



BellSouth Entertainment, LLC

Donald R. Granger
President

754 Peachtree Street
Suite D1481
Atlanta, GA 30308

T: 404-541-6501
F: 404-541-6533
don.granger@att.com

January 10, 2008

**DELIVERED BY HAND
AND BY ELECTRONIC MAIL**

The Honorable Karen C. Handel
Secretary of State
State of Georgia – Corporation Division
Cable and/or Video Franchising
2 Martin Luther King Jr. Drive
Suite 315 – West Tower
Atlanta, Georgia 30334

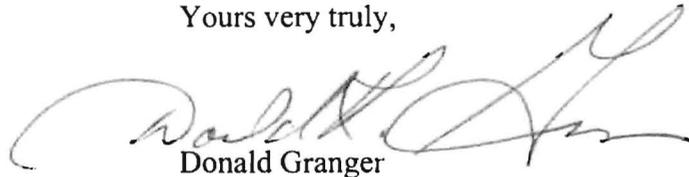
Re: **Application of BellSouth Entertainment, LLC for a State Franchise Pursuant to O.C.G.A. § 36-76-4**

Dear Karen:

On January 2, 2008, BellSouth Entertainment, LLC (hereinafter “BEI”) pursuant to O.C.G.A. § 36-76-4, filed its Application for a state franchise to provide video service (hereinafter “Application”). On January 9, 2008, we received an application form, which contained a statement that was not included in our original application. We have included that statement in the attached Addendum; specifically, that BEI agrees to pay each affected local governing authority a franchise fee established by such local governing authority.

BEI respectfully requests that the Secretary of State accept this Addendum and requests also that its application continue to be processed from the application date of January 2, 2008. If you have any questions or concerns, please feel free to contact me directly.

Yours very truly,



Donald Granger

cc: Mr. Chauncey R. Newsome (cnewsome@sos.ga.gov)
Ms. Tammy Thomas (via electronic mail @ tthomas@sos.ga.gov)



KAREN HANDEL
Secretary of State

OFFICE OF SECRETARY OF STATE
Corporations Division
315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334
404-656-2817
www.georgiacorporations.org

CHAUNCEY R. NEWSOME
Director

APPLICATION FOR STATE-ISSUED
CERTIFICATE OF FRANCHISE AUTHORITY

ADDENDUM

By submitting this application the applicant agrees to pay to each affected local governing authority a franchise fee established by such local governing authority which shall not exceed the maximum percentage rate permitted in 47 U.S.C. Section 542(b) of the applicant's gross revenues received from the provision of cable service or video service to subscribers located within the service area. Such franchise fee shall be paid directly to each affected local governing authority within 30 days after the last day of each calendar quarter.

Submitted this 10th day of January in the year 2008.

Sworn and subscribed before me, this

10 day of January in the year 2008.

Signature of Officer/
General Partner

Donald R. Granger, President
Type or Print Name and Title

Notary Public
My Commission expires

7/09

BellSouth Entertainment LLC
754 Peachtree Street, D1481,
Atlanta, GA 30308
Address

404-541-6501
Telephone



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President

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January 2, 2008

DELIVERED BY HAND

The Honorable Karen Handel, Secretary of State
c/o Corporations Division
Cable and/or Video Franchising
2 MLK Jr. Dr. S.E.
Suite 315, West Tower
Atlanta, Georgia 30334

RE: Application of BellSouth Entertainment, LLC for a State Franchise Pursuant to O.C.G.A §36-76-4.

Dear Ms. Handel:

BellSouth Entertainment, LLC (hereinafter "BEI") pursuant to O.C.G.A. §36-76-4, files this application for a state franchise to provide video service (hereinafter "Application"). As required by the provisions of O.C.G.A. §36-76-4(a)-(c), BEI has provided with this Application a state franchise application fee in the amount of \$500.00. BEI also advises that it has provided a copy of this Application in its entirety, via electronic mail, to each affected municipal or county governing authority simultaneous with this filing.

BEI respectfully requests that the Secretary of State grant this Application within the time frames established in O.C.G.A. §36-76-4. If you have any question or concerns regarding this Application, please feel free to contact me directly.

Very truly yours,

Donald R. Granger

Enclosures



KAREN HANDEL
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

CHAUNCEY R. NEWSOME
Director

TRANSMITTAL INFORMATION
GEORGIA VIDEO FRANCHISE AUTHORITY

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: Don.Granger@att.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. BellSouth Entertainment, LLC

Corporate Name (List exactly as it appears in articles)

754 Peachtree Street Suite D1481 Atlanta, GA 30308-1206

Corporate Mailing Address

2. Donald R. Granger

404-541-6501

Name and Title of person filing franchise application (certificate will be mailed to this person, at address below)

Telephone Number

754 Peachtree Street, Suite D1481

Address

Atlanta

GA

30308-1206

City

State

Zip Code

3. Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Application for State-Issued Certificate of Franchise Authority (Form GAVFL001)
- 3) A valid Certificate of Existence, if applicable.
- 4) Filing fee of \$500.00 payable to Secretary of State. All filing fees are NON-refundable.

I certify that the appropriate counties and municipalities have been provided with a copy of this application pursuant to O.C.G.A 36-76-4 (a) and with notice to designate a franchise fee pursuant to O.C.G.A. 36-76-6.



January 2, 2008

Authorized signature of person filing documents

Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>



OFFICE OF SECRETARY OF STATE
 Corporations Division
 315 West Tower, #2 Martin Luther King, Jr. Drive
 Atlanta, Georgia 30334
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KAREN HANDEL
 Secretary of State

CHAUNCEY R. NEWSOME
 Director

**APPLICATION FOR STATE-ISSUED
 CERTIFICATE OF FRANCHISE AUTHORITY**

Personally appeared before me the undersigned being duly sworn according to law, and swears to the facts contained in this application. Pursuant to Georgia Code Section (O.C.G.A.)36-76-4, as amended, the undersigned hereby applies for authorization to provide cable service over a cable system as a cable service provider or video service over a video system as a video service provider in the State of Georgia:

(Please type or print clearly)

1. The name of the applicant is:
 BellSouth Entertainment, LLC

2. The principal place of business for the applicant is:
 754 Peachtree Street, Atlanta, GA 30308

3. The principal executive officers of the applicant are:

<i>Name</i>	<i>Title</i>	<i>Address</i>
Donald R. Granger	President	754 Peachtree Street Suite D1481 Atlanta, GA 30308
Michael M. Turbes	VP, Secretary and General Counsel	675 W. Peachtree St. NW Suite 4300 Atlanta, GA 30375
Jonathan P. Klug	VP and Treasurer	175 E Houston St. Suite 7-A-50 San Antonio, TX 78205
Nancy Pettyjohn	Sr. Director – IT and Video Operations	754 Peachtree Street Suite D1481 Atlanta, GA 30308
Scott Helbing	Executive VP – Entertainment Services	1010 N Saint Marys St. Suite 14W San Antonio, TX 78215

SECRETARY OF STATE
 CORPORATIONS DIVISION

2008 JAN -2 PM 2:06

4. By submitting this application, the applicant agrees to comply will all applicable federal and state laws and regulations, including municipal and county ordinances and regulations regarding the placement and maintenance of facilities in the public right of way that are generally applicable to all users of the public right of way and specifically including O.C.G.A. Chapter 9 of Title 25, the 'Georgia Utility Facility Protection Act'.

5. Pursuant to O.C.G.A. 36-76-4 (c) (2), the service areas are described below and/or on an attached map as follows: The service area for which BellSouth Entertainment (BEI) seeks a state franchise is the identical geographic area currently franchised by BEI as a cable service provider. Those service areas are the geographic area of the city of Chamblee, the geographic area of the city of Duluth, the geographic area of the city of Roswell, the geographic area of the town of Lawrenceville, the geographic area of the city of Woodstock, the geographic area of Cherokee County, the geographic area of Cobb County, the geographic area of DeKalb County, and the geographic area of Gwinnett County. Maps, attached as Exhibit A, reflect the proposed service areas.

Service Area Description:

Coverage maps attached as Exhibit A

BellSouth Entertainment, LLC (BEI) lists the names of each municipal and county governing authority within its service are and also includes maps. The maps reflect the proposed service areas.

6. Subscribers may make payment or return equipment in accordance with the subscriber agreement to the following locations of the applicant or its affiliates.

BellSouth Entertainment, in addition to our full service customer service center conveniently located in metro Atlanta, has six (6) additional payment centers. (See below for payment locations.) Customers can also charge their payment over the phone to their Visa or MasterCard by calling customer service at 770.360.4990.

Payment Mailing Address:
BellSouth Entertainment
PO Box 740537
Atlanta, GA 30374-0537

Payments and Equipment Returns:
BellSouth Entertainment
3570 American Dr.
Chamblee, GA 30341-2402
770.360.5000

Payment Locations: All Checks Cashed

12 Peachtree St. in #12 Building Annex
Atlanta, GA 30303-3146
(across from Underground Atlanta)
404.523.2274

801 James Jackson Pkwy. NW
Atlanta, GA 30318-4540
404.799.0277

585 Memorial Drive SE
Atlanta, GA 30312-2246
404.659.7455

906 Cleveland Ave.
East Point, GA 30344-6702
404.766.1933

495 Moreland Ave. SE
Atlanta, GA 30354-1131
404.635.1561

461 Windy Hill Rd. SE
Marietta, GA 30060-7342
770.438.8497

7. This applicant:

X has wire-line facilities located in the public right of way as of January 1, 2008.

_____ does not have wire-line facilities located in the public right of way as of January 1, 2008, and a description and certification of technical and financial capability is attached as required by O.C.G.A. 36-76-4 (c) (4).

8. The applicant certifies that it is authorized to conduct business in the State of Georgia. (Exhibit B – State of Georgia Certificate of Existence)

9. This applicant certifies that it has sufficient financial resources and technical capability to provide service (does not apply to companies with existing wire line services as of January 1, 2008).

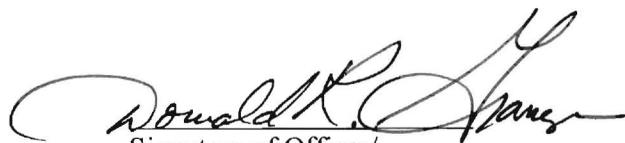
10. The applicant certifies that the following counties and municipalities have been provided with a copy of this application pursuant to O.C.G.A 36-76-4 (a) and with notice to designate a franchise fee pursuant to O.C.G.A. 36-76-6.

Cherokee County; Cobb County; DeKalb County; Gwinnett County;
City of Chamblee; City of Duluth; Town of Lawrenceville; City of Roswell;
City of Woodstock

Submitted this 2nd day of January in the year 2008.

Sworn and subscribed before me, this

2 day of January in the year 2008.



Signature of Officer/
General Partner

Donald R. Granger
Type or Print Name and Title

754 Peachtree St.
Atlanta, GA 30308
Address

404-541-6501
Telephone

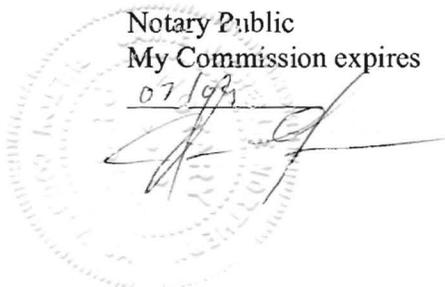
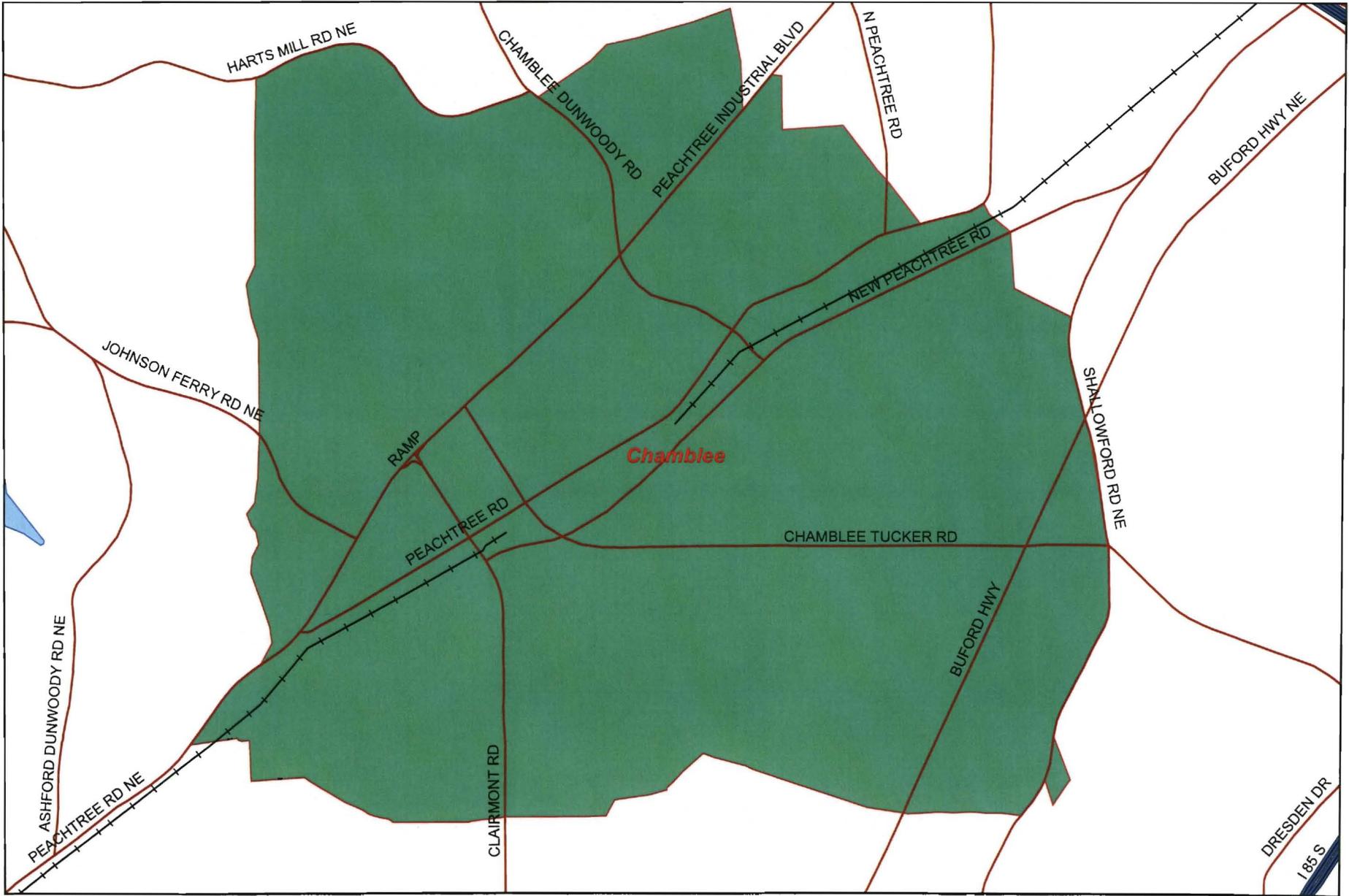
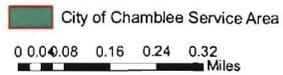


Exhibit A

City of Chamblee Service Area



Legend



BellSouth Entertainment
PRIVATE/PROPRIETARY

Contains private and/or proprietary information. May not be used or disclosed outside the AT&T companies except pursuant to a written agreement

Southeast Region
Engineering & Design Center
Suite 120
640 Hemlock Parkway
Roswell, Ga 30078
Phone 770-360-4686



Cherokee County Service Area



Legend

Cherokee County Service Area



BellSouth Entertainment

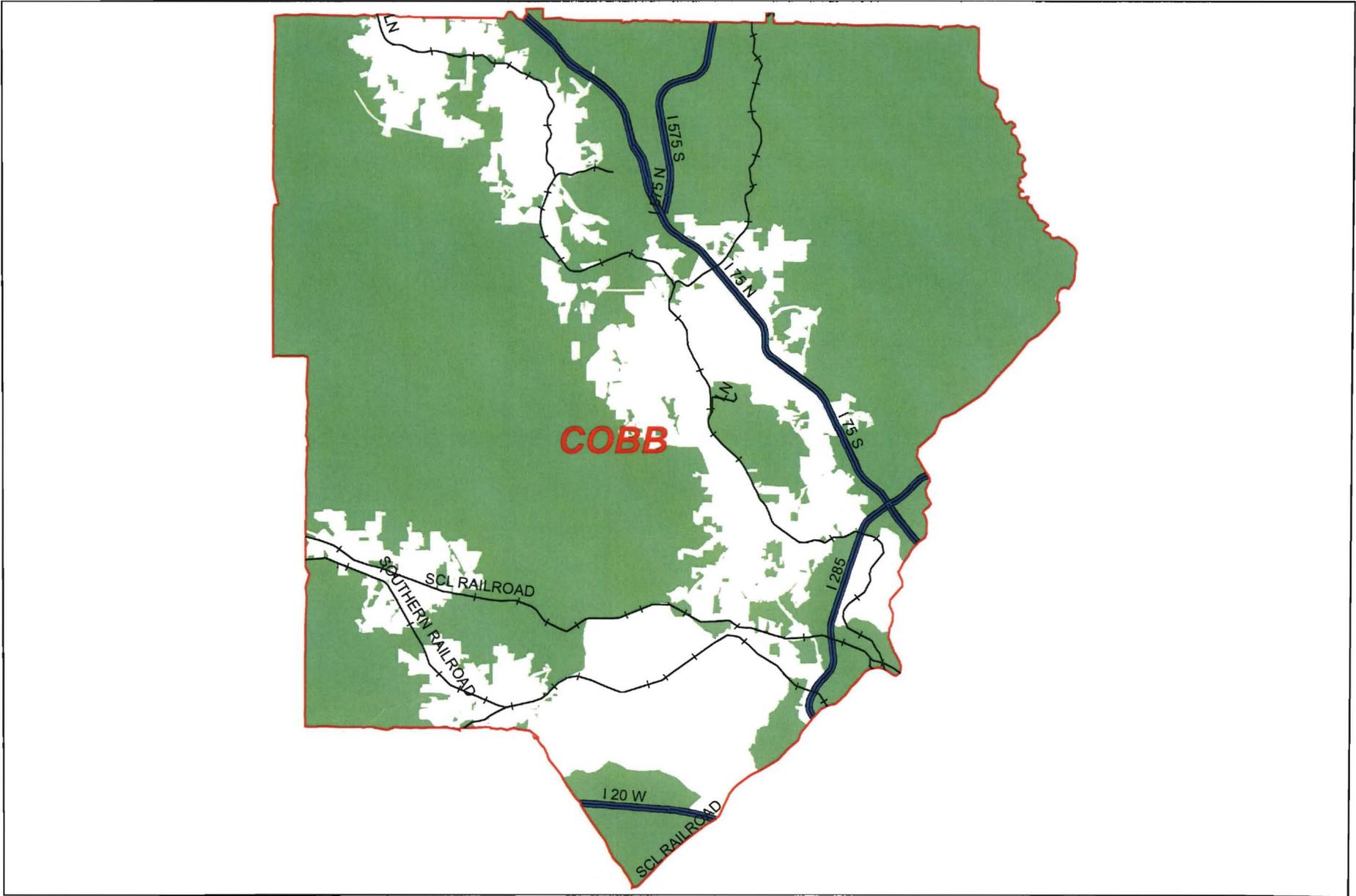
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660 Hembree Parkway
Roswell, Ga 30078
Phone 770.340.4666



Cobb County Service Area



Legend

 Cobb County Service Area



BellSouth Entertainment

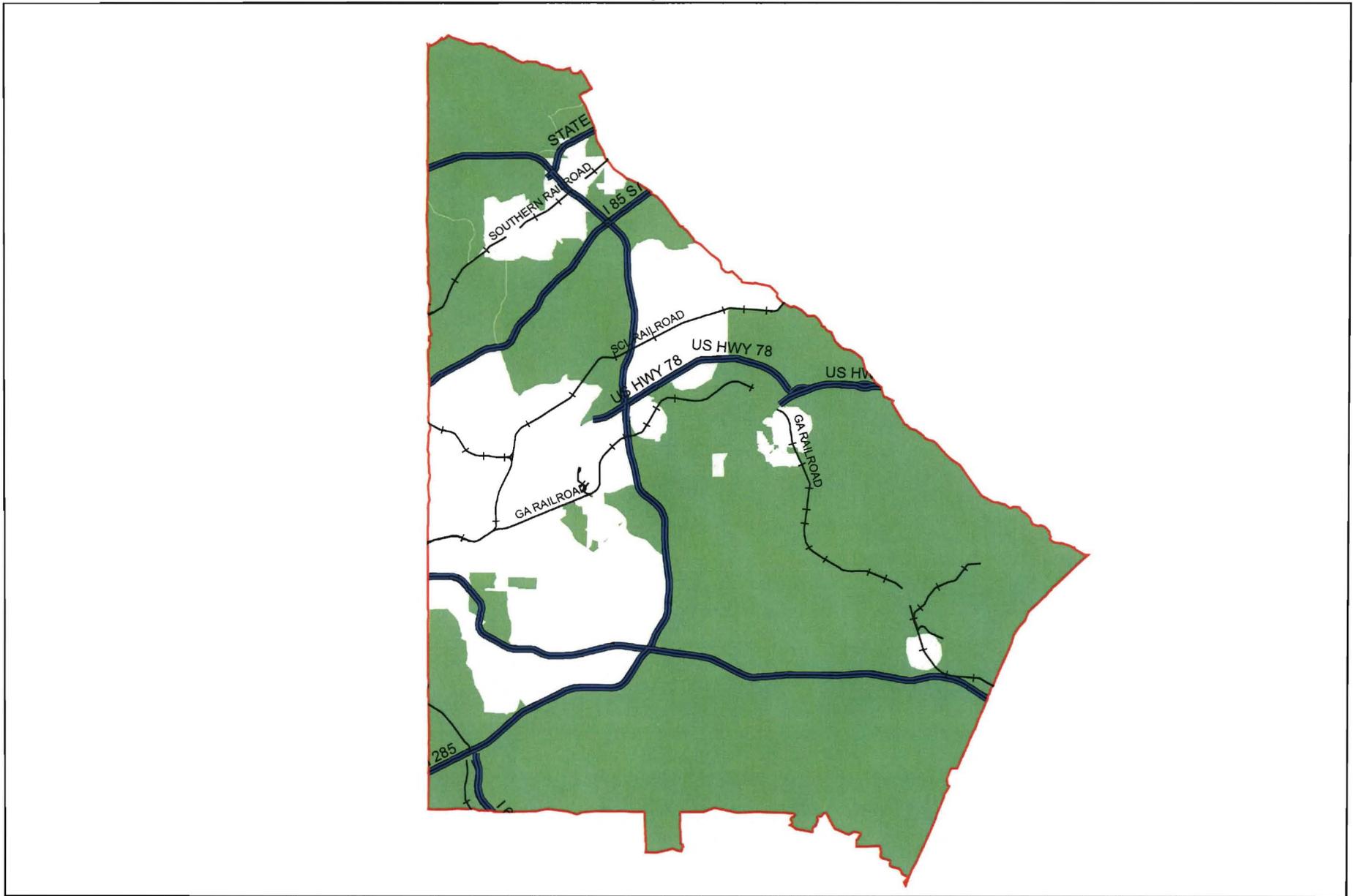
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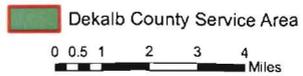
Southeast Region
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Dekalb County Service Area



Legend



BellSouth Entertainment

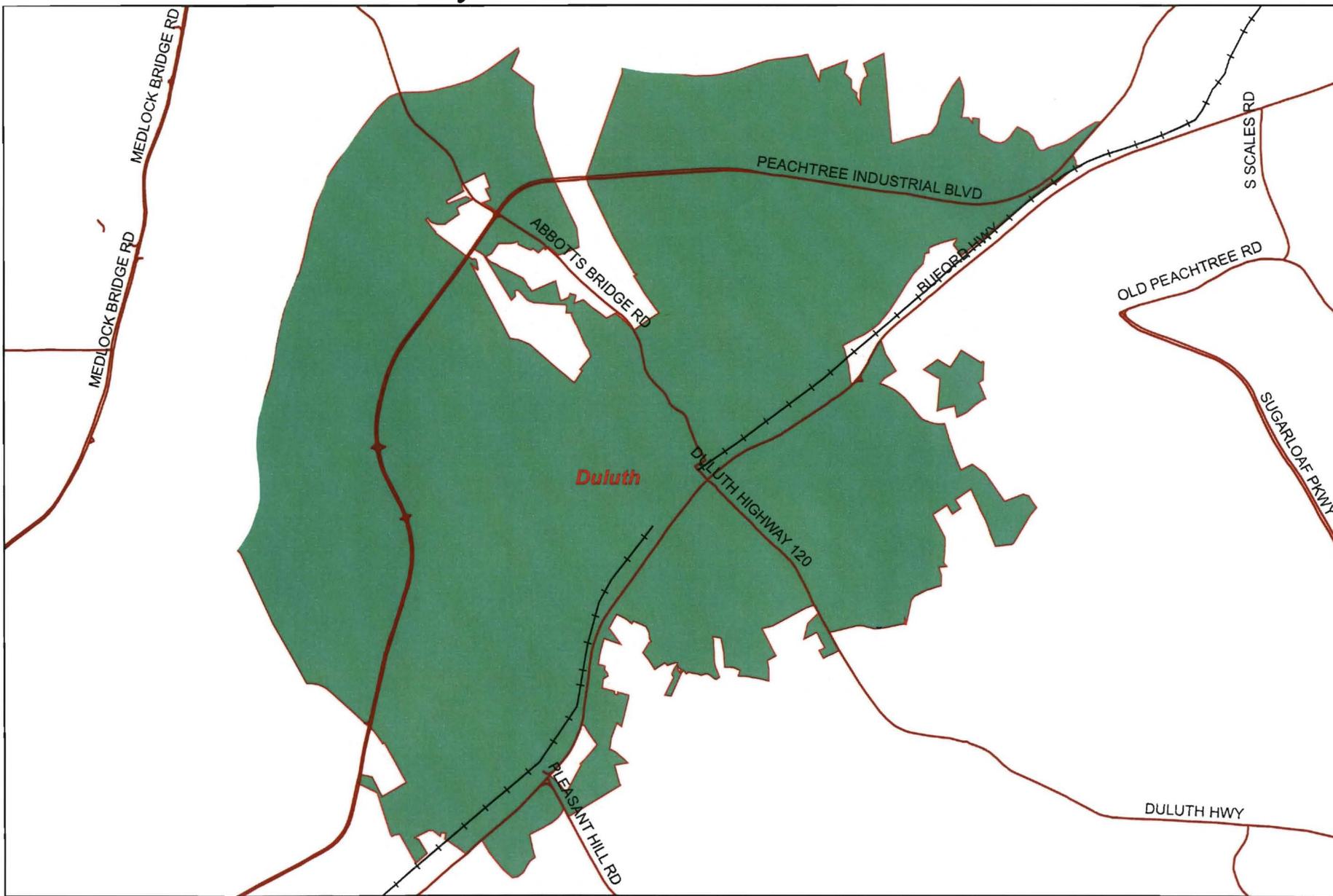
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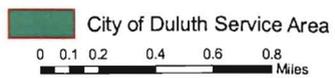
Southeast Region
Engineering & Design Center
Suite 120
660 Hembree Parkway
Roswell, Ga 30078
Phone 770-360-4686



City of Duluth Service Area



Legend



BellSouth Entertainment

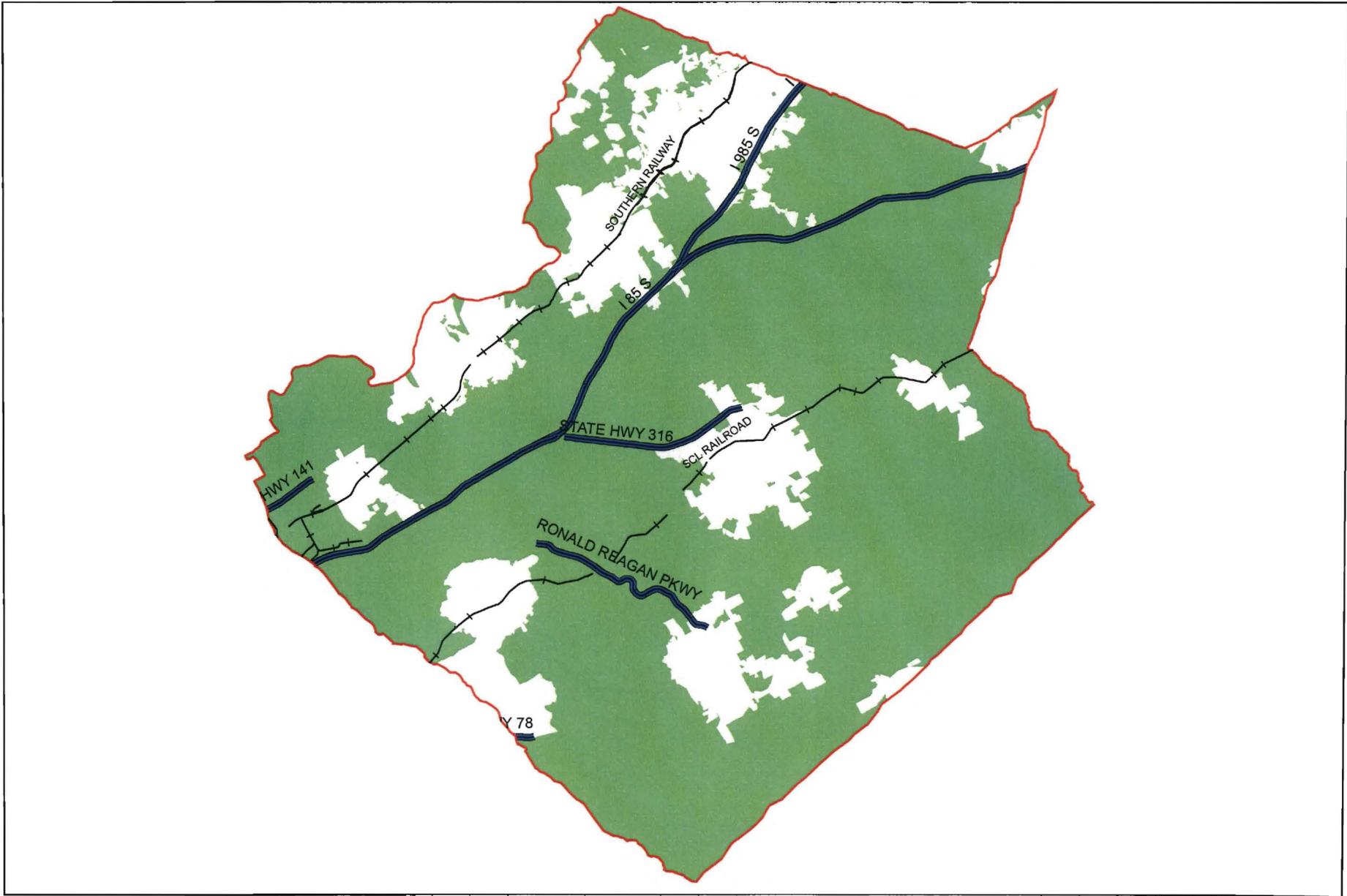
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Roswell, Ga 30078
Phone 770-340-4686



Gwinnett County Service Area



Legend

 Gwinnett county Service Area



BellSouth Entertainment

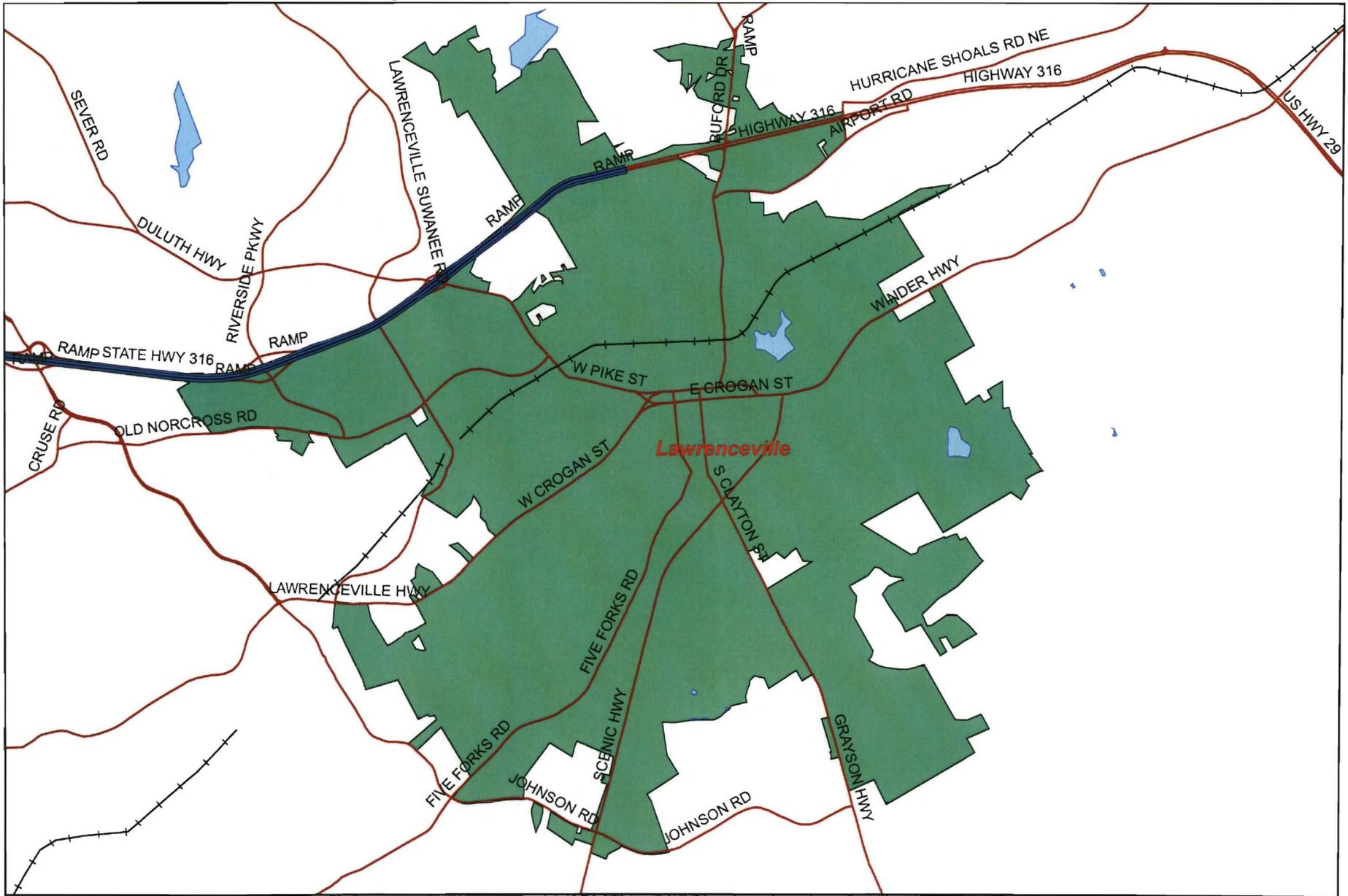
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Suite 120
660 Hambree Parkway
Roswell, Ga 30078
Phone 770-360-4686



City of Lawrenceville Service Area



Legend

 City of Lawrenceville Service Area

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BellSouth Entertainment

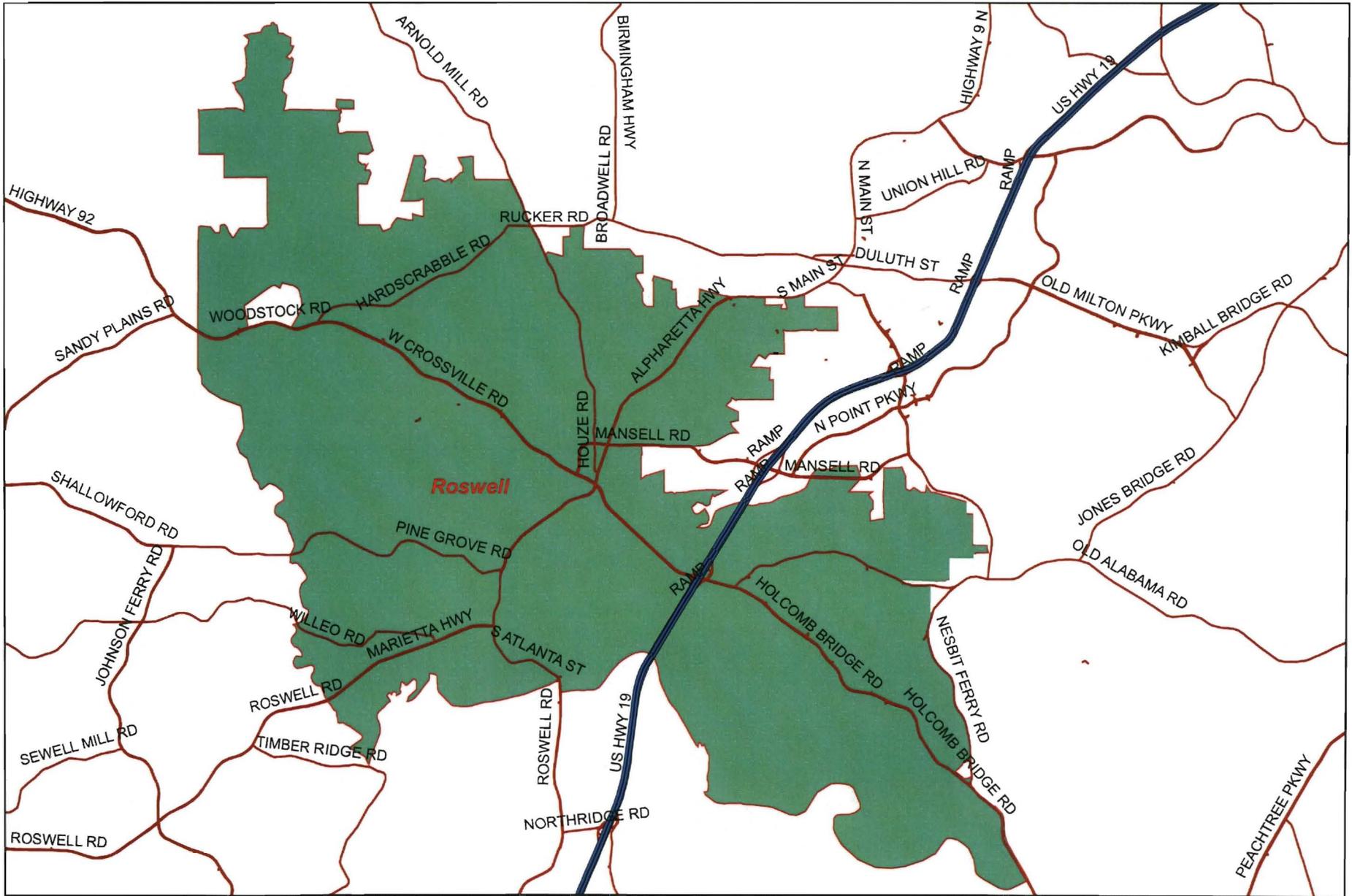
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Suite 120
660 Hembree Parkway
Roswell, Ga 30078
Phone 770-360-4686



City of Roswell Service Area



Legend

 City of Roswell Service Area



BellSouth Entertainment

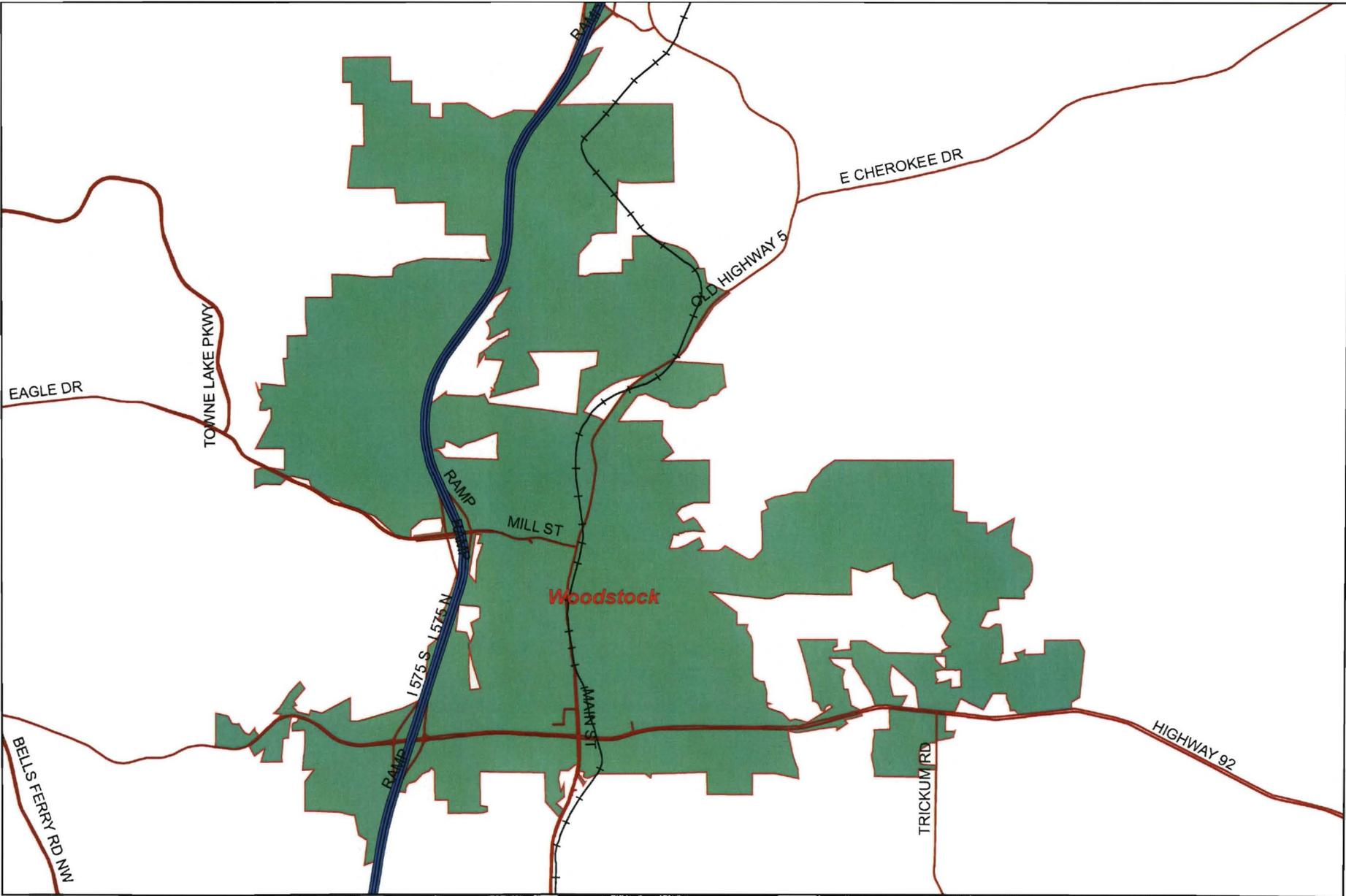
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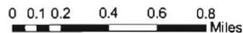


City of Woodstock Service Area



Legend

 City of Woodstock Service Area



BellSouth Entertainment

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Engineering & Design Center
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440 Hembree Parkway
Roswell, Ga 30078
Phone 770-360-4686



Exhibit B

Control No. 0129910

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

BELLSOUTH ENTERTAINMENT, LLC

Domestic Limited Liability Company

was formed or was authorized to transact business on 07/02/2001 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 14th day of December, 2007

A handwritten signature in cursive script, appearing to read "Karen C Handel".

Karen C Handel
Secretary of State



BellSouth Entertainment, LLC

Donald R. Granger
President

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Suite D1481
Atlanta, GA 30308

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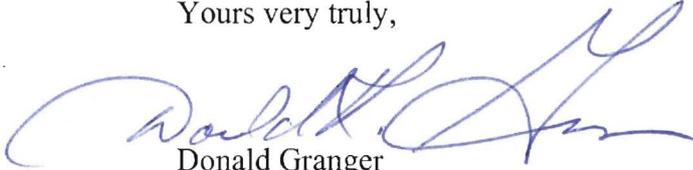
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ADDENDUM

By submitting this application the applicant agrees to pay to each affected local governing authority a franchise fee established by such local governing authority which shall not exceed the maximum percentage rate permitted in 47 U.S.C. Section 542(b) of the applicant's gross revenues received from the provision of cable service or video service to subscribers located within the service area. Such franchise fee shall be paid directly to each affected local governing authority within 30 days after the last day of each calendar quarter.

Submitted this 10th day of January in the year 2008.

Sworn and subscribed before me, this

10 day of January in the year 2008.

Signature of Officer/
General Partner

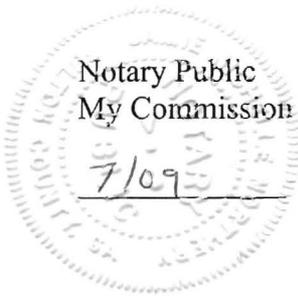
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Type or Print Name and Title

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Address

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Telephone

Notary Public
My Commission expires

7/09



2008 JAN 10 PM 2:51
SECRETARY OF STATE
CORPORATIONS DIVISION