

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

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In re: : Chapter 11  
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NII Holdings, Inc., et al.,<sup>1</sup> : Case No. 14-12611 (SCC)  
:  
Debtors. : (Jointly Administered)  
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**ORDER, PURSUANT TO SECTION 105 OF THE  
BANKRUPTCY CODE, CONFIRMING THE PROTECTIONS  
OF SECTIONS 362, 365 AND 525 OF THE BANKRUPTCY CODE**

This matter coming before the Court on the Motion of Debtors and Debtors in Possession, Pursuant to Section 105 of the Bankruptcy Code, Confirming the Protections of Sections 362, 365 and 525 of the Bankruptcy Code (the "Motion"),<sup>2</sup> filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Motion and the Freiman Declaration and having considered the statements of counsel with respect to the Motion at a hearing before the Court (the "Hearing"); and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (c) notice of the Motion and the Hearing was sufficient under the circumstances and (d) the requested relief confirms the protections of sections 362, 365 and 525 of the Bankruptcy Code; and the Court having

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<sup>1</sup> The Debtors are comprised of the following nine 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); and NII International Services S.à r.l. (6081). The location of the Debtors' corporate headquarters and the Debtors' service address is: 1875 Explorer Street, Suite 1000, Reston, VA 20190.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

determined that the legal and factual bases set forth in the Motion and the Freiman Declaration and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Pursuant to section 362 of the Bankruptcy Code, all persons (including individuals, partnerships, corporations and all those acting for or on their behalf) and all foreign or domestic governmental units (and all those acting for or on their behalf) are hereby stayed, restrained and enjoined from:
  - (a) commencing or continuing (including the issuance or employment of process) any judicial, administrative or other action or proceeding (including, but not limited to, any bankruptcy, liquidation, suspension of payments or any and all other similar proceedings in a foreign jurisdiction) against the Debtors that was or could have been commenced before the commencement of any of their chapter 11 cases;
  - (b) recovering a claim against any of the Debtors that arose before the commencement of any of their chapter 11 cases;
  - (c) enforcing, against the Debtors or against property of their estates wherever located, a judgment or order obtained before the commencement of any of their chapter 11 cases;
  - (d) taking any action to obtain possession of property of the Debtors' estates or to exercise control over property of their estates wherever located or interfere in any way with the conduct by the Debtors of their business, including, without limitation, attempts to seize or reclaim any equipment, supplies or other assets the Debtors use in their business;
  - (e) taking any action to create, perfect or enforce any lien against property of any of the Debtors, to the extent that such lien secures a claim that arose before the commencement of any of the Debtors' chapter 11 cases;
  - (f) taking any action to collect, assess or recover a claim against any of the Debtors that arose before the commencement of any of their chapter 11 cases; and

- (g) offsetting any debt owing to any of the Debtors that arose before the commencement of any of their chapter 11 cases against any claim against any of the Debtors.

3. All persons and all foreign and domestic governmental units, and all those acting on their behalf, including sheriffs, marshals, constables and other or similar law enforcement officers and officials are stayed, restrained and enjoined from in any way seizing, attaching, foreclosing upon, levying against or in any other way interfering with any and all property of any of the Debtors, wherever located.

4. Pursuant to 365 of the Bankruptcy Code, all persons (including individuals, partnerships, corporations and all those acting for or on their behalf) and all foreign or domestic governmental units (and all those acting for or on their behalf) are hereby prohibited from modifying or terminating any executory contract or unexpired lease, or any right or obligation under such contract or lease, at any time after the commencement of the Debtors' chapter 11 cases solely because of a provision in such contract or lease that is conditioned on:

- (a) the insolvency or financial condition of any Debtor at any time before the closing of the Debtors' chapter 11 cases; or
- (b) the commencement of the Debtors' chapter 11 cases.

5. This Order shall not affect the substantive rights of any party, nor create any rights, defenses or arguments not otherwise available under applicable law. Specifically, this Order shall not affect the exceptions contained in sections 362(b), 365(b)(4) and 365(e)(2) of the Bankruptcy Code or the right of any party in interest to seek relief from the automatic stay in accordance with section 362(d) of the Bankruptcy Code or with respect to an unexpired lease or executory contract under section 365 of the Bankruptcy Code.

6. Pursuant to section 525 of the Bankruptcy Code, all foreign and domestic governmental units are prohibited and enjoined from: (a) denying, revoking, suspending or

refusing to renew any license, permit, charter, franchise or other similar grant to the Debtors;  
(b) placing conditions upon such a grant to the Debtors; or (c) discriminating against the Debtors  
with respect to such a grant, solely because the Debtors are debtors under the Bankruptcy Code,  
may have been insolvent before the commencement of these chapter 11 cases or are insolvent  
during the pendency of these chapter 11 cases.

7. This Court shall retain jurisdiction to hear and determine all matters  
arising from or related to this Order.

Dated: September 16, 2014  
New York, New York

/S/ Shelley C. Chapman  
UNITED STATES BANKRUPTCY JUDGE