

BRASIL TELECOM HOLDING CO  
Form SC TO-C  
April 28, 2008

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE TO**

(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

**BRASIL TELECOM PARTICIPAÇÕES S.A**

(Name of subject company (Issuer))

**TELEMAR NORTE LESTE S.A**

(Names of Filing Persons (Offerors))

**Preferred Shares, no par value, and American**

**105530109**

**Depository Shares**

(CUSIP number of preferred shares)

(Title of classes of securities)

**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, and telephone number of person authorized to receive notices and communications on behalf of Filing Persons)*

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

**Amount of Filing Fee\***

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Not applicable\*

Not applicable\*

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

.. Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: N/A                      Filing Party: N/A  
Form of Registration No.: N/A                      Date Filed: N/A

x Check the box if the filing relates solely to preliminary communications made before the commencement of the tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

x third party tender offer subject to Rule 14d-1

.. issuer tender offer subject to Rule 13e-4

.. going private transaction subject to Rule 13e-3

.. amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: ..

Acquisition of Brasil  
Telecom by Telemar Norte  
Leste  
(TMAR)  
April 28, 2008

1

Additional Information and Where to Find It

This presentation is for informational purposes only and is not an offer to purchase or a solicitation of an offer to sell any share

Telecom

Participações

S.A.

( BRTP )

or

Brasil  
Telecom  
S.A.  
( BRTO ).

The  
proposed  
tender  
offers  
for  
the  
outstanding  
common  
shares  
and  
a  
portion  
of  
the  
preferred  
shares  
of  
BRTP  
and  
BRTO  
described  
in  
this  
presentation  
have  
not  
commenced.

Any offer to purchase or the solicitation of an offer to sell (1) any preferred shares of BRTP, including the preferred shares und

BRTP s  
American  
Depositary  
Receipts,  
(2)  
any  
preferred  
shares  
of  
BRTO,  
including  
the  
preferred  
shares  
underlying  
BRTO s  
American  
Depositary

Receipts,  
or  
(3)  
common  
shares  
of  
BRTP  
or  
BRTO  
will  
be  
made  
only  
pursuant  
to  
offers  
to  
purchase  
and  
related  
materials  
that  
Telemar  
Norte  
Leste  
S.A.  
( TMAR )  
intends  
to  
file  
with  
the  
U.S.  
Securities  
and  
Exchange  
Commission  
(the  
Commission )  
upon  
commencement  
of  
these  
offers.  
TMAR urges shareholders who are eligible to participate in any of these tender offers to carefully read the offers to purchase and related materials relating to the offer or offers in which they are eligible to participate when they become available  
and  
prior  
to



TMAR.

This presentation is also being made in respect of (1) the proposed merger (incorporação) of BRTP with and into BRTO, and (2) the proposed merger (incorporação) of BRTO with and into TMAR. In connection with the proposed merger of BRTP with and into BRTO, TMAR plans to cause BRTO to file with the Commission (1) a registration statement on Form F-4, containing a prospectus which will be mailed to the shareholders of BRTP, and (2) other documents regarding this proposed merger. In connection with the proposed merger of BRTO with and into TMAR, TMAR plans to file with the Commission (1) a registration statement on Form F-4, containing a prospectus which will be mailed to the shareholders of BRTO, and (2) other documents regarding the proposed merger. TMAR urges investors and security holders to carefully read the relevant prospectus and other relevant materials when they become available as they will be able to obtain the documents filed with the Commission regarding the proposed mergers, when available, free of charge on the Commission's website at [www.sec.gov](http://www.sec.gov) or from TMAR.

important  
information

about  
the

proposed  
mergers.

Investors  
and  
security  
holders

will  
be

able  
to

obtain  
the

documents  
filed

with  
the

Commission  
regarding

the  
proposed

mergers,  
when

available,  
free

of  
charge

on  
the

Commission's  
website

at

[www.sec.gov](http://www.sec.gov)

or

from

TMAR.



Agenda

2

Restructuring of Telemar Participações

3

Rationale of the Acquisition

5

Proposed Transaction



3

Ownership Restructuring -  
Telemar Participações

\*

Oi employees

pension fund. \*\* Pension funds: Previ, Petros, Funcef, FASS and Telos

Current

Ownership

Total

FASS

Fundação Atlântico\*

3

Subtotal

BNDESPAR

4  
FIAGO\*\*  
5  
ALUTRENS  
6  
ASSECA  
7  
LEXPART  
8  
2  
1  
LF TELECOM  
AG TELECOM  
% ONs  
100.00  
4.00  
24.55  
25.00  
19.90  
10.00  
10.275  
10.275  
10.275  
10.275  
AG TELECOM  
1  
LF TELECOM  
2  
FASS  
Fundação Atlântico\*  
3  
Subtotal  
BNDESPAR  
4  
Post Restructuring  
Ownership  
Total  
PREVI  
5  
PETROS  
6  
FUNCEF  
7  
19.34  
19.34  
11.50  
50.18  
% ONs  
100.00  
16.86

12.96

10.00

10.00

4	
Agenda	
4	
Restructuring of Telemar Participações	
Rationale of the Acquisition	
Proposed Transaction	
3	
5	
17	

5

110

Source:

Companies

press releases; Company analysis.

Objective: To create a multinational telecom company, with Latin America coverage and over 110 million clients

Oi (TMAR)

BrasilTelecom(BrT)

Oi + Brasil Telecom

+

=

Brazil

Abroad

Total

Current

Million, Dec/07

Fixed-Line

Services

Mobile

Services

Broadband

Pay-TV

3.1

0.0

6

1.5

1.6

31.8

13.9

45.7

All segments

In 5 years

Million

38

22

30

8

12

Oi

BrT

Oi+BrT

Number of Clients

14.2

16.0

8.0

4.3

22.2

20.3



6

\*

% not significant (<1%).

The acquisition will have no significant effect on fixed-line market concentration

Local Fixed

ILD

Mobile

NLD

inter-

regional

Corporate data

NLD  
intra-  
regional

88%  
\*%

Brazil

88%  
\*%

86%

86%

57%

1%

58%

\*%

64%

64%

79%

\*%

79%

\*%

86%

86%

39%

1%

40%

\*%

37%

37%

29%

0%

29%

0%

13%

13%

37%

2%

39%

4%

43%

47%

Creation of new national players

Region I

Brazil

Region II

National presence (Oi and BrT)

7  
14.8  
8.6  
17.6  
12.5  
11.2  
9.2  
0.5  
2.8

12.8  
1.4  
Em-  
bratel  
Net  
Telesp  
Vivo  
20.5  
29.3  
Oi  
BrT  
Claro  
Current  
Announced  
Acquisitions  
41.5  
TIM  
154.3  
50.0  
17.6  
11.2  
31.3  
0.5  
84.4  
1.4  
Brazilian  
Group  
Spanish  
Group  
Mexican  
Group  
America  
Movill  
Telmex  
Telefo-  
nica  
81.3  
29.3  
Oi  
BrT  
240.1  
TI  
Global  
Brazil  
Source:  
Companies  
financial statements.  
With  
the  
acquisition

of  
BrT,  
Ois  
size  
would  
be  
comparable  
to  
that  
of  
its  
competitors  
in  
Brazil  
Net Revenues in 2007  
R\$ billion  
Net revenues in 2007  
R\$ billion  
Current  
Announced  
Acquisitions  
Brazilian  
Group  
Spanish  
Group  
Mexican  
Group  
Telemig  
Amaz.  
Telemig  
Amazônia

8  
Backbone  
Oi  
+ BRT  
In  
the  
market  
for  
domestic

corporate  
networks,  
there  
will  
finally  
be  
a  
player  
with  
domestic  
backbone  
comparable  
to  
that  
of  
Embratel  
Embratel

23 state capitals

Covers all 30 most populated cities  
Oi

18 state capitals

26 of 30 most populated cities  
Brasil Telecom

12 state capitals

17 of 30 most populated cities

23 state capitals

29 of the 30 most  
populated cities

TOTAL  
Oi +BRT  
Backbone  
Embratel  
Hispamar  
Satellite  
+  
Venezuela  
USA  
French  
Guiana  
Uruguai  
Argentina  
USA

Africa &  
Portugal  
+ 4 satellites



9

In terms of mobile network, the acquisition of BrT places Oi

as

the

4

largest

player

with

national

coverage,  
with  
current  
market share of 17.9% in Brazil and significant growth opportunities

Market

Share

25.8%

25.0%

56.7%

Vivo

+

TIM

+

27.7%

3.2%

30.9%

=

+

13.2%

3.5%

1.2%

17.9%

=

+

Position

as of

december

31, 2007

th

10  
Telecom  
is  
a  
scale  
business  
due  
to  
rapid

technological  
changes  
and  
its  
capital-intensive  
nature,  
and  
consolidations  
are  
a  
natural  
trend

Source:

FCC, US Department of Justice, companies, Company analysis

1998

1999

2000

2005

2006

1997

Focus

Local

Local

Local

Local

Local

LD, data

Local

LD, data

Mergers and Acquisitions

Local

Local

Local

LD, data

LD

11

(1) Countries where the four companies work as incumbents; (2) Finland does not have only one incumbent, but the company Sonera

holds the largest market share in the country.

Source: Ovum, Morgan Stanley, companies, Company analysis

The need for scale has also driven an intense consolidation movement in the European Market

Germany

Croatia

Hungary

Macedonia

Montenegro

Slovakia

Deutsche

Telekom

Spain

Czech Republic

Italy

Telefónica

France

Poland

France

Telecom

Presence

of

the

European

major

incumbents

Sweden

Finland

Estonia

Lithuania

TeliaSonera

Deutsche

Telekom

Telefónica

France

Telecom

TeliaSonera

2

1



12  
In  
the  
technological  
environment,  
content  
becomes  
independent  
of  
the  
distribution  
network  
via  
convergence,  
thus  
enabling  
the  
offering  
of  
integrated packages of services and benefiting the consumer

Original  
Scenario  
Convergent  
Scenario  
Fixed/Mobile  
telecom  
Broadband  
Cable TV  
Convergent  
Network  
Service  
package

Access limited  
to the  
subscribers of  
a specific  
service



Access to all  
services on  
any device  
Voice (Fixed  
and Mobile)  
Video  
Data  
Consumer  
Service/  
product  
Device  
Distribution  
Content  
Voice (Fixed  
and Mobile)  
Video  
Data  
Fixed and  
Mobile  
ADSL  
Cable, DTH  
and MMDS

Many  
providers for  
each user

One-stop-  
shop



13  
45  
122  
59  
38  
40  
78  
226

The strategy of Oi's main direct competitors in Brazil also contemplates growth via consolidation

Spanish Group

Accesses

million

2001

2007

Countries where the Spanish Group was present as of 2001

New markets

Spanish Group

Market Value

EUR billion

2001

2007

Spain

57

154

Mexican Group

Accesses

million

68

110

31

9

40

178

2001

2007

Mexico

New markets

Mexican Group

Market Value

MEX billion

2001

2007

143

28

Source: Company site and

Company

analysis

14  
13.9  
9.0  
22.9  
The  
merger  
between  
Oi  
and  
BrT  
creates  
a  
company  
that  
will  
be

the  
30  
th  
largest telecom operator worldwide  
1 Market  
Values  
of  
the  
operating  
companies  
(TMAR  
and  
BRTO)  
as  
of  
03/31/08;  
considering USD PTAX of the same day (R\$1.7491)  
2 Market Values as of 03/31/08  
3 Market Value obtained by the simple sum of Oi+BrT  
values  
Source: Morgan Stanley, companies  
website and Company analysis  
Oi and BrT -  
Market Value and Global  
Telecom Ranking  
US\$ billion  
Largest telecom operators by Market  
Value  
Position in Global Ranking  
Oi  
BrT  
39  
th  
48  
th  
30  
th  
Before  
After  
12.6  
PLDT  
43  
9.0  
BrT  
48  
9.1  
Advanced  
Info  
Service  
47

14.4  
TELUS Corp  
38  
9.9  
Telekom  
Austria  
46  
11.5  
Telekom  
Malaysia  
45  
12.4  
Telesp  
44  
13.6  
Portugal Telecom  
41  
13.9  
KT Corp  
40  
14.6  
OTE Hellenic  
37  
18.2  
Turkcell  
34  
18.8  
Swisscom  
32  
19.9  
PT Telekomunikasi  
30  
24.1  
Bouygues  
29  
26.7  
Rogers  
Com  
27  
28.2  
China Unicom  
26  
13.9  
Oi  
39  
13.6  
TPSA  
42  
29.0  
BCE Inc.

25  
24.1  
Chunghwa  
28  
19.3  
China Netcom  
31  
18.4  
Sprint  
Nextel  
33  
16.1  
Belgacom  
35  
15.9  
SK Telecom  
36  
#  
Company  
(US\$ bi)  
101.2  
Verizon  
6  
30.5  
KDDI  
24  
32.8  
KPN  
21  
32.9  
MTN Group  
20  
34.1  
Telenor  
19  
37.4  
Telmex  
17  
38.2  
Bharti  
15  
45.8  
Singapore  
Telecom  
13  
51.7  
Telstra  
Corporation  
12  
67.7



NTT DoCoMo  
9  
34.6  
TeliaSonera  
18  
31.6  
Vimpelcom  
22  
31.0  
Mobile TeleSystems  
23  
159.4  
Vodafone  
3  
139.4  
Telefonica  
4  
110.7  
America Movil  
5  
97.2  
France  
Telecom  
7  
77.1  
Deutsche  
Telekom  
7  
62.6  
NTT  
10  
53.6  
China Telecom  
11  
41.9  
Telecom Italia  
14  
37.4  
BT Group  
plc  
16  
2  
1  
#  
AT&T  
China Mobile  
Company  
226.0  
330.3  
(US\$ bi)

Oi + BrT

3

1

2

15

In summary, the combination of Oi and BrT is positive to all stakeholders (society, government, shareholders and resulting company)

Irrelevant impact  
on market concentration;

Creation  
of  
another  
competitor

with  
national  
coverage;

Significant  
efficiencies  
in  
the  
value  
chain;  
and

The arguments that supported the imposition of legal  
impediments to the combination are no longer valid

16	
Agenda	
16	
Restructuring of Telemar Participações	
3	
Rationale of the Acquisition	
5	
Proposed Transaction	
17	



Simplified Structure of the Acquisition of Brasil  
Telecom

TMAR contracts a Commission Agent to purchase Invitel  
Step 1

TMAR acquires Invitel  
Step 5

Merger  
( Incorporação )  
of  
Invitel  
into  
Brasil  
Telecom  
Participações  
Step 7

Merger  
( Incorporação )  
of  
Brasil  
Telecom  
Participações  
into  
Brasil  
Telecom  
Step 8  
Regulatory approval  
(ANATEL and CADE)

Brasil  
Telecom  
share  
exchange  
( Incorporação  
de  
Ações )  
into  
TMAR  
Step 9

TMAR  
makes  
a  
voluntary  
tender  
offer  
for

1/3  
of  
the  
free-float  
of  
preferred  
shares  
of  
Brasil  
Telecom  
Participações  
and  
Brasil  
Telecom: BRTP4 (R\$30.47) and BRTO4 (R\$23.42)  
Step 3

Commission  
Agent  
transfers  
the  
right  
to  
purchase  
Invitel  
share  
to  
TMAR  
Step 4

TMAR releases Material Fact with details of the operation  
Step 2

TMAR  
makes  
the  
tag-along  
tender  
offer  
for  
common  
shares  
held  
by  
Brasil  
Telecom  
Participações  
and  
Brasil  
Telecom  
minority



shareholders: BRTP3 (R\$57.85) and BRTO3 (R\$54.31)

Step 6



18

Additional information about mergers, voluntary tender offers and tag-along tender offers

NOTE: BRTP3/4: Brasil Telecom Participações ON/PN; BRTO3/4: Brasil Telecom S.A. ON/PN; TMAR3/5: Telemar Norte L

prices  
(VWAP)

for

each  
of  
the  
class  
of  
shares  
on  
the  
Bovespa,  
for  
90  
days  
ending  
April  
23,  
2008.  
TMAR3  
and  
TMAR5  
adjusted  
by  
extraordinary  
dividends  
of  
R\$15.5494  
and  
R\$17.1045 respectively  
Source: Economática  
Average Prices  
Exchange Ratios  
Step 8  
Step 9  
Tender Offer Prices  
Tag-along tender offer  
BRTP3:  
R\$ 57.85  
BRTO3:  
R\$ 54.31  
BRTP3  
1.2200534  
BRTO3  
0.4137146  
TMAR3  
BRTP4  
0.1729971  
BRTO3  
0.4137146  
TMAR3  
0.9106649  
BRTO4

0.2530852

TMAR5

Direct

Relations BRP

vs

Oi

(TMAR)

B RTP

BRTO

Oi

(TMAR)

Ratios

Ratios

Voluntary tender offer:

BRTP4:

R\$ 30.47

BRTO4:

R\$ 23.42

BRTP3:

R\$ 48.6234

BRTP4:

R\$ 22.9818

BRTO3:

R\$ 39.8535

BRTO4:

R\$ 17.6654

TMAR3:

R\$ 96.3309

TMAR5:

R\$ 69.8002

0.5047539

0.0715714

0.2304758

1

19

Value of the Controlling Price: Market based

The value of BrT control acquisition should be analyzed through the comparison of the price paid per share with the controlling price implicit in the market

Price paid for the controlling BRTP3 share (ON)

Hypothesis (a): BRTP3 Prices on April 23, 2008

Implicit premium for the controlling shares:

+25% (art. 254-A of Law 6,404

of December 15, 1976)

80% Tag-along

Implicit price for the controlling BRTP3 shares (R\$50.50/0.80)

Premium of the acquisition price as compared to the implicit controlling  
BRTP3 shares in the market

Hypothesis (b): 90-day average of BRTP3 prices, ended April 23, 2008

Implicit premium for the controlling BRTP3 shares: +25% (art. 254-A of  
Law 6,404 of December 15, 1976)

80% Tag-along

Implicit price for the controlling BRTP3 shares (R\$48.62/0.80)

Premium of the acquisition price as compared to the implicit controlling  
BRTP3 shares in the market

R\$72.31

R\$50.50

R\$63.13

+14.5%

R\$48.62

R\$60.78

+19.0%

20  
Evolution of Corporate Structure  
Current Situation  
Transition Situation  
(ANATEL approval)  
Situation after  
Acquisitions and Mergers  
Telemar Norte  
Leste  
S.A. (TMAR)



Techold  
B RTP  
BRTO  
BrT GSM  
Telemar Norte  
Leste  
S.A. (TMAR)  
BRTO  
100%  
100%  
TmarPart  
Telemar Norte  
Leste  
S.A. (TMAR)  
TNLP (TNE)  
TNLP (TNE)  
TmarPart  
TmarPart  
TNLP (TNE)  
BrT GSM

21  
Q & A

22

This presentation contains forward-looking statements. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements and involve inherent risks and uncertainties.

These statements are based on current plans, estimates and projections, and therefore

you should not place undue reliance on them. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events

Rua

Humberto

de

Campos, 425 / 7th floor

Leblon

-

Rio de Janeiro -

RJ

E-mail: [invest@oi.net.br](mailto:invest@oi.net.br)

Visit our website:

[www.oi.com.br/ir](http://www.oi.com.br/ir)

55 21 3131-1315

Cristiana Ortigão

IR Contacts

55 21 3131-1317

Lívia

Guimarães

55 21 3131-1316

Bernardo Guttman

55 21 3131-1314

Carolina Gava Silveira

55 21 3131-1211

Roberto Terziani