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

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|---|---|
| In re: | Chapter 15 |
| Oi Brasil Holdings Coöperatief U.A., | Case No. 17-11888 (SHL) |
| Debtor in a Foreign Proceeding. | |

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| In re: | Chapter 15 |
| Oi Brasil Holdings Coöperatief U.A., | Case No. 16-11794 (SHL) |
| Debtor in a Foreign Proceeding. | |

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|---|---|
| In re: | Chapter 15 |
| OI S.A., et al., [1] | Case No. 16-11791 (SHL) |
| Debtors in a Foreign Proceeding. | (Jointly Administered) |

[1] The debtors in the chapter 15 cases that currently are jointly administered and the four identifying digits of the tax number of each are: Oi S.A. (5.764); Telemar Norte Leste S.A. (0.118); Oi Brasil Holdings Coöperatief U.A. (8518); and Oi Móvel S.A. (3.963).

**INTERNATIONAL BONDHOLDER COMMITTEE'S UNOPPOSED MOTION TO EXCEED PAGE LIMIT IN CONNECTION WITH ITS REPLY IN SUPPORT OF THE PETITION AND MOTION OF JASPER R. BERKENBOSCH**

The International Bondholder Committee (the "**IBC**") respectfully files this unopposed motion (the "**Motion**") to exceed the page limit set forth in the Chambers Rules of the Honorable Sean H. Lane (the "**Chambers Rules**") by 20 pages, for a total of 40 pages, with respect to the IBC's Reply in Support of the Petition and Motion of Jasper R. Berkenbosch and in Opposition to the Objections Filed by Oi, S.A. and the Purported Foreign Representative of the Brazilian RJ Proceeding and by the Ad Hoc Steering Committee (the "**Reply**"). In support of this Motion, the IBC submits as follows:

## BACKGROUND

1. Under the Chambers Rules, reply briefs shall not exceed 20 pages in length, except as permitted by the Court.

2. At a scheduling conference held on August 21, 2017, the counsel for (i) the Insolvency Trustee, (ii) the Steering Committee of the Ad Hoc Group of Bondholders of Oi S.A. and its Affiliates (the "**Steering Committee**"), (iii) Oi S.A. ("**Oi**") and Antonio Reinaldo Rabelo Filho ("**Mr. Rabelo**") and (iv) IBC (the "**Parties**") requested permission to file excess pages with their responsive and reply briefs filed in connection with the Insolvency Trustee's Petition.

3. The Court approved the request and instructed the Parties to confer regarding pages to be filed in excess of the limits set forth in the Chambers Rules.

4. The parties thereafter conferred, and agreed upon revised page limits for the respective filings.

5. On August 31, 2017, the IBC filed its Reply, which falls within the page limit to which the parties agreed.

6. The remainder of the relevant background information is contained in the Reply.

## JURISDICTION

7. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

## RELIEF REQUESTED

8. By this Motion, the IBC respectfully requests the entry of an order, substantially in the form of the Proposed Order attached hereto as **Exhibit A**, (i) authorizing the IBC to exceed the 20-page limitation set forth in the Chambers Rules with respect to the Reply by 20 pages, for a total of 40 pages, not including tables of contents and authorities and exhibits, and (ii) granting such other and further relief as the Court deems just and proper. The IBC understands that counsel for the Insolvency Trustee, Oi and Mr. Rabelo, and the Steering Committee do not oppose this request.

## BASIS FOR RELIEF REQUESTED

9. As discussed in the Background Section above, the Court instructed the parties to confer regarding the number of excess pages to be filed with the parties respective filings. The Reply, at 40 pages, falls within the page limits agreed upon by the parties.

10. Further, to fully address the factual and legal issues raised by the Objections filed by Oi, S.A. and the Purported Foreign Representative of the Brazilian RJ Proceeding and by the Ad Hoc Steering Committee, the IBC respectfully requests that the Court approve the excess pages filed with the Objection.

11. In light of the foregoing, the IBC respectfully submits that the relief requested herein is warranted under the circumstances.

## NOTICE

12. Counsel for the IBC has conferred with counsel for (i) the Insolvency Trustee, (ii) Oi and Mr. Rabelo, and (iii) the Steering Committee, and counsel for Mr. Berkenbosch, and counsel for all parties do not oppose the relief requested herein.

13. Formal notice of this motion will be provided to counsel for the Parties by email and ECF. In light of the limited relief requested herein, the IBC respectfully submits that no other or further notice of this Motion is necessary under the circumstances.

## NO PRIOR REQUEST

14. No previous motion for the relief sought herein has been made to this or any other court.

For the foregoing reasons, the IBC respectfully requests that the Court: (i) enter an order substantially in the form of the Proposed Order, attached as Exhibit A, granting the relief requested herein; and (ii) grant such other and further relief as the Court may deem just and proper.

Dated: August 31, 2017
New York, NY

Respectfully submitted,

*/s/ Shmuel Vasser*

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**Exhibit A**

**Proposed Order**

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

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|---|---|
| In re: | Chapter 15 |
| Oi Brasil Holdings Coöperatief U.A., | Case No. 17-11888 (SHL) |
| Debtor in a Foreign Proceeding. | |
| In re: | Chapter 15 |
| Oi Brasil Holdings Coöperatief U.A., | Case No. 16-11794 (SHL) |
| Debtor in a Foreign Proceeding. | |
| In re: | Chapter 15 |
| OI S.A., et al., [2] | |
| Debtors in a Foreign Proceeding. | Case No. 16-11791 (SHL) |
| | (Jointly Administered) |

**ORDER GRANTING INTERNATIONAL BONDHOLDER COMMITTEE'S UNOPPOSED MOTION TO EXCEED PAGE LIMIT IN CONNECTION WITH ITS REPLY IN SUPPORT OF THE PETITION AND MOTION OF JASPER R. BERKENBOSCH**

Upon due consideration of the International Bondholder Committee's ("**IBC**") Unopposed Motion to Exceed Page Limit in Connection with Its Reply ("**Reply**") in Support of the Petition and Motion of Jasper R. Berkenbosch (the "**Motion**"), and the Court having reviewed the Motion and the relief requested therein, and the Court having found that it has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157

[2] The debtors in the chapter 15 cases that currently are jointly administered and the four identifying digits of the tax number of each are: Oi S.A. (5.764); Telemar Norte Leste S.A. (0.118); Oi Brasil Holdings Coöperatief U.A. (8518); and Oi Móvel S.A. (3.963).

and 1334; and this being a core proceeding under 28 U.S.C. § 157(b); and venue being proper under 28 U.S.C. §§ 1408 and 1409; and the Court having found that good cause exists for the Motion and the relief requested therein pursuant to Local Bankruptcy Rule 9077-1(b); and notice of the Motion being sufficient under the circumstances; and no other or further notice being required; and after due deliberation and sufficient cause appearing therefor;

**IT IS HEREBY ORDERED, ADJUDGED AND DECREED** that:

1. The Motion is GRANTED as set forth herein.
2. The IBC's Reply may exceed the 20-page limit set forth in the Chambers Rules of the Honorable Sean H. Lane by 20 pages, for a total of up to 40 pages, not including tables of contents and authorities and exhibits
3. For the avoidance of doubt, the tables of contents and authorities and exhibits to the Reply shall not be subject to the page limits described herein.

New York, New York
Dated: _____, 2017

_____
HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE