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

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In re	: Chapter 11
NII Holdings, Inc. <u>et al.</u> , ¹	: Case No. 14-12611 (SCC)
Debtors.	: (Jointly Administered)
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**NOTICE OF AGENDA OF MATTERS
SCHEDULED FOR HEARING ON DECEMBER 18, 2014**

Time of Hearing: 11:00 a.m. (prevailing Eastern Time).
Location of Hearing: Courtroom of the Honorable Shelley C. Chapman, United States
Bankruptcy Court for the Southern District of New York,
One Bowling Green, Courtroom 623, New York, New York 10004

¹ 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 800, Reston, VA 20190.

UNCONTESTED MATTERS

1. Motion of Debtors and Debtors in Possession, Pursuant to Sections 345, 363(c)(1), 364 and 503(b)(1) of the Bankruptcy Code, for Interim and Final Orders: (A) Approving the Continued Use of the Debtors' Cash Management System, Bank Accounts and Business Forms; (B) Granting a Waiver of the Requirements of Section 345(B) and Certain of the U.S. Trustee's Operating Guidelines; (C) Permitting Continued Inter-Debtor and Intercompany Transactions; and (D) Authorizing Banks to Honor Certain Transfers and Charge Certain Fees and Other Amounts [Docket No. 12; Affidavit of Service Docket No. 24]

Status: The hearing on this matter is going forward. If the Debtors are able to reach a consensual resolution before the current objection deadline, the Debtors intend to submit an agreed form of order to the Court at the hearing. If a consensual resolution is not reached by the current objection deadline, the Debtors intend to adjourn the hearing on this matter to December 23, 2014 at 11:00 a.m. (ET) and further extend the objection deadline for the Creditors' Committee and the Ad Hoc Committee of LuxCo Bondholders until December 19, 2014 at 12:00 p.m. (ET).

Objection Deadline: By agreement of the parties, the objection deadline for the Creditors' Committee and the Ad Hoc Committee of LuxCo Bondholders has been extended to **December 17, 2014 on or before 5:00 p.m. (ET).**

Related Documents:

- A. Interim Order, Pursuant to Sections 345, 363(c)(1), 364 and 503(b)(1) of the Bankruptcy Code, (A) Approving the Continued Use of the Debtors' Cash Management System, Bank Accounts and Business Forms; (B) Granting a Waiver of the Requirements of Section 345(B) and Certain of the U.S. Trustee's Operating Guidelines; (C) Permitting Continued Inter-Debtor and Intercompany Transactions; and (D) Authorizing Banks to Honor Certain Transfers and Charge Certain Fees and Other Amounts [Docket No. 38; Affidavit of Service Docket No. 51]
- B. Second Interim Order, Pursuant to Sections 345, 363(c)(1), 364 and 503(b)(1) of the Bankruptcy Code, (A) Approving the Continued Use of the Debtors' Cash Management System, Bank Accounts and Business Forms; (B) Granting a Waiver of the Requirements of Section 345(B) and Certain of the U.S. Trustee's Operating Guidelines; (C) Permitting Continued Inter-Debtor and Intercompany Transactions; and (D) Authorizing Banks to Honor Certain Transfers and Charge Certain Fees and Other Amounts [Docket No. 95]
- C. Third Interim Order, Pursuant to Sections 345, 363(c)(1), 364 and 503(b)(1) of the Bankruptcy Code, (A) Approving the Continued Use of the Debtors' Cash Management System, Bank Accounts and Business Forms; (B) Granting a Waiver of the Requirements of Section 345(B) and Certain of the U.S. Trustee's

Operating Guidelines; (C) Permitting Continued Inter-Debtor and Intercompany Transactions; and (D) Authorizing Banks to Honor Certain Transfers and Charge Certain Fees and Other Amounts [Docket No. 209]

- D. Notice of Adjournment of Final Hearing Scheduled for November 13, 2014 [Docket No. 206; Affidavit of Service Docket No. 223]

Objections Received: None to date.

2. Motion for an Order Authorizing the Debtors and Debtors in Possession to Purchase Run-Off Director & Officer Liability Insurance and to Pay Premiums Associated with Therewith [Docket No. 254; Affidavit of Service Docket No. 261]

Status: The hearing on this matter is going forward. At the hearing, the Debtors intend to submit to the Court an order approving this motion.

Objection Deadline: December 11, 2014 on or before 4:00 p.m. (ET).

Related Documents: None to date.

- A. Notice of Motion for an Order Authorizing the Debtors and Debtors in Possession to Purchase Run-Off Director & Officer Liability Insurance and to Pay Premiums Associated Therewith [Docket No. 255]

Objections Received: None to date.

3. Motion of Debtors and Debtors in Possession for an Order Modifying the Requirements of Rule 2015.3 of the Federal Rules of Bankruptcy Procedure [Docket No. 258; Affidavit of Service Docket No. 272]

Status: The hearing on this matter is going forward. At the hearing, the Debtors intend to submit to the Court an agreed form of order approving this motion.

Objection Deadline: By agreement of the parties, the objection deadline for the Creditors' Committee was extended to December 11, 2014 on or before 4:00 p.m. (ET).

Related Documents: None to date.

Objections Received: None to date.

ADJOURNED MATTERS

4. Motion for Order Extending the Automatic Stay to Claims Against Certain of the Debtors' Officers Pursuant to Sections 105 and 362 of the Bankruptcy Code [Docket No. 251; Affidavit of Service Docket No. 256]

Status: By agreement of the parties, the hearing on this matter will be adjourned to December 23, 2014 at 11:00 a.m. (ET).

Objection Deadline: By agreement of the parties, the objection deadline for counsel for the lead plaintiffs in the Securities Litigation is extended to **December 18, 2014 on or before 4:00 p.m. (ET)**.

Related Documents: None to date.

Objections Received: None to date.

5. Motion of Debtors and Debtors in Possession for Entry of an Order Approving (I) Their Key Employee Incentive Plan, (II) Cash Bonus Incentive Payments for Certain Employees and (III) Potential Severance Payments to Certain Employees [Docket No. 260; Affidavit of Service Docket No. 272]

Status: At the direction of the Court, the hearing on this matter will be adjourned to December 23, 2014 at 11:00 a.m. (ET).

Objection Deadline: By agreement of the parties, the objection deadline for the Creditors' Committee and the Ad Hoc Committee of LuxCo Bondholders is extended to **December 17, 2014 on or before 9:00 a.m. (ET)**.

Related Documents: None to date.

Objections Received:

- A. Opposition filed by Robert Carter Knobel [Docket No. 287]
- B. Objection Of The United States Trustee To Motion Of Debtors And Debtors In Possession For Entry Of An Order Approving (I) Their Key Employee Incentive Plan, (II) Cash Bonus Incentive Payments For Certain Employees And (III) Potential Severance Payments To Certain Employees [Docket No. 297]
- C. Amended Objection Of The United States Trustee To Motion Of Debtors And Debtors In Possession For Entry Of An Order Approving (I) Their Key Employee Incentive Plan, (II) Cash Bonus Incentive Payments For Certain Employees And (III) Potential Severance Payments To Certain Employees [Docket No. 298]

Dated: December 16, 2014
New York, New York

Respectfully submitted,

/s/ Lisa Laukitis

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