

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

1776 K Street NW
Suite 700
Washington, DC 20006

Mark J. O'Connor
oconnor@l-olaw.com

Tel 202/887-6230
Fax 202/887-6231

October 27, 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 Thursday, October 26, 2006, Christopher Putala, Executive Vice President, Public Policy, EarthLink, Inc.; Amy Mehlman, of Mehlman Capitol Strategies, Inc.; and the undersigned met with Michelle Carey, Legal Advisor to Chairman Martin. The parties discussed the proposed merger conditions submitted to the FCC by AT&T on October 13, 2006, and the October 24, 2006 EarthLink Comments filed in the above-referenced docket ("EarthLink Comments"). During the meeting, EarthLink provided Ms. Carey with a copy of the EarthLink Comments, and a portion of Attachment 1 of the EarthLink Comments for purposes of the discussion.

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,

/s/

Mark J. O'Connor
Counsel for EarthLink, Inc.

cc: Michelle Carey (michelle.carey@fcc.gov)

Privileged and Confidential

October 23, 2006

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