

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR. JUSTICE) WEDNESDAY, THE 1ST DAY OF
)
NEWBOULD) OCTOBER, 2014
)

**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)**

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 “**Applicants**”) jointly with Ernst & Young Inc. in its capacity as monitor (the “**Monitor**”) of the Applicants for the relief set out in the Notice of Motion dated September 24, 2014, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the One Hundred and Eighth Report of the Monitor dated September 24, 2014 (the “**One Hundred and Eighth Report**”), and on hearing submissions of counsel for the Applicants and the Monitor, 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 24, 2014, 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 Eighth 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 3, 2015 (the “**Extension Date**”).

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 46 of the One Hundred and Eighth 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.

2015 NORTEL RETENTION PLAN

7. **THIS COURT ORDERS** that the 2015 NRP substantially in the form attached as Appendix "G" to the One Hundred and Eighth Report is hereby approved as it relates to the employees of the Applicants and the Applicants are authorized to enter into and implement the 2015 NRP and to perform their respective obligations, if any, thereunder.
8. **THIS COURT ORDERS** that Confidential Appendix "F" to the One Hundred and Eighth Report be and is hereby sealed pending further Order of this Court.

MISCELLANEOUS

9. **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 Applicants, 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 Applicants 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 Applicants and the Monitor and their respective agents in carrying out the terms of this Order.
10. **THIS COURT ORDERS** that each of the Applicants 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 - 2 2014

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 et al.

Court File No. 09-CL-7950

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

ORDER
(Stay Extension and Various Other Matters)

GOODMANS LLP

Barristers & Solicitors

Bay Adelaide Centre

333 Bay Street, Suite 3400

Toronto, ON M5H 2S7

Jay A. Carfagnini LSUC#: 22293T

Joseph Pasquariello LSUC# 38390C

Christopher G. Armstrong LSUC# 55148B

Tel: 416.979.2211

Fax: 416.979.1234

Lawyers for the Monitor, Ernst & Young Inc.

GOWLING LAFLEUR HENDERSON LLP

Barristers & Solicitors

1 First Canadian Place

100 King Street West, Suite 1600

Toronto, ON M5X 1G5

Derrick Tay (LSUC#: 21152A)

Jennifer Stam (LSUC#: 46735J)

Tel: 416.862.5697

Fax: 416.862.7661

Lawyers for the Applicants