

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

	X	
<i>In re</i>	:	Chapter 11
Nortel Networks Inc., <i>et al.</i> , <sup>1</sup>	:	Case No. 09-10138 (KG)
Debtors.	:	Jointly Administered
	X	
<i>In re</i>	:	Chapter 11
Nortel Networks India International Inc. <sup>2</sup>	:	Case No. 16-11714
Debtor.	:	Joint Administration Pending
	X	

**NORTEL NETWORKS INDIA INTERNATIONAL INC., CASE NO. 16-11714  
SCHEDULES OF ASSETS AND LIABILITIES**

Nortel Networks India International Inc. (“NNIII”) filed its chapter 11 petition on July 26, 2016 (the “NNIII Petition Date”) and represents one (1) of the seventeen (17) U.S. entities (collectively the “Debtors”) that have filed chapter 11 petitions. The other sixteen (16) U.S. entities except Nortel Networks (CALA) Inc. (“NN CALA”) filed chapter 11 petitions on January 14, 2009 (the “Original Petition Date”) and submitted their Schedules of Assets and Liabilities (“Schedules”) on April 20, 2009 and May 29, 2009.<sup>3</sup> NN CALA filed a chapter 11

<sup>1</sup> The Debtors in the jointly administered chapter 11 cases bearing Case No. 09-10138, 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). Contact information for the Debtors and their petitions are available at <http://dm.epiq11.com/nortel>.

<sup>2</sup> The last four digits of Nortel Networks India International Inc.’s tax identification number are (8667).

<sup>3</sup> The affiliated 15 U.S. Debtors submitted their Schedules on April 20, 2009 with the exception of Nortel Networks Inc., Nortel Networks Capital Corporation, Nortel Altsystems, Inc., and Nortel Networks International Inc., which submitted their Schedules on May 29, 2009 and Nortel Networks (CALA) Inc., which submitted its Schedules on September 11, 2009.

petition on July 14, 2009 (the “NN CALA Petition Date”) and submitted its Schedules on September 11, 2009.

NNIII operates as a debtor in possession pursuant to section 1107(a) and 1108 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only under In re Nortel Networks Inc., et al. Case No. 09-10138 (KG), pursuant to Rule 1015 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

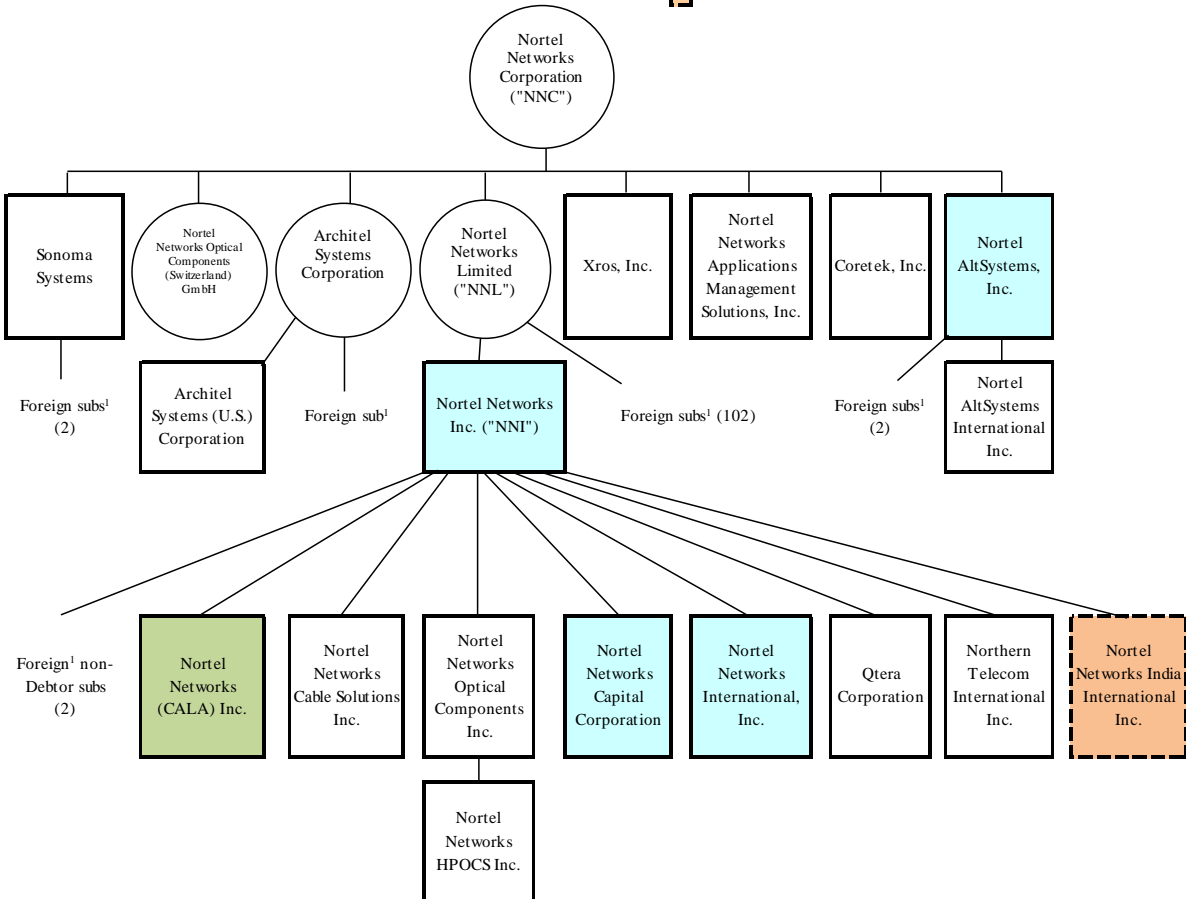
NNIII is an indirect subsidiary of Nortel Networks Corporation (“NNC”), which, together with certain other Nortel entities, on the Original Petition Date, filed for creditor protection under the Companies’ Creditors Arrangement Act (“CCAA”) in Canada. In addition, on the Original Petition Date, the High Court of Justice in England placed nineteen of Nortel’s European affiliates (collectively, the “EMEA Debtors”) into administration under the control of individuals from Ernst & Young LLP. Certain affiliates are subject to other creditor protection proceedings as well. The Debtors’ organizational structure is illustrated below.

**Nortel Networks Inc., et al.**

## Organizational Structure

Legend

- Foreign Entity<sup>1</sup>
- US Debtor - Schedules filed April 20, 2009
- US Debtor - Schedules filed May 29, 2009.
- US Debtor - Schedules filed September 11, 2009.
- US Debtor - Schedules filed herewith



<sup>1</sup> Foreign includes entities incorporated outside of the United States. The number of foreign subs for the Canadian subsidiaries are as of September 11, 2009 and may not reflect subsequent dissolutions or other wind down activity undertaken by the Canadian debtors.

The following Schedules have been prepared by NNIII's management, with the assistance of its advisors, in accordance with section 521 of the Bankruptcy Code and Bankruptcy Rule 1007. These General Notes pertaining to the Schedules are incorporated by reference in, and comprise an integral part of, the Schedules, and should be referred to and reviewed in connection with any review of the Schedules. Disclosure of information in one Schedule, exhibit or continuation sheet, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, exhibit or continuation sheet.

**The Schedules and General Notes should not be relied upon by any persons for information relating to current or future financial conditions, events or performance of NNIII or its affiliates.**

1. **Reservation of Rights.** The Schedules are unaudited and subject to further review and potential adjustment. While management of NNIII has made every reasonable effort to ensure that the Schedules are accurate and complete based upon information that was available at the time of preparation, the subsequent receipt of information may result in material changes in financial data contained in the Schedules and inadvertent errors or omissions may exist. To the extent NNIII discovers additional information that may differ materially from the information set forth in the Schedules, NNIII may amend the Schedules to reflect such changes. Accordingly, NNIII reserves all rights to amend, supplement or otherwise modify the Schedules as it deems necessary or appropriate. Nothing contained in the Schedules or these General Notes shall constitute an admission or waiver of any of NNIII's rights to assert claims or defenses in these chapter 11 cases including, but not limited to, matters involving objections to claims, substantive consolidation, equitable subordination, defenses, characterization or recharacterization of contracts, assumption or rejection of contracts under the provisions of chapter 3 of the 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. For the avoidance of doubt, listing a claim on Schedule D as "secured," on Schedule E as "priority," on Schedule F as "unsecured priority," or listing a contract or lease on Schedule G as "executory" or "unexpired," does not constitute an admission by NNIII of the legal rights of the claimant, or a waiver of NNIII's right to recharacterize or reclassify such claim, lease or contract. Failure to designate a claim on NNIII's Schedules as "disputed," "contingent," or "unliquidated" does not constitute an admission by NNIII that such amount is not "disputed," "contingent" or "unliquidated."
2. **"As of" Information Date.** Unless otherwise indicated, all amounts listed in the Schedules are as of the close of business on June 30, 2016.
3. **Basis of Presentation.** Although the Schedules may, at times, incorporate information prepared in accordance with United States Generally Accepted Accounting Principles ("U.S. GAAP"), the Schedules were not prepared in accordance with U.S. GAAP nor are they intended to reconcile to any financial statements otherwise prepared or distributed by NNIII or any of NNIII's affiliates in accordance with U.S. GAAP or otherwise.

NNIII put forth significant efforts to attribute the assets and liabilities to the proper legal entity. However, because NNIII's accounting systems, policies and practices were developed with a view to producing consolidated reporting, rather than by legal entity for the purposes of generating schedules pursuant to section 521 of the Bankruptcy Code and Bankruptcy Rule 1007, it is possible that not all assets or liabilities have been recorded at the correct legal entity on the Schedules. Accordingly, NNIII reserves all rights to supplement or amend these Schedules.

Furthermore, for purposes of filing reports with the Securities and Exchange Commission ("SEC"), NNC and Nortel Networks Limited ("NNL"), NNIII's indirect corporate parent,

prepared combined and consolidated financial statements that include NNIII.<sup>4</sup> Unlike the combined and consolidated financial statements, the NNIII Schedules, except where otherwise indicated, reflect the assets and liabilities of NNIII on a non-consolidated basis. Accordingly, the totals listed in the Schedules will likely differ from the combined and consolidated financial reports prepared by NNC and NNL for public reporting purposes or otherwise.

Given, among other things, the uncertainty surrounding the collection and ownership of certain assets and the valuation and nature of certain liabilities, to the extent that NNIII shows more assets than liabilities, this is not an admission that NNIII was solvent at the NNIII Petition Date or at any time prior to the NNIII Petition Date. Likewise, to the extent that NNIII shows more liabilities than assets, this is not an admission that NNIII was insolvent at the NNIII Petition Date or any time prior to the NNIII Petition Date.

4. **Current Values.** Unless otherwise indicated, the basis for all current values included in the Schedules was the net book value from NNIII's books and records as of the close of business on June 30, 2016. All amounts, unless otherwise indicated, are reflected in U.S. dollars.

In many instances, current market valuations are neither maintained by nor readily available to NNIII. It would be prohibitively expensive and unduly burdensome to obtain current market valuations of NNIII's assets. The net book values of NNIII's assets may not reflect the net realizable value of the assets. Amounts ultimately realized will vary, at some times materially, from net book value. NNIII reserves the right to dispute the true and appropriate value of any and all of its assets.

5. **Excluded Accruals/U.S. GAAP Entries.** NNIII's balance sheet reflects liabilities recognized in accordance with U.S. GAAP; however, not all such liabilities would result in a claim against NNIII and thus certain liabilities including, but not limited to, certain reserves, deferred revenue, and future contract obligations have not been included in NNIII's Schedules. (See Note on Schedule F below for additional information on certain excluded liabilities). Other immaterial assets and liabilities also may have been excluded.
6. **Setoffs.** NNIII routinely incurs certain setoffs from customers, suppliers and affiliates in the ordinary course of business in connection with, among other things, intercompany transactions, pricing discrepancies, returns, warranties, refunds or other activity between NNIII and its customers, suppliers and affiliates. Setoffs incurred in the ordinary course of business may be reflected in the amounts included in the Schedules and are not independently accounted for or listed in NNIII's Schedules. NNIII reserves all rights to pursue all rights to setoff it may have, regardless of whether reflected in the schedules, and to challenge any setoff and/or recoupment rights that may be asserted against it.

---

<sup>4</sup> NNC and NNL no longer file reports with the SEC. The SEC revoked the Exchange Act registration of NNL on March 18, 2010 and revoked the Exchange Act registration of NNC on October 14, 2015. For access to previous financial reports filed with the SEC, reference is made to the SEC EDGAR database, available at: <https://www.sec.gov/edgar/searchedgar/companysearch.html>.

7. **Credits and Adjustments.** The claims of individual creditors for, among other things, goods, products or services are listed as amounts entered on NNIII's books and records and may not reflect credits, allowances or other adjustments due from such creditors to NNIII. NNIII reserves all of its rights respecting such credits, allowances and other adjustments.

8. **Schedule Amounts and Descriptions.** The description of an amount as "unknown," "unliquidated," or "undetermined" is not intended to reflect upon the materiality of such amounts. In many cases, it is either impossible or impractical to calculate exact claim amounts. Except where otherwise noted, NNIII has listed all such claims as "unknown" in amount and has not included them in any calculations of subtotals or totals on any Schedule or summary.

NNIII reserves all rights to dispute, or to assert any offsets or defenses to, any claim reflected on its respective Schedules on any grounds including, without limitation, amount, liability, validity, priority or classification, or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated." Listing a claim does not constitute an admission of liability by NNIII, and NNIII reserves the right to amend the Schedules accordingly.

9. **Confidentiality.** On the Petition Date, NNIII filed a Motion to Have Previously Entered as Supplemented Govern Nortel Networks Indian International Inc. Prospectively, that, among other things, requests that that the previously entered order (as supplemented) authorizing the Debtors to file portions of Schedule G under seal (D.I. 770) be made applicable to NNIII.

10. **Consolidated Entity Accounts Payable and Disbursement Systems.** NNIII's Schedules may incorporate payments made by NNIII on behalf of another Debtor or non-Debtor affiliate. Payments made by another Debtor or non-Debtor affiliate on behalf of NNIII, however, are not necessarily included on the NNIII's Schedules. A description of the Debtors' prepetition centralized cash management system is set forth in the previously filed U.S. Debtors' Motion for authorization to, among other things, continue using its cash management system, dated January 14, 2009 (D.I. 9). On the Petition Date, NNIII filed a Motion to Have Previously Entered as Supplemented Govern Nortel Networks Indian International Inc. Prospectively, that, among other things, requests that the previously entered orders (as supplemented) regarding the Debtors' cash management system (D.I. 58, 337) be made applicable to NNIII. NNIII reserves its rights with respect to the proper accounting and treatment of such payments.

11. **Mechanics Liens.** The inventories, property and equipment listed in the Schedules are presented without consideration of any mechanics' liens.

## 12. **Schedules**

- a. **Schedule A/B: Assets – Real and Personal Property.** Intercompany receivables due from other Debtors, U.S. non-Debtor entities and affiliated entities in other geographic regions have been included within Schedule B as of June 30, 2016. Intercompany receivables may or may not result in allowed or enforceable amounts due to NNIII, and listing these receivables is not an admission on the part of NNIII that the intercompany

receivables are enforceable or collectible. The intercompany receivables also may be subject to set-off, recoupment, netting, or other adjustments made pursuant to intercompany policies and arrangements not reflected in the Schedules.

NNIII has not included certain assets with a net book value of zero within Schedule B.

Book values for intercompany receivables listed on Schedule A/B.11b are in conformance with NNIII's financial statements as of June 30, 2016. To the extent such receivables include reserve amounts based on U.S. GAAP accounting requirements, NNIII in no way waives its right to pursue collection of the entire accounts receivables owed by third parties.

The book value for the income tax receivable listed on Schedule A/B.72 is in conformance with NNIII's financial statements as of June 30, 2016. The book value is based on the US dollar amounts paid to the taxing authorities, but the underlying obligation is denominated in and would be paid in Indian Rupees and is subject to foreign currency fluctuations that are not reflected in the book balance as of June 30, 2016. The amount of the income tax receivable in local currency is 49,14,34,972 Indian Rupees. Due to ongoing proceedings and appeals, this income tax receivable may or may not result in allowed or enforceable amounts due to NNIII, and listing this receivable is not an admission on the part of NNIII that the income tax receivable will ultimately be enforceable or collectible. The receivable also may be subject to set-off, recoupment, netting, or other adjustments, including interest, not reflected in the Schedules that could materially affect the amount ultimately realized.

- b. **Schedule D: – Creditors Who Have Claims Secured by Property.** NNIII has not included on Schedule D parties whose claims may be secured through rights of setoff, deposits or advance payments posted by, or on behalf of, NNIII, or judgment or statutory lien rights. Except as specifically stated herein, real property lessors, utility companies and other parties which may hold security deposits have not been listed on Schedule D. To the best of NNIII's knowledge, and with exception to potential instances listed above, there are no creditors with security interests in any property of NNIII included in this filing as defined by section 506(a) of the Bankruptcy Code.
- c. **Schedule E/F: – Creditors Who Have Unsecured Claims.** Claims owing to various taxing authorities to which NNIII may potentially be liable are included on NNIII's Schedule E/F. However, such claims may be subject to on-going audits, or NNIII is otherwise unable to determine with certainty the amount of the remaining claims owing to taxing authorities listed on Schedule E/F. Therefore, NNIII has listed all such claims as "unknown" in amount, pending final resolution of on-going audits or other outstanding issues. These unknown amounts have not been included in any calculations of subtotals or totals on Schedule E/F or any other Schedule.

Schedule E/F does not include obligations for any tax, wage or wage-related obligations for which NNIII has been granted authority to pay pursuant to the Court Orders. NNIII

believes that all such claims have been or will be satisfied in the ordinary course during its chapter 11 case pursuant to the authority granted in the relevant Court Orders. NNIII reserves its right to dispute or challenge whether creditors listed on Schedule E/F are entitled to priority claims.

The unsecured claims of NNIII include intercompany trade payables and notes due to other Debtors and affiliated entities in other geographic regions as of June 30, 2016. The intercompany payables may or may not result in allowed or enforceable claims by or against NNIII, and listing these payables is not an admission on the part of NNIII that the intercompany claims are enforceable or collectible. The intercompany payables also may be subject to set-off, recoupment or netting not reflected in the Schedules.

Certain creditors owe amounts to NNIII and, as such, may have valid setoff and recoupment rights with respect to the balances listed on Schedule E/F. Although NNIII may have taken certain ordinary course credits or setoffs into account when scheduling the amounts owed to creditors, NNIII, in many cases, has not reduced the scheduled claims to reflect any such right of setoff or recoupment. NNIII reserves all rights to challenge any setoff and/or recoupment rights asserted and the related remaining pre-petition claim amounts. Additionally, certain creditors may assert liens against NNIII for amounts listed on Schedule E/F. NNIII reserves its right to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be perfected by a creditor listed on Schedule E/F of NNIII.

NNIII has made its best effort to include all outstanding trade liabilities on Schedule E/F; however, NNIII believes that there are instances where vendors have yet to provide invoices for prepetition goods or services or provided such invoices after the cutoff to produce this Schedule E/F. While NNIII maintains general accruals to account for these liabilities in accordance with U.S. GAAP, these amounts have not been included on Schedule E/F. In addition, NNIII is still finalizing certain payments of prepetition obligations under orders approved by the Bankruptcy Court, and those have not been reflected in the amounts listed herein.

- e. **Schedule G – Executory Contracts and Unexpired Leases.** NNIII put forth significant efforts to classify its executory contracts and unexpired leases according to the proper legal entity. However, in certain instances the specific Nortel entities that are party to a specific executory contract or unexpired lease may not have been easily identified from NNIII's books and records. As NNIII continues to analyze its executory contracts and unexpired leases, it is possible that reclassification among legal entities may be appropriate.

Moreover, while every effort has been made to accumulate, analyze and list each contract, it is possible that certain items may be inadvertently omitted. The contracts, leases and other agreements listed on Schedule G may have been modified, amended, supplemented or superseded from time to time by amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and various formal and informal agreements which may not be set forth in Schedule G. Omission of a contract,



lease or other agreement from Schedule G does not constitute an admission that such omitted contract, lease or agreement is not an executory contract or unexpired lease of NNIII, and inclusion of a contract, lease or other agreement on Schedule G does not constitute an admission that such contract, lease or other agreement is an executory contract of NNIII, was in effect on the NNIII Petition Date, or is valid or enforceable.

Certain of the agreements listed on Schedule G may have been entered into by or on behalf of another Debtor or non-Debtor affiliate or third party in addition to NNIII. In addition, certain agreements may have been entered into on behalf of or for the benefit of NNIII by a Debtor or non- Debtor affiliate that may not have been included on Schedule G. Omission of any such agreement is not an admission that such an agreement is not an executory agreement of NNIII. NNIII reserves the right to amend the Schedules to later include these agreements. There may exist certain agreements that were oral in nature and/or were never formally memorialized that are not included on Schedule G.

**Fill in this information to identify the case:**Debtor name Nortel Networks India International Inc.United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)Case number (If known): 16 - [ ]☐ Check if this is an amended filing**Official Form 206Sum****Summary of Assets and Liabilities for Non-Individuals****12/15****Part 1: Summary of Assets****1. Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B*.....

\$ 0.00

**1b. Total personal property:**Copy line 91A from *Schedule A/B*.....

\$ 44,532,978.05

**1c. Total of all property:**Copy line 92 from *Schedule A/B*.....

\$ 44,532,978.05

**Part 2: Summary of Liabilities****2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*.....

\$ 0.00

**3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 5a of *Schedule E/F*.....

\$ 0.00

**3b. Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*.....

+ \$ 781,654,947.63

**4. Total liabilities**.....  
Lines 2 + 3a + 3b

\$ 781,654,947.63

**Fill in this information to identify the case:**Debtor name Nortel Networks India International Inc.United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)Case number (if known): 16 - [ ]☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets — Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

**Part 1: Cash and cash equivalents****1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.  
☒ Yes. Fill in the information below.

**All cash or cash equivalents owned or controlled by the debtor****Current value of debtor's interest****2. Cash on hand**\$ 0.00**3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	
3.1. <u>Wilmington Trust</u>	<u>Money Market</u>	<u>2 0 0 0</u>	\$ <u>32,804,428.62</u>
3.2. <u>Citibank</u>	<u>Checking Account</u>	<u>3 7 2 5</u>	\$ <u>68,994.14</u>

**4. Other cash equivalents (Identify all)**

4.1. \_\_\_\_\_ \$ \_\_\_\_\_  
 4.2. \_\_\_\_\_ \$ \_\_\_\_\_

**5. Total of Part 1**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$ 32,873,422.76**Part 2: Deposits and prepayments****6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.  
☐ Yes. Fill in the information below.

**Current value of debtor's interest****7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit	
7.1. _____	\$ _____
7.2. _____	\$ _____

Debtor Nortel Networks India International Inc. Case number (if known) 16 - [ ]

Name

**8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

8.1. \_\_\_\_\_ \$ \_\_\_\_\_

8.2. \_\_\_\_\_ \$ \_\_\_\_\_

**9. Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$ 0.00

**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?**☐ No. Go to Part 4.☒ Yes. Fill in the information below.**Current value of debtor's interest****11. Accounts receivable**

11a. 90 days old or less: \_\_\_\_\_ - \_\_\_\_\_ = ..... → \$ \_\_\_\_\_

face amount                      doubtful or uncollectible accounts

11b. Over 90 days old: \$13,647,433.71 - \$11,320,226.71 = ..... → \$ 2,327,207.00

face amount                      doubtful or uncollectible accounts

**12. Total of Part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ 2,327,207.00

**Part 4: Investments****13. Does the debtor own any investments?**☒ No. Go to Part 5.☐ Yes. Fill in the information below.**Valuation method used for current value****Current value of debtor's interest****14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1. \_\_\_\_\_ \$ \_\_\_\_\_

14.2. \_\_\_\_\_ \$ \_\_\_\_\_

**15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**

Name of entity:

% of ownership:

15.1. \_\_\_\_\_ % \_\_\_\_\_ \$ \_\_\_\_\_

15.2. \_\_\_\_\_ % \_\_\_\_\_ \$ \_\_\_\_\_

**16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**

Describe:

16.1. \_\_\_\_\_ \$ \_\_\_\_\_

16.2. \_\_\_\_\_ \$ \_\_\_\_\_

**17. Total of Part 4**

Add lines 14 through 16. Copy the total to line 83.

\$ 0.00

Debtor

Nortel Networks India International Inc.  
Name

Case number (if known) 16 - [ ]

**Part 5:** Inventory, excluding agriculture assets**18. Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
- ☐ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
<b>19. Raw materials</b>				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
<b>20. Work in progress</b>				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
<b>21. Finished goods, including goods held for resale</b>				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
<b>22. Other inventory or supplies</b>				
_____	MM / DD / YYYY	\$ _____	_____	\$ _____
<b>23. Total of Part 5</b>				\$ 0.00
Add lines 19 through 22. Copy the total to line 84.				

**24. Is any of the property listed in Part 5 perishable?**

- ☐ No
- ☐ Yes

**25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?**

- ☐ No
- ☐ Yes. Book value \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \_\_\_\_\_

**26. Has any of the property listed in Part 5 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

**Part 6:** Farming and fishing-related assets (other than titled motor vehicles and land)**27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
<b>28. Crops—either planted or harvested</b>			
_____	\$ _____	_____	\$ _____
<b>29. Farm animals</b> <i>Examples:</i> Livestock, poultry, farm-raised fish			
_____	\$ _____	_____	\$ _____
<b>30. Farm machinery and equipment</b> (Other than titled motor vehicles)			
_____	\$ _____	_____	\$ _____
<b>31. Farm and fishing supplies, chemicals, and feed</b>			
_____	\$ _____	_____	\$ _____
<b>32. Other farming and fishing-related property not already listed in Part 6</b>			
_____	\$ _____	_____	\$ _____

Debtor

Nortel Networks India International Inc.  
Name

Case number (if known) 16 - [ ]

33. **Total of Part 6.**

Add lines 28 through 32. Copy the total to line 85.

\$ 0.00

34. **Is the debtor a member of an agricultural cooperative?**

- ☐ No
- ☐ Yes. Is any of the debtor's property stored at the cooperative?
- ☐ No
- ☐ Yes

35. **Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**

- ☐ No
- ☐ Yes. Book value \$ Valuation method Current value \$

36. **Is a depreciation schedule available for any of the property listed in Part 6?**

- ☐ No
- ☐ Yes

37. **Has any of the property listed in Part 6 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

**Part 7:** Office furniture, fixtures, and equipment; and collectibles38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☒ No. Go to Part 8.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. <b>Office furniture</b>			
	\$		\$
40. <b>Office fixtures</b>			
	\$		\$
41. <b>Office equipment, including all computer equipment and communication systems equipment and software</b>			
	\$		\$
42. <b>Collectibles</b> <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1	\$		\$
42.2	\$		\$
42.3	\$		\$

43. **Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$ 0.00

44. **Is a depreciation schedule available for any of the property listed in Part 7?**

- ☐ No
- ☐ Yes

45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

Debtor

Nortel Networks India International Inc.  
Name

Case number (if known) 16 - [ ]

**Part 8:** Machinery, equipment, and vehicles**46. Does the debtor own or lease any machinery, equipment, or vehicles?**☒ No. Go to Part 9.☐ Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
<b>47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles</b>			
47.1 _____	\$ _____	_____	\$ _____
47.2 _____	\$ _____	_____	\$ _____
47.3 _____	\$ _____	_____	\$ _____
47.4 _____	\$ _____	_____	\$ _____
<b>48. Watercraft, trailers, motors, and related accessories</b> Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels			
48.1 _____	\$ _____	_____	\$ _____
48.2 _____	\$ _____	_____	\$ _____
<b>49. Aircraft and accessories</b>			
49.1 _____	\$ _____	_____	\$ _____
49.2 _____	\$ _____	_____	\$ _____
<b>50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)</b>			
_____	\$ _____	_____	\$ _____
<b>51. Total of Part 8.</b> Add lines 47 through 50. Copy the total to line 87.			\$ 0.00

**52. Is a depreciation schedule available for any of the property listed in Part 8?**☐ No☐ Yes**53. Has any of the property listed in Part 8 been appraised by a professional within the last year?**☐ No☐ Yes

Debtor

Nortel Networks India International Inc.  
Name

Case number (if known) 16 - [ ]

**Part 9:** Real property**54. Does the debtor own or lease any real property?**☒ No. Go to Part 10.☐ Yes. Fill in the information below.**55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 _____	_____	\$ _____	_____	\$ _____
55.2 _____	_____	\$ _____	_____	\$ _____
55.3 _____	_____	\$ _____	_____	\$ _____
55.4 _____	_____	\$ _____	_____	\$ _____
55.5 _____	_____	\$ _____	_____	\$ _____
55.6 _____	_____	\$ _____	_____	\$ _____

**56. Total of Part 9.**

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ 0.00

**57. Is a depreciation schedule available for any of the property listed in Part 9?**☐ No☐ Yes**58. Has any of the property listed in Part 9 been appraised by a professional within the last year?**☐ No☐ Yes**Part 10:** Intangibles and intellectual property**59. Does the debtor have any interests in intangibles or intellectual property?**☒ No. Go to Part 11.☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets _____	\$ _____	_____	\$ _____
61. Internet domain names and websites _____	\$ _____	_____	\$ _____
62. Licenses, franchises, and royalties _____	\$ _____	_____	\$ _____
63. Customer lists, mailing lists, or other compilations _____	\$ _____	_____	\$ _____
64. Other intangibles, or intellectual property _____	\$ _____	_____	\$ _____
65. Goodwill _____	\$ _____	_____	\$ _____

**66. Total of Part 10.**

Add lines 60 through 65. Copy the total to line 89.

\$ 0.00



Debtor

Nortel Networks India International Inc.  
Name

Case number (if known) 16 - [ ]

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☐ No  
☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☐ No  
☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☐ No  
☐ Yes

**Part 11:** All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.  
☒ Yes. Fill in the information below.

**Current value of  
debtor's interest**

71. Notes receivable

Description (include name of obligor)

\_\_\_\_\_ — \_\_\_\_\_ = ➔ \$ \_\_\_\_\_  
 Total face amount doubtful or uncollectible amount

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

Income Tax Receivable - India	Tax year 2004 - 2010	\$ 9,332,348.29
_____	Tax year _____	\$ _____
_____	Tax year _____	\$ _____

73. Interests in insurance policies or annuities

\_\_\_\_\_ \$ \_\_\_\_\_

74. Causes of action against third parties (whether or not a lawsuit has been filed)

\_\_\_\_\_ \$ \_\_\_\_\_

Nature of claim

Amount requested \$ \_\_\_\_\_

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

\_\_\_\_\_ \$ \_\_\_\_\_

Nature of claim

Amount requested \$ \_\_\_\_\_

76. Trusts, equitable or future interests in property

\_\_\_\_\_ \$ \_\_\_\_\_

77. Other property of any kind not already listed Examples: Season tickets, country club membership

\_\_\_\_\_ \$ \_\_\_\_\_

\_\_\_\_\_ \$ \_\_\_\_\_

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

**\$ 9,332,348.29**

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☒ No  
☐ Yes

Debtor

Nortel Networks India International Inc.  
Name

Case number (if known) 16 - [ ]

## Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. <b>Cash, cash equivalents, and financial assets.</b> <i>Copy line 5, Part 1.</i>	\$ 32,873,422.76	
81. <b>Deposits and prepayments.</b> <i>Copy line 9, Part 2.</i>	\$ 0.00	
82. <b>Accounts receivable.</b> <i>Copy line 12, Part 3.</i>	\$ 2,327,207.00	
83. <b>Investments.</b> <i>Copy line 17, Part 4.</i>	\$ 0.00	
84. <b>Inventory.</b> <i>Copy line 23, Part 5.</i>	\$ 0.00	
85. <b>Farming and fishing-related assets.</b> <i>Copy line 33, Part 6.</i>	\$ 0.00	
86. <b>Office furniture, fixtures, and equipment; and collectibles.</b> <i>Copy line 43, Part 7.</i>	\$ 0.00	
87. <b>Machinery, equipment, and vehicles.</b> <i>Copy line 51, Part 8.</i>	\$ 0.00	
88. <b>Real property.</b> <i>Copy line 56, Part 9.</i> ..... ➔		\$ 0.00
89. <b>Intangibles and intellectual property.</b> <i>Copy line 66, Part 10.</i>	\$ 0.00	
90. <b>All other assets.</b> <i>Copy line 78, Part 11.</i>	+ \$ 9,332,348.29	
91. <b>Total.</b> Add lines 80 through 90 for each column..... 91a.	\$ 44,532,978.05	+ 91b. \$ 0.00
92. <b>Total of all property on Schedule A/B.</b> Lines 91a + 91b = 92. ....		\$ 44,532,978.05

**Fill in this information to identify the case:**Debtor name Nortel Networks India International Inc.United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)Case number (If known): 16 - [ ]☐ Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property****12/15****Be as complete and accurate as possible.****1. Do any creditors have claims secured by debtor's property?**

- ☒ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☐ Yes. Fill in all of the information below.

**Part 1: List Creditors Who Have Secured Claims****2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.

**Column A**  
**Amount of claim**  
Do not deduct the value of collateral.

**Column B**  
**Value of collateral that supports this claim**

**2.1 Creditor's name****Describe debtor's property that is subject to a lien**

\$ \_\_\_\_\_ \$ \_\_\_\_\_

**Creditor's mailing address****Creditor's email address, if known****Describe the lien****Is the creditor an insider or related party?**

- ☐ No  
☐ Yes

**Is anyone else liable on this claim?**

- ☐ No  
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

**As of the petition filing date, the claim is:**

Check all that apply.

- ☐ Contingent  
☐ Unliquidated  
☐ Disputed

**Date debt was incurred** \_\_\_\_\_**Last 4 digits of account number** \_\_\_\_\_**Do multiple creditors have an interest in the same property?**

- ☐ No  
☐ Yes. Specify each creditor, including this creditor, and its relative priority.

**2.2 Creditor's name****Describe debtor's property that is subject to a lien**

\$ \_\_\_\_\_ \$ \_\_\_\_\_

**Creditor's mailing address****Creditor's email address, if known****Describe the lien****Is the creditor an insider or related party?**

- ☐ No  
☐ Yes

**Is anyone else liable on this claim?**

- ☐ No  
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

**As of the petition filing date, the claim is:**

Check all that apply.

- ☐ Contingent  
☐ Unliquidated  
☐ Disputed

**Date debt was incurred** \_\_\_\_\_**Last 4 digits of account number** \_\_\_\_\_**Do multiple creditors have an interest in the same property?**

- ☐ No  
☐ Yes. Have you already specified the relative priority?  
☐ No. Specify each creditor, including this creditor, and its relative priority.

- ☐ Yes. The relative priority of creditors is specified on lines \_\_\_\_\_

**3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.**

\$ \_\_\_\_\_

**Fill in this information to identify the case:**

Debtor Nortel Networks India International Inc.

United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)

Case number 16 - [ ]  
(If known)

☐ Check if this is an amended filing

**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims****12/15**

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

**Part 1: List All Creditors with PRIORITY Unsecured Claims****1. Do any creditors have priority unsecured claims?** (See 11 U.S.C. § 507).

- ☒ No. Go to Part 2.
- ☐ Yes. Go to line 2.

**2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part.** If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.**2.1** Priority creditor's name and mailing address

As of the petition filing date, the claim is: \$ \_\_\_\_\_

**Total claim****Priority amount**

\$ \_\_\_\_\_

Check all that apply.

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

Date or dates debt was incurred

Basis for the claim:

Last 4 digits of account number \_\_\_\_\_

Is the claim subject to offset?

- ☐ No
- ☐ Yes

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (\_\_\_\_)

**2.2** Priority creditor's name and mailing address

As of the petition filing date, the claim is: \$ \_\_\_\_\_

Check all that apply.

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

Date or dates debt was incurred

Basis for the claim:

Last 4 digits of account number \_\_\_\_\_

Is the claim subject to offset?

- ☐ No
- ☐ Yes

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (\_\_\_\_)

**2.3** Priority creditor's name and mailing address

As of the petition filing date, the claim is: \$ \_\_\_\_\_

Check all that apply.

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

Date or dates debt was incurred

Basis for the claim:

Last 4 digits of account number \_\_\_\_\_

Is the claim subject to offset?

- ☐ No
- ☐ Yes

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (\_\_\_\_)

**Part 2:** List All Creditors with NONPRIORITY Unsecured Claims

**3. List in alphabetical order all of the creditors with nonpriority unsecured claims.** If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
<b>3.1</b>	<b>Nonpriority creditor's name and mailing address</b> <u>Nortel Networks Limited</u> <u>8200 Dixie Road, Suite 100</u> <u>Brampton, Ontario L6T 5P6 Canada</u>  <b>Date or dates debt was incurred</b> <u>Multiple Years</u> <b>Last 4 digits of account number</b> <u>      </u>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed  <b>Basis for the claim:</b> <u>Intercompany</u>  <b>Is the claim subject to offset?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes  \$ <u>20,022,969.84</u>
<b>3.2</b>	<b>Nonpriority creditor's name and mailing address</b> <u>Nortel Networks Inc.</u> <u>8601 Six Forks Road, Suite 400</u> <u>Raleigh, NC 27615</u>  <b>Date or dates debt was incurred</b> <u>Multiple Years</u> <b>Last 4 digits of account number</b> <u>      </u>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed  <b>Basis for the claim:</b> <u>Intercompany</u>  <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes  \$ <u>53,637,505.79</u>
<b>3.3</b>	<b>Nonpriority creditor's name and mailing address</b> <u>Ernst &amp; Young LLP</u> <u>1st Floor, Tower A, Building No. 8, DLF Cyber City</u> <u>Phase II, Sector 25</u> <u>Gurgaon - 122002 India</u>  <b>Date or dates debt was incurred</b> <u>      </u> <b>Last 4 digits of account number</b> <u>      </u>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed  <b>Basis for the claim:</b> <u>Professional Fees</u>  <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes  \$ <u>Unknown</u>
<b>3.4</b>	<b>Nonpriority creditor's name and mailing address</b> <u>PDS Legal Advocates &amp; Solicitors</u> <u>1st Floor, Tower A, Building No. 8, DLF Cyber City</u> <u>Phase II, Sector 25</u> <u>Gurgaon - 122002 India</u>  <b>Date or dates debt was incurred</b> <u>      </u> <b>Last 4 digits of account number</b> <u>      </u>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed  <b>Basis for the claim:</b> <u>Professional Fees</u>  <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes  \$ <u>Unknown</u>
<b>3.5</b>	<b>Nonpriority creditor's name and mailing address</b> <u>AZB &amp; Partners Advocates &amp; Solicitors</u> <u>Unitech Cyber Park, 602 Tower-B, 6th Floor, Sector 39</u> <u>Gurgaon - 122001 India</u>  <b>Date or dates debt was incurred</b> <u>      </u> <b>Last 4 digits of account number</b> <u>      </u>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed  <b>Basis for the claim:</b> <u>Professional Fees</u>  <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes  \$ <u>Unknown</u>
<b>3.6</b>	<b>Nonpriority creditor's name and mailing address</b> <u>Pension Benefit Guaranty Corporation</u> <u>Attn: Vicente Matias Murrell, Attorney, Office of the Chief Counsel</u> <u>1200 K Street, N.W., Suite 340</u> <u>Washington, D.C. 20005-4026</u>  <b>Date or dates debt was incurred</b> <u>Multiple Years</u> <b>Last 4 digits of account number</b> <u>      </u>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed  <b>Basis for the claim:</b> <u>Pension</u>  <b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes  \$ <u>707,994,472.00</u>

## Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.7	<b>Nonpriority creditor's name and mailing address</b> India Department of Revenue, Mr. Arvind Kumar Deputy Commissioner of Income Tax Circle-2(2)(2) (International Taxation), Room No. 310, 3rd Floor E-2 Block, S.P. Mukherjee Civic Centre, J.L. Nehru Marg, New Delhi - 110 002 India	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed <input type="checkbox"/> Liquidated and neither contingent nor disputed	\$ Unknown
	<b>Date or dates debt was incurred</b> 2002 - 2011 <b>Last 4 digits of account number</b> _____	<b>Basis for the claim:</b> Taxes <b>Is the claim subject to offset?</b> <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes	
3.	<b>Nonpriority creditor's name and mailing address</b> _____ _____ _____	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ _____
	<b>Date or dates debt was incurred</b> _____ <b>Last 4 digits of account number</b> _____	<b>Basis for the claim:</b> _____ <b>Is the claim subject to offset?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes	
3.	<b>Nonpriority creditor's name and mailing address</b> _____ _____ _____	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ _____
	<b>Date or dates debt was incurred</b> _____ <b>Last 4 digits of account number</b> _____	<b>Basis for the claim:</b> _____ <b>Is the claim subject to offset?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes	
3.	<b>Nonpriority creditor's name and mailing address</b> _____ _____ _____	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ _____
	<b>Date or dates debt was incurred</b> _____ <b>Last 4 digits of account number</b> _____	<b>Basis for the claim:</b> _____ <b>Is the claim subject to offset?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes	
3.	<b>Nonpriority creditor's name and mailing address</b> _____ _____ _____	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ _____
	<b>Date or dates debt was incurred</b> _____ <b>Last 4 digits of account number</b> _____	<b>Basis for the claim:</b> _____ <b>Is the claim subject to offset?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes	

## Part 3:

## List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1. Ernst & Young, Inc., Court-appointed Monitor of Nortel Networks Limited 222 Bay Street, P.O. Box 251, Attn: Nortel Toronto, Ontario M5K 1J7 Canada	Line 3.1 <input type="checkbox"/> Not listed. Explain _____	____ _
4.2. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4.3. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4.4. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4.5. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4.6. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4.7. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4.8. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4.9. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4.10. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _
4.11. _____ _____ _____	Line _____ <input type="checkbox"/> Not listed. Explain _____	____ _

## Part 4:

## Total Amounts of the Priority and Nonpriority Unsecured Claims

## 5. Add the amounts of priority and nonpriority unsecured claims.

## Total of claim amounts

5a. Total claims from Part 1

5a. \$ 0.00

5b. Total claims from Part 2

5b. + \$ 781,654,947.63

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

5c. \$ 781,654,947.63



**Fill in this information to identify the case:**

Debtor name Nortel Networks India International Inc.

United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)

Case number (If known): 16 - [ ] Chapter 11

☐ Check if this is an amended filing

**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases****12/15**

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

**1. Does the debtor have any executory contracts or unexpired leases?**

- ☐ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☒ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.1	State what the contract or lease is for and the nature of the debtor's interest	<u>Agreement for Legal Services</u> <u>dated February 17, 2011</u>	<u>AZB &amp; Partners Advocates &amp; Solicitors</u> <u>Unitech Cyber Park, 602 Tower-B, 6th Floor</u> <u>Sector 39</u> <u>Gurgaon - 122001 India</u>
	State the term remaining List the contract number of any government contract	<u>Cancellable with no notice required</u>	
2.2	State what the contract or lease is for and the nature of the debtor's interest	<u>Engagement Letter for Tax Services</u> <u>dated August 28, 2014</u>	<u>Ernst &amp; Young LLP</u> <u>1st Floor, Tower A, Building No. 8, DLF Cyber City</u> <u>Phase II, Sector 25</u> <u>Gurgaon - 122002 India</u>
	State the term remaining List the contract number of any government contract	<u>Cancellable with 15 Days Written Notice</u>	
2.3	State what the contract or lease is for and the nature of the debtor's interest	<u>Amending Statement of Work</u> <u>dated June 3, 2016</u>	<u>Ernst &amp; Young LLP</u> <u>1st Floor, Tower A, Building No. 8, DLF Cyber City</u> <u>Phase II, Sector 25</u> <u>Gurgaon - 122002 India</u>
	State the term remaining List the contract number of any government contract	<u>Cancellable with 10 Days Written Notice</u>	
2.4	State what the contract or lease is for and the nature of the debtor's interest	<u>Purchase Order # QB00007</u> <u>dated February 14, 2014</u>	<u>Ernst &amp; Young LLP</u> <u>1st Floor, Tower A, Building No. 8, DLF Cyber City</u> <u>Phase II, Sector 25</u> <u>Gurgaon - 122002 India</u>
	State the term remaining List the contract number of any government contract		
2.5	State what the contract or lease is for and the nature of the debtor's interest	<u>Statement of Work and Amending Agreement</u> <u>dated April 1, 2010</u>	<u>Ernst &amp; Young LLP</u> <u>1st Floor, Tower A, Building No. 8, DLF Cyber City</u> <u>Phase II, Sector 25</u> <u>Gurgaon - 122002 India</u>
	State the term remaining List the contract number of any government contract	<u>Cancellable with 10 Days Written Notice</u>	

Debtor Nortel Networks India International Inc.  
NameCase number (if known) 16 - [ ]

Additional Page if Debtor Has More Executory Contracts or Unexpired Leases

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

## List all contracts and unexpired leases

## State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.	State what the contract or lease is for and the nature of the debtor's interest	Engagement Letter dated July 15, 2014	PDS Legal Advocates & Solicitors 1st Floor, Tower A, Building No. 8, DLF Cyber City Phase II, Sector 25 Gurgaon - 122002 India
	State the term remaining	Cancellable with 15 Days Written Notice	
	List the contract number of any government contract		
2.	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining		
	List the contract number of any government contract		
2.	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining		
	List the contract number of any government contract		
2.	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining		
	List the contract number of any government contract		
2.	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining		
	List the contract number of any government contract		
2.	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining		
	List the contract number of any government contract		
2.	State what the contract or lease is for and the nature of the debtor's interest		
	State the term remaining		
	List the contract number of any government contract		

**Fill in this information to identify the case:**

Debtor name Nortel Networks India International Inc.

United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)

Case number (If known): 16 - [ ]

☐ Check if this is an amended filing

**Official Form 206H****Schedule H: Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

**1. Does the debtor have any codebtors?**

- ☒ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- ☐ Yes

**2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.**

Column 1: Codebtor			Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:	
2.1	<div>_____</div> <div>Street _____</div> <div>_____</div> <div>City _____ State _____ ZIP Code _____</div>	<div>_____</div> <div><input type="checkbox"/> D</div> <div><input type="checkbox"/> E/F</div> <div><input type="checkbox"/> G</div>		
2.2	<div>_____</div> <div>Street _____</div> <div>_____</div> <div>City _____ State _____ ZIP Code _____</div>	<div>_____</div> <div><input type="checkbox"/> D</div> <div><input type="checkbox"/> E/F</div> <div><input type="checkbox"/> G</div>		
2.3	<div>_____</div> <div>Street _____</div> <div>_____</div> <div>City _____ State _____ ZIP Code _____</div>	<div>_____</div> <div><input type="checkbox"/> D</div> <div><input type="checkbox"/> E/F</div> <div><input type="checkbox"/> G</div>		
2.4	<div>_____</div> <div>Street _____</div> <div>_____</div> <div>City _____ State _____ ZIP Code _____</div>	<div>_____</div> <div><input type="checkbox"/> D</div> <div><input type="checkbox"/> E/F</div> <div><input type="checkbox"/> G</div>		
2.5	<div>_____</div> <div>Street _____</div> <div>_____</div> <div>City _____ State _____ ZIP Code _____</div>	<div>_____</div> <div><input type="checkbox"/> D</div> <div><input type="checkbox"/> E/F</div> <div><input type="checkbox"/> G</div>		
2.6	<div>_____</div> <div>Street _____</div> <div>_____</div> <div>City _____ State _____ ZIP Code _____</div>	<div>_____</div> <div><input type="checkbox"/> D</div> <div><input type="checkbox"/> E/F</div> <div><input type="checkbox"/> G</div>		