Objective(s): This is a discussion of a repair of a popliteal artery aneurysm with concurrent arteriovenous fistula suspected secondary to chronic trauma from knee prosthesis. This video describes the exposure of the popliteal fossa and management of a concurrent popliteal artery aneurysm and fistula. We elected to pursue a posterior approach. Both the vein and artery were controlled and the aneurysm was entered first and the vein was repaired primarily.