

Edgar Filing: BRASIL TELECOM SA - Form 425

BRASIL TELECOM SA  
Form 425  
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Filed by Telemar Norte Leste S.A.

Pursuant to Rule 425 of the Securities Act of 1933

Subject Company: Brasil Telecom S.A.

Commission File No.: 001-15256

Acquisition of Brasil  
Telecom  
May 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  
shares  
of  
Brasil  
Telecom  
Participações  
S.A.  
( B RTP )  
or  
Brasil  
Telecom  
S.A.  
( BR TO ).  
The  
proposed  
tender  
offers  
for  
the  
outstanding  
common  
shares  
and  
a  
portion  
of  
the  
preferred  
shares  
of  
B RTP  
and  
BR TO  
described

in  
this  
presentation  
have  
not  
commenced.

Any  
offer  
to  
purchase  
or  
the  
solicitation  
of  
an  
offer  
to  
sell

(1)  
any  
preferred  
shares  
of  
B RTP,  
including  
the  
preferred  
shares  
underlying  
B RTP s  
American  
Depositary  
Receipts,

(2)  
any  
preferred  
shares  
of  
B RTO,  
including  
the  
preferred  
shares  
underlying  
B RTO s  
American  
Depositary  
Receipts,

or  
(3) common

shares  
of  
B RTP  
or  
B RTO  
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  
making  
any  
decisions  
with  
respect  
to  
that  
tender  
offer  
as  
these  
documents  
will  
contain  
important  
information

about  
that  
tender  
offer.  
Following  
the  
filing  
with  
the  
Commission  
of  
(1)  
the  
offers  
to  
purchase  
and  
related  
materials  
relating  
to  
the  
offers  
for  
the  
common  
shares  
and/or  
the  
preferred  
shares  
of  
B RTP  
and/or  
B RTO,  
or  
(2)  
any  
other  
tender  
offer  
materials  
related  
to  
the  
offers  
for  
the  
common  
shares



and/or  
the  
preferred  
shares  
of  
B RTP  
and/or  
BR TO,  
shareholders  
of  
B RTP  
and  
BR TO  
will  
be  
able  
to  
obtain  
the  
filed  
documents  
free  
of  
charge  
on  
the  
Commission s  
website  
at  
[www.sec.gov](http://www.sec.gov)  
or  
from  
TMAR.  
This  
presentation  
is  
also  
being  
made  
in  
respect  
of  
(1)  
the  
proposed  
merger  
(incorporação)  
of  
B RTP  
with

and  
into  
BRTO,  
and  
(2)  
the  
proposed  
merger  
(incorporação)  
of  
BRTO  
with  
and  
into  
TMAR.  
In  
connection  
with  
the  
proposed  
merger  
of  
BRTF  
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  
contain  
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  
The  
Restructuring  
of  
Telemar  
Participações

Proposed Transaction: BrTP  
Acquisition  
Expected Benefits

3  
3  
The Restructuring of  
Telemar  
Participações



4

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

5  
5  
The Proposed Transaction

6  
Corporate Structure  
Current  
Structures  
ON: 53.8%  
PN: 0.0%  
Total: 17.9%  
ON: 97.4%  
PN: 79.4%  
(1)  
Total: 87.5%

(1)  
ON: 51.6%  
PN: 0.0%  
Total: 18.9%  
ON: 99.1%  
PN: 40.6%  
Total: 67.3%

(1) Includes preferred shares held directly by TmarPart

100%  
100%  
TmarPart  
TNE  
TMAR  
Oi  
Invitel/  
Solpart  
BRTP  
BRTO  
BRT GSM



7  
Simplified Structure of the Acquisition of Brasil  
Telecom

TMAR  
acquires  
the  
control  
of  
BrTP  
Step 6

Merger  
( Incorporação )  
of  
Invitel  
/  
Solpart  
into  
Brasil  
Telecom  
Participações  
(BRT)  
Step 8

Merger  
( Incorporação )  
of  
Brasil  
Telecom  
Participações  
(BRT)  
into  
Brasil  
Telecom  
(BTM)  
Step 9

Brasil  
Telecom  
(BTM)  
share  
exchange  
( Incorporação  
de  
Ações )  
into  
TMAR  
Step 10



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 5

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

Participações

(BRT)

and

Brasil

Telecom

(BTM)

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

Step 7

TMAR

contracts

a

Commission

Agent

to

purchase

Invitel

/

Solpart

(BrTP

majority

shareholders)

Step 1

TMAR

releases

Material

Fact

with

details

of

the

operation

Step 2

Up to September/08

Extraordinary dividend payment

Step 4

Regulatory approval (ANATEL and CADE)

8  
Corporate Structure