

November 9, 2007

FILED/ACCEPTED
NOV 16 2007
Federal Communications Commission
Office of the Secretary

Mr. Kenneth L. Wainstein
Assistant Attorney General
National Security Division
U.S. Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

Mr. Stewart A. Baker
Assistant Secretary of Policy
U.S. Department of Homeland Security
3801 Nebraska Avenue, N.W.
Washington, D.C. 20528

Ms. Elaine N. Lammert
Deputy General Counsel
Federal Bureau of Investigation
935 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

Re: Pending Section 214 application to transfer control of Bestel USA, holder of international authorization under Section 214 of the Communications Act of 1934, from Bestel, S.A. de C.V., to Cablestar S.A. de C.V. ITC-T/C-20070910-00370

Dear Mr. Wainstein, Mr. Baker, and Ms. Lammert:

This letter outlines the commitments by Cablestar S.A. de C.V. ("Cablestar"), and Bestel (USA), Inc. ("Bestel USA"), collectively referred to as "the Companies," to the U.S. Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), and to the U.S. Department of Homeland Security ("DHS"), in order to address national security, law enforcement and public safety concerns raised with regard to the Companies' applications to the Federal Communications Commission ("FCC") for consent to the above-referenced transaction (the "Transaction"). These commitments shall become effective upon consummation of the Transaction. In addition, the Companies agree to notify the DOJ, FBI and DHS in writing no later than 3 business days after consummation of the Transaction.

Bestel S.A. de C.V. ("Bestel") is a telecommunications company incorporated in Mexico. Bestel USA is a wholly-owned subsidiary of Bestel and holds an international section 214 license. Bestel USA provides cross-border services to U.S. carriers, including IP Transit, collocation, international private lines, VPNs, and voice services.

Bestel also provides access to the Internet backbone via Tier 1 and Tier 2 U.S. carriers. Cablestar is a holding company established for the purpose of acquiring Bestel's operating subsidiaries. Neither Cablestar nor any of its subsidiaries or affiliates provides telecommunications services in the U.S.

The Companies agree that, for all customer billing records, subscriber information, or any other related information used, processed, or maintained in the ordinary course of business relating to the service offered relating to communications services offered to U.S. persons ("U.S. Records"), the Companies will make such U.S. Records available in the U.S. in response to lawful U.S. process. For these purposes, U.S. Records shall include information subject to disclosure to a U.S. Federal or state governmental entity under the procedures specified in Sections 2703(c) and (d) and Section 2709 of Title 18 of the United States Code.

The Companies agree to ensure that U.S. Records are not made subject to mandatory destruction under any foreign laws. The Companies agree to take all practicable measures to prevent unauthorized access to, or disclosure of the content of, communications or U.S. Records, in violation of any U.S. Federal, state, or local laws or of the commitments set forth in this letter. If the Companies learn of any unauthorized disclosure with respect to U.S. Records, they will deliver a written notification containing all the known details concerning each such incident to the DOJ, FBI and DHS within five (5) business days.

The Companies agree that they will not, directly or indirectly, disclose or permit disclosure of or access to U.S. Records, Domestic Communications (as defined below), or to any information (including the content of communications) pertaining to a wiretap order, pen/trap order, subpoena or other lawful demand by a U.S. law enforcement agency for U.S. Records, to any person if the purpose of such disclosure or access is to respond to the legal process or request on behalf of a non-U.S. government without first satisfying all pertinent requirements of U.S. law and obtaining the express written consent of the DOJ, FBI and DHS or the authorization of a court of competent jurisdiction in the United States. The term "non-U.S. government" means any government, including an identified representative, agent, component or subdivision thereof, that is not a local, state or federal government in the U.S. Any such requests or legal process submitted by a non-U.S. government to the Companies shall be referred to the DOJ, FBI and DHS as soon as possible, and in no event later than five (5) business days after such request or legal process is received by or known to the Companies, unless the disclosure of the request or legal process would be in violation of U.S. law or an order of a court in the United States.

The Companies also agree that they will continue to maintain one or more points of contact within the United States with the authority and responsibility for accepting and overseeing compliance with a wiretap order, pen/trap order, subpoena or other lawful demand by U.S. law enforcement authorities for the content of communications or the Records. The Companies will promptly notify the DOJ, FBI and DHS of any change in the point(s) of contact. The point(s) of contact shall be resident U.S. citizens, and the

Companies shall cooperate with any request by a U.S. government authority that a background check or security clearance process be completed for a designated point of contact.

The Companies acknowledge and agree that the obligations in this letter apply not only to the signatories hereto, but also to any subsidiary or affiliate of the Companies that provides Domestic Communications. For the purposes of this letter, "Domestic Communications" means: (a) Wire Communications or Electronic Communications (whether stored or not) from one U.S. location to another U.S. location; and (b) the U.S. portion of a Wire Communication or Electronic Communication (whether stored or not) that originates or terminates in the United States. "Electronic Communication" has the meaning given it in 18 U.S.C. § 2510(12). "Wire Communication" has the meaning given it in 18 U.S.C. § 2510(1).

The Companies agree that they will notify the DOJ, FBI and DHS promptly if they seek to commence the sale (or resale) of any services not currently offered and described in this letter, or if there are any material changes in any of the facts as represented in this letter. All notices to be provided to the DOJ, FBI or DHS shall be directed to the named addressees of this letter.

The Companies agree that, in the event the commitments set forth in this letter are breached, in addition to any other remedy available at law or equity, the DOJ, FBI or DHS may request that the FCC modify, condition, revoke, cancel, or render null and void any relevant license, permit, or other authorization granted by the FCC to the Companies or any successor-in-interest to the Companies.

Nothing in this letter is intended to excuse the Companies or their subsidiaries from any obligation they may have to comply with U.S. legal requirements for the retention, preservation, or production of information, records or data, or from any applicable requirements of the Communications Assistance for Law Enforcement Act, 47 U.S.C. 1001, et seq., nor shall it constitute a waiver of: (a) any obligation imposed by any U.S. Federal, state or local laws on the Companies or their subsidiaries; (b) any enforcement authority available under any U.S. or state laws; (c) the sovereign immunity of the United States; or (d) any authority the U.S. government may possess (including without limitation authority pursuant to International Emergency Economic Powers Act) over the activities of the Companies or their subsidiaries located within or outside the United States. Nothing in this letter is intended to or is to be interpreted to require the parties to violate any applicable U.S. law. Likewise, nothing in this letter limits the right of the United States Government to pursue criminal sanctions or charges against the Companies or their subsidiaries, and nothing in this letter provides the Companies or their subsidiaries with any relief from civil liability.

The Companies understand that, upon execution of this letter by authorized representatives or attorneys for the Companies, the DOJ, FBI and DHS shall promptly

notify the FCC that the DOJ, FBI and DHS have no objection to the FCC's grant of the above-referenced applications.

Sincerely,

Cablestar S.A. de C.V. ("Cablestar")

Date: November 8th 2007

By: _____

Printed Name: Jean Paul Broc Haro
Title: Legal Representative

Bestel (USA), Inc.

Date:

By: _____

Printed Name:
Title:

Bestel (USA), Inc
Date: November 9, 2007

By:  _____

Printed Name: Pablo Jose Galindo Tovar
Title: Sole Administrator