

LUCENT TECHNOLOGIES INC. PENSION PLAN SUMMARY OF MATERIAL MODIFICATIONS

Dated: September 2011

To Participants, Beneficiaries, and Alternate Payees in the Lucent Technologies Inc. Pension Plan (hereinafter, the “Pension Plan”) who have not commenced receiving pension payments.

This notice, called a “Summary of Material Modification” (SMM), applies to individuals who are participants, beneficiaries or alternate payees in the Pension Plan on or after January 1, 2011 and who have not commenced receiving pension benefits. This SMM advises you of changes in the information presented in your Summary Plan Description (sometimes called an “SPD”) for the Pension Plan. Please do two things:

1. Read this notice.
2. Retain a copy of this notice for your records and if you have any questions, contact the Alcatel-Lucent Pension Service Center (“PSC”) at 1-866-429-5764 (TTY: 1-866-429-5765); International (collect): 1-904-791-2147; Monday through Friday, 9:00 a.m. to 5:00 p.m., Eastern Time.

The Pension Plan was restated effective as of January 1, 2007 with subsequent amendments after January 1, 2007 to make the following changes: (1) to change the name of the plan sponsor from Lucent Technologies Inc. to Alcatel-Lucent USA Inc., (2) to freeze participation as of December 31, 2005 to inactive employees, (3) to allow individuals to become participants after December 31, 2005 solely as a result of a transfer of assets and liabilities in connection with an individual's termination of employment with entitlement to a service pension or disability pension from the Lucent Technologies Inc. Retirement Plan, (4) to provide for an additional form of annuity payment (the Joint and 75% Survivor Annuity) for annuity starting dates on or after January 1, 2009, (5) to allow rollovers to Roth Individual Retirement Accounts (IRA) effective January 1, 2009, and (6) to transfer participants who were not represented by the Communications Workers of America or the International Brotherhood of Electrical Workers at the time of their termination of employment to the Alcatel-Lucent Retirement Income Plan, effective December 1, 2010.

Changes related to the Pension Plan should be reflected in your SPD in the following manner:

1. The disclaimer should be deleted and replaced with the following:

Disclaimer

This is a summary of the benefits available to former occupational employees under the Lucent Technologies Inc. Pension Plan (Pension Plan) who were represented by the Communications Workers of America or the International Brotherhood of Electrical Workers at the time of their termination of employment. This Pension Plan does not cover any currently active employees. Participants in the Pension Plan include employees who terminated employment with a vested pension while a Participant in the Pension Plan on or before December 31, 2005. The Pension Plan also includes participants who retired from the Lucent Technologies Inc. Retirement Plan (Retirement Plan) after December 31, 2005 with a service pension or disability pension and were subsequently transferred to this Pension Plan on the day following their termination of employment. On December 1, 2010, participants in the Pension Plan who were not represented by the Communications Workers of America or the International Brotherhood of Electrical Workers at the time of their termination of employment were transferred to the Alcatel-Lucent Retirement Income Plan. Benefits for all participants are governed by the terms of the Pension Plan or Retirement Plan, as applicable, in effect as of the date of their termination of employment, unless a later amendment specifically grants benefits to them.

This summary is provided for informational purposes only and is intended to comply with Department of Labor requirements for Summary Plan Descriptions (“SPDs”). More detailed information about the Plan is provided in the official Pension Plan document, a copy of which can be obtained by writing to the Plan Administrator (See “Important Contacts”). If there is any conflict between this information and the Pension Plan document, the Pension Plan document will govern.

Pension Plan May Be Amended or Terminated

The Company expects to continue the Pension Plan but reserves the right to amend or terminate the Pension Plan, in whole or in part, at any time by the resolution of the Board of Directors or its properly authorized designee, subject to the terms of applicable collective bargaining agreements. In addition, the Company does not guarantee the continuation of any pension benefits during employment or at or during retirement nor does it guarantee any specific level of benefits or contributions, subject to the terms of any applicable bargaining agreement.

Questions regarding your benefits should be addressed as indicated (See “Important Contacts”). Because of the many detailed provisions of the Pension Plan, no one other than the personnel or entities identified (See “Important Contacts”) is authorized to advise you as to your benefits. Neither the Company nor the Plans 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 documents, the Pension Plan documents will govern.

2. Throughout the SPD, references to the company as “Lucent” or “Lucent Technologies Inc.” should be changed to “Alcatel-Lucent” or “Alcatel-Lucent USA Inc.”

3. In sections describing Pension Plan participation, modify the language as follows:

Effective December 31, 2005, this Pension Plan does not cover any active employees. At that time, the Lucent Technologies Inc. Retirement Plan was created as a spinoff of this Pension Plan to cover eligible active employees.

Participants in this Pension Plan include employees who terminated employment with a vested pension while a participant in the Pension Plan on or before December 31, 2005. In addition, the Pension Plan also includes participants who terminated employment with eligibility for a service pension or disability pension from the Lucent Technologies Inc. Retirement Plan after December 31, 2005 and were subsequently transferred to this Pension Plan on the day following their termination of employment.

On December 1, 2010, participants in this Pension Plan who were not represented by the Communications Workers of America or the International Brotherhood of Electrical Workers at the time of their termination of employment were transferred to the Alcatel-Lucent Retirement Income Plan. In addition, participants who retire from the Lucent Technologies Inc. Retirement Plan after December 1, 2010 with a service pension or disability pension will no longer be transferred to this Pension Plan if they were not represented by the Communications Workers of America or the International Brotherhood of Electrical Workers at the time of their termination of employment.

4. Add a new form of payment, effective January 1, 2009 – Joint and 75% Survivor Annuity. The description is as follows:

Joint and 75% Survivor Annuity: this payment method is available as an option if you are legally married when your pension begins and you obtain your lawful spouse's written, notarized consent. It provides you with monthly payments for your life with survivor protection for your lawful spouse. Your benefit at retirement is reduced by 12% for a service or disability pension and by 17% for a deferred vested pension. Upon your death, your lawful spouse will receive 75% of your reduced monthly pension payments for life. If your service or disability pension is being paid under this option and your lawful spouse dies before you, your payments will be increased by the amount of the original reduction. If your deferred vested pension is being paid under this option and your lawful spouse dies before you, but after your pension begins, you will continue to receive the reduced pension for life.

5. Allow rollovers to Roth Individual Retirement Accounts (IRA), effective January 1, 2009. The revised definition of rollover is as follows:

Rollover: a payment of all or part of a lump sum distribution to a traditional IRA, Roth IRA or another qualified retirement plan that accepts rollovers.

6. Replace the “IMPORTANT CONTACTS” section of 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 participants and provides the following services:

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

By Phone

You can reach the PSC on any business day from 9:00 a.m. to 5:00 p.m., Eastern Time, as follows:

United States Participants	International Participants
Call 1-866-429-5764 to speak with a service representative.	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 employees may call **1-866-429-5765** to reach a telecommunications device for the deaf (TDD).

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

Other Resources

Contact/Service Provided	Address
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, 7th Floor Morristown, NJ 07960
Employee Benefits Committee (EBC): Serves as final review committee for Pension Plan benefit appeals.	Employee Benefits Committee Alcatel-Lucent Room 7C-415 600-700 Mountain Avenue Murray Hill, NJ 07974
Pension Plan Administrator: Assists Employee Benefits Committee in the administration of the pension provisions of the Pension Plan, including granting and denial of claims for pension benefits.	Pension Plan Administrator Alcatel-Lucent Room 7C-415 600-700 Mountain Avenue Murray Hill, NJ 07974
Benefit Claim and Appeal Committee (BCAC): Serves as the initial review committee for claims under the death benefit provisions of the Pension Plan, and the final review committee for disability pension appeals under the Pension Plan.	Benefit Claim and Appeal Committee Alcatel-Lucent Room 7C-415 600-700 Mountain Avenue Murray Hill, NJ 07974

7. In the section labeled “Pension Plan Identification,” replace the chart in its entirety with the following:

Plan Name	The official Plan Name is the <i>Lucent Technologies Inc. Pension Plan</i> .
Plan Sponsor	The Plan Sponsor is Alcatel-Lucent USA Inc.
Plan Administrator	The Pension Plan is administered by the Alcatel-Lucent Employee Benefits Committee.
Agent for Service of Legal Process	You can direct any service of legal process related to the Pension Plan to: <ul style="list-style-type: none"> • The Alcatel-Lucent Employee Benefits Committee at Alcatel-Lucent, Room 7C-415, 600-700 Mountain Avenue, Murray Hill, NJ 07974, or • 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	Service pensions, disability pensions and deferred vested pensions are paid from the pension trust fund. Certain death benefits under the Pension Plan are paid from operating expenses of the Company.
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 1st and ending on December 31st of each year.
Type of Plan	The Pension Plan is classified as both a “defined benefit pension plan” and a “welfare plan” under ERISA. It is a defined benefit pension plan for service, disability and deferred vested pension purposes and for payment of certain sickness death benefits upon the death of a participant under the pension provisions of the Pension Plan.
Plan Number	The Plan Number is 002.
Employer Identification Number	The Employer Identification Number assigned by the IRS is 22-3408857.