



**COMING SOON:** A NEW  
RECORDKEEPER FOR  
THE ALCATEL-LUCENT  
SAVINGS/401(k) PLAN

# THE ALCATEL-LUCENT SAVINGS/401(k) PLAN IS **CHANGING TO A NEW RECORDKEEPER**

Effective January 1, 2014, Aon Hewitt will become the new recordkeeper for the Alcatel-Lucent Savings/401(k) Plan (the “Plan”)<sup>1</sup>, replacing Fidelity. The investment funds offered under the Plan are not changing as a result of the change in recordkeeper. However, as part of the transition, and as described in this guide, there are temporary periods — called “blackout periods” — where your ability to access your account information and conduct transactions will be suspended.

**Please read this guide carefully** in order to understand what changes might affect you and to decide whether you need or want to take action before the transition to Aon Hewitt begins.

After the transition is complete, you will access your Plan account online through the Your Benefits Resources™ (YBR) website<sup>2</sup> or by phone through the Alcatel-Lucent Benefits Center (and not [www.401k.com](http://www.401k.com) or the Alcatel-Lucent Savings Plan Service Center). Instructions on how to access the YBR website can be found on [page 8](#).

Your account balance (including your self-directed brokerage account balance, if applicable), your investment elections and your beneficiary designations will all automatically transfer from Fidelity to Aon Hewitt. In addition, if applicable, your contribution rate percentage and any loan balance will be automatically transferred.



## **WHAT DOES THE PLAN'S RECORDKEEPER DO?**

- Maintains your Plan account, processes transactions and updates your balances.
- Provides the website and telephone service center through which you access your Plan account.
- Sends you communications about your Plan account, including quarterly statements and other required notices.

The recordkeeper does not manage the Plan's investment funds, which are managed by professional investment managers hired by Alcatel-Lucent. The recordkeeper is also not a bank. The Plan's assets continue to be held in a trust fund for participants at the Bank of New York Mellon.

<sup>1</sup> The Alcatel-Lucent Savings/401(k) Plan refers to the Alcatel-Lucent Savings Plan and the Lucent Technologies Inc. Long Term Savings and Security Plan.

<sup>2</sup> Your Benefits Resources (YBR) is the website that Alcatel-Lucent benefit plan participants use to enroll in and make changes to their health and welfare plan(s). Starting January 7, 2014, you will access your Alcatel-Lucent Savings/401(k) Plan account through YBR. Your Benefits Resources is a trademark of Hewitt Associates LLC.

# WHAT YOU NEED TO KNOW ABOUT THE TRANSITION AND BLACKOUT PERIODS

As part of the transition to the new recordkeeping system, **there are temporary periods (called “blackout periods”) during which you will have limited or no access to your Plan account.** These periods are a standard practice that help ensure a smooth and accurate transfer of records to the new recordkeeper. Each of the blackout periods affects your ability to take certain actions with respect to your Plan account.

**Please review the deadlines on the pages that follow for any actions you might wish to take before the transition and blackout periods begin.**

It is important to remember that your Plan account (including your self-directed brokerage account, if you have one) will remain fully invested during the blackout periods. Specifically:

- Your Plan account will remain invested in the Plan’s investment funds according to the investment elections you have in place as of December 30, 2013 at 4:00 p.m., Eastern Time (ET).
- Your self-directed brokerage account will remain invested in the securities and funds you have in place as of December 17, 2013 at 4:00 p.m., ET.<sup>3</sup>



## REVIEW YOUR INVESTMENT ELECTIONS

**You should review your investment elections now to determine whether you wish to make any changes.** Once the respective blackout periods begin, you will not be able to make any changes to your investments until after the transition is complete on January 7, 2014 at 9:00 a.m., ET.

## IMPORTANT NOTE REGARDING YOUR ABILITY TO DIRECT OR DIVERSIFY THE INVESTMENTS IN YOUR PLAN ACCOUNT

During the blackout periods, you will be unable to direct or diversify the assets held in your Plan account. For this reason, it is very important that you review and consider the appropriateness of your current investments in light of your inability to direct or diversify those investments during the blackout periods. You should give careful consideration to the importance of a well-balanced and diversified investment portfolio, taking into account all of your assets, income and investments.

There is a risk to holding substantial portions of your assets in a single asset class investment fund, especially those invested solely or primarily

in equities or in individual equity securities (if you use a self-directed brokerage account offered under the Plan), since these investments could potentially have wider price swings, up or down, over a short period of time, like during a blackout period. You will not be able to direct the sale of such investments from your Plan account during the blackout period.

No single investing approach is right for everyone because, among other factors, individuals have different financial goals, different time horizons for meeting their goals and different tolerances for risk.

<sup>3</sup> With the exception of cash that you may hold in Fidelity Cash Reserves (FDRXX), which will be transferred and invested in the Hewitt Money Market Fund (HEWXX). If you have a self-directed brokerage account, there is a separate letter accompanying this guide that further describes the transition of your self-directed brokerage account.

# THINGS YOU SHOULD DO BEFORE THE TRANSITION BEGINS

There are things you should consider, and actions you might wish to take, before this transition begins or before an applicable blackout period commences. Accordingly, you should:

- **Review the key dates on pages 4-7** to understand important deadlines that apply to certain Plan transactions.
- **Read pages 9-13 of this guide for additional actions to consider**, based on your personal situation.
- **Review the important notice on pages 14-15** to understand how access to your Plan account will be restricted during the transition.
- **Read and retain the legal notice booklet that is included in this package.** It contains:
  - A **Summary of Material Modifications (SMM)** that explains changes to the Alcatel-Lucent Savings/401(k) Plan that are effective January 1, 2014.
  - An update to the Plan's **Fee and Expense Disclosure Notice** that describes changes to the Plan's fees and expenses effective January 1, 2014.
  - The annual **Qualified Default Investment Alternatives Notice** that describes what happens if you do not provide investment elections for contributions to your Plan account.

**Note:** All documents related to the recordkeeper transition will be posted on the BenefitAnswers Plus website, [www.benefitanswersplus.com](http://www.benefitanswersplus.com).



## DOWNLOAD YOUR RECORDS FROM [WWW.401K.COM](http://WWW.401K.COM)

You have until January 31, 2015 to print or download information from [www.401k.com](http://www.401k.com) that you would like to retain (such as copies of previous statements). You will not have access to [www.401k.com](http://www.401k.com) after this date. If applicable, you will receive any 2013 tax records directly from Fidelity.

After your Plan account is transitioned to the new recordkeeper, you will see a zero balance when you log on to [www.401k.com](http://www.401k.com). However, you will still be able to access your records (including the last 24 months of account statements) on [www.401k.com](http://www.401k.com) until January 31, 2015.

## BLACKOUT DATES FOR COMMON TRANSACTIONS

IF YOU WANT TO...	YOU MUST TAKE ACTION BEFORE...	WHAT YOU SHOULD DO OR KNOW
Start contributing to the Alcatel-Lucent Savings/401(k) Plan in the 2013 calendar year	<b>December 16, 2013 4:00 p.m., ET</b>	Eligible employees can enroll in the Alcatel-Lucent Savings/401(k) Plan by logging on to <a href="http://www.401k.com">www.401k.com</a> .  After December 16, 2013, eligible employees who are not enrolled in the Plan will not be able to enroll until January 7, 2014 at 9:00 a.m., ET.
Change your contribution percentage to affect (at a minimum) your last paycheck in 2013	<b>December 16, 2013 4:00 p.m., ET</b>	Log on to <a href="http://www.401k.com">www.401k.com</a> to change your contribution percentage. If you are paid weekly, any contribution percentage changes made after December 16, 2013 will not affect your take-home pay until January 16, 2014 or later. If you are paid semi-monthly, any contribution percentage changes made after December 16, 2013 will not affect your take-home pay until January 15, 2014 or later.
Perform any of the following transactions through a paper-based transaction: <ul style="list-style-type: none"> <li>• Apply for a hardship withdrawal</li> <li>• Make a roll-in contribution</li> <li>• Designate beneficiary(ies) by submitting a beneficiary form</li> <li>• Apply for a primary residence loan</li> <li>• Pay your loan off early by check</li> <li>• Make a regular loan payment by check</li> </ul>	<b>December 23, 2013 4:00 p.m., ET</b>	Fidelity must <b>receive</b> all paper forms, including any supporting documentation and/or checks (as applicable) by this date. <b>Fidelity will not process paperwork or checks received after December 23, 2013; they will be returned to you.</b> After this date, you will be unable to conduct these transactions in your Plan account until January 7, 2014 at 9:00 a.m., ET.
Conduct any of the following online or phone transactions: <ul style="list-style-type: none"> <li>• Make fund exchanges or reallocations</li> <li>• Change your investment elections for future contributions (active employees only)</li> <li>• Request a general purpose loan</li> <li>• Request a distribution or non-hardship withdrawal</li> <li>• Designate beneficiary(ies) (online only)</li> </ul>	<b>December 30, 2013 4:00 p.m., ET</b>	This is the last day to perform these transactions online or by phone. After this date, you will be unable to conduct these transactions in your Plan account until January 7, 2014 at 9:00 a.m., ET.



## BLACKOUT DATES AND OTHER INFORMATION FOR PARTICIPANTS WITH SELF-DIRECTED BROKERAGE ACCOUNTS

As part of the move to Aon Hewitt, if you have a self-directed brokerage account, your account will transition to Hewitt Financial Services, LLC ("HFS"),<sup>4</sup> member FINRA/SIPC.

**To determine if you need or want to take action before the transition begins, please review the following information and [page 10](#) of this guide.** There, you will find additional important information about changes to the self-directed brokerage account offering and the transition of your account.

**Please also read the legally required blackout notice on [pages 14-15](#).** It contains important information about your ability to direct or diversify assets held in your self-directed brokerage account during the blackout period.

If you currently have a self-directed brokerage account, the letter accompanying this guide outlines important additional information about the transfer of your account.

Here are some key dates to keep in mind about the transition of your self-directed brokerage account:

IF YOU WANT TO...	YOU MUST TAKE ACTION BEFORE...	WHAT YOU SHOULD DO OR KNOW
Open a new self-directed brokerage account before the transition starts	<b>November 29, 2013 4:00 p.m., ET</b>	To open a self-directed brokerage account for the first time, complete the required enrollment paperwork and submit it to Fidelity. Fidelity must receive your paperwork by November 29, 2013. Otherwise, you cannot open a self-directed brokerage account until January 7, 2014 at 9:00 a.m., ET.
Close your existing self-directed brokerage account, so that it does not transfer to HFS	<b>December 12, 2013 4:00 p.m., ET</b>	If you do not want your existing self-directed brokerage account transferred to HFS, you must liquidate your entire self-directed brokerage account by December 12, 2013 and transfer your balance into the Plan's investment funds before 4:00 p.m., ET, on December 20, 2013.
Buy and sell securities in your self-directed brokerage account	<b>December 17, 2013 4:00 p.m., ET</b>	This is the last day to transact in your self-directed brokerage account (except for transferring balances between your self-directed brokerage account's money market fund and the Plan's investment funds) until January 7, 2014 at 9:00 a.m., ET.
Transfer balances between your self-directed brokerage account's money market fund and the Plan's investment funds	<b>December 20, 2013 4:00 p.m., ET</b>	This is the last day to transfer balances between your self-directed brokerage account's money market fund and the Plan's investment funds until January 7, 2014 at 9:00 a.m., ET.



**Watch the mail!** If you currently have a self-directed brokerage account, you will also receive a welcome kit during the week of December 23, 2013.

- If you are an active Alcatel-Lucent employee, this welcome kit will be emailed to your work email address.
- If you are not an active employee, this welcome kit will be mailed to your home mailing address on record (please allow 10 days for mailing).

<sup>4</sup>Securities are offered by HFS. HFS, member FINRA/SIPC, is a broker/dealer that primarily provides services to retirement plans. It is a subsidiary of Hewitt Associates, LLC.

## BLACKOUT DATES AND OTHER INFORMATION FOR PARTICIPANTS WITH SELF-DIRECTED BROKERAGE ACCOUNTS (CONTINUED)

### If You Have a Self-Directed Brokerage Account and Are Currently Contributing to the Plan...

After December 17, 2013 at 4:00 p.m., ET, you can no longer elect to invest your contributions **directly** from your paycheck to your self-directed brokerage account. If this applies to you, on December 17, 2013 at 4:00 p.m., ET, your investment election for self-directed brokerage will automatically change to the applicable Retirement Date Fund that constitutes the Plan's Qualified Default Investment Alternative (QDIA).

IF YOU WANT TO...	YOU MUST TAKE ACTION BEFORE...	WHAT YOU SHOULD DO OR KNOW
Change your investment election from self-directed brokerage before it automatically changes to the QDIA	<b>December 17, 2013 4:00 p.m., ET</b>	<p>If you do not make a change before this date, your investment election to self-directed brokerage will automatically change to the Retirement Date Fund that constitutes the Plan's QDIA.</p> <p>If your investment election changes from self-directed brokerage to the QDIA, you can still make changes to your investment elections up until December 30, 2013 at 4:00 p.m., ET, and again after the transition is complete on January 7, 2014 at 9:00 a.m., ET.</p>

## BLACKOUT DATES AND OTHER INFORMATION FOR PARTICIPANTS USING ONLINE ADVICE AND PROFESSIONAL MANAGEMENT SERVICES

As part of the move to Aon Hewitt, advisory services will transition to Aon Hewitt Financial Advisors, LLC (“AFA”), using Financial Engines as its sub-advisor.<sup>5</sup>

**To determine if you need or want to take action before the transition begins, please review the following information and [page 11](#) of this guide.**

There, you will find additional important information about the transition to Aon Hewitt Financial Advisors.

Here are some key dates to keep in mind about the transition of these services:

IF YOU WANT TO...	YOU MUST TAKE ACTION BEFORE...	WHAT YOU SHOULD DO OR KNOW
Enroll in the Professional Management service <sup>6</sup>	<b>November 29, 2013 4:00 p.m., ET</b>	This is the last day to enroll in the Professional Management service. If you do not enroll by this date, you will need to wait until January 10, 2014 at 9:00 a.m., ET to enroll in Professional Management.
Use the Online Advice tool and implement recommendations	<b>December 30, 2013 4:00 p.m., ET</b>	This is the last day that Online Advice will be available to Plan participants until January 10, 2014 at 9:00 a.m., ET.
Cancel the Professional Management program for your account before the transition to AFA	<b>December 30, 2013 9:00 p.m., ET</b>	You can cancel by contacting Financial Engines at 1-800-601-5957.

You will be able to access the Online Advice tool and the Professional Management member website starting January 10, 2014 at 9:00 a.m., ET.

You can enroll in Professional Management starting January 10, 2014 by calling 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., ET, Monday through Friday.



**Watch the mail!** If you are enrolled in Professional Management, you will receive more information in December about the Professional Management program, including the applicable terms and conditions for the services that are effective January 1, 2014. This information will be mailed to your home address of record.

<sup>5</sup>AFA is a federally registered investment advisor and wholly owned subsidiary of Hewitt Associates LLC. Financial Engines is a federally registered investment advisor and wholly owned subsidiary of Financial Engines, Inc. Neither AFA nor Financial Engines guarantees future results.

<sup>6</sup>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.



# HOW TO ACCESS YOUR ACCOUNT BEGINNING ON JANUARY 7, 2014

Starting January 7, 2014 at 9:00 a.m., ET, **you can access your Plan account in two ways:**



- Online through the Your Benefits Resources website at <http://resources.hewitt.com/alcatel-lucent> (for quick access, you may want to add this website to your “favorites” menu in your Internet browser).



- By phone through 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., ET, Monday through Friday.

Your Plan account will remain invested according to the investment elections you have in place as of December 30, 2013 at 4:00 p.m., ET and, with respect to any holdings in a self-directed brokerage account, the investments you have in place as of December 17, 2013 at 4:00 p.m., ET.

Your Plan account balance that is transferred on December 31, 2013 will equal your opening Plan account balance as of January 1, 2014.

The Plan account balance you will see on January 7, 2014 will reflect the performance of your investments during the blackout periods.

## IF YOU HAVE A YBR USER ID AND PASSWORD

If you are enrolled in health and welfare benefits through Alcatel-Lucent, you are already familiar with YBR. It is the same website you use to enroll in and make changes to your benefit plan(s).

On January 7, 2014, simply log on to the YBR website at <http://resources.hewitt.com/alcatel-lucent> using your existing User ID and password. On the homepage, just click on your Plan balance to view your Plan account information.

**Note:** If you do not remember your YBR User ID and/or password, now is a good time to retrieve your User ID or set up a new password. Visit YBR at <http://resources.hewitt.com/alcatel-lucent> and click “Forgot User ID or Password” to get your User ID and/or set up a new password.

## IF YOU HAVE A PLAN ACCOUNT BALANCE BUT DO NOT HAVE A YBR USER ID AND PASSWORD

If you have a balance in the Alcatel-Lucent Savings/401(k) Plan but do not have a valid User ID and password on file for the YBR website, Aon Hewitt will mail a temporary password to your home address on record on or about December 19, 2013 (please allow 10 days for mailing). You will need this temporary password to register as a new user on YBR and access your Plan account.

On January 7, 2014, visit the YBR website at <http://resources.hewitt.com/alcatel-lucent> and click “Are you a new user” to register as a new user. Follow the prompts to create a User ID and permanent password.

Once you are logged on to the website, from the homepage, click on your Plan balance to view your Plan account information.

# ADDITIONAL INFORMATION

Here is what else you will notice when you log on:

- **Decision support tools** — These include a retirement income estimating tool, calculators and a collection of articles and videos on a wide variety of financial planning topics, not just retirement.
- **Text message alerts** — Sign up for text message alerts to help manage your Plan account in close to real time. For example, you can receive notification of your security access code, your account balance and completion of an Online Advice or Professional Management transaction (if you are using one of those services).
- **Secure participant mailbox** — You can elect to have most Plan-related correspondence, including forms and answers to your questions, delivered directly to your secure participant mailbox within YBR.
- **Mobile access** — Type <http://resources.hewitt.com/alcatel-lucent> into your mobile device or tablet to access a mobile-friendly version of YBR to review your account, anywhere and anytime.
- **Quick enrollment for new participants** — If you are an active employee who is not currently participating in the Plan, YBR's simplified enrollment feature can get you started in just a few clicks. Select "Quick Enrollment" and you will be enrolled to contribute 6% of your pay on a pre-tax basis, with contributions directed to a Retirement Date Fund, based on your birth year. You can change your investment election at any time.



## GO GREEN!

### First-Time YBR Users

The first time you log on to the YBR website, you will be prompted to indicate whether you would prefer to receive communications from the Alcatel-Lucent Benefits Center electronically or through the U.S. mail.

**Note:** Your election for receipt of Savings/401(k) plan-related communications on the YBR website will not affect the method of delivery for your annual health and welfare open enrollment communication materials (if applicable).

## If You Have a Self-Directed Brokerage Account or Plan to Open an Account...

As part of the move to Aon Hewitt, if you have a self-directed brokerage account, your account will transition to Hewitt Financial Services LLC (HFS), member FINRA/SIPC.

In addition to the information contained in this guide, you should review the legal notices booklet, the separate letter regarding the transfer of your self-directed brokerage account to HFS and the HFS commission and fee schedule. It is important that you review this information and decide whether you need or want to take action before the transition begins.

### Here is a summary of what is changing:

- Effective January 1, 2014, **plan administrative costs will be assessed against the self-directed brokerage account portion of your Plan account** based on your self-directed brokerage account balance. The Plan will assess Plan administrative costs at the same rate as for the Plan's investment funds based upon your self-directed brokerage account balance. Since these costs cannot be paid directly from your self-directed brokerage account assets, the amount will be deducted quarterly from your balance in the Plan's investment fund(s) (ratably across all such funds). Information about fees and expenses that are charged against the Plan's investment funds and to balances in self-directed brokerage accounts is described in the update to the "Annual Fee and Expense Disclosure" contained in the accompanying legal notice booklet.
- Effective January 1, 2014, **you must maintain a minimum balance of \$500 in the Plan's investment funds**, and you cannot transfer money into your self-directed brokerage account if you have less than \$500 invested in the Plan's investment funds.
- Effective December 17, 2013, if you are currently contributing to the Plan, **you can no longer elect to invest your contributions directly from your paycheck to your self-directed brokerage account**. Contributions must first be directed to one or more of the Plan's investment funds, after which you can make transfers between the Plan's investment funds and your self-directed brokerage account.

If you have questions about your self-directed brokerage account:

BEFORE JANUARY 1, 2014	FROM JANUARY 2, 2014 AT 9:00 A.M., ET TO JANUARY 7, 2014 AT 9:00 A.M., ET	STARTING JANUARY 7, 2014 AT 9:00 A.M., ET
<ul style="list-style-type: none"> <li>Visit <a href="http://www.401k.com">www.401k.com</a>.</li> <li>Call the Alcatel-Lucent Savings Plan Service Center at 1-800-410-4015 between the hours of 8:30 a.m. and midnight, ET, Monday through Friday.</li> </ul>	<ul style="list-style-type: none"> <li>Your self-directed brokerage account is transitioning to HFS. Specific information about your self-directed brokerage account will be available through the Alcatel-Lucent Benefits Center after the transition is complete on January 7, 2014 at 9:00 a.m., ET.</li> </ul>	<ul style="list-style-type: none"> <li>Visit the Your Benefits Resources website at <a href="http://resources.hewitt.com/alcatel-lucent">http://resources.hewitt.com/alcatel-lucent</a>.</li> <li>Call the Alcatel-Lucent Benefits Center at 1-888-232-4111 (select the "Retirement and Investments" option and then "Brokerage Account") between the hours of 9:00 a.m. and 7:00 p.m., ET, Monday through Friday.</li> </ul>

## If You Use the Online Advice or Professional Management Service...

Effective January 1, 2014, the Online Advice and Professional Management services, both of which are currently provided by Financial Engines Advisors L.L.C. ("Financial Engines"), will be provided by Aon Hewitt Financial Advisors, LLC ("AFA"), using Financial Engines as its sub-advisor. Following the transition, your direct communications will be with AFA.

The Online Advice and Professional Management services are not changing.

### Online Advice

You will not be able to use the Online Advice service or implement recommendations from December 30, 2013 at 4:00 p.m., ET through January 9, 2014. You will be able to access Online Advice again through YBR starting January 10, 2014 at 9:00 a.m., ET.

### Professional Management

If you are enrolled in Professional Management, you do not have to do anything. Your enrollment in the Professional Management program will automatically carry over. During the transition, your Plan account will continue to be invested according to the strategy that you developed with Financial Engines. Going forward, the investment strategy for your Plan account will continue to be based on the same Financial Engines research, analysis and methodology.

You will not be able to access the Professional Management member website between December 31, 2013 and January 9, 2014. You will be able to access the member website through YBR starting January 10, 2014 at 9:00 a.m., ET. The first time you access the Professional Management member website through YBR, you will be prompted to review and acknowledge AFA's terms and conditions.



**Watch the mail!** If you are enrolled in Professional Management, you will receive more information in December about the Professional Management program, including the applicable terms and conditions for the service that are effective January 1, 2014. This information will be mailed to your home address of record.

If you have questions about the Online Advice or Professional Management services:

BEFORE DECEMBER 31, 2013	FROM DECEMBER 31, 2013 THROUGH JANUARY 9, 2014	STARTING JANUARY 10, 2014
<ul style="list-style-type: none"> <li>Visit <a href="http://www.401k.com">www.401k.com</a>.</li> <li>Call the Alcatel-Lucent Savings Plan Service Center at 1-800-410-4015 between the hours of 8:30 a.m. and midnight, ET, Monday through Friday.</li> </ul>	<p>If you have general questions about Professional Management during this period, you can call Financial Engines at 1-800-601-5957 between the hours of 9:00 a.m. and 9:00 p.m., ET, Monday through Friday. However, Financial Engines cannot answer specific questions about your Plan account during this period.</p>	<p>You can reach an AFA Investment Advisor by calling 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., ET, Monday through Friday.</p>

## If You Have a Loan...

Your loan payments will continue, according to your current payment method (for example, payroll deduction, electronic debit, etc.). **Here is what will change after the transition is complete:**

- If you are an active employee who is paid on a weekly basis, loan payments will be deducted from each weekly paycheck (rather than from only the first four paychecks in months with more than four pay cycles). You may notice a slight change in your loan payment amount, since there will be 52 payments per year, instead of 48 payments.
- If you are making loan payments by electronic debit from your bank account, your payment will be processed on the 20th of each month, beginning on January 20, 2014. You cannot elect a different date for your automatic repayment.
- If you are not active in Alcatel-Lucent's payroll system and you want to set up the electronic debit feature for future payments, you will need to do so by the 21st of the month. Your first electronic debit will be processed on the 20th of the following month. For example, if you set up the electronic debit feature by February 21, 2014, your first electronic debit will be processed on March 20, 2014.
- If you are making loan payments by check or you want to pay off your loan early, the check must be made payable to the Alcatel-Lucent Savings Plan or the Lucent Technologies Inc. Long Term Savings and Security Plan, as applicable. Here is where to mail your check, depending on when you make the payment.



### A NOTE ABOUT LOAN DUE DATES

If you are not active in Alcatel-Lucent's payroll system and you are making monthly loan payments, your due date will change to the last business day of the month.

#### FOR CHECKS FIDELITY RECEIVES BY DECEMBER 23, 2013

Mail your payment by regular mail to:  
Fidelity Investments  
Alcatel-Lucent Savings Plan Service Center  
P.O. Box 770003  
Cincinnati, OH 45277-0065

**Fidelity will not process checks received after December 23, 2013; they will be returned to you.**

#### FOR CHECKS SENT TO AON HEWITT ON OR AFTER JANUARY 7, 2014

Mail your payment to:  
Alcatel-Lucent Benefits Center  
2300 Discovery Drive  
P.O. Box 785029  
Orlando, FL 32878-5029

### If You Are an Active Employee Who Is Paid Weekly...

If you are an active employee who is paid on a weekly basis, contributions that are deducted from your January 2, 2014 paycheck will be credited to your Plan account after the stock market closes at 4:00 p.m., ET, on January 7, 2014.

### If You Are Planning to Make a Roll-In Contribution...

If you want to make a roll-in contribution, the check must be made payable to the Alcatel-Lucent Savings Plan or the Lucent Technologies Inc. Long Term Savings and Security Plan, as applicable. Here is where to mail your roll-in check and applicable form, depending on when you mail them:

FOR CHECKS FIDELITY RECEIVES BY DECEMBER 23, 2013	FOR CHECKS SENT TO AON HEWITT ON OR AFTER JANUARY 7, 2014
<p>Mail your roll-in check, along with your completed Application to Establish a Roll-In Account Form, by regular mail to:</p> <p>Fidelity Investments Alcatel-Lucent Savings Plan Service Center P.O. Box 770003 Cincinnati, OH 45277-0065</p> <p><b>Fidelity will not process checks received after December 23, 2013; they will be returned to you. So plan ahead to make sure your roll-in contribution can be processed before this deadline.</b></p>	<p>Mail your roll-in check, along with your completed Rollover Contribution Form, to:</p> <p>Alcatel-Lucent Benefits Center 2300 Discovery Drive P.O. Box 785029 Orlando, FL 32878-5029</p>

### If You Have Questions About Your Plan Account...

BEFORE JANUARY 1, 2014	FROM JANUARY 2, 2014 AT 9:00 A.M., ET TO JANUARY 7, 2014 AT 9:00 A.M., ET	STARTING JANUARY 7, 2014 AT 9:00 A.M., ET
<ul style="list-style-type: none"> <li>Visit <a href="http://www.401k.com">www.401k.com</a>.</li> <li>Call the Alcatel-Lucent Savings Plan Service Center at 1-800-410-4015 between the hours of 8:30 a.m. and midnight, ET, Monday through Friday.</li> </ul>	<ul style="list-style-type: none"> <li>Your Plan account is transitioning to the new recordkeeper.</li> </ul> <p>Specific information about your Plan account will be available through the Alcatel-Lucent Benefits Center after the transition is complete on January 7, 2014 at 9:00 a.m., ET.</p>	<ul style="list-style-type: none"> <li>Visit the Your Benefits Resources website at <a href="http://resources.hewitt.com/alcatel-lucent">http://resources.hewitt.com/alcatel-lucent</a>.</li> <li>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., ET, Monday through Friday.</li> </ul>



# IMPORTANT LEGAL NOTICE CONCERNING YOUR RIGHTS UNDER THE ALCATEL-LUCENT SAVINGS PLAN AND THE LUCENT TECHNOLOGIES INC. LONG TERM SAVINGS AND SECURITY PLAN

**The following notice is required by law and concerns your rights under the Alcatel-Lucent Savings Plan or the Lucent Technologies Inc. Long Term Savings and Security Plan (together known as the “Alcatel-Lucent Savings/401(k) Plan” or the “Plan”) during the blackout periods described below.**

This notice is to inform you that the recordkeeping of your account under the Alcatel-Lucent Savings/401(k) Plan will be transitioned from Fidelity to Aon Hewitt.

As a result of this change, you will be temporarily unable to perform the specific actions listed on [pages 4-7](#) of this guide beginning on the dates accompanying such listed actions. As more specifically provided on [pages 4-7](#) of this guide, you temporarily will be unable to begin contributing money to the Plan, to change the amount of money that you contribute the Plan, to obtain a loan, to make withdrawals of any type or to take distributions from the Plan, to roll money into the Plan, to execute investment fund exchanges or reallocations, to change investment elections with respect to future contributions, to designate beneficiaries, and to execute trades or otherwise interact with an existing self-directed brokerage account. If you are enrolled in the Professional Management program with Financial Engines Advisors L.L.C., these restrictions will also apply to your Plan account.

This transition period, during which you will be unable to exercise these rights otherwise available under the Alcatel-Lucent Savings/401(k) Plan, is generally called the “blackout period” (although there are separate blackout periods applicable to groups of rights, as described on [pages 4-7](#) of this guide). Whether or not you are planning retirement in the near future, we encourage you to carefully consider how these blackout periods may affect your retirement planning, as well as your overall financial plan.

The beginning of the blackout periods for the Alcatel-Lucent Savings/401(k) Plan will vary based on the specific action that is subject to a blackout. The earliest date that any action will be subject to blackout is **December 17, 2013** and the ending date for all actions subject to the blackout (regardless of the beginning date) will be on **January 7, 2014**. If you are enrolled in the Professional Management program, the ending date with respect to the investment, reinvestment and allocation of your Plan account will be on **January 10, 2014**. As mentioned above, [pages 4-7](#) of this guide list specific actions that are subject to the blackout and the corresponding dates and times by which you may last perform these actions before the beginning of an applicable blackout period. Certain rights subject to the blackout may not be applicable to all Plan participants.

**During the blackout periods, you will be unable to direct or diversify the assets held in your Plan account. For this reason, it is very important that you review and consider the appropriateness of your current investments in light of your inability to direct or diversify those investments during the blackout periods. For your long-term retirement security, you should give careful consideration to the importance of a well-balanced and diversified investment portfolio, taking into account all of your assets, income and investments.**

**If you have a self-directed brokerage account under the Plan, you should be aware that there is a risk to holding substantial portions of your account assets in the securities of any one company, as individual securities tend to have wider price swings, up and down, in short periods of time — like a blackout period — than investments in diversified funds. Stocks that have wide price swings might have a large loss during the blackout period, and you would not be able to direct the sale of such stocks from your account during the blackout period.**

**There also is a risk to holding substantial portions of your assets in a single asset class investment fund, especially those invested solely or primarily in equities (stocks), since these investments could potentially have wider price swings, up or down, over a short period of time — like a blackout period — than assets invested in diversified asset classes. Such funds can have wide price swings and might have a large loss during the blackout period, and you would not be able to direct the sale of such investments from your account during the blackout period.**

If you have any questions concerning this notice, you should call the Savings Plan Administrator at 1-908-582-7140.