

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

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In re	:	Chapter 11
Nortel Networks Inc., <i>et al.</i> , ¹	:	Case No. 09-10138 (KG)
Debtors.	:	Jointly Administered
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**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON JULY 11, 2011 AT 9:30 A.M. (EASTERN TIME)**

CONTINUED/RESOLVED/WITHDRAWN MATTERS

1. Motion of ACS Cable Systems, Inc. for Allowance and Immediate Payment of Administrative Claim (D.I. 2857, Filed 4/12/10).

Objection Deadline: May 5, 2011 at 4:00 p.m. (ET)

Response Received: None.

Related Pleading:

- (a) Withdrawal of Motion of ACS Cable Systems, Inc. Allowance and Immediate Payment of Administrative Claim (D.I. 5889, Filed 7/6/11).

Status: ACS Cable Systems, Inc. has withdrawn their motion.

2. Debtors' Fourteenth Omnibus Objection (Substantive) To Certain Claims Pursuant To 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 And Del. L.R. 3007-1 (No Liability Claims, Reduce And Allow Claims, Redundant Claims, Satisfied Claims, Wrong Debtor Claims, No-Basis 503(b)(9) Claims And Misclassified 503(b)(9) Claims) (D.I. 3942, Filed 9/14/10).

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). Addresses for the Debtors can be found in the Debtors' petitions, which are available at <http://dm.epiq11.com/nortel>.



Objection Deadline: October 7, 2010 at 4:00 p.m. (ET), extended for Amphenol Corporation and its affiliates until July 15, 2011.

Remaining Response Received:

- (a) Response Of Unisys Corporation To Debtors' Fourteenth Omnibus Objection (Substantive) To Certain Claims Pursuant To 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 And Del. L.R. 3007-1 (No Liability Claims, Reduce And Allow Claims, Redundant Claims, Satisfied Claims, Wrong Debtor Claims, No-Basis 503(b)(9) Claims And Misclassified 503(b)(9) Claims) Filed by Unisys Corporation (D.I. 4106, Filed 10/7/10).

Related Pleading:

- (a) Order Granting Debtors' Fourteenth Omnibus Objection (Substantive) To Certain Claims Pursuant To 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 And Del. L.R. 3007-1 (No Liability Claims, Reduce And Allow Claims, Redundant Claims, Satisfied Claims, Wrong Debtor Claims, No-Basis 503(b)(9) Claims And Misclassified 503(b)(9) Claims) (D.I. 4163, Filed 10/14/10).

Status: The hearing with respect to the objections to Claim Nos. 5500, 5501, 5502, 5504, 5505 and 5506 filed by Amphenol Corporation and its affiliates has been adjourned to the hearing scheduled for July 26, 2011 at 9:30 a.m. (ET). The hearing with respect to the response filed by Unisys Corporation has been adjourned to the hearing scheduled for July 26, 2011 at 9:30 a.m. (ET).

- 3. Debtors' Fifteenth Omnibus Objection (Substantive) To Certain Claims Pursuant To 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 And Del. L.R. 3007-1 (No Liability Claims, Reduce And Allow Claims, Redundant Claims, Satisfied Claims, Wrong Debtor Claims And No-Basis 503(b)(9) Claims) (D.I. 4126, Filed 10/8/10).

Objection Deadline: October 25, 2010 at 4:00 p.m. (ET). Extended for Boyd and Tandberg to October 29, 2010 at 4:00 p.m. (ET). Extended for Red Hat to November 1, 2010 at 4:00 p.m. (ET). Extended for GE Fanuc to August 23, 2011 at 4:00 p.m. (ET).

Remaining Responses Received:

- (a) Response To Debtors' Fifteenth Omnibus Objection (Substantive) To Certain Claims Pursuant To 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 And Del. L.R. 3007-1 (No Liability Claims, Reduce And Allow Claims, Redundant Claims, Satisfied Claims, Wrong Debtor Claims And No-Basis 503(b)(9) Claims), Filed by Commonwealth of Virginia, Department of Taxation (D.I. 4187, Filed 10/22/10); and
- (b) Response Of Electro Rent Corporation To Debtors' Fifteenth Omnibus Objection (Substantive) To Certain Claims Pursuant To 11 U.S.C. § 502, Fed. R. Bankr. P.

3007 And Del. L.R. 3007-1 (No Liability Claims, Reduce And Allow Claims, Redundant Claims, Satisfied Claims, Wrong Debtor Claims And No-Basis 503(b)(9) Claims) (D.I. 4232, Filed 11/1/10).

Related Pleadings:

- (a) Order Granting Debtors' Fifteenth Omnibus Objection (Substantive) To Certain Claims Pursuant To 11 U.S.C. § 502, Fed. R. Bankr. P. 3007 And Del. L.R. 3007-1 (No Liability Claims, Reduce And Allow Claims, Redundant Claims, Satisfied Claims, Wrong Debtor Claims And No-Basis 503(b)(9) Claims) (D.I. 4256, Filed 11/8/10); and
- (b) First Supplemental Order Granting Debtors' Fifteenth Omnibus Objection (Substantive) To Certain Claims (No Liability Claims, Reduce And Allow Claims, Redundant Claims, Satisfied Claim, Wrong Debtor Claims And No-Basis 503(b)(9) Claims) (D.I. 4403, Filed 11/23/10).

Status: The hearing with respect to the objection to Claim No. 7077 filed by GE Fanuc has been adjourned to the hearing scheduled for September 6, 2011 at 10:00 a.m. (ET). The hearing with respect to the response filed by the Commonwealth of Virginia, Department of Taxation has been adjourned to the hearing scheduled for July 26, 2011 at 9:30 a.m. (ET).

- 4. Motion Of Eltek Valere, Inc. To Permit Filing Of Late Claim (D.I. 4626, Filed 12/17/10).

Objection Deadline: January 5, 2011 at 4:00 p.m. (ET). Extended to July 19, 2011 at 4:00 p.m. (ET) for Nortel.

Responses Received: None at this time.

Related Pleadings: None.

Status: The hearing on this matter has been adjourned to the hearing scheduled for July 26, 2011 at 9:30 a.m. (ET).

- 5. Debtors' Eighteenth Omnibus Objection (Substantive) to Certain Claims (No Liability Claims, Reduce and Allow Claims, Redundant Claims, Wrong Debtor Claims and No-Basis 503(b)(9) Claims) (D.I. 4842, Filed 2/4/11).

Objection Deadline: February 23, 2011 at 4:00 p.m. (ET)

Responses Received:

- (a) Claimant Ritz-Carlton Hotel Company, LLC's Responses to Objection to its Claims (D.I. 4973, Filed 2/23/11).

Related Pleadings:

- (a) Order Granting Debtors' Eighteenth Omnibus Objection (Substantive) to Certain Claims (No Liability Claims, Reduce and Allow Claims, Redundant Claims, Wrong Debtor Claims and No-Basis 503(b)(9) Claims) (D.I. 5089, Entered 3/9/11).

Status: The hearing with respect to the response filed by Ritz-Carlton Hotel Company, has been adjourned to the hearing scheduled for July 26, 2011 at 9:30 a.m. (ET).

- 6. Motion for Entry of an Order Authorizing Microsoft Corporation to File Under Seal Portions of Sale Objection and Exhibit Thereto (D.I. 5662, Filed 6/13/11).

Objection Deadline: June 23, 2011 at 4:00 p.m. (ET)

Responses Received: None.

Related Pleadings:

- (a) Notice of Withdrawal of Motion for Entry of an Order Authorizing Microsoft Corporation to File Under Seal Portions of Sale Objection and Exhibit Thereto (D.I. 5561, Filed 7/1/11).

Status: Microsoft Corporation has withdrawn their motion.

UNCONTESTED MATTERS GOING FORWARD

- 7. Debtors' Nineteenth Omnibus Objection (Substantive) to Certain Claims Pursuant to 11 U.S.C § 502, Fed. R. Bankr. P. 3007 and Del. L.R. 3007-1 (No Liability Claims, Reduce and Allow Claims, Redundant Claims, Wrong Debtor Claims and No-Basis 503(b)(9) Claims) (D.I. 5341, Filed 4/28/11).

Objection Deadline: May 24, 2011 at 4:00 p.m. (ET). Extended to June 7, 2011 at 4:00 p.m. (ET) for Hunton & Williams LLP and Securitas Security Services USA.

Responses Received:

- (a) Response of Corning Incorporated to Debtors' Nineteenth Omnibus Objection (Substantive) to Certain Claims Pursuant to 11 U.S.C § 502, Fed. R. Bankr. P. 3007 and Del. L.R. 3007-1 (No Liability Claims, Reduce and Allow Claims, Redundant Claims, Wrong Debtor Claims and No-Basis 503(b)(9) Claims) (D.I. 5410, Filed 5/11/11); and
- (b) Response of Receivable Management Services Corporation to the Debtors' Nineteenth Omnibus Objection (Substantive) to Certain Claims Pursuant to 11 U.S.C § 502, Fed. R. Bankr. P. 3007 and Del. L.R. 3007-1 (No Liability Claims,

Reduce and Allow Claims, Redundant Claims, Wrong Debtor Claims and No-Basis 503(b)(9) Claims) (D.I. 5476, Filed 5/24/11).

Related Pleadings:

- (a) Order Granting Debtors' Nineteenth Omnibus Objection (Substantive) to Certain Claims (No Liability Claims, Reduce and Allow Claims, Redundant Claims, Wrong Debtor Claims and No-Basis 503(b)(9) Claims) (D.I. 5623, Entered 6/7/11); and
- (b) First Supplemental Order Granting Debtors' Nineteenth Omnibus Objection (Substantive) To Certain Claims And (No Liability Claims, Reduce And Allow Claims, Redundant Claims, Wrong Debtor Claims And No-Basis 503(b)(9) Claims) (D.I. 5782, Filed 6/21/11).

Status: The hearing with respect to Claim No. 999 filed by Securitas Security Services USA will go forward, and the Debtors will hand up a supplemental order with respect to this claim. The hearing with respect to the response filed by Corning Incorporated has been adjourned to the hearing scheduled for July 26, 2011 at 9:30 a.m. (ET). The hearing with respect to the response filed by Receivable Management Services Corporation has been adjourned to the hearing scheduled for July 26, 2011 at 9:30 a.m. (ET).

- 8. Debtors' Motion for Entry of an Order Authorizing the Claims Agent to Reflect Certain Claims that have been Satisfied as Paid (D.I. 5343, Filed 4/28/11).

Objection Deadline: May 24, 2011 at 4:00 p.m. (ET). Extended to June 28, 2011 at 4:00 p.m. (ET) for Alternative Communications International Ltd. Extended to July 15, 2011 at 4:00 p.m. (ET) for BT Americas, Inc.

Responses Received:

- (a) Informal response from Metia Solutions;
- (b) Informal response from BT Americas, Inc.

Related Pleadings:

- (a) Order Authorizing the Claims Agent to Reflect Certain Claims that have been Satisfied as Paid (D.I. 5625, Entered 6/7/11).

Status: The hearing with respect to Claim No. 2192 filed by Alternative Communications International LTD will go forward, and the Debtors will hand up a supplemental objection with respect to this claim. The hearing with respect to Claim No. 3007 filed by BT Americas, Inc. has been adjourned to the hearing scheduled for July 26, 2011 at 9:30 a.m. (ET).

CONTESTED MATTERS GOING FORWARD

9. Debtors' Motion for Orders (I)(A) Authorizing Debtors' Entry into the Stalking Horse Asset Sale Agreement, (B) Authorizing and Approving the Bidding Procedures and Bid Protections, (C) Approving the Notice Procedures and the Assumption and Assignment Procedures, (D) Approving the License Rejection Procedures, (E) Approving a Side Agreement, (F) Authorizing the Filing of Certain Documents Under Seal and (G) Setting a Date for the Sale Hearing and (II) Authorizing and Approving (A) the Sale of Certain Patents and Related Assets Free and Clear of All Claims and Interests, (B) the Assumption and Assignment of Certain Executory Contracts, (C) the Rejection of Certain Patent Licenses and (D) the License Non-Assignment and Non-Renewal Protections (D.I. 5202, Filed 4/4/11).

General Objection Deadline: June 13, 2011 at 4:00 p.m. (ET).

License Rejection Objection Deadline: May 31, 2011 at 4:00 p.m. (ET), extended for 3M, AT&T, ARRIS Group, Inc., Broadcom Corporation, Hitachi, Ltd., IBM, Motorola, Inc., Qwest Corporation, Ricoh Company Limited and Verizon Communications, Inc. to June 6, 2011 at 4:00 p.m. (ET).

Notice of Election Deadline: June 6, 2011 at 4:00 p.m. (ET).

Supplemental Objection Deadline: July 6, 2011 at 5:00 p.m. (ET).

Responses Received:

- (a) Objection of EADS Secure Networks S.A.S. to Rejection of Intellectual Property Transfer and License Agreement (D.I. 5513, Filed 5/31/11);
- (b) Response of Hewlett-Packard Company to Joint Notice of (I) Sale of Patents Subject to Certain Patent Licenses and (II) Rejection of Certain Patent Licenses (D.I. 5525, Filed 5/31/11);
- (c) Nokia Corporation's Objection to Rejection of Unknown Licenses (D.I. 5526, Filed 5/31/11);
- (d) AT&T's Notice of Election Pursuant to Section 365(n) of the Bankruptcy Code in Connection with the Rejection of AT&T's Contracts (D.I. 5584, Filed 6/3/11);
- (e) AT&T's Objection to the Rejection of AT&T's Contracts (D.I. 5585, Filed 6/3/11);
- (f) Broadcom Corporation's Notice of Election Under Bankruptcy Code Section 365(n) (D.I. 5587, Filed 6/3/11);

- (g) Notice of Intent of Hewlett-Packard Company to Retain its Rights Under Rejected License Agreements (D.I. 5600, Filed 6/6/11);
- (h) Election of EADS Secure Networks S.A.S. to Retain Licenses Rights Pursuant to Section 365(n)(1)(B) of the Bankruptcy Code (D.I. 5607, Filed 6/6/11);
- (i) Notice of Intent to Retain Rights Under 11 U.S.C. §365(n), Filed by Nokia Corporation (D.I. 5610; Filed 6/6/11);
- (j) Notice of Election of International Business Machine Corporation Pursuant to Bankruptcy Code Section 365(n) (D.I. 5612, Filed 6/6/11);
- (k) Objection by Verizon Communications Inc. and its Affiliates to any Proposed Rejection of Patent Licenses, and Conditional Notice of Election, Pursuant to 11 U.S.C. § 365(n)(1)(B), to Retain Intellectual Property Rights Licensed to Verizon by the Debtors (D.I. 5613, Filed 6/6/11);
- (l) Response of Hitachi, Ltd. to Joint Notice of (I) Sale of Patents Subject to Certain Patent Licenses and (II) Rejection of Certain Patent Licenses, and Notice of Election (D.I. 5614, Filed 6/6/11);
- (m) Limited Objection of Motorola, Inc. to Debtors' Motion for Orders (I)(A) Authorizing Debtors' Entry into the Stalking Horse Asset Sale Agreement, (B) Authorizing and Approving the Bidding Procedure and Bid Protections, (C) Approving the Notice Procedures and the Assumption and Assignment Procedures, (D) Approving the License Rejection Procedures, (E) Approving a Side Agreement, (F) Authorizing the Filing of Certain Documents Under Seal and (G) Setting a Date for the Sale Hearing and (II) Authorizing and Approving (A) the Sale of Certain Patent and Related Assets Free and Clear of All Claims and Interests, (B) the Assumption and Assignment of Certain Executory Contracts, (C) the Rejection of Certain Patent Licenses and (D) the License Non-Assignment and Non-Renewal Protections, and Notice of Election of Section 365(n)(1)(B) Rights (D.I. 5616, Filed 6/6/11);
- (n) Objection of Qwest Corporation, Qwest Communications Company, LLC, and Embarq Management Company to Proposed Rejection of any Contracts (D.I. 5617, Filed 6/6/11);
- (o) Notice of Election of Qwest Corporation, Qwest Communications Company, LLC, and Embarq Management Company with Respect to Rejection of any Contracts (D.I. 5618, Filed 6/6/11);
- (p) Objection and Reservation of Rights of Thomas & Betts Manufacturing, Inc. and its Affiliates to any Proposed Rejection of Patent or other Licenses, and Conditional Notice of Election to Retain Intellectual Property Rights Licensed to

Thomas & Betts manufacturing, Inc., or its Affiliates, Pursuant to 11 U.S.C. § 365(n)(1)(B) (D.I. 5619, Filed 6/6/11);

- (q) Limited Objection of Motorola Mobility Inc. to Debtors' Motion for Order Authorizing and Approving the Sale of Certain Patents and Related Assets Free and Clear of All Claims and Interests (D.I. 5651, Filed 6/13/2011);
- (r) Reservation of Rights by Oracle America, Inc. Regarding the Debtors' Motion for Orders (I)(A) Authorizing Debtors' Entry into the Stalking Horse Asset Sale Agreement, (B) Authorizing and Approving the Bidding Procedure and Bid Protections, (C) Approving the Notice Procedures and the Assumption and Assignment Procedures, (D) Approving the License Rejection Procedures, (E) Approving a Side Agreement, (F) Authorizing the Filing of Certain Documents Under Seal and (G) Setting a Date for the Sale Hearing and (II) Authorizing and Approving (A) the Sale of Certain Patent and Related Assets Free and Clear of All Claims and Interests, (B) the Assumption and Assignment of Certain Executory Contracts, (C) the Rejection of Certain Patent Licenses and (D) the License Non-Assignment and Non-Renewal Protections (D.I. 5652, Filed 6/13/11);
- (s) Response of Hewlett-Packard Company to Debtors Motion for Orders (i)(a) Authorizing Debtors Entry into the Stalking Horse Asset Sale Agreement, (b) Authorizing and Approving the Bidding Procedures and Bid Protections, (c) Approving the Notice Procedures and the Assumption and Assignment Procedures, (d) Approving the License Rejection Procedures, (e) Approving a side Agreement, (f) Authorizing the Filing of Certain Documents Under Seal and (g) Setting a Date For Sale Hearing and (ii) Authorizing and Approving (a) the Sale of Certain Patents and Related Assets Free and Clear of all Claims and Interests, (b) the Assumption and Assignment of Certain Executory Contracts, (c) the Rejection of Certain Patent Licenses and (d) the License Non-Assignment and Non-Renewal Protections (D.I. 5654, Filed 6/13/11);
- (t) Objection of EADS Secure Networks S.A.S. to Debtors' Motion for Authority to Convey Substantially All of the Debtors' Residual Patents and Related Assets Free and Clear of Interests (D.I. 5655, Filed 6/13/11);
- (u) Limited Objection of AT&T to Sale of Patents Free and Clear of All Claims and Interests (D.I. 5658, Filed 6/13/11);
- (v) Limited Objection of Microsoft Corporation to Motion of Debtors to Sell Certain Patents and Related Assets Free and Clear of All Claims and Interest and Related Relief (D.I. 5664, Filed 6/13/11);
- (w) Nokia Corporation's Objection to Sale Free and Clear of Debtors' SSO Commitments (D.I. 5665, Filed 6/13/11);

- (x) Joinder of Verizon Communications Inc. and its Affiliates in AT&T's Limited Objection to Sale of Patents Free and Clear of All Claims and Interests (D.I. 5668, Filed 6/13/11);
- (y) Objection of Qwest Corporation, on Behalf of Itself and all of Its Affiliates, to Debtors Motion for Orders (i) (a) Authorizing Debtors Entry into the Stalking Horse Asset Sale Agreement, (b) Authorizing and Approving the Bidding Procedures and Bid Protections, (c) Approving the Notice Procedures and the Assumption and Assignment Procedures, (d) Approving the License Rejection Procedures, (e) Approving a Side Agreement, (f) Authorizing the Filing of Certain Documents Under Seal and (g) Setting a Date for the Hearing and; (ii) Authorizing and Approving (a) the Sale Certain Patents and Related Assets Free and Clear of all Claims and Interests (b) the Assumption and Assignment of Certain Executory Contracts, (c) the Rejection of Certain Patent Licenses and (d) the License Non-Assignment and Non-Renewal Protections (D.I. 5677, Filed 6/13/11);
- (z) Joinder of Sprint Nextel Corporation in AT&T's Limited Objection to Sale of Patents Free and Clear of All Claims and Interests (D.I. 5687, Filed 6/13/11);
- (aa) Objection of the Institute of Electrical and Electronics Engineers, Inc. to Sale Free and Clear of Debtors' SSO Commitments (D.I. 5816, Filed 6/27/11);
- (bb) Amended Response of Hewlett-Packard Company to Debtors Motion for Orders (i)(a) Authorizing Debtors Entry into the Stalking Horse Asset Sale Agreement, (b) Authorizing and Approving the Bidding Procedures and Bid Protections, (c) Approving the Notice Procedures and the Assumption and Assignment Procedures, (d) Approving the License Rejection Procedures, (e) Approving a side Agreement, (f) Authorizing the Filing of Certain Documents Under Seal and (g) Setting a Date For Sale Hearing and (ii) Authorizing and Approving (a) the Sale of Certain Patents and Related Assets Free and Clear of all Claims and Interests, (b) the Assumption and Assignment of Certain Executory Contracts, (c) the Rejection of Certain Patent Licenses and (d) the License Non-Assignment and Non-Renewal Protections (D.I. 5828, Filed 6/30/11);
- (cc) Amended Response of Hewlett-Packard Company to Joint Notice of (I) Sale of Patents Subject to Certain Patent Licenses and (II) Rejection of Certain Patent Licenses (D.I. 5829, Filed 6/30/11);
- (dd) Supplemental Response of Hewlett-Packard Company to Debtors Motion for Orders (i)(a) Authorizing Debtors Entry into the Stalking Horse Asset Sale Agreement, (b) Authorizing and Approving the Bidding Procedures and Bid Protections, (c) Approving the Notice Procedures and the Assumption and Assignment Procedures, (d) Approving the License Rejection Procedures, (e) Approving a side Agreement, (f) Authorizing the Filing of Certain Documents Under Seal and (g) Setting a Date For Sale Hearing and (ii) Authorizing and

Approving (a) the Sale of Certain Patents and Related Assets Free and Clear of all Claims and Interests, (b) the Assumption and Assignment of Certain Executory Contracts, (c) the Rejection of Certain Patent Licenses and (d) the License Non-Assignment and Non-Renewal Protections (D.I. 5888; Filed 7/6/11); and

- (ee) Conditional Notice of Election to Retain Intellectual Property Rights Licensed to Lenovo by the Debtors Pursuant to 11 U.S.C. Section 365(n)(1)(B); and Conditional Limited Objection to Motion for Sale of Debtors' Assets Free and Clear of Liens, Claims and Encumbrances and Joint Notice of (I) Sale of Patents Subject to Certain Patent Licenses and (II) Rejection of Certain Patent Licenses (D.I. 5894, Filed 7/6/11).

Related Pleadings:

- (a) Certificate of No Objection Regarding Docket No. 5202 (D.I. 5305, Filed 4/25/11);
- (b) Order (A) Authorizing Debtors' Entry Into the Stalking Horse Asset Sale Agreement, (B) Authorizing and Approving the Bidding Procedures and Bid Protections (C) Approving the Notice Procedures and the Assumption and Assignment Procedures, (D) Approving the License Rejection Procedures, (E) Approving a Side Agreement, (F) Authorizing the Filing of Certain Documents Under Seal and (G) Setting a Date for the Sale Hearing (D.I. 5359, Entered 5/2/11);
- (c) Joint Notice of (I) Solicitation of Initial Bids; (II) Public Auction and Sale Hearing; (III) Rejection of Certain Patent Licenses; and (IV) Related Relief and Dates (D.I. 5362, Filed 5/2/11);
- (d) Joint Notice of (I) Sale of Patents Subject to Certain Patent Licenses and (II) Rejection of Certain Patent Licenses (D.I. 5363, Filed 5/2/11);
- (e) Notice of Publication in Financial Times (D.I. 5465, Filed 5/23/11);
- (f) Notice of Publication in The Wall Street Journal (D.I. 5466, Filed 5/23/11);
- (g) Notice of Publication in New York Times (D.I. 5467, Filed 5/23/11);
- (h) Notice of Publication in The Globe and Mail (D.I. 5468, Filed 5/23/11);
- (i) Notice of Rescheduled Auction, Supplemental Objection Deadline and Hearing (D.I. 5733, Filed 6/16/11);
- (j) Notice of Filing of Successful Bid (D.I. 5835, Filed 6/30/11);

- (k) Notice of Withdrawal of Limited Objection of Microsoft Corporation to Motion of Debtors to Sell Certain Patents and Related Assets Free and Clear of All Claims and Interests and Related Relief (D.I. 5859, Filed 7/1/11);
- (l) Notice of Filing of Seventy-First Report of the Monitor of the Canadian Nortel Companies in the Canadian Proceeding (D.I. 5881, Filed 7/6/11);
- (m) Notice Pursuant to Section 12(d) of the Cross-Border Protocol of Filing of Amended and Restated Motion Record for Canadian Approval and Vesting Order Regarding Certain Patents and Other Assets (D.I. 5883, Filed 7/6/11); and
- (n) Debtors' Reply in Further Support of their Motion for an Order Approving (A) the Sale of Certain Patents and Related Assets Free and Clear of All Claims and Interests, (B) the Rejection of Certain Patent Licenses, (C) the Licenses Non-Assignment and Non-Renewal Protections, and Seeking Related Relief (D.I. 5886, Filed 7/6/11).

Status: The hearing on this matter will go forward. A revised proposed Sale Order will be handed up at the hearing.

- 10. Motion of Robert Horne, James Young, and the Ad Hoc Group of Beneficiaries of the Nortel Networks U.S. Deferred Compensation Plan to Compel Discovery from the Nortel Debtors (D.I. 5631, 6/8/11).

Objection Deadline: July 5, 2011 at 4:00 p.m. (ET)

Responses Received:

- (a) Statement and Reservation of Rights of the Canadian Nortel Group Regarding Motion of Robert Horne, James Young, and the Ad Hoc Group of Beneficiaries of the Nortel Networks U.S. Deferred Compensation Plan to Compel Discovery from the Nortel Debtors (D.I. 5864, Filed 7/5/11); and
- (b) Debtors' Objection to the Motion of Robert Horne, James Young, and the Ad Hoc Group of Beneficiaries of the Nortel Networks U.S. Deferred Compensation Plan to Compel Discovery from the Nortel Debtors (D.I. 5866, Filed 7/5/11).

Related Pleadings:

- (a) Declaration of Daniel Ray in Support of Debtors' Objection to the Motion of Robert Horne, James Young, and the Ad Hoc Group of Beneficiaries of the Nortel Networks U.S. Deferred Compensation Plan to Compel Discovery from the Nortel Debtors (D.I. 5867, Filed 7/5/11);
- (b) Declaration of Gary Storr in Support of Debtors' Objection to the Motion of Robert Horne, James Young, and the Ad Hoc Group of Beneficiaries of the Nortel

Networks U.S. Deferred Compensation Plan to Compel Discovery from the Nortel Debtors (D.I. 5868, Filed 7/5/11);

- (c) Declaration of Julie Graffam Kaplan in Support of Debtors' Objection to the Motion of Robert Horne, James Young, and the Ad Hoc Group of Beneficiaries of the Nortel Networks U.S. Deferred Compensation Plan to Compel Discovery from the Nortel Debtors (D.I. 5869, Filed 7/5/11); and
- (d) Declaration of Tamara J. Britt in Support of Debtors' Objection to the Motion of Robert Horne, James Young, and the Ad Hoc Group of Beneficiaries of the Nortel Networks U.S. Deferred Compensation Plan to Compel Discovery from the Nortel Debtors (D.I. 5870, Filed 7/5/11).

Status: Both parties have agreed to adjourn this hearing on the merits to the hearing scheduled for July 26, 2011 at 9:30 a.m. (ET), but the Debtors would like to provide the Court with a status update.

- 11. Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a) and 363(b) for Entry of an Order Approving the Amended and Restated IP Transaction Side Agreement Re Certain Structural Matters and Granting Related Relief (D.I. 5890, filed 7/6/11).

Objection Deadline: July 10, 2011 at 12:00 p.m. (ET).

Responses Received: None as of this date.

Related Pleadings:

- (a) Debtors' Motion for Entry of an Order Shortening Notice Relating to Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a) and 363(b) for Entry of an Order Approving the Amended and Restated IP Transaction Side Agreement Re Certain Structural Matters and Granting Related Relief (D.I. 5891, filed 7/6/11).

Status: Chambers has indicated that the order shortening notice will be entered, as such, this matter is going forward.

PRETRIAL CONFERENCE

- 12. Pretrial Conference in the Adversary Proceedings (See Exhibit A, hereto).

Status: Pretrial scheduling conferences are going forward in the adversary proceedings listed on Exhibit A hereto with the exception of Telmar Network Technology, Inc. which has been adjourned to the pretrial conference scheduled for September 6, 2011 at 10:00 a.m. (ET), McCann-Erickson Worldwide, Inc., as the Debtors do not intend to seek entry of a scheduling order at this time but will provide a status update to the Court, and Kinnarps Project Solutions LLC, Spellbound Media & Advertising, and Cupola Teleservices Ltd., which will be scheduled for a future pretrial conference due to fact that

the defendants have not yet been served. The Debtors intend to present a proposed form of Scheduling Order in the form attached as Exhibit B for consideration by the Court. A separate proposed form of Scheduling Order will be submitted under certification of counsel with respect to SCI Brockville Corp. d/b/a BreconRidge Corporation.

Dated: July 7, 2011
Wilmington, Delaware

CLEARY GOTTLIEB STEEN & HAMILTON LLP
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4318598.4

EXHIBIT "A"

<u>CASE</u>	<u>ADVERSARY CASE NO.</u>
Nortel Networks Inc. <i>et al.</i> v. Kinnarps Project Solutions LLC	10-55914
Nortel Networks Inc. <i>et al.</i> v. Spellbound Media & Advertising	10-55922
Nortel Networks Inc. <i>et al.</i> v. Cupola Teleservices Ltd	10-55925
Nortel Networks Inc. <i>et al.</i> v. McCann-Erickson Worldwide, Inc. <i>et al.</i>	10-55937
Nortel Networks (CALA) Inc. v. Wind Telecom, S.A.	10-55939
Nortel Networks, Inc. <i>et al.</i> v. Telmar Network Technology, Inc. <i>et al.</i>	11-50021
Nortel Networks (CALA) Inc. <i>et al.</i> v. Anixter Inc. <i>et al.</i>	11-50193
Nortel Networks Inc. v. SCI Brockville Corp. d/b/a BreconRidge Corporation	11-50195
Nortel Networks (CALA) Inc. v. Thomas & Betts Manufacturing, Inc. <i>et al.</i>	11-50203
Nortel Networks (CALA) Inc. <i>et al.</i> v. Hewlett-Packard Company <i>et al.</i>	11-50207

Exhibit B

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

-----X	:	
	:	Chapter 11
<i>In re</i>	:	
Nortel Networks Inc., <i>et al.</i> ,	:	Bankr. Case No. 09-10138 (KG)
Debtors. ¹	:	(Jointly Administered)
-----X	X	
Nortel Networks (CALA) Inc. v. Wind Telecom, S.A.	:	Adv. Pro. No. 10-55939
Nortel Networks (CALA) Inc. <i>et al.</i> v. Anixter Inc. <i>et al.</i>	:	Adv. Pro. No. 11-50193
Nortel Networks Inc. v. Thomas & Betts Manufacturing, Inc.	:	Adv. Pro. No. 11-50203
Nortel Networks (CALA) Inc. <i>et al.</i> v. Hewlett- Packard Company <i>et al.</i>	:	Adv. Pro. No. 11-50207
-----X	X	

SCHEDULING ORDER

To promote the efficient and expeditious disposition of adversary proceedings, the following schedule shall apply to each of the above-captioned adversary proceedings.

IT IS HEREBY ORDERED that:

¹ The Debtors in the Chapter 11 cases are: Nortel Networks Inc., Nortel Networks (CALA) Inc., Nortel Networks Capital Corporation, Nortel Altsystems Inc., Nortel Altsystems International Inc., Xros, Inc., Sonoma Systems, Qtera Corporation, CoreTek, Inc., Nortel Networks Applications Management Solutions Inc., Nortel Networks Optical Components Inc., Nortel Networks HPOCS Inc., Architel Systems (U.S.) Corporation, Nortel Networks International Inc., Northern Telecom International Inc., and Nortel Networks Cable Solutions Inc. Additional information regarding the Debtors can be found in their respective Chapter 11 petitions, which are available at <http://chapter11.epiqsystems.com/nortel>.

1. Any extension of time to file a responsive pleading is not effective unless approved by Order of the Court. Any motion for extension of time to file a responsive pleading or stipulated order for such an extension must be filed with the Court no later than ten (10) days before the Initial Scheduling Conference in the adversary proceeding.
2. Unless otherwise agreed between the Parties, the above-captioned plaintiff (the "Plaintiff") and defendants (each a "Defendant", and, together with Plaintiff, the "Parties") are deemed to have completed the discovery planning conference described in Fed. R. Civ. P. 26(f), made applicable by Fed. R. Bankr. P. 7026.
3. Unless otherwise agreed between the Parties, the Parties shall provide the initial disclosures under Fed. R. Civ. P. 26(a)(1) by no later than July 26, 2011.
4. Written fact discovery (i.e., requests for the production of documents, interrogatories and requests for admission) shall be initiated so as to be completed no later than November 9, 2011.
5. Pursuant to the General Order Regarding Procedures in Adversary Proceedings entered by the Honorable Mary F. Walrath on April 7, 2004, no later than November 7, 2011 the Parties shall file a Stipulation Regarding Appointment of a Mediator or a statement that the Parties cannot agree on a mediator and a request that the Court select and appoint a mediator to the proceeding. All mediations shall be concluded by January 4, 2012.
6. Fact depositions may be noticed or subpoenaed for a date on or after January 12, 2012, and shall be noticed so as to be concluded by March 5, 2012.

7. The Parties shall provide expert reports for any issue on which they bear the burden of proof, not including any report by Plaintiff on insolvency of the Debtors, by March 26, 2012. If the Defendant intends to provide expert testimony regarding the insolvency of the Debtors, any such expert report must be provided by March 26, 2012. Any expert report by Plaintiff on the insolvency of the Debtors, as well as any Parties' expert report intended to rebut any other expert report, shall be provided by April 16, 2012. Defendant shall provide any expert report intended to rebut any report on insolvency by Plaintiff by April 26, 2012. All reports shall provide the information required by Fed. R. Civ. P. 26(a)(2)(B). All expert discovery shall be completed, and discovery shall close, by May 7, 2012.
8. All dispositive motions shall be filed and served by May 22, 2012, and shall be subject to Del. Bankr. L.R. 7007.
9. The Order Assigning the Adversary Proceeding to Mediation shall set the adversary proceeding for trial on a date to be determined by the Court. The Court may, in its discretion, schedule a pre-trial conference in lieu of or in addition to the trial.
10. The Parties shall comply with the General Order Governing Pre-trial Procedures in Adversary Proceedings Set for Trial Before Judge Kevin Gross. The Parties shall file, no later than two (2) business days prior to the earlier date set for (i) pre-trial conference (if one is scheduled) or (ii) trial, their Final Pre-trial Order approved by all counsel and shall contemporaneously deliver two (2) copies thereof to Judge Gross' chambers.

11. Pursuant to the Order Authorizing and Approving Settlement Procedures to Settle Certain Avoidance Claims (the "Settlement Procedures Order") (D.I. 4211), the Plaintiff shall periodically file with the Court a Notice of Settlement of Claims identifying those adversary proceedings subject to this Order that are settled, dismissed or otherwise resolved pursuant to these Settlement Procedures Order and the amount of such settlement. The Plaintiff shall file a status report forty-five days (45) days after the date of this scheduling order, each forty-five (45) days thereafter, and thirty (30), twenty (20), and ten (10) days prior to trial, setting out the status of each unresolved adversary proceeding subject to this Order. Plaintiff shall immediately advise Chambers, in writing, of any occurrence or circumstance which Plaintiff believes may suggest or necessitate the adjournment or other modification of the trial setting.
12. Deadlines contained in this Scheduling Order may be extended by joint agreement of the parties or by the Court upon written motion for good cause shown.
13. The Plaintiff shall serve this Scheduling Order on each Defendant within five (5) business days after the entry of this Order.

Dated: _____, 2011
Wilmington, DE

THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE

CERTIFICATE OF SERVICE

I, Alissa T. Gazze, certify that I am not less than 18 years of age, and that service of the foregoing **Notice of Agenda of Matters Scheduled for Hearing on July 11, 2011 at 9:30 a.m. (ET)** was caused to be made on July 7, 2011, in the manner indicated upon the parties identified in the attached service lists.

Dated: July 7, 2011

 /s/ Alissa T. Gazze
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