

November 17, 2006

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

**Re: Notice of Oral *Ex Parte* Presentation - WC Docket No. 06-74, AT&T Inc. and
BellSouth Corporation Applications for Approval of Transfer of Control**

Dear Secretary Dortch:

On November 17, 2006, Alexandra Wilson, Vice President of Public Policy for Cox Enterprises, Inc., Megan Delany, Senior Director and Legislative Counsel of Federal Government Relations for Charter Communications, and the undersigned had a conference call with Scott Deutchman of Commissioner Michael J. Copps's office to discuss the issues set forth in the September 27, 2006 written *ex parte* presentation and the October 24, 2006 written comments filed by Advance/Newhouse Communications, Cablevision Systems Corp., Charter Communications, Cox Communications, and Insight Communications Company in the above-referenced docket. We also discussed the conditions proposed by AT&T/BellSouth and reiterated the need for interconnection-related merger conditions. Finally, we explained that the transiting and forbearance conditions proposed by AT&T/BellSouth were insufficient.

Please contact the undersigned if you have any questions regarding this matter.

Respectfully submitted,

/s/ Michael H. Pryor

Michael H. Pryor

cc: Scott Deutchman

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

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