

BRASIL TELECOM SA  
Form 6-K  
February 18, 2009

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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 February 18, 2009**

**(Commission File No. 1-15256)**

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**BRASIL TELECOM S.A.**

*(Exact name of Registrant as specified in its Charter)*

**BRAZIL TELECOM 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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**BRASIL TELECOM S.A.**  
**MINUTES OF THE EXTRAORDINARY SHAREHOLDERS MEETING,**  
**Held on February 17, 2009 at 2:00 p.m.**

**Attendance:**

Shareholders representing more than 99% of the Company's voting capital were present.

**Agenda:**

1. Deliberate on the replacement of Board of Directors Members appointed by the controllers, with the election of new members to complement the mandate;
2. Deliberate on the election of the Chairman and the Vice-President of the Board of Directors; and
3. Deliberate on the replacement of Fiscal Board Members appointed by the holders of Common Shares, with the election of new members to complement the mandate.

**Resolutions:**

Regarding **item 1** of the agenda the present shareholders unanimously approved the replacement of Board of Directors Members appointed by Brasil Telecom Participações S.A. ( BTP ), electing the following members to complement the mandate:

**Effective Members**

José Mauro Mettrau Carneiro da Cunha  
João de Deus Pinheiro Macedo  
Eurico de Jesus Teles Neto  
José Augusto da Gama Figueira

**Alternate Members**

Maxim Medvedovski  
Pedro Jereissati  
Otávio Marques de Azevedo  
João José de Araújo Pereira Pavel

**Antonio Cardoso dos Santos** remained as a member of the Board of Directors, once he was elected by the preferred shareholders at the last Annual Shareholders' Meeting.

As for **item 2** of the day's agenda, the shareholder BTP proposed the election of Messrs. **José Mauro Mettrau Carneiro da Cunha** and **João de Deus Pinheiro Macedo** as Chairman and Vice-Chairman, respectively, of the Company's Board of Directors. This proposal was approved by the majority of the present shareholders.

In regard to **item 3** of the agenda, the majority of present shareholders elected the following persons as members of the Fiscal Council to complete the current term of office.

**Effective Members**

Aparecido Carlos Correia Galdino  
Allan Kardec de Melo Ferreira  
Eder Carvalho Magalhães

**Alternate Members**

Sidnei Nunes  
Dênis Kleber Gomide Leite  
Sergio Bernstein

**Ruy Flaks Schneider** remained as a member of the Fiscal Council, once he was elected by the preferred shareholders at the last Annual Shareholders' Meeting.

Pursuant to CVM Instruction 367, of May 29, 2002, the Chairman acknowledged the receipt of the résumés of the elected Board Members.

**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: February 18, 2009

**BRASIL TELECOM S.A.**

By:           /s/ Alex Waldemar Zornig          

Name: **Alex Waldemar  
Zornig**  
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.

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