

AGREEMENT AND ACKNOWLEDGEMENT REGARDING CLAIMS ASSIGNMENT

BETWEEN:

Nortel Networks Corporation, Nortel Networks Limited, Nortel Networks Global Corporation, Nortel Networks International Corporation and Nortel Networks Technology Corporation (collectively, the “**Applicants**” and each an “**Applicant**”); and

_____ (the “**Assignee**”)
(Print full legal name of assignee/transferee of Claim)

RECITALS:

1. On January 14, 2009, the Ontario Superior Court of Justice (the “**Court**”) made an order (the “**Initial Order**”) granting certain relief to the Applicants under the provisions of the *Companies’ Creditors Arrangement Act* (Canada) and appointing Ernst & Young Inc. as the monitor (the “**Monitor**”) of the Applicants.
2. On July 30, 2009, the Court granted that certain Claims Procedure Order (as amended, the “**Claims Procedure Order**”) that called for certain Claims to be filed against the Applicants and provided, among other things, that neither the Applicants nor the Monitor shall be obligated to give notice or to otherwise deal with a transferee or assignee of a Claim as the Creditor in respect thereof unless and until (i) actual written notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, shall have been received by the Monitor, and (ii) the Monitor shall have acknowledged in writing such transfer or assignment.
3. The Assignee has entered into an agreement with _____ (Print full legal name of assignor/transferor of Claim) (the “**Assignor**”) to assign the Claims specified on Schedule “A” hereto (the “**Assigned Claims**”) in accordance with the agreements or other documentation attached as Schedule “B” hereto.
4. Capitalized terms not otherwise defined herein shall the meaning given to them in the Claims Procedure Order.

NOW THEREFORE, in consideration of the mutual covenants contained herein, the receipt and sufficiency of which are hereby acknowledged by each party to the other, the Applicants and the Assignee hereby agree as follows:

1. The Applicants hereby acknowledge the assignment of the Assigned Claims by the Assignor to the Assignee.
2. The Assignee shall not set off, apply, merge, consolidate or combine any of the Assigned Claims against, on account of or in reduction of any indebtedness or other obligation of the Assignee to any Applicant, whether arising before or after the date of the Initial Order, and any and all rights or entitlements of the Assignee to any such set-off, application, merger, consolidation or combination are hereby irrevocably waived.

3. The Assigned Claims are subject to the provisions of the Claims Procedure Order, including, without limitation, paragraphs 18, 19 and 20 thereof.
4. This agreement and acknowledgement is without prejudice to the Applicants' and Monitor's right to dispute the amount, validity or classification of the Assigned Claims and is subject to the direction of the Court with respect to Claims generally including, without limitation, the voting and resolution of Claims.

IN WITNESS WHEREOF this agreement and acknowledgement is executed by Nortel Networks Corporation, for and on behalf of each of the Applicants, and the Assignee as of the ____ day of _____, 201__.

NORTEL NETWORKS CORPORATION	
Per:	_____
	Name: _____
	Title: _____

<i>(Print full legal name of Assignee)</i>	
Per:	_____
	Name: _____
	Authorized Signatory

Ernst & Young Inc. in its capacity as the Monitor of the Applicants hereby acknowledges the transfer of the Assigned Claims from the Assignor to the Assignee.

ERNST & YOUNG INC. in its capacity as the monitor of Nortel Networks Corporation, et al. and not in its personal capacity	
Per:	_____
	Name: _____
	Title: _____

The Assignor hereby acknowledges the terms of this agreement and acknowledgement and the provisions of the Claims Procedure Order, including, without limitation, paragraphs 18, 19 and 20 thereof.

<i>(Print full legal name of Assignor)</i>	
Per:	_____
	Name: _____
	Authorized Signatory

SCHEDULE "B"

(Attach agreement(s) or other documents pursuant to which Claims were assigned/transferred)