



**Embratel Participações S.A.**  
CNPJ/MF 02.558.124/0001-12  
N.I.R.E. 3330026237-7  
Publicly-held Company

### **MATERIAL FACT**

Embratel Participações S.A. (“Company”), in compliance with the provisions of Instruction no. 358/02 of the Stock Exchange Commission (“CVM”), announces to the public and to its shareholders that, in reference to the notice of material fact announced on May 8, 2006, the term referred to in §1 of article 4-A of Law no. 6,404/76 and article 24, item I and §1 of CVM Instruction no. 361/02, will begin as of the date following this notice of material fact, May 12, 2006.

A form of the Notice of Tender Offer and the Valuation Report may be consulted at the following addresses:

**COMISSÃO DE VALORES MOBILIÁRIOS**  
Rua Sete de Setembro, no. 111, 5<sup>th</sup> floor – “Centro de Consultas”  
Centro, Rio de Janeiro, RJ – 20050-901  
Rua Formosa, no. 367, 20<sup>th</sup> floor  
Centro, São Paulo, SP - 01049000  
[www.cvm.gov.br](http://www.cvm.gov.br)

**BOLSA DE VALORES DE SÃO PAULO - BOVESPA**  
Rua XV de Novembro, no. 275  
Centro, São Paulo, SP – 01013-001  
[www.bovespa.com.br](http://www.bovespa.com.br)

**TELÉFONOS DE MÉXICO, S.A DE C.V.**  
Parque Vía 198, Oficina 701  
Colonia Cuauhtémoc  
México, D.F., C.P. 06599  
[www.telmex.com](http://www.telmex.com)

**EMBRATEL PARTICIPAÇÕES S.A.**  
Rua Regente Feijó, no. 166, Office 1687-B  
Centro, Rio de Janeiro, RJ - 20060-060  
[www.embratel.com.br](http://www.embratel.com.br)

**UNIBANCO – UNIÃO DE BANCOS BRASILEIROS S.A.**  
Av. Eusébio Matoso, 891, 20<sup>th</sup> floor

Pinheiros, São Paulo, SP  
ZIP CODE: 05423-901  
[www.unibanco.com.br](http://www.unibanco.com.br)

Holders of the Company's shares and American Depositary Shares should read the statement related to the tender offer that the Company will file with the Securities and Exchange Commission ("SEC") in the United States, because it will contain important information. A Portuguese translation of this document will be filed with CVM. This material will also be available free of charge on the SEC's website at [www.sec.gov](http://www.sec.gov).

Rio de Janeiro, May 11, 2006

Embratel Participações S.A.  
Isaac Berensztein  
Investor Relations Officer