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December 22, 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, Gary Phillips, Wayne Watts, Jack Zinman, Joan Marsh and I had several telephone conversations with Scott Bergmann and Barry Ohlson, Legal Advisors to Commissioner Jonathan Adelstein, and Scott Deutchman and Bruce Gottlieb, Legal Advisors to Commissioner Michael Copps, to discuss issues related to the aforementioned proceeding. In addition, I had separate telephone conversations with Daniel Gonzalez, FCC Chief of Staff, and Thomas Navin, Chief of the Wireline Competition Bureau. During the course of all of those conversations, we discussed the ex parte previously filed on Friday October 13, 2006 and the contents therein as well as the objections and additional conditions proposed by merger opponents, including the special access related conditions, the net neutrality related conditions, the wireless issues, issues surrounding the length of any potential conditions. 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: Daniel Gonzalez
Thomas Navin
Scott Bergmann
Barry Ohlson
Scott Deutchman
Bruce Gottlieb