

BRASIL TELECOM HOLDING CO

Form 425

August 13, 2009

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Filed by Brasil Telecom S.A.

Pursuant to Rule 425 of the Securities Act of 1933

Subject Company: Brasil Telecom Participações S.A.

Commission File No.: 001-14477

THE FOLLOWING ARE MATERIALS MADE PUBLIC BY BRASIL TELECOM S.A. OR BRASIL TELECOM PARTICIPAÇÕES S.A. RELATING TO THE PROPOSED MERGER OF BRASIL TELECOM PARTICIPAÇÕES S.A. WITH AND INTO BRASIL TELECOM S.A.

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Additional Information and Where to Find It:

This communication contains information with respect to the proposed merger (*incorporação*) of Brasil Telecom Participações S.A. (Brasil Telecom Holding) with and into Brasil Telecom S.A. (Brasil Telecom). In connection with the merger of Brasil Telecom Holding with and into Brasil Telecom, Brasil Telecom (1) has filed with the U.S. Securities and Exchange Commission (the Commission) a registration statement on Form F-4, containing a prospectus which will be mailed to the shareholders of Brasil Telecom Holding, and (2) has filed and will file with the Commission other documents regarding the merger. **We urge investors and security holders to carefully read the relevant prospectus and other relevant materials when they become available as they will contain important information about the merger.** Investors and security holders will be able to obtain the documents filed with the Commission regarding the merger, when available, free of charge on the Commission's website at www.sec.gov or from Brasil Telecom.

Special Note Regarding Forward-Looking Statements:

This communication contains certain forward-looking statements. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. The words anticipates , believes , estimates , expects , plans and similar expressions, as they relate to Brasil Telecom Holding and Brasil Telecom, are intended to identify forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. 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. Undue reliance should not be placed on such statements. Forward-looking statements speak only for the date they are made.

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EXHIBITS

Exhibit Number	Description of Document
1	Protocol of Merger and Instrument of Justification (<i>Protocolo e Justificação de Incorporação</i>) between Brasil Telecom S.A. and Brasil Telecom Participações S.A. (English translation).
2	Minutes of the Extraordinary Meeting of the Board of Directors of Brasil Telecom S.A. held on August 7, 2009 (English translation).
3	Minutes of the Extraordinary Meeting of the Board of Directors of Brasil Telecom Participações S.A. held on August 7, 2009 (English translation).

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Exhibit 1

PROTOCOL AND JUSTIFICATION OF THE MERGER OF

BRASIL TELECOM PARTICIPAÇÕES S.A.

WITH AND INTO

BRASIL TELECOM S.A.

BRASIL TELECOM PARTICIPAÇÕES S.A., a publicly-held company with head offices in the City of Brasília, Federal District, at SIA SUL ASP, Lot D, Block B, registered with the Treasury Ministry on the National Corporate Tax-Payers Register under CNPJ/MF No. 02.570.688/0001-70, represented herein as set forth in its Corporate Bylaws (BrT Part);

BRASIL TELECOM PARTICIPAÇÕES S.A., a publicly-held company with head offices in the City of Brasília, Federal District, at SIA SUL ASP Lot D Block B, registered with the Treasury Ministry on the National Corporate Tax-Payers Register under CNPJ/MF No. 76.535.764/0001-43, represented herein as set forth in its Corporate By-laws (BrT);

BrT Part and BrT are referred to herein, collectively, simply as the Parties or the Companies;

WHEREAS:

- (i) BrT Part is a publicly-held company whose purpose is to (i) control carriers providing fixed telephony public services in Region II as set forth in the General Concession Plan approved by Decree No. 2,534, dated April 2, 1998; (ii) through controlled or associated companies, foster the expansion and implementation of fixed telephony services in their respective concession areas; (iii) promote, undertake or direct the acquisition of funds from domestic and foreign sources to be allocated by the Company or by its subsidiaries; (iv) encourage and stimulate study and research activities underpinning the development of the fixed telephony sector; (v) perform specialized technical services, either directly or through subsidiary or associated companies, related to the fixed telephony area; (vi) promote, encourage and coordinate, either directly or through associated or subsidiary companies, the training and qualification of personnel required for the fixed telephony sector; (vii) undertake or arrange imports of goods and services for or through its subsidiary and/or associated companies; (viii) perform other activities that are similar to or correlated with its corporate purpose; and (ix) hold stakes in the capital of other companies;
- (ii) BrT is a publicly-held company that is a subsidiary of BrT Part, whose purpose is to render telecommunications services and conduct the activities required or useful for the performance of these services, in compliance with the concessions, authorizations and permits granted to it. In order to achieve its purpose, BrT may include among its assets third-party assets and rights, as well as: (i) hold stakes in the capital of other companies, provided that it maintains compliance with Brazil's National Telecommunications Policy; (ii) establish wholly-owned subsidiaries in order to perform the activities encompassed by its corporate purpose and that should preferably be decentralized; (iii) undertake imports of goods and services required to perform the activities encompassed by its corporate purpose; (iv) provide post-sale and technical assistance services to telecommunications enterprises, performing activities of common interest; (v) engage in study and research activities designed to foster the development of the telecommunications sector; (vi) execute contracts and agreements with other companies engaged in rendering telecommunications services or with any persons or entities, in order to ensure the operation services, without adversely affecting its duties and responsibilities, and (vii) participate in other activities that are similar to or correlated with its corporate purpose;
- (iii) on January 8, 2009, Telemar Norte Leste S.A. (Telemar) acquired, through its indirect subsidiary Copart 1 Participações S.A., all the shares issued by Invitel S.A. (Invitel), the controlling company of Solpart Participações S.A. (Solpart), which directly controls BrT Part, and holds BrT Part common shares representing the share control of BrT Part and BRT;

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- (iv) on July 31, 2009, the shareholders of Invitel, Solpart, Copart 1, Copart 2 Participações S.A. (Copart 2), BrT Part and BrT, convened at General Shareholders Meetings of the respective companies, approved the mergers of: Invitel with and into Solpart, Solpart with and into Copart 1, and Copart 1 with and into BrT Part and Copart 2 with and into BrT;
- (v) as a result of the mergers described above, BrT Part absorbed the assets and liabilities of Invitel, Solpart and Copart 1, which ceased to exist, BrT absorbed the assets and liabilities of Copart 2, which ceased to exist, and Coari Participações S.A. (Coari), a publicly-held company that is directly controlled by Telemar, received common and preferred shares representing the direct control of BrT Part, and consequently, the indirect control of BrT;
- (vi) as disclosed in the Relevant Fact released on April 25, 2008, the managements of Telemar, BrT Part and BrT intend to conduct a corporate reorganization in order to simplify the shareholding structure, unifying the shareholders of BrT Part and BrT in Telemar and strengthening these companies (the Corporate Reorganization); and
- (vii) the merger of BrT Part with and into BrT represents one of the necessary steps in the implementation of the Corporate Reorganization. Being in full and fair agreement, the Parties execute this Protocol and Justification of Merger, (Protocol and Justification), in compliance with Articles 224, 225 and 227 of Law No. 6,404/76, as amended (the Brazilian Corporation Law), pursuant to the following terms and conditions.

CLAUSE ONE PROPOSED TRANSACTION AND JUSTIFICATION

1.1. Proposed Transaction. The transaction consists of the merger of BrT Part with and into BrT, transferring all the assets and liabilities of BrT Part to BrT, which will become the successor thereof to all its assets, rights and obligations, pursuant to Article 227 and the following Articles of the Brazilian Corporation Law (the Merger).

1.1.1. The assets, rights and obligations of BrT Part to be transferred at book value from BrT Part to BrT, are those described in the Appraisal Report (as defined in Clause 3.1 and presented in Attachment I).

1.2. Justification of the Merger. The Merger is one of the steps in the Corporate Reorganization, the purpose of which is to simplify the shareholding structure of BrT Part and BrT, unifying their shareholders in Telemar and strengthening these companies.

CLAUSE TWO NUMBER, TYPE AND CLASS OF SHARES TO BE SUBSTITUTED

2.1. Number, Type and Class of Shares to be Attributed. As a result of the Merger, 1.2190981 common shares of BrT will be issued in substitution for each outstanding common share of BrT Part, and 0.1720066 common shares and 0.9096173 preferred shares of BrT will be substituted in exchange for each outstanding preferred share of BrT Part (the Exchange Ratios).

2.2. Criteria Used to Determine the Exchange Ratios. The Exchange Ratios were determined by the managements of the Companies, based on the weighted average daily market prices for the shares of the Companies on the Brazilian Securities, Commodities and Futures Exchange (*BM&FBOVESPA S.A. Bolsa de Valores Mercadorias e Futuros*, or the BOVESPA), during the 90 (ninety) calendar days between January 24, 2008 and April 23, 2008, and adjusted by interest on shareholders' equity declared between January 1, 2008 and the date hereof, pursuant to the statement presented in Attachment II.

2.2.1. The Exchange Ratios are intended to respect the position of each shareholder with regard to the Company in which it holds shares and the class of share held, while complying with the legal constraints on the division of the equity capital of BrT between preferred and common shares and taking into account the individual market value of these shares.

2.2.2. The managements of the Companies believe that the Exchange Ratios are fair, in light of the fact that the shares issued by the Companies are highly liquid and the Exchange Ratios were determined on the basis of the market prices for these shares.

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2.3. Fractional Shares. Fractions of BrT shares resulting from the substitution of each BrT Part shareholder's shares of BrT Part will be grouped into whole shares, and sold at an auction to be held on the BOVESPA, with the amounts received through such sale to be provided to the respective shareholders after the final financial settlement of the shares doled through the auction.

CLAUSE THREE NET WORTH APPRAISAL CRITERIA FOR BRT PART AND BRT

3.1. Net Worth Appraisal. The Net Worth of BrT Part was appraised on the basis of its book value, as shown in the audited financial statements of BrT Part as of May 31, 2009 (the Base Date) and taking into account the following events which occurred after the Base Date: (i) the acquisition by Copart 1 of 40,452,227 common shares of BrT Part in the Tender Offer for the Acquisition of BrT Part's common shares on June 23, 2009; (ii) the capitalization of the advance for future capital increase in the amount of R\$3,645,684,817.43 by Copart 1, on June 30, 2009, (iii) the merger of Solpart with and into Invitel on July 31, 2009; (iv) the merger of Solpart with and into Copart 1 on July 31, 2009; and (v) the merger of Copart 1 with and into BrT Part on July 31, 2009. Pursuant to the provisions set forth in Articles 226 and 227 of the Brazilian Corporation Law, the specialized firm Apsis Consultoria Empresarial Ltda., with head offices at Rua São José 90, suite 1,082, in the City and State of Rio de Janeiro, registered with the Treasury Ministry on the National Corporate Tax-Payers Roll under CNPJ/MF No. 27,281,922/0001-70 (Apsis), was selected to conduct the appraisal of the net worth of BrT Part that will be acquired by BrT. The selection and hiring of Apsis must be ratified and approved by the shareholders of BrT Part and BrT. As set forth in the Appraisal Report presented in Attachment I (the Appraisal Report), the book value of the Net Worth of BrT Part was assessed as of the Base Date, taking into account the adjustments described above, at the amount of R\$9,083,341,784.17 (nine billion, eighty-three million, three hundred forty-one thousand, seven hundred and eighty-four *reais* and seventeen *centavos*).

3.2. Appraisal of the Net Worth of BrT Part and BrT at Market Prices. In compliance with the provisions set forth in Article 264 of the Brazilian Corporation Law, Apsis was selected to prepare the Net Worth Appraisal Report of BrT Part and BrT at market prices. The appraisals of BrT Part and BrT were prepared using the same criteria and as of the Base Date, taking into account the adjustments described above, pursuant to the Appraisal Report presented in Attachment III (the Net Worth Appraisal Report at Market Prices), resulting in, solely for the purposes of Article 264 of the Brazilian Corporation Law, an exchange ratio of 1.133089 outstanding BrT shares for each outstanding share of BrT Part.

3.3. Treatment of Equity Variations. From May 31, 2009, the Base Date of the Merger, the equity variations of BrT Part will be absorbed directly by BrT.

CLAUSE FOUR SHARES OF ONE COMPANY HELD BY ANOTHER COMPANY AND SHARES HELD IN TREASURY

4.1. Treatment of Shares in BrT Held by BrT Part. The shares issued by BrT that are held by BrT Part will be cancelled. There are no shares issued by BrT Part held by BrT.

4.2. Treatment of Shares Held in Treasury. BrT Part holds 1,480,800 of its common shares in Treasury, which will be cancelled. BrT holds 13,231,556 of its preferred shares in Treasury, which will continue to be held in Treasury.

CLAUSE FIVE INCREASE IN THE EQUITY CAPITAL OF BRT

5.1. Increase in the Equity Capital of BrT. The Merger will result in an increase in the equity capital of BrT in the amount of R\$260,300,598.32 (two hundred and sixty million, three hundred thousand, five hundred and ninety-eight *reais* and thirty-two *centavos*), through the absorption of the Net Worth of BrT Part as set forth in the Appraisal Report and Article 227, §1 of the Brazilian Corporation Law. 201,143,307 (two hundred and one million, one hundred forty-three thousand, three hundred and seven) registered common shares, without par value, and 209,155,151 (two hundred nine million, one hundred fifty-five thousand, one hundred and fifty-one) preferred shares, without par value (collectively, the Shares), will be issued by BrT to the holders of shares of BrT Part.

5.2. Composition of Equity Capital of BrT after the Merger. Due to the above-mentioned increase, the equity capital of BrT will increase to R\$3,731,058,950.28 (three billion, seven hundred thirty-one million,

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fifty-eight thousand, nine hundred and fifty *reais* and twenty-eight *centavos*), represented by 203,423,176 (two hundred and three million, four hundred twenty-three thousand, one hundred and seventy-six) registered common shares and 399,597,370 (three hundred ninety-nine million, five hundred ninety-seven thousand, three hundred and seventy) registered preferred shares, each without par value.

5.3. As a result of the merger, all the shares issued by BrT Part will be cancelled and substituted with common and preferred shares issued by BrT, in accordance with the Exchange Ratios described in Clause 2.1.

CLAUSE SIX ALTERATIONS TO THE CORPORATE BY-LAWS OF BRT

6.1. Alteration to BrT's Bylaws. To complete the Merger, the corporate bylaws of BrT must be altered in order to reflect the change in the value and number of shares into which its share capital is divided. Thus, the following proposed alteration to Article 5 of BrT's bylaws will be submitted to its shareholders:

Article 5 The Equity Capital, subscribed and fully paid, is R\$3,731,058,950.28 (three billion, seven hundred thirty-one million, fifty-eight thousand, nine hundred and fifty *reais* and twenty-eight *centavos*), represented by 603,020,546 (six hundred and three million, twenty thousand, five hundred and forty-six) shares, consisting of 203,423,176 (two hundred and three million, four hundred twenty-three thousand, one hundred and seventy-six) common shares and 399,597,370 (three hundred ninety-nine million, five hundred ninety-seven thousand, three hundred and seventy) preferred shares, all registered and without par value.

CLAUSE SEVEN REASONS FOR THE MERGER

7.1. Reasons for the Merger. The managements of BrT Part and BrT decided to conduct the Merger as they believe that it is a necessary step in the Corporate Reorganization, and that the Merger will further the best interests of the Companies and their shareholders, in particular through:

- (i) aligning the interests of the shareholders of BrT Part and BrT, which are companies under common control;
- (ii) simplifying the capital and corporate structures of BrT Part and BrT, reducing administrative costs;
- (iii) enhancing the liquidity of the BrT shares;
- (iv) eliminating the costs of separate listings of the shares of BrT Part and BrT as well as costs arising from the public disclosure obligations for information released separately by BrT Part and BrT.

CLAUSE EIGHT ALLOCATION OF THE NET ASSETS OF BRT PART

8.1. Net Assets of BrT Part. The book value of the net assets of BrT Part to be acquired by BrT, is R\$5,502,120,856.93 (five billion, five hundred and two million, one hundred and twenty thousand, eight hundred and fifty-six *reais* and ninety-three *centavos*), according to the Appraisal Report, which will be allocated to the increase in the equity capital of BrT in the amount of R\$260,300,598.32 (two hundred sixty million, three hundred thousand, five hundred and ninety-eight *reais* and thirty-two *centavos*), with R\$1,380,381,637.91 (one billion, three hundred and eighty million, three hundred eighty-one thousand, six hundred and thirty-seven *reais* and ninety-one *centavos*) being allocated to BrT's capital reserve account and R\$3,861,438,620.70 (three billion, eight hundred sixty-one million, four hundred thirty-eight thousand, six hundred and twenty *reais* and seventy *centavos*) being allocated to a special goodwill reserve, as set forth in Article 6, §1 (a) of Instruction No. 319/99 issued by the Brazilian Securities Commission (*Comissão de Valores Mobiliários*, or the CVM).

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CLAUSE NINE CLASSES OF SHARES TO BE ISSUED TO THE BRT PART SHAREHOLDERS

9.1. Shares to be Issued to the BrT Part Shareholders. The holders of common shares of BrT Part will receive common shares issued by BrT and the holders of preferred shares of BrT Part will receive common and preferred shares issued by BrT, in order to comply with the legal constraint on the division of the equity capital of BrT between common shares (1:3) and preferred shares (2:3). The common and preferred shares issued by BrT to the BrT Part shareholders will entitle them to the same rights as those conferred by the other common and preferred shares issued by BrT, respectively, including full receipt of dividends and/or interest on shareholders' equity that may be declared by BrT after the date on which the Merger is approved by the shareholders of BrT and BrT Part.

CLAUSE TEN WITHDRAWAL RIGHTS

10.1. Withdrawal Rights of BrT Part Shareholders. Pursuant to the provisions set forth in Article 137 of the Brazilian Corporation Law, shareholders of BrT Part that do not approve the Merger, either through dissent, abstention or not attending the general shareholders' meeting of BrT Part called to consider the Merger, are entitled to withdrawal rights, unless the shares owned by such shareholders possess liquidity and dispersion in the market under the terms of Article 137, II of the Brazilian Corporation Law.

10.1.1. Shareholders owning common shares of BrT Part will have withdrawal rights. Shareholders owning preferred shares of BrT Part will not have withdrawal rights because the preferred shares possess liquidity and dispersion in the market.

10.1.2. A shareholder must specifically express its intention to exercise its withdrawal right within 30 (thirty) days as from the date of publication of the minutes of the general shareholders' meeting of BrT Part at which the Merger is approved.

10.2. Payment of Reimbursement. The payment of the reimbursement value for the withdrawn shares will depend on the effective completion of the Merger, as set forth in Article 230 of the Brazilian Corporation Law. In accordance with Article 137 of the Brazilian Corporation Law, the reimbursement of the values of the withdrawn shares will be assured only in respect of shares proven to be owned by the shareholder at the close of trading on April 25, 2008, the date of the Relevant Fact that announced the Merger.

10.3. Rescission of the Merger. Pursuant to Article 137, §3 of the Brazilian Corporation Law, in the event that the amount to be paid to shareholders of BrT Part in connection with the exercise of withdrawal rights would, in the opinion of BrT Part's management, jeopardize the financial stability of the Companies, the Merger may be rescinded through a proposal presented by the management of BrT Part.

10.4. Value of Reimbursement of BrT Part Shareholders. Shareholders of BrT Part that do not approve the Merger at the extraordinary general shareholders' meeting of BrT Part that approves the Merger will have the right to reimbursement for their shares in the amount of R\$15.90 (fifteen *reais* and ninety *centavos*) per share, in compliance with the most recently approved balance sheet of BrT Part, which was dated December 31, 2008.

10.4.1. As the BrT shareholders do not have the withdrawal rights in connection with the Merger, the provision set forth in § 3 of Article 264 of the Brazilian Corporation Law is not applicable to the Merger.

10.4.2. The shareholders that do not approve the Merger may, upon withdrawal, request the preparation of a special balance sheet for the company, as set forth in §2 of Article 45 of the Brazilian Corporation Law. In this event, following the expiration of the deadline set for the recession of the Merger, pursuant to §3 of Article 137 of the Brazilian Corporation Law, the shareholder will receive 80% of the reimbursement value, with the balance, if any, to be paid within 120 (one hundred and twenty) days from the date of the general shareholders' meeting of BrT Part that approves the Merger.

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CLAUSE ELEVEN APPROVAL BY THE GENERAL SHAREHOLDERS MEETINGS OF BrT PART AND BrT

11.1. General Shareholders Meetings. In order to approve the Merger, General Shareholders Meetings of BrT Part and BrT will be timely held to consider the Merger.

CLAUSE TWELVE GENERAL PROVISIONS

12.1. Cessation of BrT Part. With the effective completion of the Merger, BrT Part will cease to exist and BrT will absorb all the assets, rights, property, obligations, liabilities and responsibilities of BrT Part.

12.2. Auditing the Financial Statements of BrT Part. In compliance with Article 12 of CVM Instruction No. 319/99, the financial statements of BrT Part that serve as the basis for the Merger were audited by Deloitte Touche Tohmatsu.

12.3. Capitalization of BrT Part's Reserve. Prior to the extraordinary general shareholders meetings to consider the Merger, a proposal will be submitted to BrT Part's shareholders for the capital increase of BrT Part, without the issuance of new shares, in the amount of R\$248,728,180.07 (two hundred forty-eight million, seven hundred twenty-eight thousand, one hundred and eighty *reais* and seven *centavos*), through the capitalization of the full amount of the reserve for future capital increase of BrT Part, which formation was approved at the ordinary and extraordinary general shareholders meeting of BrT Part, held on April 8, 2009.

12.4. Documents Available to the Shareholders. In compliance with the provisions set forth in Article 3 of CVM Instruction No. 319/99 all documents mentioned in this Protocol and Justification will be made available to the respective shareholders of BrT Part and BrT as from the date hereof, and may be consulted by the shareholders of BrT Part and BrT at the following addresses: (i) SIA SUL ASP, Lot D, Block B, City of Brasília, Federal District, Brazil; and (ii) Rua Humberto de Campos 425, 5th floor (part), Leblon, City of Rio de Janeiro, State of Rio de Janeiro, Brazil.

12.5. Notification of the Merger to Authorities. Notification of the Merger was presented to the Administrative Council for Economic Defense (*Conselho Administrativo de Defesa Econômica*), or CADE, the Brazilian antitrust regulator and the National Telecommunications Agency (*Agência Nacional de Telecomunicações*), or ANATEL, the Brazilian federal telecommunications regulator. Any other notifications required in connection with the Merger will be submitted to the competent government authorities pursuant to governing law.

12.6. Registration with the U.S. Securities and Exchange Commission. The Merger, and the resulting issuance of new shares by BrT, is conditioned on the applicable registration with the SEC.

12.7. Survival of Valid Clauses. Should any clause, provision, term or condition in this Protocol and Justification be deemed invalid, the other clauses, provisions, terms and conditions hereof not affected by such invalidity will continue to remain in effect.

12.8. Election of Courts of Law. The Central Law Courts of the Rio de Janeiro State Capital Assizes are hereby elected to settle all matters arising from this Protocol and Justification, to the exclusion of any other regardless of how much more privileged it is or may be.

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BEING IN FULL AND FAIR AGREEMENT, the PARTIES execute this Protocol and Justification in 3 (three) copies of identical content and for one sole purpose, together with the undersigned witnesses.

Rio de Janeiro, August 7, 2009.

BRASIL TELECOM PARTICIPAÇÕES S.A.

/s/ Alex Waldemar Zornig

Name: Alex Waldemar Zornig

**Position: Chief Financial Officer and Investor Relations
Officer**

/s/ Paulo Altmayer Gonçalves

Name: Paulo Altmayer Gonçalves

Position: Human Resources Officer

BRASIL TELECOM S.A.

/s/ Julio Cesar Pinto

Name: Julio Cesar Pinto

Position: Officer

/s/ Francisco Aurélio Sampaio Santiago

Name: Francisco Aurélio Sampaio Santiago

Position: Chief Operations Officer

Witnesses:

/s/ Ana Carolina dos R.M. da Motta

Name: Ana Carolina dos R.M. da Motta

/s/ Carolina O.M. da Cunha

Name: Carolina O.M. da Cunha

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Attachment I

Appraisal Report

APPRAISAL REPORT

RJ-0278/09-01

1/3 COPIES

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REPORT: RJ-0278/09-01

BASE DATE: May 31, 2009.

APPLICANT: **BRASIL TELECOM S.A.**, with its head office located at SIA Sul, Lote D, Bloco B 1º andar, SIA, in Brasília, Federal District, registered with the General Roster of Corporate Taxpayers (CNPJ) under No. 76.535.764/0001-43, hereinafter referred to as **BRTO**.

OBJECT: **BRASIL TELECOM PARTICIPAÇÕES S.A.**, with its head office located at ST SIA Sul Área Especial D, Bloco B Parte B, Guará, in Brasília, Federal District, registered with the General Roster of Corporate Taxpayers (CNPJ) under No. 02.570.688/0001-70, hereinafter referred to as **BRTP**.

PURPOSE: To assess the book net equity value of BRTP for the purpose of its merger with and into BRTO, pursuant to articles Nos. 226 and 227 of Law No. 6,404, of 12/15/1976 (Corporate Law).

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1. INTRODUCTION

APSYS CONSULTORIA EMPRESARIAL Ltda., hereinafter referred to as APSYS, with its head office located at Rua São José nº 90, grupo 1.802, in the City and State of Rio de Janeiro, registered with the General Roster of Corporate Taxpayers (CNPJ) under No 27.281.922/0001-70, was appointed to assess the book net equity value of BRTP for the purpose of its merger with and into BRTO, pursuant to articles 226 and 227 of Law No. 6,404 of 12/15/1976 (Corporate Law).

For preparing this report, we have used data and information provided by third parties, in the form of documents and verbal interviews with the client. Estimates used in this process are based on documents and information which include, among others, the following:

Balance Sheet of BRTP as of May 31, 2009.

APSYS has recently performed appraisals for publicly-held companies, for various purposes, of the following companies:

AMÉRICA LATINA LOGÍSTICA DO BRASIL S/A

BANCO PACTUAL S/A

CIMENTO MAUÁ S/A

ESTA-EMPRESA SANEADORA TERRITORIAL AGRÍCOLA S/A.

GEODEX COMMUNICATIONS DO BRASIL S/A

GERDAU S/A

HOTÉIS OTHON S/A

IBEST S/A

L.R. CIA. BRAS. PRODS. HIGIENE E TOUCADOR S/A

LIGHT SERVIÇOS DE ELETRICIDADE S/A

LOJAS AMERICANAS S/A

MINASGÁS S/A DISTRIB. DE GÁS COMBUSTÍVEL

REPSOL YPF BRASIL S/A

TAM TRANSPORTES AÉREOS MERIDIONAL S/A

WAL PETROLEO S/A

The APSIS team in charge of preparing this report comprises the following professionals:

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Project Manager

ANA CRISTINA FRANÇA DE SOUZA

Civil Engineer

Post-graduated in Accounting Sciences (CREA/RJ 91.1.03043-4)

CESAR DE FREITAS SILVESTRE

Accountant (CRC/RJ 44779/O-3)

FLAVIO LUIZ PEREIRA

Accountant (CRC/RJ 022016-O-9)

LUIZ PAULO CESAR SILVEIRA

Mechanical Engineer

Master of Business Management (CREA/RJ 89.1.00165-1)

MARGARETH GUIZAN DA SILVA OLIVEIRA

Civil Engineer (CREA/RJ 91.1.03035-3)

RICARDO DUARTE CARNEIRO MONTEIRO

Civil Engineer

Post-graduated in Economic Engineering(CREA/RJ 30137-D)

SÉRGIO FREITAS DE SOUZA

Economist (CORECON/RJ 23521-0)

WASHINGTON FERREIRA BRAGA
Accountant (CRC/RJ 024100-6/CVM 6734)

AP SIS CONSULTORIA
REPORT RJ-0278/09-01

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2. PRINCIPLES AND QUALIFICATIONS

This report strictly complies with the fundamental principles described below.

The consultants do not have any direct or indirect interest in the companies involved or in the operation, nor are there any other relevant circumstances which may characterize a conflict of interest.

To the best of the consultants' knowledge and belief, the analyses, opinions and conclusions expressed in this Report are based on data, diligence, research and surveys that are true and correct.

The report presents all the limiting conditions imposed by the adopted methodologies, which affect the analyses, opinions and conclusions contained therein.

APSYS professional fees are not in any way whatsoever subject to the conclusions of this report.

APSYS assumes full responsibility for the matter of Appraisal Engineering, including implicit appraisals, and for the exercise of its honorable duties, primarily established in the appropriate laws, codes or regulations.

In this report, it is assumed that the information received from third parties is correct, and the sources thereof are contained in said report.

The report was prepared by APSYS and no one other than the consultants themselves prepared the analyses and respective conclusions.

For projection purposes, we start with the premise of the inexistence of liens or encumbrances of any nature, whether judicial or extrajudicial, affecting the companies in question, other than those listed in this report.

This Report complies with the specifications and criteria prescribed by USPAP (Uniform Standards of Professional Appraisal Practice), in addition to the requirements imposed by different bodies and regulations, where applicable, such as: the Ministry of Treasury, the Central Bank of Brazil, Bank of Brazil, CVM (Brazilian Securities and Exchange Commission), SUSEP (Superintendence of Private Insurance), Income Tax Regulations (RIR), etc.

The managers of the companies involved did not direct, restrict, hinder or do any acts which have or may have compromised access to, use or knowledge of information, assets, documents, or work methods applicable to the quality of the respective conclusions contained herein.

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3. RESPONSIBILITY LIMITS

To prepare this report, APSIS used historic data and information, audited by third parties or unaudited, and unaudited projected data provided in writing or verbally by the company's management or obtained from the sources mentioned. Therefore, APSIS has assumed as true the data and information obtained for this report and does not have any responsibility in connection with its truthfulness.

The scope of this work did not include an audit of the financial statements or a revision of the work performed by the company's auditors.

Our work was developed for use by the applicants in connection with the previously described objectives. Therefore, it may be disclosed as part of the documents related to the acquisition of control of the BRASIL TELECOM Group, and the mention of this work in related publications is authorized. It may also be filed at the Brazilian Securities and Exchange Commission - CVM and at the U.S. Securities and Exchange Commission - SEC, as well as made available to shareholders and third parties, including through the websites of the involved companies.

We emphasize that understanding of the conclusion of this report will take place by reading it and its attachments in full. Therefore, conclusions from partial reading should not be drawn.

Our work was developed to be used by BRTO and the other companies involved in the project, aiming at the previously described objective.

We do not take responsibility for occasional losses to BRTO or to other parties as a result of the use of data and information provided by the company and contained herein.

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4. APPRAISAL METHODOLOGY

Analysis of the previously mentioned supporting documents designed to ascertain whether bookkeeping was accurately conducted and was in compliance with the legal, regulatory, normative, statutory and contractual provisions which govern the matter, within the scope of Generally Accepted Accounting Principles and Conventions .

We examined the balance sheet of BRTP, as well as all other documents required for the preparation of this report, which was prepared on the basis of BRTP s balance sheet for the period ended May 31, 2009.

It was ascertained that the assets and liabilities of BRTP have been duly accounted for.

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5. NET EQUITY APPRAISAL

We examined the account books of BRTP, as well as all other documents required for the preparation of this report.

We contemplated the following subsequent events to occur after the base date of this report:

Merger of COPART 1 PARTICIPAÇÕES S.A. on July, 31, 2009, as per appraisal report prepared by APSIS (RJ-0190/09-03);

Goodwill amortization expenses to be recorded for the months of August, September and October 2009, in the amount of R\$ 161,370,804.42 (one hundred sixty one million, three hundred and seventy thousand, eight-hundred and four reais and forty two centavos);

Reversion of goodwill provision made in the merged company (COPART 1), in the amount of R\$ 61,737,807.27 (sixty-one million, seven hundred and thirty seven thousand, eight hundred and seven reais and twenty seven centavos), according to CVM Instruction No. 319/099, article 6, paragraph 1, and alterations made by CVM Instruction 349/01.

The experts have ascertained that the book net equity value of BRTP, after giving effect to the occurrence of the above-described events stated on the pro forma balance sheet presented on the following page is R\$ 9,083,341,784.17 (nine billion, eighty three million, three hundred and forty-one thousand, seven hundred and eighty-four reais and seventeen centavos), as of May 31, 2009.

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BRASIL TELECOM PARTICIPAÇÕES S.A. BALANCE SHEET (REAIS)	FINANCIAL STATEMENT AS OF MAY 31, 2009		
	BALANCE	ADJUSTMENT*	PRO FORMA
TOTAL ASSETS	5,598,445,437.85	3,827,197,479.01	9,425,642,916.86
CURRENT ASSETS	519,160,406.92	65,254,304.00	584,414,710.92
Available funds	253,547,406.89	51,819,998.40	305,367,405.29
- Cash and Banks	3,497,697.90	51,819,998.40	55,317,696.30
- Cash Equivalents	250,049,708.99	-	250,049,708.99
Financial Applications	49,786,614.92	-	49,786,614.92
Deferred Taxes and Recoverable Taxes	28,290,112.31	13,103,610.09	41,393,722.40
Judicial Deposits	47,899.40	-	47,899.40
Interest on Shareholders Equity Receivable on own Capital	185,426,701.70	-	185,426,701.70
Pre-paid Expenses	2,057,059.56	-	2,057,059.56
Other	4,612.14	330,695.51	335,307.65
LONG TERM ASSETS	1,495,584,697.35	137,551.47	1,495,722,248.82
Financial Applications	1,200,000,000.00	-	1,200,000,000.00
Deferred Taxes and Recoverable Taxes	289,700,944.50	-	289,700,944.50
Judicial Deposits	5,863,172.44	137,551.47	6,000,723.91
Other	20,580.41	-	20,580.41
FIXED ASSETS	3,583,700,333.58	3,761,805,623.54	7,345,505,957.12
Investments	3,583,245,087.82	3,761,805,623.54	7,345,050,711.36
- Investments in shares:	3,583,245,087.82	3,761,805,623.54	7,345,050,711.36
- Brasil Telecom S.A.	67.2294% 3,581,220,927.24	-	3,581,220,927.24
- Nova Tarrafa Participações Ltda.	100.0000% 1,742,587.87	-	1,742,587.87
- Nova Tarrafa Inc.	100.0000% 281,572.71	-	281,572.71
- Goodwill from Fixed Assets and License in BRTO	0.00	3,761,805,623.54	3,761,805,623.54
Property, Plant and Equipment	455,245.76	-	455,245.76
- General Goods	455,245.76	-	455,245.76

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BRASIL TELECOM PARTICIPAÇÕES S.A.	FINANCIAL STATEMENT AS OF MAY 31, 2009		
BALANCE SHEET (REAIS)	BALANCE	ADJUSTMENT*	PRO FORMA
TOTAL LIABILITIES AND EQUITYS	5,598,445,437.85		