

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11  
: :  
NII Holdings, Inc., et al.,<sup>1</sup> : Case No. 14-12611 (SCC)  
: :  
Debtors. : (Jointly Administered)  
: :  
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**NOTICE OF DEADLINES FOR FILING OF PROOFS OF CLAIM**  
**(GENERAL BAR DATE IS DECEMBER 23, 2014 AT 5:00 p.m. (ET))**

**TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE  
DEBTOR ENTITIES LISTED BELOW:**

On November 13, 2014, the United States Bankruptcy Court for the Southern District of New York (the "Court") entered an order (Docket No. 218) (the "Bar Date Order") establishing certain deadlines for the filing of proofs of claim in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the "Debtors"):

<b>DEBTOR</b>	<b>CASE NUMBER</b>
NII Holdings, Inc.	No. 14-12611
Nextel International (Services), Ltd.	No. 14-12612
NII Capital Corp.	No. 14-12613
NII Aviation, Inc.	No. 14-12614
NII Funding Corp.	No. 14-12615
NII Global Holdings, Inc.	No. 14-12616

<sup>1</sup> The Debtors are comprised of the following thirteen entities (the last four digits of their respective U.S. taxpayer identification numbers follow in parentheses): NII Holdings, Inc. (1412); Nextel International (Services), Ltd. (6566); NII Capital Corp. (6843); NII Aviation, Inc. (6551); NII Funding Corp. (6265); NII Global Holdings, Inc. (1283); NII International Telecom S.C.A. (7498); NII International Holdings S.à r.l. (N/A); NII International Services S.à r.l. (6081); Airfone Holdings, LLC (1746); Nextel International (Uruguay), LLC (5939); McCaw International (Brazil), LLC (1850); and NII Mercosur, LLC (4079). The location of the Debtors' corporate headquarters and the Debtors' service address is: 1875 Explorer Street, Suite 1000, Reston, VA 20190.

DEBTOR	CASE NUMBER
NII International Holdings S.à r.l.	No. 14-12617
NII International Services S.à r.l.	No. 14-12618
NII International Telecom S.C.A.	No. 14-12619
McCaw International (Brazil), LLC	No. 14-12843
Nextel International (Uruguay), LLC	No. 14-12844
NII Mercosur, LLC	No. 14-12845
Airfone Holdings, LLC	No. 14-12846

By the Bar Date Order, the Court established **December 23, 2014** at 5:00 p.m. (ET) (the "General Bar Date"), as the bar date for filing proofs of claim in the Debtors' cases for claims against the Debtors that arose or are deemed to have arisen prior to the date on which each Debtor filed its chapter 11 petition (each, a "Petition Date").<sup>2</sup> As described below, the Bar Date Order also establishes different bar dates for other categories of claims. *Among other exceptions described below, the General Bar Date does not apply to the claims of any governmental unit.*

For your convenience, enclosed with this Notice is a proof of claim form, which identifies on its face the amount, nature and classification of your claim(s), if any, listed in the Debtors' schedules of assets and liabilities and statements of financial affairs filed in these cases (collectively, the "Schedules").

As used in this Notice, the term "entity" has the meaning given to it in section 101(15) of title 11 of the United States Code (the "Bankruptcy Code"), and includes all persons, estates, trusts and the United States trustee. As used in this Notice, the terms "person" and "governmental unit" have the meanings given to them in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term "claim" means, as to or against any of the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment,

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<sup>2</sup> September 15, 2014 is the Petition Date for (a) NII Holdings, Inc., (b) Nextel International (Services), Ltd., (c) NII Capital Corp., (d) NII Aviation, Inc., (e) NII Funding Corp., (f) NII Global Holdings, Inc., (g) NII International Holdings S.à r.l, (h) NII International Services S.à r.l. and (i) NII International Telecom S.C.A.

October 8, 2014 is the Petition Date for (a) Nextel International (Uruguay), LLC, (b) McCaw International (Brazil), LLC, (c) Airfone Holdings, LLC and (d) NII Mercosur, LLC.

whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

**Contact information for the Debtors' claims agent, Prime Clerk LLC, who is available to provide you with additional information regarding the filing of a proof of claim, is provided in section 9 below.**

## 1. THE BAR DATES

The Bar Date Order establishes the following bar dates for filing proofs of claim or requests for payment of certain administrative expenses in these cases (collectively, the "Bar Dates"):

- (a) The General Bar Date. Pursuant to the Bar Date Order, except as described below, all entities holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases are required to file proofs of claim by the General Bar Date (i.e., by **December 23, 2014** at 5:00 p.m. (ET)). *Except as otherwise provided below, the General Bar Date applies to all types of claims against the Debtors that arose prior to each Debtor's Petition Date (i.e., September 15, 2014 or October 8, 2014 (as explained in footnote 2 above), including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under sections 507(a)(4), 507(a)(5) and 503(b)(9) of the Bankruptcy Code) and unsecured nonpriority claims.*
- (b) The Rejection Bar Date. Pursuant to the Bar Date Order, any entity asserting claims against the Debtors arising from or relating to the rejection of executory contracts or unexpired leases, in accordance with section 365 of the Bankruptcy Code and pursuant to an order entered prior to the confirmation of a plan of reorganization in the applicable Debtor's chapter 11 case (any such order, a "Rejection Order"), or claims otherwise related to such rejected agreements, including (i) secured claims, unsecured priority claims and unsecured nonpriority claims that arose or are deemed to have arisen prior to an applicable Petition Date and (ii) administrative claims under section 503(b) of the Bankruptcy Code (collectively, "Rejection Damages Claims") are required to file proofs of claim by the later of (a) the General Bar Date and (b) 5:00 p.m. (ET) on the date that is thirty (30) days after the entry of the relevant Rejection Order. The later of these dates is referred to in this Notice as the "Rejection Bar Date." *For the avoidance of doubt, all prepetition and postpetition claims of any kind or nature arising from or relating to executory contracts or unexpired leases rejected by a Rejection Order must be filed by the Rejection Bar Date.*
- (c) The Amended Schedule Bar Date. Pursuant to the Bar Date Order, if, subsequent to the date of this Notice, a Debtor amends or supplements its Schedules to (i) reduce the undisputed, noncontingent and liquidated amount of a claim against the Debtor, (ii) change the nature or classification of a claim against a Debtor in a manner adverse to the scheduled creditor or (iii) add a new claim to the Schedules with respect to a party that was not previously served with notice of the Bar Dates,

the affected claimant is required to file a proof of claim or amend any previously-filed proof of claim in respect of the amended scheduled claim on or before the later of (i) the General Bar Date and (ii) 5:00 p.m. (ET) on the date that is thirty (30) days after the date that notice of the applicable amendment or supplement to the Schedules is served on the claimant. The later of these dates is referred to in this Notice as the "Amended Schedule Bar Date." By contrast, if an amendment to the Schedules improves the amount or treatment of a previously scheduled or filed claim, a claimant that previously was served with a notice of the Bar Dates is not permitted to file additional claims by the Amended Schedule Bar Date.

- (d) The Governmental Bar Date. Pursuant to the Bar Date Order, and consistent with Rule 3002(c)(1) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), all governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the Petition Date (including secured claims, unsecured priority claims and unsecured nonpriority claims) are required to file proofs of claim by **April 6, 2015** at 5:00 p.m. (ET) (the "Governmental Bar Date").
- (e) Nextel International Bar Date. Any entity asserting a claim against Nextel International (Uruguay), LLC ("Nextel International") relating to or arising from any grant by Nextel International from and after the Petition Date applicable to Nextel International of a lien on or security interest in any of its property must file a proof of claim in writing in accordance with the procedures described herein so that such proof of claim is actually received on or before 5:00 p.m. (ET) on the later of (a) the General Bar Date and (b)(i) the date that is thirty (30) days after the date on which the documents creating and perfecting such lien or security interest are delivered to such entity as authorized by an order of this Court or (ii) in the event no such order is granted, such other date as the Court shall determine (the "Nextel International Bar Date").

## **2. WHO MUST FILE A PROOF OF CLAIM**

Unless one of the exceptions described in Section 5 below applies, if you have a claim that arose or is deemed to have arisen prior to the Petition Date, you **MUST** file a proof of claim to vote on a chapter 11 plan or to share in distributions from the Debtors' bankruptcy estates. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Petition Date.

Except where the Rejection Bar Date, the Amended Schedule Bar Date, the Governmental Bar Date or the Nextel International Bar Date apply to establish a different deadline or one of the exceptions described in Section 5 below applies, the following entities must file proofs of claim on or before the General Bar Date:

- (a) any entity (i) whose prepetition claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as "disputed," "contingent" or

"unliquidated" and (ii) that desires to participate in any of these bankruptcy cases or share in any distribution in any of these bankruptcy cases; and

- (b) any entity that believes its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its claim allowed in a classification or amount other than that identified in the Schedules.

### 3. WHAT TO FILE

The Debtors are enclosing a proof of claim form for use in these cases, or you may use another proof of claim form that conforms substantially to Official Bankruptcy Form No. 10. If your claim is scheduled by the Debtors, the attached proof of claim form also sets forth: (a) the amount of your claim (if any) as scheduled by the Debtors; (b) the identity of the Debtor against which your claim is scheduled; (c) whether your claim is scheduled as disputed, contingent or unliquidated; and (d) whether your claim is scheduled as a secured claim, an unsecured priority claim, an unsecured nonpriority claim or an administrative claim arising under section 503(b)(9) of the Bankruptcy Code. You will receive a different proof of claim form for each claim scheduled in your name by the Debtors. You may utilize the proof of claim form(s) provided by the Debtors to file your claim. Additional proof of claim forms may be obtained at the following websites: <http://cases.primeclerk.com/nii> or [www.uscourts.gov/bkforms](http://www.uscourts.gov/bkforms).

All proof of claim forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. The proof of claim form must be written in English and be denominated in United States currency. You should attach to your completed proof of claim form any documents on which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

Except as otherwise set forth in the Bar Date Order, all entities asserting claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. In addition, any entity filing a proof of claim must identify on its proof of claim form the particular Debtor against which its claim is asserted. A list of the Debtors, together with their respective case numbers, is set forth above. Any claim filed in the joint administration case number (NII Holdings, Inc., Case No. 14-12611 (SCC)) or that otherwise fails to identify a Debtor shall be deemed as filed only against Debtor NII Holdings, Inc. If more than one Debtor is listed on the form, the proof of claim will be treated as filed only against the first listed Debtor.

Each entity asserting a Rejection Damages Claim with an administrative claim component must file, along with its proof of claim, a detailed statement describing the nature and basis of the portion of the Rejection Damages Claim asserting an administrative priority under section 503(b) of the Bankruptcy Code (the "Administrative Claim Supplement").

Under the Bar Date Order, the filing of a proof of claim form satisfies the procedural requirements for the assertion of any administrative priority claims under section 503(b)(9) of the Bankruptcy Code. Likewise, the filing of a proof of claim form, along with an attached Administrative Claim Supplement, if applicable, shall satisfy the procedural requirements for the assertion of a Rejection Damages Claim (including any administrative claim included therein). ***All other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and***

*shall not be deemed proper if made by proof of claim.* No deadline has been established for the filing of administrative claims other than (a) claims under section 503(b)(9) of the Bankruptcy Code and (b) any portion of a Rejection Damages Claim seeking administrative priority, which types of administrative claims must be filed by the General Bar Date and the Rejection Bar Date, respectively.

#### 4. WHEN AND WHERE TO FILE

All proofs of claim must be filed so as to be received **on or before the applicable Bar Date**, at the following address (the "NII Holdings Claims Processing Center"):

<b>BY MAIL:</b> NII Holdings Claims Processing Center c/o Prime Clerk LLC 830 3rd Avenue, 9th Floor New York, NY 10022	<b>BY CLAIMS AGENT'S WEBSITE:</b>  <a href="http://cases.primeclerk.com/nii">http://cases.primeclerk.com/nii</a>
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Proofs of claim will be deemed filed only when **actually received** by the NII Holdings Claims Processing Center on or before the applicable Bar Date. While Proofs of claim may NOT be delivered by facsimile or electronic mail transmission, proofs of claim may be filed electronically using the interface available on Prime Clerk's website at <http://cases.primeclerk.com/nii> under the link entitled "Submit a Claim." Any facsimile or electronic mail submissions will not be accepted and will not be deemed filed until a proof of claim is submitted by one of the methods described above.

Proof of claim forms will be collected from the NII Holdings Claims Processing Center, docketed and maintained by the Debtors' claims agent, Prime Clerk LLC ("Prime Clerk"). If you wish to receive acknowledgement of Prime Clerk's receipt of a proof of claim, you must submit by the applicable Bar Date and concurrently with submitting your original proof of claim (i) a copy of the original proof of claim and (ii) a self-addressed, postage prepaid return envelope. If you file a claim electronically on Prime Clerk's website, you will receive an email confirmation from Prime Clerk.

#### 5. WHO NEED NOT FILE A PROOF OF CLAIM

The Bar Date Order further provides that the following entities, whose claims otherwise would be subject to the General Bar Date, need not file proofs of claim:

- (a) Any entity that already has filed a signed proof of claim against the applicable Debtor(s) with Prime Clerk or the Clerk of the Bankruptcy Court for the Southern District of New York in a form substantially similar to Official Bankruptcy Form No. 10;
- (b) Any entity whose claim is listed on the Schedules if (i) the claim is not scheduled as "disputed," "contingent" or "unliquidated" and (ii) such entity agrees with the amount, nature and priority of the claim as set forth in the Schedules and (iii) such

entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;

- (c) A holder of a claim that previously has been allowed by order of the Court;
- (d) A holder of a claim that has been paid in full by any of the Debtors (or any other party);
- (e) A holder of a claim for which a specific deadline previously has been fixed by the Court;
- (f) Any Debtor or affiliate of a Debtor having a claim against another Debtor;
- (g) Any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code or any portion of a Rejection Damages Claim asserting administrative priority under section 503(b) of the Bankruptcy Code); and
- (h) Any entity whose claim is limited exclusively to the repayment of principal, interest and/or other applicable fees and charges (a "Debt Claim") pursuant to any of the indentures governing the NII Capital Notes and the International Telecom Notes (each as defined in the Freiman Declaration); provided, however, that the foregoing exclusions in this subparagraph shall not apply to any indenture trustee under any indenture applicable to the NII Capital Notes or the International Telecom Notes (collectively, the "Indenture Trustees"), which Indenture Trustees are required to file a proof of claim, on or before the General Bar Date, with respect to all of the Debt Claims arising under the applicable indentures; provided, however, any Indenture Trustee may also assert any other claim that is not a Debt Claim (an "Additional Claim"), including on behalf of its beneficial holders of bonds. Nothing herein shall limit the rights of any beneficial holder of NII Capital Notes or International Telecom Notes from asserting an Additional Claim arising out of or relating to any of the NII Capital Notes and/or the International Telecom Notes, on or before the General Bar Date.

**No Bar Date for Proofs of Interest.** Any entity holding an interest in any Debtor (an "Interest Holder"), which interest is based exclusively upon the ownership of common or preferred stock in a corporation, a membership interest in a limited liability corporation or partnership or warrants or rights to purchase, sell or subscribe to such a security or interest (any such security or interest being referred to in this Notice as an "Interest"), need not file a proof of interest on or before the General Bar Date; provided, however, that Interest Holders who wish to assert claims against any of the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of the Interest, must file proofs of claim on or before the General Bar Date, unless another exception identified in this Notice applies. The Debtors have reserved the right to establish at a later time a bar date requiring Interest Holders to file proofs of interest. If such bar date is established, Interest Holders will be notified of the bar date for filing proofs of interest at the appropriate time.

## **6. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

As described in Section 1 above, any entity wishing to assert a Rejection Damages Claim must file a proof of claim for any prepetition or postpetition damages caused by such rejection, or any other prepetition or postpetition claims of any kind or nature whatsoever relating to the rejected agreement, by the Rejection Bar Date.

## **7. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE**

**ANY ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM WITH RESPECT TO A PARTICULAR CLAIM AGAINST A DEBTOR, BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE DESCRIBED IN THIS NOTICE, SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM THE FOLLOWING:**

**(A) ASSERTING ANY CLAIM AGAINST SUCH DEBTOR(S) OR ITS OR THEIR ESTATES OR PROPERTY THAT (I) IS IN AN AMOUNT THAT EXCEEDS THE AMOUNT, IF ANY, THAT IS IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH ENTITY AS UNDISPUTED, NONCONTINGENT AND LIQUIDATED OR (II) IS OF A DIFFERENT NATURE OR A DIFFERENT CLASSIFICATION THAN ANY CLAIM IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH ENTITY (ANY SUCH CLAIM BEING REFERRED TO IN THIS NOTICE AS AN "UNSCHEDULED CLAIM"); (B) VOTING UPON, OR RECEIVING DISTRIBUTIONS UNDER, ANY CHAPTER 11 PLAN IN THESE CHAPTER 11 CASES IN RESPECT OF AN UNSCHEDULED CLAIM; OR (C) WITH RESPECT TO ANY ADMINISTRATIVE PRIORITY CLAIM COMPONENT OF ANY REJECTION DAMAGES CLAIM, ASSERTING ANY SUCH PRIORITY CLAIM AGAINST THE DEBTORS OR THEIR ESTATES OR PROPERTY.**

## **7. THE DEBTORS' SCHEDULES AND ACCESS THERETO**

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors' Schedules. To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim form(s) regarding the nature, amount and status of your claim(s). If you received post-petition payments from the Debtors (as authorized by the Court) on account of your claim, the information on the enclosed proof of claim form may reflect the net remaining amount of your claims. If the Debtors believe that you may hold claims against more than one Debtor, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your claim against one Debtor, as listed in the Schedules.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. However, you may rely on the enclosed form, which sets forth (a) the amount of your claim (if any) as scheduled, (b) identifies the Debtor against which your claim is scheduled, (c) specifies whether your claim is listed in the Schedules as disputed, contingent or unliquidated and (d) identifies whether your claim is scheduled as a secured, unsecured priority or unsecured nonpriority claim.

As described above, if you agree with the nature, amount and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the



Debtor specified by the Debtors in the Schedules, and if your claim is not described in the Schedules as "disputed," "contingent" or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

## **8. RESERVATION OF RIGHTS**

The Debtors reserve the right to (a) dispute, or to assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, priority, classification or otherwise; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules. Nothing contained in this Notice shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

## **9. ADDITIONAL INFORMATION**

Copies of the Debtors' Schedules, the Bar Date Order and other information and documents regarding the Debtors' chapter 11 cases are available for inspection free of charge on Prime Clerk's website at <http://cases.primeclerk.com/nii>. The Schedules and other filings in the Debtors' chapter 11 cases also are available for a fee at the Court's website at <http://ecf.nysb.uscourts.gov>. A login identification and password to the Court's Public Access to Court Electronic Records system ("PACER") are required to access this information and can be obtained through the PACER Service Center at [www.pacer.gov](http://www.pacer.gov). Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 8:30 a.m. and 5:00 p.m. (ET), Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, New York, NY 10004-1408.

**If you require additional information regarding the filing of a proof of claim, you may contact Prime Clerk toll-free at (844) 224-1140, or (917) 962-8496 for international callers, between 9:00 a.m. and 7:00 p.m. (ET).** You also may contact the Debtors' claims agent by writing to:

NII Holdings Claims Processing Center  
c/o Prime Clerk LLC  
830 3rd Avenue, 9th Floor  
New York, NY 10022

**A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.**

Dated: November 17, 2014  
New York, New York

**BY ORDER OF THE COURT**

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ATTORNEYS FOR DEBTORS  
AND DEBTORS IN POSSESSION