



Robert W. Quinn, Jr.  
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December 1, 2006

**VIA ELECTRONIC SUBMISSION**

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> St., SW, Room TWB-204  
Washington, DC 20554

Re: Notice of Oral Ex Parte Communication  
In the Matter of Review of AT&T Inc. and BellSouth Corp.  
Application  
For Consent to Transfer of Control, WC Docket No. 06-74

Dear Ms. Dortch:

On Wednesday, November 29, 2006, Jim Cicconi, Senior Executive Vice President – External & Legislative Affairs, had a telephone conversation with Commissioner Jonathan Adelstein, to discuss issues related to the aforementioned proceeding. During the course of that conversation, Mr. Cicconi discussed the ex parte previously filed on Friday, October 13, 2006 and the contents therein as well as the merger conditions previously proposed by other parties in this proceeding, including the proposal by competitors for arbitration of special access rates. Mr. Cicconi's statements were consistent with all of the filings made by AT&T and BellSouth in this proceeding.

One electronic copy of this Notice is being submitted to the Secretary of the FCC in accordance with Section 1.1206 of the Commission's rules.

Sincerely,

A handwritten signature in cursive script that reads "Robert W. Quinn, Jr.".

cc: Commissioner Jonathan Adelstein