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Kathryn C. Falk
Director - Government Relations

February 12, 1997

Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W. - Room 222
Washington, D.C. 20554

Re: Notice of Ex Parte Presentation,
In the Matter of the Changes to the Board of
Directors of the National Exchange Carrier
Association, Inc. CC Docket No. 97-21 and
In the Matter of the Universal Service Joint
Board CC Docket No. 96-45

Dear Mr. Caton:

On February 11, 1997, NECA's Chairman of the Board Bill Magruder, President Bruce Baldwin, Vice President and General Counsel Ken Levy and Director of Government Relations Kathryn Falk met with James L. Casserly from the Office of Commissioner Susan Ness. The purpose of the meeting was to discuss NECA governance issues in CC Docket 97-21 and the letter to Chairman Reed Hundt from NECA President Bruce Baldwin filed in CC Docket 96-45 on January 10, 1997. The letter was also subsequently filed in CC Docket 97-21 on NECA governance issues which was opened later that same day. The NECA letter was also distributed to the entire CC Docket 96-45 service list.

In the meeting, NECA representatives reviewed the background of the issue and the record in CC Docket 97-21. FCC representatives asked for information on the corporate structure of the universal service administrative company which the NECA proposes to establish to administer the new Schools and Libraries Fund. NECA responded that this separate corporation would have a Board of Directors established by the FCC and that it would have a separate governance structure, separate incorporation documents and separate fiduciary responsibilities.

Due to the lateness of the hour we are filing this ex parte with the Commission today. Please acknowledge receipt hereof by affixing a notation on the duplicate copy of this letter furnished herewith for such purposes and remitting same to bearer.

Sincerely,

Kathryn C. Falk

cc: James L. Casserly

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