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December 19, 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:

Yesterday, Jim Cicconi, Wayne Watts and I met with Commissioner Michael J. Copps, Bruce Gottlieb, Legal Advisor to Commissioner Copps and Scott Deutchman, Legal Advisor to Commissioner Copps, to discuss issues related to the aforementioned proceeding. During the course of that meeting, we discussed the ex parte previously filed on Friday, October 13, 2006 and the contents therein. In addition, we discussed merger conditions previously proposed by other parties in this proceeding. Our discussion was 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,

cc: Commissioner Michael J. Copps
Bruce Gottlieb, Legal Advisor
Scott Deutchman, Legal Advisor