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May 31, 2011

VIA HAND DELIVERY

Honorable Mary Freeman, Chairman
c/o Sharla Dillon, Docket & Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

RECORDED
2011 MAY 31 PM 3:04
T.R.A. DOCKET ROOM

**RE: Application of Highland Telephone Cooperative, Inc. for a State-Issued
Certificate of Franchise Authority, TRA Docket No. 09-00016**

Dear Chairman Freeman:

Enclosed please find one (1) original and thirteen (13) copies of the *First Amendment to Highland Telephone Cooperative's Certificate of Franchise Authority* ("First Amendment"). Also enclosed is a check for the filing fee.

One (1) additional copy of the *First Amendment* is enclosed to be stamped "filed" for our records. If you have any questions or require additional information, please let us know.

Sincerely,

Sarah Lodge Tally

SLT/mh

Enclosures

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2011 MAY 31 PM 3:04

BEFORE THE
TENNESSEE REGULATORY AUTHORITY

IN THE MATTER OF THE APPLICATION)
OF HIGHLAND TELEPHONE COOPERATIVE)
INC., ON BEHALF OF ITSELF AND ITS WHOLLY-)
OWNED SUBSIDIARIES, HIGHLAND MEDIA)
CORPORATION AND HIGHLAND)
COMMUNICATIONS CORPORATION)
FOR A STATE-ISSUED CERTIFICATE OF)
FRANCHISE AUTHORITY)

T.R.A. DOCKET ROOM
S
Docket No. 09-00016

**FIRST AMENDMENT TO CERTIFICATE OF
FRANCHISE AUTHORITY**

On January 30, 2009, Highland Telephone Cooperative, Inc., on behalf of itself and its wholly-owned subsidiaries, Highland Media Corporation and Highland Communications Corporation (the “Company”), filed its application for a state-issued certificate of franchise authority pursuant to TENN. CODE ANN. § 7-59-301, *et seq.*, also known as the Competitive Cable and Video Services Act (the “Act”). On February 23, 2009, the Tennessee Regulatory Authority (the “Authority”) granted a Certificate of Franchise Authority to the Company.

The Company files this first amendment to such Certificate of Franchise Authority (“First Amendment”) to supplement certain municipalities and/or unincorporated areas listed in the original application to be served in whole or in part by the Company by including the following:

Coalfield and all remaining unincorporated areas lying within Morgan County.

The Company has provided a copy of this First Amendment to the affected municipalities and county and will comply with all applicable notice provisions. In addition, the Company will comply with all requirements regarding these additional locations to the same extent as set forth in its original application.

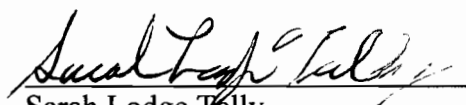
As required by TENN. CODE ANN. § 7-59-305(c)(3), the Company intends to offer video service for purchase in each of the areas identified above within twenty-four (24) months of the date of the Authority's acceptance of this First Amendment.

The Company agrees to comply with all the provisions of the Act, including, without limitation, the nondiscrimination and service deployment provisions of the Act, and the Company acknowledges the provisions of the Act relative to enforcement of the same.

In accordance with TENN. CODE ANN. § 7-59-305(b)(2) of the Act, the Company submits herewith the required amendment fee of Two Hundred Fifty Dollars (\$250).

Respectfully submitted May 31, 2011.

Miller & Martin PLLC



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Attorneys for Company

VERIFICATION

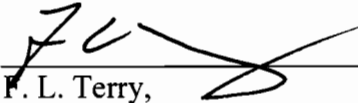
STATE OF TENNESSEE)

COUNTY OF Scott)


I, F. L. Terry, being duly sworn, depose and state as follows:

1. I am the General Manager of the Company.
2. I have reviewed the foregoing First Amendment and the documents filed therewith, and the contents thereof are true and correct to the best of my knowledge, information and belief.

HIGHLAND TELEPHONE COOPERATIVE, INC.

By: 
F. L. Terry,
General Manager

Sworn to and subscribed before me this
26th day of May, 2011.


Notary Public

My Commission Expires:
5/24/14

