

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
NORTEL NETWORKS CORPORATION, NORTEL NETWORKS LIMITED,
NORTEL NETWORKS GLOBAL CORPORATION, NORTEL NETWORKS
INTERNATIONAL CORPORATION AND NORTEL NETWORKS
TECHNOLOGY CORPORATION**

**APPLICATION UNDER THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**MOTION RECORD
(Returnable September 29, 2010)**

Goodmans LLP
Barristers & Solicitors
333 Bay Street, Suite 3400
Toronto, Canada M5H 2S7

Jay Carfagnini LSUC#: 222936
Fred Myers LSUC#: 26301A
Gale Rubenstein LSUC#: 17088E
Melaney J. Wagner LSUC#: 44063B

Tel: 416.979.2211
Fax: 416.979.1234

Lawyers for the Monitor, Ernst & Young Inc.

INDEX

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
NORTEL NETWORKS CORPORATION, NORTEL NETWORKS LIMITED,
NORTEL NETWORKS GLOBAL CORPORATION, NORTEL NETWORKS
INTERNATIONAL CORPORATION AND NORTEL NETWORKS TECHNOLOGY
CORPORATION**

**APPLICATION UNDER THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

INDEX

<u>DOCUMENT</u>	<u>TAB NO.</u>
VOLUME I	
Notice of Motion	1
Schedule "A" – Service List	A
Schedule "B" – Draft Order	B
Report of the Monitor dated August 27, 2010	2
Appendix "A" - List of Certain Defined Terms from Monitor's Thirty-Ninth Report dated February 18, 2010	A
Appendix "B" - Memorandum of Law	B
Appendix "C" - Mercer 2010 HWT Preliminary Valuation	C
Appendix "D" - Schedules of Various Allocation Scenarios Appendix D-1 Appendix D- 2 Appendix D- 3 Appendix D- 4	D

Appendix "E"	- Order of the Ontario Superior Court of Justice dated March 31, 2010 re: approval of Settlement Agreement	E
Appendix "F"	- Endorsement of Court of Appeal for Ontario dated June 3, 2010	F
Appendix "G"	- Health and Welfare Trust Agreement between Northern Telecom Limited and Montreal Trust Company dated January 1, 1980, and amendments	G
Appendix "H"	- Administrative Services Agreement dated January 1, 1981	H
Appendix "I"	- Letter from Northern Telecom Limited to Revenue Canada dated December 16, 1979 requesting advance income tax ruling	I
Appendix "J"	- Advance Income Tax Ruling dated December 28, 1979 from Revenue Canada	J

VOLUME II

Appendix "K"	- Benefit Plan Handbooks	K
--------------	--------------------------	---

VOLUME III

Appendix "L"	- Sun Life Policies	L
Appendix "M"	- Sun Life Reports	M

VOLUME IV

Appendix "N"	- Health and Welfare Trust Tax Returns	N
Appendix "O"	- HWT Financial Statements for the year ended December 31, 1982	O
Appendix "P"	- HWT Financial Statements for the year ended December 31, 1983	P
Appendix "Q"	- HWT Financial Statements for the year ended December 31, 1984	Q
Appendix "R" ¹	- HWT Financial Statements for the year ended December 31, 1985	R

¹ The cover page to the 1985 HWT financial statements indicates a date of December 31, 1986; however, the financial statements are as at December 31, 1985.

Appendix "S"	- HWT Financial Statements for the year ended December 31, 1986	S
Appendix "T"	- HWT Financial Statements for the year ended December 31, 1987	T
Appendix "U"	- HWT Financial Statements for the year ended December 31, 1988	U
Appendix "V"	- HWT Financial Statements for the year ended December 31, 1989	V
Appendix "W"	- HWT Financial Statements for the year ended December 31, 1990	W
Appendix "X"	- HWT Financial Statements for the year ended December 31, 1991	X
Appendix "Y"	- HWT Financial Statements for the year ended December 31, 1992	Y
Appendix "Z"	- HWT Financial Statements for the year ended December 31, 1993	Z
Appendix "AA"	- HWT Financial Statements for the year ended December 31, 1994	AA
Appendix "BB"	- HWT Financial Statements for the year ended December 31, 1995	BB
Appendix "CC"	- HWT Financial Statements for the year ended December 31, 1996	CC
Appendix "DD"	- HWT Financial Statements for the year ended December 31, 1997	DD
Appendix "EE"	- HWT Financial Statements for the year ended December 31, 1998	EE
Appendix "FF"	- HWT Financial Statements for the year ended December 31, 1999	FF
Appendix "GG"	- HWT Financial Statements for the year ended December 31, 2000	GG
Appendix "HH"	- HWT Financial Statements for the year ended December 31, 2001	HH

Appendix "II"	- HWT Financial Statements for the year ended December 31, 2002	II
Appendix "JJ"	- HWT Financial Statements for the year ended December 31, 2003	JJ
Appendix "KK"	- HWT Financial Statements for the year ended December 31, 2004	KK
Appendix "LL"	- HWT Financial Statements for the year ended December 31, 2005	LL
Appendix "MM"	- HWT Financial Statements for the year ended December 31, 2006	MM
Appendix "NN"	- HWT Financial Statements for the year ended December 31, 2007	NN
Appendix "OO"	- HWT Financial Statements for the year ended December 31, 2008	OO
Appendix "PP"	- HWT Financial Statements for the year ended December 31, 2009	PP
Appendix "QQ"	- Summary re: HWT Financial Statements	QQ
Appendix "RR"	- Chart of Amounts Due from Sponsoring Companies	RR

VOLUME V

Appendix "SS"	- Analysis of the Funding Status of the Pensioners' Insurance Fund as at January 1, 1993	SS
Appendix "TT"	- Analysis of the Funding Status of the Pensioners' Insurance Fund as at January 1, 1998	TT
Appendix "UU"	- Analysis of the Funding Status of the Pensioners' Insurance Fund as at January 1, 2002	UU
Appendix "VV"	- Mercer Valuation of Post-Employment Benefit Liabilities for Accounting Purposes as at September 30, 2003	VV
Appendix "WW"	- Mercer Valuation of Post-Employment Benefit Liabilities for Accounting Purposes as at September 30, 2004	WW
Appendix "XX"	- Mercer Valuation of Post-Employment Benefit Liabilities for Accounting Purposes as at September 30, 2006	XX

Appendix "YY"	- Mercer Valuation of Post-Employment Benefit Liabilities for Accounting Purposes as at September 30, 2007	YY
Appendix "ZZ"	- Mercer Valuation of Post-Employment Benefit Liabilities for Accounting Purposes as at December 31, 2008	ZZ
Appendix "AAA"	- Mercer Valuation of Post-Employment Benefit Liabilities for Accounting Purposes as at December 31, 2009	AAA
Appendix "BBB"	- Mercer Report on Non-Pension Post-Retirement Benefit Net Periodic Benefit Cost and Disclosure for fiscal year ending December 31, 2005	BBB
Appendix "CCC"	- Mercer Report on Non-Pension Post-Retirement Benefit Net Periodic Benefit Cost and Disclosure for fiscal year ending December 31, 2006	CCC
Appendix "DDD"	- Mercer Report on Non-Pension Post-Retirement Benefit Net Periodic Benefit Cost and Disclosure for fiscal year ending December 31, 2007	DDD
Appendix "EEE"	- Mercer Report on Non-Pension Post-Retirement Benefit Net Periodic Benefit Cost and Disclosure for fiscal year ending December 31, 2008	EEE
Appendix "FFF"	- Mercer Report on Non-Pension Post-Retirement Benefit Cost and Disclosure for fiscal year ending December 31, 2009	FFF
Appendix "GGG"	- Mercer Actuarial Valuation of the Health and Welfare Trust as at September 30, 2005	GGG
Appendix "HHH"	- Mercer Letter dated January 15, 2008	HHH
Appendix "III"	- Mercer Letter dated April 30, 2008	III
Appendix "JJJ"	- Summary re: HWT Valuations	JJJ

VOLUME VI

Appendix "KKK"	- Internal Company Manual	KKK
Appendix "LLL"	- List of Documents Provided to Independent Counsel	LLL
Appendix "MMM"	- Letter from Koskie Minsky dated August 26, 2010	MMM
Appendix "NNN"	- Form of Beneficiary Estimated Allocation Statement	NNN

TAB 1

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
NORTEL NETWORKS CORPORATION, NORTEL NETWORKS LIMITED,
NORTEL NETWORKS GLOBAL CORPORATION, NORTEL NETWORKS
INTERNATIONAL CORPORATION AND NORTEL NETWORKS TECHNOLOGY
CORPORATION**

**APPLICATION UNDER THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**NOTICE OF MOTION
(returnable September 29, 2010)**

Ernst & Young Inc. (the "**Monitor**"), in its capacity as monitor of Nortel Networks Corporation, Nortel Networks Limited, Nortel Networks Technology Corporation, Nortel Networks International Corporation and Nortel Networks Global Corporation (collectively, the "**Applicants**"), will make a motion to Justice Morawetz of the Commercial List court on **Wednesday, September 29, 2010 at 10:00 a.m.**, or as soon after that time as the motion can be heard, **at 361 University Avenue, Toronto, Ontario.**

PROPOSED METHOD OF HEARING: The motion is to be heard:

- in writing under subrule 37.12.1(1) because it is on consent or unopposed or made without notice;
- in writing as an opposed motion under subrule 37.12.1(4);
- orally.

THIS MOTION IS FOR AN ORDER in the form attached as Schedule “B” hereto, *inter alia*:

- (a) validating service of the Motion Record and the Affidavit of Elena King, to be sworn prior to the return of the Motion (the “**King Affidavit**”), and dispensing with further service thereof;
- (b) approving the proposed methodology for allocation of the corpus of the Applicants’ health and welfare trust (the “**HWT**”) among certain benefits participating in the HWT;
- (c) declaring December 31, 2010 as the deemed notice of termination date for all purposes under or pursuant to the Trust Agreement (defined below) and dispensing with delivery of a notice of termination;
- (d) authorizing the HWT trustee (the “**Trustee**”) to make distributions from the HWT to beneficiaries under participating benefits based on the proposed allocation methodology and as directed by the Monitor or the Applicants;
- (e) authorizing payment from the corpus of the HWT of the costs of the Trustee or other service providers retained by it in accordance with the Trust Agreement and of any payment agent appointed by it or by the Applicants incurred in carrying out the provisions of the Order;
- (f) approving the retention of Independent Counsel (defined below) for the purpose of the Retainer (defined below); and
- (g) such further and other relief as counsel may request and this Honourable Court deems just.

THE GROUNDS FOR THE MOTION ARE:

- (a) On January 14, 2009 (the “**Filing Date**”), this Honourable Court made an initial order (as subsequently amended and restated, the “**Initial Order**”) granting a stay of proceedings against the Applicants pursuant to the *Companies’ Creditors Arrangement Act*, (Canada) R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) and appointing Ernst & Young Inc. as Monitor in the CCAA proceedings;

- (b) Capitalized terms used but not otherwise defined herein have the meaning given to them in the Fifty-First Report of the Monitor dated August 27, 2010 (the “**Fifty-First Report**”);
- (c) It is appropriate for the Monitor to bring this motion and seek approval of the Proposed Allocation Methodology in order to assist this Honourable Court and the parties;
- (d) The Monitor has worked closely with the Applicants, the Trustee, Sun Life Assurance Company of Canada (party to an administrative services only arrangement with Nortel in respect of certain benefit plans and a provider of certain life insurance policies) and Mercer (the Applicants’ actuarial advisor) on all major aspects of the Applicants’ benefit plans and has sought their assistance in assembling facts and documents relevant to this motion;
- (e) Nortel established the HWT on January 1, 1980 by trust agreement (as amended, the “**Trust Agreement**”) as a tax-efficient vehicle through which Nortel would continue to provide employee benefits;
- (f) Most of Nortel’s non-pension employee benefits, including life insurance, long term disability, medical, dental and survivor income benefits, are funded by Nortel on a pay-as-you-go basis but as an administrative matter are paid using the HWT as a payment mechanism
- (g) Certain of Nortel’s other benefit plans have been funded (in part) by the HWT using trust assets (“**Reserved Plans**”);
- (h) Assets were notionally allocated in the HWT financial statements with respect to the Reserved Plans; however, assets were not segregated in the HWT by benefit plan and no separate bank accounts were established such that all the HWT assets are commingled;
- (i) All but a very few individuals are represented in these proceedings by Court appointed representatives and representative counsel for Former Employees, LTD Beneficiaries and Continuing Employees or by CAW Counsel;

- (j) The Court Orders appointing the employee representatives expressly state that they may represent their constituents for the purpose of settling or compromising their claims in insolvency proceedings “or in any other proceeding which has been or may be brought before this Honourable Court”;
- (k) An allocation and distribution of the corpus of the HWT impacts on, and relates to, employee and pensioner claims against the Applicants in the CCAA proceedings;
- (l) Nortel is insolvent and in the absence of special arrangements, Nortel’s benefits payments would have ceased on March 31, 2010;
- (m) The Applicants, the Monitor, the Former Employee Representatives (on their own behalf and on behalf of the parties they represent), the LTD Employee Representative (on her own behalf and on behalf of the parties she represents), the Former Employees’ Representative Counsel, the LTD Beneficiaries’ Representative Counsel and the CAW entered into an amended and restated agreement dated as of March 30, 2010 (the “**Settlement Agreement**”) that, among other things, provides:
 - (i) for the payment of benefits to among others, Pensioners and LTD Beneficiaries until December 31, 2010; and
 - (ii) that the Parties will work towards a Court approved distribution of the HWT corpus in 2010 to its beneficiaries entitled thereto and the resolution of any issues necessarily incident thereto;
- (n) In working with counsel, the Monitor has considered a number of potential interpretations of the Trust Agreement, and specifically the provisions dealing with the termination of the HWT, and has also taken into account other relevant documents and the manner in which the HWT was historically administered;
- (o) A number of outcomes relating to an allocation of the HWT corpus is possible given, among other things: (a) the Trust Agreement does not provide clear guidance on which individuals are entitled to participate in a distribution on termination of the HWT and there are a number of possible interpretations; and (b) the evolution of Nortel’s

practices, business, benefits and record keeping over the 30 years of the HWT's existence;

- (p) The Proposed Allocation Methodology provides, in brief, that the following beneficiaries whose claims are in pay (that is, those with income claims presently being paid) and whose claims are certain to be payable at some future date will share *pro rata* in a distribution from the HWT corpus: (a) LTD Beneficiaries for LTD Income; (b) LTD Beneficiaries for LTD Life; (c) LTD Beneficiaries participating in Optional Life for the LTD Optional Life Benefit; (d) SIB Beneficiaries and STB Beneficiaries currently in pay for SIBs and STBs; and (e) Pensioners for Pensioner Life;
- (q) Mercer has prepared a report providing a preliminary valuation of certain non-pension post retirement benefit plans and post employment benefit plans, estimated as at December 31, 2010 (the "**Mercer 2010 HWT Preliminary Valuation**") to assist with the analysis of the Proposed Allocation Methodology and is the basis for distribution of the HWT corpus;
- (r) deeming December 31, 2010 as the date of notice of termination of the HWT for the purposes of the Trust Agreement and dispensing with Nortel sending a notice of termination to the Trustee will create consistency between the date of termination of benefits and the LTD Beneficiary termination date of December 31, 2010 pursuant to the Settlement Agreement, the valuation date in the Mercer 2010 HWT Preliminary Valuation and the expected date of termination of the HWT and avoids confusion;
- (s) Each of the Former Employees' Representatives and the LTD Beneficiaries' Representative retained independent counsel (collectively, "**Independent Counsel**") to advise them with respect to the Proposed Allocation Methodology, appear on their behalf on this motion and take all steps necessary or desirable with respect thereto (the "**Retainer**") and Nortel agreed to provide funding for the retention of independent counsel for these purposes, subject to a fee cap;

- (t) The Monitor believes the Proposed Allocation Methodology represents the most equitable, reasonable and practical approach to the distribution of the HWT funds, balancing the interests of the beneficiaries in the circumstances;
- (u) The provisions of the CCAA; and
- (v) Such further and other grounds as counsel may advise and this Honourable Court permits.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (a) The Fifty-First Report of the Monitor;
- (b) The King Affidavit; and
- (c) Such further and other relief as counsel may request and this Honourable Court deems just.

August 27, 2010

GOODMANS LLP
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Jay Carfagnini LSUC#: 222936
Fred Myers LSUC#: 26301A
Gale Rubenstein LSUC#: 17088E
Melaney J. Wagner LSUC#: 44063B

Tel: 416.979.2211
Fax: 416.979.1234

Lawyers for the Monitor, Ernst & Young Inc.

TO: Attached Service List

AND TO: Terry Laschuk
3033 Dangerfield Road
Kemptville, ON K0G 1J0

AND TO: Tharini Shanmuganathar
218 Edenbrook Hill Drive
Brampton, ON L7A 2W7

AND TO: Roy William Vokey
702-1001 Main Street West
Hamilton, ON L8S 1A9

AND TO: Yuan Zhuo Xie
54 Snowball Crescent
Toronto, ON M1B 1R9

SCHEDULE "A"

Service List

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. c-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
NORTEL NETWORKS CORPORATION, NORTEL NETWORKS LIMITED, NORTEL
NETWORKS GLOBAL CORPORATION, NORTEL NETWORKS INTERNATIONAL
CORPORATION AND NORTEL NETWORKS TECHNOLOGY CORPORATION**

**APPLICATION UNDER THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

SERVICE LIST

TO: OGILVY RENAULT LLP
Royal Bank Plaza, South Tower
200 Bay Street, Suite 3800
Toronto, Ontario M5J 2Z4

Derrick Tay
Mario Forte
Jennifer Stam

Email: dtay@ogilvyrenault.com
mforte@ogilvyrenault.com
jstam@ogilvyrenault.com

Tel: 416.216.4000
Fax: 416.216.3930

Lawyers for the Applicants

TO: **ERNST & YOUNG INC.**
Ernst & Young Tower
222 Bay Street, P.O. Box 251
Toronto, ON M5K 1J7

Murray McDonald
Brent Beekenkamp

Email: nortel.monitor@ca.ey.com

Tel: 416.943.3016
Fax: 416.943.3300

AND **GOODMANS LLP**
TO: Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

Jay Carfagnini
Joseph Pasquariello
Gail Rubenstein
Chris Armstrong

Email: jcarfagnini@goodmans.ca
jpasquariello@goodmans.ca
grubenstein@goodmans.ca
carmstrong@goodmans.ca

Tel: 416.597.4107
Fax: 416.979.1234

Lawyers for the Monitor, Ernst & Young Inc.

AND **OSLER HOSKIN AND HARCOURT**
TO: **LLP**
100 King Street West
1 First Canadian Place
Suite 6100
P.O. Box 50
Toronto, ON M5X 1B8

Lyndon Barnes
Rupert Chartrand
Edward Sellers
Adam Hirsh

Email: lbarnes@osler.com
rchartrand@osler.com
esellers@osler.com
ahirsh@osler.com

Tel: 416.362.2111
Fax: 416.862.6666

Lawyers for the Boards of Directors of
Nortel Networks Corporation and Nortel
Networks Limited

AND **FASKEN MARTINEAU DUMOULIN LLP**
TO: 66 Wellington Street West
Toronto Dominion Bank Tower
P.O. Box 20, Suite 4200
Toronto, ON M5K 1N6

Donald E. Milner
Aubrey Kauffman
Edmond Lamek
Jon Levin

Email: dmilner@fasken.com
akauffman@fasken.com
elamek@fasken.com
jlevin@fasken.com

Tel: 416.868.3538
Fax: 416.364.7813

Lawyers for Export Development Canada

AND **EXPORT DEVELOPMENT CANADA**
TO: 151 O'Connor Street
Ottawa, ON K1A 1K3

Jennifer Sullivan

Email: jsullivan@edc.ca

Tel: 613.597.8651

Fax: 613.598.3113

AND **McINNES COOPER**
TO: Purdy's Wharf Tower II
1300 - 1969 Upper Water Street
Halifax, NS B3J 2V1

John Stringer, Q.C.
Stephen Kingston

Email: john.stringer@mcinnescooper.com
stephen.kingston@mcinnescooper.com

Tel: 902.425.6500

Fax: 902.425.6350

Lawyers for Convergys EMEA Limited

AND **CAW-CANADA**
TO: Legal Department
205 Placer Court
Toronto, ON M2H 3H9

Barry E. Wadsworth
Lewis Gottheil

Email: barry.wadsworth@caw.ca
lewis.gottheil@caw.ca

Tel.: 416.495.3776

Fax: 416.495.3786

Lawyers for all active and retired Nortel
employees represented by the CAW-Canada

AND **THORNTON GROUT FINNIGAN LLP**
TO: 3200-100 Wellington Street West
Toronto-Dominion Centre, Canadian Pacific
Tower
Toronto, ON M5K 1K7

Robert I. Thornton
Michael Barrack
Rachelle Moncur
Leanne M. Williams

Email: rthornton@tgf.ca
mbarrack@tgf.ca
rmoncur@tgf.ca
lwilliams@tgf.ca

Tel: 416.304.1616

Fax: 416.304.1313

Lawyers for Flextronics Telecom Systems Ltd.

AND **MILLER THOMSON LLP**
TO: Scotia Plaza
40 King Street West, Suite 5800
P.O. Box 1011
Toronto, ON M5H 3S1

Jeffrey Carhart
Margaret Sims

Email: jcarhart@millerthomson.com
msims@millerthomson.com

Tel: 416.595.8615/8577

Fax: 416.595.8695

Lawyers for Toronto-Dominion Bank

AND **BOUGHTON LAW CORPORATION**
TO: Suite 700
595 Burrard Street
Vancouver, BC V7X 1S8

R. Hoops Harrison

Email: hharrison@boughton.ca

Tel: 604.687.6789

Fax: 604.683.5317

Lawyers for Tonko Realty Advisors (BC) Ltd.,
in its capacity as duly authorized agent for
Holdings 1506 Enterprises Ltd.

AND **BORDEN LADNER GERVAIS LLP**
TO: Scotia Plaza, 40 King Street West
Toronto, ON M5H 3Y4

Michael J. MacNaughton
Roger Jaipargas
Sam P. Rappos

Email: mmacnaughton@blgcanada.com
Tel: 416.367.6646
Fax: 416.682.2837

Email: rjaipargas@blgcanada.com
Tel: 416.367.6266
Fax: 416.361.7067

Email: srappos@blgcanada.com
Tel: 416.367.6033
Fax: 416.361.7306

Lawyers for Bell Canada

AND **SISKINDS LLP**
TO: 680 Waterloo Street
London, ON N6A 3V8

Raymond F. Leach
A. Dimitri Lascaris
Monique L. Radlein

Email: ray.leach@siskinds.com
dimitri.lascaris@siskinds.com
monique.radlein@siskinds.com

Tel: 519.672.2121
Fax: 519.672.6065

Lawyers for Indiana Electrical Workers Pension
Trust Fund IBEW, Laborers Local 100 and 397
Pension Fund, and Bruce William Lapare

AND **LANG MICHNER LLP**
TO: Brookfield Place, Suite 2500
181 Bay Street
Toronto, ON M5J 2T7

John Contini
Aaron Rousseau

Email: jcontini@langmichener.ca
Tel: 416.307.4148
Fax: 416.304.3767

Email: arousseau@langmichener.ca
Tel: 416.307.4081
Fax: 416.365.1719

Lawyers for ABN AMRO Bank N.V.

AND **BENNETT JONES LLP**
TO: 1 First Canadian Place
Suite 3400
Toronto, ON M5X 1A4

Kevin Zych
S. Richard Orzy
Gavin Finlayson

Email: zychk@bennettjones.com
Tel: 416.777.5738
Fax: 416.863.1716

Email: orzyr@bennettjones.com
Tel: 416.777.5737
Fax: 416.863.1716

Email: finlaysong@bennettjones.com
Tel: 416.777.5762
Fax: 416.863.1716

Canadian Lawyers for The Informal Nortel
Noteholder Group

AND **KOSKIE MINSKY**
TO: 20 Queen Street West
Suite 900
Toronto, ON M5H 3R3

Mark Zigler
Susan Philpott
Demetrios Yiokaris
Andrea McKinnon

Email: mzigler@kmlaw.ca
Tel: 416.595.2090
Fax: 416.204.2877

Email: sphilpott@kmlaw.ca
Tel: 416.595.2104
Fax: 416.204.2882

Email: dyiokaris@kmlaw.ca
Tel: 416.595.2130
Fax: 416.204.2810

Email: amckinnon@kmlaw.ca
Tel: 416.595.2150
Fax: 416.204.2874

Lawyers for the Former Employees of Nortel

AND **MILLER THOMSON LLP**
TO: Scotia Plaza
40 King Street West, Suite 5800
P.O. Box 1011
Toronto, ON M5H 3S1

Jeffrey Carhart
Margaret Sims
James Klotz

Email: jcarhart@millerthomson.com
Tel: 416.595.8615
Fax: 416.595.8695

Email: msims@millerthomson.com
Tel: 416.595.8577
Fax: 416.595.8695

Email: jmklotz@millerthomson.com
Tel: 416.595.4373
Fax: 416.595.8695

Lawyers for LG Electronics Inc.

AND **KOSKIE MINSKY**
TO: 20 Queen Street West
Suite 900
Toronto, ON M5H 3R3

Mark Zigler
Susan Philpott
Demetrios Yiokaris
Andrea McKinnon

Email: mzigler@kmlaw.ca
Tel: 416.595.2090
Fax: 416.204.2877

Email: sphilpott@kmlaw.ca
Tel: 416.595.2104
Fax: 416.204.2882

Email: dyiokaris@kmlaw.ca
Tel: 416.595.2130
Fax: 416.204.2810

Email: amckinnon@kmlaw.ca
Tel: 416.595.2150
Fax: 416.204.2874

Lawyers for the LTD Beneficiaries

AND **MILLER THOMSON LLP**
TO: Scotia Plaza
40 King Street West, Suite 5800
P.O. Box 1011
Toronto, ON M5H 3S1

Jeffrey Carhart
Margaret Sims

Email: jcarhart@millerthomson.com
Tel: 416.595.8615
Fax: 416.595.8695

Email: msims@millerthomson.com
Tel: 416.595.8577
Fax: 416.595.8695

Canadian Lawyers for Telmar Network
Technology, Inc. and Precision Communication
Services, Inc.

AND **LG ELECTRONICS INC.**
TO: 11/F, LG Twin Towers (West)
20 Yeouido-dong, Yeongduengpo-gu
Seoul 150-721, Korea

Joseph Kim

Email: joseph.kim@lge.com

Tel: +82.2.3777.3171

Fax: +82.2.3777.5345

AND **CHAITONS LLP**
TO: 185 Sheppard Avenue West
Toronto, ON M2N 1M9

Harvey G. Chaiton

Email: harvey@chaitons.com

Tel: 416.218.1129

Fax: 416.218.1849

Lawyers for IBM Canada Limited

AND **PALIARE ROLAND ROSENBERG
ROTHSTEIN LLP**
TO: Suite 501
250 University Avenue
Toronto, ON M5H 3E5

Kenneth T. Rosenberg
Massimo (Max) Starnino
Lily Harmer
Tina Lie

Email: ken.rosenberg@paliareroland.com

Tel: 416.646.4304

Fax: 416.646.4301

Email: max.starnino@paliareroland.com

Tel: 416.646.7431

Fax: 416.646.4301

Email: lily.harmer@paliareroland.com

Tel: 416.646.4326

Fax: 416.646.4301

Email: tina.lie@paliareroland.com

Tel: 416.646.4332

Fax: 416.646.4301

Lawyers for the Superintendent of Financial
Services as Administrator of the Pension
Benefits Guarantee Fund

AND **FRASER MILNER CASGRAIN LLP**
TO: 1 First Canadian Place
100 King Street West
Toronto, ON M5X 1B2

R. Shayne Kukulowicz
Alex MacFarlane
Michael J. Wunder
Ryan Jacobs

Email: Shayne.kukulowicz@fmc-law.com

Alex.macfarlane@fmc-law.com

Michael.wunder@fmc-law.com

ryan.jacobs@fmc-law.com

Tel: 416.863.4511

Fax: 416.863.4592

Canadian Lawyers for the Official Committee of
Unsecured Creditors

AND **GOWLING LAFLEUR HENDERSON LLP**

TO: Suite 1600, First Canadian Place
100 King Street West
Toronto, ON M5X 1G5

E. Patrick Shea

Email: patrick.shea@gowlings.com

Tel: 416.369.7399

Fax: 416.862.7661

Lawyers for Westcon Group

AND **MINDEN GROSS LLP**

TO: 145 King Street West, Suite 2200
Toronto, ON M5H 4G2

Raymond M. Slattery

David T. Ullmann

Email: rslattery@mindengross.com
dullmann@mindengross.com

Tel: 416.369.4149

Fax: 416.864.9223

Lawyers for Verizon Communications Inc.

AND **AIRD & BERLIS**

TO: Brookfield Place
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

Harry Fogul

Peter K. Czegledy

Email: hfogul@airdberlis.com

Tel: 416.865.7773

Fax: 416.863.1515

Email: pczegledy@airdberlis.com

Tel: 416.865.7749

Fax: 416.863.1515

Lawyers for Microsoft Corporation

AND **GARDINER ROBERTS LLP**

TO: Suite 3100, Scotia Plaza
40 King Street West
Toronto, ON M5H 3Y2

Jonathan Wigley

Vern W. DaRe

Email: jwigley@gardiner-roberts.com

Tel: 416.865.6655

Fax: 416.865.6636

Email: vdare@foglers.com

Tel: 416.865.6641

Fax: 416.865.6636

Lawyers for Andrew, LLC

AND **AIRD & BERLIS LLP**

TO: Barristers & Solicitors
Brookfield Place, P.O. Box 754
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

D. Robb English

Sanjeev P. R. Mitra

Email: renglish@airdberlis.com

smitra@airdberlis.com

Tel: 416.863.1500

Fax: 416.863.1515

Lawyers for Tata Consultancy Services Limited
and Tata America International Corporation

AND **AIRD & BERLIS LLP**

TO: Barristers & Solicitors
Brookfield Place, P.O. Box 754
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

Steven L. Graff

Ian E. Aversa

Email: sgraff@airdberlis.com

Tel: 416.865.7726

Fax: 416.863.1515

Email: iaversa@airdberlis.com

Tel: 416.865.3082

Fax: 416.863.1515

Canadian Lawyers for Tellabs, Inc.

AND **ALEXANDER HOLBURN BEAUDIN &
TO: LANG LLP**

Barristers and Solicitors
700 West Georgia Street
Suite 2700
Vancouver, British Columbia V7Y 1B8

Sharon M. Urquhart

Email: surquhart@ahbl.ca
Tel: 604.484.1757
Fax: 604.484.1957

Lawyers for Algo Communication Products Ltd.

AND **MILLER THOMSON LLP**

TO: Scotia Plaza
40 King Street, West, Suite 5800
P.O. Box 1011
Toronto, ON M5H 3S1

Maurice Fleming

Email: mfleming@millerthomson.com
Tel: 416.595.8686
Fax: 416.595.8695

Lawyers for Verint Americas Inc. and Verint
Systems, Inc.

AND **DAVIS LLP**
TO: 1 First Canadian Place
Suite 5600

100 King Street West
Toronto, ON M5X 1E2

Bruce Darlington
Jonathan Davis-Sydor

Email: bdarlington@davis.ca
Tel: 416.365.3529
Fax: 416.369.5210

Email: jdavissydor@davis.ca
Tel: 416.941.5397
Fax: 416.365.7886

Lawyers for Brookfield LePage Johnson
Controls Facility Management Services

AND **McMILLAN LLP**
TO: Brookfield Place, Suite 4400
181 Bay Street

Toronto, Ontario M5J 2T3

Andrew F. Kent
Tushara Weerasooriya
Hilary E. Clarke

Email: andrew.kent@mcmillan.ca
Tel: 416.865.7160
Fax: 416.865.7048

Email: hilary.clarke@mcmillan.ca
Tel: 416.865.7286
Fax: 416.865.7048

Email: tushara.weerasooriya@mcmillan.ca
Tel: 416.865.7262
Fax: 416.865.7048

Lawyers for Royal Bank of Canada

AND **AIRD & BERLIS LLP**
TO: Barristers & Solicitors
Brookfield Place, P.O. Box 754
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

Steven L. Graff
Ian E. Aversa

Email: sgraff@airdberlis.com
Tel: 416.865.7726
Fax: 416.863.1515

Email: iaversa@airdberlis.com
Tel: 416.865.3082
Fax: 416.863.1515

Lawyers for Perot Systems Corporation

AND **CASSELS BROCK & BLACKWELL LLP**
TO: 40 King Street West,
Suite 2100
Toronto, Ontario M5H 3C2

Deborah S. Grieve

Email: dgrieve@casselsbrock.com
Tel: 416.860.5219
Fax: 416.350.6923

Lawyers for Alvarion Ltd.

AND **GARDINER ROBERTS LLP**
TO: Suite 3100, Scotia Plaza
40 King Street West
Toronto, ON M5H 3Y2

Jonathan Wigley
Vern W. DaRe

Email: jwigley@gardiner-roberts.com
Tel: 416.865.6655
Fax: 416.865.6636

Email: vdare@foglars.com
Tel: 416.865.6641
Fax: 416.865.6636

Lawyers for Amphenol Corporation

AND **McMILLAN LLP**
TO: Brookfield Place, Suite 4400
181 Bay Street
Toronto, Ontario M5J 2T3

Lawrence J. Crozier
Adam C. Maerov

Email: lawrence.crozier@mcmillan.ca
Tel: 416.865.7178
Fax: 416.865.7048

Email: adam.maerov@mcmillan.ca
Tel: 416.865.7285
Fax: 416.865.7048

Lawyers for Citibank

AND **BLANEY McMURTRY LLP**
TO: Barristers and Solicitors
1500 – 2 Queen Street East
Toronto, Ontario M5C 3G5

Domenico Magisano

Email: dmagisano@blaney.com
Tel: 416.593.2996
Fax: 416.593.5437

Lawyers for Expertech Network Installation Inc.

AND **LANG MICHENER LLP**
TO: Brookfield Place
Suite 2500, 181 Bay Street
P.O. Box 747
Toronto, Ontario M5J 2T7

Aaron Rousseau

Email: arousseau@langmichener.ca
Tel: 416.307.4081
Fax: 416.365.1719

Lawyer for Right Management Inc.

AND **AIRD & BERLIS LLP**
TO: Barristers & Solicitors
Brookfield Place, P.O. Box 754
181 Bay Street, Suite 1800
Toronto, Ontario M5J 2T9

Sanjeev P.R. Mitra
Sandra A. Vitorovich

Email: smitra@airdberlis.com
svitorovich@airdberlis.com

Tel: 416.863.1500

Fax: 416.863.1515

Lawyers for Enbridge Gas Distribution Inc.

AND **NELLIGAN O'BRIEN PAYNE LLP**
TO: Barristers and Solicitors
50 O'Connor Street
Suite 1500
Ottawa, Ontario K1P 6L2

Janice B. Payne
Ainslie Benedict
Steven Levitt
Christopher Rootham

Email: janice.payne@nelligan.ca
ainslie.benedict@nelligan.ca
steven.levitt@nelligan.ca
christopher.rootham@nelligan.ca

Tel: 613.231.8245

Fax: 613.788.3655

Lawyers for the Steering Committee of Recently
Severed Canadian Nortel Employees

AND **CASSELS BROCK & BLACKWELL LLP**
TO: 2100 Scotia Plaza
40 King Street West
Toronto, Ontario M5H 3C2

E. Bruce Leonard
Harvey Garman
Michael Casey

Email: bleonard@casselsbrock.com
hgarman@casselsbrock.com
mcasey@casselsbrock.com

Tel: 416.860.6455

Fax: 416.640.3054

Lawyers for the UK Pension Protection Fund
and Nortel Networks UK Pension Trust Limited

AND **CALEYWRAY**
TO: Labour/Employment Lawyers
1600-65 Queen Street West
Toronto, Ontario M5H 2M5

Gail E. Misra

Email: misrag@caleywrays.com

Tel: 416.775.4680

Fax: 416.366.3293

Lawyers for the Communication, Energy and
Paperworkers Union of Canada

AND **MCFARLANE LEPSOE**
TO: Barristers & Solicitors
70 Gloucester Street, Third Floor
Ottawa, Ontario K2P 0A2

Paul K. Lepsoe

Email: pklepsoe@mcfarlanelaw.com

Tel: 613.233.2679

Fax: 613.233.3774

Lawyers for Iron Mountain Canada Corporation
and Iron Mountain Information Management,
Inc.

AND **COLBY, MONET DEMERS, DELAGE &
CREVIER LLP**

TO: Tour McGill College
1501 McGill College Avenue
Suite 2900
Montreal, Quebec H3A 3M8

David J. Dropsy

Email: ddropsy@colby-monet.com

Tel: 514.284.3663

Fax: 514.284.1961

Lawyers for GFI INC., a division of Thomas &
Betts Manufacturing Inc.

AND **McCARTHY TETRAULT LLP**
TO: Suite 5300, Toronto Dominion Bank Tower
Toronto, Ontario M5K 1E6

Thomas G. Heintzman
Junior Sirivar

Email: theintzm@mccarthy.ca

Tel: 416.601.7627

Fax: 416.868.0673

Email: jsirivar@mccarthy.ca

Tel: 416.601.7750

Fax: 416.868.0673

Lawyers for Frank Andrew Dunn

AND **NELLIGAN O'BRIEN PAYNE LLP**

TO: Barristers and Solicitors
50 O'Connor Street
Suite 1500
Ottawa, Ontario K1P 6L2

Janice B. Payne

Steven Levitt

Christopher Rootham

Email: janice.payne@nelligan.ca

steven.levitt@nelligan.ca

christopher.rootham@nelligan.ca

Tel: 613.231.8245

Fax: 613.788.3655

Lawyers for the Steering Committee of Nortel
Canadian Continuing Employees – Post CCAA as
at January 14, 2009

AND **BAKER & McKENZIE LLP**
TO: Brookfield Place, P.O. Box 874
181 Bay Street, Suite 2100
Toronto, Ontario M5J 2T3

Chris Besant
Lydia Salvi

Email: chris.besant@bakernet.com

Tel: 416.865.2318
Fax: 416.863.6275

Email: lydia.salvi@bakernet.com

Tel: 416.865.6944
Fax: 416.863.6275

Lawyers for Jabil Circuit Inc.

AND **SCHNEIDER & GAGGINO**
TO: 375 Lakeshore Drive
Dorval, Quebec H9S 2A5

Dan Goldstein
Marco Gaggino

Email: dgoldstein@schneidergaggino.com
mgaggino@schneidergaggino.com

Tel: 514.631.8787
Fax: 514.631.0220

Lawyers for the Teamsters Quebec Local 1999

AND **BENNETT JONES LLP**
TO: 1 First Canadian Place
Suite 3400
Toronto, Ontario M5X 1A4

Robyn M. Ryan Bell
Mark Laugesen

Email: ryanbellr@bennettjones.com
laugesenm@bennettjones.com

Tel: 416.863.1200
Fax: 416.863.1716

Lawyers for Tel-e Connect Systems Ltd. and
Tel-e Connect Systems (Toronto) Ltd.

AND **MINDEN GROSS LLP**
TO: 145 King Street West, Suite 2200
Toronto, Ontario M5H 4G2

Timothy R. Dunn

Email: tdunn@mindengross.com
Tel: 416.369.4335
Fax: 416.864.9223

Lawyers for 2748355 Canada Inc.

