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August 29, 2005

Ms. Marlene H. Dortch  
Secretary  
Office of the Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

**RE: Memorandum of Ex Parte Communication**  
WC Docket No. 05-65, In the Matter of SBC Communications Inc. and  
AT&T Corp. Applications for Approval of Transfer Of Control

Dear Ms. Dortch:

On August 26, 2005, Jim Ellis, Wayne Watts and the undersigned on behalf of SBC and Jim Cicconi, Larry Lafaro and Bob Quinn on behalf of AT&T met with Chairman Martin; Dan Gonzalez, the Chairman's Chief of Staff; Michelle Carey, the Chairman's wireline legal advisor; and Sam Feder, the Commission's General Counsel. Consistent with the extensive data we have previously provided in this proceeding, we explained that the merger promises substantial benefits for consumers and will have no adverse impact on competition. In particular, we explained that AT&T has deployed local networks in only 19 MSAs in the SBC region in the same dense commercial areas as many other competitive carriers; AT&T serves a competitively insignificant fraction of commercial buildings; all or virtually all of the buildings served by AT&T either already are or economically could be served by other carriers; and AT&T is a competitively insignificant supplier of wholesale special access services. During the meeting, we also discussed the timing of the Commission's decision in this proceeding.

In accordance with FCC Rule 1.1206(b)(1) of the Commission's rules, this letter is being filed electronically with your office for inclusion in the public record.

Please contact me at (202) 326-8836 should you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "James C. Smith". The signature is fluid and cursive, written over a light gray dotted grid background.

CC: Dan Gonzalez  
Michelle Carey  
Sam Feder