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December 8, 2006

**VIA ECFS**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554

Re: *Ex Parte Notification*: WC Docket No. 06-74: In the Matter of the Application Pursuant to Section 214 of the Communications Act of 1934 and Section 63.04 of the Commission's Rules for Consent to Transfer Control of BellSouth Corporation to AT&T, Inc.

Dear Ms. Dortch:

On December 6, 2006, the undersigned met with Scott Deutchman, legal advisor to Commissioner Michael Copps, and Scott Bergmann, legal advisor to Commissioner Jonathan Adelstein. I was accompanied to both meetings by Earl Comstock and Karen Reidy of COMPTTEL, Heather Gold of XO and Riley Murphy of NuVox. During the meeting, we discussed the continued importance to competitive carriers of obtaining the UNE-related conditions upon a AT&T/BellSouth merger that were proposed by the applicants in their letter dated October 13, 2006, and explained the need to have those UNE-related conditions improved in the manner suggested in the COMPTTEL comments dated October 25, 2006. We reiterated that the proposed merger is not in the public interest due to its substantial anti-competitive effects, but submitted that the anti-competitive effects can be partially offset by imposing UNE-related conditions of the sort suggested by COMPTTEL and the joint CLEC commenters.

KELLEY DRYE & WARREN LLP

Marlene H. Dortch, Secretary  
December 8, 2006  
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In accordance with Sections 1.1203-1206 of the Commission's rules, this letter is being filed electronically for inclusion in the public record.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "B. Mutschelknaus", with a long horizontal flourish extending to the right.

Brad E. Mutschelknaus

BEM:cpa

cc: Scott Deutchman