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September 18, 2006

VIA ELECTRONIC SUBMISSION

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th St., SW, Room TWB-204
Washington, DC 20554

Re: Notice of Oral Ex Parte Communication
In the Matter of Review of AT&T Inc. and BellSouth Corp. Application
for Consent to Transfer of Control, WC Docket No. 06-74

Dear Ms. Dortch:

On Friday, September 15, 2006, Ed Whitacre, Chairman and CEO, James Cicconi, Senior Executive Vice President-External & Legislative Affairs and I met with Commissioner Jonathan Adelstein and Scott Bergman, Legal Advisor, to discuss issues related to the aforementioned proceeding. During the course of that discussion, we updated the Commissioner on the completion of the international and state approval process. We also explained the consumer benefits that the merger of AT&T and BellSouth will produce. Our discussion was consistent with all of the filings made by AT&T and BellSouth in this proceeding.

One electronic copy of this Notice is being submitted to the Secretary of the FCC in accordance with Section 1.1206 of the Commission's rules.

Sincerely,

CC: The Honorable Jonathan Adelstein, Commissioner
Scott Bergmann, Legal Advisor