

JONES DAY  
222 East 41st Street  
New York, New York 10017  
Telephone: (212) 326-3939  
Facsimile: (212) 755-7306  
Scott J. Greenberg  
Lisa Laukitis

- and -

JONES DAY  
North Point  
901 Lakeside Avenue  
Cleveland, Ohio 44114  
Telephone: (216) 586-3939  
Facsimile: (216) 579-0212  
David G. Heiman (admitted *pro hac vice*)  
Carl E. Black (admitted *pro hac vice*)

Attorneys for Debtors  
and Debtors in Possession

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

-----X	
	:
In re:	: Chapter 11
	:
NII Holdings, Inc., <u>et al.</u> , <sup>1</sup>	: Case No. 14-12611 (SCC)
	:
Debtors.	: (Jointly Administered)
	:
-----X	

**NOTICE OF AMENDMENT TO SCHEDULES  
OF ASSETS AND LIABILITIES OF NII HOLDINGS, INC.**

<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 800, Reston, VA 20190.

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. On October 15, 2014 and October 31, 2014, each of the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed their respective Schedules of Assets and Liabilities (collectively, the "Schedules").

2. On October 31, 2014, Debtor NII Holdings, Inc. ("NII Holdings") amended its Schedules by filing an amendment to Schedule F [Docket No. 169] (the "First Amendment").

3. NII Holdings hereby further amends its schedules of liabilities by filing an amendment to Schedule E in the form attached hereto as Exhibit A (the "Second Amendment"). Each of the claims identified on this Second Amendment is a claim that the Debtors previously identified in Schedule E as disputed, contingent and/or unliquidated in an undetermined amount. In light of NII Holdings' recently completed third quarter, the Second Amendment amends NII Holdings' Schedule E to schedule such claims as undisputed, non-contingent and liquidated and assigns to each claim its verified amount based on NII Holdings' assessment of amounts owed to certain former employees under the terms of the Debtors' severance plan. The Second Amendment should be read in conjunction with the remainder of the Schedules, including the First Amendment, and the notes contained therein.

4. Consistent with the Court's Order, Pursuant to Sections 105, 501 and 503 of the Bankruptcy Code, Bankruptcy Rules 2002 and 3003(c)(3) and Local Bankruptcy Rule 3003-1, Establishing Bar Dates for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof [Docket No. 218] ("Bar Date Order"), the Debtors are providing each of the claimants identified on this Second Amendment to Schedule E with notice of this

amendment, along with information regarding how to file a proof of claim, if deemed necessary,  
by the Amended Schedule Bar Date (as defined in the Bar Date Order).

5. The Debtors reserve their right to further amend or supplement their  
Schedules as they deem necessary or appropriate.

Dated: December 17, 2014  
New York, New York

Respectfully submitted,

/s/ Lisa Laukitis  
\_\_\_\_\_  
Scott J. Greenberg  
Lisa Laukitis  
JONES DAY  
222 East 41st Street  
New York, New York 10017  
Telephone: (212) 326-3939  
Facsimile: (212) 755-7306

- and -

David G. Heiman (admitted *pro hac vice*)  
Carl E. Black (admitted *pro hac vice*)  
JONES DAY  
North Point  
901 Lakeside Avenue  
Cleveland, Ohio 44114  
Telephone: (216) 586-3939  
Facsimile: (216) 579-0212

ATTORNEYS FOR DEBTORS AND  
DEBTORS IN POSSESSION

**EXHIBIT A**

# United States Bankruptcy Court

Southern District Of New York

In re NII Holdings, Inc.,  
 Debtor

Case No. 14-12611 (SCC)

Chapter 11

## SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes - Previously Filed	0	\$ 0.00		
B - Personal Property	Yes - Previously Filed	0	\$ 1,216,071,340.65 + Undetermined Amounts		
C - Property Claimed as Exempt	No				
D - Creditors Holding Secured Claims	Yes - Previously Filed	0		\$ 0.00 + Undetermined Amounts	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	5		\$ 172,270.87	
F - Creditors Holding Unsecured Nonpriority Claims	Yes - Previously Filed	0		\$ 3,068,103,749.69 + Undetermined Amounts	
G - Executory Contracts and Unexpired Leases	Yes - Previously Filed	0			
H - Codebtors	Yes - Previously Filed	0			
I - Current Income of Individual Debtor(s)	No				\$ N/A
J - Current Expenditures of Individual Debtors(s)	No				\$ N/A
<b>TOTAL</b>		5	\$ 1,216,071,340.65 +Undetermined Amounts	\$ 3,068,276,020.56 +Undetermined Amounts	

B6E (Official Form 6E) (04/13)

In re NII Holdings, Inc.,  
Debtor

Case No. 14-12611 (SCC)  
(if known)

### SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112. and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

#### TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

**Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

**Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

**Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

**Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

B6E (Official Form 6E) (04/13) – Cont.

In re NII Holdings, Inc.,  
Debtor

Case No. 14-12611 (SCC)  
(if known)

**Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

**Deposits by individuals**

Claims of individuals up to \$2,775\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

**Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

**Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

**Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amounts are subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

3 continuation sheets attached

B6E (Official Form 6E) (04/10) – Cont.

In re NII Holdings, Inc.,  
Debtor

Case No. 14-12611 (SCC)  
(if known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTER	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
Account No. AIKEN, JEROLD P ADDRESS ON FILE			Bonus Claim				\$12,328.28	\$12,328.28	\$0.00
Account No. ARCINIEGA, SUSANA ADDRESS ON FILE			Bonus Claim				\$8,977.29	\$8,977.29	\$0.00
Account No. CHANDLER, JEFFREY ADDRESS ON FILE			Bonus Claim				\$13,742.44	\$12,475.00	\$1,267.44
Account No. DALEY, JOHN M ADDRESS ON FILE			Bonus Claim				\$13,852.48	\$12,475.00	\$1,377.48
Sheet no. <u>1</u> of <u>3</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims							\$ 48,900.49	\$ 46,255.57	\$ 2,644.92
Subtotals ► (Totals of this page)									
Total ► (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)							\$		
Totals ► (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)								\$	\$



B6E (Official Form 6E) (04/13) – Cont.  
 In re NII Holdings, Inc.,

Debtor

Case No. 14-12611 (SCC)

(if known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
 (Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBITER	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
Account No. JAN, IMRAN ADDRESS ON FILE			Bonus Claim				\$11,840.40	\$11,840.40	\$0.00
Account No. KOUJNETI, NABIL ADDRESS ON FILE			Bonus Claim				\$9,577.92	\$9,577.92	\$0.00
Account No. MCELROY, DONALD ADDRESS ON FILE			Bonus Claim				\$12,430.38	\$12,430.38	\$0.00
Account No. MCGUINNESS, MARY FRANCES ADDRESS ON FILE			Bonus Claim				\$12,815.24	\$12,475.00	\$340.24
Sheet no. <u>2</u> of <u>3</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims							\$ 46,663.94	\$ 46,323.70	\$ 340.24
Subtotals ▶ (Totals of this page)									
Total ▶ (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)							\$		
Totals ▶ (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)								\$	\$

**Amended 12/17/2014**

B6E (Official Form 6E) (04/13) – Cont.

In re NII Holdings, Inc.,  
Debtor

Case No. 14-12611 (SCC)  
(if known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTER	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
Account No. MCAHON, JOHN ADDRESS ON FILE			Bonus Claim				\$38,981.25	\$12,475.00	\$26,506.25
Account No. SANTORO, GREGORY J ADDRESS ON FILE			Bonus Claim				\$24,964.99	\$12,475.00	\$12,489.99
Account No. TAFT, PETER D ADDRESS ON FILE			Bonus Claim				\$12,760.20	\$12,475.00	\$285.20
Account No.									
Sheet no. <u>3</u> of <u>3</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims	Subtotals ▶ (Totals of this page)						\$ 76,706.44	\$ 37,425.00	\$ 39,281.44
Total ▶ (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)							\$ 172,270.87		
Totals ▶ (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)								\$ 130,004.27	\$ 42,266.60

In Re : NII Holdings, Inc.

Case No. 14-12611 (SCC)

# DECLARATION CONCERNING DEBTOR'S SCHEDULES

## DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of \_\_\_\_ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date \_\_\_\_\_

Signature: \_\_\_\_\_  
Debtor

Date \_\_\_\_\_

Signature: \_\_\_\_\_  
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

## DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any,  
of Bankruptcy Petition Preparer

Social Security No.  
( Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X \_\_\_\_\_  
Signature of Bankruptcy Petition Preparer

\_\_\_\_\_  
Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document, unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

## DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Treasurer, Vice President - Corp. Dev. & Inv. Relations [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the Corporation [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 6 sheets (Total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date 12/17/2014

Signature : \s\ Daniel E. Freiman

Daniel E. Freiman  
[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.