

AMENDING AGREEMENT made as of the 1st day of June, 1994.

BETWEEN

NORTHERN TELECOM LIMITED, a body corporate duly incorporated under the laws of Canada and having offices at 3 Robert Speck Parkway, Mississauga, Ontario, L4Z 3C8

(hereinafter called the "Corporation")

PARTY OF THE FIRST PART,

-and-

MONTREAL TRUST COMPANY OF CANADA, a body corporate duly incorporated under the laws of Canada and having its registered office at 15 King Street West, Toronto, Ontario, M5H 1B4

(hereinafter called the "Trustee")

PARTY OF THE SECOND PART.

WHEREAS the Corporation and the Trustee are parties to a certain Trust Agreement dated and with effect as of and from the 1st day of January 1980, as amended, (the "Trust Agreement") respecting trust arrangements relating to the Corporation's Health and Welfare plans; and

WHEREAS the parties hereto wish to amend the Trust Agreement to authorize and permit the Trustee to lend, from time to time, to approved brokers or banks, subject to the terms and conditions hereinafter set forth, securities that it holds as part of the trust fund established pursuant to the Trust Agreement.

NOW, THEREFORE, this Amending Agreement witnesseth as follows:

1. Article III of the Trust Agreement is hereby amended by adding a new clause 2 t) as follows:
  - "2 t) The Trustee may engage from time to time, subject to the prior written consent of the Corporation, in a program of lending to brokers or banks approved by the Corporation, securities that it holds as part of the Trust Fund, subject to complying with applicable laws and regulations, and subject to such other terms and

conditions, in addition to the terms and conditions of this Trust Agreement, as the Corporation and the Trustee may agree upon in writing from time to time."

2. The amendments to the Trust Agreement set forth herein shall be effective June 1, 1994.
3. Except as amended herein, the Trust Agreement remains in full force and effect.

IN WITNESS WHEREOF the parties hereto have caused this Amending Agreement to be executed by their proper officers and their respective corporate seals to be affixed hereto as attested by their proper officers, duly authorized on that behalf, as of the day and year first written above.

NORTHERN TELECOM LIMITED

Per: A.T. Puy  
Vice-President and Treasurer

Per: [Signature]  
Vice-President and  
Associate General Counsel

MONTREAL TRUST COMPANY OF CANADA

Per: [Signature]

Per: [Signature]