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October 26, 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 25, 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), Earl Comstock (CompTel), James Falvey (Xspedius), and Tamar Finn (Bingham, McCutcheon). The purpose of our meeting was to discuss the remedial conditions proposed by AT&T on October 13, 2006, and the comments regarding the conditions proposed by CompTel on September 24, 2006. 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 26, 2006
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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 "BEMutschelknaus", followed by a long horizontal line extending to the right.

Brad E. Mutschelknaus

BEM:cpa

cc: Jonathan Adelstein
Scott Bergmann