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Via Electronic Delivery

Ms. Marlene H. Dortch
Federal Communications Commission
The Portals, TW-A325
445 12th Street, SW
Washington, DC 20554

Re: *Ex Parte* Presentation - WC Dkt. 06-74, *In the Matter of Application for Consent to Transfer of Control Filed by AT&T and BellSouth Corporation*

Dear Secretary Dortch:

On Friday, December 29, 2006, the undersigned, on behalf of EarthLink, Inc., had a telephone conversation with Scott Deutchman, Legal Advisor to Commissioner Copps, and Scott Bergmann, Legal Advisor to Commissioner Adelstein, regarding the above-captioned proceeding. Specifically, EarthLink discussed the ex parte submission of AT&T filed December 28, 2006 setting forth additional proposed merger commitments.

Pursuant to the Commission's rules, one copy of this memorandum is being filed electronically in the above-referenced docket for inclusion in the public record. Please do not hesitate to contact me directly if you have any questions.

Respectfully submitted,



Donna N. Lampert
Counsel for EarthLink, Inc.