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October 18, 2006

VIA ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: *Ex Parte Notification*: WC Docket No. 06-74:
In the Matter of the Application Pursuant to Section 214 of the
Communications Act of 1934 and Section 63.04 of the
Commission's Rules for Consent to Transfer Control of
BellSouth Corporation to AT&T, Inc.

Dear Ms. Dortch:

On October 17, 2006, I was accompanied to a meeting with Commissioner Jonathan Adelstein and Legal Assistant Scott Bergmann, by Julia Strow (Cbeyond Communications), Riley Murphy (NuVox Communications), Heather Gold (XO Communications), John Heitmann (Kelley Drye & Warren LLP), Pat Donovan (Bingham McCutcheon LLP), Mike Hazzard (Womble Carlyle Sandridge & Rice, PLLC), Earl Comstock (CompTel) and Karen Reidy (CompTel). The purpose of our meeting was to discuss the proposed remedial conditions proposed by AT&T on October 13, 2006, and the conditions proposed by CompTel earlier in the proceeding. We explained that, while several of the conditions proposed by AT&T could prove beneficial, the package of conditions offered are insufficient to offset the injuries to competition likely to be caused by the proposed merger. We reiterated that no set of conditions can completely redress the harm to competition. However, if the Commission elects to approve the proposed merger subject to conditions, we urged the Commission to impose the conditions proposed by CompTel, rather than those offered up by AT&T.

Marlene H. Dortch
October 17, 2006
Page Two

In accordance with Sections 1.1203-1206 of the Commission's rules, this letter is being filed electronically for inclusion in the public record.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "B. Mutschelknaus", with a long horizontal flourish extending to the right.

Brad E. Mutschelknaus