

BRASIL TELECOM HOLDING CO

Form 6-K

July 16, 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

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**Federative Republic of Brazil**

*(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:**

**BRASIL TELECOM PARTICIPAÇÕES S.A.**

CORPORATE TAXPAYERS REGISTRY (CNPJ/MF): 02.570.688/0001-70

BOARD OF TRADE (NIRE) 53 3 0000581 8

Publicly-Held Company

**CALL NOTICE**

**EXTRAORDINARY SHAREHOLDERS MEETING**

Pursuant to legal provisions and the company's bylaws, the shareholders of Brasil Telecom S.A. ( Company ) are called on an Extraordinary Shareholders Meeting, to be held at the Company's headquarters, at **SIA SUL, ASP, LOTE D, BLOCO B**, in the City of Brasília, Federal District, on July 31, 2009, at 11 a.m., to deliberate on the following Agenda:

- 1) Examine, discuss and deliberate on the Protocol of Merger and Justification of the Merger of Copart 1 Participações S.A., a company headquartered in the City of Rio de Janeiro, State of Rio de Janeiro, at Rua Humberto de Campos, No. 425, 5th floor (part), Leblon, registered under CNPJ/MF No. 09,338,797/0001-06 ( Copart 1 ), into the Company ( Protocol and Justification );
- 2) Approve the appointment and engagement of Apsis Consultoria Empresarial Ltda., headquartered at Rua São José, 90 grupo 1,802, in the City of Rio de Janeiro, State of Rio de Janeiro, registered under CNPJ No. 27,281,922/0001-70 ( Apsis ), as the company responsible for preparing the valuation report, to book value, of the net worth of Copart 1 to be incorporated to the assets of the Company ( Valuation Report ), as well as for preparing the valuation report of the net worth of Copart 1 and of the Company, at market values, pursuant to Article 264 of Law No. 6,404/76 ( Valuation Report of the Company's Net Worth at Market Value ).
- 3) Examine, discuss and deliberate on the Valuation Report and the Valuation Report of the Company's Net Worth at Market Value, prepared by Apsis;
- 4) Deliberate on the proposal for the merger of Copart 1 into the Company, pursuant to Articles 224, 225 and 227 of Law No. 6,404/76, and according to the provisions established by the Protocol and Justification;

**GENERAL INFORMATION:**

Pursuant to Article 135, Paragraph 3 of Law No. 6,404/76, the documents pertaining to the items of the agenda are available to shareholders at the Company's headquarters and at the Company's website [www.brasiltelecom.com.br/ri](http://www.brasiltelecom.com.br/ri). All documents related to the items of the Agenda of this call notice have been sent to the BM&FBOVESPA S.A. *Bolsa de Valores*,

*Mercadorias e Futuros* and to the *Comissão de Valores Mobiliários*, or CVM, pursuant to Article 124, Paragraph 6 of Law No. 6,404/76 and CVM Instruction No. 319/99.

All powers of attorney must be deposited at the Company's headquarters, at the care of the Legal Department, up to 2 business days before the Shareholders Meeting.

The participant shareholders of the fungible custody of registered shares, who wish to participate in this meeting, must deliver statement containing the corresponding equity interest, issued by the competent depositary institution, up to 2 business days before this Shareholders Meeting.

Rio de Janeiro, July 16, 2009.

**José Mauro Mettrau Carneiro da Cunha**

President of the Board of Directors

**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 16, 2009

BRASIL TELECOM PARTICIPAÇÕES S.A.

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