

Urquhart

Subject: FW: Change in Nortel Conference Call - Tuesday at 3pm

From: Andrea McKinnon [mailto:amckinnon@kmlaw.ca]

Sent: Monday, June 22, 2009 6:09 PM

To: Andrea McKinnon; Sue Kennedy; Anne Walsh; arleneplante@hotmail.com; Bernard Meyerink; Brian Wale; Charles Black; christianberube@rogers.com; Connie Walsh; Desiree Salada; Donna Skweres; Greg McAvoy; Kostas Papajanis; Lawrence Clooney; leisurelodge@sympatico.ca; Mario Gagnon; Mike Riley; mmichaael@gmail.com; Naomi Nakamura; NNLTD@yahoogroups.com; Seema Goel; Tony Kempster; Vallier Laforge

Cc: Susan Philpott

Subject: Change in Nortel Conference Call - Tuesday at 3pm

All,

We apologize for the last minute change, but can we please reschedule tomorrow's conference call for tomorrow at **3pm?**

We have scheduled 1 hour for tomorrow's discussion. In the event we have not dealt with all issues at the end of the hour, we will schedule another meeting.

Below is a draft agenda. We will deal with the following issues and hopefully will leave 20 minutes or so for a general question period.

We will speak to you tomorrow at 3pm.

PROPOSED AGENDA

1. Overview of CCAA Process

- typical timeline and process of a CCAA restructuring
- typical timeline and process for a CCAA restructuring
- applicability of other legislation during CCAA proceedings (i.e. provincial legislation applies during CCAA proceedings, but the CCAA is federal and may override provincial legislation where the acts are in conflict)

2. CCAA Claims Process

- provide general outline of claims process
- general timeline for claims process (1-2 years)
- will the following amounts be included as claims for individuals in the LTD group?
 - actuarial value of lost benefits
 - loss of health care benefits up to age 65
 - loss of health care benefits after age 65
 - education and retraining tuition fees
 - loss of accrued pension
 - severance pay

3. Criteria to Define Creditor Classification

- the court considers two aspects when deciding whether to approve a classification of creditors:

(1) "Purpose of the Act" (i.e. to facilitate a reorganization)

(2) "Commonality of Interest test" (from *Re Canadian Airlines Corp* and *Re Stelco*), which involves that the court look at the following factors:

1. Commonality of interest should be viewed based on the non-fragmentation test, not on an identity of interest test;
2. The interests to be considered are the legal interests that a creditor holds qua creditor in relationship to the debtor company prior to and under the plan as well as on liquidation.
3. The commonality of interests are to be viewed purposively, bearing in mind the object of the CCAA., namely to facilitate reorganizations if possible.
4. In placing a broad and purposive interpretation on the CCAA, the court should be careful to resist classification approaches that would potentially jeopardize viable plans.
5. Absent bad faith, the motivations of creditors to approve or disapprove [of the Plan] are irrelevant.
6. The requirement of creditors being able to consult together means being able to assess their legal entitlement *as creditors* before or after the plan in a similar manner.

4. LTD Benefits Generally

- Health and Welfare Trust?
- must confirm with Nortel that this is where the LTD policies are paid from
- what do we know about the HWT (i.e. number of employees, etc).
- what information do we need from Nortel?
- explanation of insured vs. self-insured plans (and Nortel's obligation to fund insurance)
- how have LTD benefit plans been handled in past restructurings

6. Questions Regarding Nortel's LTD Benefits

- if company is sold, does each individual employee go with the sale of the business unit?
- if the company is sold, will individuals continue to receive benefits in the future?
- if Nortel ceases to pay LTD and health benefits during the CCAA proceedings, will they give advance notice to LTD claimants?

7. Future Course of Action

- currently, there is no claims process
- working towards finding solutions for employee-related claims and issues

Thanks,
Andrea

-----Original Message-----

From: Andrea McKinnon

Sent: June 22, 2009 9:22 AM

To: 'Sue Kennedy'; Anne Walsh; arleneplante@hotmail.com; Bernard Meyerink; Brian Wale; Charles Black; christianberube@rogers.com; Connie Walsh; Desiree Salada; Donna Skweres; Greg McAvoy; Kostas Papajanis; Lawrence Clooney; leisurelodge@sympatico.ca; Mario Gagnon; Mike Riley; mmichaael@gmail.com; Naomi Nakamura; NNLTDS@yahoogroups.com; Seema Goel; Tony Kempster;

Vallier Laforge
Cc: Susan Philpott
Subject: Nortel Conference Call - Tomorrow at 2pm

Hello,

For those who will be attending at tomorrow's conference call at 2pm, please dial into the following conference bridge numbers:

Local Dial-In: 416-343-2285
Toll Free: 1-877-969-8433
Conference ID: 5454011#

After you dial into the local or toll-free dial-in number, you will be prompted for the conference ID. Once the conference ID is entered, you will be joined into the conference call.

Please do not hesitate to call or email with questions or concerns.

Regards,
Andrea

-----Original Message-----

From: Sue Kennedy [mailto:kennedy.robinson@rogers.com]

Sent: June 17, 2009 11:22 PM

To: Anne Walsh; arleneplante@hotmail.com; Bernard Meyerink; Brian Wale; Charles Black; christianberube@rogers.com; Connie Walsh; Desiree Salada; Donna Skweres; Greg McAvoy; Kostas Papajanis; Lawrence Clooney; leisurelodge@sympatico.ca; Mario Gagnon; Mike Riley; mmichaael@gmail.com; Naomi Nakamura; NNLTDS@yahoogroups.com; Seema Goel; Tony Kempster; Vallier Laforge

Cc: Andrea McKinnon

Subject: Please reply whether you are available for conference call with Andrea next Tuesday at 2 pm. THANKS!

Hi, everyone,

Please let us know whether Tuesday at 2 pm is OK for you.

Thanks

- Sue