

BRASIL TELECOM HOLDING CO

Form 6-K

December 01, 2008

**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**

THROUGH December 1, 2008

(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
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 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):

Investor Relations

55 (61) 3415-1140

ri@brasiltelecom.com.br

Media and Communication

55 (61) 3415-1822

diretoriadecomunicacao@brasiltelecom.com.br

BRASIL TELECOM PARTICIPAÇÕES S.A.

Publicly Held Company

CORPORATE TAXPAYER REGISTRATION 02.570.688/0001 -70

BOARD OF TRADE 53.3.0000581 -8

**Minutes of the Board of Directors Meeting
held on December 1, 2008**

Date, Time and Venue:

December 1, 2008 at 11:15 a.m., at the headquarters of Brasil Telecom Participações S.A. (BTP or Company) located at SIA SUL ASP, Lote D , Bloco B , Brasília/DF.

Call Notice:

The call notice was issued pursuant to the head paragraph of Article 26 of the Company s Bylaws, through correspondence signed by the Chairman of the Board of Directors, Sergio Spinelli Silva Junior (Doc. 01).

Attendance:

The following members of the Company s Board of Directors were present: Messrs. Sergio Spinelli Silva Junior, Pedro Paulo Elejalde de Campos, Elemér André Suranyi, Kevin Michael Altit, José Luiz Guimarães Junior, Ricardo Ferraz Torres.

Presiding Board:

Chairman: Sergio Spinelli Silva Junior

Secretary: Filipe Laudo de Camargo

Agenda:

1. Deliberate on authorization for the Executive Board to execute all acts related to the First Addendum to the Indenture of the 5th Debenture Issue of Brasil Telecom S.A., with the objective of amending Clauses 4.2 (return earned by debenture holders) and V (mandatory acquisition by the issuer).

Resolutions:

Prior to the initial analysis of the Agenda, Board Members present unanimously approved the drawing up of the Minutes of this Board of Directors Meeting in summarized form, by operation of law, permitting the presentation of votes and protests, which will be received by the Presiding Board and filed at the Company s headquarters.

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Next, the Chairman declared that he has received Invitel S.A.'s (Invitel) Previous General Shareholders Meeting Minutes and Brasil Telecom Participações Previous General Shareholders Meeting Minutes held on December 1, 2008 (Docs. 02 and 03), which contain the voting instruction to be followed at this meeting by the members of the Company's Board of Directors elected on the nomination of Invitel.

Regarding the last item on the Agenda, approval was given to authorize the Executive Board to execute all acts related to the First Addendum to the Indenture of the 5th Issue, which represents the 4th public issue, of simple, unsecured, nonconvertible debentures in a single series, with additional security by Brasil Telecom Participações S.A., for Public Distribution, with the objective of amending Clauses 4.2 and the Indenture of the 5th Issue.

Closure:

With no further business to discuss, the minutes of this Board of Directors Meeting were drawn up, read and found in compliance by all present.

Brasília, December 1, 2008

Sergio Spinelli Silva Junior
Chairman

Filipe Laudo de Camargo
Secretary

The following members of the Company's Board of Directors were present:

Sergio Spinelli Silva Junior

Pedro Paulo Elejalde de Campos

Elemér André Suranyi

Kevin Michael Altit

José Luiz Guimarães Junior

Ricardo Ferraz Torres

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: December 1, 2008

BRASIL TELECOM PARTICIPAÇÕES S.A.

By: /s/ Paulo Narcélio Simões
Amaral

Name: Paulo Narcélio Simões
Amaral
Title: Chief Financial
Officer

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.
