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COMMUNICATIONS DIVISION
DIRECTOR'S OFFICE

June 5, 2008

Michael Morris
Video Franchising and Broadband Deployment
State of California
Public Utilities Commission
505 Van Ness Avenue, 3rd Floor
San Francisco, CA 94102

Dear Michael:

Enclosed please find Amended applications for California State Video Franchise filed on the basis of competition from ATT or Verizon for the following:

CAC Exchange I, LLC

| Municipality | ATT/VZ Notice |
|---|---------------|
| La Verne, City of | VZ |
| Pomona, City of | VZ |
| San Dimas, City of | VZ |
| Moorpark | ATT |
| Ventura, County of (Bell Canyon) | ATT |
| Ventura, County of (Camarillo II) | ATT |
| Ventura, County of (East Ventura) | ATT |
| Ventura, County of (Fillmore/Piru) | ATT |
| Ventura, County of (Oak Park/Agoura) | ATT |
| Ventura, County of (Ojai) | ATT |
| Ventura, County of (Santa Paula) | ATT |
| Chino | VZ |
| Hemet | VZ |
| Highland, City of | VZ |
| La Habra | ATT |
| Moreno Valley | ATT |
| Orange, County of (Unincorp., adj. to Yorba Linda; Brea/LaHabra; Anaheim) | ATT |
| San Bernardino, County of (Muscoy/Rialto/Mentone) | ATT |

| | |
|------------|-----|
| Villa Park | ATT |
|------------|-----|

Time Warner NY Cable LLC

| Municipality | ATT/VZ Notice |
|---|---------------|
| Oxnard, City of (Jones/Comcast) | VZ |
| Oxnard, City of (Verizon) | VZ |
| Simi Valley, City of | ATT |
| Ventura, County of (Camarillo I) | ATT |
| Ventura, County of (Oxnard/Port Hueneme/El Rio) | ATT |
| Ventura, County of (Simi Valley) | ATT |
| Ventura, County of (Thousand Oaks) | ATT |
| Costa Mesa | ATT |
| Fullerton, City of | ATT |
| Highland, City of | VZ |
| Orange, County of (Costa Mesa, Fullerton, Seal Beach, Buena Park) | ATT |
| San Bernardino, County of (Fontana/Grand Terrace) | ATT |
| San Bernardino, County of (Montclair/Ontario) | ATT |
| Santa Ana, City of | ATT |
| Fontana, City of | ATT |
| Del Mar | ATT |
| Encinitas, City of | ATT |
| San Marcos | ATT |
| Solana Beach | ATT |
| Vista | ATT |

Time Warner Cable LLC

| Municipality | ATT/VZ Notice |
|---------------------------------|---------------|
| Costa Mesa, City of | ATT |
| Garden Grove, City of | VZ |
| Orange, County of (Midway City) | ATT |
| Orange, County of (Rossmoor) | ATT |

Amended application for a California State Video Franchise.

Additionally, the remaining communities of City of Rialto (expires 11/23/08) and City of Ojai (expires 11/25/08) are based on expiration. Included for each are:

- 1 original paper application
- 1 copy paper application
- Appendix A: Applicant's principal officers
- Appendix B: Affidavit
- A CD containing video franchise data and franchise area maps

Please do not hesitate to contact me at 203-328-0648 or via email at huma.khan@twcable.com should you have any questions or need additional information.

Sincerely,



Huma Khan

Enclosures