

**EXHIBIT 4.2.12.1(A)**

**PROPERTY AND ASSETS IN GUARANTEE TOP-REAL STATE DEBT**

For the purposes of restructuring Reinstated Unsecured ToP Debt and Reinstated Secured 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. Priority (first ranking or highest priority available) in the fiduciary alienation of the properties listed in **Exhibit I** below, subject to migration from the concession regime to authorization;
  
- II. Priority (first ranking or highest priority available) in the fiduciary assignment of receivables arising from the sale of real estate listed in **Exhibit II** below.