

IN THE SUPREME COURT OF CANADA
(On appeal from the Court of Appeal for Ontario)

BETWEEN:

JENNIFER HOLLEY

APPLICANT

-and-

NORTEL NETWORKS CORPORATION, NORTEL NETWORKS LIMITED, NORTEL NETWORKS GLOBAL CORPORATION, NORTEL NETWORKS INTERNATIONAL CORPORATION, NORTEL NETWORKS TECHNOLOGY CORPORATION, NORTEL NETWORKS INC. AND OTHER U.S. DEBTORS, ERNST & YOUNG INC. IN ITS CAPACITY AS MONITOR, OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF NORTEL NETWORKS INC. ET AL., AD HOC GROUP OF BONDHOLDERS, THE EMEA DEBTORS, CANADIAN FORMER EMPLOYEES AND DISABLED EMPLOYEES COURT APPOINTED REPRESENTATIVES, NORTEL CANADIAN CONTINUING EMPLOYEES COURT APPOINTED REPRESENTATIVES

RESPONDENTS

**RESPONSE OF THE RESPONDENT, NORTEL CANADIAN CONTINUING
EMPLOYEES TO THE APPLICANT'S APPLICATION FOR LEAVE TO APPEAL**

(Pursuant to Rule 27 of the Rules of the Supreme Court of Canada)

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**Lawyers for the Respondent, Ad Hoc Group
of Bondholders**

OVERVIEW

1. By court order dated July 22, 2009, Dany Sylvain and Kent Felske were appointed to represent the interests of Nortel non-union Canadian employees whose employment is continuing with Nortel or with the purchasers of Nortel's assets (the "Nortel Canadian Continuing Employees"). There are approximately 2,044 Nortel Canadian Continuing Employees.

2. At the Creditors' Meeting and on the Sanction motion the Nortel Canadian Continuing Employees supported the Plan, and they supported the Plan before both the CCAA Court and the Court of Appeal for Ontario. On this application the Nortel Canadian Continuing Employees support the position of the Monitor and the Canadian Debtors and of the Court-Appointed Representatives of Former and Disabled Employees, and ask that the application for leave to appeal be dismissed.

PART I - STATEMENT OF FACTS

3. Please see the memorandums of argument of the Monitor and the Canadian Debtors and of the Court-Appointed Representatives of Former and Disabled Employees.

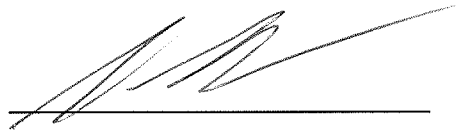
PART II - RESPONDING PARTIES' POSITIONS

4. The Nortel Canadian Continuing Employees support the positions of the Monitor and the Canadian Debtors and of the Court-Appointed Representatives of Former and Disabled Employees.

PART III - ADDITIONAL ISSUES

5. The Nortel Canadian Continuing Employees raise no additional issues.

ALL OF WHICH IS RESPECTFULLY SUBMITTED, this 19 day of May, 2017



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Employees**