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October 18, 2006

Via Electronic Delivery

Ms. Marlene H. Dortch
Federal Communications Commission
The Portals, TW-A325
445 12th Street, SW
Washington, DC 20554

Re: Notice of *Ex Parte* Presentation - WC Dkt. 06-74, *In the Matter of Application for Consent to Transfer of Control Filed by AT&T and BellSouth Corporation*

Dear Secretary Dortch:

On Tuesday, October 17, 2006, Christopher Putala, Executive Vice President, Public Policy, EarthLink, Inc.; Albert E. Mottur, of Brownstein, Hyatt & Farber, P.C.; and the undersigned met with Commissioner Jonathan Adelstein, and Scott Bergmann, Legal Advisor for Wireline Issues to Commissioner Adelstein, regarding the above captioned proceeding. We discussed the proposed merger conditions submitted to the FCC by AT&T on October 13, 2006, including broadband and stand-alone pricing issues, discriminatory and anticompetitive practices, proposed giveaways and cross-subsidization concerns, as well as the need for rigorous enforcement of AT&T's violations of conditions in light of its consistent pattern and practice of ignoring its commitments. The attached, was provided to Commissioner Adelstein and Mr. Bergmann.

Pursuant to the Commission's rules, one copy of this memorandum is being filed electronically in the above-referenced docket for inclusion in the public record. Please do not hesitate to contact me directly if you have any questions.

Respectfully submitted,



Donna N. Lampert
Counsel for EarthLink, Inc.

 **Lampert & O'Connor, P.C.**

Privileged and Confidential

August 15, 2002

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cc: Commissioner Jonathan Adelstein (jonathan.adelstein@fcc.gov)
Scott Bergmann (scott.bergmann@fcc.gov)