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June 30, 2010

VIA HAND DELIVERY

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

**RE: Application of Twin Lakes Communications, Inc. for a State-Issued
Certificate Franchise Authority, TRA Docket No. 10-00129**

Dear Chairman Kyle:

Enclosed please find one (1) original and thirteen (13) copies of the *Application of Twin Lakes Communications, Inc. for a State-Issued Certificate Franchise Authority* (the "Application"). Also enclosed is a check for the filing fee.

One (1) additional copy of the *Application* 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/sc

Enclosures

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

APPLICATION OF TWIN LAKES)	DOCKET NO.
COMMUNICATIONS, INC. FOR STATE-)	
ISSUED CERTIFICATE OF FRANCHISE)	
AUTHORITY)	

AFFIDAVIT OF WAYNE GASSAWAY

STATE OF TENNESSEE

COUNTY OF Jackson

I, Wayne Gassaway, having been duly sworn in accordance with the law, state as follows.

1. Name of Applicant:

I, Wayne Gassaway, do hereby attest to being General Manager of Twin Lakes Communications, Inc. I am authorized to make this affidavit on behalf of Twin Lakes Communications, Inc. ("TLCI")

2. Application Fee (Tenn. Code Ann. § 7-59-305(b)(1)):

TLCI submits the application fee of \$2,000 with this application on the basis of a service area population between 100,000 and 500,000, as reflected by the most recent decennial census.

3. Compliance with Applicable Laws (Tenn. Code Ann. § 7-59-305(c)(1)):

TLCI 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federal and state laws and regulations, to the extent that such state laws and regulations are not in conflict with or superseded by the provisions of Tennessee Code Annotated Title 7, Chapter 59, Part 3 or other applicable law, and will timely file with the Federal Communications Commission ("FCC") all forms required by the FCC in advance of offering video services or cable services.

4. Description of Municipalities and/or Unincorporated Areas Within Counties to be Served (Tenn. Code Ann. § 7-59-305(c)(2)):

TLCI will serve Clay, Fentress, Jackson, Overton, Pickett, and Putnam Counties and portions of Dekalb, Morgan, and Smith Counties. The following cities are included in the service area: Celina (Clay Co.); Jamestown and Allardt (Fentress Co.); Gainesboro (Jackson Co.); Livingston (Overton Co.); Byrdstown (Pickett Co.); and Baxter, Cookeville, and Monterey (Putnam Co.). TLCI will also serve the Chestnut Mound (Smith Co.) exchange.

5. Provision of cable service to service areas (Tenn. Code Ann. § 7-59-305(c)(3)):

TLCI intends to begin to offer video or cable services and/or provide new broadband Internet service in each of the municipalities and unincorporated areas of each county described in Section 4 within twenty-four (24) months of the date of the issuance of a state-issued certificate of franchise authority.

6. Indemnification (Tenn. Code Ann. § 7-59-305(c)(4)):

TLCI agrees to indemnify and hold harmless, in accordance with Tenn. Code Ann. § 7-59-318, 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 Tenn. Code Ann. § 7-59-318 as the “indemnitee.”

7. Applicant Contact Information (Tenn. Code Ann. § 7-59-305(c)(5)):

TLCI’s principal place of business is:

201 West Gore Avenue
Gainesboro, TN, 38562
(931) 268-2151, telephone
(931) 268-2734, facsimile.

The principal executive officers are:

J. David Parsons, President,
Kem Crouch, Vice-President, and

Kent Brown, Secretary/Treasurer.

The following people are authorized to represent TLCI before the Tennessee Regulatory

Authority:

Wayne Gassaway
201 West Gore Avenue
Gainesboro, TN, 38562
(931) 268-2151, telephone
(931) 268-2734, facsimile
wgassaway@twlakes.coop

Jonathan West
201 West Gore Avenue
Gainesboro, TN, 38562
(931) 268-2151, telephone
(931) 268-2734, facsimile
jwest@twlakes.coop

Melvin Malone
1200 One Nashville Place
150 Fourth Avenue, North
Nashville, Tennessee 37219-2433
(615) 744-8572, telephone
(615) 256-8197, facsimile
mmalone@millermartin.com

Sarah Tally
1200 One Nashville Place
150 Fourth Avenue, North
Nashville, Tennessee 37219-2433
(615) 744-8432, telephone
(615) 256-8197, facsimile
stally@millermartin.com

8. **Managerial, Financial, and Technical Qualifications to Provide Cable or Video Service (Tenn. Code Ann. §§ 7-59-305(c)(6) and (d)(2)):**

TLCI has the managerial, financial, and technical qualifications to provide cable or video service as required by Tenn. Code Ann. §§ 7-59-305(c)(6) and (d)(2). TLCI does not currently

provide cable or video service to its customers but has been providing long-distance telephone services in Tennessee since 2003.

In its 2003 and 2009 *Orders*¹, the Authority determined that TLCI had the managerial, financial, and technical qualifications to provide long-distance telephone services and competitive access and transport telecommunications services. Based on its experience and success providing these telecommunications services, TLCI has the managerial, financial, and technical qualifications to provide cable and video services.

9. Customer Service Complaint Handling Process (Tenn. Code Ann. § 7-59-305(c)(7)):

Customers who have questions or complaints regarding their cable or video service or questions or disputes concerning their bills may contact TLCI's Customer Service at (931) 268-2151 or (931) 476-8582. Customer Service representatives are available by phone Monday through Friday, from 8:00 a.m. to 5:00 p.m. Customers may write to TLCI at its main office address in Gainesboro. Additionally, TLCI provides after-hours technical support that is available 24 hours per day, 7 days per week. It is TLCI's policy to take prompt action to address any customer question or complaint.

10. Notice to Affected Local Governing Authorities (Tenn. Code Ann. § 7-59-305(c)(8)):

TLCI has provided notice and a copy of this Affidavit to each local government that would be affected by the State-issued certificate of franchise authority at the addresses set forth in Exhibit 1. Exhibit 1 includes a map of the service area. TLCI will comply with any applicable local ordinance or resolution requiring notice to other entities with facilities in the rights of way.

¹ See *In Re: Company ID: 128818*, Order Granting Authority to Provide Operator Services and/or Resell Telecommunication Service in Tennessee, TRA Case Number 02-01342 (Jan. 27, 2003) and *In Re: Application of Twin Lakes Communications, Inc. for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunications Services Statewide*, Order Granting Amendment of Certificate of Public Convenience and Necessity, TRA Case Number 09-00035 (Oct. 8, 2009).

11. Non-discrimination and Service Deployment Requirements (Tenn. Code Ann. § 7-59-305(c)(9)):

TLCI agrees to comply with the requirements of Tennessee Code Annotated Title 7, Chapter 59, Part 3, expressly including the applicable non-discrimination and service deployment requirements of Tenn. Code Ann. § 7-59-311. TLCI hereby acknowledges the provisions of Tenn. Code Ann. §§ 7-59-311 and 312 relevant to enforcement of non-discrimination and deployment requirements. TLCI certifies that at least twenty-five percent (25%) of the households that will have access to its cable or video service in the areas identified in Section 4 are low-income households.

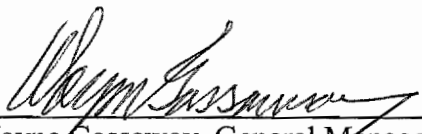
12. Notice to Affected Local Governing Entities (Tenn. Code Ann. § 7-59-305(c)(10)):

Following issuance of the State-issued certificate of franchise authority, TLCI will provide notice to any affected local governing authority ten (10) days prior to providing service in that jurisdiction.

13. Minority-Owned Business Plan (Tenn. Code Ann. § 7-59-305(c)(11)):

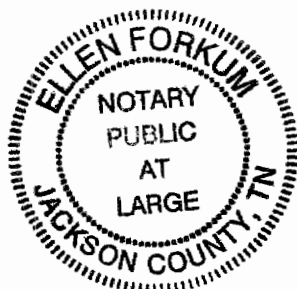
TLCI agrees to comply with its Minority-Owned Business Plan, which is attached as Exhibit 2.

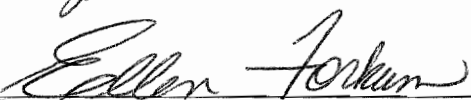
FURTHER AFFIANT SAYETH NOT.


Wayne Gassaway, General Manager

STATE OF TENNESSEE
COUNTY OF JACKSON

Sworn to and subscribed before me, this 28th day of June, 2010.




Notary Public

My Commission Expires 02-29-2012

EXHIBIT 1
TO
APPLICATION OF TWIN LAKES COMMUNICATIONS, INC. FOR
A STATE-ISSUED CERTIFICATE OF FRANCHISE AUTHORITY

LOCAL GOVERNMENTS PROVIDED NOTICE

Clay County

Dale Reagan, County Mayor
145 Cordell Hull
Celina, TN 38551
(931) 243-2161

DeKalb County

Mike Foster, County Mayor
#1 Public Square
Room 204 Courthouse
Smithville, TN 37166
(615) 597-5175

Fentress County

John Mullinix, County Executive
101 S. Main St., Courthouse Sq.
Jamestown, TN 38556
(931) 879-7713

Jackson County

Charlie Hix, County Executive
101 Hull St.
Gainesboro, TN 38562
(931) 268-9888

Morgan County

Becky Ruppe, County Executive
P.O. Box 387
Wartburg, TN 37887
(423) 346-6288

Overton County

Kenneth Copeland, County Mayor
317 University Street, Suite 1
Livingston, TN 38570
(931) 823-5638

Pickett County

Stephen Bilbrey, County Executive
1 Courthouse Sq. Ste 200
Byrdstown, TN 38549
(931) 864-3798

Putnam County

Kim Blaylock, County Executive
300 E. Spring Street Room 8
Cookeville, TN 38501
(931) 526-2161

Smith County

Michael Nesbitt, County Mayor
122 Turner High Circle, Ste. 100
Carthage, TN 37030
(615) 735-2294

Celina

Buddy Thompson, Mayor
143 Cordell Hull Drive
P.O. Box 449
Celina, TN 38551
(931) 243-2115

Jamestown

Gwenith Duncan, Mayor
314 East Central Avenue
P. O. Box 670
Jamestown, TN 38556
(931) 879-8815

Allardt

Phillip Gernt, Mayor
2015 Michigan Avenue
P. O. Box 159
Allardt, TN 38504
(931) 879-7125

Gainesboro

John R. Fox, Mayor
P. O. Box 594
Gainesboro, TN 38562
(931) 268-9315

Livingston

Curtis Hayes, Mayor
301 McHenry Circle
Livingston, TN 38570
Phone: (931) 823-1269

Byrdstown

Billy Robins, Mayor
109 West Main
P. O. Box 325
Byrdstown, TN 38549
(931) 864-6215

Baxter

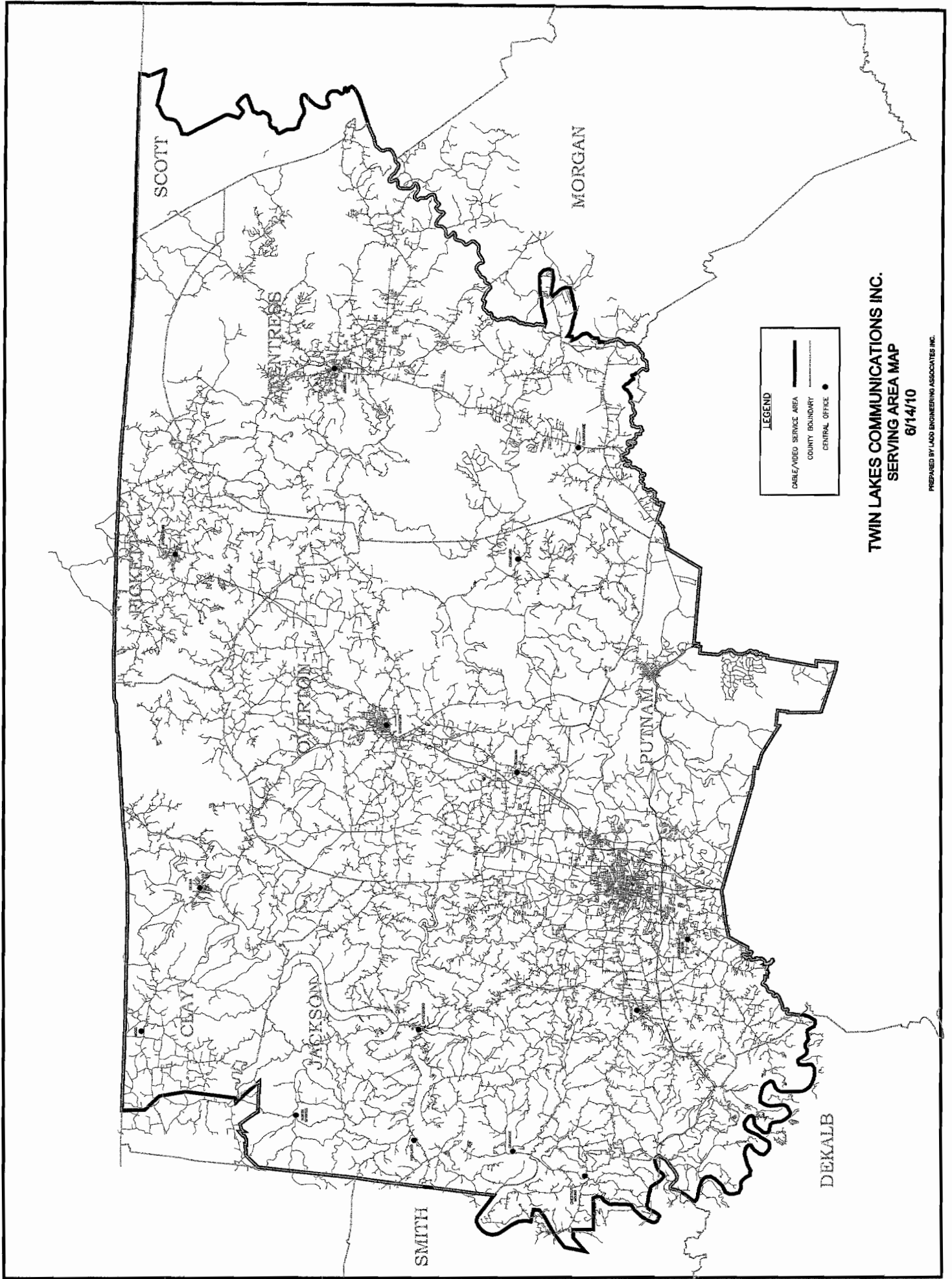
Jeff Wilhite, Mayor
200 Main Street
P.O. Box 335
Baxter, TN 38544
(931) 858-4111

Cookeville

Sam Saltee, Mayor
45 East Broad Street
P. O. Box 998
Cookeville, TN 38501-0998
(931) 526-9591

Monterey

Richard Godsey, Mayor
302 East Commercial Avenue
Monterey, TN 38574
(931) 839-2323



TWIN LAKES COMMUNICATIONS INC.
SERVING AREA MAP
6/14/10

PREPARED BY L&O ENGINEERING ASSOCIATES INC.

EXHIBIT 2
TO
APPLICATION OF TWIN LAKES COMMUNICATIONS, INC. FOR
A STATE-ISSUED CERTIFICATE OF FRANCHISE AUTHORITY

MINORITY-OWNED BUSINESS PLAN

Pursuant to T.C.A. §§ 7-59-305(c)(11) and 7-59-313, Twin Lakes Communications, Inc. (“TLCI”) submits this minority-owned Telecommunications business participation plan (the “Plan”) along with its Application for a State-Issued Certificate of Franchise Authority.

I. PURPOSE

The purpose of § 7-59-313 is to provide opportunities for small and minority-owned businesses to provide goods and services to video service providers. TLCI is committed to the goals of § 7-59-313 and to taking steps to support the participation of minority-owned businesses in the video-cable industry. TLCI will endeavor to provide opportunities for minority-owned businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, TLCI will make efforts to identify and inform minority-owned businesses that are qualified and capable of providing goods and services to TLCI of such opportunities. TLCI’s representatives have already contacted the Department of Economic and Community Development to obtain a list of qualified vendors. Moreover, TLCI will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in § 7-59-313:

Minority-Owned Business. 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 the business and

who is impeded from normal entry into the economic mainstream because of past practices of discrimination based on race, religion, ethnic background or sex, including, but not limited to, women; a disability as defined in § 4-26-102, including, but not limited to, disabled veterans; or past practices of racial discrimination against African-Americans.

III. ADMINISTRATION

TLCI's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting TLCI's full efforts to provide equal opportunities for minority-owned businesses. The Administrator of the Plan will be:

Wayne Gassaway
Twin Lakes Communications, Inc.
201 West Gore Avenue
Gainesboro, Tennessee 38562
Telephone: (931) 268-2151
Facsimile: (931) 268-2734.

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with § 7-59-313 and the rules and orders of the Tennessee Regulatory Authority;
- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan;
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates;
- (4) Serving as the primary liaison to and cooperating with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and minority-owned businesses to locate and use qualified minority-owned businesses as defined in § 7-59-313;

- (5) Searching for and developing opportunities to use minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts;
- (6) Providing records and reports and cooperating in any authorized surveys as required by the Tennessee Regulatory Authority;
- (7) Establishing a record-keeping system to track qualified minority-owned businesses and efforts to use such businesses; and
- (8) Providing information and educational activities to persons within TLCI and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce
The Tennessee Department of Economic and Community Development
The United States Department of Commerce
Small Business Administration, Office of Minority Business
The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions.

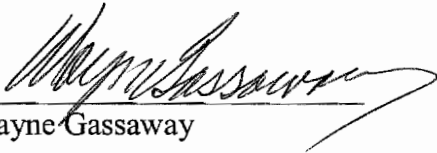
The efforts to promote and ensure equal opportunities for minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to minority-owned businesses will include offering, where appropriate and feasible, minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

TLCI will maintain records of qualified minority-owned business and efforts to use the goods and services of such businesses. In addition, TLCI will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted

to support this plan. TLCI will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, TLCI will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

Twin Lakes Communications, Inc.

By: 
Wayne Gassaway

Dated: June 28, 2010.