



Court File No. 09-CL-7950

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR. JUSTICE) THURSDAY, THE 1ST DAY OF
)
NEWBOULD) OCTOBER, 2015
)

**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**

**ORDER
(Stay Extension and Various Other Matters – October 2015)**

THIS MOTION made by Nortel Networks Corporation, Nortel Networks Limited, Nortel Networks Technology Corporation, Nortel Networks Global Corporation and Nortel Networks International Corporation (collectively, the "**Canadian Debtors**") jointly with Ernst & Young Inc. in its capacity as monitor (the "**Monitor**") of the Canadian Debtors for the relief set out in the Notice of Motion dated September 22, 2015, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the One Hundred and Twenty First Report of the Monitor dated September 22, 2015 (the "**One Hundred and Twenty First Report**"), and on hearing submissions of counsel for the Canadian Debtors and the Monitor, counsel to the putative lead plaintiffs in the putative securities class action filed in the United States District Court for the Southern District of New York against Mike Zafirovski and Pavi Binning captioned *David Lucescu, individually and on behalf of all others similarly situated v. Mike Zafirovski*

and Pavi Binning (Court File No. 09-CV-4691) and counsel for those other parties present, no one appearing for any other person on the service list although duly served as appears from the affidavit of Christopher G. Armstrong sworn September 23, 2015, filed.

SERVICE

1. **THIS COURT ORDERS** that the time for the service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that capitalized terms used herein and not otherwise defined shall have the meaning given to them in the One Hundred and Twenty First Report.

STAY EXTENSION

3. **THIS COURT ORDERS** that the Stay Period (as defined in the Initial Order of this Court dated January 14, 2009, as amended and restated) is hereby extended to and including April 1, 2016 (the "Extension Date") *Subject to further order regarding the 90 day stay. — 25*

COMPENSATION CLAIMS PROCESS

4. **THIS COURT ORDERS** that the Monitor be and is hereby permitted to review and adjudicate the Form C Proofs of Claim specified in paragraph 43 of the One Hundred and Twenty First Report that were filed in the Compensation Claims Process and received after the applicable bar date.

EMPLOYEE HARDSHIP APPLICATION PROCESS

5. **THIS COURT ORDERS AND DECLARES** that the application period for receipt of employee hardship applications pursuant to the employee hardship application process originally approved by this Court in its Order dated July 30, 2009, be and is hereby extended to the Extension Date.

6. **THIS COURT ORDERS** that the “Eligibility Requirements and Procedure with Respect to Hardship Payment Applications” document be amended accordingly.

2016 NORTEL RETENTION PLAN

7. **THIS COURT ORDERS** that the 2016 NRP substantially in the form attached as Appendix “G” to the One Hundred and Twenty First Report is hereby approved as it relates to the employees of the Canadian Debtors and the Canadian Debtors are authorized to enter into and implement the 2016 NRP and to perform their respective obligations, if any, thereunder.
8. **THIS COURT ORDERS** that Confidential Appendix “F” to the One Hundred and Twenty First Report be and is hereby sealed pending further Order of this Court.

APPROVAL OF APPOINTMENT OF CLAIMS OFFICER

9. **THIS COURT ORDERS AND DECLARES** that the appointment of the Honourable Dennis O’Connor, Q.C., as Claims Officer (as defined in the Claims Resolution Order) be and is hereby approved pursuant to the terms of the Claims Resolution Order and that such Claims Officer shall act under and in accordance with the terms of the Claims Resolution Order.
10. **THIS COURT ORDERS** that the accounts of the Claims Officer shall be delivered to the Monitor on a monthly basis or in such other intervals as the Monitor may agree, and shall be reviewed by the Monitor, who shall approve the reasonable fees and expenses of the Claims Officer incurred in the carrying out of his role under the Claims Resolution Order.
11. **THIS COURT ORDERS** that upon approval of the Claims Officer’s account by the Monitor, such account shall promptly be paid by the Canadian Debtors.
12. **THIS COURT ORDERS** that nothing in this Order shall prevent the Claims Officer from making a cost award against or in favour of any party to a dispute determined by the Claims Officer pursuant to the Claims Resolution Order (a “**Dispute**”), and such

cost award may include an order that the fees and expenses of the Claims Officer must be paid by a party to a Dispute, provided however that (i) the Canadian Debtors shall remain obligated to pay the accounts of the Claims Officer rendered and approved in accordance with this Order, and (ii) upon payment of any such cost award by any party to a Dispute, any amount paid by such party on account of the fees and disbursements of the Claims Officer incurred in the Dispute shall be paid to the Canadian Debtors as reimbursement for their payment of such fees and disbursements.

13. **THIS COURT ORDERS** that the Monitor or Claims Officer may, at any time, and with such notice as this Court may require, seek directions from the Court with respect to this Order and/or any issue relating to Claims Officers arising under the Claims Resolution Order.
14. **THIS COURT ORDERS** that the Claims Officer shall incur no liability or obligation as a result of his or her appointment or in acting as a Claims Officer pursuant to the provisions of this Order or the Claims Resolution Order. No proceeding or enforcement process in any court or tribunal shall be commenced against or in respect of a Claims Officer, except with the prior leave of this Court granted in the within proceedings.

MISCELLANEOUS

15. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, the United Kingdom or elsewhere, to give effect to this Order and to assist the Canadian Debtors, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Canadian Debtors and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor

in any foreign proceeding, or to assist the Canadian Debtors and the Monitor and their respective agents in carrying out the terms of this Order.

16. **THIS COURT ORDERS** that each of the Canadian Debtors and the Monitor be at liberty and are hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.


ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

OCT 1 - 2015



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AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
NORTEL NETWORKS CORPORATION et al.**

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

Proceeding commenced at Toronto

ORDER

**(Stay Extension and Various Other Matters – October
2015)**

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~~Sept~~ Oct 1 - 15

October 1, 2015

This motion is unopposed except for an issue regarding the 670 Stay. A motion to deal with that is scheduled for November 27, 2015 at 9 a.m. I have directed Mr. Kaufman to serve his motion & for the plaintiff to respond. The question of who bears the dues will be a matter for argument and will not be affected by the fact that it is Mr. Kaufman's who has been directed to file his Stay Agreement to be sealed. Compulsory Affidavit Zmes JTC

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MOTION RECORD OF THE MONITOR AND
CANADIAN DEBTORS
(Stay Extension and Various Other Matters -
October 2015)
(returnable October 1, 2015)

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