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December 26, 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 Saturday December 23, 2006, Jim Cicconi, Senior Executive Vice President – External & Legislative Affairs, had a telephone conversation with Commissioner Jonathan Adelstein, to discuss issues related to the aforementioned proceeding. During the course of that conversation, Mr. Cicconi discussed the ex parte previously filed on Friday, October 13, 2006 and the contents therein as well as the merger conditions previously proposed by other parties in this proceeding, including the wireless related proposal, the special access conditions and Commissioner Adelstein's concerns regarding the Tunney Act proceeding. Mr. Cicconi'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,

cc: Commissioner Jonathan Adelstein