

BRASIL TELECOM HOLDING CO  
Form 6-K  
July 28, 2005

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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 JULY 27, 2005**

**(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) 415-1140

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[www.brasiltelecom.com.br/ri/](http://www.brasiltelecom.com.br/ri/)

**Media Relations**

(55 61) 415-1378

[cesarb@brasiltelecom.com.br](mailto:cesarb@brasiltelecom.com.br)

Free Translation

**BRASIL TELECOM PARTICIPAÇÕES S.A.**  
**Corporate Tax Payer Registration 02.570.688/0001 -70**  
**Board of Trade 53 3 0000581 - 8**  
**Publicly Held Company**

**MATERIAL FACT**

**Brasil Telecom Participações S.A.** ( BTP or the Company ) (BOVESPA: BRTP3/BRTP4; NYSE: BRP), in compliance with Article 157 of Brazilian Corporate Law 6,404/76 and Instruction 358/2002 issued by the Brazilian Securities and Exchange Commission (CVM - *Comissão de Valores Mobiliários*) , informs its shareholders and the capital markets in general that the Extraordinary Shareholders Meeting convened to be held on July 27<sup>th</sup> , 2005 was not consummated due to a judicial decision granted by the Second Federal Court of Florianópolis, Judicial Section of Santa Catarina, upon consideration of the Popular Action no. 2005.72.00.00.7938-1 (the Judicial Decision of the Second Federal Court of Florianópolis-SC ), which, among other orders, expressly canceled the convened Extraordinary Shareholders Meeting.

As previously informed to the Company's shareholders and the capital markets in general, through a Notice to Shareholders and Notice of Cancellation of Extraordinary Shareholders Meeting published in the Official Gazette of the Federal Executive and also in the Brazilian newspapers named *Valor Econômico* and *Correio Braziliense* on July 27<sup>th</sup>, 2005, the Extraordinary Shareholders Meeting above mentioned had already been cancelled due to the reasons addressed in the Notice to Shareholders and Notice of Cancellation of Extraordinary Shareholders Meeting filed on July 26<sup>th</sup>, 2005 before the Brazilian Securities and Exchange Commission, São Paulo Stock Exchange (BOVESPA - Bolsa de Valores de São Paulo) and the SEC - Securities and Exchange Commission.

Nevertheless, in spite of the cancellation of the Extraordinary Shareholders Meeting and the orders set forth in the Judicial Decision of the Second Federal Court of Florianópolis/SC, the shareholders Fundação Petrobrás de Seguridade Social - Petros, Caixa de Previdência dos Funcionários do Banco do Brasil - PREVI, Citigroup Venture Capital International Brazil, L.P., Invitel S.A. and Fabio de Oliveira Moser, holders of, approximately, 8.1% of the Company's voting capital, and the entities Investidores Institucionais FIA, Zain Participações S.A., without any participation of BTP or any other shareholder of the Company, prepared and filed at the Company's headquarters a document entitled *extraordinary shareholders meeting minutes* in which such shareholders, without respect to the Article 16 of the Company's By-laws and Article 125 of the Brazilian Corporate Law, would have decided upon the matters pertaining to the agenda of the canceled Extraordinary Shareholders Meeting.

Brasília, July 27<sup>th</sup> , 2005

Humberto José Rocha Braz  
Chief Executive Officer  
Brasil Telecom Participações 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: July 27, 2005

**BRASIL TELECOM PARTICIPAÇÕES S.A.**

By:           /s/ Paulo Pedrão Rio Branco          

Name: Paulo Pedrão Rio  
Branco  
Title: Financial Executive  
Officer

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