

BRASIL TELECOM HOLDING CO  
Form 6-K  
December 06, 2007

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 6-K**

**REPORT OF FOREIGN ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**THROUGH December 05, 2007**

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

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**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)*

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**SIA Sul, Área de Serviços Públicos, Lote D, Bloco B  
Brasília, D.F., 71.215-000  
Federative Republic of Brazil**  
*(Address of Registrant's principal executive offices)*

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Indicate by check mark whether the registrant files or will file  
annual reports under cover 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).

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).

Indicate by check mark whether the registrant by furnishing the  
information contained in this Form is also thereby furnishing the  
information to the Commission pursuant to Rule 12g3-2(b) under  
the Securities Exchange Act of 1934.

Yes  No

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If "Yes" is marked, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b):

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**Investor Relations**

(55 61) 3415-1140

[ri@brasiltelecom.com.br](mailto:ri@brasiltelecom.com.br)

**Media Relations**

(55 61) 3415-1378

[cesarb@brasiltelecom.com.br](mailto:cesarb@brasiltelecom.com.br)

**BRASIL TELECOM S.A.**  
**Publicly Held Company**  
**Corporate Taxpayer Registration CNPJ/MF:**  
**76.535.764/0001-43**  
**Board of Trade 53 3 0000622-9**

**BRASIL TELECOM PARTICIPAÇÕES S.A.**  
**Publicly Held Company**  
**Corporate Taxpayer Registration CNPJ/MF:**  
**02.570.688/0001-70**  
**Board of Trade 53 3 0000581- 8**

**MATERIAL FACT**

**BRASIL TELECOM PARTICIPAÇÕES S.A.** and **BRASIL TELECOM S.A.** (referred to herein, jointly, as **Brasil Telecom** ), in compliance with article 157 of Law number 6.404/76 and CVM Instruction 358/02, and amendments thereto, transcribe below the Material Fact released by their shareholders on December 5<sup>th</sup>, 2007, with pertinent clarifications relating to the conclusion of the transaction and the respective conditions for the acquisition by Techold of the total shareholding interest held by Brasilco S.r.l., as follows:

**ZAIN PARTICIPAÇÕES S.A.**  
**PUBLICLY-HELD COMPANY**  
**Corporate Taxpayer Registration CNPJ/MF:**  
**02.363.918/0001-20**  
**Board of Trade 33.3.0027822-2**  
**TECHOLD PARTICIPAÇÕES S.A.**  
**PUBLICLY-HELD COMPANY**  
**Corporate Taxpayer Registration CNPJ/MF:**  
**02.605.028/0001-88**  
**Board of Trade 33.3.0026046-3**

**INVITEL S.A**  
**PUBLICLY-HELD COMPANY**  
**Corporate Taxpayer Registration CNPJ/MF:**  
**02.465.782/0001-60**  
**Board of Trade 33.3.0016765-0**  
**SOLPART PARTICIPAÇÕES S.A.**  
**Corporate Taxpayer Registration CNPJ/MF:**  
**02.607.736/0001-58**  
**Board of Trade 33.3.0026036-6**

**MATERIAL FACT**

**ZAIN PARTICIPAÇÕES S.A.** ( *Zain* ), **INVITEL S.A.** ( *Invitel* ), **TECHOLD PARTICIPAÇÕES S.A.** ( *Techold* ) and **SOLPART PARTICIPAÇÕES S.A.** ( *Solpart* ), and, when referring to the four entities together, the **Companies** ), pursuant to paragraph 4 of article 157 of Law 6.404/76 and CVM Instruction 358/02, and amendments thereto, consequent to the Material Facts published by the Companies and Techold on July 18<sup>th</sup> and October 15<sup>th</sup>, 2007, respectively, hereby inform their shareholders and the market that:



1. On December 3<sup>rd</sup>, 2007, the Brazilian Telecommunications Agency ANATEL approved the acquisition by Techold of the entire stake held by Brasilco S.r.l. ( *Brasilco* ) in the capital of Solpart ( *Brasilco Shares* ), through Act 68,889, published in the *Diário Oficial da União* (Official Journal of the Union) on December 5<sup>th</sup>, 2007, pending compliance with all the conditions subsequent stipulated in the Share Purchase Agreement and the Letter Agreement signed on July 18<sup>th</sup>, 2007 to finalize the transaction.

2. On this date, Brasilco transferred Brasilco shares to Techold through annotation and signature in the Record of Transfer of Solpart Shares and the corresponding Record of Registered Shares.

Techold paid the total amount of US\$515 million stipulated in the Share Purchase Agreement and the Letter Agreement. As a consequence of this transfer, Techold holds approximately 99.98% of the total and voting capital of Solpart.

3. With the transfer of Brasilco Shares to Techold, the Mutual Release Agreement, also signed on July 18<sup>th</sup> has come into effect, effectively putting an end to the existing disputes among the signatories to said agreement, including the Companies, Brasilco, Telecom Italia S.p.A., their subsidiaries and other parties mentioned in the Material Fact published by the Companies on July 18<sup>th</sup>, 2007.

Rio de Janeiro, December 5<sup>th</sup>, 2007

**ZAIN PARTICIPAÇÕES S.A.**  
*Mariana Sarmiento Meneghetti*  
*Investor Relations Officer*

**INVITEL S.A**  
*Mariana Sarmiento Meneghetti*  
*Investor Relations Officer*

**TECHOLD PARTICIPAÇÕES S.A.**  
*Mariana Sarmiento Meneghetti*  
*Investor Relations Officer*

**SOLPART PARTICIPAÇÕES S.A.**  
*Kevin Michael Altit*  
*Board Member*

Note that Brasil Telecom and Fundação 14 de Previdência Privada are also signatories party to the said Mutual Release Agreement.

Brasília, December 5<sup>th</sup>, 2007

**Paulo Narcélio Simões Amaral**  
Investor Relations Officer  
Brasil Telecom Participações S.A.  
Brasil Telecom S.A.

**SIGNATURE**

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: December 05, 2007

**BRASIL TELECOM PARTICIPAÇÕES S.A.**

By:           /s/ Paulo Narcélio Simões  
                  Amaral

Name: Paulo Narcélio Simões  
Amaral  
Title: Chief Financial  
Officer

**FORWARD-LOOKING STATEMENTS**

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.

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