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BRASIL TELECOM HOLDING CO

Form F-6

May 25, 2007

As filed with the Securities and Exchange Commission on May 25, 2007  
Registration No. 333 -  
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM F-6  
REGISTRATION STATEMENT  
UNDER

THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

-----  
Brasil Telecom Participacoes S.A.  
(formerly known as "Tele Centro Sul Participacoes S.A.")  
(Exact name of issuer of deposited securities as specified in its charter)

-----  
Brazil Telecom Holding Company  
(Translation of issuer's name into English)

-----  
The Federative Republic of Brazil  
(Jurisdiction of incorporation or organization of issuer)

-----  
CITIBANK, N.A.  
(Exact name of depositary as specified in its charter)

-----  
388 Greenwich Street  
New York, New York 10013  
(212) 816-6690  
(Address, including zip code, and telephone number, including area code, of  
depositary's principal executive offices)

-----  
CT Corporation System  
111 Eighth Avenue (13th Floor)  
New York, New York 10011  
(212) 894-8940  
(Address, including zip code, and telephone number, including area code, of  
agent for service)

-----  
Copies to:

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Porfirio F. Ramirez Jr., Esq.  
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90 Park Avenue  
New York, New York 10016

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1133 Avenue of the Americas  
New York, New York 10036

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It is proposed that this filing become effective under Rule 466:

immediately upon filing.  
 on [Date] at [Time].

If a separate registration statement has been filed to register the deposited shares, check the following box :

-----  
CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit*	Proposed Maximum Aggregate Offer Price**
American Depositary Shares, each representing five (5) Preferred Shares, without par value, of Brasil Telecom Participacoes S.A.	100,000,000	\$5.00	\$5,000,000

\* Each unit represents 100 American Depositary Shares.

\*\* Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Shares.

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The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Registration Statement on Form F-6 may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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## Cross Reference Sheet

Item 1.	DESCRIPTION OF SECURITIES TO BE REGISTERED	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus
Item Number and Caption -----		-----
1.	Name of Depository and address of its principal executive office	Face of Receipt - Introductory Article.
2.	Title of Receipts and identity of deposited securities	Face of Receipt - Top Center.
Terms of Deposit:		
(i)	The amount of deposited securities represented by one American Depository Share	Face of Receipt - Upper right corner.
(ii)	The procedure for voting, if any, the deposited securities	Reverse of Receipt - Paragraphs (16) and (17).
(iii)	The collection and distribution of dividends	Reverse of Receipt - Paragraph (14).
(iv)	The transmission of notices, reports and proxy soliciting material	Face of Receipt - Paragraph (13); Reverse of Receipt - Paragraph (16).
(v)	The sale or exercise of rights	Reverse of Receipt - Paragraphs (14) and (16).

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Item Number and Caption -----		Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus -----
(vi)	The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt - Paragraphs (3) and (6); Reverse of Receipt - Paragraphs (14) and (18).
(vii)	Amendment, extension or termination of the deposit	Reverse of Receipt - Paragraphs (22) and (23) (no agreement provision for extensions).
(viii)	Rights of holders of Receipts to inspect the transfer books of the	Face of Receipt - Paragraph (13).

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Depository and the list of holders of Receipts

- |         |   |   |
|---------|---|---|
| (ix)    | Restrictions upon the right to deposit or withdraw the underlying securities        | Face of Receipt - Paragraphs (2), (3), (4), (6), (7), (9) and (10).             |
| (x)     | Limitation upon the liability of the Depository                                     | Face of Receipt - Paragraph (7); Reverse of Receipt - Paragraphs (19) and (20). |
| (xi)    | Fees and charges which may be imposed directly or indirectly on holders of Receipts | Face of Receipt - Paragraph (10).   |
| Item 2. | AVAILABLE INFORMATION   | Face of Receipt - Paragraph (13).   |

The Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports can be inspected by holders of Receipts and copied at public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington D.C. 20549, and at the principal office of the depository.

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### PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Amendment No. 1 to Second Amended and Restated Deposit Agreement filed as Exhibit (a)(i) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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### PART II

#### INFORMATION NOT REQUIRED IN PROSPECTUS

- Item 3. EXHIBITS
- (a) (i) Form of Amendment No. 1 to Second Amended and Restated Deposit Agreement, by and among Brasil Telecom Participacoes S.A. (the "Company"), Citibank, N.A., as depository (the "Depository"), and all Holders and Beneficial Owners of American Depositary Shares evidenced by the American Depositary Receipts issued under the terms of the Second Amended and Restated Deposit Agreement -- Filed herewith as exhibit (a)(i).
  - (a) (ii) Second Amended and Restated Deposit Agreement, dated as of August 1, 2002, by and among the Company, the Depository, and all Holders and Beneficial Owners of American Depositary Shares evidenced by the American Depositary Receipts issued thereunder - Filed herewith as exhibit (a)(ii)

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- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. -- None.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. -- None.
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. -- Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. -- None.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. -- Set forth on the signature pages hereto.

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### Item 4. UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of ADSs thirty (30) days before any change in the fee schedule.

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Second Amended and Restated Deposit Agreement, dated as of August 1, 2002, as proposed to be amended by Amendment No. 1 to Second Amended and Restated Deposit Agreement, by and among Brasil Telecom Participacoes S.A., Citibank, N.A., as depositary, and all Holders and Beneficial Owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York on this day of May 25, 2007.

Legal entity created by the Second Amended and Restated Deposit Agreement, as proposed to be amended, for the issuance of American

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Depository Shares, each American Depositary Share representing five (5) Preferred Shares, without par value, of Brasil Telecom Participacoes S.A.

CITIBANK, N.A., solely in its capacity as Depository

By: /s/ Teresa Loureiro-Stein  
-----  
Name: Teresa Loureiro-Stein  
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Brasil Telecom Participacoes S.A. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in the Federative Republic of Brazil, on May 25, 2007.

Brasil Telecom Participacoes S.A.

By: /s/ Ricardo Knoepfelmacher  
-----  
Name: Ricardo Knoepfelmacher  
Title: Chief Executive Officer

By: /s/ Paulo Marcelio Simoes Amaral  
-----  
Name: Paulo Marcelio Simoes Amaral  
Title: Financial Executive Officer

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POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ricardo Knoepfelmacher and Paulo Marcelio Simoes Amaral to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all such capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as s/he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on May 25, 2007.

Signature -----	Title -----
/s/ Ricardo Knoepfelmacher ----- Ricardo Knoepfelmacher	Chief Executive Officer (Principal Executive Officer)
/s/ Paulo Marcelio Simoes Amaral ----- Paulo Marcelio Simoes Amaral	Financial Executive Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ Sergio Spinelli Silva Junior ----- Sergio Spinelli Silva Junior	Chairman of the Board of Directors
/s/ Pedro Paulo Elejalde de Campos ----- Pedro Paulo Elejalde de Campos	Director

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Signature -----	Title -----
/s/ Elemer Andre Suranyi ----- Elemer Andre Suranyi	Director
/s/ Jose Luiz Guimaraes Junior ----- Jose Luiz Guimaraes Junior	Director
/s/ Kevin Michael Altit ----- Kevin Michael Altit	Director
/s/ Ricardo Ferraz Torres ----- Ricardo Ferraz Torres	Director
/s/ Emagnor Tessinari Filho ----- Name: Emagnor Tessinari Filho Title: Chief Operating Officer and Director of Finance of Brasil Telecom of America, Inc.	Authorized Representative in the U.S.

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Index to Exhibits  
Document

Exhibit -----	Document -----	Sequentially Numbered Page -----
(a) (i)	Form of Amendment No. 1 to Second Amended and Restated Deposit Agreement	
(a) (ii)	Second Amended and Restated Deposit Agreement	
(d)	Opinion of Counsel	