

**UNITED STATES (U.S.) BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: Nortel Networks Inc. et al ⁽¹⁾

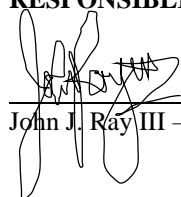
Cases No. 09-10138 – 16-11714 (KG) Jointly Administered
Reporting Period: March 1, 2017 through March 31, 2017

**MONTHLY OPERATING REPORT
No. 98**

REQUIRED DOCUMENTS	Form No.	Document Attached	Affidavit/ Supplement Attached
Condensed Combined Debtors-In-Possession Schedule of Cash Receipts and Disbursements for the period from March 1, 2017 through March 31, 2017	MOR-1	X	
Condensed Combined Debtors-In-Possession Balance Sheets as of March 31, 2017	MOR-2	X	
Notes to Monthly Operating Report	MOR-3	X	
Schedule of Cash Disbursements	MOR-4		
Disbursements by Petitioning Entity	A	X	
Bank Account Information	B	X	
Changes in Balances with Debtors and Non-Debtors	MOR-5	X	
Status of Post-Petition Taxes	MOR-6	See Debtor Questionnaire	
Summary of Unpaid Post-Petition Debts	MOR-7	See MOR-2 Schedule	
Summary Accounts Payable Aging Schedule	MOR-7	See Debtor Questionnaire	
Summary Accounts Receivable Aging Schedule	MOR-7	See Debtor Questionnaire	
Debtor Questionnaire	MOR-8	X	

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

RESPONSIBLE PARTY AND PREPARER:



John J. Ray III – Principal Officer of each of the U.S. Debtors

May 18, 2017

⁽¹⁾ The U.S. 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), Nortel Networks (CALA) Inc. (4226) and Nortel Networks India International Inc. (8667) (together, the "U.S. Debtors"). Contact information for the Debtors and their petitions are available at <http://dm.epiq11.com/nortel>.

MOR-1

**U.S. BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**
In re: Nortel Networks Inc. et al
Cases No. 09-10138 – 16-11714 (KG) Jointly Administered
Condensed Combined Debtors-In-Possession Schedule of Cash Receipts and Disbursements
Reporting Period: March 1, 2017 through March 31, 2017
(Unaudited)
(In millions of U.S. dollars)

	<u>NNI⁽¹⁾</u>	<u>All Other</u>
Cash, cash equivalents and restricted cash at beginning of the period (March 1, 2017)	\$ 553.5	\$ 55.4
Cash receipts:		
Real Estate Sublease Income	-	-
Residual receivables	-	-
Affiliate receivables	-	-
Asset recoveries	-	-
Escrow reimbursements (see MOR-8)	-	-
Other (see note 5)	1.3	-
Total cash receipts	<u>1.3</u>	<u>-</u>
Cash distributions:		
Normal course payables	0.9	-
Chapter 11 professional fees	10.2	-
Affiliate payables	-	-
Payroll and Other Benefits	-	-
Retention/Incentive plans	-	-
Claims Distributions (see note 5)	-	-
Other (see note 5)	-	-
Total cash disbursements	<u>11.1</u>	<u>-</u>
Effect of foreign exchange rate changes on cash and cash equivalents	<u>-</u>	<u>-</u>
Net increase (decrease) in cash, cash equivalents and restricted cash	<u>(9.8)</u>	<u>-</u>
Cash, cash equivalents and restricted cash at end of the period (March 31, 2017)	<u>\$ 543.7</u>	<u>\$ 55.4</u>

The Condensed Combined Debtors-In-Possession Schedule of Cash Receipts and Disbursements of each Reporting Group contained herein was derived from the books and records of the U.S. Debtors (as defined herein). The amounts reflected in these condensed combined financial statements are unaudited. The accompanying notes and schedules are an integral part of the condensed combined financial statements.

⁽¹⁾ An affiliate of NNI, Nortel Networks India International Inc. (“NNIII”) filed for Chapter 11 protection on July 26, 2016. On August 16, 2016, the U.S. Court entered an order providing for the joint administration of NNIII’s case with the pre-existing cases of the other U.S. Debtors. As a result, NNIII will now be included within the NNI Reporting Group for this Monthly Operating Report and on future Monthly Operating Reports. For additional information, please see *Background and Organization* located at MOR-3.

**U.S. BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**
In re: Nortel Networks Inc. et al
Cases No. 09-10138 – 16-11714 (KG) Jointly Administered
Condensed Combined Debtors-In-Possession Balance Sheet
As of March 31, 2017
(Unaudited)
(In millions of U.S. dollars)

	<u>NNI</u>	<u>All Other</u>
Current assets		
Cash and cash equivalents	\$ 542.5	\$ 55.4
Restricted cash and cash equivalents	1.2	-
Accounts receivable - net	4.2	-
Intercompany accounts receivable ⁽¹⁾	17.6	33.2
Inventories - net	-	-
Other current assets	12.6	-
Total current assets	<u>578.1</u>	<u>88.6</u>
Investments in non-Debtor subsidiaries	3.0	-
Plant and equipment - net	-	-
Other assets	63.8	-
Total assets	<u>\$ 644.9</u>	<u>\$ 88.6</u>
Current liabilities not subject to compromise		
Trade and other accounts payable	\$ 8.1	\$ -
Intercompany accounts payable	0.4	-
Payroll and benefit-related liabilities	-	-
Restructuring liabilities	-	-
Other accrued liabilities	6.5	-
Income taxes	-	-
Total current liabilities not subject to compromise	<u>15.0</u>	<u>-</u>
Deferred income and other credits	-	-
Post-employment benefits	-	-
Total liabilities not subject to compromise	<u>15.0</u>	<u>-</u>
Liabilities subject to compromise (note 4)	5,267.9	166.0
Total liabilities	<u>5,282.9</u>	<u>166.0</u>
Common shares	(0.5)	750.8
Preferred shares	-	63.2
Additional paid-in capital	17,746.4	12,581.6
Accumulated deficit	(22,382.3)	(13,471.6)
Accumulated other comprehensive income (loss)	(1.5)	(1.4)
Total U.S. Debtors shareholders' deficit	<u>(4,637.9)</u>	<u>(77.4)</u>
Noncontrolling interests	(0.1)	-
Total shareholders' deficit	<u>(4,638.0)</u>	<u>(77.4)</u>
Total liabilities and shareholders' deficit	<u>\$ 644.9</u>	<u>\$ 88.6</u>

(1) From a GAAP perspective, the accounts receivable intercompany balance is stated on a gross basis without adjusting for offsetting accounts payable owed by the Debtor to non-Debtor affiliates. In addition, the accounts receivable intercompany balance is reduced for a bad debt reserve which is analyzed and adjusted on a periodic basis for collectability. In total, the accounts receivable balance, after effect of the bad debt reserve, is largely offset by accounts payable (in liabilities subject to compromise). Increases or decreases in the accounts receivable intercompany due to a timing difference related to reserve accounting may not represent an increase in potential cash receipts from receivables when fully netted against accounts payables. The bad debt reserve accounting policy was changed in July 2015 to a monthly analysis to eliminate the month-to-month timing impact to the balance sheet.

The Condensed Combined Debtors-In-Possession Balance Sheet of each Reporting Group contained herein was derived from the books and records of the U.S. Debtors. The amounts reflected in these condensed combined financial statements are unaudited. The accompanying notes and schedules are an integral part of the condensed combined financial statements.

NORTEL NETWORKS INC. et al
(DEBTORS-IN-POSSESSION)
NOTES TO MONTHLY OPERATING REPORT No. 98
(UNAUDITED)
(In millions of U.S. dollars)

1. Reservation of Rights:

Nothing contained in this Monthly Operating Report shall constitute a waiver of any of the rights of the Debtors (as defined herein) or an admission with respect to their Chapter 11 Proceedings (as defined herein), including, but not limited to, matters involving objections to claims, substantive consolidation, equitable subordination, defenses, ultimate allocation of proceeds from sales among debtor estates, characterization or re-characterization of contracts, assumption or rejection of contracts under the provisions of chapter 3 of title 11 of the United States Code (“Bankruptcy Code”) and/or causes of action under the provisions of chapter 5 of the Bankruptcy Code or any other relevant applicable laws to recover assets or avoid transfers.

2. Background and Organization:

Prior to Nortel’s significant business divestitures, Nortel Networks Corporation (“NNC”) and its subsidiaries (collectively “Nortel”), including the U.S. Debtors (as defined below), were a global supplier of end-to-end networking products and solutions serving both service providers and enterprise customers.

Creditor Protection Proceedings - On January 14, 2009 (“Petition Date”), Nortel Networks Inc. (“NNI”), Nortel Networks Capital Corporation (“NNCC”) and certain other of Nortel’s U.S. subsidiaries, initiated Creditor Protection Proceedings in the U.S. Bankruptcy Court for the District of Delaware (“U.S. Court”) under the Bankruptcy Code (“Chapter 11 Proceedings”), several of our Canadian affiliates (“Canadian Debtors”), including our ultimate parent company, NNC, initiated Creditor Protection Proceedings in Canada at the Ontario Superior Court of Justice (“Canadian Court”) under the Companies’ Creditors Arrangement Act (“CCAA”), and several of our affiliates in Europe, Middle East and Africa (“EMEA”) (“EMEA Debtors”) initiated Creditor Protection Proceedings in the United Kingdom under the Insolvency Act 1986. Subsequently, creditor protection proceedings were commenced for certain affiliates in other jurisdictions, including Israel and France. On July 14, 2009, Nortel Networks (CALA) Inc. (“NNCI”), an affiliate of NNI, initiated Chapter 11 Proceedings. On July 17, 2009, the U.S. Court entered an order that provided for the joint administration of NNCI’s case with the pre-existing cases of the other U.S. Debtors. As a result, NNCI is included as a Debtor in the financial statements herein. On July 26, 2016, Nortel Networks India International Inc. (“NNIII”), an affiliate of NNI, initiated Chapter 11 proceedings. On August 16, 2016, the U.S. Court entered an order that provided for the joint administration of NNIII’s case with the pre-existing cases of the other U.S. Debtors. As a result, NNIII is included as a Debtor in the financial statements herein. Collectively, all entities under the Creditor Protection Proceedings are referred to as the “Debtors”. Those entities operating in Chapter 11 Proceedings are referred to as the “Debtors in Possession” or the “U.S. Debtors.” During the Creditor Protection Proceedings, the Debtors continue to operate under the jurisdictions and orders of the applicable courts and in accordance with applicable legislation.

As of March 31, 2017, the U.S. Debtors consisted of the following entities:

<u>U.S. Debtors</u>	<u>Case no.</u>
Nortel Networks Inc.	09-10138
Nortel Networks Capital Corporation	09-10139
Nortel Networks International, Inc.	09-10150
Nortel AltSystems, Inc.	09-10140
Nortel AltSystems International, Inc.	09-10141
Architel Systems (U.S.) Corporation	09-10149
CoreTek, Inc.	09-10145
Nortel Networks Applications Management Solutions Inc.	09-10146
Nortel Networks Cable Solutions Inc.	09-10152
Nortel Networks Optical Components Inc.	09-10147
Nortel Networks HPOCS Inc.	09-10148
Northern Telecom International Inc.	09-10151
Qtera Corporation	09-10144
Sonoma Systems	09-10143
Xros, Inc.	09-10142

Nortel Networks (CALA) Inc.
 Nortel Networks India International Inc.

09-12515
 16-11714

Under the Bankruptcy Code, the U.S. Debtors may assume, assume and assign, or reject certain executory contracts including unexpired leases, subject to the approval of the U.S. Court and certain other conditions.

The accompanying unaudited condensed combined Schedule of Cash Receipts and Disbursements and Balance Sheet (“financial statements”) do not include the effects of all current or future claims relating to the Creditor Protection Proceedings. Certain claims filed may have priority over those of the U.S. Debtors’ unsecured creditors. The Debtors are reviewing all claims filed and have commenced the claims reconciliation process. Differences between claim amounts determined by the Debtors and claim amounts filed by creditors will be investigated and resolved pursuant to a claims resolution process approved by the relevant court or, if necessary, the relevant court will make a final determination as to the amount, nature and validity of claims. Certain claims that have been filed may be duplicative (particularly given the multiple jurisdictions involved in the Creditor Protection Proceedings), based on contingencies that have not occurred, or may be otherwise overstated, and would therefore be subject to revision or disallowance. The settlement of claims cannot be finalized until the relevant creditors and courts approve a plan. In light of the number of creditors of the Debtors, the claims resolution process may take considerable time to complete.

For further information on matters preceding the filing of this Monthly Operating Report, users should refer to prior Monthly Operating Reports. Users are also referred to the Bankruptcy Court docket for these Chapter 11 Proceedings.

3. Basis of Presentation:

The financial statements contained herein were not intended to reconcile to any financial statements otherwise prepared or distributed by the U.S. Debtors or any of the U.S. Debtors’ affiliates. Significant efforts have been put forth to attribute the assets and liabilities to the proper legal entity. However, because the Debtors’ accounting systems, policies, and practices were developed with a view to producing consolidated reporting, rather than by legal entity, it is possible that not all assets or liabilities have been recorded at the correct legal entity. Accordingly, the U.S. Debtors reserve all rights to supplement or amend any financial statements contained in this Monthly Operating Report.

The Monthly Operating Report is limited in scope, covers a limited time period, and has been prepared solely for the purpose of complying with the monthly reporting requirements of the Bankruptcy Court and the United States Trustee. The information presented herein has not been subject to all procedures that would typically be applied to financial information presented in accordance with U.S. Generally Accepted Accounting Principles (“U.S. GAAP”). The Statement of Cash Receipts and Disbursements presents a summary of the cash activity for the period and does not include the impact of future cash flows related to assets and accrued liabilities in conformity with U.S. GAAP. Any differences between the ending book balance and bank balances reflected on MOR 4B would generally be attributable to outstanding checks and in-transit items. The U.S. Debtors caution readers not to place undue reliance upon the information contained in this Monthly Operating Report. The results herein are not necessarily indicative of results which may be expected from any other period or for the full year and may not necessarily reflect the combined results and financial position of the U.S. Debtors in the future.

As part of their restructuring efforts, the U.S. Debtors are reviewing their assets and liabilities on an ongoing basis, including without limitation with respect to intercompany claims and obligations, and nothing contained in this Monthly Operating Report shall constitute a waiver of any of the U.S. Debtors’ rights with respect to such assets, liabilities, claims and obligations that may exist.

The financial statements contained herein represent the unaudited condensed combined financial statements for the U.S. Debtors only. The U.S. Debtors have sold all of their operations and business units, and so this Monthly Operating Report does not contain a Statement of Operations or a Statement of Cash Flows as included in previous Monthly Operating Reports. Instead, this Monthly Operating Report includes a Schedule of Cash Receipts and Disbursements. The U.S. Debtors’ non-Debtor subsidiaries are treated as non-consolidated subsidiaries in these financial statements and as such their net assets are included as “Investments in non-Debtor subsidiaries” in the balance sheet. The U.S. Debtors’ financial statements contained herein have been prepared following the guidance in Financial Accounting Standards Board Accounting Standards Codification 852 “Reorganizations”.

The financial statements have been derived from the books and records of the U.S. Debtors. The presentation combines the U.S. Debtors into two Reporting Groups consistent with the companies’ ownership structure with consideration to its status as operating or non-operating and activities as follows:

- **NNI Reporting Group:** Nortel Networks Inc. and its U.S. Debtor subsidiaries Nortel Networks Capital Corporation, Nortel Networks Cable Solutions Inc., Nortel Networks International, Inc., Nortel Networks Optical Components Inc., Nortel Networks HPOCS Inc., Nortel Networks (CALA) Inc., Northern Telecom International Inc., Qtera Corporation and Nortel Networks India International Inc.; and

- **All Other** Reporting Group: Nortel AltSystems, Inc., Nortel AltSystems International, Inc., Architel Systems (U.S.) Corporation, CoreTek, Inc., Nortel Networks Applications Management Solutions, Inc., Sonoma Systems and Xros Inc.

4. Liabilities Subject to Compromise:

The following tables set forth the U.S. Debtors' estimated liabilities subject to compromise as of March 31, 2017:

	<u>NNI</u>	<u>All Other</u>
Trade and other accounts payable	\$ 184.3	\$ 0.2
Accounts payable intercompany	295.6	39.7
Restructuring liabilities	200.8	0.5
Contingent liability for NNI's debt guarantee	3,936.1	-
Long-term debt	150.0	-
Financial obligations	0.4	-
Pension obligations	437.7	-
Postretirement obligations other than pensions	26.2	-
Notes and interest payable intercompany	-	125.6
Income Taxes Payable	2.5	-
Other	48.0	-
Subtotal	<u>\$ 5,281.6</u>	<u>\$ 166.0</u>
Claims Distributions (Cummulative)	(13.7)	-
Total liabilities subject to compromise	<u>\$ 5,267.9</u>	<u>\$ 166.0</u>

Accounts payable intercompany reflects gross accounts payable without accounting for the netting of any receivables owed to the Debtors by non-Debtor affiliates, and does not reflect balances owed between one Debtor and another Debtor. The Pension Benefit Guaranty Corporation (PBGC) has filed multiple proofs of claim in the Debtors' cases, which, as amended, assert claims of (1) \$624.6 million in respect of the unfunded benefit liability of the Nortel Networks Retirement Income Plan, and (2) \$83.4 million in respect to termination insurance premiums triggered by the involuntary termination of the Nortel Networks Retirement Income Plan.

5. Cash Receipts and Disbursements:

- Other receipts include \$1.0 proceeds from the NNI / Ciena Corporation Settlement Agreement [D.I. 17896] ⁽²⁾ and \$0.3 interest income from investments in US treasury bills.

6. Divestiture Proceeds Held in Escrow Pending Allocation

As of March 31, 2017, approximately \$6,247.1 of the net proceeds (the "Escrow Funds") generated through the completed sales of businesses and certain other assets are being held in escrow accounts at JPMorgan Chase Bank, N.A. ("JPM") and are invested in U.S. Treasury securities with maturities not in excess of one year, other than certain *de minimis* amounts which are collateralized with U.S. Treasury securities up to 100% of the amount deposited. The Escrow Funds are being held by JPM pending the allocation of such funds among various Nortel entities, including without limitation, one or more of the Canadian Debtors and one or more of the EMEA Debtors. From time to time, changes in the balance of the Escrow Funds may reflect a mark to market adjustment related to the underlying investment in U.S. Treasury securities, which may occur from time to time. In October and November 2016, \$1.1 billion of the JPM Escrow Funds were transferred to an escrow account with Royal Trust Corporation of Canada pursuant to the Bankruptcy Court's *Order Approving Debtors' Entry Into Additional Sale Proceeds Escrow Agreement* entered October 21, 2016 (the "Currency Conversion Order") [D.I. 17296]. The Currency Conversion Order authorized the transfer of up to \$1.2 billion from the JPM escrow

⁽²⁾ On March 1, 2017, the Bankruptcy Court entered its *Order Approving Debtors' Motion for Entry of an Order Pursuant to 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P. 9019 Approving a Settlement with Ciena Corporation* (the "Ciena Settlement Order") [D.I. 17985]. The Ciena Settlement Order approved a settlement agreement resolving certain disputes between and among NNI, certain other Nortel entities that participated in the sale of the "Metro Ethernet Networks" business (the "MEN Sale") to Ciena Corporation ("Ciena"), and Ciena. Pursuant to the settlement agreement, NNI received an aggregate payment of \$974,119.98 from Ciena on [March 30, 2017] in final resolution of certain outstanding amounts due from Ciena for transition services provided in connection with the MEN Sale and other related receivables due to various Nortel entities. The Debtors compromised these amounts owed by Ciena in exchange for Ciena's agreement, as provided in the settlement agreement, to release the funds held in escrow pursuant to terms of the MEN Sale to NNI and the other applicable Nortel entities, which amounts were released on April 6, 2017.

accounts to escrow accounts held with Royal Trust Corporation of Canada on behalf of the Canadian Debtors and authorized the conversion of up to \$1.2 billion from U.S. dollars to Canadian dollars.

A trial (the "Allocation Trial") was held before the U.S. Court and the Canadian Court between May and September 2014 to determine the allocation of the Escrow Funds. On May 12, 2015, the U.S. Court and the Canadian Court each issued a decision with respect to the Allocation Trial that allocates the Escrow Funds based on the sum of certain claims against each of the U.S., Canadian, and EMEA Debtors. These decisions were modified on July 6, 2015 by the U.S. and Canadian Courts subsequent to motions for reconsideration and/or clarification, which were denied in part and granted in part. The U.S. Court's decision has been appealed by the U.S Debtors, the Official Committee of Unsecured Creditors, the ad hoc group of bondholders, the Pension Benefit Guaranty Corporation, the Bank of New York Mellon, as Indenture Trustee, the Nortel Trade Claim Consortium and Nortel Networks S.A. Contingent or conditional cross appeals have been noticed by the Canadian Debtors, the Canadian Creditors Committee and the EMEA Debtors. On May 24, 2016, the United States District Court for the District of Delaware entered an order certifying the appeals and contingent cross appeals to the United States Court of Appeals for the Third Circuit. The Debtors and other parties have also sought leave to appeal the Canadian Court decision. The Court of Appeal for Ontario denied leave to appeal by decision dated May 3, 2016, which decision the Debtors sought to further appeal.

Below is a list of the escrow accounts held at JPM:

<u>Business/Asset Sale</u>	<u>Escrow Balance</u>
CDMA	\$ 880.7
Layer 4-7	18.2
Packet Core	10.4
Enterprise Solutions	705.1
Optical Networking and Carrier Ethernet (MEN)	612.5
GSM	106.4
CVAS	140.7
MSS	46.2
Patents and Patent Applications	3,726.9

In addition to the Escrow Funds held at JPM:

- \$1,068.8 (based on March 31, 2017 foreign exchange rate and market value of investments) is being held in escrow at Royal Trust Corporation of Canada / The Royal Trust Company in the name of Nortel Networks Corporation, pursuant to the Currency Conversion Order, as described in additional detail above.
- \$21.9 is being held in various escrow accounts at Citibank, N.A. in the name of certain Nortel entities and the respective purchasers of the businesses, which escrows were established in connection with the closing of the sales of the businesses, as required by the sale agreements for those transactions to secure certain obligations thereunder and ancillary to the sales.

On October 12, 2016, the Debtors filed a Notice of Execution of Settlement and Plans Support Agreement [D.I. 17249] that attached a Settlement and Plans Support Agreement dated October 12, 2016 (the "SPSA"), that contemplated the resolution of the allocation dispute and other matters in accordance with the terms and subject to the conditions set forth therein. On November 4, 2016, the Debtors filed their First Amended Chapter 11 Plan of Nortel Networks, Inc. and Certain of its Affiliated Debtors [D.I. 17347], which included Chapter 11 Plans for all U.S. Debtors except for Nortel Networks India International Inc., which intends to file a separate Chapter 11 plan. On December 1, 2016, the Bankruptcy Court entered an order approving the Debtors' disclosure statement and setting a hearing to confirm the Debtors' First Amended Joint Chapter 11 Plan (the "Plan") for January 24, 2017 [D.I. 17516]. On January 24, 2017, the Bankruptcy Court entered an order approving the Plan (the "Confirmation Order") [D.I. 17795] and an order approving each U.S. Debtor's entry into the SPSA [D.I. 17794]. Consummation of the settlements contemplated by the SPSA and the Plan remained subject to the satisfaction or waiver of various conditions, including resolution of a pending motion for leave to appeal the Canadian Court's sanction of the Canadian Debtors' Plan of Compromise and Arrangement asserted by certain creditors of the Canadian Debtors (the "Individual Canadian Creditors") on February 14, 2017. On March 13, 2017, the Ontario Court of Appeal issued a decision denying the Individual Canadian Creditors' Motion for Leave to Appeal. The Individual Canadian Creditors have the right to seek leave to appeal to the Supreme Court of Canada from the Court of Appeal's denial of their Motion for Leave to

Appeal. To avoid the possibility of the Plan's effectiveness being prevented by the pendency of the Individual Canadian Creditors' appeal, the U.S. Debtors, the Canadian Debtors, and the EMEA Debtors executed a Waiver and Reserve Agreement, which was approved by order of the Bankruptcy Court on May 5, 2017 [D.I. 18173]. Pursuant to the Waiver and Reserve Agreement, the parties agreed to waive certain conditions precedent to effectiveness that could not be satisfied during the pendency of the Individual Canadian Creditors' appeal, and the Canadian Debtors agreed to establish a reserve in respect of such appeal to be funded from payments to be made to the Canadian Debtors under the SPSA. On May 8, 2017, the Plan became effective upon satisfaction or waiver of all conditions precedent listed in the SPSA and the Plan. Further information regarding these developments may be found on the Bankruptcy Court docket for the Debtors' cases.

**U.S. BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**
In re: Nortel Networks Inc. et al
Cases No. 09-10138 – 16-11714 (KG) Jointly Administered
Schedule of Cash Disbursements by Petitioning Entity
Reporting Period: March 1, 2017 through March 31, 2017
(Unaudited)
(In millions of U.S. dollars)

In re: Nortel Networks Inc. et al	Case #	Payments
Nortel Networks Inc. ⁽¹⁾	09-10138	\$ 11.1
Nortel Networks Capital Corporation	09-10139	-
Nortel AltSystems, Inc.	09-10140	-
Nortel AltSystems International, Inc.	09-10141	-
Xros Inc.	09-10142	-
Sonoma Systems	09-10143	-
Qtera Corporation	09-10144	-
Coretek, Inc.	09-10145	-
Nortel Networks Applications Management Solutions, Inc.	09-10146	-
Nortel Networks Optical Components Inc.	09-10147	-
Nortel Networks HPOCS Inc.	09-10148	-
Architel Systems (U.S.) Corporation	09-10149	-
Nortel Networks International, Inc.	09-10150	-
Northern Telecom International Inc.	09-10151	-
Nortel Networks Cable Solutions Inc.	09-10152	-
Nortel Networks (CALA) Inc.	09-12515	-
Nortel Networks India International Inc.	16-11714	-
Total Payments		<u>\$ 11.1</u>

- (1) NNI is the centralized disbursement entity for multiple U.S. Debtors and non-Debtors and accordingly makes payments, both by wire and checks, for multiple U.S. Debtors and non-Debtors. Individual U.S. Debtor disbursements have been separated from NNI and listed under specific individual U.S. Debtors. However, disbursements made for the benefit of NNI as well as other U.S. Debtors and/or non-Debtors are still consolidated with NNI for financial reporting purposes.

MOR-4B

**U.S. BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**
In re: Nortel Networks Inc. et al
Cases No. 09-10138 – 16-11714 (KG) Jointly Administered
Existing Bank Account Information
Reporting Period: March 1, 2017 through March 31, 2017
(Unaudited)
(In millions of U.S. dollars)

Legal Entity	Bank	Account Type	Lockbox/Account	Bank Balance
Nortel Networks Inc.	Bank of America	Health & Welfare Trust	7206010001650	0.7
Nortel Networks Inc.	Citibank NA	Disbursement (AP)	30580851	0.3
Nortel Networks Inc.	Citibank Delaware	Utilities Order	38794977	-
Nortel Networks Inc.	First Citizens	Disbursement (AP)	008320012701	-
Nortel Networks Inc.	Wilmington Trust	Investment Account ⁽¹⁾	108458-000	408.6
Nortel Networks Inc.	M&T Bank	Distribution Account-Wires ⁽³⁾	9869920745	7.5
Nortel Networks Inc.	M&T Bank	Distribution Account-Checks ⁽³⁾	9869920737	(0.2)
Nortel Altsystems, Inc.	Wilmington Trust	Investment Account ⁽¹⁾	108460-000	55.4
Nortel Networks Capital Corp.	Citibank NA	General	30508438	0.2
Nortel Networks Capital Corp.	Wilmington Trust	Investment Account ⁽¹⁾	108461-000	2.1
Nortel Networks International, Inc.	Wilmington Trust	Investment Account ⁽¹⁾	108463-000	5.8
Nortel Networks (CALA) Inc.	Citibank NA	General	30635672	0.2
Nortel Networks (CALA) Inc.	Wilmington Trust	Investment Account ⁽¹⁾	108459-000	85.0
Nortel Networks (CALA) Inc.	Citibank Port of Spain	General ⁽²⁾	0106586004	0.5
Nortel Networks India International Inc.	Citibank NA	General	30853725	0.3
Nortel Networks India International Inc.	Wilmington Trust	Investment Account ⁽¹⁾	108462-000	32.7
			<u>\$</u>	<u>599.1</u>

- (1) Investment Accounts hold U.S. Treasury securities and investments in money market funds in accordance with the U.S. Court's Order Granting the Debtors a Final Waiver of the Requirements of 11 U.S.C. Section 345(b) [D.I. 3652].
- (2) Funds from this account were removed in August 2014 by Nortel Networks International Corporation, a Canadian Debtor. The Canadian Debtors have confirmed a dispute exists with respect to the funds and the funds will be held in the Canadian Debtor's USD bank account until such time as the dispute is resolved. Nortel Networks (CALA) Inc. maintains its interest in the funds, and reserves all rights relating to the funds and the transfer.
- (3) Distribution Accounts established at M&T bank as controlled accounts for the purpose of making interim distributions to certain creditors of the Debtors pursuant to the Bankruptcy Court's *Order Authorizing the Payment of Certain NNI Administrative, Priority and Secured Creditors' Claims, and Denying Other Relief* entered on June 6, 2016 [D.I. 16894]. The Debtors reserve the right to use these accounts for the purpose of making additional distributions to creditors of the Debtors in the future.

**U.S. BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**
In re: Nortel Networks Inc. et al
Cases No. 09-10138 – 16-11714 (KG) Jointly Administered
Changes in Balances with Debtors and Non-Debtors
Reporting Period: March 1, 2017 through March 31, 2017
(Unaudited)
(In millions of U.S. dollars)

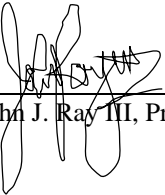
In re: Nortel Networks Inc. et al	Case #	Increase / (Decrease)
Nortel Networks Inc.	09-10138	\$ -
Nortel Networks Capital Corporation	09-10139	-
Nortel AltSystems, Inc.	09-10140	-
Nortel AltSystems International, Inc.	09-10141	-
Xros, Inc.	09-10142	-
Sonoma Systems	09-10143	-
Qtera Corporation	09-10144	-
CoreTek, Inc.	09-10145	-
Nortel Networks Applications Management Solutions, Inc.	09-10146	-
Nortel Networks Optical Components Inc.	09-10147	-
Nortel Networks HPOCS Inc.	09-10148	-
Architel Systems (U.S.) Corporation	09-10149	-
Nortel Networks International, Inc.	09-10150	-
Northern Telecom International Inc.	09-10151	-
Nortel Networks Cable Solutions Inc.	09-10152	-
Nortel Networks (CALA) Inc	09-12515	-
Nortel Networks India International Inc.	16-11714	-
Net Intercompany Change ⁽¹⁾		<u>\$ -</u>

(1) For presentation purposes, the amounts as reported are combined pre-filing and post-filing net intercompany positions, excluding provisions.

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**U.S. BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE
In re: Nortel Networks Inc. et al
Cases No. 09-10138 – 16-11714 (KG) Jointly Administered
Status of Post-Petition Taxes
Reporting Period: March 31, 2017
(Unaudited)**

I, John J. Ray III, Principal Officer of each of the U.S. Debtors, attest under penalty of perjury and to the best of my knowledge, information and belief, all post-petition federal, state and local taxes of each of the U.S. Debtors are current as of March 31, 2017 in all material respects.



John J. Ray III, Principal Officer of each of the U.S. Debtors

May 18, 2017

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**U.S. BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**
In re: Nortel Networks Inc. et al
Cases No. 09-10138 – 16-11714 (KG) Jointly Administered
Debtor Questionnaire
Reporting Period: March 1, 2017 through March 31, 2017

Must be completed each month	Yes	No
1. Have any assets been sold or transferred outside the normal course of business this reporting period? If yes, provide an explanation below.		X
2. Have any bank accounts been opened during the reporting period? If yes, provide documentation identifying the opened account(s). If an investment account has been opened provide the required documentation pursuant to the Delaware Local Rule 4001-3.		X
3. Have any funds been disbursed from any account other than a Debtor-In-Possession account this reporting period? If yes, provide an explanation below.		X
4. Have all post-petition tax returns been timely filed? If no, provide an explanation below.	X	
5. Are workers compensation, general liability and other necessary insurance coverages in effect? If no, provide an explanation below.	X	
6. Are the Debtors satisfying their undisputed post-petition obligations on a timely basis?	X	
7. Has there been any material change in amount or aging of the Debtors' receivables?		X

CERTIFICATE OF SERVICE

I, Tamara K. Minott, certify that I am not less than 18 years of age, and that service of the foregoing **Monthly Operating Report (Reporting Period March 1, 2017 through March 31, 2017)** was caused to be made on May 18, 2017, in the manner indicated upon the entities identified below.

Date: May 18, 2017

/s/ Tamara K. Minott
Tamara K. Minott (No. 5643)

VIA HAND DELIVERY

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