Court File No.: 09-CL-7950

ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

THE HONOURABLE MR.)	TUESDAY, THE 28 th
and the second second)	D. I. I. O.D. I. D. II
JUSTICE MORAWETZ)	DAY OF APRIL, 2009

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

THIS MOTION, made by Nortel Networks Corporation ("NNC"), Nortel Networks Limited, Nortel Networks Technology Corporation, Nortel Networks Global Corporation and Nortel Networks International Corporation (collectively, the "Applicants") for the relief set out in the Applicants' notice of motion dated April 24, 2009 was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of John Doolittle sworn April 24, 2009 (the "Doolittle Affidavit") and the eighth report of the Monitor dated April 24, 2009 (the "Eighth Report") and on hearing submissions of counsel for the Applicants, the Monitor and the other parties present, no one appearing for any other person on the service list, although served as appears from the Affidavit of Service of Jennifer Stam sworn April 27, 2009, filed.

1. **THIS COURT ORDERS** that the time for the service of the Notice of Motion, the Eighth Report and the Motion Record is hereby abridged 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 Doolittle Affidavit.

3. **THIS COURT ORDERS** that the Second, Third and Fourth extensions of the Interim GSPA all as attached as Exhibits "C", "D" and "E" to the Doolittle Affidavit be and are hereby approved, *nunc pro tunc* to their respective dates of execution.

4. **THIS COURT ORDERS** that the paragraph 33 of the Initial Order be and is hereby deleted in its entirety and replaced with the following:

"33. THIS COURT ORDERS that EDC shall be entitled to the benefit of and is hereby granted a charge on the Property (the "EDC Charge") as security for the Secured Support (as that term is used in the second amended and restated short-term support agreement between NNL and EDC dated April 24, 2009 and any amendments thereto made with the written approval of the Monitor (collectively, the "Support Agreement")) including agreed to fees and expenses, but excluding any Unsecured Renewal Support (as that term is used in the Support Agreement). The EDC Charge shall have the priority set out in paragraphs 42 and 44 hereof."

5. **THIS COURT ORDERS** that the Stay Period be and is hereby extended to July 30, 2009.

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

APR 2 8 2009

PER / PAR: TV

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

Court File No: 09-CL-7950

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

Proceeding commenced at Toronto

ORDER (dated April 28, 2009)

OGILVY RENAULT LLP

Suite 3800

Royal Bank Plaza, South Tower

200 Bay Street

P.O. Box 84

Toronto, Ontario M5J 2Z4, Canada

Derrick Tay LSUC#: 21152A

Tel: (416) 216-4832

Email: dtay@ogilvyrenault.com

Mario Forte LSUC#: 27293F

Tel: (416) 216-4870

Email: mforte@ogilvyrenault.com

Jennifer Stam LSUC #46735J

Tel: (416) 216-2327

Email: jstam@ogilvyrenault.com

Fax: (416) 216-3930

Lawyers for the Applicants