

**XAVIER, BERNARDES, BRAGANÇA**

Sociedade de Advogados

October 15, 2010

**Empresa Brasileira de Telecomunicações S.A. – EMBRATEL**  
**Embratel Participações S.A.**  
Rua Regente Feijó, 166, Sala 1687-B  
Rio de Janeiro, RJ – Brazil 20060

Ladies and Gentlemen:

We have acted as special Brazilian counsel to Empresa Brasileira de Telecomunicações S.A. – EMBRATEL (“Embratel”) and Embratel Participações S.A. (“Embrapar”) in connection with the tender offer for any and all outstanding preferred shares with no par value of Net Serviços de Comunicação S.A., as described in the Offer to Purchase dated August 30, 2010 and the related offering materials filed on the same day with the United States Securities and Exchange Commission (the “Commission”) on a combined Schedule TO and Schedule 13E-3, as amended (the “Combined Schedule TO”).

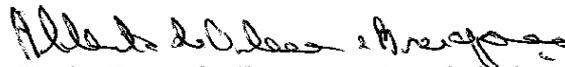
In such capacity, we have reviewed the letter requesting exemptive and no action relief from the provisions of Rules 14d-10(a)(2), 14(d)-11(f) and 14e-1(b) under the Securities Exchange Act of 1934, as amended, prepared by Cleary Gottlieb Steen & Hamilton LLP and dated as of October 7, 2010, and confirm that in our opinion the descriptions of Brazilian law and takeover regulations contained therein are accurate and complete in all material respects, for the purpose of the exemptive relief request letter.

The foregoing confirmation is limited to matters involving the laws of Brazil and is not to be read as extending by implication to any other matters not referred to herein.

We hereby consent to the inclusion of this letter with any request for relief submitted by you to the Commission in connection with the Combined Schedule TO.

The contents of this letter may not be quoted or referred to in any public document or filed with anyone except as provided herein.

Very truly yours,



Xavier Bernardes Bragança, *Sociedade de Advogados*

By: Alberto de Orleans e Bragança