

BRASIL TELECOM HOLDING CO  
Form 6-K  
March 24, 2006

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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 MARCH 23 , 2006**

**(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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*Free Translation*

**BRASIL TELECOM S.A.**

**Publicly Held Company**

Corporate Taxpayer Registration 76.535.764/0001-43  
Board of Trade 53 3 0000622 9

**BRASIL TELECOM PARTICIPAÇÕES S.A.**

**Publicly Held Company**

Corporate Taxpayer Registration 02.570.688/0001-70  
Board of Trade 53 3 0000581 8

**MATERIAL FACT**

**Brasil Telecom Participações S.A.** and **Brasil Telecom S.A.**, in compliance with Brazilian Securities and Exchange Commission's (CVM *Comissão de Valores Mobiliários*) Instruction 358 dated January 3, 2002, inform that they have filed in their headquarters, on March 23, 2006, Zain Participações S.A.'s Shareholders' Agreement celebrated on March 9, 2005 and its First Amendment, celebrated on June 29, 2005.

Brasília, March 23, 2006

**Charles Laganá Putz**

Chief Financial Officer and Investor Relations Officer

**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: March 23, 2006

**BRASIL TELECOM PARTICIPAÇÕES S.A.**

By:           /s/ Charles Laganá Putz          

Name: Charles Laganá Putz  
Title: Chief Financial  
Officer

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