

EXHIBIT 4.2.12.1(B)

PROPERTIES AND ASSETS IN GUARANTEE TOP DEBTS

For the purposes of restructuring Reinstated Secured ToP Debt and Reinstated Unsecured ToP Debt, Oi will grant the guarantees below, subject to the contractual, corporate and regulatory approvals, as applicable, as well as the specific terms and conditions of each guarantee instrument..

- I. Second priority (second ranking priority) in the fiduciary alienation of one hundred percent (100%) of the shares issued by V.Tal held by Oi and its subsidiaries;
- II. Second priority (second ranking priority) in the fiduciary alienation of the ONTs until the constitution of the UPI ClientCo;
- III. After the creation of UPI ClientCo, second priority in the fiduciary alienation (second ranking priority) of one hundred percent (100%) of its shares;
- IV. Second priority (second ranking priority) in the fiduciary assignment of the amounts eventually determined in favor of the Company in Arbitration CCI No. 26470/PFF, except for the amounts already committed to the fulfillment of obligations contracted with third parties or any amounts that may be committed to obligations of the Fiduciary towards the Union, within or outside the process of consensual solution currently being processed before the TCU, including through compensation or payments of any kind;