

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

NORTEL NETWORKS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 09-10138 (KG)

(Jointly Administered)

Re: D.I. 15615 and 15781

**ORDER ON MOTION OF LAW DEBENTURE TRUST
COMPANY OF NEW YORK, AS INDENTURE TRUSTEE
FOR THE NNCC NOTES, PURSUANT TO FED. R. CIV. P. 52(b),
59(e), AND 60 FOR PARTIAL RECONSIDERATION OF THE
COURT'S ORDER AND ALLOCATION TRIAL OPINION**

Upon the Motion of Law Debenture Trust Company of New York, as Indenture Trustee for the NNCC Notes, Pursuant to Fed. R. Civ. P. 52(b), 59(e) and 60 for Partial Reconsideration of the Court's Order and Allocation Trial Opinion (the "Motion"); and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interest of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that appropriate notice of and opportunity for hearing on, the Motion was given; and the Court having reviewed the Motion and objections thereto; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number, are: Nortel Networks Inc. (6332), Nortel Networks Capital Corporation (9620), Nortel Altsystems Inc. (9769), Nortel Altsystems International Inc. (5596), Xros, Inc. (4181), Sonoma Systems (2073), Qtera Corporation (0251), CoreTek, Inc. (5722), Nortel Networks Applications Management Solutions Inc. (2846), Nortel Networks Optical Components Inc. (3545), Nortel Networks HPOCS Inc. (3546), Architel Systems (U.S.) Corporation (3826), Nortel Networks International Inc. (0358), Northern Telecom International Inc. (6286), Nortel Networks Cable Solutions Inc. (0567), and Nortel Networks (CALA) Inc. (4226).

1. The Motion is granted as set forth herein. Capitalized terms used in this Order and not defined have the meanings given to them in the Motion.

2. This Court's Trial Opinion [D.I. 15544] shall be and hereby is corrected as follows:

(i) The Parties and Their Allocation Positions – C. The Bondholders – First Sentence – page 43 –

The first sentence under paragraph C. The Bondholders on page 43 which states as follows: "The Bondholders consist of entities holding bonds which NNC, NNL, NNI and NNC issued or guaranteed." shall be deleted in its entirety and in lieu thereof the following sentence shall be inserted:

"The Bondholders consist of entities holding bonds which NNC, NNL, NNI and NNCC issued or guaranteed."

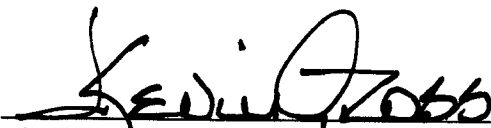
(ii) Appendix A – Glossary of Terms – The term "Bondholders" shall be amended such that the second use of the acronym "NNC" shall be deleted and inserted in lieu thereof shall be the acronym "NNCC."

(iii) Appendix A – Glossary of Terms – A new term "NNCC" shall be included and the definition of such term shall be "Nortel Networks Capital Corporation, a Delaware corporation, a direct and wholly-owned subsidiary of NNI."

~~3. Each Debtor estate will be entitled to receive its own *pro rata* allocation from the Lockbox, on a Debtor-by-Debtor basis, which allocation shall include a separate and distinct allocation to NNCC.~~

3. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Wilmington, Delaware
Dated: July 6, 2015


The Honorable Kevin Gross
United States Bankruptcy Judge