

BRASIL TELECOM SA
Form 425
March 25, 2010

Filed by Tele Norte Leste Participações S.A.

Pursuant to Rule 425 of the Securities Act of 1933

Subject Company: Coari Participações S.A.

Commission File No.: 132-02657

Subject Company: Brasil Telecom S.A.

Commission File No.: 001-15256

THE FOLLOWING ARE MATERIALS MADE PUBLIC BY TELE NORTE LESTE PARTICIPAÇÕES S.A. AND TELEMAR NORTE LESTE S.A. RELATING TO THE PROPOSED MERGER OF SHARES BETWEEN COARI PARTICIPAÇÕES S.A. AND BRASIL TELECOM S.A. AND THE MERGER OF COARI PARTICIPAÇÕES S.A. WITH AND INTO TELEMAR NORTE LESTE S.A.

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Additional Information and Where to Find It:

This communication contains information with respect to:

the proposed merger of shares (*incorporação de ações*) between Coari Participações S.A. (Coari) and Brasil Telecom S.A. (Brasil Telecom); and

the proposed merger (*incorporação*) of Coari with and into Telemar Norte Leste S.A. (Telemar).

In connection with the proposed merger of shares between Coari and Brasil Telecom, Coari has filed with the U.S. Securities and Exchange Commission (the Commission) (1) a registration statement on Form F-4, containing a prospectus that was mailed to the shareholders of Brasil Telecom, and (2) other documents regarding the proposed merger of shares.

In connection with the proposed merger of Coari with and into Telemar, Telemar 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 Coari, and (2) other documents regarding the proposed merger.

We urge investors and security holders to carefully read the relevant prospectuses and other relevant materials when they become available as they will contain important information about the proposed share exchange and the proposed merger.

Investors and security holders will be able to obtain the documents filed with the Commission regarding the proposed share exchange and the proposed merger, when available, free of charge on the Commission's website at www.sec.gov or from the issuer of the relevant securities, Coari or Telemar, as applicable.

Special Note Regarding Forward-Looking Statements:

This communication contains certain forward-looking statements. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. The words anticipates, believes, estimates, expects, plans and similar expressions, as they relate to Tele Norte Leste Participações S.A. and Telemar, are intended to identify forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. 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. Undue reliance should not be placed on such statements. Forward-looking statements speak only for the date they are made.

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EXHIBITS

**Exhibit
Number**

Description of Document

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|---|--|
| 1 | Notice of Material Fact of Tele Norte Leste Participações S.A. and Telemar Norte Leste S.A., dated March 25, 2010. |
| 2 | Presentation dated March 24, 2010. |

TELE NORTE LESTE PARTICIPAÇÕES S.A.

CNPJ/MF No. 02.558.134/0001-58

NIRE 33.3.0026253-9

Public Company

TELEMAR NORTE LESTE S.A.

CNPJ/MF No. 33.000.118/0001-79

NIRE 33.3.0015258-0

Public Company

MATERIAL FACT

Pursuant to article 157, paragraph 4, of Law No. 6,404/76 and CVM Instruction No. 358/02, Tele Norte Leste Participações S.A. (TNL) and Telemar Norte Leste S.A. (TMAR) hereby disclose the following:

On this date, the Board of Directors of TMAR held a meeting in which the Directors examined and approved the proposal of new exchange ratios for the proposed corporate reorganization of Brasil Telecom S.A. (BrT) and TMAR, adjusted to reflect the modification of the provisions related to civil legal contingencies of BrT in connection with legal claims with respect to the rights of holders of Financial Interest Agreements. The new exchange ratios were proposed after the discussion of all relevant aspects of such ratios and also the analysis of a presentation prepared by Banco de Investimentos Credit Suisse (Brasil) S.A. which content is available at www.oi.net.br/ri and at the IPE System of the Brazilian Securities Commission, at www.cvm.gov.br.

Such exchange ratios are equivalent to 0.3955 common share of TMAR for each common share of BrT and 0.2191 class C preferred share of TMAR for each class preferred share of BrT, and represent the calculation basis to determine the number of shares of TMAR that current shareholders of BrT will receive in the event that all steps of the ongoing corporate reorganization are concluded.

The Board of Directors of TMAR also approved the submission of the new exchange ratios to the approval of the Board of Directors of BrT, under the condition that these ratios are later approved by the non-controlling holders of common and preferred shares of BrT.

After the new exchange ratios are examined by the Board of Directors of BrT, the shareholders meeting of BrT that will consider such exchange ratios will be convened within no more than 30 (thirty) days, in view of the acts necessary for the preparation of a public proxy solicitation process that is intended to be held in the markets in which shares of BrT are traded.

Rio de Janeiro, March 25, 2010

Alex Waldemar Zornig

Investors Relations Officer

