

 **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

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***Via Electronic Delivery***

Ms. Marlene H. Dortch  
Federal Communications Commission  
The Portals, TW-A325  
445 12<sup>th</sup> 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, November 28, 2006, Christopher Putala, Executive Vice President, Public Policy, EarthLink, Inc.; Albert E. Mottur, of Brownstein, Hyatt & Farber, P.C.; and the undersigned met with Scott Bergmann, Legal Advisor for Wireline Issues to Commissioner Adelstein, regarding the above captioned proceeding. 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").

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: Scott Bergmann ([scott.bergmann@fcc.gov](mailto:scott.bergmann@fcc.gov))