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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 Friday, December 1, 2006, Amy Mehlman, of Mehlman Capitol Strategies, Inc. had a telephone conversation on behalf of EarthLink, Inc., with Thomas Navin, Chief of the Wireline Competition Bureau, 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.

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 if you have any questions.

Respectfully submitted,

/s/

Joanna I. Georgatsos

cc: Thomas Navin (thomas.navin@fcc.gov)