

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

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| <i>In re</i> | : | Chapter 11 |
| Nortel Networks Inc., <i>et al.</i> , ¹ | : | Case No. 09-10138 (KG) |
| Debtors. | : | Jointly Administered |
| | : | RE: D.I.s 8066, 8084, 8255, 8365, 8685, 8851, 8917, 9026 |
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**AMENDED SCHEDULING ORDER FOR HEARING ON DEBTORS’
PROCESS TO TERMINATE RETIREE BENEFITS PURSUANT TO 11 U.S.C. § 1114**

WHEREAS, on July 30, 2012, the Debtors filed the *Debtors’ Motion for Entry of an Order Terminating Retiree Benefits and Approving a Settlement Proposal Pursuant to § 11 U.S.C. 1114* [D.I. 8066] (the “Termination Motion”).

WHEREAS, on August 1, 2012, the Court entered the *Scheduling Order for Hearing on Debtors’ Process to Terminate Retiree Benefits Pursuant to 11 U.S.C. § 1114* [D.I. 8084] (the “Scheduling Order”), which Scheduling Order was subsequently amended on August 21, 2012 in accordance with the Court’s rulings on August 20, 2012 pursuant to the *Amendment to the Scheduling Order for Hearing on Debtors’ Process to Terminate Retiree Benefits Pursuant to 11 U.S.C. § 1114* [D.I. 8255] and was further amended by the *Amended Scheduling Order for Hearing on Debtors’ Process to Terminate Retiree Benefits Pursuant to 11 U.S.C. §*

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://chapter11.epiqsystems.com/nortel>.



1114 dated August 29, 2012 [D.I. 8365], the *Amended Scheduling Order for Hearing on Debtors' Process to Terminate Retiree Benefits Pursuant to 11 U.S.C. § 1114* dated October 11, 2012 [D.I. 8685], the *Amended Scheduling Order for Hearing on Debtors' Process to Terminate Retiree Benefits Pursuant to 11 U.S.C. § 1114* dated October 31, 2012 [D.I. 8851], the *Amended Scheduling Order for Hearing on Debtors' Process to Terminate Retiree Benefits Pursuant to 11 U.S.C. § 1114* dated November 9, 2012 [D.I. 8917] and the *Amended Scheduling Order for Hearing on Debtors' Process to Terminate Retiree Benefits Pursuant to 11 U.S.C. § 1114* dated November 28, 2012 [D.I. 9026].

WHEREAS, counsel for the Official Committee of Retired Employees (the "Retiree Committee"), as well as counsel to the Official Committee of Unsecured Creditors and the Ad Hoc Group of Bondholders, have reviewed the proposed amended scheduling order (the "Proposed Amended Scheduling Order") and the parties have agreed to amend the Scheduling Order as set forth below.

NOW THEREFORE, IT IS HEREBY ORDERED, that the following shall apply:

1. All document discovery regarding the Termination Motion shall be completed on or before January 18, 2013.
2. All responses to the Termination Motion shall be filed no later than February 5, 2013. All parties who file such responses shall be entitled to file supplemental submissions in respect of the Termination Motion at a later date following the close of discovery, which shall be established through a subsequent order of the Court.
3. The other deadlines set forth in the Scheduling Order that have not already occurred are suspended. The parties shall return to the Court at a later date to

seek entry by the Court of an order establishing new dates for the remaining deadlines set forth in the Scheduling Order.

4. Deadlines in this Order may be extended by joint agreement of the Debtors and the Retiree Committee or by the Court upon good cause shown.
5. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

Dated: Dec. 19, 2012
Wilmington, DE



THE HONORABLE KEVIN GROSS
CHIEF UNITED STATES BANKRUPTCY JUDGE