

## Alcatel-Lucent Retirement Income Plan Summary of Material Modifications

This notice, called a Summary of Material Modifications (“SMM”) with an effective date as of April 2012, advises you of changes in the information presented in your Summary Plan Description (sometimes called an “SPD”) for the Alcatel-Lucent Retirement Income Plan (the “Pension Plan” or the “ALRIP”) or any predecessor plan in which you might have participated that was merged into the ALRIP. Please do two things:

1. Read this notice, and
2. Retain a copy of this notice for your records.

The changes are as follows:

### 1. **DISCLAIMER**

Any disclaimer that may appear in your SPD should be replaced with the following disclaimer:

#### Pension Plan May Be Amended or Terminated

Alcatel-Lucent USA Inc. (the “Company”), the sponsoring employer of the Pension Plan, expects to continue the Pension Plan but reserves the right to amend or terminate it, in whole or in part, at any time by the resolution of the Company’s Board of Directors or its properly authorized designee.

Questions regarding your benefits should be addressed as indicated in paragraphs 3 or 4 below, as applicable (see paragraph 3, “Important Contacts—Former Lucent” or paragraph 4, “Important Contacts—Former Alcatel,” as applicable). Because of the many detailed provisions of the Pension Plan, no one other than the personnel or entities identified in paragraphs 3 or 4, as applicable, is authorized to advise you as to your benefits. Neither the Company nor the Pension Plan can be bound by statements made by unauthorized personnel or entities. In the event of a conflict between any verbal information provided to you by an authorized resource and information in the official Pension Plan document, the Pension Plan document will govern.

### 2. **PLAN IDENTIFICATION INFORMATION**

Any Plan Identification chart that may appear in your SPD should be replaced with the following:

Plan Name	The official plan name is the Alcatel-Lucent Retirement Income Plan.
Plan Sponsor	The Plan Sponsor is Alcatel-Lucent USA Inc.
Plan Administrator	The Pension Plan is administered by Alcatel-Lucent USA Inc. The address of the Plan Administrator is:  Alcatel-Lucent 600-700 Mountain Avenue, Room 2B-410 Murray Hill, NJ 07974
Agent for Service of Legal Process	You may direct any service of legal process related to the Pension Plan to the Plan Administrator (see “Plan Administrator”) or to the trustee of the Pension Plan (see “Pension Trust Fund”).
Pension Trust Fund	Contributions to the pension trust fund are actuarially determined and paid by the participating companies into a trust established exclusively for designated Pension Plan purposes. The trust fund is held by the following trustee, which has signed a trust agreement with Alcatel-Lucent USA Inc.:  Bank of NY Mellon 135 Santilli Hwy. Everett, MA 02149
Source of Payments	Vested pensions are paid from the pension trust fund.
Plan Records and Plan Year	The Pension Plan and all its records are maintained on a “plan year” basis. The plan year is the calendar year, beginning on January 1 <sup>st</sup> and ending on December 31 <sup>st</sup> of each year.

This SMM describes changes in the Alcatel-Lucent Retirement Income Plan, effective as of April 1, 2012. More detailed information is provided in the official Pension Plan documents, which are controlling.

Type of Plan	The Pension Plan is a “defined benefit pension plan” within the meaning of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).
Plan Number	The Plan Number assigned to the Pension Plan by the Pension Plan sponsor is 001.
Employer Identification Number	The Employer Identification Number assigned to the Pension Plan sponsor by the IRS is 22-3408857.

### **3. IMPORTANT CONTACTS—Former Lucent**

This paragraph applies to you if you are a participant in (or beneficiary with respect to) one of the “former Lucent” programs under the Pension Plan. “Former Lucent” means those portions of the Pension Plan applicable to employees of Lucent Technologies Inc. (and its predecessor) and affiliates that adopted the Pension Plan for the benefit of their eligible employees. This includes the Service Based Program, the Account Balance Program, and the Lucent Pension Program (applicable to certain transferees from the Lucent Technologies Inc. Pension Plan). “Former Lucent” does not include the former Alcatel programs that are part of the Pension Plan (see paragraph 4, “IMPORTANT CONTACTS—Former Alcatel,” if you are a participant in a former Alcatel program).

If you are a “former Lucent” participant, regardless of whether you are currently receiving your pension benefit, you should replace any “IMPORTANT CONTACTS” information that might appear in your SPD with the following:

#### **Pension Service Center (PSC)**

The Pension Service Center (PSC) is the official center for all pension and pension-related services for former Lucent participants and provides the following services:

- Pension calculations
- Pension-affecting record changes
- Service bridging/adjusting
- Pension commencement processing
- Deferred vested pension administration
- Death case processing
- Annuitant pension administration
- General pension and pension-related information
- Mandatory Portability Agreement information
- Pension check processing and adjustments

#### **By Phone**

If you are a former Lucent participant, you can reach the PSC on any business day from 9:00 a.m. to 5:00 p.m. Eastern Time (ET) as follows:

- United States Participants call 866-429-5764 to speak with a service representative.
- International Participants: to contact the PSC from international locations without access to toll-free numbers, call 1-904-791-2147 collect to speak with a service representative.
- Hearing impaired may call 866-429-5765 to reach a telecommunications device for the deaf (TDD).

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#### **Online**

You can access the PSC website at <http://alcatel-lucent.ingplans.com>.

#### **By Mail**

You may send written correspondence to the PSC by regular mail, as follows:

Alcatel-Lucent Pension Service Center  
P.O. Box 57576  
Jacksonville, FL 32241-7576

If you need to contact any of the service providers in the following chart, you may send written correspondence to the address shown below.

<b>Contact/Service Provided</b>	<b>Address</b>
QDRO Administration: Handles matters relating to Qualified Domestic Relations Orders (QDROs), Qualified Medical Child Support Orders (QMCSOs) and interrogatories regarding Pension Plan information.	QDRO Administration P.O. Box 56887 Jacksonville, FL 32241-6887
Subpoenas regarding the Pension Plan should be served directly to:	Jackson Lewis Attn: V.A. Cino, Esq. 220 Headquarters Plaza East Tower, 7 <sup>th</sup> Floor Morristown, NJ 07960
Employee Benefits Committee (EBC): Serves as the final review committee for Pension Plan benefit appeals.	Employee Benefits Committee Alcatel-Lucent Room 2B-410 600-700 Mountain Avenue Murray Hill, NJ 07974
Pension Plan Administrator: Assists Employee Benefits Committee in administration of the pension provisions of the Pension Plan, including granting and denial of claims for pension benefits.	Pension Plan Administrator Alcatel-Lucent Room 2B-410 600-700 Mountain Avenue Murray Hill, NJ 07974
Benefit Claim and Appeal Committee (BCAC): Serves as the final review committee for Disability Pension appeals under the Pension Plan	Benefit Claim and Appeal Committee Alcatel-Lucent Room 2B-410 600-700 Mountain Avenue Murray Hill, NJ 07974

**4. IMPORTANT CONTACTS—Former Alcatel**

This paragraph applies to you if you are a participant in (or beneficiary with respect to) one of the “former Alcatel” portions of the Pension Plan. “Former Alcatel” means those portions of the Pension Plan that comprise the former Alcatel USA, Inc. Consolidated Retirement Plan and its constituent programs. “Former Alcatel” does not include the former Lucent Technologies Inc. programs (see paragraph 3, “IMPORTANT CONTACTS—Former Lucent,” if you are a participant in a former Lucent program).

If you are a “former Alcatel” participant, regardless of whether you are currently receiving your pension benefit, you should replace any “IMPORTANT CONTACTS” information that might appear in your SPD with the following:

**Pension Administration Team**

The Pension Administration Team is the official center for all pension and pension-related services for former Alcatel participants and provides the following services:

- Pension calculations
- Pension-affecting record changes
- Pension commencement processing
- Deferred vested pension administration
- Death case processing
- Annuitant pension administration
- General pension and pension-related information
- Pension check processing and adjustments

**By Phone**

If you are a former Alcatel participant, contact the Human Resources Service Center at 888-582-3684 on any business day from 9:00 a.m. to 6:00 p.m. (ET).

**Online**

You can access the Retirement Benefits Estimator tool at <https://www.eepoint.com/ALU>.

**By Mail**

You may send written correspondence by regular mail, as follows:

Alcatel-Lucent  
Pension Administration  
Benefits Dept. BENF1  
3400 West Plano Pkwy  
Plano, Texas 75075

If you need to contact any of the service providers in the following chart, you may send written correspondence to the address shown below.

<b>Contact/Service Provided</b>	<b>Address</b>
QDRO Administration: Handles matters relating to Qualified Domestic Relations Orders (QDROs), Qualified Medical Child Support Orders (QMCSCOs) and interrogatories regarding Pension Plan information.	QDRO Administration P.O. Box 56887 Jacksonville, FL 32241-6887
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Employee Benefits Committee (EBC): Serves as the final review committee for Pension Plan benefit appeals.	Employee Benefits Committee Alcatel-Lucent Room 2B-410 600-700 Mountain Avenue Murray Hill, NJ 07974
Pension Plan Administrator: Assists Employee Benefits Committee in administration of the pension provisions of the Pension Plan, including granting and denial of claims for pension benefits.	Pension Plan Administrator Alcatel-Lucent Room 2B-410 600-700 Mountain Avenue Murray Hill, NJ 07974
Benefit Claim and Appeal Committee (BCAC): Serves as the final review committee for Disability Pension appeals under the Pension Plan	Benefit Claim and Appeal Committee Alcatel-Lucent Room 2B-410, 600-700 Mountain Avenue Murray Hill, NJ 07974