

BRASIL TELECOM HOLDING CO

Form 6-K

July 24, 2009

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 6-K**

**REPORT OF FOREIGN ISSUER**

**PURSUANT TO RULE 13a-16 OR 15d-16 OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**For the month of July 2009**

**(Commission File No. 1-14477)**

**BRASIL TELECOM PARTICIPAÇÕES S.A.**

*(Exact name of Registrant as specified in its charter)*

**BRAZIL TELECOM HOLDING COMPANY**

*(Translation of Registrant's name into English)*

**SIA Sul, Área de Serviços Públicos, Lote D, Bloco B**

**Brasília, D.F., 71.215-000**

**Federative Republic of Brazil**

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*(Address of Registrant's principal executive offices)*

(Indicate by check mark whether the registrant files or will file

annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F  Form 40-F

(Indicate by check mark if the registrant is submitting the Form 6-K

in paper as permitted by Regulation S-T Rule 101(b)(1)): \_\_\_\_.

Yes  No

(Indicate by check mark if the registrant is submitting the Form 6-K

in paper as permitted by Regulation S-T Rule 101(b)(7)): \_\_\_\_.

Yes  No

(Indicate by check mark whether the registrant by furnishing the  
information contained in this Form, the Registrant is also thereby furnishing the

information to the Commission pursuant to Rule 12g3-2(b) under

the Securities Exchange Act of 1934.)

Yes  No

**TELE NORTE LESTE PARTICIPAÇÕES S.A.**

CORPORATE TAXPAYERS REGISTRY

No. (CNPJ/MF) 02.558.134/0001-58

BUSINESS REGISTRY IDENTIFICATION (NIRE)

N. 33.3.0026253-9

PUBLICLY-HELD COMPANY

**TELEMAR NORTE LESTE S.A.**

CORPORATE TAXPAYERS REGISTRY

No. (CNPJ/MF) 33.000.118/0001-79

BUSINESS REGISTRY IDENTIFICATION (NIRE)

No. 33.3.0015258-0

PUBLICLY-HELD COMPANY

**BRASIL TELECOM PARTICIPAÇÕES S.A.**

CORPORATE TAXPAYERS REGISTRY

No. (CNPJ/MF) 02.570.688/0001-70

BUSINESS REGISTRY IDENTIFICATION (NIRE)

No. 53.3.0000581-8

PUBLICLY-HELD COMPANY

**COARI PARTICIPAÇÕES S.A.**

CORPORATE TAXPAYERS REGISTRY

No. (CNPJ/MF) 04.030.087/0001-09

BUSINESS REGISTRY IDENTIFICATION (NIRE)

No. 35.3.0018062-3

PUBLICLY-HELD COMPANY

**BRASIL TELECOM S.A.**

CORPORATE TAXPAYERS REGISTRY

No. (CNPJ/MF) 76.535.764/0001-43

BUSINESS REGISTRY IDENTIFICATION (NIRE)

No. 53.3.0000622 9

PUBLICLY-HELD COMPANY

**INVITEL S.A.**

CORPORATE TAXPAYERS REGISTRY

No. (CNPJ/MF) 02.465.782/0001-60

BUSINESS REGISTRY IDENTIFICATION (NIRE)

N. 33.3.0016765-0

PUBLICLY-HELD COMPANY

**RELEVANT FACT**

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Tele Norte Leste Participações S.A. ( TNL ), Telemar Norte Leste S.A. ( Telemar ), Coari Participações S.A. ( Coari ), Brasil Telecom Participações S.A. ( BrTP ), Brasil Telecom S.A. ( BrTO ) and Invitel S.A. ( Invitel ) and, together with TNL, Telemar, Coari, BrTP and BrTO, the Companies ), in connection with the Relevant Fact disclosed on July 15, 2009, hereby inform shareholders and the market of amendments to the protocol of merger and justification of the mergers of the Intermediate Corporate Reorganization. These amendments are introduced to adjust the values of the net assets of Copart 1 Participações S.A. ( Copart 1 ) and Copart 2 Participações S.A. ( Copart 2 ), which shall be merged with and into BrTP and BrTO, respectively, pursuant to Article 6, Paragraph 1, (a), of CVM Instruction No. 319/99. Consequently, the net assets of Copart 1 and of Copart 2, as indicated in Items IV.4.1 and IV.9.2,

V.4.1 and V.9.2 of the Relevant Fact disclosed on July 15, 2009, have been appraised at R\$3,973,693,776.14 and R\$369,164,704.01, respectively. This appraisal does not affect the exchange ratio, because the mergers do not result in any capital increase or the issuance of new shares.

The protocols of merger and justification and other documents related to the Intermediate Corporate Reorganization, as adjusted according to the foregoing, are available at the *websites* of Telemar ([www.oi.com.br/ri](http://www.oi.com.br/ri)), BrTP and BrTO ([www.oi.com.br/ri](http://www.oi.com.br/ri)), the CVM ([www.cvm.gov.br](http://www.cvm.gov.br)) and the BM&FBOVESPA ([www.bovespa.com.br](http://www.bovespa.com.br)). Shareholders who wish to consult and examine these documents at the headquarters of BrTP and BrTO (both located at SIA SUL ASP, Lote D, Bloco B, City of Brasília, Federal District) must make an appointment to visit the Investor Relations Department of Telemar (telephone (21) 3131-1314/15/16), BrTP (telephone (21) 3131-1123/15) or BrTO (telephone (21) 3131-1123/15).

The management of the Companies shall keep their shareholders and the market informed of other events related to the Company Reorganization.

Rio de Janeiro, July 22, 2009.

Alex Waldemar Zornig

Investor Relations Officer

**Tele Norte Leste Participações S.A.**

**Telemar Norte Leste S.A.**

**Coari Participações S.A.**

**Brasil Telecom Participações S.A.**

**Brasil Telecom S.A.**

**Invitel S.A.**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 22, 2009

BRASIL TELECOM PARTICIPAÇÕES S.A.

By: /s/ Alex Waldemar Zornig

Name: Alex Waldemar Zornig

Title: Chief Financial Officer and Investor Relations Officer