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December 14, 2006

VIA ELECTRONIC SUBMISSION

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th 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 December 13, 2006, Ed Whitacre, Chairman and CEO of AT&T, Inc. spoke with Commissioner Jonathan Adelstein. In that conversation, Mr. Whitacre discussed issues related to the aforementioned proceeding, including items identified in the ex parte previously filed by AT&T on Friday October 13, 2006 and the Oppositions filed by merger opponents as well as the status of discussions to date. Mr. Whitacre'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 black ink that reads "Robert W. Quinn, Jr." in a cursive script.

cc: Commissioner Jonathan Adelstein