



Bill Connors
President
Central Division

Comcast Cable
600 Galleria Parkway
Suite 1100
Atlanta, GA 30339
Office: 678.460.1622
Fax: 678.385.5103

VIA HAND DELIVERY

Honorable Mary W. Freeman, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re: *Application of Comcast Cable Communications Management, LLC, for a State-Issued Certificate of Franchise Authority*

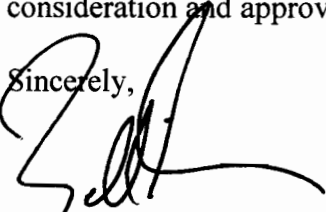
Docket No. 09-00137

Dear Chairman Freeman:

Enclosed for filing in the referenced docket are the original and four copies of Comcast Cable Communications Management, LLC's *Second Amendment to Certificate of Franchise Authority*.

Comcast Cable Communications Management, LLC, respectfully requests that this matter be placed on the Authority's next regularly scheduled Conference Agenda for consideration and approval.

Sincerely,



Bill Connors
President – Comcast Central Division

Enclosures

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In Re: Application of Comcast Cable Communications Management, LLC, a Delaware Limited Liability Company, on Behalf of its Affiliates Operating Cable Systems in Tennessee Which Include the Following Entities:

Comcast of Arkansas/Florida/Louisiana/Minnesota/Mississippi/Tennessee, Inc.
Comcast of Indiana/Kentucky/Utah
Comcast of Kentucky/Tennessee/Virginia, LLC
Comcast of Michigan/Mississippi/Tennessee, Inc.
Comcast of Nashville I, LLC
Comcast of Nashville II, LLC
Comcast of Tennessee, LP
Comcast of the South
Comcast of Southern Tennessee, LLC

Docket No. 09-00137

SECOND AMENDMENT TO
CERTIFICATE OF FRANCHISE AUTHORITY

On September 15, 2009, Comcast Cable Communications Management, LLC (hereinafter, "Comcast") 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 of 2008, (hereinafter, the "Act"). Such Certificate of Franchise Authority was granted to Comcast by the Tennessee Regulatory Authority on October 2, 2009.

On August 10, 2010, Comcast filed its First Amendment to its Certificate of Franchise Authority to supplement certain municipalities and/or unincorporated areas within Counties to those previously described within its application filed September 15, 2009. Such First Amended Certificate of Franchise Authority was granted to Comcast by the Tennessee Regulatory Authority on September 23, 2010.

Comcast hereby files this Second Amendment to its Certificate of Franchise Authority to add:

- 1) corporate entity *Comcast of Southern Tennessee, LLC*, as an affiliate of Comcast Cable Communications Management, LLC, and
- 2) certain additional municipalities and unincorporated County areas to the written description of municipalities and unincorporated areas within Counties to be served in whole or in part by Comcast as listed in Exhibit A, herein.

Comcast has provided a copy of this Amendment to the affected municipalities and Counties listed in Exhibit A, herein, and will comply with all applicable notice provisions.

Based on the population of the areas designated above as provided for in Section 6(b)(2) of the Act, Comcast has submitted the required fee of one thousand dollars (\$1,000.00) with this Amendment.

Respectfully submitted,

COMCAST CABLE COMMUNICATIONS MANAGEMENT, LLC

By: _____



Bill Connors

President, Central Division

EXHIBIT A

I. SERVICE AREAS AND CORRESPONDING LEGAL ENTITIES

Service Area - Cities

Athens
 Decherd
 Englewood
 Estill Springs
 Farragut
 Gallatin
 Greeneville
 Jacksboro
 Johnson City
 Middleton
 Niota
 Oakdale
 Orinda
 Ridgeway
 Stanton
 Tellico Plains
 Unicoi
 Woodbury

Legal Entity

Comcast of the South
 Comcast of Nashville II, LLC
 Comcast of the South
 Comcast of Nashville II, LLC
 Comcast of the South
 Comcast of Nashville II, LLC
 Comcast of Kentucky/Tennessee/Virginia, LLC
 Comcast of the South
 Comcast of the South
 Comcast of Arkansas/Florida/Louisiana/Minnesota/Mississippi/Tennessee, Inc.
 Comcast of Southern Tennessee, LLC
 Comcast of Southern Tennessee, LLC
 Comcast of Indiana/Kentucky/Utah
 Comcast of Nashville II, LLC
 Comcast of Arkansas/Florida/Louisiana/Minnesota/Mississippi/Tennessee, Inc.
 Comcast of Southern Tennessee, LLC
 Comcast of the South
 Comcast of Nashville II, LLC

Service Area - Unincorporated

Campbell County
 Cannon County
 Cheatham County
 Dickson County
 Fayette County
 Hardeman County
 Hickman County
 McMinn County (1 of 2)
 McMinn County (2 of 2)
 Polk County
 Shelby County

Comcast of the South
 Comcast of Nashville II, LLC
 Comcast of Nashville I, LLC
 Comcast of Nashville I, LLC
 Comcast of Arkansas/Florida/Louisiana/Minnesota/Mississippi/Tennessee, Inc.
 Comcast of Arkansas/Florida/Louisiana/Minnesota/Mississippi/Tennessee, Inc.
 Comcast of Nashville II, LLC
 Comcast of the South
 Comcast of Southern Tennessee, LLC
 Comcast of the South
 Comcast of Arkansas/Florida/Louisiana/Minnesota/Mississippi/Tennessee, Inc.

II. POPULATION (2000 decennial census)

<u>Service Area - Cities</u>	<u>Population</u>	<u>County</u>
Athens	13,220	McMinn
Decherd	2,246	Franklin
Englewood	1,590	McMinn
Estill Springs	2,152	Franklin
Farragut	17,720	Knox (17,718) Loudon (2)
Gallatin	23,230	Sumner
Greeneville	15,198	Greene
Jacksboro	1,887	Campbell
Johnson City	55,469	Carter (1,138), Sullivan (240), Washington (54,091)
Middleton	602	Hardeman
Niota	781	McMinn
Oakdale	244	Morgan
Orlinda	594	Robertson
Ridgetop	1,083	Davidson (41), Robertson (1,042)
Stanton	615	Haywood
Tellico Plains	859	Monroe
Unicoi	3,519	Unicoi
Woodbury	<u>2,428</u>	Cannon
Total	<u>143,437</u>	
<u>Service Area - Unincorporated</u>		
Campbell County	39,854	
Cannon County	12,826	
Cheatham County	35,912	
Dickson County	43,156	
Fayette County	28,806	
Hardeman County	28,105	
Hickman County	22,295	
McMinn County (1 of 2)	49,015	
McMinn County (2 of 2)		
Polk County	16,050	
Shelby County	<u>897,472</u>	
Sub-Total - Counties	1,173,491	
Adjustment for Cities	<u>20,508</u>	
Grand Total	<u>1,152,983</u>	

Note: The total population of Counties has been adjusted by subtracting City populations listed above so that such population data is not counted twice.

III. CONTACT INFORMATION

<u>Service Area - Cities</u>	<u>Title</u>	<u>First Name</u>	<u>Last Name</u>	<u>Address 1</u>	<u>Address 2</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Athens	Mayor	Hal	Buttram	815 N. Jackson St.		Athens	TN	37303
Decherd	Mayor	Betty	Henshaw	1301 W. Main Street	P.O. Box 488	Decherd	TN	37324
Englewood	Mayor	Raymond	Roach	P.O. Box 150		Englewood	TN	37329
Estill Springs	Mayor	A.J.	DeMatteo	100 Hudgins Street		Estill Springs	TN	37330
Farragut	Mayor	Ralph	Gill	11408 Municipal Center Drive		Farragut	TN	37934
Gallatin	Mayor	JoAnn	Graves	132 W. Main Street		Gallatin	TN	37066
Greeneville	Mayor	W.T.	Daniels	200 N. College St.		Greeneville	TN	37745
Jacksboro	Mayor	Jack	Cannon	P.O. Box 75		Jacksboro	TN	37775
Johnson City	Mayor	Jane	Myron	P.O. Box 2150		Johnson City	TN	37605
Middleton	Mayor	Vernon	Henderson	P.O. Box 40		Middleton	TN	38052
Niota	Mayor	Cecil	Black	P.O. Box 146		Niota	TN	37826
Oakdale	Mayor	Vick	Jeffers	P.O. Box 116		Oakdale	TN	37829
Orlinda	Mayor	Ricky	Stark	7501 Hwy 52		Orlinda	TN	37141
Ridgetop	Mayor	Darrell	Denton	1730 Hwy 41		Ridgetop	TN	37152
Stanton	Mayor	Allan	Sterbinsky	P.O. Box 97		Stanton	TN	38069
Tellico Plains	Mayor	Roger	Powers	201 Southard St.		Tellico Plains	TN	37385
Unicoi	Mayor	Johnny	Lynch	P.O. Box 39		Unicoi	TN	37692
Woodbury	Mayor	Harold	Patrick	101 W. Water Sstreet		Woodbury	TN	37190

Service Area - Unincorporated

Campbell County	Mayor	William	Baird	P.O. Box 435		Jacksboro	TN	37757
Cannon County	County Executive	Mike	Gannon	Cannon County Courthouse	Public Square	Woodbury	TN	37190
Cheatham County	Mayor	David	McCullough	Cheatham County Courthouse	100 Public Square	Ashland City	TN	37015
Dickson County	Mayor	Bob	Rial	P.O. Box 267		Charlotte	TN	37036
Fayette County	Mayor	Rhea	Taylor	P.O. Box 218		Somerville	TN	38068
Hardeman County	Mayor	Willie	Spencer	P.O. Box 250		Bolivar	TN	38008
Hickman County	Mayor	Stephan	Gregory	114 N. Central Ave	Ste 201	Centerville	TN	37033
McMinn County (1 of 2)	Mayor	John	Gentry	McMinn Co. Courthouse		Athens	TN	37303
McMinn County (2 of 2)	Mayor	John	Gentry	McMinn Co. Courthouse		Athens	TN	37303
Polk County	Mayor	Hoyt	Firestone	P.O. Box 128		Benton	TN	37307
Shelby County	Mayor	Mark	Luttrell	160 North Main Street		Memphis	TN	38103

PHIL FLETCHER
 We charge by the job, not the hour.
 724 Highway 39 E • Athens, TN • Bonded and Insured Licensed Master Plumber

We Want To Earn Your Business 743-0101
 421 White St. S.E. Athens, TN

 100 Decatur Pike
 Athens

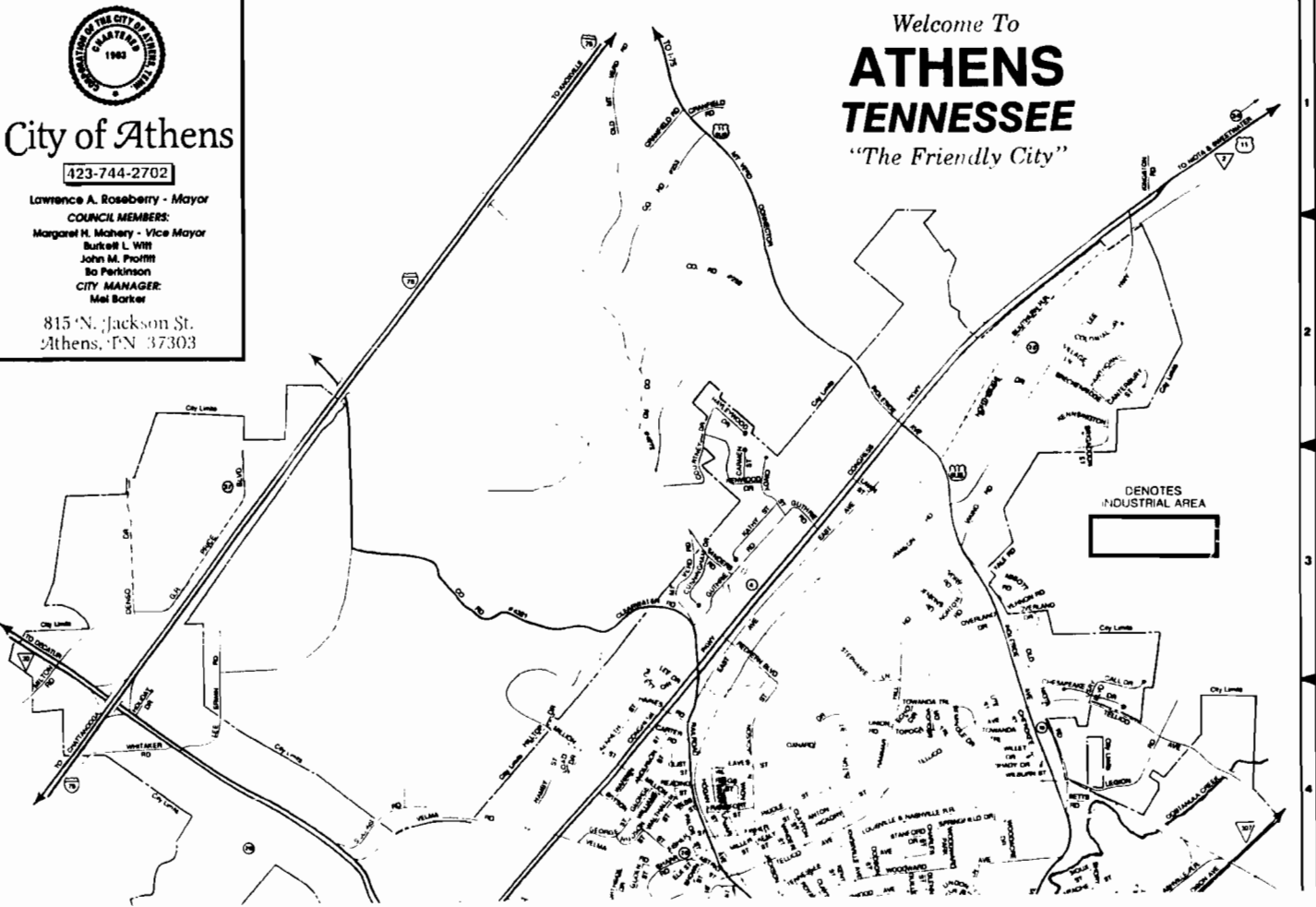
 820 N. CO
 Athens • Jasper • Dalton • Dayton

buyers
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423-72
 820 N. CO



City of Athens
 423-744-2702
 Lawrence A. Roseberry - Mayor
 COUNCIL MEMBERS:
 Margaret H. Mahery - Vice Mayor
 Burkell L. With
 John M. Proffitt
 Bo Perkinson
 CITY MANAGER:
 Mel Barker
 815 N. Jackson St.
 Athens, TN 37303

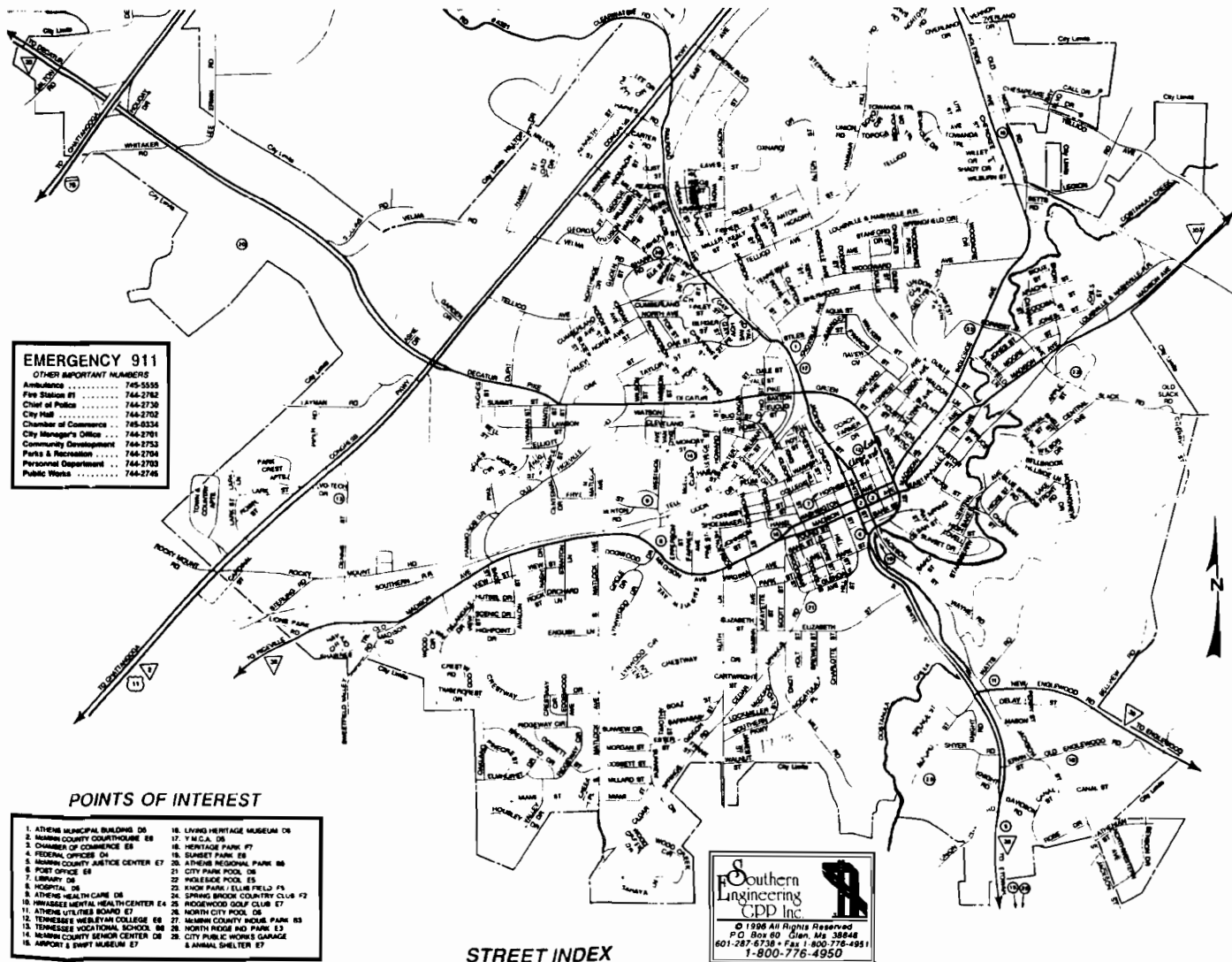
Welcome To
ATHENS
TENNESSEE
 "The Friendly City"



DENOTES INDUSTRIAL AREA

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 Secretaries •
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 Bookkeeping •
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ATHENS (1 of 2)



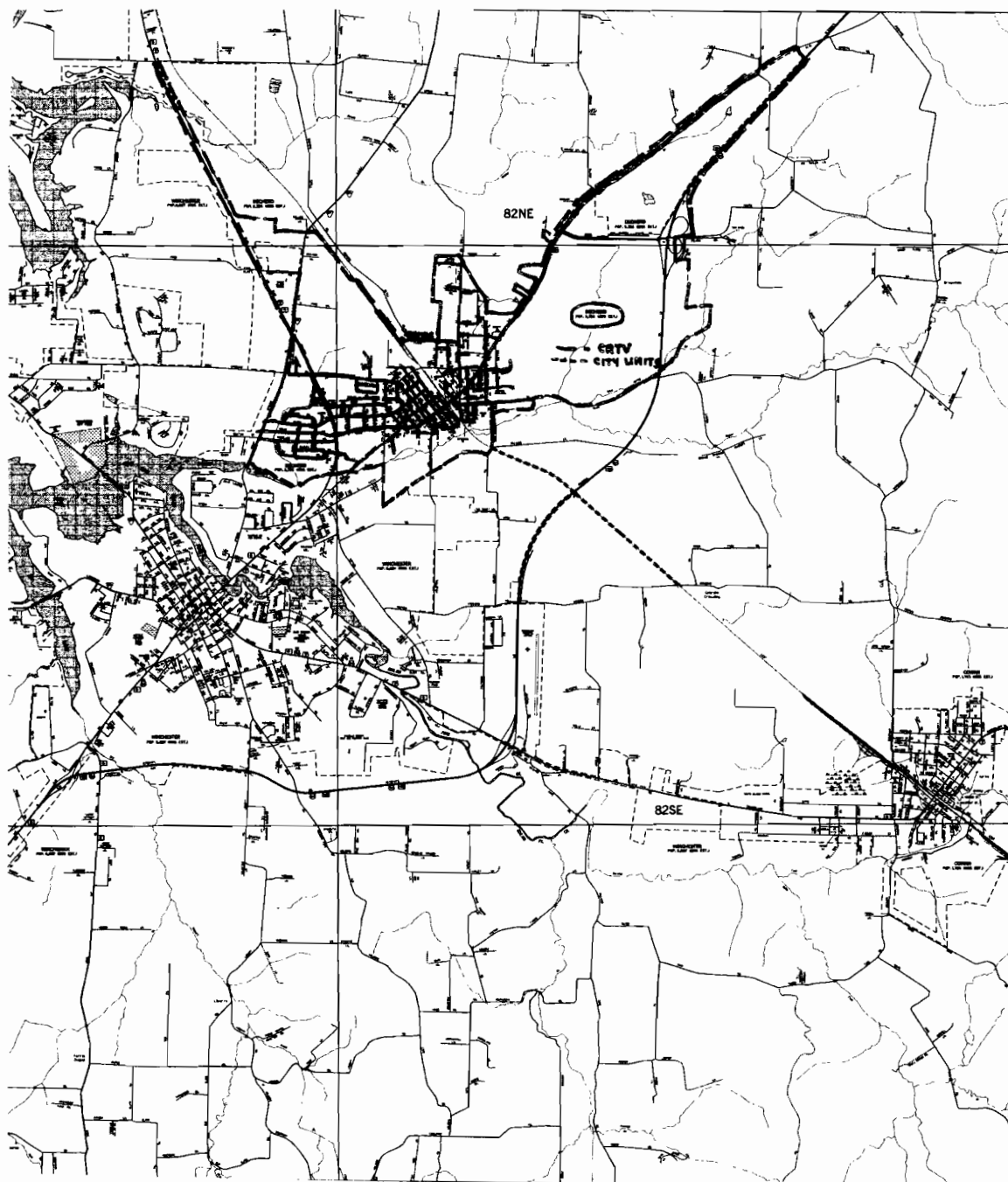
ATHENS (20F2)

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 Each Firm Indep.

DA
DAYS
 424 W. Main St.
 Breakfast
MOTEL OFFICE
 423-745-5800
 I-75 S. Hw.

GON
 'Real Italian Pizza'
 42
 Steaks • Caviar
 2241 CONGRE

JIM BOB
 • Light & Heavy Construction
 • Painting
 • Electrical
 • Plumbing



- LEGEND**
- SCHOOL
 - HOSPITAL
 - POST OFFICE
 - COURTHOUSE
 - CITY HALL OR COMMUNITY CENTER
 - MONUMENT
 - AIRPORT - COMPLETE FACILITIES
 - AIRPORT - LIMITED FACILITIES
 - LANDING AREA OR STRIP
 - OBSERVATION OR LOOKOUT TOWER
 - AIRPORT
 - ROADWAY GARAGE (S-STATE, C-COUNTY)
 - POINTS OF INTEREST
 - INTERSTATE HIGHWAY
 - U.S. NUMBERED HIGHWAY
 - STATE HIGHWAY
 - STATE HIGHWAY
 - LAKE WITH DAM
 - RESERVOIR - POND OR LAKE
 - LEVEE OR DYKE
 - NARROW STREAM
 - WIDE STREAM
 - DAM WITH LOCK
 - HEAD OF NAVIGATION
 - NAVIGABLE STREAM
 - GRADE CROSSING
 - UNDERPASS-ROAD BELOW
 - OVERHEAD-ROAD ABOVE
 - RAILROAD TUNNEL
 - GRADE SEPARATION
 - FORD
 - LINE WATER BRIDGE
 - FREE FERRY OR TOLL FERRY
 - HIGHWAY BRIDGE-OVER 20 FEET
 - HIGHWAY BRIDGE-LONG RIVER CROSSING
 - PRIMITIVE OR UNIMPROVED ROAD
 - GRAVEL AND DRANED SOIL, GRAVEL OR STONE SURFACED ROAD
 - PAVED ROAD
 - GRAVEL AND DRANED SOIL, GRAVEL OR STONE SURFACED HIGHWAY
 - PAVED HIGHWAY
 - DIVIDED HIGHWAY
 - DISTANCE IN MILES BETWEEN DESIGNATED POINTS
 - FUEL CONTROL OF ACCESS
 - NATIONAL PARK SERVICE HIGHWAY
 - COUNTY LINE
 - STATE LINE
 - INCORPORATED CITY BOUNDARY
 - RESERVATION BOUNDARY
 - PAVED OR GRAVEL PUBLIC ROAD
 - MAINTENANCE NOT CITY OR COUNTY RESPONSIBILITY



INDEX TO ADJOINING STATEWIDE PLANIMETRIC MAPS

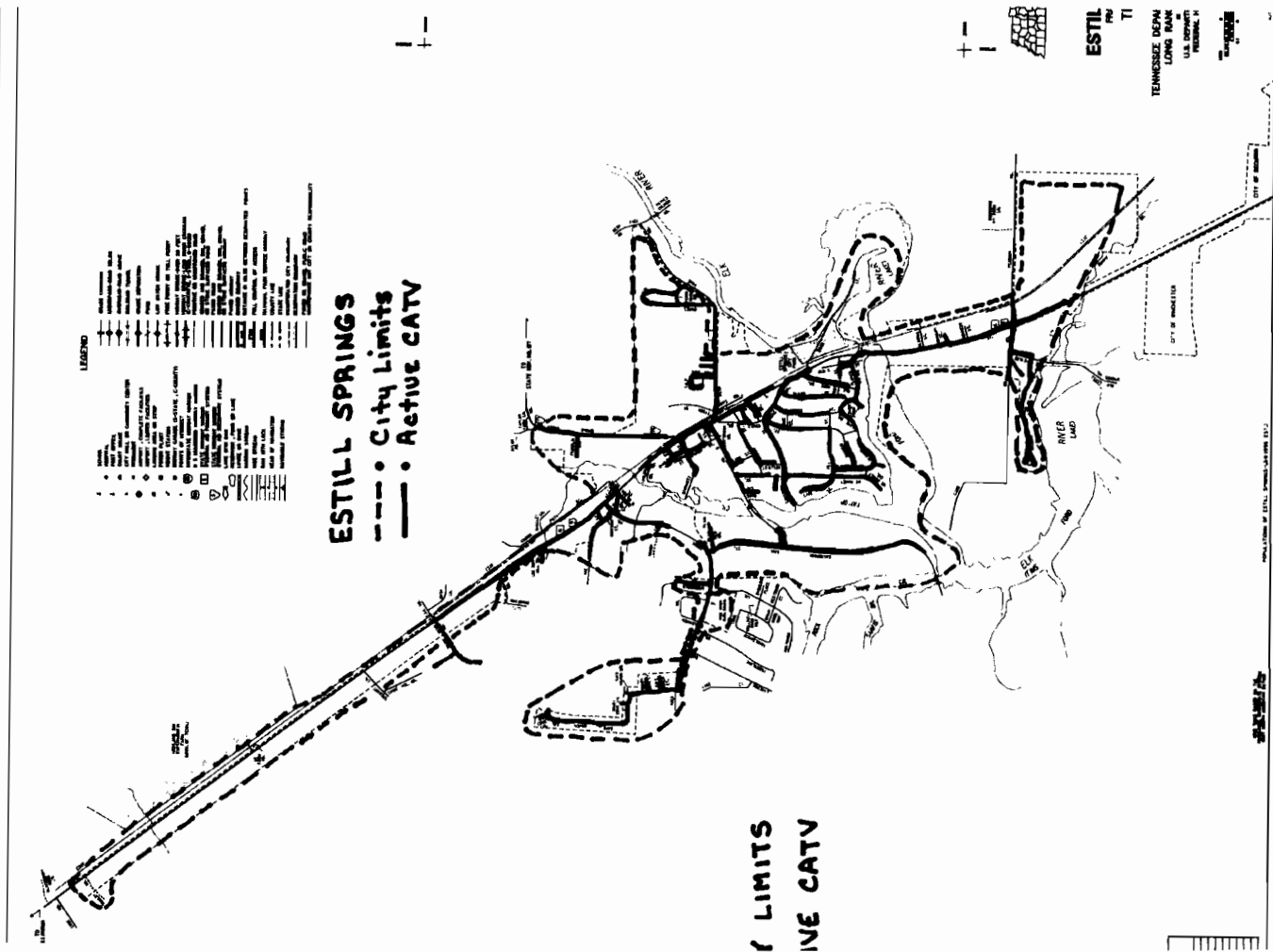
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INDIVIDUAL MAP SHEETS AVAILABLE AT THE SCALE OF INCH EQUALS 1000 FEET

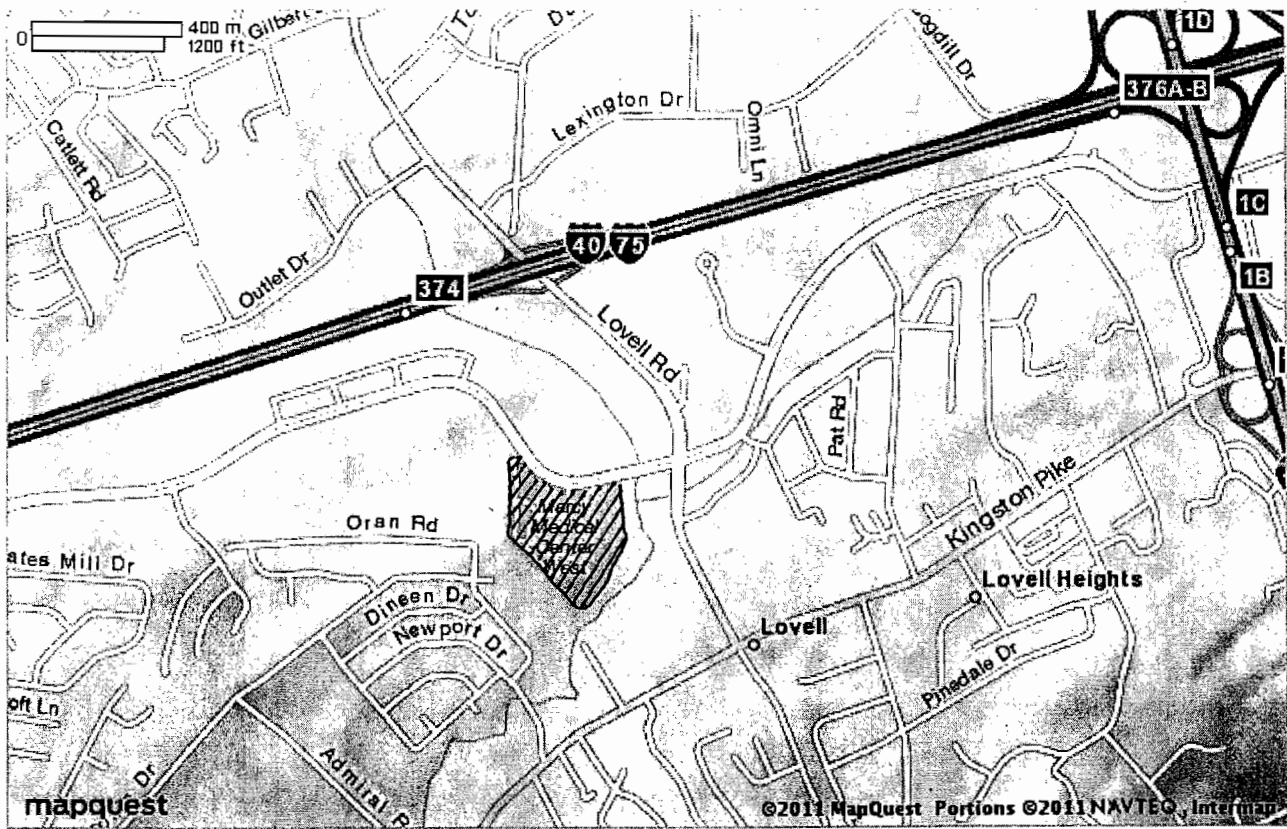


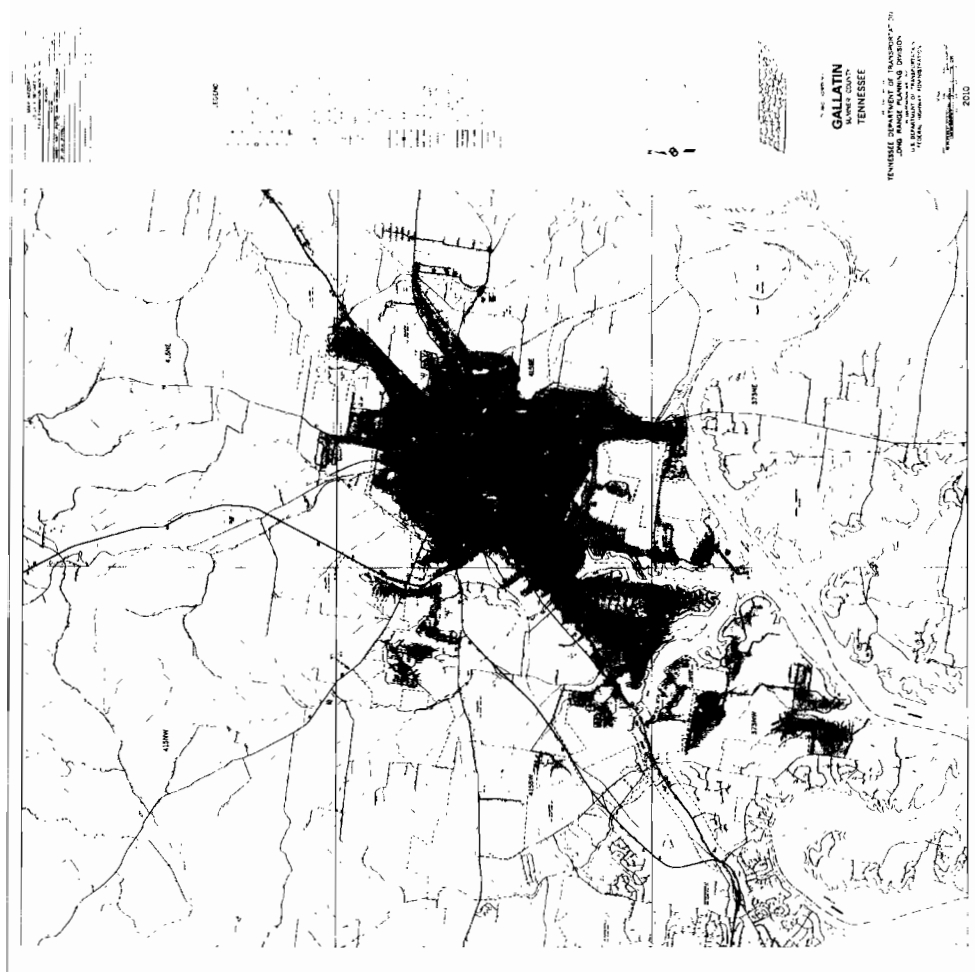
STATEWIDE PLANIMETRIC MAP
**COWAN, DECHERD,
 ESTILL SPGS. & WINCHESTER**
 COWAN, DECHERD, ESTILL, & WINCHESTER





FARRAGUT, TN SERVICE AREA





GALLATIN
TENNESSEE

TENNISSE DEPARTMENT OF TRANSPORTATION
2010

MS26E	3925E	MS6E	3935W
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 HIGHWAY BRIDGE-OVER 20 FEET
 HIGHWAY BRIDGE-LONG RIVER CROSSING
 PRIMITIVE OR UNIMPROVED ROAD
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ON STONE SURFACED ROAD
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 DISTANCE IN MILES BETWEEN DESIGNATED

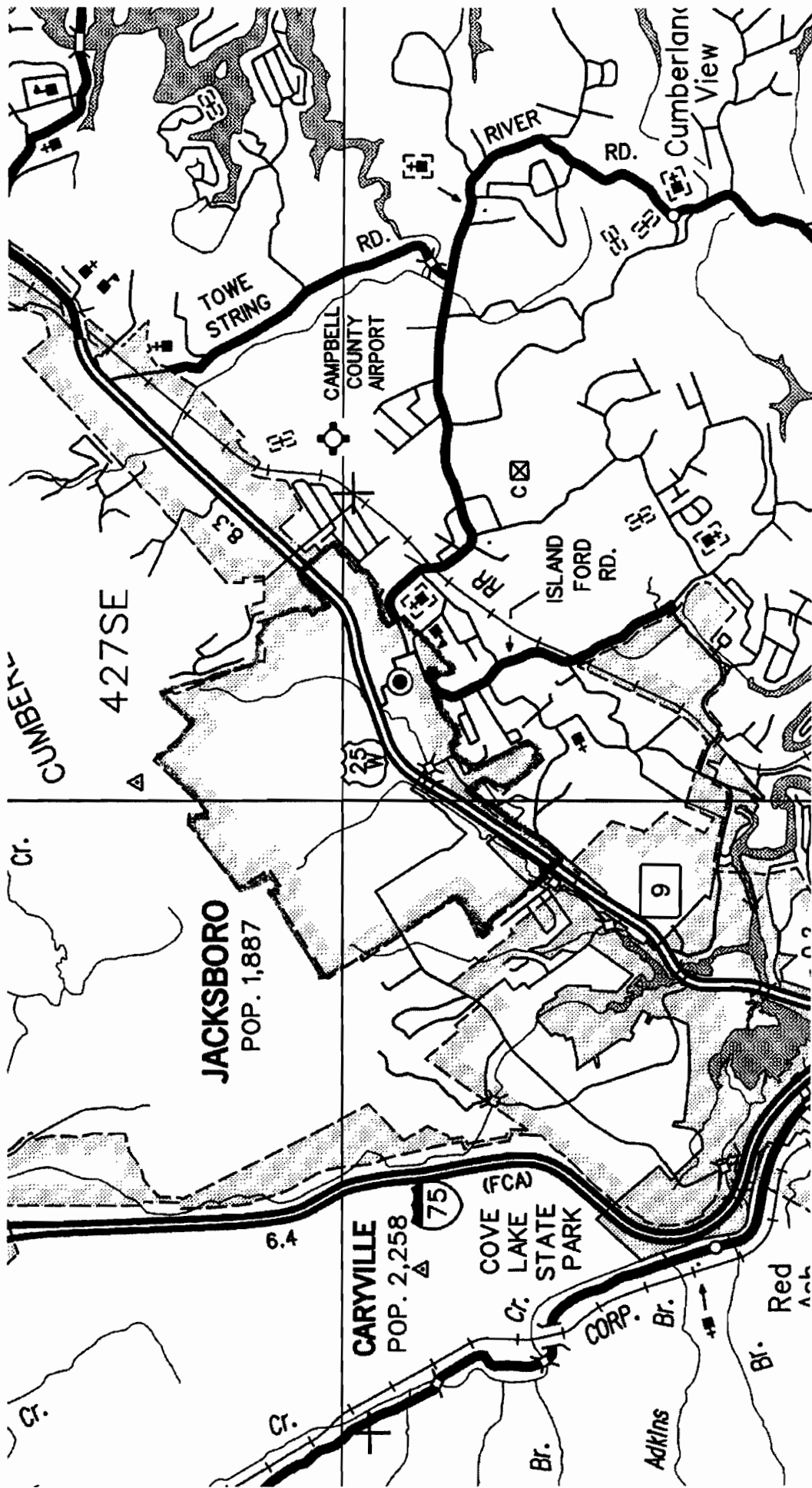
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	NARROW STREAM
	WIDE STREAM
	DAM WITH LOCK
	HEAD OF NAVIGATION
	NAVIGABLE STREAM
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	OVERHEAD-ROAD ABOVE

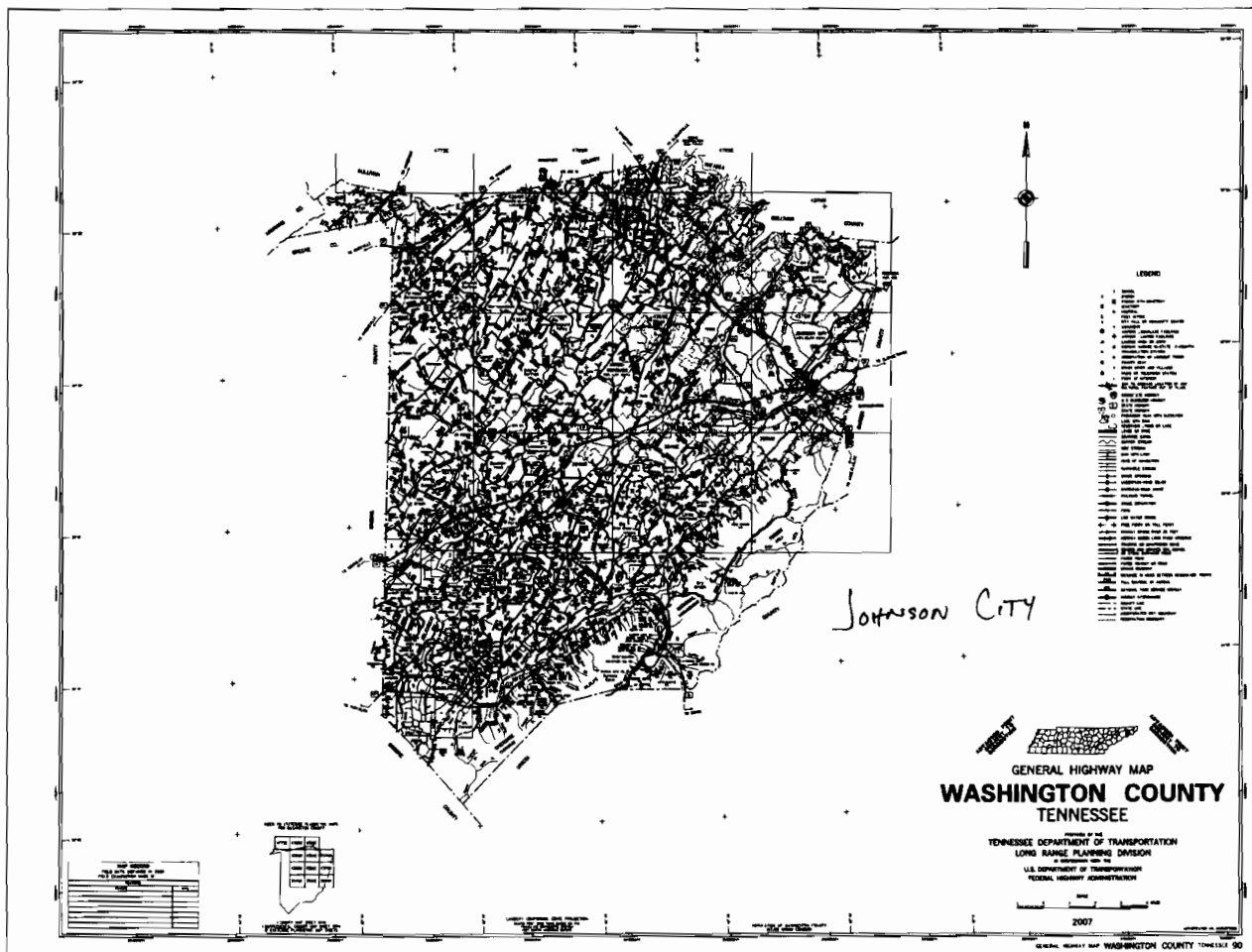
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- ◆ LANDING AREA OR STRIP
- ◆ OBSERVATION OR LOOKOUT TOWER
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- ◆ HIGHWAY GARAGE IS-STATE - S-COUNTY

OBSERVATION ON CONDUCT JUNK
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JACKSBORO





MAP REVISION	
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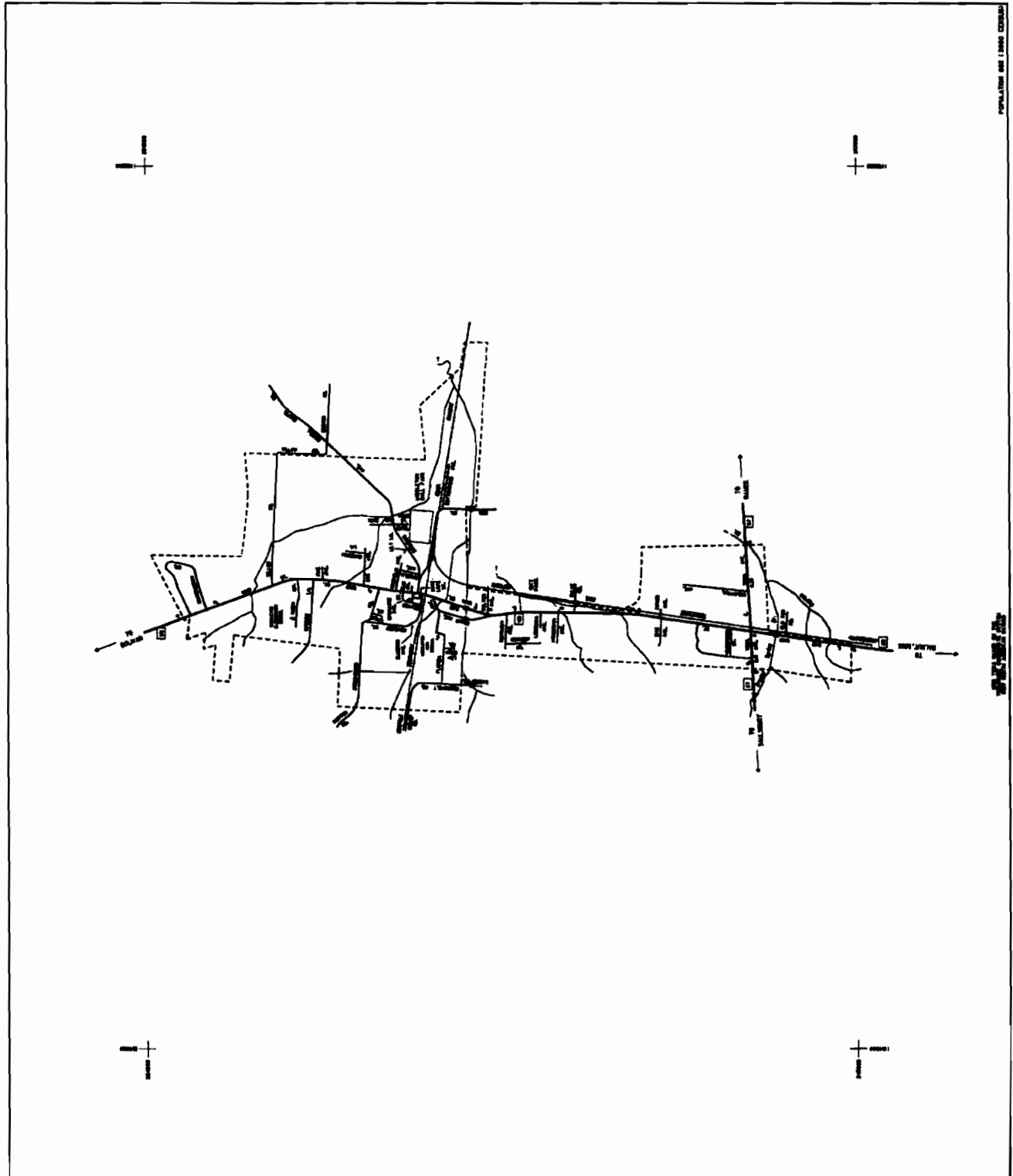
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CITY MAP **MIDDLETON** HARDEN COUNTY TENNESSEE

PREPARED BY THE
TENNESSEE DEPARTMENT OF TRANSPORTATION
LONG RANGE PLANNING DIVISION
IN COOPERATION WITH THE
U.S. DEPARTMENT OF TRANSPORTATION
FEDERAL HIGHWAY ADMINISTRATION



POPULATION 1980 (1980 CENSUS)

CR 267

CR 265

CR 264

Plot 4 Hill

Water Bar

CR 266

CR 268

CR 270

CR 269

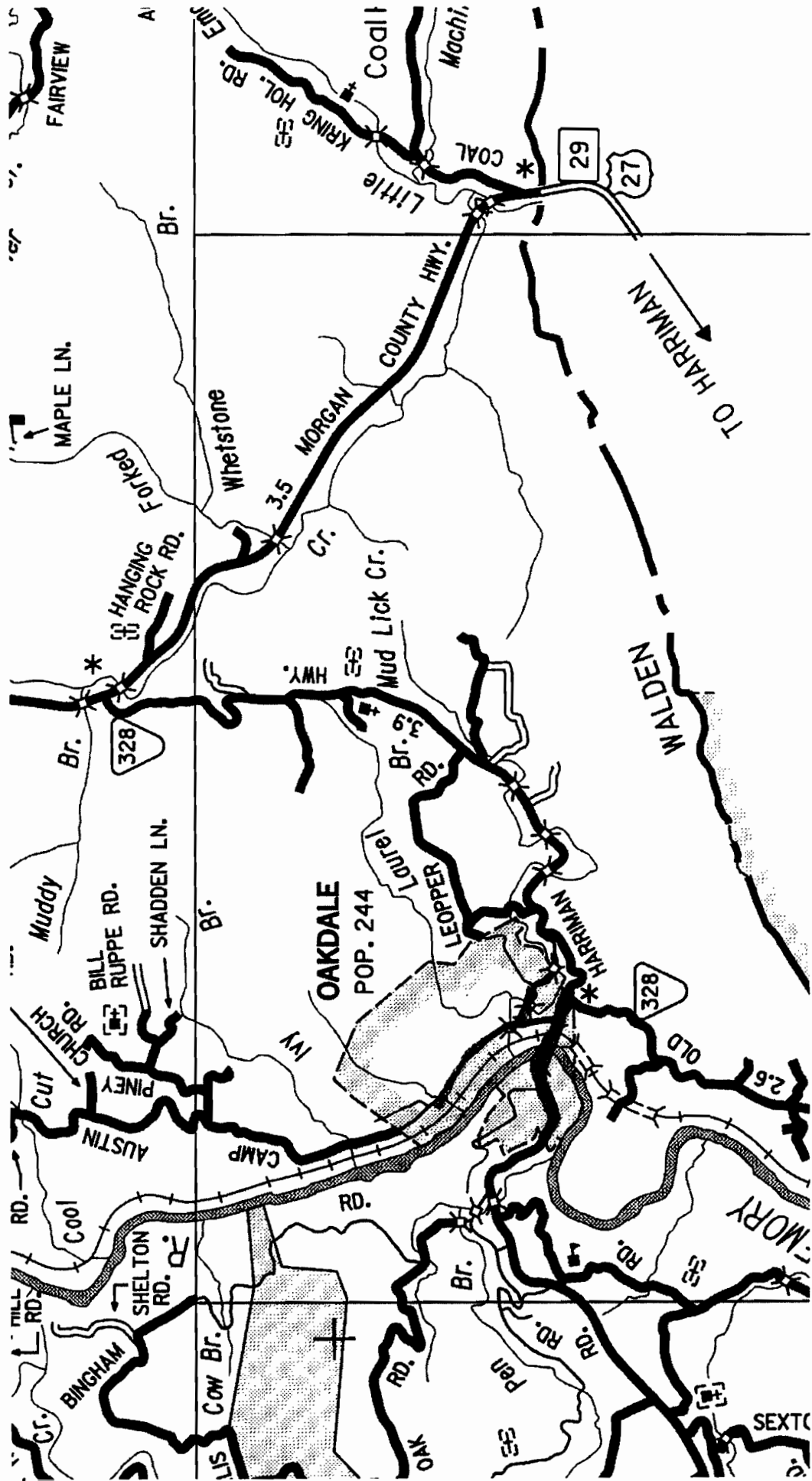
CR 271

CR 272

CR 273

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MAP REVISION

NO.	DATE	DESCRIPTION
1	11/1/00	ORIGINAL
2	11/1/00	ADDED 4905E, 4905W, 456NW, 456NE
3	11/1/00	ADDED 4905E, 4905W, 456NW, 456NE
4	11/1/00	ADDED 4905E, 4905W, 456NW, 456NE
5	11/1/00	ADDED 4905E, 4905W, 456NW, 456NE
6	11/1/00	ADDED 4905E, 4905W, 456NW, 456NE
7	11/1/00	ADDED 4905E, 4905W, 456NW, 456NE
8	11/1/00	ADDED 4905E, 4905W, 456NW, 456NE
9	11/1/00	ADDED 4905E, 4905W, 456NW, 456NE
10	11/1/00	ADDED 4905E, 4905W, 456NW, 456NE

- LEGEND**
- 1. LOT
 - 2. TRACT
 - 3. SECTION
 - 4. TOWNSHIP
 - 5. RANGE
 - 6. COUNTY
 - 7. STATE
 - 8. FEDERAL LAND
 - 9. PRIVATE LAND
 - 10. PUBLIC LAND
 - 11. RAILROAD
 - 12. HIGHWAY
 - 13. RIVER
 - 14. LAKE
 - 15. CREEK
 - 16. DRAINAGE
 - 17. FENCE
 - 18. POWER LINE
 - 19. TELEPHONE LINE
 - 20. GAS LINE
 - 21. WATER LINE
 - 22. SEWER LINE
 - 23. FLOOD ZONE
 - 24. EROSION ZONE
 - 25. WETLAND
 - 26. WOODLAND
 - 27. PASTURE
 - 28. CROPLAND
 - 29. FOREST
 - 30. UPLAND
 - 31. SWAMP
 - 32. MOUNTAIN
 - 33. HILL
 - 34. VALLEY
 - 35. PLAIN
 - 36. DESERT
 - 37. TUNDRA
 - 38. ICEBERG
 - 39. VOLCANO
 - 40. EARTHQUAKE
 - 41. TORNADO
 - 42. HURRICANE
 - 43. TSUNAMI
 - 44. COMET
 - 45. METEOR
 - 46. ASTEROID
 - 47. NEBULA
 - 48. GALAXY
 - 49. UNIVERSE
 - 50. GOD



CITY AND COUNTY MAP

ORLINDA
ROBERTSON COUNTY
TENNESSEE

PREPARED BY THE
TENNESSEE DEPARTMENT OF TRANSPORTATION
LONG RANGE PLANNING DIVISION
IN COOPERATION WITH THE
U.S. DEPARTMENT OF TRANSPORTATION
FEDERAL HIGHWAY ADMINISTRATION

MAP
2007



MAP RECORD

DATE	BY	REVISION
10/1/57	W. H. HARRIS	1
10/1/57	W. H. HARRIS	2
10/1/57	W. H. HARRIS	3
10/1/57	W. H. HARRIS	4
10/1/57	W. H. HARRIS	5
10/1/57	W. H. HARRIS	6
10/1/57	W. H. HARRIS	7
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10/1/57	W. H. HARRIS	100

- LEGEND
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 - 100. 1/2 SECTION



CITIES AND VICINITY MAP
GREENBRIER, MILLERSVILLE
AND RIDGETOP
 DAVIDSON, ROBERTSON AND SUMNER COUNTIES
 TENNESSEE

PREPARED BY THE
 TENNESSEE DEPARTMENT OF TRANSPORTATION
 LONG RANGE PLANNING DIVISION
 IN COOPERATION WITH THE
 U.S. DEPARTMENT OF TRANSPORTATION
 FEDERAL HIGHWAY ADMINISTRATION

SCALE
 1" = 1 MILE
 1" = 1 KILOMETER

2010



- [illegible]



CITY 2000

STANTON
HAYWOOD COUNTY
TENNESSEE

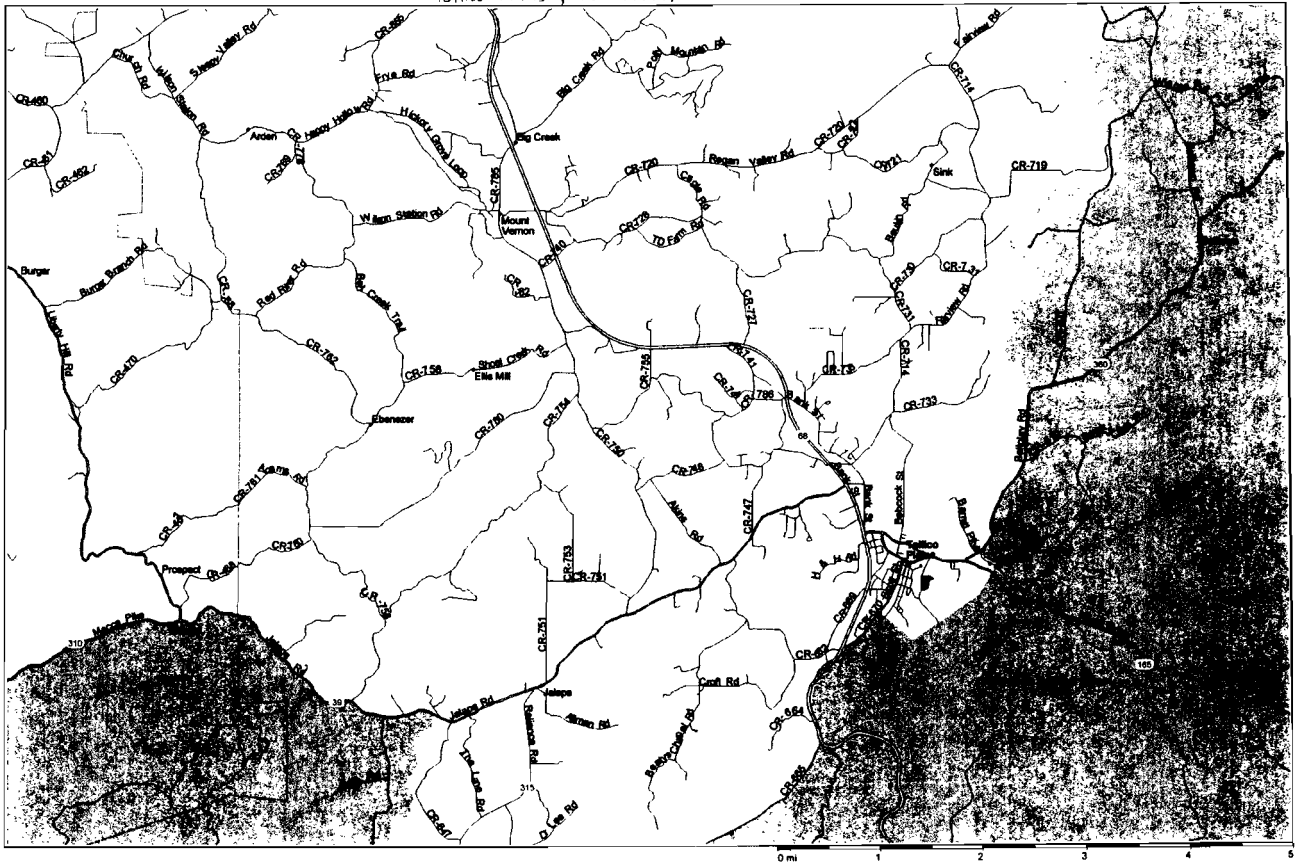
PREPARED BY THE
TENNESSEE DEPARTMENT OF TRANSPORTATION
LONG RANGE PLANNING DIVISION
IN COOPERATION WITH THE
U.S. DEPARTMENT OF TRANSPORTATION
FEDERAL HIGHWAY ADMINISTRATION

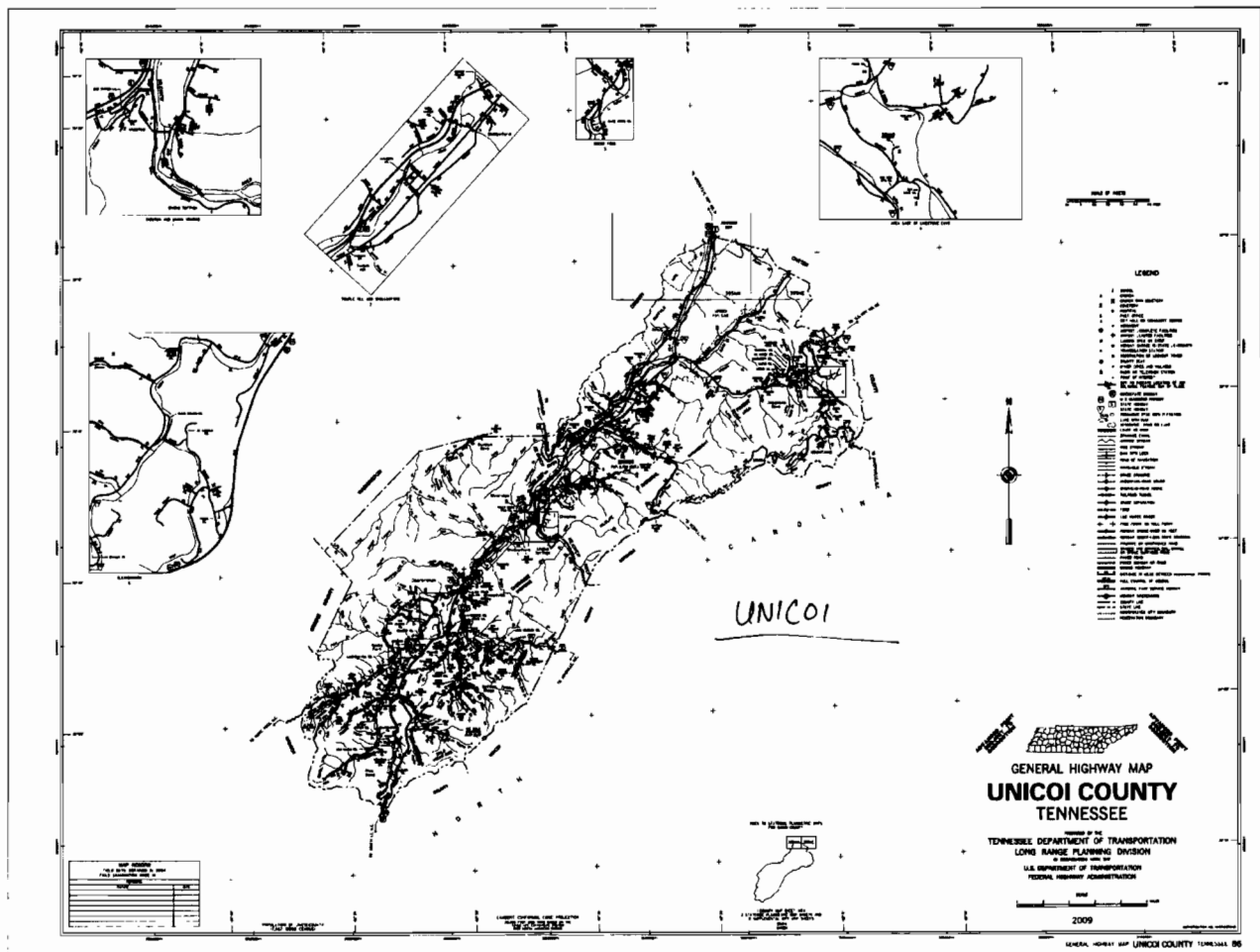


2001

2001

Tellco Plans, Tennessee, United States



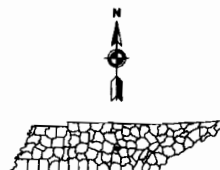




MAP RECORD	
FIELD DATA OBTAINED IN 2000	
FIELD EXAMINATION MADE IN	
REVISION	DATE

LEGEND

- 1 SCHOOL
- 2 HOSPITAL
- 3 POST OFFICE
- 4 COURTHOUSE
- 5 CITY HALL OR COMMUNITY CENTER
- 6 MONUMENT
- 7 AIRPORT - COMPLETE FACILITIES
- 8 AIRPORT - LIMITED FACILITIES
- 9 LANDING AREA OR STRIP
- 10 OBSERVATION OR LOOKOUT TOWER
- 11 AIRCRAFT
- 12 HIGHWAY GARRAGE (S-STATE, C-COUNTY)
- 13 POINTS OF INTEREST
- 14 INTERSTATE HIGHWAY
- 15 U.S. HIGHWAY
- 16 STATE HIGHWAY
- 17 LAKE WITH DAM
- 18 RESERVOIR, POND OR LAKE
- 19 LOCKS OR DAM
- 20 NARROW STREAM
- 21 WIDE STREAM
- 22 DAM WITH LOCK
- 23 HEAD OF NAVIGATION
- 24 NAVIGABLE STREAM
- 25 GRADE CROSSING
- 26 UNDERPASS-ROAD BELOW
- 27 OVERHEAD-ROAD ABOVE
- 28 RAILROAD TUNNEL
- 29 GRADE SEPARATION
- 30 FERRY
- 31 LOW WATER BRIDGE
- 32 FREE FERRY OR TOLL FERRY
- 33 HIGHWAY BRIDGE-OVER 25 FEET
- 34 HIGHWAY BRIDGE-UNDER 25 FEET
- 35 PAVED OR IMPROVED ROAD
- 36 GRAVEL AND GRAVEL, SOIL, GRAVEL
- 37 PAVED ROAD
- 38 GRAVEL AND GRAVEL, SOIL, GRAVEL
- 39 OR STONE SURFACE HIGHWAY
- 40 PAVED HIGHWAY
- 41 DRIVEWAY
- 42 DISTANCE IN MILES BETWEEN DESIGNATED POINTS
- 43 FULL CONTROL OF ACCESS
- 44 NATIONAL PARK SERVICE HIGHWAY
- 45 COUNTY LINE
- 46 STATE LINE
- 47 INCORPORATED CITY BOUNDARY
- 48 RESERVATION BOUNDARY



CITY MAP
WOODBURY
CANNON COUNTY
TENNESSEE

PREPARED BY THE
TENNESSEE DEPARTMENT OF TRANSPORTATION
LONG RANGE PLANNING DIVISION
IN COOPERATION WITH THE
U.S. DEPARTMENT OF TRANSPORTATION
FEDERAL HIGHWAY ADMINISTRATION



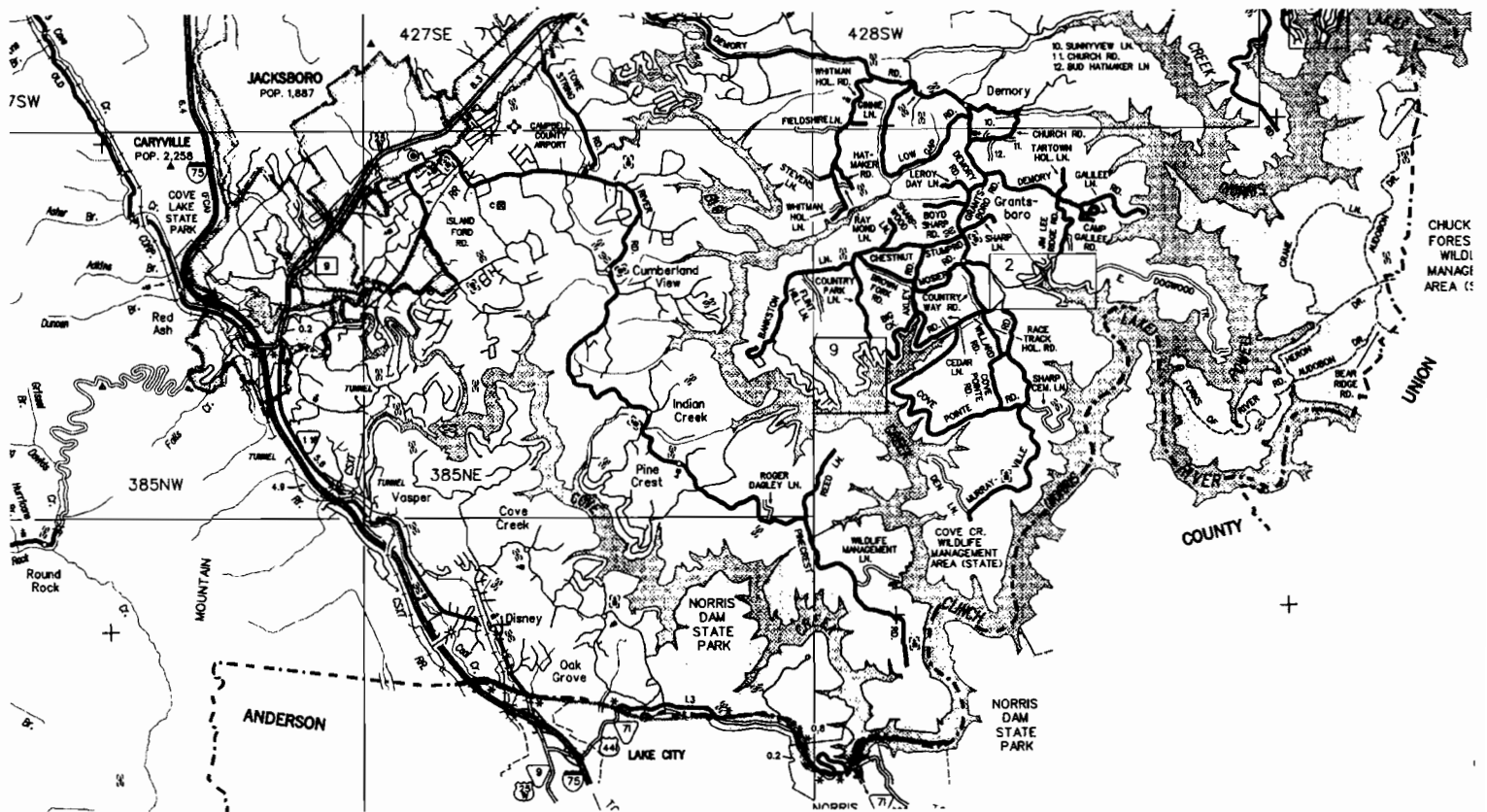
2002

ADMINISTRATION NO. 4000000000

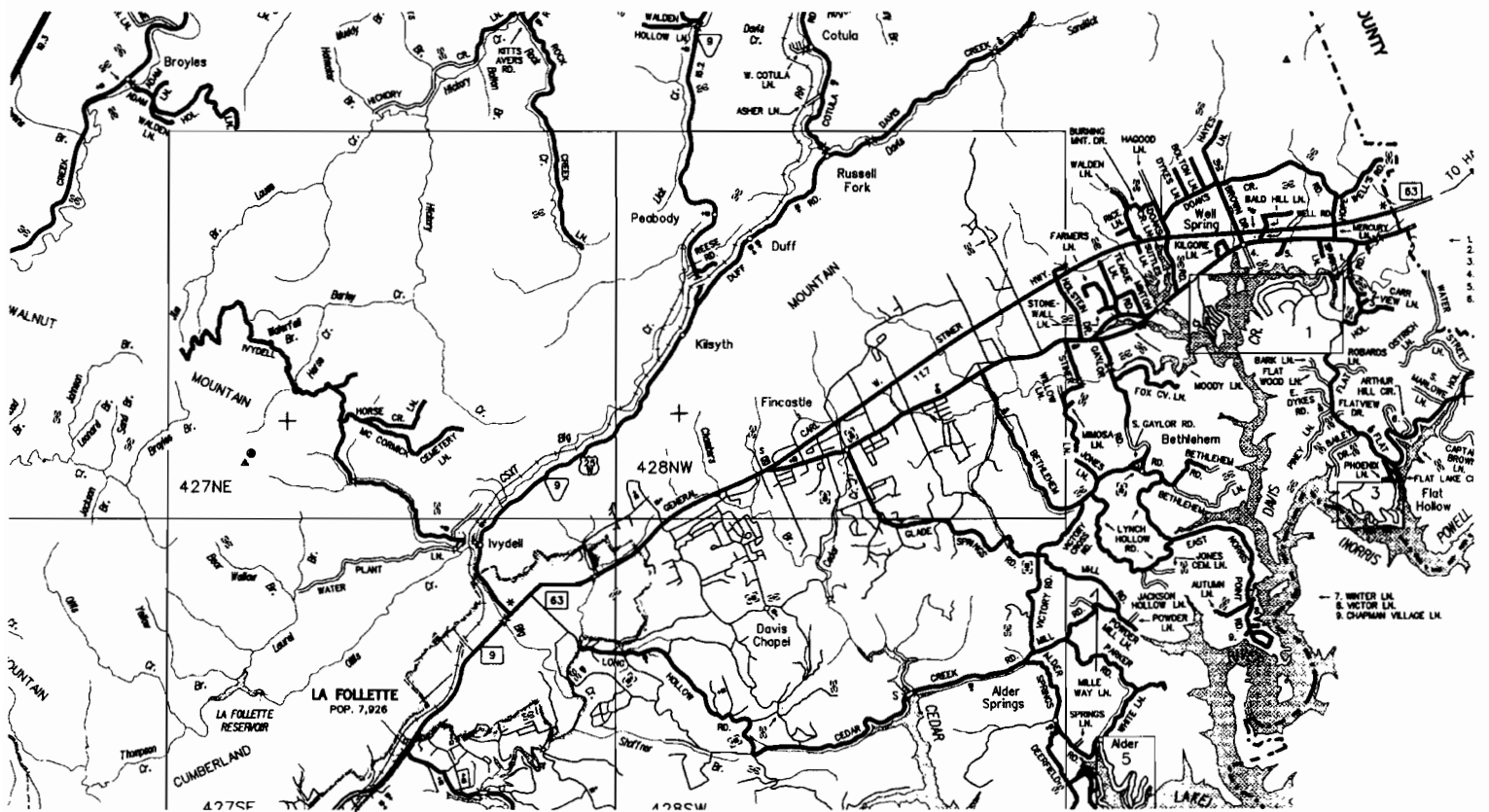
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AND NORTH AMERICAN DATUM

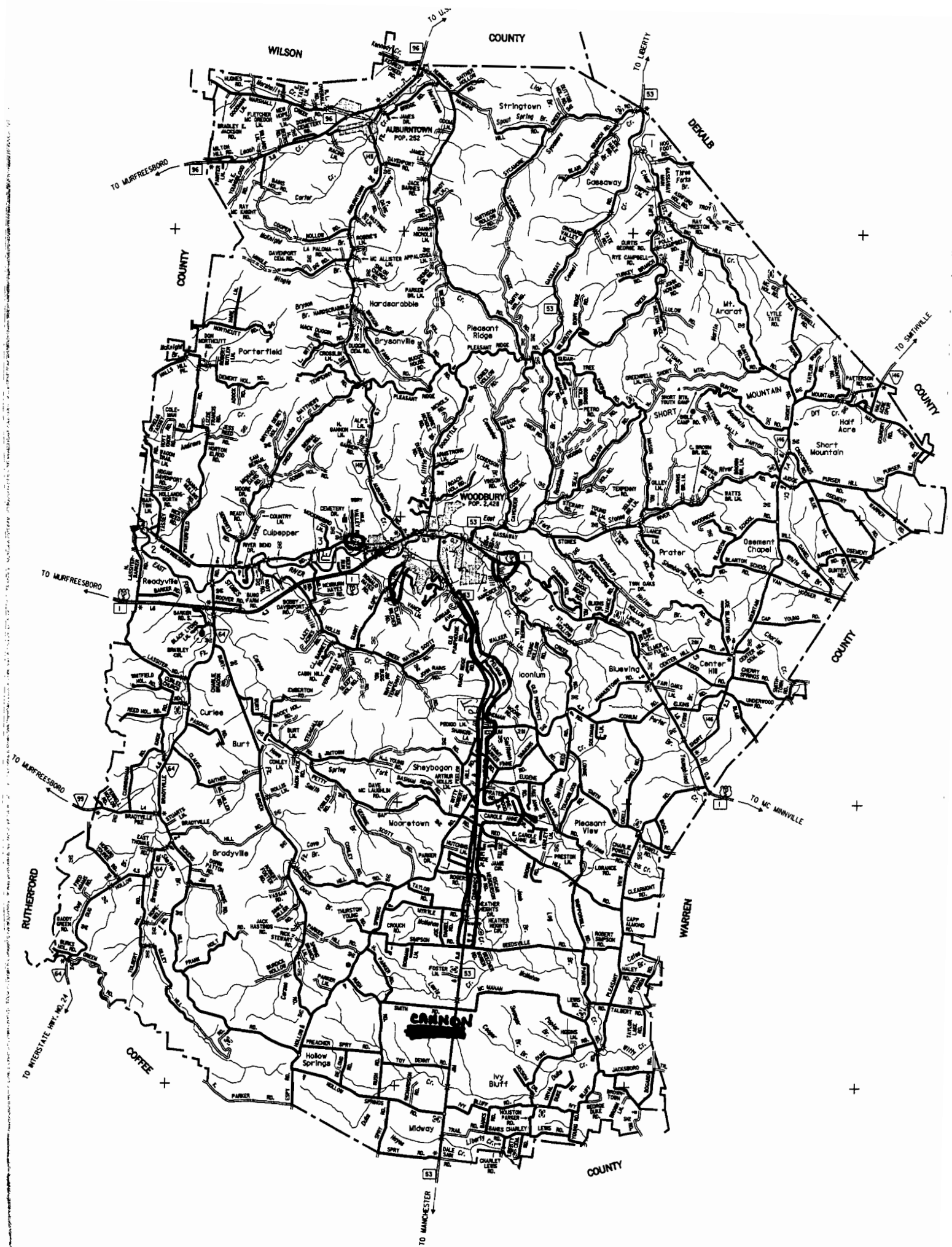
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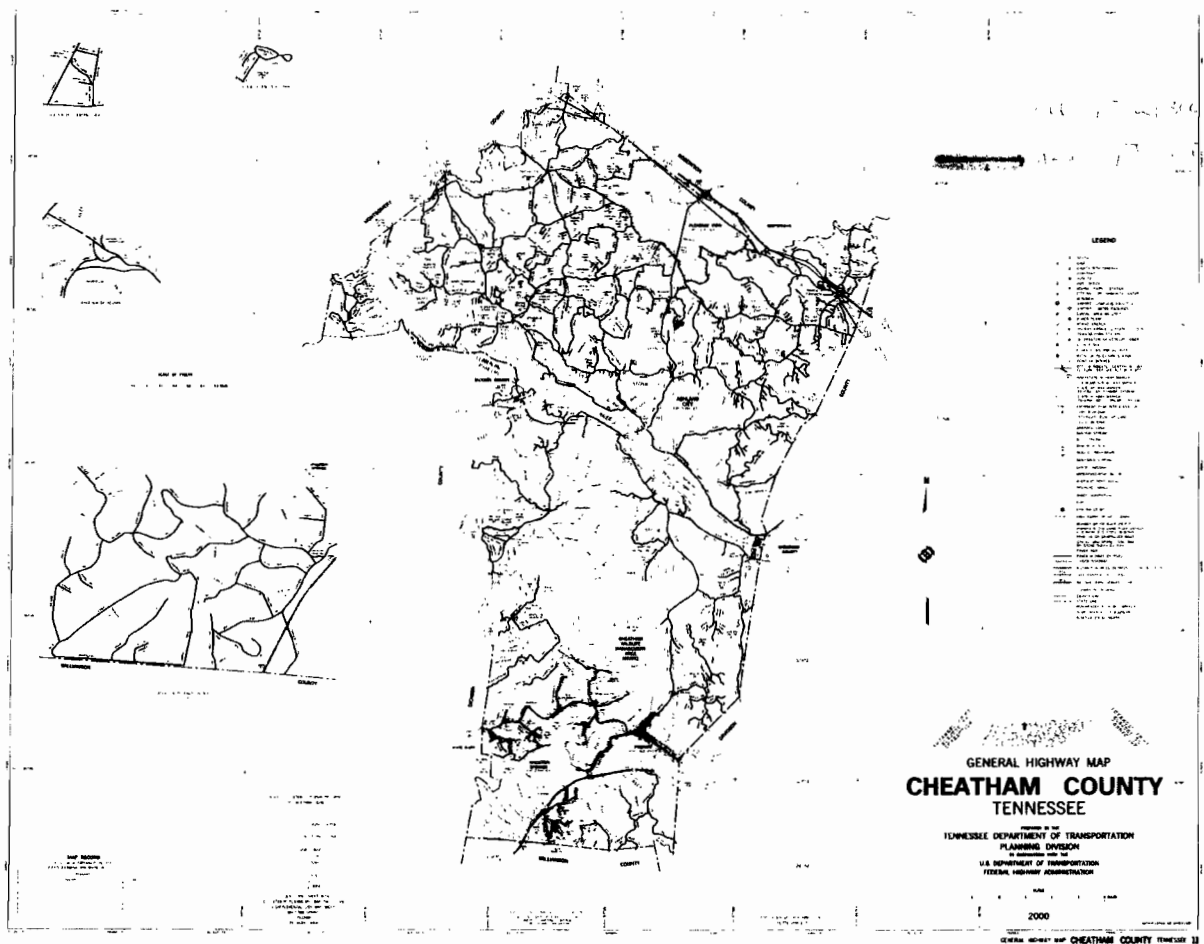
CABELL CO PAGE 1

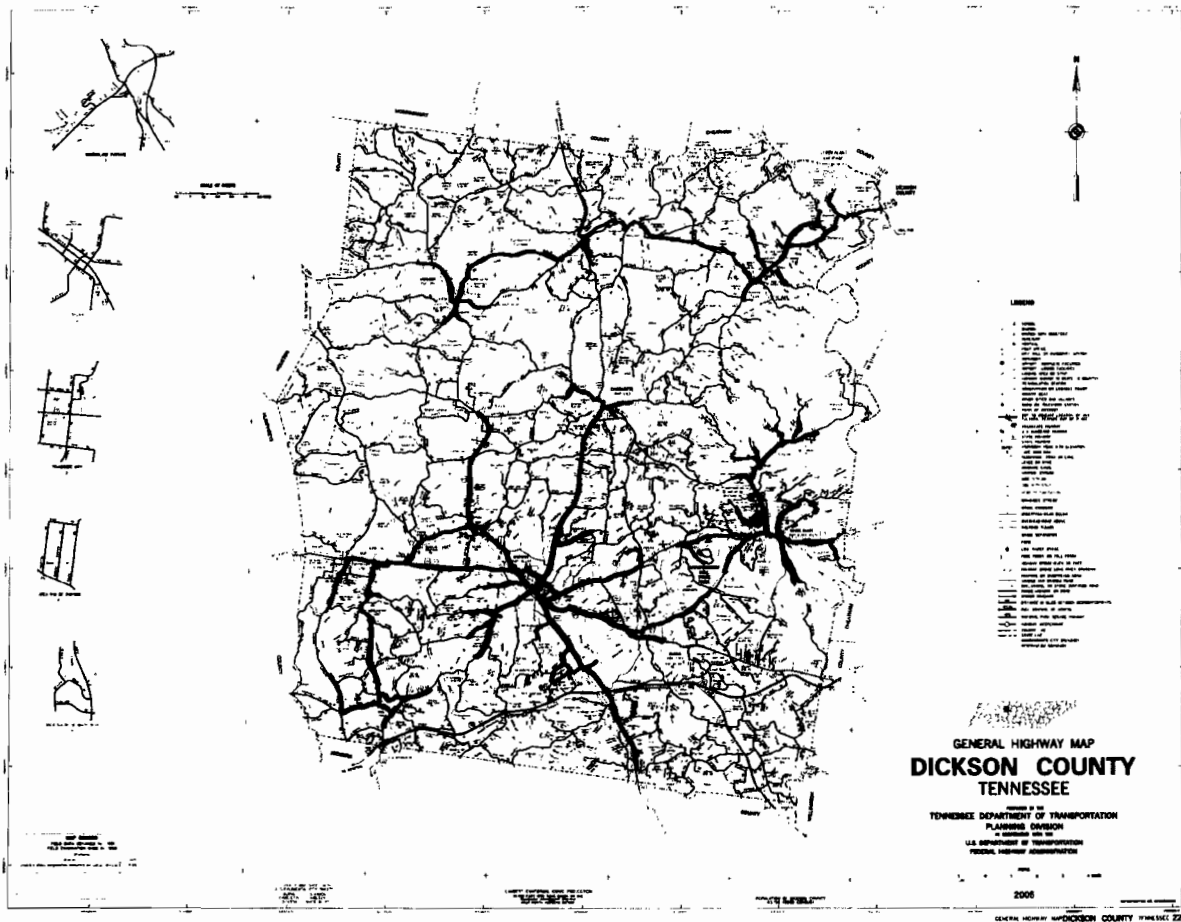


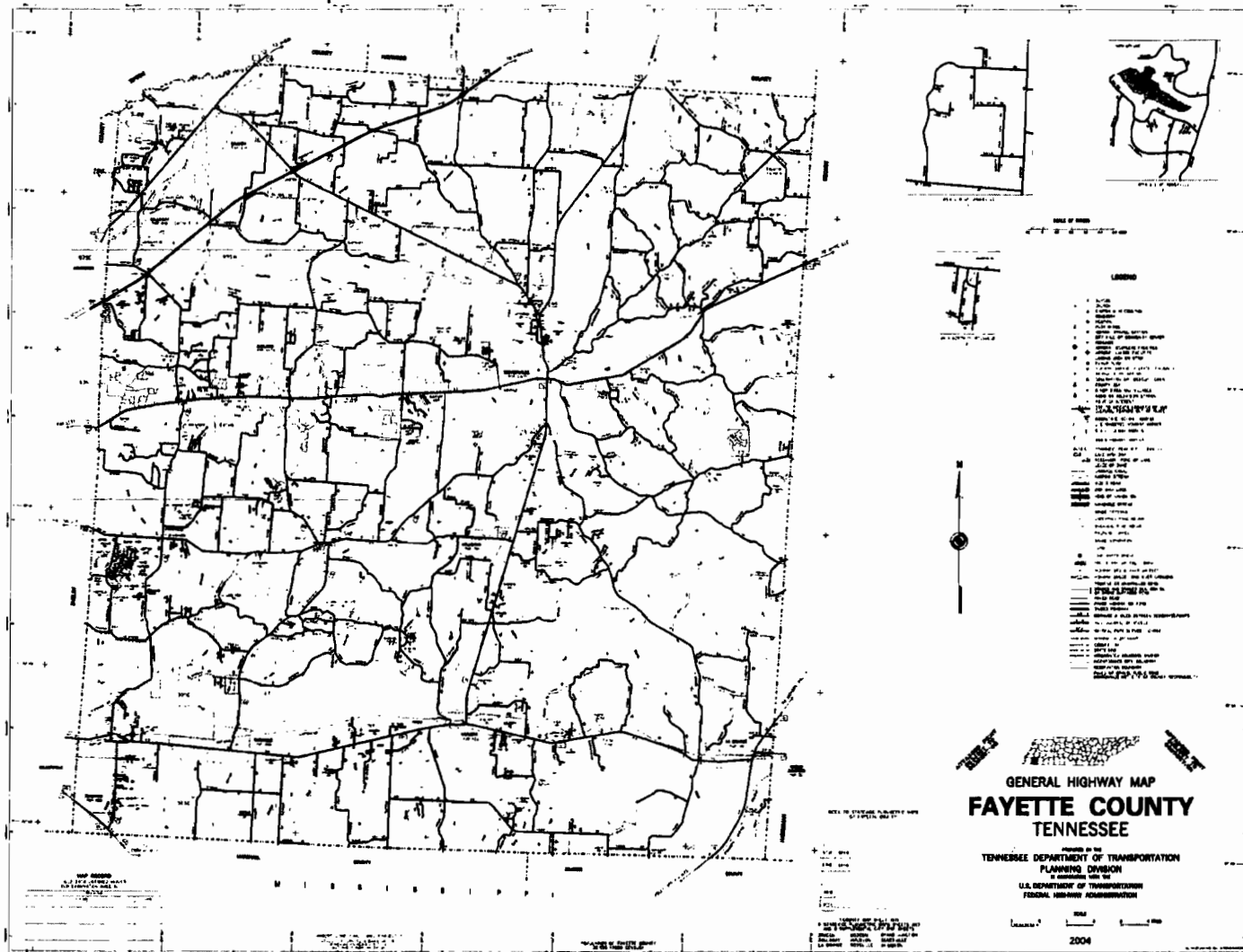
CAMPBELL CO PAGE 2

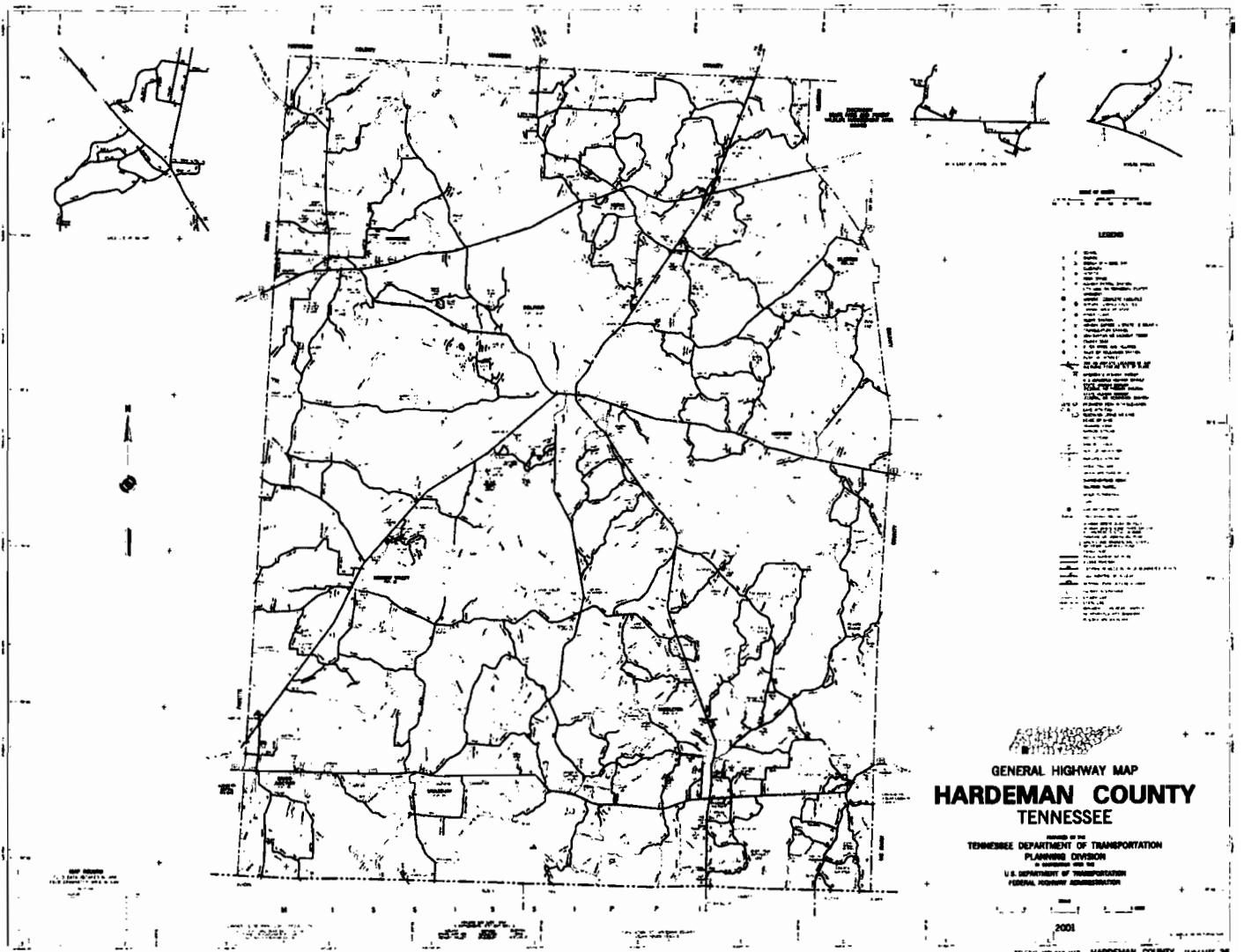


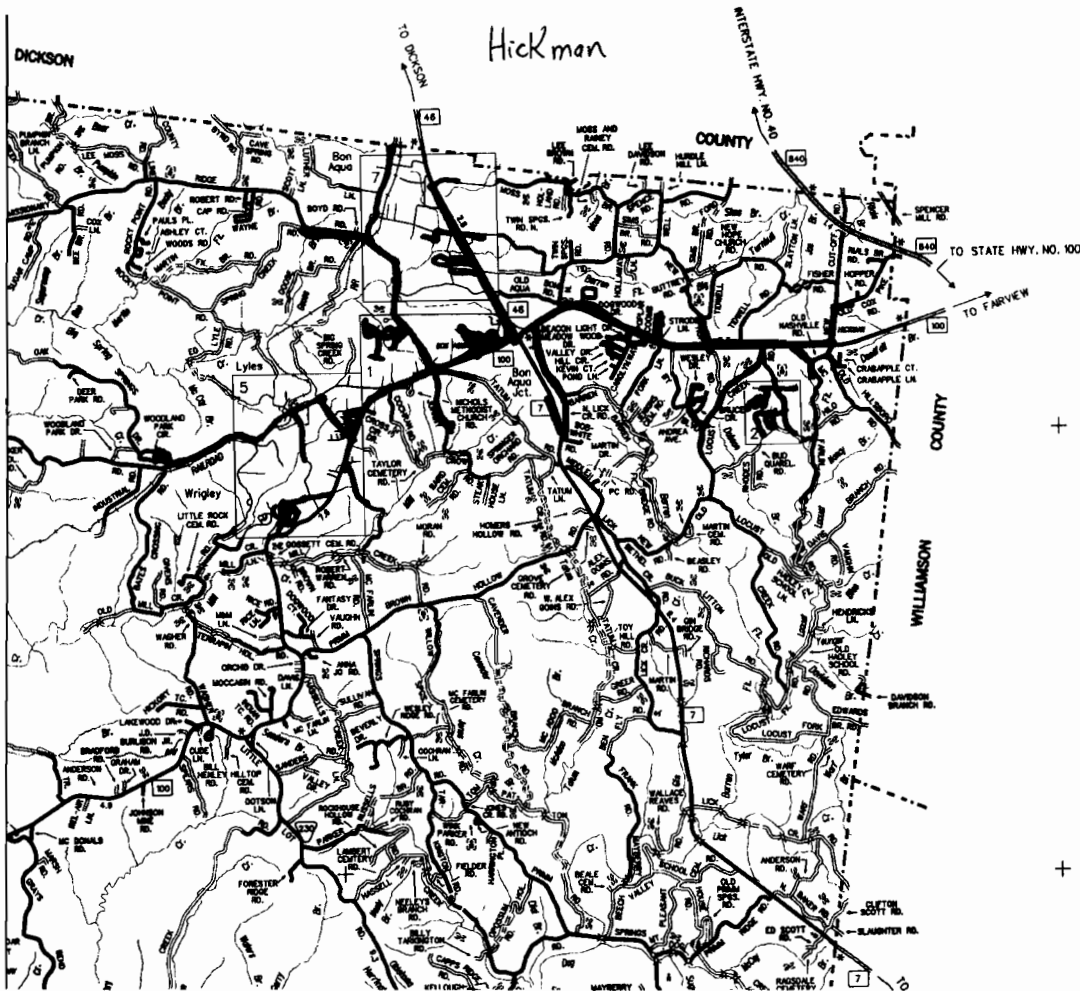










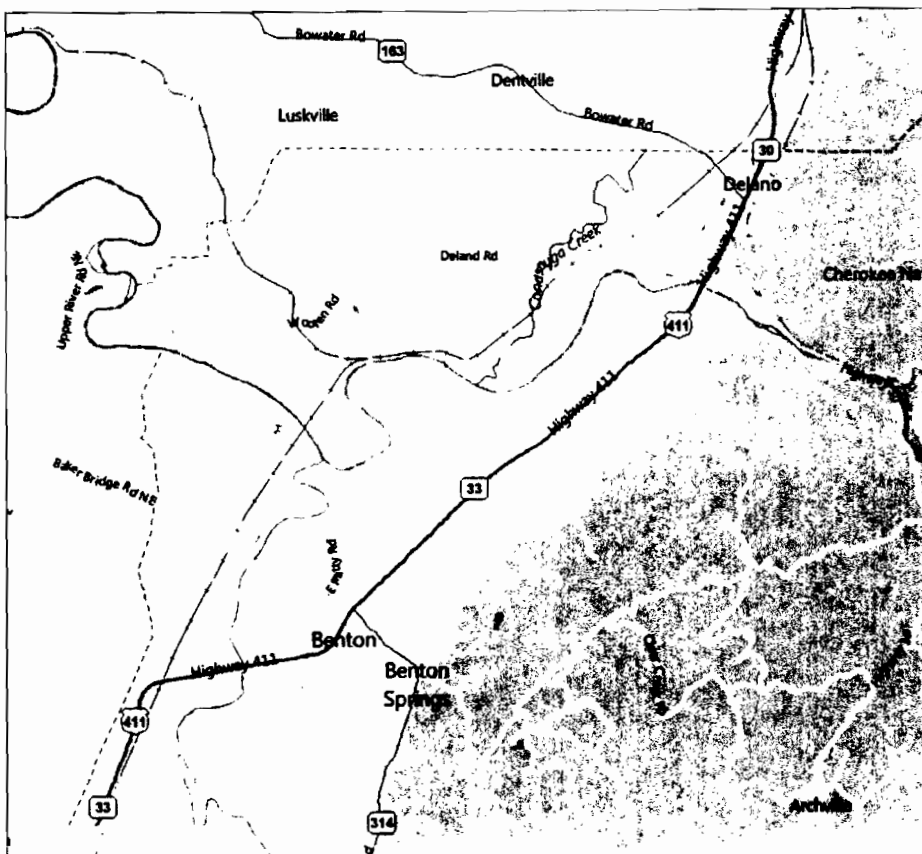


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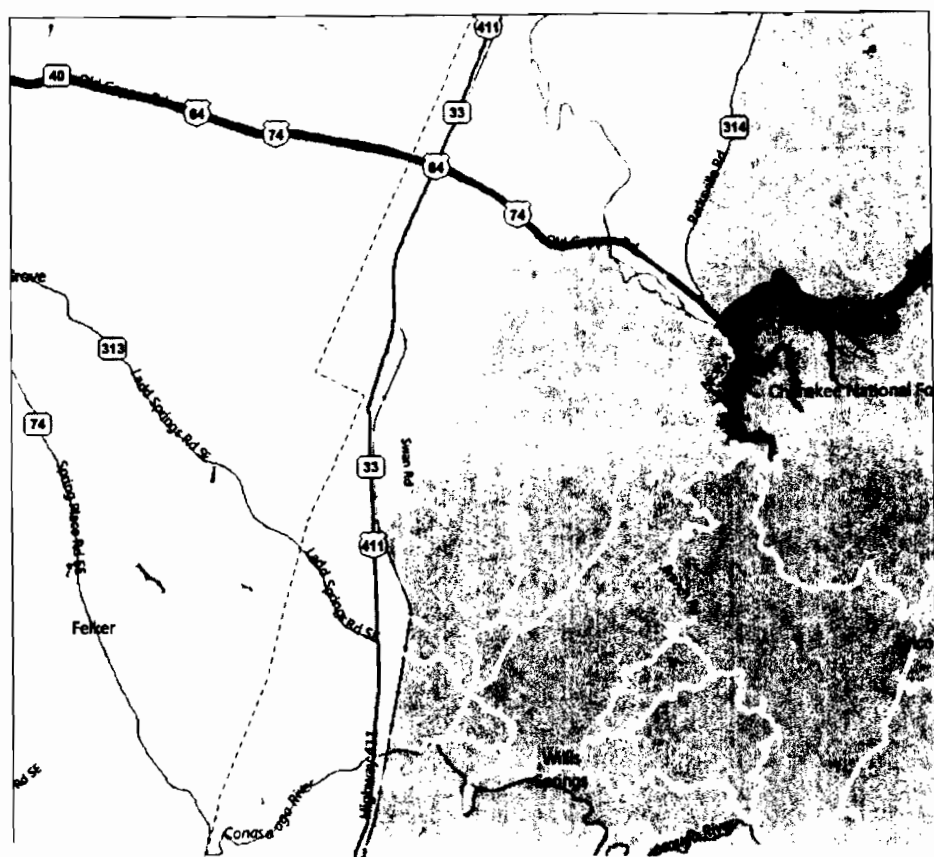
- SCHOOL
- CHURCH
- CHURCH WITH CEMETERY
- CEMETERY
- HOSPITAL
- POST OFFICE
- CITY HALL OR COM. MONUMENT
- AIRPORT, COMPLETE
- AIRPORT, LIMITED
- LANDING AREA OR HIGHWAY GARAGE
- TRIANGULATION STA.
- OBSERVATION OR L. COUNTY SEAT
- OTHER CITIES AND RADIO OR TELEVISION
- POINT OF INTEREST
- DOT TO INDICATE CULTURAL FEATURE
- INTERSTATE HIGHWAY
- U.S. NUMBERED HIGHWAY
- STATE HIGHWAY
- STATE HIGHWAY
- PROMINENT PEAK
- LAKE WITH DAM
- RESERVOIR, POND
- LEVEE OR DYKE
- DRAINAGE CANAL
- NARROW STREAM
- WIDE STREAM



Polk County, TN Map 1



Polk County, FN Map 2



GENEAL HISTORY MAP SHELBY COUNTY TENNESSEE 79