currently paying a franchise fee of five percent (5%) to each of the Communities.
- Will provide 10 days notice to each of the Communities before providing service under the terms of a certificate issued pursuant to this Application.
- Will comply with all applicable provisions of the Tennessee Competitive Cable and Video Service Act including the non-discrimination and service deployment requirements.
- Applicant's Minority Owned Business Participation Plan is attached as Exhibit C, and Applicant agrees to comply with the provisions of the plan in accordance with Section 14 of the Act.

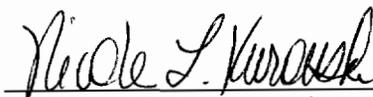
I swear or affirm that all of the statements and representations made in this Application for a State-Issued Certificate of Franchise Authority for the State of Tennessee are true and correct. I also swear or affirm that Cable One, Inc. will comply with all requirements of law applicable to the Cable Provider's State-Issued Certificate of Franchise Authority.

FURTHER AFFIANT SAYETH NOT.



Michelle D. Cameron
Vice-President, Southeast Division

SWORN TO AND SUBSCRIBED before me on the 16th day of January, 2009



NOTARY Public In and For the
State of Arizona

My commission expires: May 23, 2012

EXHIBIT A

AFFIDAVIT OF MICHELLE CAMERON
EXHIBIT A

CABLE ONE SERVICE AREAS & LOCAL CONTACTS
(APPLICANT SERVICES EACH OF THE LISTED
COMMUNITIES PURSUANT TO A LOCALLY
ISSUED FRANCHISE.)
Dyersburg, TN
Bill Revell, Mayor
City of Dyersburg
425 West Court Street
Dyersburg, TN 38025
Dyer County, TN
County of Dyer
Post Office Box 1360
Dyersburg, TN 38024
City of Friendship, TN
City of Friendship
Post Office Box 265
213 South Main Street
Friendship, TN 38034

EXHIBIT B



Watch us make you smile.

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To: Ronnie Dillon Tom Might
Dan Lynch Pat Dolohanty
Jay Morse Phil Jimenez
Terry Wilson Emerson Yearwood
Dean Rohrbaugh Lyn Fain
Sharon McDonald (Covington)

From: Alan H. Silverman

Date: October 29, 2008

Subject: Directors and Officers of Cable One, Inc.

As of October 29, 2008 the directors and officers of Cable One, Inc. (the only Cable Division subsidiary) are as set forth below.

The directors of Cable One, Inc. are:

Donald E. Graham
John B. Morse, Jr.
Thomas O. Might

The officer list is as follows:

Cable One, Inc.
DATE OF INCORPORATION: October 14, 1980
(a Delaware corporation)

Thomas O. Might	President
Thomas P. Basinger	Vice President
T. Mitchell Bland	Vice President
Michael E. Bowker	Vice President
Michelle D. Cameron	Vice President
Aldo R. Casartelli	Vice President
Thaddeus J. Crawford	Vice President
Patrick A. Dolohanty	Vice President & Treasurer
Stephen A. Fox	Vice President
John D. Gosch	Vice President
James J. Hannan	Vice President
Julia M. Laulis	Vice President
Gerald W. McKenna	Vice President
Alan H. Silverman	Vice President & Secretary
Janiece St. Cyr	Vice President
John B. Morse, Jr.	Assistant Treasurer
Hal S. Jones	Assistant Treasurer
Veronica Dillon	Assistant Secretary

EXHIBIT C

CABLE ONE, INC.'S TENNESSEE
MINORITY OWNED BUSINESS PARTICIPATION PLAN

Cable One, Inc. hereby sets forth its business plan (the "Plan") for actively soliciting bids from minority-owned businesses in the State of Tennessee 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 the 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. Cable One's Minority Owned Business Policy Statement

It is the policy of Cable One to encourage all parts of its operation to conduct business with minority owned businesses wherever those businesses provide comparable products and/or services at competitive prices and quality. Purchasing and other company personnel involved in

procurement and/or vendor selection are responsible for making a good faith effort to identify qualified and bonafide minority owned business enterprises and solicit such businesses for purchase of materials and services.

III. Cable One's Proposal For Purchasing Goods And Services From Minority Owned Businesses

The Plan is designed to promote, increase and improve the quality of the overall participation of minority business enterprises in Cable One's supply chain. Cable One looks for opportunities to work with diversity suppliers in all aspects of its business.

The Plan has two main components – identification of minority owned business suppliers in the State of Tennessee and annual review of system performance under the Plan in compliance with Cable One and FCC EEO policies.

System personnel are provided with a list, obtained from published directories, of minority owned businesses operating in the State of Tennessee. This list is updated at least on an annual basis. In addition, purchasing and other system personnel may identify and solicit qualified and bonafide local minority owned businesses to supplement the existing list.

Every year, the system manager must complete a self-assessment that evaluates performance under Company and FCC EEO policies. This self-assessment includes a review of outreach and participation with minority owned businesses. The completed self-assessment is made available to senior management for review.

Elvis Brown, the Manager of the Cable One, Inc., system serving Dyersburg, TN will be responsible for the implementation of, and compliance with the Plan. He may be contacted at:

CableOne, Inc.
416 West Court
Dyersburg, TN 38024
(731) 285-4174

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

Cable One purchasing personnel and system managers are empowered and encouraged to work with identified businesses on a individual basis to mentor and promote their participation in business opportunities with Cable One. Any necessary technical assistance which does compromise the bidding process can be provided upon request.

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

Pursuant to this plan, Cable One shall strive to maximize participation of minority owned businesses and shall strive to achieve a level of minority owned business participation representative of the population demographics of the State of Tennessee.

Cable One, Inc. Tennessee Minority Owned Business Participation Plan

By January 31 of each year, Cable One will prepare and submit an annual report to the Tennessee Regulatory Authority concerning Cable One Tennessee's minority owned business participation plan and compliance with such plan.