

BRASIL TELECOM HOLDING CO  
Form CB  
May 22, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Form CB**

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering)	..
Securities Act Rule 802 (Exchange Offer)	..
Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)	X
Exchange Act Rule 14d-1(c) (Third Party Tender Offer)	..
Exchange Act Rule 14e-2(d) (Subject Company Response)	..
Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8)	..

**Brasil Telecom Participações S.A.**

(Name of Subject Company)

**Brasil Telecom Holding Company**

(Translation of Subject Company's Name into English (if applicable))

**Federative Republic of Brazil**

(Jurisdiction of Subject Company's Incorporation or Organization)

**Telemar Norte Leste S.A.**

(Name of Person(s) Furnishing Form)

**Common Stock**

(Title of Class of Subject Securities)

**N/A**

(CUSIP Number of Class of Securities (if applicable))

**Roberto Terziani**

**Investor Relations Director**

**Rua Humberto de Campos, 425**

**7º andar**

**Leblon, Rio de Janeiro, RJ, Brazil 22430-190**

**Tel: +55 21 3131-1208**

(Name, Address (including zip code) and Telephone Number (including area code) of

**Copies to:**

**Mark O. Bagnall**

**White & Case LLP**

**Wachovia Financial Center, Suite 4900**

**200 South Biscayne Boulevard**

**Miami, FL 33131**

**Tel: (305) 371-2700**

**May 22, 2009**

**(Date Tender Offer/Rights Offering Commenced)**

**PART I**

**INFORMATION SENT TO SECURITY HOLDERS**

**Item 1. Home Jurisdiction Documents**

The following exhibit is attached to this Form CB as Exhibit A:

Notice of Mandatory Tender Offer for Acquisition of Common Shares issued by Brasil Telecom Participações S.A. dated May 22, 2009 (English translation).

The following exhibit is attached to this Form CB as Exhibit B:

Valuation Report pursuant to CVM Instruction Number 361, dated January 23, 2009, prepared by Credit Suisse (Brasil) S.A. Corretora de Títulos e Valores Mobiliários for Telemar on Brasil Telecom Participações S.A. common shares (English translation).

**Item 2. Information Legends**

Not Applicable

**PART II**

**INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS**

Not Applicable

**PART III**

**CONSENT TO SERVICE OF PROCESS**

A written irrevocable consent and power of attorney on Form F-X is being filed by Telemar Norte Leste S.A. concurrently with this Form CB.

**PART IV**

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 22, 2009

**TELEMAR NORTE LESTE S.A.**

By: /s/ Alex Waldemar Zornig  
Name: Alex Waldemar Zornig  
Title: Chief Financial Officer

By: /s/ Luiz Eduardo Falco Pires Corrêa  
Name: Luiz Eduardo Falco Pires Corrêa  
Title: Chief Executive Officer