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March 27, 2012

## VIA IBFS

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Room TW-B204  
445 12th Street, SW  
Washington, DC 20554

Attention: International Bureau, Policy Division

**Re: Brasil Telecom of America, Inc., Notification of Pro Forma Transfer**

Dear Secretary Dortch:

Brasil Telecom of America Inc. ("GlobeNet"), by its undersigned counsel submits this Notification of Pro Forma Transfer, pursuant to Section 1.767(g)(7) of the Commission's Rules, 47 C.F.R. § 1.767(g)(7).

GlobeNet holds the Atlantica-1 cable license and owns the GlobeNet Cable System, which links two cable landing stations on the East Coast of the United States with cable landing stations in Bermuda, Venezuela and Brazil. The GlobeNet Cable System has been licensed by the Commission.<sup>1</sup>

By this pro forma transfer filing, GlobeNet is providing the Commission notice of a corporate reorganization (the "Corporate Reorganization") whereby, GlobeNet's ultimate parent company, Telemar Participações S.A. ("TmarPart") authorized its controlled companies Tele Norte Leste Participações S.A. ("TNL"), Telemar Norte Leste S.A. ("TMAR"), Coari Participações S.A. ("Coari") and Brasil Telecom S.A. ("BRT", together with TNL, TMAR and Coari, the "Oi Companies")<sup>2</sup>, to conduct a series of related corporate transactions to simplify the organizational structure of the Oi Companies.

In particular, the Corporate Reorganization included the simultaneous share exchange of newly issued shares of Coari in exchange for currently outstanding

<sup>1</sup> See FCC File Nos. SCL-LIC-19990602-00010 and SCL-ASG-20030205-00004.

<sup>2</sup> All of the Oi Companies are companies organized under the laws of Brazil.

shares issued by TMAR and the merger of both Coari and TNL into BRT. BRT, which was subsequently renamed Oi S.A., now consolidates all of the current equity interests of the Oi Companies, and is the only one of the Oi Companies to have its shares listed on the BOVESPA market in Sao Paulo, Brazil and on the New York stock exchange.<sup>3</sup> Pre and post transaction charts are attached hereto as Exhibit A.

The Corporate Reorganization was governed by Brazilian law and was consummated on February 27, 2012.

The Corporate Reorganization greatly simplifies the corporate structure and governance of the Oi Companies, by eliminating administrative and operational costs and increasing liquidity for all shareholders. However, the Corporate Reorganization does not and will not affect the ultimate control of GlobeNet. After consummation of the Corporate Reorganization, TmarPart maintains the shareholding control of the Oi Companies and its operating subsidiaries, including GlobeNet.

For the following reasons, the Corporate Reorganization does not constitute a change of control of GlobeNet under Section 63.24 of the Commission's Rules, 47 C.F.R. § 63.24:

- The Corporate Reorganization merely simplifies the Oi Companies' corporate structure and does not result in a *de jure* or *de facto* change of control in GlobeNet. GlobeNet will continue to be controlled by the same shareholders that currently control the Company.
- The Corporate Reorganization does not involve an assignment of any license or a change in the day-to-day operations of GlobeNet.
- There will be no change in the services offered to customers or the rates of GlobeNet's services, and the Corporate Reorganization is completely transparent to GlobeNet's customers.

As required by Sections 1.767(g)(7) and 63.24(f)(2) of the Commission's Rules (47 C.F.R. §§ 1.767(g)(7) and 63.24(f)(2)), GlobeNet provides the following information required by 63.18(a) through (d) and (h) of the Commission's Rules (47 C.F.R. § 63.18):

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<sup>3</sup> Prior to the Corporate Reorganization, each of BRT, TMAR and TNL had its shares publicly traded on the BOVESPA market in Sao Paulo, Brazil and TNL also had its shares traded on the New York stock exchange.

1. Section 63.18(a): Name, address and telephone number of GlobeNet:

Brasil Telecom of America, Inc. FRN 0008377665  
5355 Town Center Road  
Suite 1105  
Boca Raton, FL 33486  
(561) 314-0500

2. Section 63.18(b): GlobeNet is a Delaware corporation.

3. Section 63.18(c): Correspondence concerning this filing should be sent to:

Ulises R. Pin  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006-1806  
(202) 373-6664 (Tel)  
(202) 373-6001 (Fax)  
u.pin@bingham.com

4. Section 63.18(d): GlobeNet operates the GlobeNet Cable System (FCC File Nos. SCL-LIC-19990602-00010 and SCL-ASG-20030205-00004).

5. Section 63.18(h): The name, address, citizenship and principal business activity of any person having a 10% or greater interest in GlobeNet is attached hereto as Exhibit B.

Other than as previously reported to the Commission, there are no interlocking officers or directors to report.

GlobeNet certifies that the Corporate Reorganization was *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the ultimate controlling shareholders of GlobeNet.

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Other than as previously reported to the Commission, there are no interlocking officers or directors to report.

GlobeNet certifies that the Corporate Reorganization was *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the ultimate controlling shareholders of GlobeNet.

Marlene H. Dortch, Secretary  
March 27, 2012  
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Please contact the undersigned at (202) 373-6664, if you have any questions or comments regarding this filing.

Respectfully submitted,



Ulises R. Pin

Counsel for Brasil Telecom of America, Inc.

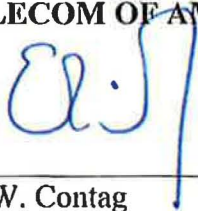
Attachments

cc: Andre Ferreira, Esq.

**CERTIFICATION**

On behalf of Brasil Telecom of America, Inc., I hereby certify that the foregoing Pro Forma Transfer Notification was prepared under my direction and control. I further certify that all statements therein are true, complete, and correct to the best of my knowledge and are made in good faith and that the Corporate Reorganization described therein was *pro forma* under the Commission's Rules. I certify under penalty of perjury that the foregoing is true.

**BRASIL TELECOM OF AMERICA, INC.**



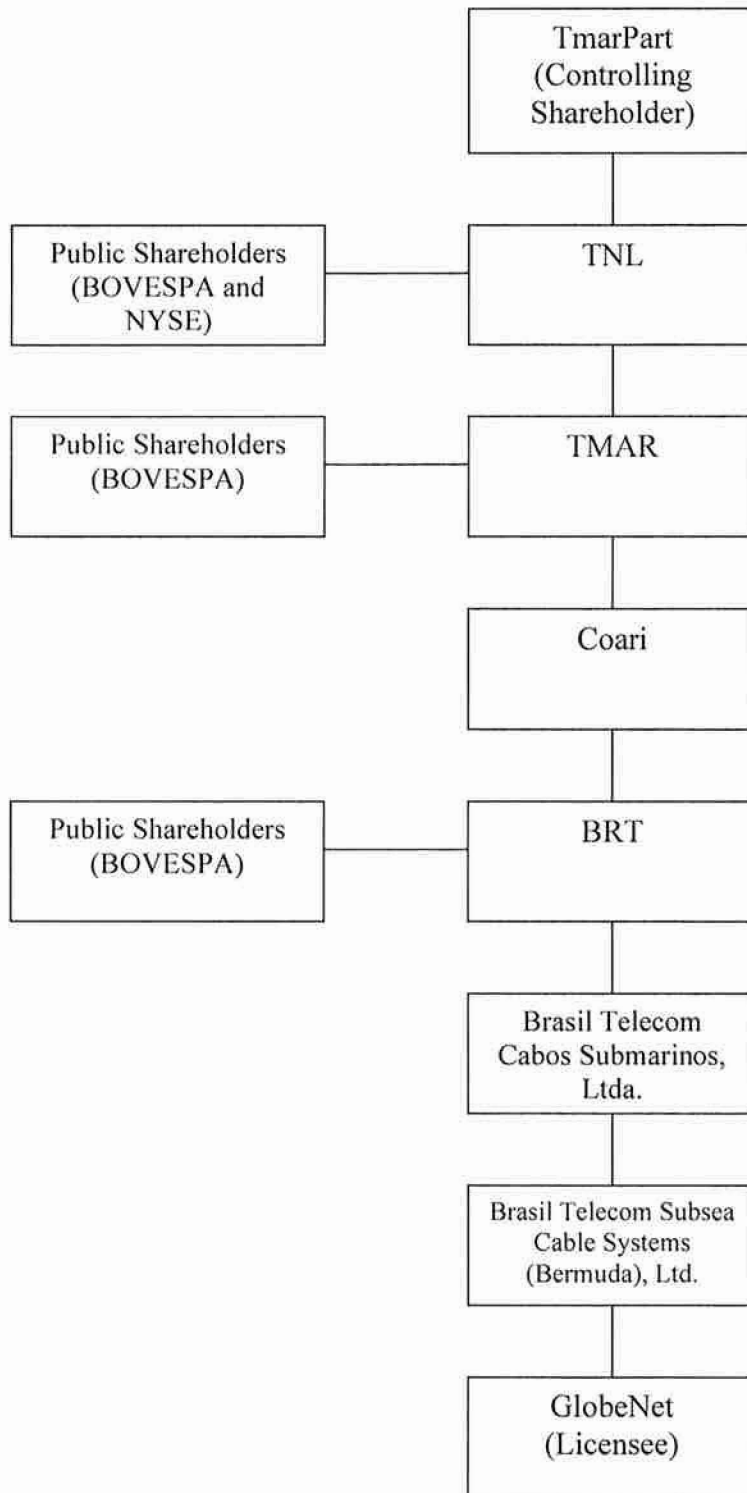
By: \_\_\_\_\_  
Name: Erick W. Contag  
Title: Chief Operating Officer  
Date: March 27<sup>th</sup>, 2012



**Exhibit A**

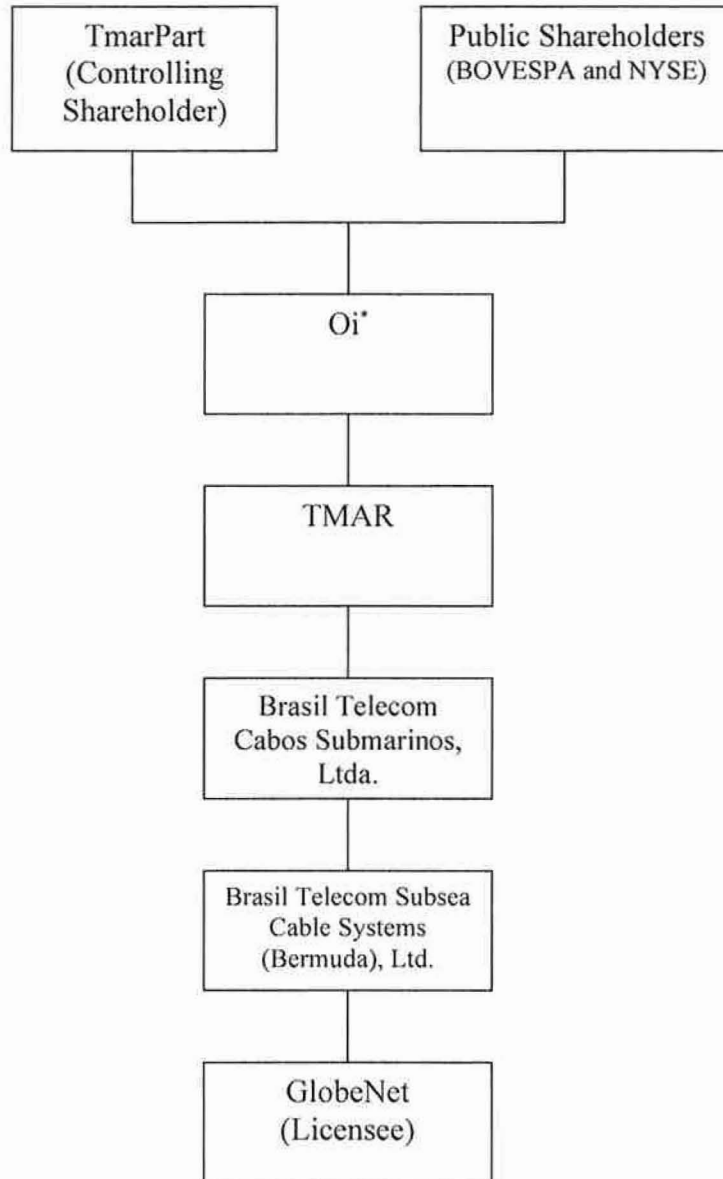
**Organizational Charts**

## Pre-Corporate Reorganization Structure





## Post-Corporate Reorganization Structure



## **Exhibit B**

### **Ownership Information**

After giving effect to the Corporate Reorganization, the ownership structure of GlobeNet is as follows<sup>4</sup>:

The following entity holds a 100% voting and equity interest in Licensee, GlobeNet:

Brasil Telecom Subsea Cable Systems (Bermuda) Ltd.  
Milner House, 18 Parliament Street  
Hamilton, HM 12, Bermuda  
Citizenship: Bermuda  
Principal Business: Telecommunications

The following entity holds a 100% voting and equity interest in Brasil Telecom Subsea Cable Systems (Bermuda) Ltd.:

Brasil Telecom Cabos Submarinos Ltda.  
Avenida Doutor Cardoso de Melo, 1184, 2nd.floor  
Sao Paulo, SP, Brazil – CEP: 04548-004  
Citizenship: Brazil  
Principal Business: Telecommunications

The following entity holds a 100% interest in Brasil Telecom Cabos Submarinos Ltda.:

Telemar Norte Leste S.A. (“TMAR”)  
Rua General Polidoro, 99, 5th floor, Botafogo  
Rio de Janeiro, RJ, Brazil – CEP: 22280-004  
Citizenship: Brazil  
Principal Business: Telecommunications

The following entity holds a 100% interest in TMAR:

Oi S.A. (“Oi”)  
Rua General Polidoro, 99, 5th floor, Botafogo  
Rio de Janeiro, RJ, Brazil – CEP: 22280-004  
Citizenship: Brazil  
Principal Business: Telecommunications

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<sup>4</sup> Ownership information provided in this Attachment B is as of February 27, 2012, and is the best information available to GlobeNet at this time. Given that shareholders are granted withdrawal and redemption rights under Brazilian law, there is the possibility of small fluctuations in the ownership information provided herein. However, such fluctuations, if any, are not expected to result in a change of control of GlobeNet. GlobeNet will provide the Commission final ownership information as soon as it becomes available.

Oi is a Brazilian corporation whose common and preferred shares are publicly traded on the BOVESPA market in Sao Paulo, Brazil and the New York Stock Exchange.

TmarPart has two classes of capital stock: common and preferred. TmarPart's shareholders are parties to shareholders' agreements that address, among other matters the election of the board of directors of Oi.

The following table sets forth information concerning the ownership of the common and preferred shares of TmarPart as of February 27<sup>th</sup>, 2012. TmarPart's preferred shares do not convey voting rights except in limited circumstances.

<b>TmarPart Shareholders</b>	<b>Common Shares %</b>	<b>Preferred Shares %</b>	<b>Total Shares %</b>
AG	19.356	0	19,350
LF TEL	19.356	0	19.350
BNDESPAR	13.050	100	13.080
Bratel Brasil S.A. (Portugal Telecom)	12.069	0	12.070
FASS	11.510	0	11.500
Previ	9.693	0	9.690
Petros	7.483	0	7.480
Funcef	7.483	0	7.480
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

TmarPart's shareholders hold indirect voting interests in GlobeNet of 6.60% (BNDES Participações S.A.); 5.82% (Fundação Atlântico de Seguridade Social); 9.79% (L.F. Tel S.A.); 9.79% (AG Telecom Participações S.A.), and 6.10% (Portugal Telecom SGP, S.A. ("Portugal Telecom")).

Set forth below are the names, business address, telephone numbers and brief descriptions of the 10% or higher shareholders of TmarPart. With the exception of Portugal Telecom, each of these entities is a company incorporated under the laws of Brazil.

## Business Description

### Name

<b>BNDES Participações S.A. (“BNDESPar”)</b>	BNDESPar, located at Avenida Chile 100, 22nd floor, Rio de Janeiro, RJ, Brazil, telephone +55 21 2172-7231, is a subsidiary of BNDES, a Brazilian government owned economic and social development bank linked to the Brazilian Ministry of Development, Industry and External Trade. The purpose of BNDESPar is: (i) to promote operations in order to capitalize ventures controlled by private groups, in conformity with BNDES’ plans and politics; (ii) to support companies which gather economical, technological and management efficiency conditions and moreover which demonstrate adequate investment return perspectives in terms and conditions compatible to its activity’s risk and nature; (iii) to support the development of new ventures, in which activities new technologies are incorporated; (iv) to contribute for the strengthening of the capital market through the increase of the securities offer and the democratization on the ownership of the companies capital; (v) to manage own and third parties securities portfolio.
<b>Fundação Atlântico de Seguridade Social (“FASS”)</b>	The company is controlled by Fundação Atlântico de Seguridade Social - de FASS, located at Rua Lauro Müller, 116, 18th floor, room 1807/1808, Rio de Janeiro, RJ, Brazil, telephone +55 21 3873-9277, a private pension fund created in 2004 and sponsored by TMAR. Its purpose is to manage and ensure the provision and maintenance of social security benefits of their participants.
<b>L.F. Tel S.A. (“LF”)</b>	LF. Located at Avenida Dr. Chucri Zaidan No. 920, 16th floor, São Paulo, SP, Brazil, telephone +55 11 3048-7270, is a subsidiary of La Fonte Telecom S.A., a holding company that is part of the Jereissati Group. LF’s principal asset is its equity interest in TmarPart. The Jereissati Group has investments in the commercial real estate sector in Brazil. It partially owns and manages nine shopping malls in the Southern and Southeastern regions of Brazil.
<b>AG Telecom Participações S.A. (“AG”)</b>	AG, located at Av. Do Contorno 8123, Belo Horizonte, Minas Gerais, Brazil, telephone +55-31-3290 6645, is a subsidiary of Andrade Gutierrez S.A. responsible for managing the telecommunications business of the Andrade Gutierrez Group. The conglomerate develops its activities focused on three core businesses: (a) engineering work in Brazil and abroad; (b) operating public concessions in Brazil, primarily highways and water treatment; and (c) telecommunications in Brazil.
<b>Portugal Telecom SGP, S.A.</b>	Portugal Telecom is the leading telecommunications provider in Portugal. As an operator with a strong national and international footprint, Portugal Telecom has a diversified business portfolio covering all segments of the telecommunications sector: wireline, mobile, multimedia, data and corporate solutions, strongly focused on the convergence of telecommunications with media and information technology areas. Portugal Telecom is headquartered

at Av. Fontes Pereira de Melo, 40, Lisbon, Portugal +351-21-500-2000.

Portugal Telecom's shares are widely held. Portugal Telecom is one of the most traded stock in Euronext Lisbon stock exchange, and it is also quoted on the New York Stock Exchange.

There are no other shareholders of TmarPart who directly or indirectly own 10% or more of TmarPart's equity and thus own 10% or more of GlobeNet's equity.