

IMPORTANT INFORMATION ABOUT THE LUCENT TECHNOLOGIES INC. LONG TERM SAVINGS AND SECURITY PLAN

- SUMMARY OF MATERIAL MODIFICATIONS
- UPDATE TO ANNUAL FEE AND EXPENSE DISCLOSURE
- QUALIFIED DEFAULT INVESTMENT ALTERNATIVES NOTICE



LUCENT TECHNOLOGIES INC. LONG TERM SAVINGS AND SECURITY PLAN

SUMMARY OF MATERIAL MODIFICATIONS

This notice, called a Summary of Material Modifications (“SMM”) with an effective date as of January 1, 2014 unless otherwise noted herein, advises you of changes in the information presented in your Summary Plan Description (sometimes called an “SPD”) for the Lucent Technologies Inc. Long Term Savings and Security Plan (the “Plan” or the “LTSSP”) or any predecessor plan in which you might have participated that was merged into the LTSSP. Please read this notice and retain a copy for your records.

The changes are as follows:

1. All references to “Fidelity” are deleted and replaced with “Aon Hewitt.”
2. All references to “NetBenefits” are deleted and replaced with “Your Benefits Resources™.”
3. All references to www.401k.com are removed and replaced with <http://resources.hewitt.com/alcatel-lucent>.
4. All references to “Financial Engines Advisors, LLC” or “Financial Engines” are deleted and replaced with “Aon Hewitt Financial Advisors, LLC.”
5. All references to “Alcatel-Lucent Savings Plan Service Center” or to “Service Center” including phone numbers are deleted and replaced with “Alcatel-Lucent Benefits Center.” The phone number for the Alcatel-Lucent Benefits Center is 1-888-232-4111.
6. All references to “Financial Engines Personal Online Advisor” are deleted and replaced with “Online Advice Service.”
7. All references to “LTSSP account” are deleted and replaced with “Plan account.”
8. All references to “PIN” or “Personal Identification Number” are deleted.
9. All references to “Fidelity BrokerageLink,” “BrokerageLink Account” or “BrokerageLink” are deleted and replaced with “self-directed brokerage account.”
10. All references to “Room 1B-435” are deleted and replaced with “Room 2B-410.”

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LUCENT TECHNOLOGIES INC. LONG TERM SAVINGS AND SECURITY PLAN

SUMMARY OF MATERIAL MODIFICATIONS

11. Page 4 is deleted and replaced with the following:

ENROLLING IN THE LUCENT TECHNOLOGIES INC. LONG TERM SAVINGS AND SECURITY PLAN

WHO IS ELIGIBLE

In order to enroll in the Plan you must be an Eligible Employee.

HOW TO ENROLL

To make contributions to the LTSSP, you must affirmatively enroll in the LTSSP. If you are rehired, you must re-enroll.

You may enroll by logging on to Your Benefits Resources™ or calling the Alcatel-Lucent Benefits Center at 1-888-232-4111.

Here is the contact information for enrolling in the LTSSP:

U.S.-BASED EMPLOYEES	INTERNATIONAL ASSIGNEES
Log on to Your Benefits Resources™ at http://resources.hewitt.com/alcatel-lucent anytime	
Call the Alcatel-Lucent Benefits Center at 1-888-232-4111 to speak with a Benefits Center representative. You may access the VRS from any phone 24 hours a day, 7 days a week. To speak to a Benefits Center representative, call any Business Day from 9:00 a.m. to 5:00 p.m., Eastern Time.	Call 1-212-444-0994 collect on Business Days from 9:00 a.m. to 5:00 p.m., Eastern Time to speak with a Benefits Center representative.

12. On page 5, the last paragraph is deleted.

LUCENT TECHNOLOGIES INC. LONG TERM SAVINGS AND SECURITY PLAN

SUMMARY OF MATERIAL MODIFICATIONS

13. In the section labeled “Beneficiary Designation,” the portion of such section on page 7 that begins with “To designate or change your Beneficiary(ies)” is removed and replaced with:

TO DESIGNATE OR CHANGE YOUR BENEFICIARY(IES):

Log on to Your Benefits Resources™ (YBR) and follow the links to input your beneficiary designation online. You may also call the Alcatel-Lucent Benefits Center at 1-888-232-4111 to designate or change your Beneficiary(ies).

Note: If you want to designate your primary Beneficiary to someone other than your Lawful Spouse, you will need to complete and return the Beneficiary Designation Authorization form that will be mailed to you after your online or phone designation request is made. Your Lawful Spouse must sign and return the notarized Authorization form indicating that he or she agrees to the designation. In addition, if you are single, you will be sent a Beneficiary Designation Authorization form after your online or phone designation request is made. You will need to sign the Authorization form verifying your status as single. Keep a copy of the form.

Your beneficiary designation will be effective immediately with the exception of the scenarios described in the note above. In those cases, your beneficiary designation will be effective when the Beneficiary Designation Authorization form is returned and deemed in good order by the Alcatel-Lucent Benefits Center. In all events, for your Beneficiary designation to be effective, it must be on file with the Alcatel-Lucent Benefits Center.

If you get divorced, you may designate someone other than your former Lawful Spouse as your primary Beneficiary unless there is QDRO requiring that your former Lawful Spouse be designated as your Beneficiary as to all, or a portion of your account under the LTSSP. The Company has established guidelines for processing a QDRO. The guidelines are available to you upon request at no charge. Your Plan account will be charged a \$500 processing fee when the order is received by the QDRO team. If there is a QDRO associated with your divorce, contact QDRO/QMCSO Administration (see “**Important Contacts**”).

14. On page 9, in the section “Contributing to the LTSSP” under the heading “Pre-tax Contributions,” the last full paragraph on the page is removed and replaced with:

If your Pre-Tax Contributions reach the annual IRS limit for Pre-Tax Contributions (See: Page 13 “IRS Contribution Limits”) during the year, you may elect prior to reaching the annual IRS limit to automatically treat any additional contributions in excess of the IRS limit as After-Tax Contributions. This election is also referred to as a “spillover election.” If you do not elect to treat additional contributions as After-Tax Contributions then contributions to your Plan account will stop upon your Pre-Tax Contributions reaching the annual IRS limit. If after a spillover election becomes effective you wish to change the amount of your elected contribution percentage (all of which will be treated as After-Tax Contributions once you have reached the IRS limit), then you must do so in the same manner, and applicable to the same guidelines, as you would have done prior to your contributions reaching the annual IRS limit. Note, however, if you have elected to make Catch-up Contributions, a higher annual IRS limit is applicable, which means that your Catch-up Contribution election will be implemented before the implementation of any spillover election effective upon reaching the annual IRS limit.

LUCENT TECHNOLOGIES INC. LONG TERM SAVINGS AND SECURITY PLAN

SUMMARY OF MATERIAL MODIFICATIONS

- 15.** On page 11, the last sentence in the section “Monitor Your Elections” is deleted and replaced with the following:
- The information is also available from the Alcatel-Lucent Benefits Center or on Your Benefits Resources™.
- 16.** On page 14, the second paragraph is deleted and replaced with the following:
- If you exceed these limits solely within this Plan in any Plan Year, you will be notified and the excess contributions and earnings will be returned to you as soon as practicable after the Plan Year ends. If you exceed these limits in a Plan Year because of contributions made both to this Plan and another 401(k) plan, 403(b) plan or 457 plan, you must notify either the Alcatel-Lucent Benefits Center or the Plan Administrator no later than March 31st of the calendar year following the year in which you exceeded the limits in order to correct your failure to abide by the IRS limits.
- 17.** On page 15, the last bullet on the page is deleted and replaced with the following:
- A check from the other plan or IRA made payable to “Lucent Technologies Inc. Long Term Savings and Security Plan, FBO (for the benefit of): (your name)”
- 18.** The entire section entitled “Investing Your LTSSP Account,” which begins on page 17 and continues through page 22, is deleted and replaced with the following:

INVESTING YOUR PLAN ACCOUNT

YOUR INVESTMENT FUNDS

The Plan offers you a choice of investment funds with varying levels of risk and potential for return. You may invest in one or more of the available investment funds in increments of 1%.

Detailed information about the Plan’s investment funds is available on Your Benefits Resources™ (<http://resources.hewitt.com/alcatel-lucent>) or by calling the Alcatel-Lucent Benefits Center at 1-888-232-4111 (select the “Retirement and Investments” option).

Investment funds available through the Plan, including the Money Market Fund, are not insured or guaranteed by the FDIC or any other government agency and it is possible to lose money by investing in any of the Plan’s investment funds.

Stock markets, especially foreign markets, are volatile and can decline in response to adverse issuer, political, regulatory, market, or economic developments. The stocks of less well-known, small- and mid-sized companies can be more volatile than those of larger companies. Foreign securities and currencies are subject to interest rate, currency exchange rate, economic, and political risks.

In general, the bond market is volatile, and fixed income securities carry interest-rate risk, which means that when interest rates in the market rise there is generally a corresponding decline in the market values of bonds (and vice versa). This effect is generally more pronounced for longer-term bonds. Fixed income securities also carry inflation risk and credit and default risks for both issuers and counterparties. Credit risk is the risk that the issuer of a bond will not be able to make principal and interest payments when they are due.

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LUCENT TECHNOLOGIES INC. LONG TERM SAVINGS AND SECURITY PLAN

SUMMARY OF MATERIAL MODIFICATIONS

IMPORTANT NOTE ABOUT INVESTMENT DECISIONS

In general, all contributions allocated to your Plan account will be invested in one or more of those investment funds in accordance with your investment instructions. You control the investment of your Plan account balance among a broad range of investment funds, and therefore the Plan is intended to be covered by Section 404(c) of ERISA and related Department of Labor regulations. Because the Plan is a “Section 404(c) plan,” the Plan’s fiduciaries are relieved of liability for any losses that are the direct and necessary result of investment instructions given by you.

DEFAULT INVESTMENT FUNDS

If you do not make an investment election, contributions that you make to the Plan (or that are made on your behalf, such as Matching Contributions) will be invested in one of the investment funds designated as the Plan’s Qualified Default Investment Alternatives (“QDIAs”). The Plan’s QDIAs constitute the Plan’s “qualified default investment alternatives” within the meaning of Section 404(c)(5) of ERISA and regulations thereunder. For information on the Plan’s QDIAs, see the Qualified Default Investment Alternatives Notice, distributed annually to you. A copy is also available at <http://resources.hewitt.com/alcatel-lucent> or by contacting the Alcatel-Lucent Benefits Center at 1-888-232-4111.

INVESTMENT ADVICE AND PROFESSIONAL MANAGEMENT SERVICES

The Company cannot give investment advice or manage your Plan account, so the Company has contracted with Aon Hewitt Financial Advisors (“AFA”) to provide personalized, objective investment advice or investment management services for your Plan account. The Plan offers two different services through AFA (in partnership with Financial Engines), which you may choose to use:

- **Online Advice.** If you are confident making investment decisions and you actively adjust your portfolio to stay on track, then Online Advice may be right for you. The Online Advice service takes into account your specific retirement goals to offer you personalized recommendations about how much to save, which funds to choose, and how much to invest in each fund. The cost of this service is already included in the Plan’s expenses, so there is no additional cost to you when you use it.
- **Professional Management.** If you want help getting on track and staying there with the option of being highly involved or just occasionally checking in, then Professional Management may be right for you. AFA will provide ongoing monitoring and care of your account—from analyzing your fund choices to selecting a personalized investment mix. Plus, AFA will create your personalized retirement plan, handle the transactions, and update your account to help you stay on track. As part of this service, you’ll be able to speak with investment advisors who can answer your questions. There is an additional fee for this service if you enroll. Participants with an address on record outside the United States, its territories or Army Post Office Code AA, AE or AP are not eligible for Professional Management.

For more information, including the applicable fee schedule for Professional Management, contact the Alcatel-Lucent Benefits Center at 1-888-232-4111.

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LUCENT TECHNOLOGIES INC. LONG TERM SAVINGS AND SECURITY PLAN

SUMMARY OF MATERIAL MODIFICATIONS

SELF-DIRECTED BROKERAGE ACCOUNT

In addition to being able to select from the Plan's investment funds, the Plan also offers a self-directed brokerage account offered through Hewitt Financial Services LLC, member FINRA/SIPC.

Please note that you are unable to directly contribute money into a self-directed brokerage account established under the Plan. Instead, you must first contribute money to one or more of the Plan's investment funds and then transfer money out of the investment fund(s) into your self-directed brokerage account.

Also, please be aware that if you transfer money out of one of the Plan's investment funds (other than the Money Market Fund) you will not be able to make a transfer back into that same investment fund for a period of 30 calendar days (please see the "[Frequent Trading Policy](#)" subsection in this SMM, which is on the following page).

In addition, if you have a self-directed brokerage account established under the Plan, you must keep a minimum balance of \$500 invested in either one or a combination of the Plan's investment funds.

A self-directed brokerage account may entail greater risk and is not appropriate for everyone. A self-directed brokerage account may be appropriate for you if you are willing to be exposed to additional risk and if you are prepared to take on the additional responsibility of more closely managing and monitoring this portion of your Plan account. Investments available through the self-directed brokerage account are neither reviewed nor monitored by Alcatel-Lucent or the Plan, nor can you receive the Online Advice or Professional Management services offered by the Plan through Aon Hewitt Financial Advisors, LLC with respect to a self-directed brokerage account.

ACCOUNTING FOR YOUR INVESTMENTS

Your Plan account statement reflects your ownership in investment funds in "units." Unitization allows the underlying investments to be purchased, exchanged and redeemed on a daily basis with flexibility.

All investment funds in the Plan are valued daily. The price of an investment fund's unit is calculated each day by dividing the value of the investment fund by the number of units outstanding.

The market value of your Plan account is equal to the sum of all the contributions and distributions in your Plan account plus or minus any investment gains or losses. Stated another way, the market value of your Plan account is equal to the number of units of an investment fund(s) that you own times the respective unit price(s).

LUCENT TECHNOLOGIES INC. LONG TERM SAVINGS AND SECURITY PLAN

SUMMARY OF MATERIAL MODIFICATIONS

INVESTMENT FUND CHANGE FOR FUTURE CONTRIBUTIONS

You may change your investment elections for future contributions among one or more of the Plan's investment funds on any day. All allocations to investment funds must be in 1% increments.

When you make a change to your investment elections for future contributions, it applies to both your contributions and Company Matching Contributions. The change does not affect your existing Plan account balance. To change your investment elections for future contributions:

- Access Your Benefits Resources™, or
- Call the Alcatel-Lucent Benefits Center at 1-888-232-4111.

After you complete your transaction you can view a confirmation of your transaction online at <http://resources.hewitt.com/alcatel-lucent>.

INVESTMENT FUND TRANSFER

You may transfer all or part of your existing Plan account balance between one or more of the Plan's investment funds, or you may transfer a part of your Plan account balance held in the Plan's investment fund(s) to an existing self-directed brokerage account (please see subsection above in this SMM entitled "**Self-Directed Brokerage Account**," which in part provides that at least \$500 must remain invested in one or a combination of the Plan's investment funds), on any Business Day, subject to the frequent trading policy below (please see the "**Frequent Trading**" subsection in this SMM, which is immediately after this subsection). Transfers may be in 1% increments or for a specific dollar amount.

When you make a fund transfer for your existing Plan account balance, it does not affect your investment elections for future contributions to your Plan account.

To transfer existing balances between the Plan's investment funds or your self-directed brokerage account under the Plan:

- Access Your Benefits Resources™, or
- Call the Alcatel-Lucent Benefits Center at 1-888-232-4111.

After you complete your transaction you can view a confirmation of your transaction online at <http://resources.hewitt.com/alcatel-lucent>.

FREQUENT TRADING POLICY

The Plan's investment funds are intended for long-term investment purposes and are not managed or intended to serve as short-term trading vehicles. Accordingly, the Plan has safeguards in place to protect participants from the effects of frequent trading. Frequent trading occurs when participants rapidly move their balances into and out of investment funds for short-term gain or to avoid short-term loss. Frequent trading increases the cost of operating an investment fund, which in turn reduces the return to all the fund's participants.

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LUCENT TECHNOLOGIES INC. LONG TERM SAVINGS AND SECURITY PLAN

SUMMARY OF MATERIAL MODIFICATIONS

Please note that if you transfer money out of one of the Plan's investment funds, you will be restricted from making a transfer back into that same investment fund for a period of 30 calendar days. This restriction does not apply to transfers out of or back into the Money Market Fund.

Please note that the frequent trading rules, as described above, do not affect your ability to make Loan Repayments, transact In-Service Withdrawals, or continue to allocate employee/employer contributions to any investment fund that you have traded out of within the past 30 days. In other words, your right to redeem is not affected by the frequent trading policy.

If you have any questions regarding the Frequent Trading Policy, go to Your Benefits Resources™, or call the Alcatel-Lucent Benefits Center at 1-888-232-4111.

SHORT-TERM TRADING FEES

If you make a fund transfer that results in a sale of units in certain of the Plan's investment funds, a short-term trading fee of 2% of the value of the units redeemed will be assessed on units that were held for less than 31 days. Short-term trading fees are paid to the investment fund to help protect long-term shareholders of the fund from the effects of short-term trading, and to discourage market-timing activity. Please visit the Fund Fact Sheets at <http://www.benefitanswersplus.com/401kFactSheet.pdf> to identify the specific investment funds that are subject to a short-term trading fee.

POSSIBLE SUSPENSION OF TRANSACTIONS

Each of the investment fund's investment managers maintain a cash balance (i.e., liquidity) in the investment fund intended to satisfy: 1) daily trading activity of the investment fund, and 2) net Participant fund transfers, loans, in-service withdrawals, and distributions.

If, due to unusual Participant or market activity, an investment fund has insufficient liquidity to satisfy 1) or 2) above, fund transfers, loans, in-service withdrawals, and/or distributions may be temporarily suspended.

19. All references to a Loan establishment fee of \$50.00 are deleted. No Loan establishment fee is charged.

20. On page 28, the section entitled "Interest on Your Loan" is deleted and replaced with the following:

Interest on Your Loan

The interest rate on your Loan is determined by the Savings Plan Administrator and is equal to the prime rate as published in *The Wall Street Journal* Eastern Edition in effect as of the 15th day of the month before the month in which the Loan is initiated. The interest rate on your Loan remains fixed throughout the term of your Loan.

21. On page 29, the fourth bullet under the statement "The following guidelines apply to Loan repayments" is deleted and replaced with the following:

- If there are pay periods in which you receive no pay, or your pay is insufficient for your repayment amount, you will be notified in writing of the past-due balance and directed to send payment to the Alcatel-Lucent Benefits Center. If payment is not received within 90 days of the end of the month in which the past-due balance occurred, your Loan will be declared in default.

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LUCENT TECHNOLOGIES INC. LONG TERM SAVINGS AND SECURITY PLAN

SUMMARY OF MATERIAL MODIFICATIONS

22. On page 30, the third bullet under the statement “If you want to pre-pay your Loan.” is deleted and replaced with:
- Enclose a certified check, cashier’s check or money order made payable to “Lucent Technologies Inc. Long Term Savings and Security Plan,” and
23. On page 33, under the second bullet that contains the statement “Your immediate and heavy financial need is to:”, a hyphen is added after the second hyphen along with the following:
- Construct your principal residence,
24. On page 33, the last bullet is deleted and replaced with the following:
- Your contributions (and therefore Company’s Matching Contributions) are suspended for at least six months when you make a hardship withdrawal.
25. On page 36, in the first paragraph the words “Alcatel Lucent 401(k) Committee” are deleted and replaced with “Savings Plan Administrator.”
26. On page 46, a new term is added immediately after “After-Tax Contributions” as follows:
- Alcatel-Lucent Benefits Center:** the contact for information about the LTSSP, to enroll and to initiate transactions for your account. To reach the Alcatel-Lucent Benefits Center call 1-888-232-4111 from inside the United States. To reach a Benefits Center representative from outside of the United States, call 1-212-444-0994. Alcatel-Lucent Benefits Center representatives are available any Business Day from 9:00 a.m. to 5:00 p.m., Eastern Time. Your Benefits Resources™ (<http://resources.hewitt.com/alcatel-lucent>) and the VRS are available 24 hours a day, 7 days a week except when the system is down for maintenance.
27. On page 46, the term “Alcatel-Lucent Savings Plan Service Center” and the corresponding definition are deleted.
28. Effective as of September 16, 2013, on page 48, replace the definition of “Lawful Spouse” with the following:
- Lawful Spouse:** the person to whom you are lawfully married. Your Lawful Spouse can be a person of the same sex if you and such other person were lawfully married in a jurisdiction that recognizes same-sex marriage (even if you or your spouse reside in a state or other jurisdiction that does not recognize such same-sex marriages). Note: The term Lawful Spouse does not include individuals (whether of the same or opposite sex) who have entered into a registered domestic partnership, a civil union, or other similar formal relationship recognized under state or other law that is not denominated as a “marriage.”
29. On page 49, the term “NetBenefits or Fidelity NetBenefits®” and the corresponding definition are deleted.
30. On page 49, the term “Period of Service” and the corresponding definition are deleted.
31. On page 50, the term “Personal Identification Number (PIN)” and the corresponding definition are deleted.

LUCENT TECHNOLOGIES INC. LONG TERM SAVINGS AND SECURITY PLAN

SUMMARY OF MATERIAL MODIFICATIONS

32. On page 50, replace the definition of “Qualified Default Investment Alternative (QDIA)” with the following:

Qualified Default Investment Alternative (QDIA): the investment funds designated under the Plan for investment of contributions made by you or on your behalf to the Plan for which you have not provided investment direction. For information on the Plan’s QDIA, see the Qualified Default Investment Alternatives Notice, distributed annually to you. A copy is also available at <http://resources.hewitt.com/alcatel-lucent> or by contacting the Alcatel-Lucent Benefits Center at 1-888-232-4111.

33. On page 51, replace the definition of “Severance from Employment” with the following:

Severance from Employment: your cessation of employment with the Company and each entity under “common control” with the Company (generally, all Company affiliates).

34. On page 51, the last term listed is as follows:

Your Benefits Resources™ or YBR: a website that provides you with the information about your Plan account. The URL for Your Benefits Resources™ is <http://resources.hewitt.com/alcatel-lucent>.

LUCENT TECHNOLOGIES INC. LONG TERM SAVINGS AND SECURITY PLAN

SUMMARY OF MATERIAL MODIFICATIONS

35. On pages 52-55, the “Important Contacts” section and “Other Resources” section is deleted in its entirety and replaced with the following:

IMPORTANT CONTACTS

ALCATEL-LUCENT BENEFITS CENTER

Aside from this summary, your primary source for information about the LTSSP is the Alcatel-Lucent Benefits Center at Aon Hewitt. This resource handles most transactions and information about the LTSSP.

Online

You can access the Alcatel-Lucent Benefits Center online at Your Benefits Resources™.

You will need to establish a password on Your Benefits Resources™ before you can start using Your Benefits Resources™. Go to the website (<http://resources.hewitt.com/alcatel-lucent>) to create a password if you do not already have one. If you have previously established a password on Your Benefits Resources™ in order to access information about other Company benefits, then that same password is used when you are logging on for purposes of accessing LTSSP information.

To access Your Benefits Resources™, you also need an Internet browser compatible with U.S. security. When you call, the Alcatel-Lucent Benefits Center can tell you what software is required to access Your Benefits Resources™.

By Phone

You can reach the Alcatel-Lucent Benefits Center by phone, as follows:

U.S.-BASED EMPLOYEES	INTERNATIONAL ASSIGNEES
Call the Alcatel-Lucent Benefits Center at 1-888-232-4111 to speak with a Benefits Center representative. You may access the VRS from a phone 24 hours a day, 7 days a week. To speak to a Benefits Center representative, call any Business Day from 9:00 a.m. to 5:00 p.m., Eastern Time.	Call 1-212-444-0994 collect on Business Days from 9:00 a.m. to 5:00 p.m., Eastern Time to speak with a Benefits Center representative.

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LUCENT TECHNOLOGIES INC. LONG TERM SAVINGS AND SECURITY PLAN

SUMMARY OF MATERIAL MODIFICATIONS

By Mail

You may send forms, applications, and other written correspondence to the Alcatel-Lucent Benefits Center by regular mail or overnight mail, as follows:

REGULAR MAIL	OVERNIGHT MAIL
Alcatel-Lucent Benefits Center P.O. Box 785029 Orlando, FL 32878-5029	Alcatel-Lucent Benefits Center 2300 Discovery Drive P.O. Box 785029 Orlando, FL 32878-5029

However, for security purposes, all Plan transactions must be conducted by phone or via the Internet.

Confirmations

You will receive a confirmation from the Alcatel-Lucent Benefits Center when it is legally required, or upon requesting certain transactions over a mobile device.

If you do not receive a confirmation for your transaction, call the Alcatel-Lucent Benefits Center at 1-888-232-4111.

Carefully review all confirmations immediately to make sure they agree with your records. You should report any discrepancies to the Alcatel-Lucent Benefits Center at 1-888-232-4111 within 30 days of the date of the confirmation or statement. It's important to report discrepancies immediately, so that, if appropriate, any necessary corrections or adjustments to your Plan account can be made in a timely and accurate manner. You might be asked to complete a Claim Initiation Form (CIF). The CIF should include a description of the discrepancy(ies) and include:

- The confirmation number assigned (if provided) to the transaction when you initiated it, and
- All supporting documentation including:
 - Your applicable Plan account confirmation,
 - Pay stubs (if applicable),
 - Description of the discrepancy, and
 - A telephone number where you can be reached during business hours.

If the discrepancy is related to unpaid wages, contact your Payroll Office.

LUCENT TECHNOLOGIES INC. LONG TERM SAVINGS AND SECURITY PLAN

SUMMARY OF MATERIAL MODIFICATIONS

OTHER RESOURCES

The following parties have specific responsibilities, as explained below:

CONTACT/SERVICE PROVIDED	CONTACT INFORMATION
QDRO/QMCSO Administrator Handles matters relating to QDROs and QMSCOs regarding LTSSP information. Will provide information about the procedures for processing QDROs and QMSCOs at no charge.	Alcatel-Lucent QDRO/QMCSO Center P.O. Box 1433 Lincolnshire, IL 60069 Phone number: 1-888-232-4111
Alcatel-Lucent USA Inc. Payroll Office Handles contribution problems.	Phone number: 1-888-582-3684 (HR Service Center) or Payroll Client Support Case Management Tool on the intranet/Internet.
Alcatel-Lucent Pension Service Center Authorizes payments to Beneficiaries. Makes permanent address changes for retired employees.	Alcatel-Lucent Pension Service Center P.O. Box 57576 Jacksonville, FL 32241-7576 Phone number: 1-866-429-5764 TDD: 1-866-429-5765
Savings Plan Administrator Adjudicates claims for benefits. Contact to request LTSSP documents.	Alcatel-Lucent Savings Plan Administrator 600 Mountain Avenue, Room 2B-410 Murray Hill, NJ 07974
Alcatel-Lucent 401(k) Committee Decides appeals of denied claims and interprets LTSSP provisions.	Alcatel-Lucent USA Inc. Alcatel-Lucent 401(k) Committee 600 Mountain Avenue, Room 2B-410 Murray Hill, NJ 07974
Plan Trustee The bank that holds the assets of the Plan in a trust fund for participants and also calculates the Plan investment funds' unit prices and performance, and processes and settles securities transactions.	Bank of New York Mellon 135 Santilli Highway Everett, MA 02149
Service of Subpoenas Subpoenas regarding the LTSSP should be served directly to:	Jackson Lewis (Attn.: V.A. Cino, Esq.) 220 Headquarters Plaza East Tower, 7th Floor Morristown, NJ 07960
Online Advice or Aon Hewitt Financial Advisors, LLC Professional Management Provides personalized, objective investment advice or investment management services for your Plan account.	Visit Your Benefits Resources™ at http://resources.hewitt.com/alcatel-lucent and select "Use Retirement Advice Tools" or Call the Alcatel-Lucent Benefits Center at 1-888-232-4111 and select the "Retirement and Investments" option and then "Investment Advice"

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LUCENT TECHNOLOGIES INC. LONG TERM SAVINGS AND SECURITY PLAN

SUMMARY OF MATERIAL MODIFICATIONS

- 36.** On page 56, replace the first sentence under “Claim Procedures” with the following:

Eligible Employees, Participants, and Beneficiaries (if applicable), and any individual duly authorized by them, have the right to file a claim for benefits due under the terms of the Plan, to enforce their rights under the terms of the Plan, or to clarify their rights to future benefits under the terms of the Plan.

- 37.** On page 57, replace the first and second full paragraphs with the following:

The Alcatel-Lucent 401(k) Committee meets quarterly and will conduct a review and make a final decision no later than the date of the meeting that next follows the Committee’s receipt of a request for review (unless the request for review is received less than 30 days before the date of the next meeting, in which case the Committee will conduct its review and make a decision no later than the date of the second meeting that next follows receipt of the request for review).

If special circumstances cause the Alcatel-Lucent 401(k) Committee to need additional time to make a decision, a representative of the Committee will notify you in writing (before the decision deadline as described above) of the need for such additional time, in which case the Committee will conduct a review and make a final decision no later than the date of the third meeting that next follows receipt of the request for review. The notification will explain the special circumstances requiring the extension and will also indicate the date as of which the final decision will be made.

- 38.** On page 58, replace the paragraph titled “LTSSP Expenses” with the following:

PLAN FEES AND EXPENSES

Information regarding Plan administrative fees and service-specific fees is set forth in the Plan’s Annual Fee and Expense Disclosure document, distributed annually to you. A copy is also available at www.benefitanswersplus.com or by contacting the HR Service Center at 1-888-582-3684.

- 39.** On page 60, replace the information opposite the heading “Type of Administration” with the following:

The Plan is administered by Alcatel-Lucent USA Inc.

- 40.** Effective as of July 1, 2013, on page 64, “Alcatel-Lucent Managed Solutions LLC” is deleted from the Participating Companies list provided in Appendix A.

ALCATEL-LUCENT SAVINGS/401(k) PLAN

UPDATE TO ANNUAL FEE AND EXPENSE DISCLOSURE

This document updates certain information contained in the most recent Annual Fee and Expense Disclosure for the Alcatel-Lucent Savings/401(k) Plan* (the “Plan”). The most recent Disclosure was distributed earlier this year and was effective on March 29, 2013. (A copy of that document can be obtained at www.benefitanswersplus.com or by calling the HR Service Center at 1-888-582-3684.)

This update describes changes that are effective on January 1, 2014. Please read this update and retain a copy for your records.

The changes are as follows:

1. The section entitled “Limitations on Your Ability to Give Investment Instructions” is replaced with the following:

LIMITATIONS ON YOUR ABILITY TO GIVE INVESTMENT INSTRUCTIONS

The Plan’s investment funds are intended for long-term investment purposes and are not managed or intended to serve as short-term trading vehicles. Accordingly, your right to give investment instructions in your Plan account is subject to certain restrictions on “frequent trading.” Frequent trading occurs when participants rapidly move their balances into and out of investment funds for short-term gain or to avoid short-term loss. Frequent trading increases the cost of operating an investment fund, which in turn reduces the return to all the fund’s participants.

The Plan has adopted the following policy in connection with frequent trading:

- Participants who transfer money out of one of the Plan’s investment funds will not be able to make a transfer back into that same investment fund for a period of 30 calendar days.

Note: This restriction does not apply to transfers out of or back into the Money Market Fund.

In addition, each of the investment managers for the Plan’s investment funds maintains a cash balance (i.e., liquidity) in the investment fund intended to satisfy: 1) daily trading activity of the investment fund, and 2) net Participant fund exchanges, loans, in-service withdrawals, and distributions. If, due to unusual Participant or market activity, an investment fund has insufficient liquidity to satisfy 1) or 2) above, fund exchanges, loans, in-service withdrawals, and/or distributions may be temporarily suspended.

Finally, if you enroll in the Plan’s Professional Management program (see [Designated Investment Manager](#)), you will have delegated all your powers, duties and responsibilities with respect to the investment, reinvestment, and allocation of your Plan account (excluding any restricted investments as specified in your Program agreement) to Aon Hewitt Financial Advisors, LLC.

2. The section entitled “Plan Administrative Costs” is replaced with the following:

PLAN ADMINISTRATIVE COSTS

Plan administrative costs include audit and legal fees, participant communications costs, fiduciary services costs, investment advice fees, plan administrator costs, recordkeeping fees, and trustee/custodial fees. All Plan participants share ratably in the cost of administering the Plan, based on their entire Plan account balance, including any balance in a self-directed brokerage account. The process by which Plan administrative costs are assessed against your Plan account is as follows:

*The Alcatel-Lucent Savings/401(k) Plan refers both to the Alcatel-Lucent Savings Plan and the Lucent Technologies Inc. Long Term Savings and Security Plan.

ALCATEL-LUCENT SAVINGS/401(k) PLAN

UPDATE TO ANNUAL FEE AND EXPENSE DISCLOSURE

- With respect to the portion of your account balance invested in the Plan's investment funds, Plan administrative costs are paid directly out of the Plan's investment funds. In this way, the costs you bear are proportional to your balances in those funds. Since the fees and expenses are deducted directly from the Plan's investment funds, you will not see a separate deduction from your Plan account. Information regarding all of the fees and expenses that were charged to the Plan's investment funds in the prior year is set forth in the Annual Fee and Expense Disclosure under the section entitled **Investment-Related Information**.
 - With respect to the portion of your account balance you invest through a self-directed brokerage account, the Plan assesses Plan administrative costs at the same rate as for the Plan's investment funds based upon your self-directed brokerage account balance. Since those costs cannot be paid directly from your self-directed brokerage account assets, the amount is deducted quarterly from your balance in the Plan's investment fund(s) (ratably across all such funds).
3. The section entitled "Service-Specific Costs" is replaced with the following:

SERVICE-SPECIFIC FEES

Some fees are charged directly to the accounts of those Plan participants who incur them. If you incur a service-specific fee, it will appear on your quarterly Plan account statement. The service-specific fees that a Plan participant might incur are as follows:

SERVICE	FEE						
Domestic Relations Orders Fee	You will pay a \$500 fee when a domestic relations order is processed on your account. (This occurs when a court awards a portion of your account to another person due to a divorce settlement.) The fee is deducted upon receipt of the order.						
Professional Management Program Fees	<div><p>If you are enrolled in the Professional Management program offered by the Plan through Aon Hewitt Financial Advisors, you will be charged a fee that is based on the size of your account:</p><table><tr><td>• Up to the first \$100,000</td><td>0.45% of assets</td><td>• The next \$100,001 to \$250,000</td><td>0.35% of assets</td><td>• \$250,001 or more</td><td>0.20% of assets</td></tr></table><p>The fee is calculated based on the average weighted month-end Plan account balance for a calendar quarter and is debited from your Plan account as the start of the following quarter.</p></div>	• Up to the first \$100,000	0.45% of assets	• The next \$100,001 to \$250,000	0.35% of assets	• \$250,001 or more	0.20% of assets
• Up to the first \$100,000	0.45% of assets	• The next \$100,001 to \$250,000	0.35% of assets	• \$250,001 or more	0.20% of assets		
Self-Directed Brokerage Account Fees	<div><p>Depending upon the investments purchased and sold in a self-directed brokerage account, other commissions and fees may apply and will be charged within your self-directed brokerage account. Before you purchase or sell securities through a self-directed brokerage account, you should find out about any fees associated with the purchase or sale of the particular investment you are trading. You can obtain a fee schedule of applicable trading fees and commissions online by logging into your account at http://resources.hewitt.com/alcatel-lucent or by contacting a Hewitt Financial Services representative at 1-800-890-3200.</p><p>There are no ongoing fees for maintaining access to the self-directed brokerage account; however, as described in the Plan Administrative Costs section above, Plan administrative costs are assessed based on your balance.</p></div>						

4. The reference to "Fidelity BrokerageLink®" in the first paragraph of the section entitled "Investment Funds Offered Under the Plan" is deleted. As revised, the last sentence of that paragraph reads as follows: "In addition to being able to select from the investment funds offered under the Plan, the Plan offers you a self-directed brokerage account to customize your portfolio or supplement the investment funds offered under the Plan."

ALCATEL-LUCENT SAVINGS/401(k) PLAN

UPDATE TO ANNUAL FEE AND EXPENSE DISCLOSURE

5. The third paragraph of the section entitled “Investment Funds Offered Under the Plan” is replaced with the following:

In addition to being able to select from the Plan’s investment choices on the following page, you may also utilize a self-directed brokerage account offered under the Plan. A self-directed brokerage account allows you to make investments in your Plan account beyond the investment funds offered under the Plan. A self-directed brokerage account may entail greater risk and is not appropriate for everyone. A self-directed brokerage account may be appropriate for you if you are willing to be exposed to additional risk and if you are prepared to take on the additional responsibility of more closely managing and monitoring this portion of your portfolio. Investments available through the self-directed brokerage account are neither reviewed nor monitored by Alcatel-Lucent or the Plan, nor can you receive the Online Advice or Professional Management services offered by the Plan through Aon Hewitt Financial Advisors, LLC with respect to a self-directed brokerage account.

You are solely responsible for choosing and monitoring investments in a self-directed brokerage account. For retail investments, there is information available to all investors (e.g., a mutual fund prospectus). You can request that a copy of a fund prospectus be sent to you from the www.hewittfs.com website, by contacting a Hewitt Financial Services representative at 1-800-890-3200 between the hours of 9:00 a.m. and 7:00 p.m., Eastern Time, or by going to the fund’s website directly.

Once you have signed up for a self-directed brokerage account, you can go to <http://resources.hewitt.com/alcatel-lucent> and transfer amounts from the portion of your Plan account invested in the Plan’s investment funds into your self-directed brokerage account. Your initial transfer into the brokerage account must be at least \$2,500. Subsequent transfers must be at least \$500, and you are required to leave a minimum of \$500 invested in the Plan’s investment funds. Actual investment trades in a self-directed brokerage account are conducted through the www.hewittfs.com website or by contacting a Hewitt Financial Services representative at 1-800-890-3200 between the hours of 9:00 a.m. and 7:00 p.m., Eastern Time.

6. The following new section is added immediately before the section entitled “Investment Risk”:

DESIGNATED INVESTMENT MANAGER

In addition to the investment managers hired to manage the Plan’s investment funds (see **Investment Funds Offered Under the Plan**), the Plan offers the opportunity for participants to enroll in the Professional Management program. Under Professional Management, you delegate your powers, duties and responsibilities with respect to the investment, reinvestment, and allocation of your Plan account (excluding any restricted investments as specified in the Program agreement) to the Plan’s designated investment manager. The Plan’s designated investment manager for this service is Aon Hewitt Financial Advisors, LLC, a subsidiary of Aon Hewitt. There is an additional fee for the Professional Management program (see **Service-Specific Fees**). Participants with an address on record outside the United States, its territories or Army Post Office Code AA, AE or AP are not eligible for Professional Management. For more information about the Program, contact the Alcatel-Lucent Benefits Center at 1-888-232-4111 (select the “Retirement and Investments” option and then “Investment Advice”) between the hours of 9:00 a.m. and 9:00 p.m., Eastern Time, Monday through Friday, starting January 10, 2014.

7. The third bullet in the section entitled “Where to Get Additional Information” is replaced with the following:

- **To obtain current month-end performance information** or to view your Plan account (on or after January 7, 2014), log on to the Your Benefits Resources website at <http://resources.hewitt.com/alcatel-lucent> or call the Alcatel-Lucent Benefits Center at 1-888-232-4111 (select the “Retirement and Investments” option), between the hours of 9:00 a.m. and 5:00 p.m., Eastern Time, Monday through Friday. (Most recent performance information is also available at <http://www.benefitsanswersplus.com/QuarterlyFundPerformanceReview.pdf>.)

8. The Appendix is replaced with the **Appendix** found beginning at **page 19** of this booklet.

ALCATEL-LUCENT SAVINGS/401(k) PLAN

QUALIFIED DEFAULT INVESTMENT ALTERNATIVES NOTICE

The Retirement Date Funds described herein comprise the “qualified default investment alternative” (“QDIA”) for the Alcatel-Lucent Savings/401(k) Plan.* This notice constitutes the Plan’s notice under Section 404(c) of the Employee Retirement Income Security Act of 1974, as amended, and 29 C.F.R. § 2550.404c-5.

SIGNIFICANCE OF A QDIA

As a participant in the Plan, you generally have the right under the Plan to direct the investment of your existing account balances and future contributions, if applicable, to any of the Plan’s investment funds. However, in the event that contributions are made to the Plan — either by you (including loan repayments) or on your behalf (e.g., matching contributions) — and you do not provide investment direction, those contributions will be invested in the Retirement Date Funds as described in the [Appendix](#). Participants and beneficiaries who have a balance in a QDIA have the right to direct their investment to any other investment funds under the Plan.

APPLICABLE QDIA

For any given Plan participant, the QDIA is the Fund corresponding to the year in which the participant was born in accordance with the following table:

IF YOU WERE BORN:	YOUR DEFAULT RETIREMENT DATE FUND WILL BE:
1988 or after	Retirement Date 2050 Fund
Between 1983 and 1987	Retirement Date 2045 Fund
Between 1978 and 1982	Retirement Date 2040 Fund
Between 1973 and 1977	Retirement Date 2035 Fund
Between 1968 and 1972	Retirement Date 2030 Fund
Between 1963 and 1967	Retirement Date 2025 Fund
Between 1958 and 1962	Retirement Date 2020 Fund
Between 1953 and 1957	Retirement Date 2015 Fund
Between 1948 and 1952	Retirement Date 2010 Fund
Between 1943 and 1947	Retirement Date 2005 Fund
Between 1938 and 1942	Retirement Date 2000 Fund
Between 1933 and 1937	Retirement Date 1995 Fund
1932 or before or if no date of birth is on file	Retirement Date Income Fund

*The Alcatel-Lucent Savings/401(k) Plan refers to both the Alcatel-Lucent Savings Plan and the Lucent Technologies Inc. Long Term Savings and Security Plan.

APPENDIX

ADDITIONAL INFORMATION REGARDING THE RETIREMENT DATE FUNDS

RETIREMENT DATE FUND MANAGER & STRATEGY

The Retirement Date Funds are a series of investment separate accounts managed by AllianceBernstein L.P., under the names Retirement Date 2050 Fund, Retirement Date 2045 Fund, Retirement Date 2040 Fund, Retirement Date 2035 Fund, Retirement Date 2030 Fund, Retirement Date 2025 Fund, Retirement Date 2020 Fund, Retirement Date 2015 Fund, Retirement Date 2010 Fund, Retirement Date 2005 Fund, Retirement Date 2000 Fund, Retirement Date 1995 Fund and Retirement Date Income Fund (each, a “Fund”). Each Retirement Date Fund offers a diversified mix of investments, combining a variety of different underlying equity, bond and inflation-sensitive funds. Each Retirement Date Fund seeks to maximize total return over time (total return includes capital appreciation and income) consistent with the Fund’s investment mix.

FUND DESCRIPTION

Each Retirement Date Fund (except the Retirement Date Income Fund) has a date in its name — the Fund’s “target date.” The target date is the approximate year when you might expect to retire and begin gradually withdrawing from your Plan account. The Retirement Date Fund’s portfolio mix automatically adjusts as the target date approaches. Funds that are farthest away from their target dates start out invested almost entirely in equities — to emphasize the growth potential you need to build wealth over the long term. As you move toward, and into, retirement, the Fund automatically adjusts the mix of investments to reflect changing investment objectives. As structured effective March 29, 2013, when a Fund reaches its target date, its investment mix is 49% equities, 9% real assets, and 42% bonds. A Fund’s final investment mix, 20 years after its target date, is 24% equities, 6% real assets, and 70% bonds. Retirement Date Funds include equities beyond their target dates to help protect your savings from losing purchasing power due to inflation and to help reduce the risk of your depleting your money during retirement. (Funds that previously reached their target dates or final investment mix had the structure that was in effect at that time.)

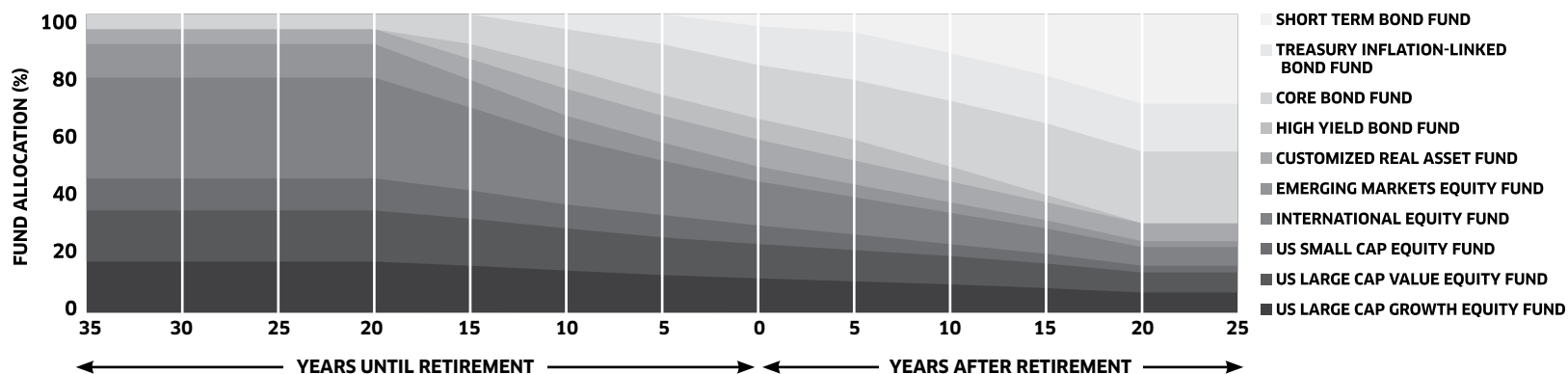
RISK

Retirement Date Funds are subject to the volatility of the financial markets, including equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high yield, small/mid cap, and foreign securities. Investments in Retirement Date Funds are not guaranteed against loss of principal. At any time, your balance in the Fund can be more or less than the original amount you contributed — including at the Fund’s target date. Also, investing in a Retirement Date Fund does not guarantee sufficient income in retirement. Unit price, yield, and return of the funds will vary.

APPENDIX

INVESTMENT ALLOCATION OVER TIME

The following charts show the allocation to each underlying investment fund, effective March 29, 2013, and how the asset mix changes over time:



	YEARS UNTIL RETIREMENT							0	YEARS AFTER RETIREMENT				
	35	30	25	20	15	10	5		5	10	15	20	25
SHORT TERM BOND FUND	—	—	—	—	—	—	—	4.00	6.00	13.00	20.50	30.00	30.00
TREASURY INFLATION-LINKED BOND FUND	—	—	—	—	—	5.00	10.00	13.00	16.00	16.00	16.00	16.00	16.00
CORE BOND FUND	5.00	5.00	5.00	5.00	10.00	13.00	17.00	18.00	20.00	22.00	24.00	24.00	24.00
HIGH YIELD BOND FUND	—	—	—	—	5.00	7.00	7.00	7.00	7.00	5.00	2.50	—	—
CUSTOMIZED REAL ASSET FUND	5.00	5.00	5.00	5.00	7.00	9.00	9.00	9.00	8.00	7.00	6.00	6.00	6.00
EMERGING MARKETS EQUITY FUND	11.25	11.25	11.25	11.25	9.25	7.50	6.00	5.00	4.25	3.50	2.75	2.00	2.00
INTERNATIONAL EQUITY FUND	33.75	33.75	33.75	33.75	27.75	22.25	18.25	14.75	12.50	10.50	8.50	6.25	6.25
US SMALL CAP EQUITY FUND	10.75	10.75	10.75	10.75	9.50	8.00	7.50	6.25	5.25	4.00	3.25	2.25	2.25
US LARGE CAP VALUE EQUITY FUND	17.13	17.13	17.13	17.13	15.75	14.13	12.63	11.50	10.50	9.50	8.25	6.75	6.75
US LARGE CAP GROWTH EQUITY FUND	17.13	17.13	17.13	17.13	15.75	14.13	12.63	11.50	10.50	9.50	8.25	6.75	6.75
TOTAL BONDS	5	5	5	5	15	25	34	42	49	56	63	70	70
TOTAL REAL ASSETS	5	5	5	5	7	9	9	9	8	7	6	6	6
TOTAL EQUITIES	90	90	90	90	78	66	57	49	43	37	31	24	24

This chart does not represent any particular Retirement Date Fund. It is meant to show how the investment mix of any Retirement Date Fund changes over a lifetime. Numbers may not sum due to rounding.

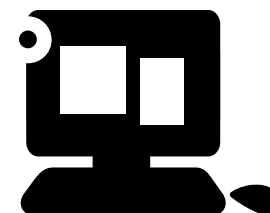
APPENDIX

ESTIMATED FEES AND EXPENSES

Because certain costs cannot be known in advance, the actual fees and expenses charged to the Plan's investment funds could be different from what is shown below. Refer to the most-recent actual fee and expense information at <http://www.benefitanswersplus.com/QuarterlyFundPerformanceReview.pdf>. Fees and expenses are only one of several factors you should consider when making investment decisions. Estimated fee and expense information for the Retirement Date Funds is as follows:

FUND NAME	ESTIMATED ANNUALIZED FEES AND EXPENSES (AS A % OF ASSETS INVESTED)			ESTIMATED ANNUALIZED FEES AND EXPENSES (PER \$1,000 INVESTED)		
	Investment Management Fee	+	Other Fees & Expenses [§]	=	Total Fees & Expenses	
RETIREMENT DATE INCOME FUND	0.27%		0.04%		0.31%	\$2.70
RETIREMENT DATE 1995 FUND	0.28%		0.04%		0.32%	\$2.80
RETIREMENT DATE 2000 FUND	0.31%		0.04%		0.35%	\$3.10
RETIREMENT DATE 2005 FUND	0.34%		0.04%		0.38%	\$3.40
RETIREMENT DATE 2010 FUND	0.37%		0.05%		0.42%	\$3.70
RETIREMENT DATE 2015 FUND	0.40%		0.05%		0.45%	\$4.00
RETIREMENT DATE 2020 FUND	0.43%		0.05%		0.48%	\$4.30
RETIREMENT DATE 2025 FUND	0.45%		0.05%		0.50%	\$4.50
RETIREMENT DATE 2030 FUND	0.47%		0.04%		0.51%	\$4.70
RETIREMENT DATE 2035 FUND	0.47%		0.04%		0.51%	\$4.70
RETIREMENT DATE 2040 FUND	0.47%		0.04%		0.51%	\$4.70
RETIREMENT DATE 2045 FUND	0.47%		0.04%		0.51%	\$4.70
RETIREMENT DATE 2050 FUND	0.47%		0.04%		0.51%	\$4.70

[§]Other Fees and Expenses is comprised of the Retirement Date Fund's share of Plan-wide audit and legal fees, participant communications costs, fiduciary services costs, investment advice fees, plan administrator costs, recordkeeping fees, and trustee/custodial fees. For institutional commingled funds, Other Fees and Expenses also includes administration fees charged by the fund's administrator.



OTHER INFORMATION

Detailed information about the Retirement Date Funds as well as the other investment funds available for direct participant investment under the Alcatel-Lucent Savings/401(k) Plan is available online by logging on to your account at <http://resources.hewitt.com/alcatel-lucent> and also at <http://www.benefitanswersplus.com/401kFactSheet.pdf>.

Most-recent performance and fee-and-expense information is available online by logging on to your account at <http://resources.hewitt.com/alcatel-lucent> and also at <http://www.benefitanswersplus.com/QuarterlyFundPerformanceReview.pdf>.