

BRASIL TELECOM HOLDING CO  
Form 6-K  
May 15, 2008

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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 May 15, 2008**

**(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. (the Companies )**, in compliance with Brazilian Securities and Exchange Commission's (CVM *Comissão de Valores Mobiliários*) Instruction 358, dated January 3, 2002, inform that Invitel S.A.'s Shareholders' Agreement, celebrated on April 25, 2008, was filed today at the Companies' headquarter, in compliance with Brazilian law 6404/76.

Additionally the Companies were informed that the following Shareholders' Agreements of the companies which make up the Companies' controlling group were terminated on April 25, 2008:

1. Zain Participações S.A.'s Shareholders' Agreement, celebrated on March 09, 2005 and its amendment, dated June 29, 2005;
2. Invitel S.A.'s Shareholders' Agreement, celebrated on October 30, 1998 and its amendment, dated May 04, 1999, and
3. Solpart Participações S.A.'s Shareholders' Agreement, celebrated on July 19, 1998 and its amendments, dated August 27, 2002 and April 28, 2005;

Brasil Telecom Participações S.A.'s Voting Agreement, celebrated on September 16, 2008, was suspended and its termination will take place if the controlling sale operation, which is the object of the Material Fact released by the Controlling Shareholders of the Companies on April 25, 2008, is put into effect.

Brasília, May 15, 2008.

**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: May 15, 2008

**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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