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December 12, 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 8, 2006, the undersigned met with Michelle Carey, legal advisor to Chairman Kevin Martin. I was accompanied to the meeting by Heather Gold of XO, Julia Strow of Cbeyond and Riley Murphy of NuVox. During the meeting, we discussed the continued importance to competitive telecommunications 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 particularly emphasized the importance to competitive carriers of (i) significantly lengthening the term of any conditions imposed, and ensuring that they are fully effective to the full combined 22 state AT&T/BellSouth operating region, (ii) clarifying the language related to the cessation of EEL audits in the manner specified in the October 25, 2006 COMPTTEL filing, and (iii) expanding the scope of the commitment not to seek forbearance to include withdrawal of pending AT&T and BellSouth petitions seeking forbearance relief.

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Marlene H. Dortch, Secretary  
December 12, 2006  
Page Two

Pursuant to Section 1.1206(b) of the Commission's rules, one electronic copy of this notice is being filed in the above-referenced proceeding.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "B. Mutschelknaus", is written over a solid horizontal line.

Brad E. Mutschelknaus

BEM:cpa  
cc: Michelle Carey