Form 5500	Annual Return/Report of Employee Benefit Plan		OMB Nos. 12	10-0110
101113300	This form is required to be filed for employee benefit plans under sections 104		12	10-0089
Department of the Treasury Internal Revenue Service	and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).		2012	
Department of Labor Employee Benefits Security Administration	Complete all entries in accordance with the instructions to the Form 5500.			
Pension Benefit Guaranty Corporation		This	Form is Open to Pu Inspection	blic
Part I Annual Report Ider	tification Information			
For calendar plan year 2012 or fiscal	plan year beginning 01/01/2012 and ending 12/31/2	2012		
A This return/report is for:	a multiemployer plan; a multiple-employer plan; or			
	x a single-employer plan; a DFE (specify)			
<b>B</b> This return/report is:	the first return/report; the final return/report;			
	an amended return/report; a short plan year return/report (less tha		an 12 months).	
<b>C</b> If the plan is a collectively-bargain	ed plan, check here		► ×	
<b>D</b> Check box if filing under:	Form 5558; automatic extension;	th	e DFVC program;	
	special extension (enter description)			
Part II Basic Plan Inform	nation—enter all requested information			
<b>1a</b> Name of plan ALCATEL-LUCENT RETIREE WELF	ARE BENEFITS PLAN	1b	Three-digit plan number (PN) ▶	504
		1c	Effective date of pla 10/01/1996	an
<b>2a</b> Plan sponsor's name and addres	s; include room or suite number (employer, if for a single-employer plan)	2b	Employer Identifica Number (EIN) 22-3408857	tion
		2c	Sponsor's telephon number 908-582-7140	
600 MOUNTAIN AVENUE, RM 2B-41 MURRAY HILL, NJ 07974	U	2d	Business code (see instructions) 334200	)

# Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	INGRID ORAV		
HERE	Signature of plan administrator	Date	Enter name of individu	al signing as plan administrator	
SIGN HERE					
HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sp		
SIGN HERE					
HERE	Signature of DFE	Date	Enter name of individu	al signing as DFE	
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) Preparer's telephone (optional)					
For Pape	erwork Reduction Act Notice and OMB Control Numbers, see	the instructions for	r Form 5500.	Form 5500 (2012)	

	Form 5500 (2012) Page <b>2</b>		
3a	Plan administrator's name and address Same as Plan Sponsor Name Same as Plan Sponsor Address	<b>3c</b> Ad	ministrator's EIN ministrator's telephone mber
4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name,	4b EI	
4	EIN and the plan number from the last return/report:	40 -	IN .
а	Sponsor's name	<b>4c</b> PN	١
5	Total number of participants at the beginning of the plan year	5	103331
6	Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d).		
а	Active participants	6a	99715
b	Retired or separated participants receiving benefits	6b	0
С	Other retired or separated participants entitled to future benefits	6c	0
d	Subtotal. Add lines 6a, 6b, and 6c	6d	99715
е	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	
f	Total. Add lines 6d and 6e	6f	
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	<u>6g</u>	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	······ 7	
8a	If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics (	Codes in the	instructions.

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions: 4A 4B 4D

9a	a Plan funding arrangement (check all that apply)			9b	Plan benefit arrangement (check all that apply)			
	(1)	X	Insurance		(1)	X		Insurance
	(2)		Code section 412(e)(3) insurance contracts		(2)			Code section 412(e)(3) insurance contracts
	(3)	X	Trust		(3)	X		Trust
	(4)		General assets of the sponsor		(4)			General assets of the sponsor
10	Check	all ap	plicable boxes in 10a and 10b to indicate which schedules are at	ttache	ed, and,	wher	re ir	ndicated, enter the number attached. (See instructions)
a Pension Schedules			b General Schedules				dules	
	(1)		R (Retirement Plan Information)		(1)	X		H (Financial Information)
	(2)	Π	MB (Multiemployer Defined Benefit Plan and Certain Money		(2)			I (Financial Information – Small Plan)
			<ul> <li>Purchase Plan Actuarial Information) - signed by the plan actuary</li> <li>SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary</li> </ul>		(3)	X	_	28 A (Insurance Information)
					(4)	X		C (Service Provider Information)
	(3)	Π			(5)	X		D (DFE/Participating Plan Information)
				(6)			G (Financial Transaction Schedules)	

SCHEDULE		Insurance Information			ОМ	B No. 1210-0110	
(Form 5500	-	This schedule is required to be filled under conting 404 of the					
Department of the Treas Internal Revenue Serv		This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).				2012	
Department of Labo Employee Benefits Security Ad		File as an at	tachment to Form 55	600.			
Pension Benefit Guaranty Co	rporation	<ul> <li>Insurance companies ar pursuant to EF</li> </ul>	e required to provide t RISA section 103(a)(2)		ion		m is Open to Public Inspection
For calendar plan year 20	12 or fiscal pla	n year beginning 01/01/2012		and en	ding 12	/31/2012	
A Name of plan ALCATEL-LUCENT RETI	REE WELFARI	E BENEFITS PLAN			e-digit number (Pl	N) ►	504
0				<b>D</b>			
C Plan sponsor's name a ALCATEL-LUCENT USA		e 2a of Form 5500		22-340	-	ation Number (	EIN)
Part I Information	on Concerr e Schedule A.	ing Insurance Contract C Individual contracts grouped as a	overage, Fees, a unit in Parts II and III	and Com	missions	Provide inform	nation for each contract A.
1 Coverage Information:							
(a) Name of insurance ca	rrier						
UHC OF COLORADO HI	NO		1				
<b>(b)</b> EIN	(c) NAIC	(d) Contract or	<ul> <li>(e) Approximate nu persons covered a</li> </ul>			Policy or co	
(,	code	identification number	policy or contrac		(f)	From	<b>(g)</b> To
84-1011378	95434	092027	14	41	01/01/20	)12	12/31/2012
2 Insurance fee and com descending order of the		ation. Enter the total fees and total	l commissions paid. L	ist in line 3	the agents,	brokers, and ot	ther persons in
(a) Total a	amount of com			<b>(b)</b> To	otal amount	of fees paid	
		0					0
3 Persons receiving com		ees. (Complete as many entries a					
	(a) Name a	ind address of the agent, broker, o	or other person to who	m commiss	ions or fees	were paid	
(b) Amount of sales ar	d base	Fees	and other commission	ns paid			
commissions pa		(c) Amount		(d) Purpose	Э		(e) Organization code
			ather nerson to when		iono or for-	ware noid	1
	(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid						

(b) Amount of sales and base	F				
commissions paid	(c) Amount	(d) Purpose	(e) Organization code		
For Paperwork Reduction Act Notice	edule A (Form 5500) 2012				

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid					
commissions paid	(c) Amount	(d) Purpose	(e) Organization code			
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid						

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

Ρ	art I	Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such indi	vidual contra	acts with each carrier ma	av be treated	d as a unit for purposes of
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			6b	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	f	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year	- (0)			
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

Page 4	1
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Part III	Welfare Benefit Contract Informat If more than one contract covers the same guinformation may be combined for reporting p the entire group of such individual contracts	oup of employees of the urposes if such contracts	are experien	ce-rated as a unit. Wh	ere contract	
8 Benefit	and contract type (check all applicable boxes)					
a∏⊦	Health (other than dental or vision)	<b>b</b> Dental	c	Vision		d Life insurance
	Temporary disability (accident and sickness)	f Long-term disabili		Supplemental unem	nlovment	<b>h</b> Prescription drug
					pioyment	
	Stop loss (large deductible)	j X HMO contract	ĸ	PPO contract		I Indemnity contract
m	Other (specify)					
	nce-rated contracts:					
	miums: (1) Amount received		9a(1)			4
	Increase (decrease) in amount due but unpaid					1
.,	Increase (decrease) in unearned premium res					4
( )	Earned ((1) + (2) - (3))				9a(4)	
,	enefit charges (1) Claims paid					
	Increase (decrease) in claim reserves					1
( )	Incurred claims (add (1) and (2))				9b(3)	
(4)	Claims charged				9b(4)	
<b>C</b> Re	emainder of premium: (1) Retention charges (c	n an accrual basis)				
	(A) Commissions		9c(1)(A)			]
	(B) Administrative service or other fees		9c(1)(B)			]
	(C) Other specific acquisition costs					
	(D) Other expenses					
	(E) Taxes					
	(F) Charges for risks or other contingencies.					
	(G) Other retention charges		9c(1)(G)		1	
	(H) Total retention	_			9c(1)(H)	
(2)	Dividends or retroactive rate refunds. (These	amounts were paid ir	n cash, or	credited.)	9c(2)	
<b>d</b> Sta	atus of policyholder reserves at end of year: (1	) Amount held to provide	benefits afte	r retirement	9d(1)	
(2)	Claim reserves				9d(2)	
(3)	Other reserves				9d(3)	
e Div	vidends or retroactive rate refunds due. (Do n	ot include amount entered	d in line <b>9c(2</b> )	<b>]</b> .)	. 9e	
10 Nonex	perience-rated contracts:					
	tal premiums or subscription charges paid to o				10a	835840
	he carrier, service, or other organization incur tention of the contract or policy, other than rep				10b	

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	X No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

SCHEDULE	Α	Insuranc	e Informatio	n			
(Form 5500				-		0	MB No. 1210-0110
Department of the Treas Internal Revenue Serv	sury	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).				2012	
Department of Labo Employee Benefits Security Ad		File as an at	tachment to Form 55	00.			
Pension Benefit Guaranty Co	orporation	<ul> <li>Insurance companies ar pursuant to Ef</li> </ul>	re required to provide t RISA section 103(a)(2)		ion	This Fo	orm is Open to Public Inspection
For calendar plan year 20	12 or fiscal plar	n year beginning 01/01/2012		and en	ding 12	2/31/2012	
A Name of plan ALCATEL-LUCENT RETII	REE WELFARE	E BENEFITS PLAN			e-digit number (P	N) 🕨	504
C Plan sponsor's name a ALCATEL-LUCENT USA		e 2a of Form 5500		D Emplo 22-340	•	cation Number	r (EIN)
		ing Insurance Contract C Individual contracts grouped as a					
<b>1</b> Coverage Information:							
(a) Name of insurance ca	rrier						
UNIVERA HEALTHCARE							
<b>(b)</b> EIN	(c) NAIC	(d) Contract or	(e) Approximate nu persons covered a			Policy or contract year	
(3) 2.11	code	identification number	policy or contrac		(f)	From	<b>(g)</b> To
15-0329043	95595	*SEE BELOW	(	65	01/01/20	)12	12/31/2012
2 Insurance fee and com descending order of the		ation. Enter the total fees and tota	l commissions paid. L	ist in line 3	the agents,	brokers, and	other persons in
<b>(a)</b> Total a	amount of comr	missions paid		<b>(b)</b> To	otal amount	of fees paid	
		0					0
3 Persons receiving com	missions and fe	ees. (Complete as many entries a	as needed to report all	persons).			
	(a) Name a	nd address of the agent, broker, c	or other person to who	m commiss	ions or fees	s were paid	
(b) Amount of sales ar	nd base	Fees	and other commission	ns paid			
commissions pa		(c) Amount		(d) Purpose	e		(e) Organization code
	(a) Name a	nd address of the agent, broker, c	or other person to who	m commiss	ions or fees	were paid	

(b) Amount of sales and base	F	Fees and other commissions paid	
commissions paid	(c) Amount	(d) Purpose	(e) Organization code
For Paperwork Reduction Act Notice	e and OMB Control Numbers,	dule A (Form 5500) 2012	
		v. 120126	

(b) Amount of sales and base	Fees and other commissions paid		(e) Organization
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid			
commissions paid	(c) Amount	(d) Purpose	(e) Organization code	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid		(e) Organization
commissions paid	(c) Amount	(d) Purpose	code
(a) Na	me and address of the agent, broke	r, or other person to whom commissions or fees were paid	

(b) Amount of sales and base	Fees and other commissions paid		(e) Organization
commissions paid	(c) Amount	(d) Purpose	code

(b) Amount of sales and base	Fees and other commissions paid		(e) Organization
commissions paid	(c) Amount	(d) Purpose	code

Ρ	art I	Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such indi	vidual contra	acts with each carrier ma	av be treated	d as a unit for purposes of
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			6b	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	f	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year	- (0)			
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

Page 4	1
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Pa	art II	Welfare Benefit Contract Informat If more than one contract covers the same gr information may be combined for reporting pu the entire group of such individual contracts	oup of employees of the s urposes if such contracts a	are experienc	ce-rated as a unit. Wh	ere contracts	
8	Bene	efit and contract type (check all applicable boxes)					
	a	Health (other than dental or vision)	<b>b</b> Dental	c	Vision	(	<b>d</b> Life insurance
	еſ	Temporary disability (accident and sickness)	f Long-term disabilit	y <b>g</b>	Supplemental unemp	oloyment l	h Prescription drug
	iΓ	Stop loss (large deductible)	j 🛛 HMO contract	k [	PPO contract		I Indemnity contract
	m	Other (specify)		L	2		
	L						
9	Expe	rience-rated contracts:					
	a F	Premiums: (1) Amount received		9a(1)			
		(2) Increase (decrease) in amount due but unpaid	1	9a(2)			<u>_</u>
		(3) Increase (decrease) in unearned premium res	erve	9a(3)		1	
	_	(4) Earned ((1) + (2) - (3))				. 9a(4)	
	b	Benefit charges (1) Claims paid		. ,			_
		(2) Increase (decrease) in claim reserves					+
		(3) Incurred claims (add (1) and (2))				9b(3)	+
		(4) Claims charged				. 9b(4)	<u> </u>
	С	Remainder of premium: (1) Retention charges (o	n an accrual basis)				-
		(A) Commissions		9c(1)(A)			4
		(B) Administrative service or other fees		9c(1)(B)			-
		(C) Other specific acquisition costs		9c(1)(C)			4
		(D) Other expenses		9c(1)(D)			4
		(E) Taxes		9c(1)(E)			4
		(F) Charges for risks or other contingencies.		9c(1)(F)			4
		(G) Other retention charges				0-(4)(1)	
		(H) Total retention	_	_		9c(1)(H)	
		(2) Dividends or retroactive rate refunds. (These					
	d	Status of policyholder reserves at end of year: (1	, ,			9d(1)	
		(2) Claim reserves				9d(2)	
		(3) Other reserves				9d(3)	
4.0		Dividends or retroactive rate refunds due. (Do not	ot include amount entered	l in line 9c(2)	.)	9e	-
10		nexperience-rated contracts:					
	-	Total premiums or subscription charges paid to c				10a	273265
	b	If the carrier, service, or other organization incurr retention of the contract or policy, other than repo				10b	

Part IV	Provision of Information				
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	X	No	
12 If the	answer to line 11 is "Yes," specify the information not provided.				

SCHEDULE	Α	Insuranc	e Information		0	MB No. 1210-0110
(Form 5500	))			_	0	
Department of the Treas Internal Revenue Serv			to be filed under section 104 o ome Security Act of 1974 (ERI			2012
Department of Labo Employee Benefits Security Ad		File as an at	tachment to Form 5500.			
Pension Benefit Guaranty Co	orporation		re required to provide the inform RISA section 103(a)(2).	nation	This Fo	rm is Open to Public Inspection
For calendar plan year 20	12 or fiscal plar	n year beginning 01/01/2012	and	ending 12/31	1/2012	
A Name of plan ALCATEL-LUCENT RETII	REE WELFARI	E BENEFITS PLAN		nree-digit lan number (PN)	•	504
C Plan sponsor's name a ALCATEL-LUCENT USA		e 2a of Form 5500		ployer Identificati 3408857	on Number	(EIN)
on a separat	on Concern te Schedule A.	ing Insurance Contract C Individual contracts grouped as a	overage, Fees, and Co unit in Parts II and III can be r	mmissions P eported on a sing	rovide infor le Schedule	mation for each contract e A.
1 Coverage Information:						
(a) Name of insurance ca	rrier					
HIP HEALTH PLAN OF N	١Y					
	(c) NAIC	(d) Contract or	(e) Approximate number of		Policy or c	contract year
<b>(b)</b> EIN	code	identification number	persons covered at end of policy or contract year	<b>(f)</b> F	rom	<b>(g)</b> To
13-1828429	55247	10093PD 000	79	01/01/2012		12/31/2012
2 Insurance fee and com descending order of the		ation. Enter the total fees and tota	l commissions paid. List in line	e 3 the agents, bro	okers, and o	other persons in
<b>(a)</b> Total a	amount of com	missions paid	(b)	Total amount of	fees paid	
		0				0
3 Persons receiving com	missions and fe	ees. (Complete as many entries a	as needed to report all persons	).		
	(a) Name a	ind address of the agent, broker, o	or other person to whom comm	issions or fees we	ere paid	
(b) Amount of sales ar			and other commissions paid			4
commissions paid		(c) Amount	<b>(d)</b> Purp	ose		(e) Organization code
	(2) Nama a	ind address of the agent, broker, o	or other person to whom comm	issions or foce w	oro poid	

(b) Amount of sales and base	F	Fees and other commissions paid			
commissions paid	(c) Amount	(d) Purpose	(e) Organization code		
For Paperwork Reduction Act Notice	Schedule A (Form 5500) 2012				

(b) Amount of sales and base	t of sales and base Fees and other commissions paid		(e) Organization		
commissions paid	(c) Amount	(d) Purpose	code		

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid			
commissions paid	(c) Amount	(d) Purpose	(e) Organization code	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid					
commissions paid	(c) Amount	(d) Purpose	(e) Organization code			
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid						

(b) Amount of sales and base	Fees and other commissions paid			
commissions paid	(c) Amount	(d) Purpose	(e) Organization code	

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

Part II		Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such indi	vidual contra	acts with each carrier ma	av be treated	d as a unit for purposes of
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year		5		
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			6b	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	£	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year	- (0)			
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

Page 4	1
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Part III	Welfare Benefit Contract Informat If more than one contract covers the same guinformation may be combined for reporting p the entire group of such individual contracts	roup of employees of the urposes if such contracts	are experien	ce-rated as a unit. Wh	ere contract	
8 Benefi	it and contract type (check all applicable boxes)					
a 🗌	Health (other than dental or vision)	<b>b</b> Dental	c	Vision		d Life insurance
e ∏	Temporary disability (accident and sickness)	f Long-term disabili		Supplemental unem	olovment	<b>h</b> Prescription drug
· □					ploymont	
<u>'</u>	Stop loss (large deductible)	j X HMO contract	ĸ	PPO contract		I Indemnity contract
m	Other (specify)					
9 Expori	ence-rated contracts:					
	emiums: (1) Amount received		9a(1)			4
	<ol> <li>Increase (decrease) in amount due but unpair</li> </ol>					1
	3) Increase (decrease) in unearned premium res					4
	<ul> <li>Farned ((1) + (2) - (3))</li> </ul>				9a(4)	
- `	Benefit charges (1) Claims paid					
	2) Increase (decrease) in claim reserves					1
	B) Incurred claims (add (1) and (2))				9b(3)	
(4	l) Claims charged				9b(4)	
CF	Remainder of premium: (1) Retention charges (c	on an accrual basis)				
	(A) Commissions		9c(1)(A)			]
	(B) Administrative service or other fees		9c(1)(B)			]
	(C) Other specific acquisition costs					
	(D) Other expenses					
	(E) Taxes					
	(F) Charges for risks or other contingencies.					
	(G) Other retention charges		9c(1)(G)		1	
	(H) Total retention	_			9c(1)(H)	
(2	2) Dividends or retroactive rate refunds. (These	e amounts were paid ir	n cash, or	credited.)	9c(2)	
d s	Status of policyholder reserves at end of year: (1	) Amount held to provide	benefits afte	r retirement	9d(1)	
(2	2) Claim reserves				9d(2)	
(;	3) Other reserves				9d(3)	
<b>e</b> D	Dividends or retroactive rate refunds due. (Do n	ot include amount entere	d in line <b>9c(2</b> )	<b>)</b> .)	9e	
<b>10</b> None	experience-rated contracts:					
	otal premiums or subscription charges paid to o				10a	449126
	the carrier, service, or other organization incur etention of the contract or policy, other than rep				10b	

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	X No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

	•						
SCHEDULE	SCHEDULE A Insurance Information (Form 5500)				ON	IB No. 1210-0110	
Department of the Treas	Department of the Treasury Internal Revenue ServiceThis schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).			2012			
Department of Labo Employee Benefits Security Ad			ttachment to Form 55				
Pension Benefit Guaranty Co	rporation	<ul> <li>Insurance companies a pursuant to E</li> </ul>	re required to provide t RISA section 103(a)(2)		ion	This For	rm is Open to Public Inspection
For calendar plan year 20	12 or fiscal pla	n year beginning 01/01/2012		and en	ding 12	/31/2012	
A Name of plan ALCATEL-LUCENT RETII	REE WELFAR	E BENEFITS PLAN		B Three plan	e-digit number (Pl	N) 🕨	504
				Derate		- Con Ningham	
·	<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 ALCATEL-LUCENT USA INC.			22-340	•	ation Number	(EIN)
		ning Insurance Contract C Individual contracts grouped as a					
1 Coverage Information:				•		0	
(a) Name of insurance ca MVP HEALTH PLAN	rrier						
	(c) NAIC	(d) Contract or	(e) Approximate n			Policy or c	ontract year
<b>(b)</b> EIN	code	identification number	persons covered a policy or contract		(f)	From	<b>(g)</b> To
14-1640868	95521	214424		74	01/01/20	12	12/31/2012
2 Insurance fee and com descending order of the		ation. Enter the total fees and tota	al commissions paid. L	ist in line 3	the agents,	brokers, and o	other persons in
<b>(a)</b> Total a	amount of com	missions paid		<b>(b)</b> To	tal amount	of fees paid	
		0					0
3 Persons receiving com	missions and f	ees. (Complete as many entries a	as needed to report all	persons).			
	(a) Name a	and address of the agent, broker, o	or other person to who	m commiss	ions or fees	were paid	
(b) Amount of sales ar	nd base	Fees	s and other commissio	ns paid			
commissions pai		(c) Amount		(d) Purpose	9		(e) Organization code

(b) Amount of sales and base	F		
commissions paid	(c) Amount	(d) Purpose	(e) Organization code
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. Schedu			lule A (Form 5500) 2012
	v. 120126		

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		Fees and other commissions paid	(e) Organization code			
commissions paid	(c) Amount	(d) Purpose				
(a) Na	(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid					

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

Part II Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual contracts				acts with each carrier ma	av be treated	d as a unit for purposes of
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			6b	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	£	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year	- (0)			
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

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Part I	II Welfare Benefit Contract Information If more than one contract covers the same group of employees information may be combined for reporting purposes if such co the entire group of such individual contracts with each carrier m	ntracts are experien	ce-rated as a unit. Wh	ere contracts	
8 Ben	efit and contract type (check all applicable boxes)				
а	Health (other than dental or vision) <b>b</b> Dental	с	Vision	c	d Life insurance
۔ م	Temporary disability (accident and sickness) $\mathbf{f} \square$ Long-term		Supplemental unem		h Prescription drug
		-			
1	_ Stop loss (large deductible) j ⊠ HMO contr	ract K	PPO contract		I Indemnity contract
m	Other (specify)				
9 Exp	erience-rated contracts:				
	Premiums: (1) Amount received				4
	(2) Increase (decrease) in amount due but unpaid				
	(2) Increase (decrease) in unearned premium reserve				
	(4) Earned ((1) + (2) - (3))			9a(4)	
b	Benefit charges (1) Claims paid				
	(2) Increase (decrease) in claim reserves				
	(3) Incurred claims (add (1) and (2))			9b(3)	
	(4) Claims charged			9b(4)	
С	Remainder of premium: (1) Retention charges (on an accrual basis	s)			
	(A) Commissions	9c(1)(A)			
	(B) Administrative service or other fees				
	(C) Other specific acquisition costs				
	(D) Other expenses				
	(E) Taxes				
	(F) Charges for risks or other contingencies				
	(G) Other retention charges	9c(1)(G)			
	(H) Total retention	_		9c(1)(H)	
	(2) Dividends or retroactive rate refunds. (These amounts were	paid in cash, or	credited.)	9c(2)	
d	Status of policyholder reserves at end of year: (1) Amount held to p	provide benefits afte	r retirement	9d(1)	
	(2) Claim reserves			9d(2)	
	(3) Other reserves			9d(3)	
е	Dividends or retroactive rate refunds due. (Do not include amount	entered in line 9c(2)	<b>.</b> )	9e	
<b>10</b> No	pnexperience-rated contracts:				
а	Total premiums or subscription charges paid to carrier			10a	498298
b	If the carrier, service, or other organization incurred any specific corretention of the contract or policy, other than reported in Part I, line			10b	

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	X No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

SCHEDULE	Α	Insurar	ce Informatio	n		014	ID No. 1210 0110
(Form 5500	)						B No. 1210-0110
Department of the Treas Internal Revenue Servi			ed to be filed under section income Security Act of 19				2012
Department of Labor Employee Benefits Security Adr		File as an	File as an attachment to Form 5500.				
Pension Benefit Guaranty Corporation Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).					m is Open to Public Inspection		
For calendar plan year 207	12 or fiscal pla	an year beginning 01/01/2012		and en	ding 12	/31/2012	
A Name of plan ALCATEL-LUCENT RETIREE WELFARE BENEFITS PLAN					504		
							( <b>-</b> 1 <b>)</b> ))
C Plan sponsor's name a ALCATEL-LUCENT USA I		ne 2a of Form 5500		22-340		cation Number (	(EIN)
		ning Insurance Contract					
1 Coverage Information:		÷ .		•			
(a) Name of insurance ca	rrier						
KEYSTONE HEALTH PL	AN CENTRA	L					
	(c) NAIC	(d) Contract or	(e) Approximate n			Policy or co	ontract year
<b>(b)</b> EIN	code	identification number	persons covered a policy or contract		(f)	From	<b>(g)</b> To
23-2399845	95199	509964	3	92	01/01/20	)12	12/31/2012
2 Insurance fee and com descending order of the		nation. Enter the total fees and to	tal commissions paid. L	ist in line 3	the agents,	brokers, and o	ther persons in
<b>(a)</b> Total a	amount of cor	nmissions paid		<b>(b)</b> To	tal amount	of fees paid	
		0					0
3 Persons receiving com	missions and	fees. (Complete as many entries	s as needed to report all	persons).			
	<b>(a)</b> Name	and address of the agent, broker	, or other person to who	m commiss	ions or fees	were paid	
(b) Amount of sales ar	nd base	Fe	es and other commissio	ns paid			
commissions pai		(c) Amount		(d) Purpose	9		(e) Organization code

(b) Amount of sales and base	F			
commissions paid	(c) Amount	(d) Purpose	(e) Organization code	
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. Sche			nedule A (Form 5500) 2012	
	v. 120126			

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid				
commissions paid	(c) Amount	(d) Purpose	(e) Organization code		

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid				
commissions paid	(c) Amount	(d) Purpose	(e) Organization code		
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid					

(b) Amount of sales and base	Fees and other commissions paid				
commissions paid	(c) Amount	(d) Purpose	(e) Organization code		

(b) Amount of sales and base		Fees and other commissions paid	(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code	

Ρ	art I	Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such indi	vidual contra	acts with each carrier ma	av be treated	d as a unit for purposes of		
		this report.						
		ent value of plan's interest under this contract in the general account at yea						
		ent value of plan's interest under this contract in separate accounts at year		5				
6		Contracts With Allocated Funds:						
	а	State the basis of premium rates						
	h	Dramiuma paid to corrier			6b			
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-			
	d	If the carrier, service, or other organization incurred any specific costs in co						
	ŭ	retention of the contract or policy, enter amount			6d			
		Specify nature of costs						
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu					
	е	Type of contract: (1) individual policies (2) group deferre	ed annully					
		(3) other (specify)						
	£	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan					
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m						
'	a			separate accounts)				
	a			alon guarantee				
		(3) guaranteed investment (4) other	<b>/</b>					
	b	Balance at the end of the previous year						
	C	Additions: (1) Contributions deposited during the year	- (1)					
	-	(2) Dividends and credits						
		(3) Interest credited during the year	- (0)					
		(4) Transferred from separate account						
		(5) Other (specify below)	7c(5)					
		•						
		(6)Total additions			7c(6)			
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d			
	е	Deductions:						
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)					
		(2) Administration charge made by carrier						
		(3) Transferred to separate account						
		(4) Other (specify below)	7e(4)					
		•						
		(5) Total deductions			7e(5)			
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)						

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Pa	Part III Welfare Benefit Contract Information						
		If more than one contract covers the same gr					
		information may be combined for reporting put the entire group of such individual contracts					cover individual employees,
8	Bene	efit and contract type (check all applicable boxes)		.) 20 1104104 40 4			
•	a	Health (other than dental or vision)	<b>b</b> Dental	с	Vision	d	Life insurance
	e	Temporary disability (accident and sickness)	<b>f</b> Long-term d		Supplemental une	mployment <b>h</b>	Prescription drug
	. L						
	' [	Stop loss (large deductible)	j X HMO contra	ct K	PPO contract	I	Indemnity contract
	m	Other (specify)					
_							
9	•	rience-rated contracts:			1		
		Premiums: (1) Amount received					
		(2) Increase (decrease) in amount due but unpaid					
		(3) Increase (decrease) in unearned premium res				0.(1)	
	-	(4) Earned ((1) + (2) - (3))				9a(4)	
		Benefit charges (1) Claims paid					
		(2) Increase (decrease) in claim reserves				05(2)	
		(3) Incurred claims (add <b>(1)</b> and <b>(2)</b> )					
		(4) Claims charged Remainder of premium: (1) Retention charges (o				90(4)	
	С	(A) Commissions					
		(B) Administrative service or other fees					
		(C) Other specific acquisition costs					
		(D) Other expenses					
		(E) Taxes					
		(F) Charges for risks or other contingencies.					
		(G) Other retention charges					
		(H) Total retention				9c(1)(H)	
		(2) Dividends or retroactive rate refunds. (These	amounts were	paid in cash, or	credited.)		
	d	Status of policyholder reserves at end of year: (1			-		
	•••	(2) Claim reserves	, ,				
		(3) Other reserves					
	е	Dividends or retroactive rate refunds due. (Do no					
10		nexperience-rated contracts:		```		- <b>'</b>	
		Total premiums or subscription charges paid to c	arrier			10a	1951072
	-	If the carrier, service, or other organization incurr					
		retention of the contract or policy, other than repo				10b	

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	X No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

SCHEDULE		Insuranc	e Informatio	n		OM	B No. 1210-0110
(Form 5500 Department of the Treas Internal Revenue Servi	sury	This schedule is required Employee Retirement Inc					2012
Department of Labor Employee Benefits Security Ad		▶ File as an attachment to Form 5500.					
Pension Benefit Guaranty Co		Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).			on This Form is Open to Inspection		
For calendar plan year 207	12 or fiscal plar	an year beginning 01/01/2012 and ending 12/			2/31/2012		
A Name of plan ALCATEL-LUCENT RETIREE WELFARE BENEFITS PLAN				B Three plan	e-digit number (P	N) 🕨	504
C Plan sponsor's name a ALCATEL-LUCENT USA		e 2a of Form 5500		D Emplo 22-340	•	cation Number (	(EIN)
		ning Insurance Contract C Individual contracts grouped as a					
1 Coverage Information:							
(a) Name of insurance ca	rrier						
GHC PUGET SOUND			(e) Approximate n	umber of		Policy or co	ontract year
<b>(b)</b> EIN	(c) NAIC code	(d) Contract or identification number	persons covered a policy or contract	at end of	(f)	From	(g) To
91-0511770	95672	8800		74	01/01/20	)12	12/31/2012
2 Insurance fee and com descending order of the		ation. Enter the total fees and total	l commissions paid. L	ist in line 3.	the agents,	brokers, and o	ther persons in
(a) Total a	amount of com	missions paid		<b>(b)</b> To	otal amount	of fees paid	
		0					0
3 Persons receiving com	missions and fe	ees. (Complete as many entries a	as needed to report all	persons).			
	(a) Name a	and address of the agent, broker, c	or other person to who	m commiss	ions or fees	s were paid	
(b) Amount of sales ar	nd base	Fees	and other commissio	ns paid			
commissions paid		(c) Amount		(d) Purpose	9		(e) Organization code
	(a) Name a	and address of the agent, broker, c	or other person to who	m commiss	ions or fees	were paid	

(b) Amount of sales and base	F	Fees and other commissions paid	
commissions paid	(c) Amount	(d) Purpose	(e) Organization code
For Paperwork Reduction Act Notice	e and OMB Control Numbers,	see the instructions for Form 5500. Sche	edule A (Form 5500) 2012
			v. 120126

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code
(a) Na	me and address of the agent, broke	r, or other person to whom commissions or fees were paid	

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

Ρ	art I	Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such indi	vidual contra	acts with each carrier ma	av be treated	d as a unit for purposes of
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			<b>6b</b>	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	£	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year	- (0)			
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

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If mo inform	fare Benefit Contract Informa re than one contract covers the same g mation may be combined for reporting p ntire group of such individual contracts	roup of employees of the purposes if such contracts	are experien	ce-rated as a unit. Wh	ere contracts	
8 Benefit and c	ontract type (check all applicable boxes	)				
a Health	(other than dental or vision)	<b>b</b> Dental	c	Vision		<b>d</b> Life insurance
	rary disability (accident and sickness)	<b>f</b> Long-term disabili		Supplemental unem	nlovment	<b>h</b> Prescription drug
H					ployment	
	ss (large deductible)	j X HMO contract	ĸ	PPO contract		I Indemnity contract
<b>m</b> Other	(specify)					
9 Experience-ra	tod contracto:					
	: (1) Amount received		9a(1)			4
	ase (decrease) in amount due but unpai					1
( )	ase (decrease) in unearned premium re					4
( )	ed ((1) + (2) - (3))				9a(4)	
,	charges (1) Claims paid					
	ase (decrease) in claim reserves					
( )	red claims (add <b>(1)</b> and <b>(2)</b> )				9b(3)	-
(4) Claim	s charged				9b(4)	
C Remaine	der of premium: (1) Retention charges (	on an accrual basis)				
(A) C	commissions		9c(1)(A)			
(B) A	dministrative service or other fees		9c(1)(B)			]
(C) (	Other specific acquisition costs					
(D) (	Other expenses					
(E) T	axes					
(F) C	charges for risks or other contingencies					_
(G) (	Other retention charges		9c(1)(G)		1	
( )	otal retention	_			9c(1)(H)	
(2) Divid	ends or retroactive rate refunds. (These	e amounts were paid ir	n cash, or	credited.)	9c(2)	
d Status of	f policyholder reserves at end of year: (	1) Amount held to provide	benefits afte	r retirement	9d(1)	
(2) Clain	n reserves				9d(2)	
(3) Othe	r reserves				9d(3)	
e Dividenc	ls or retroactive rate refunds due. (Do r	not include amount entere	d in line <b>9c(2</b> )	<b>]</b> .)	. 9e	
10 Nonexperier	nce-rated contracts:					
	miums or subscription charges paid to				10a	299964
	rier, service, or other organization incur of the contract or policy, other than rep				10b	

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	X No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

	•	Incurence					
SCHEDULE (Form 5500		Insurance Information			ON	IB No. 1210-0110	
Department of the Treas Internal Revenue Serv	sury	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).				2012	
Department of Labor Employee Benefits Security Ad		File as an at	tachment to Form 55	00.			
Pension Benefit Guaranty Co	rporation	<ul> <li>Insurance companies ar pursuant to EF</li> </ul>	e required to provide t RISA section 103(a)(2)		ion	This For	rm is Open to Public Inspection
For calendar plan year 20	12 or fiscal plar	year beginning 01/01/2012		and en	ding 12	/31/2012	-
A Name of plan ALCATEL-LUCENT RETII	REE WELFARE	BENEFITS PLAN		B Three plan	e-digit number (Pl	N) 🕨	504
C Plan sponsor's name a ALCATEL-LUCENT USA		e 2a of Form 5500		D Emplo 22-340	•	cation Number	(EIN)
		ing Insurance Contract C Individual contracts grouped as a					
<b>1</b> Coverage Information:							
(a) Name of insurance ca							
UHC OF ARIZONA HMO		1				Delieurere	
<b>(b)</b> EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate nu persons covered a policy or contrac	at end of	(f)	From	ontract year (g) To
94-3267522	95617	060406	11	14	01/01/20	)12	12/31/2012
2 Insurance fee and com descending order of the		ation. Enter the total fees and total	commissions paid. L	ist in line 3	the agents,	brokers, and c	ther persons in
(a) Total a	amount of com	nissions paid		<b>(b)</b> To	otal amount	of fees paid	
		0					0
3 Persons receiving com	missions and fe	ees. (Complete as many entries a	s needed to report all	persons).			
	<b>(a)</b> Name a	nd address of the agent, broker, c	or other person to who	m commiss	ions or fees	were paid	
(b) Amount of sales ar	nd base	Fees	and other commission	ns paid			_
commissions pai	id	(c) Amount		(d) Purpose	Э		(e) Organization code
	(a) Name a	nd address of the agent, broker, o	or other person to who	m commiss	ions or fees	were paid	

 (b) Amount of sales and base commissions paid
 Fees and other commissions paid
 (e) Organization code

 (c) Amount
 (d) Purpose
 (e) Organization code

 For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.
 Schedule A (Form 5500) 2012 v. 120126

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code
(a) Na	me and address of the agent, broke	r, or other person to whom commissions or fees were paid	

(b) Amount of sales and base	Fees and other commissions paid			
commissions paid	(c) Amount	(d) Purpose	(e) Organization code	

(b) Amount of sales and base commissions paid		(e) Organization	
	(c) Amount	(d) Purpose	code

Ρ	Part II Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of					
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			6b	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	f	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			tion guarantee		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year	- (0)			
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

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Part III         Welfare Benefit Contract Infor If more than one contract covers the sar information may be combined for reporti the entire group of such individual contra	me group of employees of the ing purposes if such contracts	s are experienc	ce-rated as a unit. Wh	ere contracts	
8 Benefit and contract type (check all applicable bo	oxes)				
<b>a</b> Health (other than dental or vision)	<b>b</b> Dental	c	Vision	(	d Life insurance
e Temporary disability (accident and sicknes			Supplemental unemp		h Prescription drug
i Stop loss (large deductible)	j 🕺 HMO contract	ĸ	PPO contract		I Indemnity contract
m _ Other (specify) ►					
<b>9</b> Experience-rated contracts:					
a Premiums: (1) Amount received					
(2) Increase (decrease) in amount due but u					
(3) Increase (decrease) in unearned premiur	•				
(4) Earned ((1) + (2) - (3))				9a(4)	
<b>b</b> Benefit charges (1) Claims paid					
(2) Increase (decrease) in claim reserves					
(3) Incurred claims (add (1) and (2))				9b(3)	
(4) Claims charged				9b(4)	
C Remainder of premium: (1) Retention charg	es (on an accrual basis)				
(A) Commissions		9c(1)(A)			
(B) Administrative service or other fees .					
(C) Other specific acquisition costs					
(D) Other expenses					
(E) Taxes					4
(F) Charges for risks or other contingend					 
(G) Other retention charges		9c(1)(G)			-
(H) Total retention	_			9c(1)(H)	
(2) Dividends or retroactive rate refunds. (T	hese amounts were paid i	in cash, or	credited.)	9c(2)	
<b>d</b> Status of policyholder reserves at end of year	ar: (1) Amount held to provide	e benefits after	retirement	9d(1)	
(2) Claim reserves				9d(2)	
(3) Other reserves				9d(3)	
e Dividends or retroactive rate refunds due. (	Do not include amount entere	ed in line <b>9c(2)</b>	.)	9e	
<b>10</b> Nonexperience-rated contracts:					
a Total premiums or subscription charges paid				10a	699190
<b>b</b> If the carrier, service, or other organization i retention of the contract or policy, other thar				. 10b	

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	X No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

SCHEDULE	Α	Insura	nce Informatio	n		ОМ	B No. 1210-0110
(Form 5500	)						
Department of the Treas Internal Revenue Servi	ice		red to be filed under secti Income Security Act of 19				2012
Department of Labor Employee Benefits Security Ad		File as ar	n attachment to Form 55	500.			
Pension Benefit Guaranty Co	rporation		s are required to provide DERISA section 103(a)(2		ion		m is Open to Public Inspection
For calendar plan year 207	12 or fiscal pl	an year beginning 01/01/2012	2	and en	ding 12	/31/2012	1
A Name of plan ALCATEL-LUCENT RETIF	REE WELFAI	RE BENEFITS PLAN			e-digit number (P	N) ►	504
C Plan sponsor's name a ALCATEL-LUCENT USA I		ne 2a of Form 5500		D Emplo 22-340	•	cation Number (	EIN)
		ning Insurance Contrac					
<b>1</b> Coverage Information:		- ·		·		-	
(a) Name of insurance ca	rrier						
HMO ILLINOIS - BLUECI	ROSS BLUE	SHIELD					
	(c) NAIC	(d) Contract or	(e) Approximate n			Policy or co	ontract year
<b>(b)</b> EIN	code	identification number	persons covered a policy or contract		(f)	From	<b>(g)</b> To
36-1236610	70670	H73523,B73523	2	31	01/01/20	)12	12/31/2012
2 Insurance fee and com descending order of the		nation. Enter the total fees and t	otal commissions paid. L	ist in line 3.	the agents,	brokers, and of	ther persons in
(a) Total a	amount of cor	nmissions paid		<b>(b)</b> To	otal amount	of fees paid	
		0					0
3 Persons receiving com	missions and	fees. (Complete as many entrie	es as needed to report all	persons).			
	<b>(a)</b> Name	and address of the agent, broke	er, or other person to who	m commiss	ions or fees	were paid	
(b) Amount of sales ar	nd base	F	ees and other commissio	ns paid			
commissions pai		(c) Amount		(d) Purpose	9		(e) Organization code

(b) Amount of sales and base	F		
commissions paid	(c) Amount	(d) Purpose	(e) Organization code
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. Schedu			lule A (Form 5500) 2012
			v. 120126

<b>(b)</b> Amount of sales and base commissions paid		(e) Organization	
	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization		
commissions paid	(c) Amount	(d) Purpose	code	
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid				

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

Ρ	Part II Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of					
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			<b>6b</b>	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	f	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year	- (0)			
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

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Part I	Welfare Benefit Contract Information If more than one contract covers the same group o information may be combined for reporting purpose the entire group of such individual contracts with ea	es if such contracts	are experien	ce-rated as a unit. Wh	ere contract	
8 Ben	efit and contract type (check all applicable boxes)					
a	Health (other than dental or vision) <b>b</b>	Dental	c	Vision		d Life insurance
e		Long-term disabili		Supplemental unem	nlovment	<b>h</b> Prescription drug
: [		-			pioyment	
	Stop loss (large deductible)	HMO contract	ĸ	PPO contract		I Indemnity contract
m	Other (specify)					
9 Exp	erience-rated contracts:					
	Premiums: (1) Amount received		9a(1)			-
•	(2) Increase (decrease) in amount due but unpaid					4
	(3) Increase (decrease) in unearned premium reserve					1
	(4) Earned ((1) + (2) - (3))				9a(4)	
b	Benefit charges (1) Claims paid		9b(1)			
	(2) Increase (decrease) in claim reserves		9b(2)			1
	(3) Incurred claims (add (1) and (2))				. 9b(3)	
	(4) Claims charged				9b(4)	
С	Remainder of premium: (1) Retention charges (on an a	accrual basis)				
	(A) Commissions		9c(1)(A)			
	(B) Administrative service or other fees		9c(1)(B)			
	(C) Other specific acquisition costs					
	(D) Other expenses		9c(1)(D)			
	(E) Taxes					_
	(F) Charges for risks or other contingencies					_
	(G) Other retention charges		9c(1)(G)		T	
	(H) Total retention	_			9c(1)(H)	
	(2) Dividends or retroactive rate refunds. (These amount	unts were paid in	cash, or	credited.)	9c(2)	
d	Status of policyholder reserves at end of year: (1) Amo	ount held to provide	benefits afte	r retirement	9d(1)	
	(2) Claim reserves				9d(2)	
	(3) Other reserves				9d(3)	
е	Dividends or retroactive rate refunds due. (Do not inclu-	ude amount entered	d in line <b>9c(2</b> )	.)	. 9e	
<b>10</b> No	nexperience-rated contracts:					
a	Total premiums or subscription charges paid to carrier				. 10a	2149165
b	If the carrier, service, or other organization incurred an retention of the contract or policy, other than reported i				10b	

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	× No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

SCHEDULE	A	Insuran	ce Informatio	n		OM	B No. 1210-0110
(Form 5500	))						B NO. 1210-0110
Department of the Treas Internal Revenue Serv	vice	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).					2012
Department of Labo Employee Benefits Security Ad		File as an a	attachment to Form 55	00.			
Pension Benefit Guaranty Co	orporation	<ul> <li>Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</li> </ul>				m is Open to Public Inspection	
For calendar plan year 20	12 or fiscal pla	in year beginning 01/01/2012		and en	ding 12	/31/2012	•
A Name of plan ALCATEL-LUCENT RETI	REE WELFAR	E BENEFITS PLAN			e-digit number (Pl	N) 🕨	504
				<b>D</b>			( <b>-</b> 1 <b>)</b> ))
C Plan sponsor's name a ALCATEL-LUCENT USA		te 2a of Form 5500		22-340	•	ation Number (	EIN)
		ning Insurance Contract					
<b>1</b> Coverage Information:							
(a) Name of insurance ca							
KAISER FOUNDATION		NOF SO. CA		unals an of		Delievere	ontract year
<b>(b)</b> EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate nu persons covered a policy or contract	at end of	(f)	From	(g) To
94-1340523	00000	122636	3	14	01/01/20	12	12/31/2012
2 Insurance fee and com descending order of the		ation. Enter the total fees and tota	al commissions paid. L	ist in line 3	the agents,	brokers, and o	ther persons in
<b>(a)</b> Total a	amount of com	missions paid	(b) Total amount of fees paid				
		0					0
3 Persons receiving com	missions and f	fees. (Complete as many entries	as needed to report all	persons).			
	<b>(a)</b> Name a	and address of the agent, broker,	or other person to who	m commiss	ions or fees	were paid	
(b) Amount of sales ar	nd base	Fee	es and other commissio	ns paid			
commissions pa		(c) Amount		(d) Purpose	e		(e) Organization code

(b) Amount of sales and base	Fees and other commissions paid			
commissions paid	(c) Amount	(d) Purpose		(e) Organization code
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. Sched				le A (Form 5500) 2012
	v. 120126			

<b>(b)</b> Amount of sales and base commissions paid		(e) Organization	
	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization		
commissions paid	(c) Amount	(d) Purpose	code	
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid				

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization
	(c) Amount	(d) Purpose	code

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization				
	(c) Amount	(d) Purpose	code				
Part II		Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such indi	vidual contra	acts with each carrier ma	av be treated	d as a unit for purposes of	
-----------------------------------	------------------------------------	---	---------------	---------------------------	---------------	-----------------------------	--
		this report.					
		ent value of plan's interest under this contract in the general account at yea					
		ent value of plan's interest under this contract in separate accounts at year		5			
6 Contracts With Allocated Funds:							
	a State the basis of premium rates						
	h	Dramiuma paid to corrier			6b		
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-		
	d	If the carrier, service, or other organization incurred any specific costs in co					
	ŭ	retention of the contract or policy, enter amount			6d		
		Specify nature of costs					
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu				
	е	Type of contract: (1) individual policies (2) group deferre	ed annully				
		(3) other (specify)					
	£	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan				
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m					
'	a			separate accounts)			
	a			alon guarantee			
		(3) guaranteed investment (4) other	<b>/</b>				
	b	Balance at the end of the previous year					
	C	Additions: (1) Contributions deposited during the year	- (1)				
	-	(2) Dividends and credits					
		(3) Interest credited during the year	- (0)				
		(4) Transferred from separate account					
		(5) Other (specify below)	7c(5)				
		•					
		(6)Total additions			7c(6)		
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d		
	е	Deductions:					
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)				
		(2) Administration charge made by carrier					
		(3) Transferred to separate account					
		(4) Other (specify below)	7e(4)				
		•					
		(5) Total deductions			7e(5)		
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)					

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	Part II	Welfare Benefit Contract Informat	tion				
		If more than one contract covers the same gu					
		information may be combined for reporting p the entire group of such individual contracts					cover individual employees,
-	B Ben	efit and contract type (check all applicable boxes)	· · · · · ·				
	a	Health (other than dental or vision)	<b>b</b> Dental	c	Vision	c	Life insurance
	е	Temporary disability (accident and sickness)	f Long-term disabilit		Supplemental unem	olovment <b>k</b>	Prescription drug
	; [	Stop loss (large deductible)	j X HMO contract		PPO contract		I Indemnity contract
				r [			
	m	Other (specify)					
_		standard and a standard					
;	•	erience-rated contracts:	1	0=(4)			
	a	Premiums: (1) Amount received		9a(1) 9a(2)			
		<ul><li>(2) Increase (decrease) in amount due but unpaid</li><li>(3) Increase (decrease) in unearned premium res</li></ul>					
		(4) Earned ((1) + (2) - (3))				9a(4)	
	b	Benefit charges (1) Claims paid				04(4)	
	~	(2) Increase (decrease) in claim reserves					
		(3) Incurred claims (add <b>(1)</b> and <b>(2)</b> )				9b(3)	
		(4) Claims charged				9b(4)	
	С	Remainder of premium: (1) Retention charges (c					
		(A) Commissions	, , , , , , , , , , , , , , , , , , , ,	9c(1)(A)			
		(B) Administrative service or other fees		9c(1)(B)			
		(C) Other specific acquisition costs		9c(1)(C)			
		(D) Other expenses		9c(1)(D)			
		(E) Taxes		9c(1)(E)			
		(F) Charges for risks or other contingencies.					
		(G) Other retention charges		9c(1)(G)		1	
		(H) Total retention	_			9c(1)(H)	
		(2) Dividends or retroactive rate refunds. (These	e amounts were paid in	cash, or	credited.)	9c(2)	
	d	Status of policyholder reserves at end of year: (1	) Amount held to provide	benefits after	r retirement	9d(1)	
		(2) Claim reserves				9d(2)	
		(3) Other reserves				9d(3)	
	e	Dividends or retroactive rate refunds due. (Do n	ot include amount entered	l in line <b>9c(2</b> )	.)	. 9e	
		nexperience-rated contracts:					
	-	Total premiums or subscription charges paid to o				10a	1701732
	a	If the carrier, service, or other organization incur retention of the contract or policy, other than rep				10b	

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	X No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

SCHEDULE A Insurance Information			OMB No. 1210-0110				
(Form 5500)						0101	
Department of the Treasury         This schedule is required to be filed under section 104 of the           Internal Revenue Service         Employee Retirement Income Security Act of 1974 (ERISA).					2012		
Department of Labor Employee Benefits Security Admi	nistration	File as an	attachment to Form 55	500.			
Pension Benefit Guaranty Corporation Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).						m is Open to Public Inspection	
For calendar plan year 2012 or fiscal plan year beginning         01/01/2012         and ending         12/31/2012					•		
A Name of plan ALCATEL-LUCENT RETIRE			e-digit number (Pl	N) 🕨	504		
C Plan sponsor's name as ALCATEL-LUCENT USA IN		e 2a of Form 5500		D Emplo 22-340		ation Number (	(EIN)
		ning Insurance Contract Individual contracts grouped as					
1 Coverage Information:							
(a) Name of insurance carri							
KAISER FOUNDATION HE	EALTH PLAN	I OF CO					
<b>(b)</b> EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate n persons covered a policy or contract	at end of	(f)	From	ontract year (g) To
84-0591417	95669	07368	385 0		01/01/20	12	12/31/2012
2 Insurance fee and comm descending order of the a		ation. Enter the total fees and to	tal commissions paid. L	ist in line 3	the agents,	brokers, and o	ther persons in
(a) Total an	nount of com	missions paid		<b>(b)</b> To	tal amount	of fees paid	
		0					0
3 Persons receiving comm	issions and f	ees. (Complete as many entries	s as needed to report all	persons).			
	<b>(a)</b> Name a	and address of the agent, broker	, or other person to who	m commiss	ions or fees	were paid	
(b) Amount of sales and	base	Fe	es and other commissio	ns paid			
commissions paid		(c) Amount		(d) Purpose	9		(e) Organization code

(b) Amount of sales and base	F	Fees and other commissions paid		
commissions paid	(c) Amount	(d) Purpose	(e) Organization code	
For Paperwork Reduction Act Notice	see the instructions for Form 5500. Sche	dule A (Form 5500) 2012		
	v. 120126			

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid		
commissions paid	(c) Amount	(d) Purpose	(e) Organization code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid			
commissions paid	(c) Amount (d) Purpose		(e) Organization code	
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid				

(b) Amount of sales and base	Fees and other commissions paid			
commissions paid	(c) Amount	(d) Purpose	(e) Organization code	

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

Part II		Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such indi	vidual contra	acts with each carrier ma	av be treated	d as a unit for purposes of	
		this report.					
		ent value of plan's interest under this contract in the general account at yea					
		ent value of plan's interest under this contract in separate accounts at year		5			
6 Contracts With Allocated Funds:							
	a State the basis of premium rates						
	h	Dramiuma paid to corrier			<b>6b</b>		
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-		
	d	If the carrier, service, or other organization incurred any specific costs in co					
	ŭ	retention of the contract or policy, enter amount			6d		
		Specify nature of costs					
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu				
	е	Type of contract: (1) individual policies (2) group deferre	ed annully				
		(3) other (specify)					
	£	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan				
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m					
'	a			separate accounts)			
	a			alon guarantee			
		(3) guaranteed investment (4) other	<b>/</b>				
	b	Balance at the end of the previous year					
	C	Additions: (1) Contributions deposited during the year	- (1)				
	-	(2) Dividends and credits					
		(3) Interest credited during the year	- (0)				
		(4) Transferred from separate account					
		(5) Other (specify below)	7c(5)				
		•					
		(6)Total additions			7c(6)		
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d		
	е	Deductions:					
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)				
		(2) Administration charge made by carrier					
		(3) Transferred to separate account					
		(4) Other (specify below)	7e(4)				
		•					
		(5) Total deductions			7e(5)		
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)					

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Pa	art II	Welfare Benefit Contract Informat If more than one contract covers the same gr information may be combined for reporting pu the entire group of such individual contracts	oup of employees of the s urposes if such contracts a	are experienc	ce-rated as a unit. Wh	ere contracts	
8	Bene	efit and contract type (check all applicable boxes)					
	a	Health (other than dental or vision)	<b>b</b> Dental	С	Vision	(	d Life insurance
	еĪ	Temporary disability (accident and sickness)	f Long-term disabilit	y <b>g</b>	Supplemental unemp	oloyment l	<b>h</b> Prescription drug
	iΓ	Stop loss (large deductible)	j X HMO contract	k	PPO contract	·	I Indemnity contract
	m	Other (specify)	•	Ŀ	1		
	···· L						
9	Expe	rience-rated contracts:	_				
	a F	Premiums: (1) Amount received		9a(1)			]
		(2) Increase (decrease) in amount due but unpaid	1	9a(2)			
		(3) Increase (decrease) in unearned premium res	erve	9a(3)			
		(4) Earned ((1) + (2) - (3))				9a(4)	
	b	Benefit charges (1) Claims paid		. ,			
		(2) Increase (decrease) in claim reserves		9b(2)		1	
		(3) Incurred claims (add (1) and (2))				9b(3)	
		(4) Claims charged				. 9b(4)	
	С	Remainder of premium: (1) Retention charges (o	n an accrual basis)	1			_
		(A) Commissions		9c(1)(A)			
		(B) Administrative service or other fees		9c(1)(B)			
		(C) Other specific acquisition costs		9c(1)(C)			
		(D) Other expenses		9c(1)(D)			
		(E) Taxes		9c(1)(E)			_
		(F) Charges for risks or other contingencies.		9c(1)(F)			_
		(G) Other retention charges		9c(1)(G)			
		(H) Total retention	_	_		9c(1)(H)	
		(2) Dividends or retroactive rate refunds. (These	amounts were paid in	cash, or	credited.)	9c(2)	
	d	Status of policyholder reserves at end of year: (1	) Amount held to provide I	benefits after	retirement	9d(1)	
		(2) Claim reserves				9d(2)	
		(3) Other reserves				9d(3)	
	е	Dividends or retroactive rate refunds due. (Do not	ot include amount entered	l in line <b>9c(2)</b>	.)	9e	
10	No	nexperience-rated contracts:					
	а	Total premiums or subscription charges paid to c	arrier			10a	1987526
	b	If the carrier, service, or other organization incurr retention of the contract or policy, other than repo				10b	

Part IV	Provision of Information			
11 Did t	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	×	No
12 If the	answer to line 11 is "Yes," specify the information not provided.			

SCHEDULE	Α	Insuran	ce Informatio	n				
(Form 5500	)					OM	B No. 1210-0110	
Department of the Treas Internal Revenue Serv		This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).					2012	
Department of Labor Employee Benefits Security Ad		File as an	attachment to Form 5	500.				
Pension Benefit Guaranty Co	rporation	<ul> <li>Insurance companies pursuant to</li> </ul>	are required to provide ERISA section 103(a)(2		ion		m is Open to Public Inspection	
For calendar plan year 20	12 or fiscal pla	n year beginning 01/01/2012		and en	ding 12	2/31/2012	•	
A Name of plan ALCATEL-LUCENT RETII	REE WELFAR	E BENEFITS PLAN		B Three plan	e-digit number (P	N) 🕨	504	
C Plan sponsor's name a ALCATEL-LUCENT USA		e 2a of Form 5500		D Emplo 22-340		cation Number (	(EIN)	
		ning Insurance Contract Individual contracts grouped as						
1 Coverage Information:								
(a) Name of insurance ca	rrier							
KAISER FOUNDATION H	HEALTH PLAN	I OF NORTHWEST						
<i>(</i> ) =	(c) NAIC	(d) Contract or	(e) Approximate n			Policy or co	ontract year	
<b>(b)</b> EIN	code	identification number	persons covered a policy or contract		(f)	From	<b>(g)</b> To	
93-0798039	95540	8384		65	01/01/20	)12	12/31/2012	
2 Insurance fee and com descending order of the		ation. Enter the total fees and to	tal commissions paid. L	ist in line 3-	the agents,	brokers, and o	ther persons in	
(a) Total a	amount of com	missions paid		<b>(b)</b> To	tal amount	of fees paid		
		0					0	
3 Persons receiving com	missions and f	ees. (Complete as many entries	as needed to report all	persons).				
	(a) Name a	and address of the agent, broker	, or other person to who	om commiss	ions or fees	were paid		
(b) Amount of sales ar	nd base	Fe	es and other commissic	ons paid				
commissions pa		(c) Amount		(d) Purpose	Э		(e) Organization code	

(b) Amount of sales and base	F	ees and other commissions paid	
commissions paid	(c) Amount	(d) Purpose	(e) Organization code
For Paperwork Reduction Act Notice	e and OMB Control Numbers,	Schedule A (Form 5500) 2012	
			v. 120126

(b) Amount of sales and base	Fees and other commissions paid			
commissions paid	(c) Amount	(d) Purpose	(e) Organization code	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid			
commissions paid	(c) Amount	(d) Purpose	(e) Organization code	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code
(a) Na	me and address of the agent, broke	r, or other person to whom commissions or fees were paid	

(b) Amount of sales and base	Fees and other commissions paid		(e) Organization
commissions paid	(c) Amount	(d) Purpose	code

(b) Amount of sales and base	Fees and other commissions paid		(e) Organization
commissions paid	(c) Amount	(d) Purpose	code

Ρ	art I	Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such indi	vidual contra	acts with each carrier ma	av be treated	d as a unit for purposes of
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			6b	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	£	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year	- (0)			
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

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Part III	Welfare Benefit Contract Informat If more than one contract covers the same gr information may be combined for reporting pu the entire group of such individual contracts	oup of employees of the urposes if such contracts	are experien	ce-rated as a unit. Wh	ere contract	
8 Benef	fit and contract type (check all applicable boxes)					
a 🗌	Health (other than dental or vision)	<b>b</b> Dental	c	Vision		d Life insurance
e ∏	Temporary disability (accident and sickness)	<b>f</b> Long-term disabili		Supplemental unem	nlovment	<b>h</b> Prescription drug
· □					pioyment	
<u>'</u>	Stop loss (large deductible)	j 🕺 HMO contract	ĸ	PPO contract		I Indemnity contract
m	Other (specify)					
Q Expor	ience-rated contracts:					
	remiums: (1) Amount received		9a(1)			4
	2) Increase (decrease) in amount due but unpaid					4
	3) Increase (decrease) in unearned premium res					1
	4) Earned ((1) + (2) - (3))				9a(4)	
- `	Benefit charges (1) Claims paid				1	
	2) Increase (decrease) in claim reserves					1
	3) Incurred claims (add (1) and (2))				9b(3)	
(4	4) Claims charged				9b(4)	
CF	Remainder of premium: (1) Retention charges (o	n an accrual basis)				
	(A) Commissions		9c(1)(A)			1
	(B) Administrative service or other fees		9c(1)(B)			]
	(C) Other specific acquisition costs					
	(D) Other expenses					
	(E) Taxes					
	(F) Charges for risks or other contingencies.					
	(G) Other retention charges		9c(1)(G)		1	
	(H) Total retention	_			9c(1)(H)	
(	(2) Dividends or retroactive rate refunds. (These	amounts were paid ir	n cash, or	credited.)	9c(2)	
d s	Status of policyholder reserves at end of year: (1	) Amount held to provide	benefits afte	r retirement	9d(1)	
(	(2) Claim reserves				9d(2)	
(	(3) Other reserves				9d(3)	
<b>e</b> [	Dividends or retroactive rate refunds due. (Do ne	ot include amount entered	d in line <b>9c(2</b> )	<b>]</b> .)	. 9e	
<b>10</b> Non	experience-rated contracts:					
	Total premiums or subscription charges paid to c				10a	41093
	If the carrier, service, or other organization incurretention of the contract or policy, other than repo				10b	

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	X No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

SCHEDULE		Insuran	ce Informatio	n		ОМ	B No. 1210-0110
(Form 5500	,	This schedule is require	d to be filed under costi	on 101 of th			
Department of the Treasury Internal Revenue ServiceThis schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).					2012		
Department of Labor Employee Benefits Security Adr		File as an	attachment to Form 55	500.			
Pension Benefit Guaranty Corporation       Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).       This I						Form is Open to Public Inspection	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012					ding 12	/31/2012	1
A Name of plan ALCATEL-LUCENT RETIREE WELFARE BENEFITS PLAN				B Three plan	e-digit number (Pl	N) 🕨	504
C Plan sponsor's name as ALCATEL-LUCENT USA I		e 2a of Form 5500		D Emplo 22-340		ation Number (	EIN)
		ning Insurance Contract Individual contracts grouped as					
1 Coverage Information:							
(a) Name of insurance car	rier						
KAISER FOUNDATION H	IEALTH PLAN	OF MIDATLANTIC STATES					
	(c) NAIC	(d) Contract or	(e) Approximate n			Policy or co	ontract year
<b>(b)</b> EIN	code	identification number	persons covered a policy or contract	(†)		From	<b>(g)</b> To
52-0954463	95639	2204	66 01/01		01/01/20	12	12/31/2012
2 Insurance fee and comr descending order of the		ation. Enter the total fees and to	tal commissions paid. L	ist in line 3	the agents,	brokers, and of	ther persons in
(a) Total a	mount of com	missions paid		<b>(b)</b> To	tal amount	of fees paid	
		0					0
3 Persons receiving comr	missions and f	ees. (Complete as many entries	as needed to report all	persons).			
	(a) Name a	and address of the agent, broker	, or other person to who	m commissi	ons or fees	were paid	
(b) Amount of sales an	d base	Fe	es and other commissio	ns paid			
commissions pai		(c) Amount		(d) Purpose	)		(e) Organization code

(b) Amount of sales and base	F		
commissions paid	(c) Amount	(d) Purpose	(e) Organization code
For Paperwork Reduction Act Notice	lule A (Form 5500) 2012		
	v. 120126		

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid				
commissions paid	(c) Amount	(d) Purpose	(e) Organization code		

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid					
commissions paid	(c) Amount	(d) Purpose	(e) Organization code			
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid						

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

Ρ	Part II Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such indiv			acts with each carrier ma	av be treated	d as a unit for purposes of
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			6b	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	£	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year				
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

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Pa	art II	Welfare Benefit Contract Informat					
		If more than one contract covers the same gr information may be combined for reporting pl	oup of employees of the such contracts	same employ	er(s) or members of th	e same emp	bloyee organizations(s), the
		the entire group of such individual contracts					s cover individual employees,
8	Bene	efit and contract type (check all applicable boxes)					
	a	Health (other than dental or vision)	<b>b</b> Dental	с	Vision		d Life insurance
	e	Temporary disability (accident and sickness)	f Long-term disabilit	ty g	Supplemental unemp	oloyment	<b>h</b> Prescription drug
	iΓ	Stop loss (large deductible)	i HMO contract	, c_ k∏	PPO contract		I Indemnity contract
	m [	Other (specify)					
9	Expe	rience-rated contracts:					
	•	Premiums: (1) Amount received		9a(1)			
		(2) Increase (decrease) in amount due but unpaid	ł	9a(2)			
		(3) Increase (decrease) in unearned premium res	erve	9a(3)			
		(4) Earned ((1) + (2) - (3))				9a(4)	
	b	Benefit charges (1) Claims paid		9b(1)			
		(2) Increase (decrease) in claim reserves		9b(2)		_	
		(3) Incurred claims (add (1) and (2))				9b(3)	
		(4) Claims charged				9b(4)	
	С	Remainder of premium: (1) Retention charges (or	n an accrual basis)				
		(A) Commissions		9c(1)(A)			
		(B) Administrative service or other fees		9c(1)(B)			
		(C) Other specific acquisition costs		9c(1)(C)			
		(D) Other expenses		9c(1)(D)			
		(E) Taxes		9c(1)(E)			
		(F) Charges for risks or other contingencies.					
		(G) Other retention charges		9c(1)(G)			
		(H) Total retention	_	_		9c(1)(H)	
		(2) Dividends or retroactive rate refunds. (These				9c(2)	
	d	Status of policyholder reserves at end of year: (1	) Amount held to provide	benefits after	retirement	9d(1)	
		(2) Claim reserves				9d(2)	
		(3) Other reserves				9d(3)	
		Dividends or retroactive rate refunds due. (Do n	ot include amount entered	d in line <b>9c(2)</b>	.)	9e	
10		nexperience-rated contracts:					
	-	Total premiums or subscription charges paid to c				10a	274565
	b	If the carrier, service, or other organization incurr				106	
		retention of the contract or policy, other than repe	orred in Part I, line 2 abov	e, report amo	ount	10b	

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	×N	0
12 If the	answer to line 11 is "Yes," specify the information not provided.			

SCHEDULE A Insurance Information			OMB No. 1210-0110				
(Form 5500) Department of the Treasury This schedule is required to be filed under section 104 of the							
Department of the Treas Internal Revenue Servi			ncome Security Act of 19				2012
Department of Labor         Employee Benefits Security Administration         File as an attachment to Form 5500.							
Pension Benefit Guaranty Co	rporation	<ul> <li>Insurance companies pursuant to</li> </ul>	are required to provide t ERISA section 103(a)(2		on		m is Open to Public Inspection
For calendar plan year 207	12 or fiscal pla	n year beginning 01/01/2012		and end	ing 12	/31/2012	
A Name of plan ALCATEL-LUCENT RETIR	REE WELFAR	E BENEFITS PLAN		B Three- plan n	-digit number (Pl	N) 🕨	504
C Plan sponsor's name as shown on line 2a of Form 5500       D Employer Identification Number (EIN 22-3408857         ALCATEL-LUCENT USA INC.       22-3408857					(EIN)		
		ning Insurance Contract Individual contracts grouped as					
1 Coverage Information:							
(a) Name of insurance ca	rrier						
KAISER FOUNDATION H	HEALTH PLAN	NOF GA					
	(c) NAIC	(d) Contract or	(e) Approximate n			Policy or co	ontract year
<b>(b)</b> EIN	code	identification number	persons covered a policy or contract		(f)	From	<b>(g)</b> To
58-1592076	96237	2081	117 01/01/		01/01/20	12	12/31/2012
2 Insurance fee and comp descending order of the		ation. Enter the total fees and to	tal commissions paid. L	ist in line 3 th	ne agents,	brokers, and o	ther persons in
<b>(a)</b> Total a	amount of com	missions paid		<b>(b)</b> Tota	al amount	of fees paid	
		0					0
3 Persons receiving com	missions and f	fees. (Complete as many entrie	s as needed to report all	persons).			
	<b>(a)</b> Name a	and address of the agent, broke	r, or other person to who	m commissio	ons or fees	were paid	
(b) Amount of sales ar	nd base	Fe	es and other commissio	ns paid			
commissions pai		(c) Amount		(d) Purpose			(e) Organization code

(b) Amount of sales and base	F		
commissions paid	(c) Amount	(d) Purpose	(e) Organization code
For Paperwork Reduction Act Notice	nedule A (Form 5500) 2012		
	v. 120126		

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid						
commissions paid	(c) Amount	(d) Purpose	(e) Organization code				
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid							

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

Ρ	Part II Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such indivi		vidual contra	acts with each carrier ma	av be treated	d as a unit for purposes of
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			<b>6b</b>	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	£	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year	- (0)			
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

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Pa	art II	Welfare Benefit Contract Informat If more than one contract covers the same gr information may be combined for reporting p the entire group of such individual contracts	oup of employees of the s urposes if such contracts a	are experienc	ce-rated as a unit. Wh	ere contract	
8	Bene	fit and contract type (check all applicable boxes)					
	а	Health (other than dental or vision)	<b>b</b> Dental	С	Vision		<b>d</b> Life insurance
	е	Temporary disability (accident and sickness)	f Long-term disabilit	y <b>g</b>	Supplemental unemp	ployment	h Prescription drug
	iΓ	Stop loss (large deductible)	j 🛛 HMO contract	k	PPO contract		I Indemnity contract
	m	Other (specify)			-		
	L						
9	Expe	rience-rated contracts:	-				
	a F	Premiums: (1) Amount received		9a(1)			
		(2) Increase (decrease) in amount due but unpaid					4
		(3) Increase (decrease) in unearned premium res	-			<b>I</b>	
	-	(4) Earned ((1) + (2) - (3))	Г			9a(4)	
		Benefit charges (1) Claims paid		. ,			4
		(2) Increase (decrease) in claim reserves	L			05/2)	
		(3) Incurred claims (add <b>(1)</b> and <b>(2)</b> )				9b(3)	
		(4) Claims charged				9b(4)	
	С	Remainder of premium: (1) Retention charges (o (A) Commissions	· · · · ·	9c(1)(A)			4
		(B) Administrative service or other fees	•	9c(1)(A)			4
		(C) Other specific acquisition costs	•	9c(1)(C)			1
		(D) Other expenses	•	9c(1)(D)			-
		(E) Taxes	ľ	9c(1)(E)			1
		(F) Charges for risks or other contingencies.	•	9c(1)(F)			1
		(G) Other retention charges					1
		(H) Total retention	-			9c(1)(H)	
		(2) Dividends or retroactive rate refunds. (These	amounts were paid in	cash, or	credited.)	9c(2)	
	d	Status of policyholder reserves at end of year: (1	) Amount held to provide I	penefits after	retirement	9d(1)	
		(2) Claim reserves				9d(2)	
		(3) Other reserves				9d(3)	
	е	Dividends or retroactive rate refunds due. (Do n	ot include amount entered	in line <b>9c(2)</b>	.)	9e	
10	) Noi	nexperience-rated contracts:					
	а	Total premiums or subscription charges paid to c	arrier			10a	1032690
	b	If the carrier, service, or other organization incurr				405	
		retention of the contract or policy, other than repe	orted in Part I, line 2 above	e, report amo	ount	10b	

Part IV	Provision of Information				
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	X	No	
12 If the	answer to line 11 is "Yes," specify the information not provided.				

SCHEDULE				ОМ	OMB No. 1210-0110		
(Form 5500 Department of the Treas	,	This schedule is require	d to be filed under section	on 104 of th	<b>e</b>		
Internal Revenue Serv	ice		ncome Security Act of 19				2012
Department of Labo Employee Benefits Security Ad		File as an attachment to Form 5500.					
Pension Benefit Guaranty Co	prporation	<ul> <li>Insurance companies pursuant to</li> </ul>	are required to provide t ERISA section 103(a)(2)		ion		m is Open to Public Inspection
For calendar plan year 20	12 or fiscal pla	n year beginning 01/01/2012		and en	ding 12	/31/2012	1
A Name of plan ALCATEL-LUCENT RETII	REE WELFAR	E BENEFITS PLAN		B Three plan	e-digit number (Pl	N) 🕨	504
0							
C Plan sponsor's name as shown on line 2a of Form 5500       D Employer Identification Num 22-3408857         ALCATEL-LUCENT USA INC.       22-3408857			ation Number (	EIN)			
Part I Information	on Concerr	ning Insurance Contract	Coverage, Fees, a	and Com	nissions	Provide inform	nation for each contract
		Individual contracts grouped as					
1 Coverage Information:							
(a) Name of insurance ca	rrier						
KAISER FOUNDATION	HEALTH PLAN	I OF HI					
<b>(b)</b> EIN	(c) NAIC	(d) Contract or	(e) Approximate n persons covered a			Policy or co	ontract year
	code	identification number	policy or contrac		(f)	From	<b>(g)</b> To
94-1340523	60053	639		13	01/01/20	12	12/31/2012
2 Insurance fee and com descending order of the		ation. Enter the total fees and to	tal commissions paid. L	ist in line 3	the agents,	brokers, and of	ther persons in
(a) Total a	amount of com	missions paid		<b>(b)</b> To	tal amount	of fees paid	
		0					0
3 Persons receiving com	missions and f	ees. (Complete as many entries	s as needed to report all	persons).			
	<b>(a)</b> Name a	and address of the agent, broker	, or other person to who	m commiss	ons or fees	were paid	
(b) Amount of sales ar	nd base	Fe	es and other commissio	ns paid			
commissions pa		(c) Amount		(d) Purpose	9		(e) Organization code

(b) Amount of sales and base	F			
commissions paid	(c) Amount	(d) Purpose	(e) Organizatio	
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.			Schedu	le A (Form 5500) 2012
				v. 120126

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid				
commissions paid	(c) Amount	(d) Purpose	(e) Organization code		

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization		
commissions paid	(c) Amount	(d) Purpose	code	
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid				

(b) Amount of sales and base	Fees and other commissions paid			
commissions paid	(c) Amount	(d) Purpose	(e) Organization code	

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

Ρ	Part II Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of					
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			6b	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	£	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year	- (0)			
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

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Part III	Welfare Benefit Contract Information If more than one contract covers the same g information may be combined for reporting p the entire group of such individual contracts	roup of employees of the urposes if such contracts	are experien	ce-rated as a unit. Wh	ere contract	
8 Benefit	and contract type (check all applicable boxes)					
a∏∣	Health (other than dental or vision)	<b>b</b> Dental	с	Vision		d Life insurance
	Temporary disability (accident and sickness)	f Long-term disabili		Supplemental unem	olovment	<b>h</b> Prescription drug
					bioyment	
<u> </u>	Stop loss (large deductible)	j X HMO contract	ĸ	PPO contract		I Indemnity contract
m	Other (specify)					
9 Experie	ence-rated contracts:					
	emiums: (1) Amount received		9a(1)			1
(2)	) Increase (decrease) in amount due but unpai	d	. 9a(2)			]
(3)	) Increase (decrease) in unearned premium res	serve	9a(3)			]
(4)	) Earned ( <b>(1) + (2) - (3)</b> )				9a(4)	
<b>b</b> Be	enefit charges (1) Claims paid		. 9b(1)			
(2)	) Increase (decrease) in claim reserves		. 9b(2)			
(3)	) Incurred claims (add <b>(1)</b> and <b>(2)</b> )				9b(3)	
(4)	) Claims charged				9b(4)	
C R	emainder of premium: (1) Retention charges (o	on an accrual basis)		•		
	(A) Commissions		9c(1)(A)			_
	(B) Administrative service or other fees		9c(1)(B)			_
	(C) Other specific acquisition costs					
	(D) Other expenses					_
	(E) Taxes					_
	(F) Charges for risks or other contingencies.					_
	(G) Other retention charges		9c(1)(G)		1	
	(H) Total retention	_			9c(1)(H)	
(2	P) Dividends or retroactive rate refunds. (These	e amounts were paid ir	n cash, or	credited.)	9c(2)	
<b>d</b> St	tatus of policyholder reserves at end of year: (1	) Amount held to provide	benefits afte	r retirement	9d(1)	
(2	?) Claim reserves				9d(2)	
(3	3) Other reserves				9d(3)	
e Di	ividends or retroactive rate refunds due. (Do n	ot include amount entered	d in line <b>9c(2</b> )	<b>]</b> .)	9e	
10 None	xperience-rated contracts:				F	
<b>a</b> To	otal premiums or subscription charges paid to o	carrier			10a	80195
	the carrier, service, or other organization incur tention of the contract or policy, other than rep				10b	

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	× No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

	1					
SCHEDULE A	Insura	nce Informatio	n		OM	B No. 1210-0110
(Form 5500)						B NO. 1210-0110
Department of the Treasury Internal Revenue Service		This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).				2012
Department of Labor Employee Benefits Security Administration	File as ar	n attachment to Form 55	500.			
Pension Benefit Guaranty Corporation		<ul> <li>Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</li> </ul>				m is Open to Public Inspection
For calendar plan year 2012 or fisca	plan year beginning 01/01/201	2	and end	ding 12	/31/2012	
A Name of plan ALCATEL-LUCENT RETIREE WELFARE BENEFITS PLAN B Three-digit plan number (PN) ▶				N) 🕨	504	
C Plan sponsor's name as shown on line 2a of Form 5500       D Employer Identification Number (E         ALCATEL-LUCENT USA INC.       22-3408857				(EIN)		
	erning Insurance Contrac					
(a) Name of insurance carrier KAISER FOUNDATION HEALTH F	LAN OF NO. CA					
(c) NA	IC (d) Contract or	(e) Approximate n	-		Policy or co	ontract year
(b) EIN code		persons covered a policy or contract		(f)	From	<b>(g)</b> To
94-1340523 00000	35147	5	37	01/01/20	)12	12/31/2012
2 Insurance fee and commission in descending order of the amount p		otal commissions paid. L	ist in line 3 t	he agents,	brokers, and o	ther persons in
(a) Total amount of	commissions paid		<b>(b)</b> To	tal amount	of fees paid	
	0					0
3 Persons receiving commissions	nd fees. (Complete as many entrie	es as needed to report all	persons).			
(a) Na	me and address of the agent, broke	er, or other person to who	m commissi	ons or fees	were paid	
(b) Amount of sales and base	F	ees and other commissio	ns paid			
commissions paid	(c) Amount		(d) Purpose	•		(e) Organization code

(b) Amount of sales and base	F			
commissions paid				
For Paperwork Reduction Act Notice	Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. Sche			
		v. 120126		

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization		
commissions paid	(c) Amount	(d) Purpose	code	
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid				

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

Ρ	art I	Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such indi	vidual contra	acts with each carrier ma	av be treated	d as a unit for purposes of
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			6b	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	£	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year	- (0)			
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

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information may be combined for reporting purposes if s	ployees of the same employer(s) or members of the same employee organizations(s), the uch contracts are experience-rated as a unit. Where contracts cover individual employees, arrier may be treated as a unit for purposes of this report.
8 Benefit and contract type (check all applicable boxes)	
<b>a</b> Health (other than dental or vision) <b>b</b> Der	tal <b>C</b> Vision <b>d</b> Life insurance
	g-term disability $\mathbf{g} \square$ Supplemental unemployment $\mathbf{h} \square$ Prescription drug
i 📋 Stop loss (large deductible) j 🛛 HM0	D contract <b>k</b> PPO contract <b>I</b> Indemnity contract
m _ Other (specify) ►	
9 Experience-rated contracts:	
a Premiums: (1) Amount received	
(2) Increase (decrease) in amount due but unpaid	
(3) Increase (decrease) in unearned premium reserve	
(4) Earned ((1) + (2) - (3))	
<b>b</b> Benefit charges (1) Claims paid	
(2) Increase (decrease) in claim reserves	
(3) Incurred claims (add <b>(1)</b> and <b>(2)</b> )	
(4) Claims charged	
C Remainder of premium: (1) Retention charges (on an accrua	al basis)
(A) Commissions	
(B) Administrative service or other fees	
(C) Other specific acquisition costs	
(D) Other expenses	
(E) Taxes	
(F) Charges for risks or other contingencies	
(G) Other retention charges	
(H) Total retention	<u>9c(1)(H)</u>
(2) Dividends or retroactive rate refunds. (These amounts v	vere paid in cash, or credited.) 9c(2)
<b>d</b> Status of policyholder reserves at end of year: (1) Amount h	eld to provide benefits after retirement
(2) Claim reserves	
(3) Other reserves	
<b>e</b> Dividends or retroactive rate refunds due. (Do not include a	mount entered in line 9c(2).)
10 Nonexperience-rated contracts:	
a Total premiums or subscription charges paid to carrier	<b>10a</b> 3764901
<b>b</b> If the carrier, service, or other organization incurred any speretention of the contract or policy, other than reported in Par	

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	× No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

SCHEDULE	A	Insurance Information			OM	IB No. 1210-0110	
(Form 5500	))						
Department of the Treas Internal Revenue Serv	rice	This schedule is required Employee Retirement Inc					2012
Department of Labo Employee Benefits Security Ad		File as an at	ttachment to Form 55	00.			
Pension Benefit Guaranty Co	prporation	<ul> <li>Insurance companies a pursuant to E</li> </ul>	re required to provide t RISA section 103(a)(2)		ion	This For	m is Open to Public Inspection
For calendar plan year 20	12 or fiscal plai	n year beginning 01/01/2012		and en	ding 12	/31/2012	
A Name of plan ALCATEL-LUCENT RETI	REE WELFARI	E BENEFITS PLAN		B Three plan	ə-digit number (Pl	N) 🕨	504
C Plan sponsor's name a ALCATEL-LUCENT USA		e 2a of Form 5500		D Emplo 22-340	•	ation Number (	(EIN)
		ning Insurance Contract C Individual contracts grouped as a					
<b>1</b> Coverage Information:							
(a) Name of insurance ca HORIZON BCBS OF NJ	rrier						
	(c) NAIC	(d) Contract or	(e) Approximate n			Policy or co	ontract year
(b) EIN	code	identification number	persons covered a policy or contract		(f)	From	<b>(g)</b> To
22-0999690	55069	77087	24	45	01/01/20	12	12/31/2012
2 Insurance fee and com descending order of the		ation. Enter the total fees and tota	al commissions paid. L	ist in line 3	the agents,	brokers, and o	ther persons in
(a) Total a	amount of com	missions paid		<b>(b)</b> To	tal amount	of fees paid	
		0					0
3 Persons receiving com	missions and f	ees. (Complete as many entries a	as needed to report all	persons).			
	(a) Name a	and address of the agent, broker, o	or other person to who	m commiss	ons or fees	were paid	
(b) Amount of sales ar	nd base	Fee	s and other commissio	ns paid			
commissions pa		(c) Amount		(d) Purpose	9		(e) Organization code

(b) Amount of sales and base	F		
commissions paid	(c) Amount	(d) Purpose	(e) Organization code
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.			Schedule A (Form 5500) 2012
			v. 120126

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code
(a) Na	me and address of the agent, broke	r, or other person to whom commissions or fees were paid	

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

Ρ	art I		t II Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of						
		this report.							
		ent value of plan's interest under this contract in the general account at yea							
		ent value of plan's interest under this contract in separate accounts at year	end		5				
6		tracts With Allocated Funds:							
	а	State the basis of premium rates							
	h	Dramiuma paid to corrier			6b				
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-				
	d	If the carrier, service, or other organization incurred any specific costs in co							
	ŭ	retention of the contract or policy, enter amount			6d				
		Specify nature of costs							
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu						
	е	Type of contract: (1) individual policies (2) group deferre	ed annully						
		(3) other (specify)							
	£	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan						
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m							
'	a			separate accounts)					
	a			alon guarantee					
		(3) guaranteed investment (4) other	<b>/</b>						
	b	Balance at the end of the previous year							
	C	Additions: (1) Contributions deposited during the year	- (1)						
	-	(2) Dividends and credits							
		(3) Interest credited during the year	- (0)						
		(4) Transferred from separate account							
		(5) Other (specify below)	7c(5)						
		•							
		(6)Total additions			7c(6)				
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d				
	е	Deductions:							
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)						
		(2) Administration charge made by carrier							
		(3) Transferred to separate account							
		(4) Other (specify below)	7e(4)						
		•							
		(5) Total deductions			7e(5)				
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)							

Page 4	1
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information may be com	ct covers the same gr	oup of employees of the	are experien	ce-rated as a unit. Wh	ere contracts	oyee organizations(s), the cover individual employees,
8 Benefit and contract type (check	all applicable boxes)					
<b>a</b> Health (other than dental of	or vision)	<b>b</b> Dental	c	Vision	d	Life insurance
e Temporary disability (acci		f Long-term disabi		Supplemental unem	nlovment <b>h</b>	Prescription drug
			_			
i Stop loss (large deductible	9)	j X HMO contract	ĸ	PPO contract		Indemnity contract
m _ Other (specify) ►						
9 Experience-rated contracts:						
a Premiums: (1) Amount receiv	ved		. 9a(1)			
(2) Increase (decrease) in a						
(3) Increase (decrease) in u	•					
(4) Earned ((1) + (2) - (3))	•				9a(4)	
<b>b</b> Benefit charges (1) Claims	paid					
(2) Increase (decrease) in cl	aim reserves					
(3) Incurred claims (add (1)	and <b>(2)</b> )				. 9b(3)	
(4) Claims charged					. 9b(4)	
<b>C</b> Remainder of premium: (1)	Retention charges (o	n an accrual basis)				
(A) Commissions						
(B) Administrative servio	ce or other fees					
(C) Other specific acqui	sition costs					
(D) Other expenses						
	-					
	-		-			
( )			_		9c(1)(H)	
(2) Dividends or retroactive						
<b>d</b> Status of policyholder reser	• •					
(2) Claim reserves					. 9d(2)	
(3) Other reserves					. 9d(3)	
e Dividends or retroactive rate		ot include amount entere	ed in line <b>9c(2</b> )	.)	. 9e	
10 Nonexperience-rated contracts						
a Total premiums or subscrip	0 1				. 10a	1597529
<b>b</b> If the carrier, service, or oth retention of the contract or p					10b	

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	× No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

	_						
SCHEDULE		Insuranc	e Informatio	n		OM	IB No. 1210-0110
(Form 5500 Department of the Treas		This schedule is required	to be filed under section	on 104 of th	٩		
Internal Revenue Serv	ice	Employee Retirement Inc					2012
Department of Labo Employee Benefits Security Ad		File as an at	tachment to Form 55	600.			
Pension Benefit Guaranty Co	rporation		nies are required to provide the information t to ERISA section 103(a)(2).				m is Open to Public Inspection
For calendar plan year 20	12 or fiscal pla	n year beginning 01/01/2012	2 and ending 12/31/201			/31/2012	
A Name of plan ALCATEL-LUCENT RETII	REE WELFAR	E BENEFITS PLAN			e-digit number (Pl	N) 🕨	504
C Plan sponsor's name a ALCATEL-LUCENT USA		e 2a of Form 5500		D Emplo 22-340	-	ation Number (	(EIN)
Part I Information	on Concerr e Schedule A.	ning Insurance Contract C Individual contracts grouped as a	overage, Fees, a unit in Parts II and III	and Com	missions	Provide inform	nation for each contract A.
<b>1</b> Coverage Information:							
(a) Name of insurance ca	rrier						
UHC OF CALIFORNIA H	MO	<b>.</b>	F				
<b>(b)</b> EIN	(c) NAIC	(d) Contract or	<ul> <li>(e) Approximate no persons covered a</li> </ul>			,	ontract year
	code	identification number	policy or contract		(†)	From	<b>(g)</b> To
95-2931460	00000	142111	2:	25	01/01/20	)12	12/31/2012
2 Insurance fee and com descending order of the		ation. Enter the total fees and tota	l commissions paid. L	ist in line 3	the agents,	brokers, and o	ther persons in
(a) Total a	amount of com			<b>(b)</b> To	otal amount	of fees paid	
		0					0
3 Persons receiving com		ees. (Complete as many entries a					
	<b>(a)</b> Name a	and address of the agent, broker, o	or other person to who	m commiss	ions or fees	were paid	
(b) Amount of sales ar	nd base	Fees	s and other commissio	ns paid			-
commissions pa		(c) Amount		(d) Purpose	Э		(e) Organization code
	(a) Name a	and address of the agent, broker, c	or other person to who	m commiss	ions or fees	were paid	

(b) Amount of sales and base	F		
commissions paid	(c) Amount	(d) Purpose	(e) Organization code
For Paperwork Reduction Act Notice	e and OMB Control Numbers,	see the instructions for Form 5500.	Schedule A (Form 5500) 2012
			v. 120126

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code
(a) Na	me and address of the agent, broke	r, or other person to whom commissions or fees were paid	

(b) Amount of sales and base	Fees and other commissions paid			
commissions paid	(c) Amount	(d) Purpose	(e) Organization code	

(b) Amount of sales and base		(e) Organization	
	(c) Amount	(d) Purpose	code

Ρ	art II Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of					
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			<b>6b</b>	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	f	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year	- (0)			
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

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Part III         Welfare Benefit Contract Inform           If more than one contract covers the same information may be combined for reporting the entire group of such individual contract	group of employees of the purposes if such contracts	are experien	ce-rated as a unit. Wh	ere contracts	
8 Benefit and contract type (check all applicable boxe	es)				
<b>a</b> Health (other than dental or vision)	<b>b</b> Dental	c	Vision		<b>d</b> Life insurance
e Temporary disability (accident and sickness)			Supplemental unem	olovment	<b>h</b> Prescription drug
		_		Joyment	
i Stop loss (large deductible)	j 🕺 HMO contract	ĸ	PPO contract		I Indemnity contract
m ∐ Other (specify) ►					
9 Experience-rated contracts:					
a Premiums: (1) Amount received		. 9a(1)			1
(2) Increase (decrease) in amount due but unp					
(3) Increase (decrease) in unearned premium r					1
(4) Earned ((1) + (2) - (3))		· · · ·		9a(4)	
<b>b</b> Benefit charges (1) Claims paid		. 9b(1)			
(2) Increase (decrease) in claim reserves					1
(3) Incurred claims (add (1) and (2))				9b(3)	
(4) Claims charged				9b(4)	
C Remainder of premium: (1) Retention charges	(on an accrual basis)				
(A) Commissions		. 9c(1)(A)			
(B) Administrative service or other fees					<u>_</u>
(C) Other specific acquisition costs					_
(D) Other expenses					_
(E) Taxes					_
(F) Charges for risks or other contingencie					-
(G) Other retention charges		. 9c(1)(G)			+
(H) Total retention	_	_		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (The	se amounts were paid in	n cash, or	credited.)	9c(2)	
<b>d</b> Status of policyholder reserves at end of year:	(1) Amount held to provide	benefits after	r retirement	9d(1)	
(2) Claim reserves				9d(2)	
(3) Other reserves				9d(3)	
e Dividends or retroactive rate refunds due. (Do	not include amount entere	d in line <b>9c(2</b> )	.)	9e	
<b>10</b> Nonexperience-rated contracts:					
a Total premiums or subscription charges paid to				10a	1271256
<b>b</b> If the carrier, service, or other organization incretention of the contract or policy, other than re-				. 10b	

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	× No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

SCHEDULE	•	Incurat	no Informatio	n			
(Form 5500		Insurance Information				OM	IB No. 1210-0110
Department of the Treas Internal Revenue Serv	sury	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).					2012
Department of Labo Employee Benefits Security Ad		File as an	attachment to Form 55	500.			-
Pension Benefit Guaranty Co	orporation	$\mathbf{D}$			m is Open to Public		
For calendar plan year 20	12 or fiscal pla	an year beginning 01/01/2012		and en	ding 12	/31/2012	
A Name of plan ALCATEL-LUCENT RETII	REE WELFAF	RE BENEFITS PLAN		B Three plan	e-digit number (Pl	N) 🕨	504
C Plan sponsor's name a ALCATEL-LUCENT USA		ne 2a of Form 5500		D Emplo 22-340	•	cation Number	(EIN)
		ning Insurance Contract					
1 Coverage Information:		÷ .					
(a) Name of insurance ca PARTNERS NATL. HEAI		DF NC INC.					
	(c) NAIC	(d) Contract or	(e) Approximate n			Policy or c	ontract year
(b) EIN	code	identification number	persons covered a policy or contract		(f)	From	<b>(g)</b> To
56-0894904	95300	011453	8	84	01/01/20	)12	12/31/2012
2 Insurance fee and com descending order of the		nation. Enter the total fees and to	otal commissions paid. L	ist in line 3.	the agents,	brokers, and o	ther persons in
(a) Total a	amount of cor	nmissions paid		<b>(b)</b> To	tal amount	of fees paid	
		0					0
3 Persons receiving com	missions and	fees. (Complete as many entrie	s as needed to report all	persons).			
	<b>(a)</b> Name	and address of the agent, broke	r, or other person to who	m commiss	ions or fees	were paid	
(b) Amount of sales ar	nd base	Fe	ees and other commissio	ns paid			
commissions pa		(c) Amount		(d) Purpose	e		(e) Organization code

(b) Amount of sales and base	F		
commissions paid	(c) Amount	(d) Purpose	(e) Organization code
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. Sched			Schedule A (Form 5500) 2012
			v. 120126

<b>(b)</b> Amount of sales and base commissions paid		(e) Organization	
	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization		
	(c) Amount	(d) Purpose	code		
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid					

(b) Amount of sales and base commissions paid		(e) Organization	
	(c) Amount	(d) Purpose	code

(b) Amount of sales and base commissions paid		(e) Organization					
	(c) Amount	(d) Purpose	code				
Part II		t II Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a					
---------	---	--	---------------	----------------	-------	--	--
		this report.					
		ent value of plan's interest under this contract in the general account at yea					
	Current value of plan's interest under this contract in separate accounts at year end						
6		tracts With Allocated Funds:					
	a State the basis of premium rates						
	h	Dramiuma paid to corrier			6b		
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-		
	d	If the carrier, service, or other organization incurred any specific costs in co					
	ŭ	retention of the contract or policy, enter amount			6d		
		Specify nature of costs					
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu				
	е	Type of contract: (1) individual policies (2) group deferre	ed annully				
		(3) other (specify)					
	f	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan				
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m					
'	a			tion guarantee			
	a			alon guarantee			
		(3) guaranteed investment (4) other	<b>/</b>				
	b	Balance at the end of the previous year					
	C	Additions: (1) Contributions deposited during the year	- (1)				
	-	(2) Dividends and credits					
		(3) Interest credited during the year					
		(4) Transferred from separate account					
		(5) Other (specify below)	7c(5)				
		•					
		(6)Total additions			7c(6)		
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d		
	е	Deductions:					
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)				
		(2) Administration charge made by carrier					
		(3) Transferred to separate account					
		(4) Other (specify below)	7e(4)				
		•					
		(5) Total deductions			7e(5)		
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)					

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If more than information	Benefit Contract Informa one contract covers the same g may be combined for reporting p oup of such individual contracts	roup of employees of the urposes if such contracts	are experien	ce-rated as a unit. Wh	ere contracts	
8 Benefit and contract	type (check all applicable boxes)	)				
a Health (other	than dental or vision)	<b>b</b> Dental	с	Vision	(	d Life insurance
	ability (accident and sickness)	f Long-term disabili		Supplemental unem		h Prescription drug
					pioyment	
i 🔄 Stop loss (larç	· · ·	j X HMO contract	ĸ	PPO contract		I Indemnity contract
<b>m</b> Other (specify	) 🕨					
9 Experience-rated cor	tracte:					
	macts. nount received		9a(1)			-
( )	crease) in amount due but unpai					-
()	crease) in unearned premium res					
	+ (2) - (3))				9a(4)	
	(1) Claims paid					
0	crease) in claim reserves					-
	ms (add <b>(1)</b> and <b>(2)</b> )				. 9b(3)	
(4) Claims charg	jed				9b(4)	
C Remainder of p	remium: (1) Retention charges (	on an accrual basis)				
(A) Commis	sions		9c(1)(A)			
(B) Adminis	trative service or other fees		9c(1)(B)			]
(C) Other sp	pecific acquisition costs					
(D) Other ea	kpenses					
(E) Taxes						
(F) Charges	for risks or other contingencies.					
(G) Other re	etention charges		9c(1)(G)			
(H) Total re	ention	<u></u>	······ <u></u> ·		9c(1)(H)	
(2) Dividends o	retroactive rate refunds. (These	e amounts were 🔤 paid ir	n cash, or	credited.)	9c(2)	
d Status of policy	holder reserves at end of year: (*	1) Amount held to provide	benefits afte	r retirement	. 9d(1)	
(2) Claim reserv	/es				. 9d(2)	
(3) Other reserv	/es				. 9d(3)	
e Dividends or re	roactive rate refunds due. (Do n	ot include amount entere	d in line <b>9c(2</b> )	<b>)</b> .)	. 9e	
10 Nonexperience-rate	ed contracts:					
	or subscription charges paid to				. 10a	3183329
	rvice, or other organization incur contract or policy, other than rep				. 10b	

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	X No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

SCHEDULI	EA	Insuranc	e Information	n				
(Form 550	0)					C	DMB No. 1210-0110	
Department of the Trea Internal Revenue Set	asury	This schedule is required Employee Retirement Inc					2012	
	Department of Labor         Employee Benefits Security Administration         File as an attachment to Form 5500.							
Pension Benefit Guaranty C	Pension Benefit Guaranty Corporation         Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).				This F	orm is Open to Public Inspection		
For calendar plan year 20	012 or fiscal plar	n year beginning 01/01/2012		and en	ding 12	/31/2012	-	
A Name of plan ALCATEL-LUCENT RET			e-digit number (Pl	N) 🕨	504			
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 ALCATEL-LUCENT USA INC.				D Emplo 22-340	•	ation Numbe	r (EIN)	
		ing Insurance Contract C Individual contracts grouped as a						
1 Coverage Information								
(a) Name of insurance c	arrier							
UHC OF OKLAHOMA H	IMO		1					
<b>(b)</b> EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate nu persons covered a policy or contrac	at end of	(f)	Policy or From	contract year (g) To	
33-0115166	96903	008102	160 01/0		01/01/20	)12	12/31/2012	
2 Insurance fee and con descending order of th		ation. Enter the total fees and tota	I commissions paid. L	ist in line 3	the agents,	brokers, and	other persons in	
<b>(a)</b> Total	amount of com	missions paid		<b>(b)</b> To	otal amount	of fees paid		
		0					0	
3 Persons receiving cor		ees. (Complete as many entries a	•					
	(a) Name a	nd address of the agent, broker, o	or other person to who	m commiss	ions or fees	were paid		
(b) Amount of sales a	and base	Fees	s and other commission	ns paid				
commissions p	aid	(c) Amount		(d) Purpose	9		(e) Organization code	
	<b>(a)</b> Name a	nd address of the agent, broker, o	or other person to who	m commiss	ions or fees	were paid		

(b) Amount of sales and base	F			
commissions paid	(c) Amount	(d) Purpose	(e) Organization code	
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. Sched			dule A (Form 5500) 2012	

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid		
commissions paid	(c) Amount	(d) Purpose	(e) Organization code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid				
commissions paid	(c) Amount	(d) Purpose	(e) Organization code		
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid					

(b) Amount of sales and base	Fees and other commissions paid			
commissions paid	(c) Amount	(d) Purpose	(e) Organization code	

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

Part II		t II Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a					
		this report.					
		ent value of plan's interest under this contract in the general account at yea					
	Current value of plan's interest under this contract in separate accounts at year end						
6		tracts With Allocated Funds:					
	a State the basis of premium rates						
	h	Dramiuma paid to corrier			6b		
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-		
	d	If the carrier, service, or other organization incurred any specific costs in co					
	ŭ	retention of the contract or policy, enter amount			6d		
		Specify nature of costs					
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu				
	е	Type of contract: (1) individual policies (2) group deferre	ed annully				
		(3) other (specify)					
	£	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan				
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m					
'	a			separate accounts)			
	a			alon guarantee			
		(3) guaranteed investment (4) other	<b>/</b>				
	b	Balance at the end of the previous year					
	C	Additions: (1) Contributions deposited during the year	- (1)				
	-	(2) Dividends and credits					
		(3) Interest credited during the year					
		(4) Transferred from separate account					
		(5) Other (specify below)	7c(5)				
		•					
		(6)Total additions			7c(6)		
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d		
	е	Deductions:					
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)				
		(2) Administration charge made by carrier					
		(3) Transferred to separate account					
		(4) Other (specify below)	7e(4)				
		•					
		(5) Total deductions			7e(5)		
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)					

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Part III	Welfare Benefit Contract Informat If more than one contract covers the same guinformation may be combined for reporting p the entire group of such individual contracts	roup of employees of the urposes if such contracts	are experien	ce-rated as a unit. Wh	ere contract	
8 Benefit	and contract type (check all applicable boxes)					
a∏⊦	Health (other than dental or vision)	<b>b</b> Dental	c	Vision		d Life insurance
	Temporary disability (accident and sickness)	f Long-term disabili		Supplemental unem	olovment	<b>h</b> Prescription drug
					ploymont	
	Stop loss (large deductible)	j X HMO contract	ĸ	PPO contract		I Indemnity contract
m	Other (specify)					
Q Exporio	nce-rated contracts:					
	miums: (1) Amount received		9a(1)			4
	Increase (decrease) in amount due but unpai					1
. ,	Increase (decrease) in amount due but unpai					4
( )	Earned ((1) + (2) - (3))				9a(4)	
,	enefit charges (1) Claims paid					
	Increase (decrease) in claim reserves					1
( )	Incurred claims (add (1) and (2))				9b(3)	
(4)	Claims charged				9b(4)	
C Re	emainder of premium: (1) Retention charges (c	on an accrual basis)				
	(A) Commissions		9c(1)(A)			]
	(B) Administrative service or other fees		9c(1)(B)			]
	(C) Other specific acquisition costs					
	(D) Other expenses					
	(E) Taxes					
	(F) Charges for risks or other contingencies.					_
	(G) Other retention charges		9c(1)(G)		1	
	(H) Total retention	_			9c(1)(H)	
(2	) Dividends or retroactive rate refunds. (These	e amounts were paid ir	n cash, or	credited.)	9c(2)	
<b>d</b> St	atus of policyholder reserves at end of year: (1	) Amount held to provide	benefits afte	r retirement	9d(1)	
(2	) Claim reserves				9d(2)	
(3	) Other reserves				9d(3)	
e Di	vidends or retroactive rate refunds due. (Do n	ot include amount entered	d in line <b>9c(2</b> )	<b>]</b> .)	9e	
10 None:	xperience-rated contracts:					
	otal premiums or subscription charges paid to o				10a	729121
	the carrier, service, or other organization incur tention of the contract or policy, other than rep				10b	

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	X No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

SCHEDULE		Insuranc	e Informatio	n		OM	1B No. 1210-0110
(Form 5500	-	This sales date is a solit of	te ha Chadaa daa aa d		_		
Department of the Treas Internal Revenue Servi	ice	This schedule is required Employee Retirement Inco					2012
Department of Labor Employee Benefits Security Ad		File as an at	tachment to Form 55	600.			
Pension Benefit Guaranty Co	rporation	<ul> <li>Insurance companies ar pursuant to EF</li> </ul>	e required to provide t RISA section 103(a)(2)		ion	This For	m is Open to Public
For calendar plan year 207	12 or fiscal plar	n year beginning 01/01/2012		and en	ding 12	/31/2012	•
A Name of plan ALCATEL-LUCENT RETIR	REE WELFARE	E BENEFITS PLAN		B Three plan	e-digit number (Pl	N) 🕨	504
C Plan sponsor's name a ALCATEL-LUCENT USA		e 2a of Form 5500		D Emplo 22-340	•	cation Number	(EIN)
		ing Insurance Contract C Individual contracts grouped as a					
1 Coverage Information:							
(a) Name of insurance ca	rrier						
HUMANA HEALTH PLAN	IS, INC						
	(c) NAIC	(d) Contract or	(e) Approximate n			Policy or co	ontract year
<b>(b)</b> EIN	code	identification number	persons covered a policy or contrac		(f)	From	<b>(g)</b> To
61-1013183	95885	B2941	1:	37	01/01/20	)12	12/31/2012
2 Insurance fee and com descending order of the		ation. Enter the total fees and total	l commissions paid. L	ist in line 3	the agents,	brokers, and o	ther persons in
(a) Total a	amount of comr	missions paid		<b>(b)</b> To	tal amount	of fees paid	
		0					0
3 Persons receiving com	missions and fe	ees. (Complete as many entries a	is needed to report all	persons).			
	<b>(a)</b> Name a	nd address of the agent, broker, c	or other person to who	m commissi	ons or fees	were paid	
(b) Amount of sales ar	nd base	Fees	and other commissio	ns paid			
commissions pai		(c) Amount		(d) Purpose	9		(e) Organization code
	(a) Name a	nd address of the agent broker of	or other person to who	m commissi	ons or fees	were paid	

(b) Amount of sales and base	F		
commissions paid	(c) Amount	(d) Purpose	(e) Organization code
For Paperwork Reduction Act Notice	e and OMB Control Numbers,	dule A (Form 5500) 2012	
			v. 120126

(b) Amount of sales and base	Fees and other commissions paid		(e) Organization
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid			
commissions paid	(c) Amount	(d) Purpose	(e) Organization code	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code
(a) Na	me and address of the agent, broke	r, or other person to whom commissions or fees were paid	

(b) Amount of sales and base	Fees and other commissions paid		(e) Organization
commissions paid	(c) Amount	(d) Purpose	code

(b) Amount of sales and base	Fees and other commissions paid		(e) Organization
commissions paid	(c) Amount	(d) Purpose	code

Ρ	art I	Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such indi	vidual contra	acts with each carrier ma	av be treated	d as a unit for purposes of
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			6b	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year				
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	f	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year				
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

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Ра	art II	Welfare Benefit Contract Information If more than one contract covers the same group information may be combined for reporting pur the entire group of such individual contracts with	up of employees of the poses if such contracts	are experien	ce-rated as a unit. Wh	ere contract	
8	Ben	efit and contract type (check all applicable boxes)					
	a		<b>b</b> Dental	с	Vision		d Life insurance
	ا م		f Long-term disabili		Supplemental unem	nlovment	<b>h</b> Prescription drug
						pioyment	
	• [	Stop loss (large deductible)	j 🕺 HMO contract	ĸ	PPO contract		I Indemnity contract
	m	Other (specify)					
9	Expe	rience-rated contracts:					
		Premiums: (1) Amount received		9a(1)			1
		(2) Increase (decrease) in amount due but unpaid.		. 9a(2)			1
		(3) Increase (decrease) in unearned premium rese	rve	9a(3)			
		(4) Earned ((1) + (2) - (3))				9a(4)	
	b	Benefit charges (1) Claims paid		. 9b(1)			
		(2) Increase (decrease) in claim reserves		. 9b(2)			
		(3) Incurred claims (add (1) and (2))				. 9b(3)	
		(4) Claims charged				9b(4)	
	С	Remainder of premium: (1) Retention charges (on	an accrual basis)		•		
		(A) Commissions					_
		(B) Administrative service or other fees					_
		(C) Other specific acquisition costs					_
		(D) Other expenses					_
		(E) Taxes					_
		(F) Charges for risks or other contingencies					_
		(G) Other retention charges		9c(1)(G)		T	
		(H) Total retention	_			9c(1)(H)	
		(2) Dividends or retroactive rate refunds. (These a	amounts were paid ir	n cash, or	credited.)	9c(2)	
	d	Status of policyholder reserves at end of year: (1)	Amount held to provide	benefits afte	r retirement	9d(1)	
		(2) Claim reserves				9d(2)	
		(3) Other reserves				9d(3)	
	е	Dividends or retroactive rate refunds due. (Do not	t include amount entered	d in line <b>9c(2</b> )	<b>)</b> .)	. 9e	
10	No	nexperience-rated contracts:					
	а	Total premiums or subscription charges paid to ca				. 10a	40783
	b	If the carrier, service, or other organization incurre retention of the contract or policy, other than report				10b	

Part IV	Provision of Information			
<b>11</b> Did	he insurance company fail to provide any information necessary to complete Schedule A?	Yes	× No	
<b>12</b> If th	e answer to line 11 is "Yes," specify the information not provided.			

SCHEDULE	A	Insuran	ce Informatio	n			
(Form 5500			•••	-	OMB No. 1210-0110		
Department of the Treas Internal Revenue Serv	sury		lule is required to be filed under section 104 of the Retirement Income Security Act of 1974 (ERISA).				2012
Department of Labor Employee Benefits Security Ad		File as an a	attachment to Form 55	achment to Form 5500.			
Pension Benefit Guaranty Co		Insurance companies a pursuant to E	are required to provide t ERISA section 103(a)(2)		ion		m is Open to Public Inspection
For calendar plan year 20	12 or fiscal plan	year beginning 01/01/2012		and en	ding 12	/31/2012	
A Name of plan ALCATEL-LUCENT RETIREE WELFARE BENEFITS PLAN							504
C     Plan sponsor's name as shown on line 2a of Form 5500       ALCATEL-LUCENT USA INC.     D       Employer Identification Number (EIN)       22-3408857							
		ing Insurance Contract					
1 Coverage Information:							
(a) Name of insurance ca	rrier						
METROPOLITAN LIFE IN	NSURANCE CO	DMPANY					
<b>(b)</b> EIN	(c) NAIC code	(d) Contract or identification number	.,	(e) Approximate number of persons covered at end of policy or contract year		Policy or co From	ontract year (g) To
13-5581829	65978	98083-G	997		01/01/20	12	12/31/2012
2 Insurance fee and com descending order of the		tion. Enter the total fees and tota	al commissions paid. L	ist in line 3	the agents,	brokers, and o	ther persons in
(a) Total a	amount of comn	nissions paid		<b>(b)</b> To	otal amount	of fees paid	
		180000					237099
<b>3</b> Persons receiving com		es. (Complete as many entries		. /	·		
AON CONSULTING INC	(a) Name a	nd address of the agent, broker, PO B CHAF	OX 905494 RLOTTE, NC 28290-549		Ions of fees		
(b) Amount of sales ar	nd base	Fee	es and other commission	ns paid			-
commissions par		(c) Amount	UPPLEMENTAL COMP	(d) Purpos			(e) Organization code
	0	237027 St	OFF LEWENTAL COMP	LINGATION	•		3
	(a) Name a	nd address of the agent, broker,	or other person to who	m commiss	ions or fees	were paid	
AON CONSULTING, INC		PO B CHAF	OX 905494 RLOTTE, NC 28290-54	94			
(b) Amount of sales ar	nd base	Fee	es and other commission	ns paid			
commissions pai		(c) Amount		(d) Purpos			(e) Organization code
	180000	72 N	ON-MONETARY COMF	PENSATION	N		3
For Paperwork Reductio	n Act Notice a	nd OMB Control Numbers, see	e the instructions for F	Form 5500.		Schee	dule A (Form 5500) 2012 v. 120126

(b) Amount of sales and base		Fees and other commissions paid			
commissions paid	(c) Amount	(d) Purpose	(e) Organization code		

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid				
commissions paid	(c) Amount	(d) Purpose	(e) Organization code		

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid						
commissions paid	(c) Amount	(d) Purpose	(e) Organization code				
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid							

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

Ρ	art I	Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such indi	vidual contra	acts with each carrier ma	av be treated	d as a unit for purposes of
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			6b	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	£	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year	- (0)			
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

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F	Part II	I Welfare Benefit Contract Information If more than one contract covers the same g information may be combined for reporting p the entire group of such individual contracts	oup of employees ourposes if such cor	ntracts are experiend	ce-rated as a unit. Where contract	
8	Ben	efit and contract type (check all applicable boxes)				
	a	Health (other than dental or vision)	<b>b</b> Dental	c	Vision	<b>d</b> X Life insurance
	е	Temporary disability (accident and sickness)	f Long-term	disability <b>g</b>	Supplemental unemployment	<b>h</b> Prescription drug
				• • •	PPO contract	
	• [	Stop loss (large deductible)	<b>j</b> HMO contra	act <b>k</b>	PPO contract	I Indemnity contract
	m	Other (specify)				
9	Э Ехре	erience-rated contracts:				
	a	Premiums: (1) Amount received			4122029	9
		(2) Increase (decrease) in amount due but unpai	db			
		(3) Increase (decrease) in unearned premium res	serve			
		(4) Earned ((1) + (2) - (3))				4122029
	b	Benefit charges (1) Claims paid			82782075	5
		(2) Increase (decrease) in claim reserves			-920182	
		(3) Incurred claims (add (1) and (2))				81861893
		(4) Claims charged				81861893
	С	Remainder of premium: (1) Retention charges (c	n an accrual basis	,		_
		(A) Commissions			18000	0
		(B) Administrative service or other fees				<u>0</u>
		(C) Other specific acquisition costs				0
		(D) Other expenses			137993	
		(E) Taxes			68434	
		(F) Charges for risks or other contingencies.		9c(1)(F)	49008	
		(G) Other retention charges		9c(1)(G)	-130654	
		(H) Total retention	······ <u> </u>		9c(1)(H	1427815
		(2) Dividends or retroactive rate refunds. (These	amounts were	paid in cash, or	credited.) 9c(2)	0
	d	Status of policyholder reserves at end of year: (1	) Amount held to p	orovide benefits after	retirement 9d(1)	376529779
		(2) Claim reserves				20641836
		(3) Other reserves				3
	е	Dividends or retroactive rate refunds due. (Do n	ot include amount	entered in line 9c(2)	.) <b>9e</b>	0
1	<b>0</b> No	nexperience-rated contracts:				
	а	Total premiums or subscription charges paid to a	arrier		<u>10a</u>	
	b	If the carrier, service, or other organization incur retention of the contract or policy, other than rep				

Part I	Provision of Information			
<b>11</b> Dia	he insurance company fail to provide any information necessary to complete Schedule A?	Yes	Х	No
<b>12</b> If t	e answer to line 11 is "Yes," specify the information not provided.			

SCHEDULE	Δ	Incuranc	ce Information	n			
(Form 5500					(	OMB No. 1210-0110	
Department of the Treas Internal Revenue Serv	sury	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).				2012	
Department of Labor Employee Benefits Security Ad		File as an at	ttachment to Form 55	00.			
Pension Benefit Guaranty Co	prporation	<ul> <li>Insurance companies a pursuant to E</li> </ul>	re required to provide t RISA section 103(a)(2)		ion	This F	Form is Open to Public Inspection
For calendar plan year 20	12 or fiscal plar	n year beginning 01/01/2012		and en	ding 12	/31/2012	•
A Name of plan ALCATEL-LUCENT RETII	REE WELFARI	E BENEFITS PLAN			e-digit number (Pl	N) 🕨	504
	C Plan sponsor's name as shown on line 2a of Form 5500       D Employer Identification Number (22-3408857)         ALCATEL-LUCENT USA INC.       22-3408857				er (EIN)		
		ing Insurance Contract C Individual contracts grouped as a					
1 Coverage Information:							
(a) Name of insurance ca	rrier						
AETNA HEALTH INC.							
<b>(b)</b> EIN	(c) NAIC	(d) Contract or	(e) Approximate nu persons covered a				r contract year
	code	identification number	policy or contrac		(f)	From	(g) To
52-1270921	95287	US28740	1:	36	01/01/20	)12	12/31/2012
2 Insurance fee and com descending order of the		ation. Enter the total fees and tota	al commissions paid. L	ist in line 3	the agents,	brokers, and	d other persons in
	amount of com	missions paid		<b>(b)</b> To	otal amount	of fees paid	
		0					0
3 Persons receiving com	missions and fe	ees. (Complete as many entries a	as needed to report all	persons).			
	(a) Name a	nd address of the agent, broker, o	or other person to who	m commiss	ions or fees	were paid	
(b) Amount of sales and base		Fee	s and other commission	ns paid			
commissions pa		(c) Amount		(d) Purpose	9		(e) Organization code
	(a) Name a	ind address of the agent, broker,	or other person to who	m commiss	ions or fees	were paid	

(b) Amount of sales and base	I	Fees and other commissions paid		
commissions paid	(c) Amount	(c) Amount (d) Purpose		
For Paperwork Reduction Act Notice	chedule A (Form 5500) 2012			

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(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid				
commissions paid	(c) Amount	(d) Purpose	(e) Organization code		
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid					

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(b) Amount of sales and base	Fees and other commissions paid				
commissions paid	(c) Amount	(d) Purpose	(e) Organization code		

Ρ	art I	Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such indi	vidual contra	acts with each carrier ma	av be treated	d as a unit for purposes of
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			<b>6b</b>	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	f	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year	- (0)			
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

Page 4	1
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	e same employer(s) or members of the same employee organizations(s s are experience-rated as a unit. Where contracts cover individual emp e treated as a unit for purposes of this report.	
8 Benefit and contract type (check all applicable boxes)		
a Health (other than dental or vision) b Dental	<b>c</b> Vision <b>d</b> Life insurance	
e Temporary disability (accident and sickness) f Long-term disabi		
		-
i 📙 Stop loss (large deductible) j 🖄 HMO contract	<b>k</b> PPO contract <b>I</b> Indemnity contra	act
m ☐ Other (specify) ►		
9 Experience-rated contracts:		
a Premiums: (1) Amount received		
(2) Increase (decrease) in amount due but unpaid		
(3) Increase (decrease) in unearned premium reserve		
(4) Earned ((1) + (2) - (3))		
<b>b</b> Benefit charges (1) Claims paid		
(2) Increase (decrease) in claim reserves		
(3) Incurred claims (add <b>(1)</b> and <b>(2)</b> )		
(4) Claims charged		
C Remainder of premium: (1) Retention charges (on an accrual basis)		
(A) Commissions	9c(1)(A)	
(B) Administrative service or other fees		
(C) Other specific acquisition costs		
(D) Other expenses		
(E) Taxes		
(F) Charges for risks or other contingencies		
(G) Other retention charges		
(H) Total retention	<u>9c(1)(H)</u>	
(2) Dividends or retroactive rate refunds. (These amounts were D paid i	in cash, or credited.) 9c(2)	
<b>d</b> Status of policyholder reserves at end of year: (1) Amount held to provide	e benefits after retirement	
(2) Claim reserves		
(3) Other reserves		
e Dividends or retroactive rate refunds due. (Do not include amount entered	ed in line <b>9c(2)</b> .) <b>9e</b>	
10 Nonexperience-rated contracts:		
a Total premiums or subscription charges paid to carrier		818357
<b>b</b> If the carrier, service, or other organization incurred any specific costs in retention of the contract or policy, other than reported in Part I, line 2 abo		

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	× No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

SCHEDULE		Insuranc	e Informatio	n		O	MB No. 1210-0110
(Form 5500 Department of the Treas	-	This schedule is required to be filed under section 104 of the					
Internal Revenue Serv	ice	Employee Retirement Income Security Act of 1974 (ERISA).				2012	
Department of Labo Employee Benefits Security Ad		File as an at	tachment to Form 55	00.			
Pension Benefit Guaranty Co	prporation	<ul> <li>Insurance companies an pursuant to El</li> </ul>	re required to provide t RISA section 103(a)(2)		ion	This Fo	rm is Open to Public Inspection
For calendar plan year 20	12 or fiscal pla	n year beginning 01/01/2012		and en	ding 12/	31/2012	1
A Name of plan ALCATEL-LUCENT RETII	REE WELFAR	E BENEFITS PLAN			e-digit number (PN	I) ►	504
C Plan sponsor's name a ALCATEL-LUCENT USA		e 2a of Form 5500		D Emplo 22-340	•	ation Number	(EIN)
Part I Information on a separat	on Concerr te Schedule A.	ning Insurance Contract C Individual contracts grouped as a	<b>Coverage, Fees, a</b> unit in Parts II and III	and Com	missions orted on a si	Provide inforingle Schedule	mation for each contract e A.
<b>1</b> Coverage Information:							
(a) Name of insurance ca BLUE ADVANTAGE HM0							
	(c) NAIC	(d) Contract or	(e) Approximate n			Policy or c	contract year
(b) EIN	code	identification number	persons covered a policy or contract		(f)	From	<b>(g)</b> To
36-1236610	70670	H73525,B73524	20	02	01/01/201	12	12/31/2012
2 Insurance fee and com descending order of the		ation. Enter the total fees and tota	l commissions paid. L	ist in line 3	the agents, I	prokers, and o	other persons in
<b>(a)</b> Total a	amount of com			<b>(b)</b> To	otal amount o	of fees paid	
		0					0
3 Persons receiving com		ees. (Complete as many entries a					
	(a) Name a	and address of the agent, broker, o	or other person to who	m commiss	ions or fees	were paid	
(b) Amount of sales and base			s and other commissio				4
commissions pa	id	(c) Amount		(d) Purpose	9		(e) Organization code
	(a) Name a	and address of the agent, broker, o	or other person to who	m commiss	ions or fees	were paid	
	.,						

(b) Amount of sales and base	F		
commissions paid	(c) Amount	(d) Purpose	(e) Organization code
For Paperwork Reduction Act Notice	and OMB Control Numbers,	edule A (Form 5500) 2012	
	v. 120126		

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization			
commissions paid	(c) Amount	(d) Purpose	code		
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid					

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

Ρ	Part II Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of					
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			6b	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year				
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	f	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year	- (0)			
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

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lf r inf	elfare Benefit Contract Informa more than one contract covers the same g ormation may be combined for reporting p e entire group of such individual contracts	roup of employees of the urposes if such contracts	are experien	ce-rated as a unit. Wh	ere contracts	
8 Benefit and	contract type (check all applicable boxes)					
a Heal	th (other than dental or vision)	<b>b</b> Dental	c	Vision		<b>d</b> Life insurance
	porary disability (accident and sickness)	f Long-term disabili		Supplemental unem	nlovment	<b>h</b> Prescription drug
			_		ploymont	
	loss (large deductible)	j 🕺 HMO contract	ĸ	PPO contract		I Indemnity contract
<b>m</b> Othe	er (specify)					
9 Experience	-rated contracts:					
	ms: (1) Amount received		9a(1)			4
	rease (decrease) in amount due but unpai					1
( )	rease (decrease) in unearned premium re					4
( )	med ((1) + (2) - (3))				9a(4)	
,	it charges (1) Claims paid		1			
	rease (decrease) in claim reserves					
( )	urred claims (add (1) and (2))				9b(3)	-
(4) Cla	ims charged				9b(4)	
<b>C</b> Remai	inder of premium: (1) Retention charges (	on an accrual basis)				
(A)	) Commissions		9c(1)(A)			
(B)	) Administrative service or other fees		9c(1)(B)			]
(C	) Other specific acquisition costs					
(D	) Other expenses					
(E)	) Taxes					_
(F)	Charges for risks or other contingencies					_
(G	) Other retention charges		9c(1)(G)		1	
(H	) Total retention		······ <u></u> ·		9c(1)(H)	
(2) Div	vidends or retroactive rate refunds. (These	e amounts were paid ir	n cash, or	credited.)	9c(2)	
<b>d</b> Status	of policyholder reserves at end of year: (	I) Amount held to provide	benefits afte	r retirement	9d(1)	
(2) Cla	aim reserves				9d(2)	
(3) Oth	ner reserves				9d(3)	
e Divide	nds or retroactive rate refunds due. (Do r	ot include amount entere	d in line <b>9c(2</b> )	<b>]</b> .)	. 9e	
10 Nonexper	ience-rated contracts:					
	premiums or subscription charges paid to				10a	1968403
	carrier, service, or other organization incur on of the contract or policy, other than rep				10b	

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	× No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

SCHEDULE		Insurance Information					1B No. 1210-0110
(Form 5500 Department of the Treas		This schedule is required	to be filed under section	on 104 of th	e		
Internal Revenue Serv	rice	Employee Retirement Inc					2012
Department of Labo Employee Benefits Security Ad		File as an at	ttachment to Form 55	500.			
Pension Benefit Guaranty Co		1	re required to provide t RISA section 103(a)(2)		ion	This For	rm is Open to Public Inspection
For calendar plan year 20	12 or fiscal pla	n year beginning 01/01/2012		and en	iding 12	2/31/2012	
A Name of plan ALCATEL-LUCENT RETI	REE WELFAR	E BENEFITS PLAN			e-digit number (P	N) 🕨	504
C Plan sponsor's name a ALCATEL-LUCENT USA		e 2a of Form 5500		D Emplo 22-340	-	cation Number	(EIN)
Part I Informati on a separat	on Conceri te Schedule A.	ning Insurance Contract C Individual contracts grouped as a	Coverage, Fees, a a unit in Parts II and III	and Com	missions	S Provide inform	nation for each contract A.
1 Coverage Information:							
(a) Name of insurance ca	rrier						
AETNA LIFE INSURANC	E CO.						
<b>(b)</b> EIN	(c) NAIC	(d) Contract or	(e) Approximate ne persons covered a			Policy or contract year	
	code	identification number	policy or contract		(†)	From	<b>(g)</b> To
06-6033492	60054	700140-RET	353	78	01/01/20	012	12/31/2012
2 Insurance fee and com descending order of the		ation. Enter the total fees and tota	al commissions paid. L	ist in line 3.	the agents,	brokers, and o	other persons in
(a) Total	amount of com			<b>(b)</b> To	otal amount	of fees paid	
		0					0
3 Persons receiving com		ees. (Complete as many entries a					
	(a) Name a	and address of the agent, broker, o	or other person to who	m commiss	ions or fees	s were paid	
(b) Amount of sales a	nd base	Fees	s and other commissio	ns paid			_
commissions pa		(c) Amount		(d) Purpos	е		(e) Organization code
	(a) Name :	and address of the agent, broker, o	or other person to who	m commiss	ions or fee	s were paid	
		and address of the agent, blokel, t					

(b) Amount of sales and base	F		
commissions paid	(c) Amount	(d) Purpose	(e) Organization code
For Paperwork Reduction Act Notic	Schedule A (Form 5500) 2012		
	v. 120126		

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code
(a) Na	me and address of the agent, broke	r, or other person to whom commissions or fees were paid	

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

Ρ	art I	Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such indi	vidual contra	acts with each carrier ma	av be treated	d as a unit for purposes of
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			<b>6b</b>	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	f	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year				
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

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Pa	art III	Welfare Benefit Contract Informat	ion				
		If more than one contract covers the same gr information may be combined for reporting pu the entire group of such individual contracts v	urposes if such contracts	are experienc	e-rated as a unit. Wh	ere contract	
8	Bene	fit and contract type (check all applicable boxes)	, ,			-	
	a	Health (other than dental or vision)	<b>b</b> X Dental	с	Vision		<b>d</b> Life insurance
	e	Temporary disability (accident and sickness)	f Long-term disabilit		Supplemental unemp		<b>h</b> Prescription drug
						Joyment	
		Stop loss (large deductible)	<b>j</b> HMO contract	k	PPO contract		I Indemnity contract
	m	Other (specify)					
9	Expe	rience-rated contracts:					
	<b>a</b> P	remiums: (1) Amount received		9a(1)			
	(	2) Increase (decrease) in amount due but unpaid	1	9a(2)			
	(	3) Increase (decrease) in unearned premium res	erve	9a(3)		1	
	(	4) Earned ( <b>(1) + (2) - (3)</b> )				9a(4)	
	b	Benefit charges (1) Claims paid		. ,			
		2) Increase (decrease) in claim reserves					
	(	3) Incurred claims (add (1) and (2))				9b(3)	
	```	4) Claims charged				9b(4)	
	С	Remainder of premium: (1) Retention charges (o	n an accrual basis)				
		(A) Commissions		9c(1)(A)			_
		(B) Administrative service or other fees		9c(1)(B)			
		(C) Other specific acquisition costs		9c(1)(C)			
		(D) Other expenses		9c(1)(D)			-
		(E) Taxes		9c(1)(E)			-
		(F) Charges for risks or other contingencies					
		(G) Other retention charges				<b>a</b> (1)(1)	
		(H) Total retention	_			9c(1)(H)	
		(2) Dividends or retroactive rate refunds. (These				9c(2)	
		Status of policyholder reserves at end of year: (1	· ·			9d(1)	
		(2) Claim reserves				9d(2)	
		(3) Other reserves				9d(3)	
		Dividends or retroactive rate refunds due. (Do no	ot include amount entered	l in line <b>9c(2)</b> .	.)	. 9e	
10		experience-rated contracts:					
	-	Total premiums or subscription charges paid to c				10a	1326644
		If the carrier, service, or other organization incurr				106	
		retention of the contract or policy, other than repo	orted in Part I, line 2 abov	e, report amo	unt	10b	

Specify nature of costs

Part IV Provision of Information

11	Did the insurance company fail to provide any information necessary to complete Schedule A?	Yes	X No	
12	If the answer to line 11 is "Yes," specify the information not provided.			

SCHEDULE	Α	Insuran	ce Informatio	n			AD No. 4040.0440
(Form 5500	))					ON	/IB No. 1210-0110
Department of the Treas Internal Revenue Serv	rice	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).				2012	
Department of Labo Employee Benefits Security Ad		File as an a	attachment to Form 55	600.			
Pension Benefit Guaranty Co	orporation	pursuant to ERISA section 103(a)(2).			This Form is Open to Publi Inspection		
For calendar plan year 20	12 or fiscal pla	in year beginning 01/01/2012		and en	ding 12	/31/2012	
A Name of plan ALCATEL-LUCENT RETI	REE WELFAR	E BENEFITS PLAN		B Three plan	e-digit number (Pl	N) 🕨	504
C Plan sponsor's name a ALCATEL-LUCENT USA		ne 2a of Form 5500		D Emplo 22-340		cation Number	(EIN)
		ning Insurance Contract ( Individual contracts grouped as					
1 Coverage Information:		÷ .		•			
(a) Name of insurance ca UNITED HEALTHCARE		COMPANY					
		(d) Contract or	(e) Approximate n	umber of		Policy or c	ontract year
<b>(b)</b> EIN	(c) NAIC code	(d) Contract or identification number	persons covered a policy or contract	at end of	(f)	From	<b>(g)</b> To
36-2739571	79413	H1509	797	12	01/01/20	)12	12/31/2012
2 Insurance fee and com descending order of the		ation. Enter the total fees and tota	al commissions paid. L	ist in line 3	the agents,	brokers, and o	other persons in
(a) Total a	amount of com	missions paid		<b>(b)</b> To	tal amount	of fees paid	
		0					0
3 Persons receiving com	missions and f	fees. (Complete as many entries	as needed to report all	persons).			
	(a) Name a	and address of the agent, broker,	or other person to who	m commiss	ions or fees	were paid	
(b) Amount of sales ar	nd base	Fee	es and other commissio	ns paid			_
commissions pa	id	(c) Amount		(d) Purpose	9		(e) Organization code

(b) Amount of sales and base	F		
commissions paid	(c) Amount	(d) Purpose	(e) Organization code
For Paperwork Reduction Act Notice	e and OMB Control Numbers,	see the instructions for Form 5500.	Schedule A (Form 5500) 2012
			v. 120126

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid				
commissions paid	(c) Amount	(d) Purpose	(e) Organization code		

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization			
commissions paid	(c) Amount	(d) Purpose	code		
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid					

(b) Amount of sales and base	Fees and other commissions paid				
commissions paid	(c) Amount	(d) Purpose	(e) Organization code		

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

Part II Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purpose					d as a unit for purposes of	
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			6b	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	f	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year				
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

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Pa	art II	Welfare Benefit Contract Informat If more than one contract covers the same gr information may be combined for reporting put the entire group of such individual contracts of	oup of employees of the surposes if such contracts	are experienc	ce-rated as a unit. Whe	ere contract		
8	Bene	efit and contract type (check all applicable boxes)						
	a	Health (other than dental or vision)	<b>b</b> Dental	с	Vision		d Life insurance	e
	еГ	Temporary disability (accident and sickness)	f Long-term disabili	ty <b>g</b>	Supplemental unemp	olovment	<b>h</b> Prescription d	Irua
	ιΓ	Stop loss (large deductible)	i HMO contract	י, s∟ k⊠	,	<b>,</b>	I Indemnity cor	•
	• L							illaci
	m	Other (specify)						
٩	Evec	rience-rated contracts:					1	
3	•	Premiums: (1) Amount received		9a(1)			4	
		(2) Increase (decrease) in amount due but unpaid					4	
		(3) Increase (decrease) in unearned premium res					1	
		(4) Earned ((1) + (2) - (3))				9a(4)		
		Benefit charges (1) Claims paid						
		(2) Increase (decrease) in claim reserves					1	
		(3) Incurred claims (add (1) and (2))				9b(3)		
		(4) Claims charged				9b(4)		
	С	Remainder of premium: (1) Retention charges (o	n an accrual basis)					
		(A) Commissions		9c(1)(A)				
		(B) Administrative service or other fees		9c(1)(B)			_	
		(C) Other specific acquisition costs		9c(1)(C)			4	
		(D) Other expenses		9c(1)(D)			4	
		(E) Taxes					4	
		(F) Charges for risks or other contingencies.					4	
		(G) Other retention charges				0-(4)(1)		
		(H) Total retention	_	_		9c(1)(H)		
		(2) Dividends or retroactive rate refunds. (These						
	d	Status of policyholder reserves at end of year: (1				9d(1)		
		(2) Claim reserves				9d(2)		
	•	(3) Other reserves				9d(3)		
10		Dividends or retroactive rate refunds due. (Do nexperience-rated contracts:	or include amount entered	a in ime 90(2)	.)	9e		
10		Total premiums or subscription charges paid to c	earrier			10a		34157911
	a b	If the carrier, service, or other organization incur				IVa		54157311
		retention of the contract or policy, other than repo				10b		

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	Х	No
<b>12</b> If the	answer to line 11 is "Yes," specify the information not provided.			

	Α	Insuranc	e Informatior	า		ON	/B No. 1210-0110
(Form 5500	)	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).					
Department of the Treas Internal Revenue Servi						2012	
Department of Labor Employee Benefits Security Adr		File as an at	tachment to Form 55	00.			
Pension Benefit Guaranty Co	orporation	Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).			on	This Form is Open to Public Inspection	
For calendar plan year 207	12 or fiscal plar	vear beginning 01/01/2012		and en	ding 12/3	31/2012	
A Name of plan ALCATEL-LUCENT RETIR	REE WELFARE	BENEFITS PLAN		B Three plan	e-digit number (PN	) 🕨	504
C Plan sponsor's name a ALCATEL-LUCENT USA I		e 2a of Form 5500		<b>D</b> Emplo 22-340		tion Number	(EIN)
Part I Information	on Concern e Schedule A.	ing Insurance Contract C Individual contracts grouped as a	overage, Fees, a unit in Parts II and III o	nd Comr can be repo	nissions orted on a sir	Provide inforr	nation for each contract A.
1 Coverage Information:							
(a) Name of insurance car HUMANA HEALTH PLAN							
	,		(e) Approximate nu	umber of		Policy or c	ontract year
<b>(b)</b> EIN	(c) NAIC code	(d) Contract or identification number	persons covered a policy or contract	t end of	(f)	From	<b>(g)</b> To
61-1103898	95270	* SEE BELOW	4	15	01/01/201	2	12/31/2012
2 Insurance fee and comi descending order of the		ation. Enter the total fees and tota	l commissions paid. Li	st in line 3 t	he agents, b	prokers, and o	other persons in
· · · · ·	amount of comr	nissions paid		<b>(b)</b> To	tal amount o	f fees paid	
		0					0
3	missions and fe	ees. (Complete as many entries a	as needed to report all	persons).			
Persons receiving com.	(a) Nama a	nd address of the agent, broker, o	or other person to whor	n commissi	ons or fees v	were paid	
3 Persons receiving com	(a) Name a						
3 Persons receiving com	( <b>a</b> ) Name a						
(b) Amount of sales ar	nd base		s and other commission	•			
	nd base	Fees (c) Amount		ns paid <b>(d)</b> Purpose	3		(e) Organization code
(b) Amount of sales ar	nd base			•	)		(e) Organization code

(b) Amount of sales and base	F		
commissions paid	(c) Amount	(d) Purpose	(e) Organization code
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. Sched			edule A (Form 5500) 2012
			v. 120126

(b) Amount of sales and base		(e) Organization		
commissions paid	(c) Amount	(d) Purpose	code	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base	Fees and other commissions paid				
commissions paid	(c) Amount	(d) Purpose	(e) Organization code		

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization		
commissions paid	(c) Amount	(d) Purpose	code	
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid				

(b) Amount of sales and base commissions paid		(e) Organization	
	(c) Amount	(d) Purpose	code

(b) Amount of sales and base – commissions paid		(e) Organization	
	(c) Amount	(d) Purpose	code

Ρ	Part II Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of					
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			<b>6b</b>	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	£	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year	- (0)			
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

Page 4	1
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Part III         Welfare Benefit Contract Information           If more than one contract covers the same group of employees of the same employer(s) or members of the information may be combined for reporting purposes if such contracts are experience-rated as a unit. We the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this	here contracts cover individual employees,
8 Benefit and contract type (check all applicable boxes)	
a Health (other than dental or vision) b Dental c Vision	<b>d</b> Life insurance
e Temporary disability (accident and sickness) <b>f</b> Long-term disability <b>g</b> Supplemental unem	
i 📙 Stop loss (large deductible) j 🖄 HMO contract k 🗌 PPO contract	I Indemnity contract
m ☐ Other (specify) ►	
9 Experience-rated contracts:	
a Premiums: (1) Amount received	
(2) Increase (decrease) in amount due but unpaid	
(3) Increase (decrease) in unearned premium reserve	
(4) Earned ((1) + (2) - (3))	9a(4)
b Benefit charges (1) Claims paid	
(2) Increase (decrease) in claim reserves	
(3) Incurred claims (add (1) and (2))	9b(3)
(4) Claims charged	
C Remainder of premium: (1) Retention charges (on an accrual basis)	
(A) Commissions	
(B) Administrative service or other fees	
(C) Other specific acquisition costs	
(D) Other expenses	
(E) Taxes	
(F) Charges for risks or other contingencies	
(G) Other retention charges	
(H) Total retention	9c(1)(H)
(2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.)	··· 9c(2)
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement	
(2) Claim reserves	
(3) Other reserves	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)	9e
10 Nonexperience-rated contracts:	
a Total premiums or subscription charges paid to carrier	<b>10a</b> 114650
<b>b</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or	

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	X No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

SCHEDULE	Α	Insuranc	e Information	า				
(Form 5500	))				O	MB No. 1210-0110		
Department of the Treas Internal Revenue Serv	sury	This schedule is required t Employee Retirement Inco					2012	
Department of Labo Employee Benefits Security Ad		File as an at	tachment to Form 55	00.				
Pension Benefit Guaranty Co	rporation	<ul> <li>Insurance companies ar pursuant to EF</li> </ul>	e required to provide to RISA section 103(a)(2)		ion	This Fo	orm is Open to Public Inspection	
For calendar plan year 20	12 or fiscal plar	n year beginning 01/01/2012		and en	ding 12/3	31/2012	•	
A Name of plan ALCATEL-LUCENT RETII	REE WELFARI	E BENEFITS PLAN			e-digit number (PN	) 🕨	504	
C Plan sponsor's name a ALCATEL-LUCENT USA		e 2a of Form 5500		D Emplo 22-340	-	tion Number	(EIN)	
on a separat		ing Insurance Contract C Individual contracts grouped as a						
1 Coverage Information:								
(a) Name of insurance ca								
		(d) Contract or	(e) Approximate nu	umber of		Policy or o	contract year	
<b>(b)</b> EIN	(c) NAIC code	(d) Contract or identification number	persons covered a policy or contract		(f)	From	<b>(g)</b> To	
65-1137990	95885	H9248,D7825	13	32	01/01/201	2	12/31/2012	
2 Insurance fee and com descending order of the		ation. Enter the total fees and total	commissions paid. Li	ist in line 3	the agents, b	orokers, and	other persons in	
	amount of com	missions paid		<b>(b)</b> To	otal amount c	f fees paid		
		0					0	
3 Persons receiving com	missions and fe	ees. (Complete as many entries a	s needed to report all	persons).				
	<b>(a)</b> Name a	and address of the agent, broker, o	or other person to whor	n commiss	ions or fees	were paid		
(b) Amount of sales and base			and other commission	ons paid			_	
commissions pa	id	(c) Amount		(d) Purpose	9		(e) Organization code	
	(a) Name a	and address of the agent, broker, o	or other person to whor		ions or fees	were paid		

(b) Amount of sales and base	F		
commissions paid	(c) Amount	(d) Purpose	(e) Organization code
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. Sched			edule A (Form 5500) 2012
			v. 120126

<b>(b)</b> Amount of sales and base commissions paid		(e) Organization	
	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

<b>(b)</b> Amount of sales and base commissions paid		(e) Organization	
	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization		
commissions paid	(c) Amount	(d) Purpose	code	
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid				

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization
	(c) Amount	(d) Purpose	code

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization
	(c) Amount	(d) Purpose	code
Schedule A (Form 5500) 2012

Page 3

Ρ	Part II Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual			acts with each carrier ma	av be treated	d as a unit for purposes of
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			6b	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	£	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year	- (0)			
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

Schedule A (Form 5500) 2012

Page 4	1
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	Part II	Welfare Benefit Contract Informat	tion				
		If more than one contract covers the same gu					
		information may be combined for reporting p the entire group of such individual contracts					cover individual employees,
	8 Bene	efit and contract type (check all applicable boxes)					
	а	Health (other than dental or vision)	<b>b</b> Dental	c	Vision	C	Life insurance
	еГ	Temporary disability (accident and sickness)	f Long-term disabilit		Supplemental unem	olovment <b>k</b>	Prescription drug
	: [	Stop loss (large deductible)	j X HMO contract		PPO contract		I Indemnity contract
	'			r [			
	m	Other (specify)					
_	0 -	· · · · · ·					
	•	rience-rated contracts:		0=(4)			
		Premiums: (1) Amount received		9a(1) 9a(2)			
		<ul><li>(2) Increase (decrease) in amount due but unpaid</li><li>(3) Increase (decrease) in unearned premium res</li></ul>					
		(4) Earned ((1) + (2) - (3))				9a(4)	
		Benefit charges (1) Claims paid				00(4)	
		(2) Increase (decrease) in claim reserves					
		(3) Incurred claims (add <b>(1)</b> and <b>(2)</b> )				9b(3)	
		(4) Claims charged				9b(4)	
		Remainder of premium: (1) Retention charges (c					
		(A) Commissions	,	9c(1)(A)			
		(B) Administrative service or other fees		9c(1)(B)			
		(C) Other specific acquisition costs		9c(1)(C)			
		(D) Other expenses		9c(1)(D)			
		(E) Taxes					
		(F) Charges for risks or other contingencies.					
		(G) Other retention charges		9c(1)(G)		· · · · · · ·	
		(H) Total retention	_			9c(1)(H)	
		(2) Dividends or retroactive rate refunds. (These	amounts were paid in	cash, or	credited.)	9c(2)	
	d	Status of policyholder reserves at end of year: (1	) Amount held to provide	benefits after	r retirement	9d(1)	
		(2) Claim reserves				9d(2)	
		(3) Other reserves				9d(3)	
		Dividends or retroactive rate refunds due. (Do n	ot include amount entered	l in line <b>9c(2</b> )	.)	9e	
		nexperience-rated contracts:					
		Total premiums or subscription charges paid to o				10a	283809
	a	If the carrier, service, or other organization incur retention of the contract or policy, other than rep				10b	

Specify nature of costs 🕨

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	X No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

	•						
SCHEDULE		Insurance Information				OM	IB No. 1210-0110
(Form 5500 Department of the Treas Internal Revenue Servi	ury	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).			2012		
Department of Labor Employee Benefits Security Ad		<ul> <li>File as an attachment to Form 5500.</li> </ul>					
Pension Benefit Guaranty Co	rporation	Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).			ion		m is Open to Public Inspection
For calendar plan year 207	or calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and endi			ding 12	/31/2012		
A Name of plan ALCATEL-LUCENT RETIREE WELFARE BENEFITS PLAN					e-digit number (PN	N) ►	504
C Plan sponsor's name as shown on line 2a of Form 5500 ALCATEL-LUCENT USA INC.				D Emplo 22-340	•	ation Number	(EIN)
		ing Insurance Contract C Individual contracts grouped as a					
1 Coverage Information:							
(a) Name of insurance ca	rrier						
AETNA HEALTH INC.	1						
(b) EIN (c) NA code		(d) Contract or identification number	<ul> <li>(e) Approximate nu persons covered a</li> </ul>	t end of		,	ontract year
	code		policy or contrac	t year	(1)	From	<b>(g)</b> To
23-2169745	95109	US28740	12	21	01/01/20	12	12/31/2012
2 Insurance fee and com descending order of the		tion. Enter the total fees and total	l commissions paid. L	ist in line 3	the agents,	brokers, and o	ther persons in
(a) Total a	amount of comr	nissions paid		<b>(b)</b> To	tal amount	of fees paid	
		0					0
3 Persons receiving com		ees. (Complete as many entries a	•				
	<b>(a)</b> Name a	nd address of the agent, broker, c	or other person to who	m commiss	ions or fees	were paid	
							_
(b) Amount of sales ar			and other commission	ns paid			4
commissions pai	d	(c) Amount		(d) Purpose	9		(e) Organization code
	(a) Name a	nd address of the agent, broker, c	or other person to who	m commiss	ions or fees	were paid	

Fees and other commissions paid (b) Amount of sales and base commissions paid (c) Amount (d) Purpose (e) Organization code Schedule A (Form 5500) 2012 v. 120126 For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

## (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid			

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base		(e) Organization	
commissions paid	(c) Amount	(d) Purpose	code

Schedule A (Form 5500) 2012

Page 3

Ρ	Part II Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual			acts with each carrier ma	av be treated	d as a unit for purposes of
		this report.				
		ent value of plan's interest under this contract in the general account at yea				
		ent value of plan's interest under this contract in separate accounts at year	end		5	
6		tracts With Allocated Funds:				
	а	State the basis of premium rates				
	h	Dramiuma paid to corrier			<b>6b</b>	
	b C	Premiums paid to carrier Premiums due but unpaid at the end of the year			-	
	d	If the carrier, service, or other organization incurred any specific costs in co				
	ŭ	retention of the contract or policy, enter amount			6d	
		Specify nature of costs				
	•	Turns of constructs (1) $\Box$ individual policies (2) $\Box$ group deform	ad annuitu			
	е	Type of contract: (1) individual policies (2) group deferre	ed annully			
		(3) other (specify)				
	£	If contract numbered in whole or in part to distribute bonefits from a term	in oting plan			
7	f	If contract purchased, in whole or in part, to distribute benefits from a term tracts With Unallocated Funds (Do not include portions of these contracts m				
'	a			separate accounts)		
	a			alon guarantee		
		(3) guaranteed investment (4) other	<b>/</b>			
	b	Balance at the end of the previous year				
	C	Additions: (1) Contributions deposited during the year	- (1)			
	-	(2) Dividends and credits				
		(3) Interest credited during the year				
		(4) Transferred from separate account				
		(5) Other (specify below)	7c(5)			
		•				
		(6)Total additions			7c(6)	
	d	Total of balance and additions (add lines 7b and 7c(6)).			7d	
	е	Deductions:				
		(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
		(2) Administration charge made by carrier				
		(3) Transferred to separate account				
		(4) Other (specify below)	7e(4)			
		•				
		(5) Total deductions			7e(5)	
	f	Balance at the end of the current year (subtract line 7e(5) from line 7d)				

Schedule A (Form 5500) 2012

Page 4	1
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	Welfare Benefit Contract Information If more than one contract covers the same g information may be combined for reporting p the entire group of such individual contracts	roup of employees of the urposes if such contracts	are experien	ce-rated as a unit. Wh	ere contracts	
8 Benefit a	nd contract type (check all applicable boxes)					
а 🗌 не	ealth (other than dental or vision)	<b>b</b> Dental	c	Vision		<b>d</b> Life insurance
닐	emporary disability (accident and sickness)	f Long-term disabili		Supplemental unem	olovment	<b>h</b> Prescription drug
					ployment	
	op loss (large deductible)	j X HMO contract	ĸ	PPO contract		I Indemnity contract
<b>m</b> [] 0	ther (specify)					
9 Experien	ce-rated contracts:					
	niums: (1) Amount received		9a(1)			-
	ncrease (decrease) in amount due but unpai					-
( )	ncrease (decrease) in unearned premium res					1
( )	Earned ((1) + (2) - (3))				9a(4)	-
<b>b</b> Ber	efit charges (1) Claims paid		. 9b(1)			
(2) I	ncrease (decrease) in claim reserves		. 9b(2)			
(3) I	ncurred claims (add <b>(1)</b> and <b>(2)</b> )				9b(3)	
(4) (	Claims charged				9b(4)	
<b>C</b> Rer	nainder of premium: (1) Retention charges (o	on an accrual basis)		1		
	(A) Commissions		9c(1)(A)			
	(B) Administrative service or other fees					4
	(C) Other specific acquisition costs					_
	(D) Other expenses					-
	(E) Taxes					4
	(F) Charges for risks or other contingencies.					4
	(G) Other retention charges				0.(4)(1)	
	(H) Total retention	_	_		9c(1)(H)	
	Dividends or retroactive rate refunds. (These				1	
	tus of policyholder reserves at end of year: (1	· ·				
(2)	Claim reserves				9d(2)	
( )	Other reserves				9d(3)	
	dends or retroactive rate refunds due. (Do n	ot include amount entered	d in line <b>9c(2</b> )	<b>(</b> .)	9e	
	perience-rated contracts:					
	al premiums or subscription charges paid to o				10a	801640
	e carrier, service, or other organization incur ention of the contract or policy, other than rep				10b	

Specify nature of costs 🕨

Part IV	Provision of Information			
11 Did th	e insurance company fail to provide any information necessary to complete Schedule A?	Yes	X No	
12 If the	answer to line 11 is "Yes," specify the information not provided.			

	SCHEDULE C Service Provider Information			
(Form 5500)		0010		
Department of the Treasury Internal Revenue Service	This schedule is required to be filed under Retirement Income Security A	2012		
Department of Labor Employee Benefits Security Administration	File as an attachment	File as an attachment to Form 5500.		
Pension Benefit Guaranty Corporation For calendar plan year 2012 or fiscal pla	an vear beginning 01/01/2012	and ending 12/31	Inspection.	
A Name of plan ALCATEL-LUCENT RETIREE WELFAI		B Three-digit plan number (PN)	▶ 504	
C Plan sponsor's name as shown on line ALCATEL-LUCENT USA INC.	ne 2a of Form 5500	D Employer Identification	on Number (EIN)	
Part I Service Provider Info	ormation (see instructions)			
or more in total compensation (i.e., n plan during the plan year. If a person	rdance with the instructions, to report the infor noney or anything else of monetary value) in c n received <b>only</b> eligible indirect compensation include that person when completing the rema	onnection with services rendered to for which the plan received the requ	the plan or the person's position with the	
<ul> <li>a Check "Yes" or "No" to indicate wheth indirect compensation for which the p</li> <li>b If you answered line 1a "Yes," enter</li> </ul>	ceiving Only Eligible Indirect Com her you are excluding a person from the remain plan received the required disclosures (see ins the name and EIN or address of each person heation. Complete as many entries as needed	nder of this Part because they receins tructions for definitions and condition providing the required disclosures f	ns)Yes No	
(b) Enter na	me and EIN or address of person who provide	ed you disclosures on eligible indirec	ct compensation	
THE DRETFUS CORFORATION				
13-5673135				
(h) Entor of	ame and EIN or address of person who provide	ed you disclosure on eligible indirect	componention	
			compensation	
	me and EIN or address of person who provide	ed you disclosures on eligible indirec		
	me and EIN or address of person who provide	ed you disclosures on eligible indirec		

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

Page <b>3 -</b>	1
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#### (a) Enter name and EIN or address (see instructions)

#### HEWITT ASSOCIATES LLC

#### 36-2235791

(b)	(c)	(d)	(e)	(f)	(g)	(h)	
Service Code(s)	Relationship to employer, employee	Enter direct compensation paid	Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0	Did the service provider give you a formula instead of an amount or	
13 50	NONE	10885487	Yes 🗌 No 🗙	Yes 🗌 No 🗌		Yes 🗌 No 🗍	
(a) Enter name and EIN or address (see instructions)							

## UNITED HEALTHCARE

#### 36-2739571

(b)	(c)	(d)	(e)	(f)	(g)	(h)
Service Code(s)	Relationship to employer, employee organization, or person known to be a party-in-interest		Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	Enter total indirect	Did the service provider give you a formula instead of an amount or estimated amount?
13 50	NONE	6766097	Yes 🗌 No 🛛	Yes 🗌 No 🗌		Yes No
		(	a) Enter name and EIN or	address (see instructions)		

METLIFE

(b)	(c)	(d)	(e)	(f)	(g)	(h)
Service	Relationship to	Enter direct	Did service provider	Did indirect compensation	Enter total indirect	Did the service
Code(s)	employer, employee	compensation paid	receive indirect	include eligible indirect	compensation received by	provider give you a
.,	organization, or	by the plan. If none,	compensation? (sources	compensation, for which the	service provider excluding	formula instead of
	person known to be	enter -0	other than plan or plan	plan received the required	eligible indirect	an amount or
	a party-in-interest		sponsor)	disclosures?	compensation for which you	estimated amount?
			. ,		answered "Yes" to element	
					(f). If none, enter -0	
					()	
13 19 28 49	NONE	2922631			0	
50 52			Yes X No	Yes 🗙 No 🗌		Yes No X

MEDCO CONTAINMENT LIFE INSURANCE CO

## 42-1425239

<b>(b)</b> Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element	(h) Did the service provider give you a formula instead of an amount or estimated amount?		
13 50	NONE	2025820	Yes 🗌 No 🔀	Yes 🗌 No 🗍	(f). If none, enter -0	Yes No		
	(a) Enter name and EIN or address (see instructions)							

AETNA

#### 06-6033492

(b)	(c)	(d)	(e)	(f)	(g)	(h)
Service Code(s)	Relationship to employer, employee organization, or person known to be a party-in-interest	Enter direct compensation paid by the plan. If none, enter -0	Did service provider receive indirect	Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	Enter total indirect	Did the service provider give you a formula instead of an amount or estimated amount?
13 50	NONE	1199000	Yes 🗌 No 🛛	Yes 🗌 No 🗌		Yes 🗌 No 🗌
		(	<ul><li>a) Enter name and EIN or</li></ul>	address (see instructions)		

AON CONSULTING, INC.

(b)	(c)	(d)	(e)	(f)	(g)	(h)
Service	Relationship to	Enter direct	Did service provider	Did indirect compensation	Enter total indirect	Did the service
Code(s)	employer, employee	compensation paid	receive indirect	include eligible indirect	compensation received by	provider give you a
	organization, or	by the plan. If none,	compensation? (sources	compensation, for which the	service provider excluding	formula instead of
	person known to be	enter -0	other than plan or plan	plan received the required	eligible indirect	an amount or
	a party-in-interest		sponsor)	disclosures?	compensation for which you	estimated amount?
					answered "Yes" to element	
					(f). If none, enter -0	
11 50	NONE	595052				
			Yes No X	Yes No		Yes No

#### (a) Enter name and EIN or address (see instructions)

#### ING

#### 04-3516284

(b)	(c)	(d)	(e)	(f)	(g)	(h)		
Service Code(s)	Relationship to employer, employee	Enter direct compensation paid by the plan. If none,	Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0	Did the service provider give you a formula instead of an amount or estimated amount?		
13 50	NONE	388000	Yes 🗌 No 🔀	Yes 🗌 No 🗌		Yes 🗌 No 🗍		
(a) Enter name and EIN or address (see instructions)								

#### TRUVEN HEALTH ANALYTICS

#### 06-1467923

(b)	(c)	(d)	(e)	(f)	(g)	(h)	
Service Code(s)	Relationship to employer, employee organization, or person known to be a party-in-interest		Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	Enter total indirect	Did the service provider give you a formula instead of an amount or	
15 50	NONE	371175	Yes 🗌 No 🛛	Yes 🗌 No 🗌		Yes 🗌 No 🗌	
(a) Enter name and EIN or address (see instructions)							
		•	-, und				

#### **ERNST & YOUNG LLP**

(b)	(c)	(d)	(e)	(f)	(g)	(h)
Service	Relationship to	Enter direct	Did service provider	Did indirect compensation	Enter total indirect	Did the service
Code(s)	employer, employee	compensation paid	receive indirect	include eligible indirect	compensation received by	
	organization, or	by the plan. If none,	compensation? (sources	compensation, for which the	service provider excluding	formula instead of
	person known to be	enter -0	other than plan or plan	plan received the required	eligible indirect	an amount or
	a party-in-interest		sponsor)	disclosures?	compensation for which you	estimated amount?
					answered "Yes" to element	
					(f). If none, enter -0	
10 50	NONE	(00000				
10 50	NONE	190088				
			Yes No 🗙	Yes No		Yes No

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#### (a) Enter name and EIN or address (see instructions)

MAX-IT MAILING & FULFILLMENT

## 22-3788849

(b)	(c)	(d)	(e)	(f)	(g)	(h)		
Service	Relationship to	Enter direct	Did service provider	Did indirect compensation	Enter total indirect	Did the service		
Code(s)	employer, employee	compensation paid	receive indirect	include eligible indirect		provider give you a		
		by the plan. If none, enter -0	compensation? (sources	compensation, for which the	service provider excluding	formula instead of		
	person known to be a party-in-interest	enter -0	other than plan or plan sponsor)	plan received the required disclosures?	eligible indirect compensation for which you	an amount or		
	a party-in-interest		sponsor)	disclosures?	answered "Yes" to element			
					(f). If none, enter -0			
					()			
38 50	NONE	46713						
			Yes No X	Yes No		Yes 🗌 No 🗍		
		(	a) Enter name and EIN or	address (see instructions)				

BLACKROCK INSTITUTIONAL TRUST CO NA

#### 94-3112180

(b)	(C)	(d)	(e)	(f)	(g)	(h)		
Service Code(s)	Relationship to employer, employee organization, or person known to be a party-in-interest	Enter direct compensation paid by the plan. If none,	Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0	an amount or estimated amount?		
19 28 50 51	NONE	30747	Yes 🗙 No 🗌	Yes 🛛 No 🗌	0	Yes 🗌 No 🔀		
	(a) Enter name and EIN or address (see instructions)							
		(	a Enter name and Env or	address (see instructions)				

EXPRESS SCRIPTS, INC.

(b)	(c)	(d)	(e)	(f)	(g)	(h)
Service	Relationship to	Enter direct	Did service provider	Did indirect compensation	Enter total indirect	Did the service
Code(s)	employer, employee	compensation paid	receive indirect	include eligible indirect	compensation received by	provider give you a
	organization, or	by the plan. If none,	compensation? (sources	compensation, for which the	service provider excluding	formula instead of
	person known to be	enter -0	other than plan or plan	plan received the required	eligible indirect	an amount or
	a party-in-interest		sponsor)	disclosures?	compensation for which you	
					answered "Yes" to element	
					(f). If none, enter -0	
10.50						
13 50	NONE	30699				
			Yes No 🗙	Yes No		Yes No

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#### (a) Enter name and EIN or address (see instructions)

UNIVERSAL MAILING SERVICE

## 22-2381663

<b>(b)</b> Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest		(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0	(h) Did the service provider give you a formula instead of an amount or estimated amount?
38 50	NONE	28653	Yes 🗌 No 🛛	Yes 🗌 No 🗌		Yes No
		()	a) Enter name and EIN or	address (see instructions)		

MERCER

#### 61-0736136

(b)	(c)	(d)	(e)	(f)	(g)	(h)
Service Code(s)	Relationship to employer, employee organization, or person known to be a party-in-interest	Enter direct compensation paid by the plan. If none, enter -0	Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0	Did the service provider give you a formula instead of an amount or estimated amount?
16 27 50	NONE	26006	Yes 🗌 No 🗙	Yes 🗌 No 🗌		Yes 🗌 No 🗌
		(	a) Enter name and EIN or	address (see instructions)		

## ALCATEL-LUCENT INVEST MGMT CORP

<b>(b)</b> Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0	
31 50	AFFILIATE	25862	Yes 🗌 No 🗙	Yes 🗌 No 🗌		Yes 🗌 No 🗍

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## TAX SAVER

75-1701102	2					
<b>(b)</b> Service Code(s)	(C) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 50	NONE	23020	Yes 🗌 No 🔀	Yes 🗌 No 🗌		Yes No
		(	<b>a)</b> Enter name and EIN or	address (see instructions)		
BANK OF 1	NEW YORK MELLON					
(b) Service Code(s)	(C) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 21 25 49 50 62	NONE	20000	Yes 🗴 No 🗌	Yes 🛛 No 🗌	0	Yes 🗴 No 🗌
		(	<b>a)</b> Enter name and EIN or	address (see instructions)		
RICHARD	CASH		PO BOX PISCAT/	733 AWAY, NJ 08855-0733		
(b) Service	(c) Relationship to	(d) Enter direct	(e) Did service provider	(f) Did indirect compensation	(g) Enter total indirect	(h) Did the service

Service	Relationship to	Enter direct	Did service provider	Did indirect compensation	Enter total indirect	Did the service
Code(s)	employer, employee	compensation paid	receive indirect	include eligible indirect	compensation received by	provider give you a
	organization, or	by the plan. If none,	compensation? (sources	compensation, for which the	service provider excluding	formula instead of
	person known to be	enter -0	other than plan or plan	plan received the required	eligible indirect	an amount or
	a party-in-interest		sponsor)	disclosures?	compensation for which you	estimated amount?
					answered "Yes" to element	
					(f). If none, enter -0	
16 50	NONE	11164				
			Yes No X	Yes No		Yes No

## Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(C) Enter amount of indirect compensation
	()	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect of	compensation, including any
	formula used to determine for or the amount of t	the service provider's eligibility he indirect compensation.
(a) Enter service provider name as it appears on line 2	(b) Service Codes	(c) Enter emount of indirect
(a) Enter service provider name as it appears on line 2	(see instructions)	(C) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation		compensation, including any
		the service provider's eligibility he indirect compensation.
(a) Enter service provider name as it appears on line 2	(b) Service Codes	(C) Enter amount of indirect
	(see instructions)	compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect of	compensation, including any
	for or the amount of t	the service provider's eligibility he indirect compensation.

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Ρ	Part II Service Providers Who Fail or Refuse to Provide Information				
4	4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.				
	(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(C) Describe the information that the service provider failed or refused to provide		
_	(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(C) Describe the information that the service provider failed or refused to provide		
	(a) Enter name and EIN or address of service provider (see	(b) Nature of Service	(C) Describe the information that the service provider failed or refused to		
	instructions)	Code(s)	provide		
	(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(C) Describe the information that the service provider failed or refused to provide		
	(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(C) Describe the information that the service provider failed or refused to provide		
	(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(C) Describe the information that the service provider failed or refused to provide		

Part III Termination Information on Accountants and Enrolled Actual (complete as many entries as needed)		Termination Information on Accountants and Enrolled Actuaries (see in (complete as many entries as needed)	structions)
а	Name		<b>b</b> EIN:
С	Positic	n:	
d	Addre	SS:	e Telephone:
Ex	planatio	):	

а	Name:	<b>b</b> EIN:
С	Position:	
d	Address:	e Telephone:

Explanation:

Explanation:

а	Name:	b EIN:
С	Position:	
d	Address:	e Telephone:

Explanation:

а	Name:	<b>b</b> EIN:
С	Position:	
d	Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500)	SCHEDULE D DFE/Participating Plan Information				
Department of the Treasury Internal Revenue Service	Retire	required to be filed under section 104 of the ement Income Security Act of 1974 (ERISA).	2012		
Department of Labor Employee Benefits Security Administration	I	File as an attachment to Form 5500.		This Form is Open to Public Inspection.	
For calendar plan year 2012 or fiscal p	lan year beginning	01/01/2012 and	ending 12/3	31/2012	
A Name of plan ALCATEL-LUCENT RETIREE WELFAI	RE BENEFITS PLAN		B Three-digit plan numb	er (PN) 🕨 504	
C Plan or DFE sponsor's name as sho ALCATEL-LUCENT USA INC.	wn on line 2a of Form	n 5500	D Employer Id	lentification Number (EIN) 7	
(Complete as many e	entries as needed	<b>Ts, PSAs, and 103-12 IEs (to be con</b> to report all interests in DFEs)	npleted by pla	ans and DFEs)	
<b>a</b> Name of MTIA, CCT, PSA, or 103-7					
<b>b</b> Name of sponsor of entity listed in (	(a):	INSTITUTIONAL TRUST CO. N.A.			
C EIN-PN 94-3167617-001	d Entity C code	e Dollar value of interest in MTIA, CCT, P 103-12 IE at end of year (see instructio		51403596	
<b>a</b> Name of MTIA, CCT, PSA, or 103-7	12 IE: BLACKROCK	EAFE EQUITY INDEX FUND			
<b>b</b> Name of sponsor of entity listed in	BLACKROCK	INSTITUTIONAL TRUST CO. N.A.			
<b>C</b> EIN-PN 94-6581674-001	d Entity C code	e Dollar value of interest in MTIA, CCT, P 103-12 IE at end of year (see instruction		18086472	
a Name of MTIA, CCT, PSA, or 103-7	12 IE: BLACKROCK	U.S. DEBT INDEX FUND			
<b>b</b> Name of sponsor of entity listed in (	a): BLACKROCK	INSTITUTIONAL TRUST CO. N.A.			
C EIN-PN 94-3138366-001       d Entity code       C Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)       22726340					
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK 1 TO 3 YR TREAS INDEX FD					
<b>b</b> Name of sponsor of entity listed in (	a): BLACKROCK	INSTITUTIONAL TRUST CO. N.A.			
C EIN-PN 94-3181525-001	d Entity C code	e Dollar value of interest in MTIA, CCT, P 103-12 IE at end of year (see instruction		0	
<b>a</b> Name of MTIA, CCT, PSA, or 103-7	12 IE: CHARITABLE	TEMPORARY INVESTMENT FD			
<b>b</b> Name of sponsor of entity listed in	(a): BANK OF NEV	V YORK MELLON			
C EIN-PN 25-6297127-001	d Entity C code	e Dollar value of interest in MTIA, CCT, P 103-12 IE at end of year (see instruction		0	
<b>a</b> Name of MTIA, CCT, PSA, or 103-7	12 IE:				
<b>b</b> Name of sponsor of entity listed in	(a):				
C EIN-PN	<b>d</b> Entity code	e Dollar value of interest in MTIA, CCT, P 103-12 IE at end of year (see instruction			
<b>a</b> Name of MTIA, CCT, PSA, or 103-	12 IE:				
<b>b</b> Name of sponsor of entity listed in	(a):				
C EIN-PN	<b>d</b> Entity code	e Dollar value of interest in MTIA, CCT, P 103-12 IE at end of year (see instruction		0.4	

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Schedule D (Form 5500) 2	012	Page <b>2 -</b> 1					
<b>a</b> Name of MTIA, CCT, PSA, or 103	-12 IE:						
<b>b</b> Name of sponsor of entity listed in (a):							
C EIN-PN	d Entity code	Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)					
<b>a</b> Name of MTIA, CCT, PSA, or 103	-12 IE:						
<b>b</b> Name of sponsor of entity listed in	(a):						
C EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)					
<b>a</b> Name of MTIA, CCT, PSA, or 103	-12 IE:						
<b>b</b> Name of sponsor of entity listed in	(a):						
C EIN-PN	d Entity code	Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)					
<b>a</b> Name of MTIA, CCT, PSA, or 103	-12 IE:						
<b>b</b> Name of sponsor of entity listed in	(a):						
C EIN-PN	d Entity code	Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)					
<b>a</b> Name of MTIA, CCT, PSA, or 103	-12 IE:						
<b>b</b> Name of sponsor of entity listed in	(a):						
C EIN-PN	d Entity code	Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)					
<b>a</b> Name of MTIA, CCT, PSA, or 103	-12 IE:						
<b>b</b> Name of sponsor of entity listed in	(a):						
C EIN-PN	d Entity code	Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)					
<b>a</b> Name of MTIA, CCT, PSA, or 103	-12 IE:						
<b>b</b> Name of sponsor of entity listed in	(a):						
C EIN-PN	<b>d</b> Entity code	Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)					
a Name of MTIA, CCT, PSA, or 103	-12 IE:						
<b>b</b> Name of sponsor of entity listed in	(a):						
C EIN-PN	<b>d</b> Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)					
<b>a</b> Name of MTIA, CCT, PSA, or 103	-12 IE:						
<b>b</b> Name of sponsor of entity listed in	(a):						
C EIN-PN	d Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)					
a Name of MTIA, CCT, PSA, or 103-12 IE:							
<b>b</b> Name of sponsor of entity listed in	(a):						
C EIN-PN	<b>d</b> Entity code	Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)					

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Ρ	Part II	Information on Participating Plans (to be completed by DFEs) (Complete as many entries as needed to report all participating plans)	
а	Plan na	ne	
b	Name o plan spo		C EIN-PN
а	Plan na	ne	
b	Name o plan spo		C EIN-PN
а	Plan na	ne	
b	Name o plan spo		C EIN-PN
а	Plan na	ne	
b	Name o plan spo		C EIN-PN
а	Plan na	ne	
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а	Plan na	ne	
b	Name o plan spo		C EIN-PN
а	Plan na	ne	
b	Name o plan spo		C EIN-PN
а	Plan na	ne	
b	Name o plan spo		C EIN-PN
а	Plan na	ne	
b	Name o plan spo		C EIN-PN
а	Plan na	ne	
b	Name o plan spo		C EIN-PN

SCHEDULE H Financial Information					-	OMB No. 1210-0110		
(Form 5500) Department of the Treasury Internal Revenue Service Department of Labor	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).							
Employee Benefits Security Administration Pension Benefit Guaranty Corporation	File as an attachm	ent to Form	5500.			This F	orm is Ope Inspecti	en to Public on
For calendar plan year 2012 or fiscal pl	an year beginning 01/01/2012		and	ending	12/31/	2012		- -
A Name of plan ALCATEL-LUCENT RETIREE WELFA	RE BENEFITS PLAN				Three-dig plan numl		•	504
C Plan sponsor's name as shown on li ALCATEL-LUCENT USA INC.	ine 2a of Form 5500				mployer I 2-340885		on Number (	(EIN)
Part I Asset and Liability S	Statement							
the value of the plan's interest in a d lines 1c(9) through 1c(14). Do not e benefit at a future date. <b>Round off</b> a	bilities at the beginning and end of the plan commingled fund containing the assets of m nter the value of that portion of an insuranc <b>amounts to the nearest dollar.</b> MTIAs, Co s also do not complete lines 1d and 1e. See	ore than one e contract wh CTs, PSAs, a	plan on a ich guaran	line-by- ntees, d	line basis	s unless th plan year	e value is re to pay a sp	eportable on becific dollar
As	sets		<b>(a)</b> B	eginnin	g of Year		<b>(b)</b> End	d of Year
a Total noninterest-bearing cash		1a						
<b>b</b> Receivables (less allowance for double b)	ubtful accounts):							
(1) Employer contributions		1b(1)						
(2) Participant contributions		1b(2)						
(3) Other		1b(3)			1462	3000		67092000
	money market accounts & certificates	1c(1)			1426	6000		11600000
(2) U.S. Government securities		1c(2)						
(3) Corporate debt instruments (or	ther than employer securities):							
		1c(3)(A)						
(B) All other		1c(3)(B)						
(4) Corporate stocks (other than e								
(A) Preferred	· · · · ·	1c(4)(A)						
		1c(4)(B)						
	ests	1c(5)						
	ver real property)	1c(6)						
.,	ts)	1c(7)						
		1c(8)						
	ollective trusts	1c(9)			9690	3000		92216000
	arate accounts	1c(10)						
	t investment accounts	1c(11)						
	estment entities	1c(12)						
(13) Value of interest in registered i funds)	nvestment companies (e.g., mutual	1c(13)				0		10435000
	ce company general account (unallocated	1c(14)			37885	0000		375624000
(15) Other		1c(15)						

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500

1d	Employer-related investments:		(a) Beginning of Year	(b) End of Year
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
е	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	504642000	556967000
	Liabilities			
g	Benefit claims payable	1g	3400000	35600000
h	Operating payables	1h	3488000	3227000
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	11242000	9575000
k	Total liabilities (add all amounts in lines 1g through1j)	1k	18130000	48402000
	Net Assets			
I	Net assets (subtract line 1k from line 1f)	11	486512000	508565000

# Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
а	Contributions:			
	(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	29338000	
	(B) Participants	2a(1)(B)	150412000	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	2a(3)		179750000
b	Earnings on investments:			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)	200000	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		200000
	(2) Dividends: (A) Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines 2b(2)(A), (B), and (C)	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	<ul> <li>(C) Total unrealized appreciation of assets.</li> <li>Add lines 2b(5)(A) and (B)</li> </ul>	2b(5)(C)		0

			(a)	Amount			(b)	Total
	(6) Net investment gain (loss) from common/collective trusts	2b(6)						5956000
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)						
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)						
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)						
(	10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)						
С	Other income	2c						36381000
d	Total income. Add all <b>income</b> amounts in column (b) and enter total	2d						222287000
	Expenses							
е	Benefit payment and payments to provide benefits:							
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		1100	617000			
	(2) To insurance carriers for the provision of benefits	2e(2)		749	96000			
	(3) Other	2e(3)						
	(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)						185613000
f	Corrective distributions (see instructions)	2f			F			
g	Certain deemed distributions of participant loans (see instructions)	2g			F			
-	Interest expense	2h			F			
i	Administrative expenses: (1) Professional fees	2i(1)		146	621000			
-	(2) Contract administrator fees	2i(2)						
	(2) Investment advisory and management fees	2i(3)						
	(4) Other	2i(4)						
	<ul><li>(4) Outer</li></ul>	2i(5)						14621000
	Total expenses. Add all <b>expense</b> amounts in column (b) and enter total	2j			F			200234000
J	Net Income and Reconciliation	,						
k	Net income (loss). Subtract line <b>2j</b> from line <b>2d</b>	2k						22053000
I N	Transfers of assets:				F			
•		2l(1)			H	_		
	<ul><li>(1) To this plan.</li><li>(2) From this plan.</li></ul>	21(2)			F			
	(2) From this plan	(-/						
Ра	rt III Accountant's Opinion							
	Complete lines 3a through 3c if the opinion of an independent qualified public ad attached.	ccountant is attac	ched to t	his Form 5	500. Comp	lete lir	ne 3d if ar	n opinion is not
a 1	he attached opinion of an independent qualified public accountant for this plan	is (see instructio	ons):					
	(1) 🛛 Unqualified (2) 🗌 Qualified (3) 🗌 Disclaimer (4)	Adverse						
b	Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-	8 and/or 103-12(	(d)?				Yes	X No
CE	Enter the name and EIN of the accountant (or accounting firm) below:							
	(1) Name: ERNST & YOUNG LLP	(2	2) EIN: 3	84-656559	6			
d ٦	The opinion of an independent qualified public accountant is <b>not</b> attached beca (1) This form is filed for a CCT, PSA, or MTIA. (2) It will be attach		orm 5500	) pursuant	to 29 CFR	2520.	104-50.	
Ра	rt IV Compliance Questions							
4	CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not 103-12 IEs also do not complete lines 4j and 4I. MTIAs also do not complete		4a, 4e, 4	4f, 4g, 4h,	4k, 4m, 4n,	, or 5.		
	During the plan year:			Yes	No		Amo	ount
а	Was there a failure to transmit to the plan any participant contributions within							
	period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prubil fully corrected. (See instructions and DOL's Voluntary Educing Correct	•			X			
<b>۲</b>	until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correcti		· 4a		~			
b	Were any loans by the plan or fixed income obligations due the plan in defaul close of the plan year or classified during the year as uncollectible? Disregard		s					
	secured by participant's account balance. (Attach Schedule G (Form 5500) P	art I if "Yes" is			x			
	checked.)		. 4b					

		[	Yes	No	Αποι	unt
C	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X		
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions					
	reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		х		
е	Was this plan covered by a fidelity bond?	4e	Х			1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X		
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		х		
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X		
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	41	Х			
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).	4j	X			
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	j 4k		Х		
I	Has the plan failed to provide any benefit when due under the plan?	41		Х		
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m				
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n				
5a	Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year	Yes	s 🗙 No	Amou	nt:	
5b	If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), transferred. (See instructions.)	, identi	ify the pla	ın(s) to wh	nich assets or liabil	ities were
	5b(1) Name of plan(s)					
				5b(2) EIN	(s)	<b>5b(3)</b> PN(s)

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN



# FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

Alcatel-Lucent Retiree Welfare Benefits Plan Years Ended December 31, 2012 and 2011 With Report of Independent Auditors

Ernst & Young LLP

# **UERNST&YOUNG**

# Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

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Statements of Benefit Obligations and Net Assets Available for Benefits Statement of Changes in Benefit Obligations and Net Assets Available for Benefits Notes to Financial Statements	4
Supplemental Schedules	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year) Schedule H, Line 4j – Schedule of Reportable Transactions	



Ernst & Young LLP 5 Times Square New York, NY 10036-6530 Tel: +1 212 773 3000 Fax: +1 212 773 6350 www.ey.com

# Report of Independent Auditors

The Employee Benefits Committee Alcatel-Lucent Retiree Welfare Benefits Plan

We have audited the accompanying financial statements of Alcatel-Lucent Retiree Welfare Benefits Plan, which comprise the statements of benefit obligations and net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in benefit obligations and net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

## Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of Alcatel-Lucent Retiree Welfare Benefits Plan at December 31, 2012 and 2011, and the changes in its financial status for the year ended December 31, 2012, in conformity with U.S. generally accepted accounting principles.

## **Supplemental Schedules**

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2012, and reportable transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements information directly to the underlying accounting and other records used to prepare the financial statements as a certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Ernst + Young LLP

October 14, 2013

# Statements of Benefit Obligations and Net Assets Available for Benefits (In Thousands)

		r 31	
		2012	2011
Benefit obligations			
Accumulated postretirement benefit obligation:	ሰ	4 3 41 300 f	4 5 4 9 200
Current retirees	\$	4,341,300 \$	4,548,200
Medical claims payable and liability for claims incurred but		25 (00	2 400
not reported		35,600	3,400
Other participants fully eligible for benefits		25,900 132 200	23,300
Other participants not yet fully eligible for benefits		132,200	132,200
Total benefit obligations		4,535,000	4,707,100
Net assets			
Cash		1	14,266
Refund receivable		16,817	14,623
Rebates receivable		50,275	
Group life insurance policies		375,624	378,850
Assets held in Lucent Technologies Inc. Master Pension Trust		,	
Restricted for 401(h) account		213,929	213,373
Restricted for applicable life insurance account		1	_
Common/collective trusts		92,216	96,903
Guaranteed interest rate contract		11,599	_
Registered investment company		10,435	_
Total assets		770,897	718,015
Due to Sponsor, net		9,575	11,242
Accrued administrative costs		3,227	3,488
Total liabilities		12,802	14,730
Net assets available for benefits		758,095	703,285
Excess of benefit obligations over net assets		100,070	103,205
available for benefits	\$	3,776,905 \$	4,003,815

See accompanying notes.

# Statement of Changes in Benefit Obligations and Net Assets Available for Benefits

Year Ended December 31, 2012 (In Thousands)

#### Net increase in benefit obligations Increase (decrease) during the period attributable to: Benefits paid, net \$ (326, 100)Change in actuarial assumptions and experience (213,800)Benefits accumulated and other changes 207,500 Change in discount rate 237,600 (77, 300)Plan amendments (172,100)Net decrease in benefit obligations Net change in net assets available for benefits Additions to Plan assets available for benefits attributable to: Sponsor contributions 29,338 Participant contributions 150,412 Income from insurance policies 36,381 Net investment gain 20,257 Net increase in 401(h) account 556 Net increase in applicable life insurance account 1 Interest income 200 Total additions 237.145 Deductions from Plan assets available for benefits attributable to: Payments for benefits 153,413 Administrative costs 14,621 Net depreciation in fair value of investments 14,301 Total deductions 182,335 Net increase in net assets available for benefits 54,810 Decrease in excess of benefit obligations over net assets available for benefits (226, 910)Excess of benefit obligations over net assets available for benefits: Beginning of year 4,003,815 End of year \$ 3,776,905

See accompanying notes.

Notes to Financial Statements

December 31, 2012 (In Thousands)

## **1. Plan Description**

The following description of the Alcatel-Lucent Retiree Welfare Benefits Plan (the "Plan") provides only general information. Participants should refer to the Plan document, and the plan documents and the summary plan descriptions of each of the component plans, for a more complete description of the Plan's provisions.

## General

The Plan is an umbrella plan comprised of the following component plans: the Alcatel-Lucent Medical Expense Plan for Retired Employees (the "Retiree Medical Plan"), the Alcatel-Lucent Dental Expense Plan for Retired Employees (the "Retiree Dental Plan") and the Alcatel-Lucent Group Life Insurance Plan for Retired Employees (the "Retiree Group Life Plan"). The Retiree Medical Plan and the Retiree Dental Plan are contributory employee welfare benefit plans that provide standard health benefits to substantially all of the retired employees and eligible dependents of Alcatel-Lucent USA Inc. (the "Sponsor"), and its domestic subsidiaries. Although the Retiree Group Life Plan permits participant contributions, the plan has been non-contributory to date. It provides basic life insurance benefits to substantially all of the retired employees of the Sponsor and its domestic subsidiaries who are eligible for disability or service pensions. The Plan and its component plans are employee benefit plans subject to the provisions of Employee Retirement Income Security Act of 1974 ("ERISA").

Pursuant to a December 2004 collective bargaining agreement (the "Agreement") between the Sponsor and the Communications Workers of America and the International Brotherhood of Electrical Workers (collectively, the "Unions"), the Lucent Supplemental Healthcare Benefits Trust for Formerly Represented Retirees (the "Taft Hartley Trust"), a voluntary employees' beneficiary association meeting the requirements of section 501(c)(9) of the Internal Revenue Code of 1986, as amended (the "Code") and other applicable legal requirements, including Section 302 of the Labor Management Relations Act, 1947, was established for the exclusive purpose of paying a portion of the retiree healthcare benefits that eligible participants and their beneficiaries who are covered by the Agreement would otherwise be required to absorb through premiums and other payments. The trustees, who have exclusive authority to manage the Taft Hartley Trust for the exclusive benefit of its participants, are appointed in equal numbers by the Sponsor and the Unions. The Sponsor agreed to contribute \$400,000 to the Taft Hartley Trust by the end of 2012, with a minimum annual contribution of \$25,000. As of the end of 2012, the Sponsor had satisfied its obligation to contribute to the Taft-Hartley Trust.

# Notes to Financial Statements (continued)

(In Thousands)

## **1. Plan Description (continued)**

In April 2012, the Sponsor and the Unions entered into an agreement (i) to continue health benefits for formerly represented retirees through December 31, 2013, and (ii) to reduce the Sponsor's funding commitment with respect to such health benefits for the 2013 plan year by \$40,000. In December 2012, the Sponsor and the Unions entered into an agreement (i) to continue health benefits for formerly represented retirees through December 31, 2014, and (ii) to reduce the Sponsor's funding commitment with respect to such health benefits for the 2014, and (ii) to reduce the Sponsor's funding commitment with respect to such health benefits for the 2014 plan year by \$40,000.

## Benefits

The Plan provides health benefits (hospital, surgical, medical, prescription drug and mental health/chemical dependency), including an HMO option, and dental benefits, including a Dental Maintenance Organization ("DMO") option and a Preferred Provider Organization ("PPO") option, to eligible retired participants, their lawful spouses, and eligible dependents. The Plan provides for continuation of certain benefits upon the occurrence of a qualifying event through the Consolidated Omnibus Budget Reconciliation Act of 1985.

On July 30, 2008, the Board of Directors of the Sponsor approved a change in the management retiree health benefit plan design for Medicare-eligible participants and their Medicare-eligible dependents. Effective January 1, 2009, such participants and beneficiaries had a new medical coverage option – an insured Medicare Advantage plan known as a "Private Fee For Service" plan ("PFFS") provided through United Healthcare. PFFS replaced the traditional indemnity option offered under the Plan for these participants. Affected participants could also choose a Medicare Advantage HMO, where available. Effective January 1, 2011, the PFFS plan was discontinued and replaced by the Medicare Advantage Preferred Provider Organization ("MAPPO"). Effective January 1, 2012, the formerly represented health benefit plan design was amended to add the MAPPO option.

In addition to health benefits, the Plan provides death benefits to eligible retired employees of the Sponsor which are payable to their beneficiaries. A participant may assign his or her life insurance under the Plan in accordance with the terms and conditions of his or her policy. Benefit payments for these benefits are administered under insurance contracts with Metropolitan Life Insurance Company ("MetLife").

# Notes to Financial Statements (continued)

(In Thousands)

## **1. Plan Description (continued)**

During 2012, the Plan paid \$27,571 in HMO premiums, \$34,158 in MAPPO premiums, \$2,864 in DMO premiums and \$10,403 in dental PPO premiums to insurance carriers, which are included in payments for benefits.

## Section 420 Maintenance of Cost Obligation

Section 420 of the Code permits employers to transfer "excess pension assets" (as defined in Section 420 of the Code) from a defined benefit pension plan to a "health benefits account" within the plan and to use the assets in such account to pay for "applicable health benefits" (as defined in Section 420 of the Code) for retired employees and their spouses and dependents. On July 6, 2012, Section 420 of the Code was amended by the Moving Ahead for Progress in the 21<sup>st</sup> Century Act ("MAP 21") to permit employers to transfer excess pension assets to an "applicable life insurance account" within the pension plan and to use the assets in such account to pay for "applicable life insurance benefits" (as defined in Section 420 of the Code) with respect to retired employees. MAP-21 also extended the period during which employers may make such asset transfers to December 31, 2021.

Section 420 of the Code requires that, in connection with any such asset transfer, the group health plan or arrangement pursuant to which applicable health benefits or applicable life insurance benefits, as the case may be, are provided include certain provisions relating to minimum cost (so-called maintenance of cost requirements). Effective September 17, 2012, the maintenance of cost provisions of the Retiree Medical Plan component of the Plan were amended to reflect the extended period for making so-called "Section 420 transfers" for retiree health benefits. Also effective September 17, 2012, the Retiree Group Life Plan component of the Plan was amended to add provisions relating to transfers for life insurance coverage.

## Contributions

The Sponsor has created certain voluntary employees' beneficiary association trusts (the "Trusts"). According to the Trusts' agreements, the Sponsor may contribute such assets to the Trusts as it reasonably determines necessary and appropriate to pay expenses under the various medical, dental, and group life benefit plans consistent with any limitations under Section 419 of the Code, and shall specifically indicate the allocation of such assets among the plans.

# Notes to Financial Statements (continued)

## (In Thousands)

## **1. Plan Description (continued)**

Participant contributions are made primarily through pension payroll deductions and direct billing by the Sponsor, which in turn makes contributions to the Plan on the participants' behalf. Participant contributions reflect the cost of the selected coverage level and optional dependent coverage less the amount of cost paid by the Sponsor. Participant contributions also include elections to continue coverage for dependents of deceased retired participants.

For eligible formerly represented occupational retirees who retired before March 1, 1990, the Sponsor pays the entire cost of the medical and dental coverage, except for non-grandfathered Class II dependents for whom the retiree pays the entire cost. In addition, the Sponsor reimburses the entire amount of Medicare Part B premiums for these Medicare-eligible retired employees and/or their spouses.

For eligible formerly represented occupational retirees who retire on or after March 1, 1990, sponsor contributions are limited to the following annual amounts for medical and dental coverage:

	Formerly Represented Occupational (In Whole Dollars)
Retired under age 65 – single coverage	\$ 4,225
Retired under age 65 – family coverage	8,600
Retired age 65 and over – single coverage	2,000
Retired age 65 and over – family coverage	4,625

In addition, the amount the Sponsor reimburses for Medicare Part B premiums for these Medicare-eligible retired employees will not exceed \$46.00 per month (\$33.00 for spouses) (in whole dollars). However, no reimbursement is made for spouses of employees who retire after May 31, 1998.

For eligible management and non-represented occupational retirees who retired before March 1, 1990, the Sponsor pays the entire cost of the medical coverage, except for non-grandfathered Class II dependents for whom the retiree pays the entire cost. Management and non-represented occupational retirees pay the full dental cost.

# Notes to Financial Statements (continued)

## (In Thousands)

## **1. Plan Description (continued)**

For eligible management and non-represented occupational retirees who retire on or after March 1, 1990, Sponsor contributions are limited to the following annual amounts for medical coverage:

	Management and Non-represented Occupational
	(In Whole Dollars)
Retirees Under Age 65	
Single Coverage:	
Retiree Not Medicare Eligible	\$ 3,200
Retiree Medicare Eligible	_
Family Coverage (Non-Access):	
None Medicare Eligible	6,700
Retiree (Only) Medicare Eligible	3,500
Spouse (Only) Medicare Eligible	3,200
Both Medicare Eligible	_
Retirees Age 65 and Over	
Single Coverage	_
Family Coverage (Non-Access):	
Retiree (Only) Medicare Eligible	3,500
Both Medicare Eligible	_

Prescription drug benefits are provided for Medicare-eligible management and non-represented occupational retirees through a Medicare Prescription Drug Plan ("PDP"). In a PDP, the prescription drug vendor contracts directly with The Centers for Medicare and Medicaid Services (the "CMS") to provide Medicare Part D coverage. Plan sponsors who offer PDPs do not receive Medicare Part D Retiree Drug Subsidies for these plans. The Plan's PDP is a self insured program administered by Express Scripts (formerly Medco Health Solutions).

On August 31, 2010, the U.S. Department of Health & Human Services ("HHS") advised the Sponsor that its application to participate in HHS's Early Retiree Reinsurance Program (the "Program") had been approved. The Program, established as part of the Patient Protection and

# Notes to Financial Statements (continued)

(In Thousands)

## **1. Plan Description (continued)**

Affordable Care Act, reimburses plan sponsors for some of the costs associated with health care benefits paid on behalf of, or by, "early retirees" and certain of their dependents who participate in an "employment-based" plan.

In December 2010, the Sponsor received an initial reimbursement of \$12,512 from the Program. During 2011, the Sponsor received additional reimbursements of \$29,926 from the Program and \$27 in interest. During 2012, the Sponsor received \$17 in interest.

The Program imposes certain restrictions on how a plan sponsor may use Program proceeds. Specifically, a plan sponsor must use the proceeds (i) to reduce its own health benefit premiums or health benefit costs, (ii) to reduce the health benefit premium contributions, copayments, deductibles, coinsurance, or other out-of-pocket costs (or any combination of these costs) for plan participants, or (iii) to reduce a combination of the costs of (i) or (ii).

During 2011, the Sponsor used \$28,200 to offset its own increased healthcare costs. During 2012, the Sponsor used the remaining \$14,282 to offset participants' increased healthcare costs.

## Administrative Costs

Costs of administering the Plan are borne by the Plan or by the Sponsor.

## Other

At December 31, 2012 and 2011, the Plan's benefit obligations significantly exceeded its net assets available for benefits. However, management expects that the Plan's net assets available for benefits and future Sponsor contributions will be sufficient to fund obligations as they are incurred.

Although it has not expressed any intention to do so, the Sponsor has the right under the Plan, subject to collective bargaining agreements, to modify the benefits provided to participants, to discontinue its contributions at any time, and to terminate the Plan, subject to the provisions set forth in ERISA. In the event of such termination, the net assets of the Plan shall be allocated to pay the benefit obligations of the Plan in accordance with ERISA.
## Notes to Financial Statements (continued)

(In Thousands)

### 2. Summary of Significant Accounting Policies

#### **Basis of Presentation**

The accompanying financial statements have been prepared under the accrual method of accounting.

#### Valuation of Investments

The Plan invests in common/collective trusts, a registered investment company and a guaranteed interest rate contract. Investments in common/collective trusts are valued at fair value based on the common/collective trusts' net asset values on the last business day of the Plan year as determined by the trusts' managers. Investments in the registered investment company are valued at fair value based on the fund's net asset value on the last business day of the Plan year as determined by the fund's manager. The guaranteed interest rate contract is valued at fair value based on the guaranteed interest crediting rate. The net asset value is based on the value of the principal balance plus any accrued interest. See Note 3 for additional information.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded as earned.

#### **Valuation of Group Life Insurance Policies**

The Plan has prepaid premiums for life insurance policies with an insurance company. The prepaid premiums are invested by the insurance company in equity, fixed income and international separate accounts and a general account, all of which are valued by the insurance company. The Plan is allocated a portion of the earnings from these investments. The underlying investments in the accounts are valued at fair value generally using readily available market values. If there is no readily available market value for any asset in the separate accounts, the insurance company determines, at its discretion and in accordance with any applicable laws and regulations, the value to be used as such asset's market value. The policies are valued by the insurance company based on the fair value of the underlying assets.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

### Notes to Financial Statements (continued)

(In Thousands)

### 2. Summary of Significant Accounting Policies (continued)

### Accumulated Postretirement Benefit Obligation ("APBO")

The APBO represents the actuarial present value of those estimated future benefits that are attributed to employee service rendered to December 31 of the applicable year. Accumulated postretirement benefits include future benefits expected to be paid to or for (1) currently retired employees and eligible dependents and beneficiaries, (2) active management employees with more than 15 years service as of June 30, 2001, eligible dependents and beneficiaries and (3) all represented employees and eligible dependents and beneficiaries after retirement from the Sponsor. Prior to an active employee's full eligibility date, the APBO is the portion of the expected postretirement benefit obligation that is attributed to that employee's service performed prior to the valuation date.

The APBO is determined by the Plan's actuary, Aon Hewitt, and is the amount which results from applying actuarial assumptions to historic claims-cost data to estimate future annual incurred claims-cost per participant and to adjust such estimates for the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as those for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

For purposes of determining the actuarial present value of accumulated plan benefits as of December 31, 2012, an 8.6% post-65 medical, 9.2% pre-65 medical and 8.1% pre and post-65 prescription drug annual rate of increase in the per capita cost of covered benefits were assumed for 2013 for formerly represented occupational retirees and a 9.0% post-65 medical, 9.2% pre-65 medical and 8.9% pre and post-65 prescription drug annual rate of increase in the per capita cost of covered benefits were assumed for 2013 for management and non-represented occupational retirees. These rates were assumed to decline gradually after 2013 to 5.2% by the year 2022 and then remain constant. For purposes of determining the actuarial present value of accumulated plan benefits as of December 31, 2011, a 9.2% post-65 medical, 9.8% pre-65 medical and 10.4% pre and post-65 prescription drug annual rate of increase in the per capita cost of covered benefits were assumed for 2012. The rates were assumed to decline gradually after 2012 to 5.5% by the year 2021 and then remain constant. These assumed to decline gradually after 2012 to 5.5% by the year 2021 and then remain constant. These assumptions could greatly affect the amounts reported. To illustrate, increasing the assumed trend rate by 1% in each year could increase the APBO by \$113,000 and \$125,700 at December 31, 2012 and 2011, respectively.

### Notes to Financial Statements (continued)

### (In Thousands)

### 2. Summary of Significant Accounting Policies (continued)

For dental care benefits, the rate is 3.5% for 2013 and beyond. For 2012, the rate was 3.5%. These assumptions could greatly affect the amounts reported. To illustrate, increasing the assumed trend rate by 1% in each year could increase the APBO by \$3,900 and \$4,300 at December 31, 2012 and 2011, respectively.

For group life costs, the APBO is the amount that results from applying actuarial assumptions to participant census data to estimate future annual incurred claims-cost per participant and to adjust such estimates for the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as those for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The following summarizes other significant actuarial assumptions used in the valuations as of December 31, 2012 and 2011, respectively:

Weighted-average discount rate:	3.13% (2012), 3.74% (2011)
Mortality:	RP-2000 Combined Healthy Mortality with generational
	projection using the Society of Actuaries Scale AA
Weighted average rate of	
compensation increase:	3.92% (2012), 3.93% (2011)

The foregoing assumptions are based on the presumption that the benefits will continue. Were the benefits to terminate, different actuarial assumptions and other factors might be applicable in determining the APBO.

In March 2010, the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 (collectively, the "Act") were enacted. The primary focus of the Act is to significantly reform health care in the U.S. The Plan has included the estimated effect of the Act in the valuation of its postretirement benefit obligation as of December 31, 2012 and 2011. The Plan continues to evaluate the various provisions of the Act.

### Notes to Financial Statements (continued)

(In Thousands)

### 2. Summary of Significant Accounting Policies (continued)

#### **Medicare Subsidy**

The Medicare Prescription Drug, Improvement and Modernization Act of 2003 provides for a government subsidy to Plan Sponsors that maintain a prescription drug plan for Medicareeligible participants that is at least actuarially equivalent to the benefit provided by Medicare Part D. The Plan does provide an actuarially equivalent benefit, so the Sponsor expects to receive a subsidy. The Plan's benefit obligation does not reflect the subsidy because the subsidy is provided to the Sponsor and not the Plan.

#### **Claims Incurred But Not Reported**

Plan obligations at December 31, 2012 and 2011 for incurred but not reported claims are estimated by the Plan's actuary in accordance with accepted actuarial principles based on claims data provided by the Plan's third-party administrator. These amounts are paid by the Plan only if claims are submitted and approved for payment.

#### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make significant estimates and assumptions that affect the reported amounts of assets and benefit obligations and changes therein and disclosures of contingent assets and liabilities. These significant estimates include the Plan's accumulated benefit obligations and market value of investments. Actual results could differ from those estimates.

#### **Risks and Uncertainties**

Plan contributions and the actuarial present value of Plan benefit obligations are determined based on certain assumptions pertaining to per capita claim estimates, interest and mortality rates, inflation rates and participant demographics, all of which are subject to change. As of the date of these financial statements, the Sponsor believes these estimates and assumptions concerning matters such as interest rates and participant demographics are reasonable. However, due to the uncertainties inherent in making any estimate or assumption, it is at least reasonably possible that actual results may differ materially from what has been estimated or assumed.

### Notes to Financial Statements (continued)

(In Thousands)

### 2. Summary of Significant Accounting Policies (continued)

Investment securities held by the Trusts are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in market conditions could differ materially from what has been reported in the financial statements.

### **Payment of Benefits**

Benefits are recorded when paid. Certain premiums and claims are paid from the general assets of the Sponsor; however, all premiums and claims are recorded in the accompanying statement of changes in net assets available for benefits, regardless of whether they were paid from Plan assets or from the general assets of the Sponsor.

#### **Rebates and Refunds**

Rebates and refunds are recorded when earned from the provider and netted with claims paid in the accompanying statement of changes in net assets available for benefits.

### Due to Sponsor, Net

The Sponsor traditionally makes benefit payments on behalf of the Plan, net of participant contributions, and may opt to receive subsequent reimbursement from the Trusts. As a result of timing, a liability has been reported on the Statements of Benefit Obligations and Net Assets Available for Benefits as Due to Sponsor relating to such benefit payments made by the Sponsor that are not yet reimbursed by the Trusts as of December 31, 2012 and 2011. Such reimbursements may be made subsequent to the Plan's year-end.

#### **New Accounting Pronouncements**

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2011-04, Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs, ("ASU 2011-04"). ASU 2011-04 amended ASC 820, Fair Value Measurement, to converge the fair value measurement guidance in US generally accepted accounting principles ("GAAP") and International Financial Reporting Standards ("IFRSs"). Some of the amendments clarify the application of existing fair value measurement

### Notes to Financial Statements (continued)

### (In Thousands)

### 2. Summary of Significant Accounting Policies (continued)

requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures are not required for nonpublic entities, as defined in ASC 820. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Adoption of ASU 2011-04 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

#### 3. Investments

Plan investments are held in two separate Trusts: (1) the Lucent Technologies Inc. Postretirement Welfare Benefits Trust for Represented Employees (the "Represented Trust"), and (2) the Lucent Technologies Inc. Postretirement Welfare Benefits Trust for Nonrepresented Employees (the "Nonrepresented Trust"). Each of these trusts qualifies as a Voluntary Employees' Beneficiary Association ("VEBA") under Section 501(c)(9) of the Code. The exclusive purpose of these trusts is to fund future postretirement health and life benefits to eligible participants of the Plan.

During the year ended December 31, 2012, the Plan's investments (including investments bought and sold, as well as held during the year) depreciated in fair value as follows:

	Net Depreciation in Fair Value During the Year
Blackrock 1-3 Year Treasury Index Fund	\$ (19,957)
Blackrock EAFE Equity Index Fund	1,197
Blackrock Equity Index Fund	3,740
Blackrock U.S. Debt Index Fund	719
	\$ (14,301)

### Notes to Financial Statements (continued)

(In Thousands)

#### **3. Investments (continued)**

Investments which exceed 5% of the current value of net assets available for benefits at December 31, 2012 and 2011 were as follows:

	December 31			
	2012		2011	
Blackrock 1-3 Year Treasury Index Fund Blackrock Equity Index Fund	\$	* \$ 51,403	91,772	

\* Less than 5% threshold

#### **Fair Value Measurements**

The Plan follows a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 – inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, quoted market prices for identical or similar assets or liabilities in markets that are not active, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial statements.

Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurements.

## Notes to Financial Statements (continued)

#### (In Thousands)

#### 3. Investments (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value, as of December 31, 2012 and 2011. Assets are classified in their entirety based upon the lowest level of input that is significant to the fair value measurement.

			A	ssets at Fa. Decembe			
	]	Level 1		Level 2		Level 3	Total
				(In The	ousa	ends)	
Group life insurance policies Assets held in Lucent Technologies Inc. Master Pension Trust	\$	-	\$	-	\$	375,624	\$ 375,624
Restricted for 401(h) account		_		213,929		_	213,929
Restricted for applicable life insurance account		_		1		_	1
Common/collective trusts		_		92,216		_	92,216
Guaranteed interest rate contract		_		_		11,599	11,599
Registered investment company		10,435		_		-	10,435
Total assets at fair value	\$	10,435	\$	306,146	\$	387,223	\$ 703,804
			A	ssets at Fa Decembe			
	]	Level 1		Level 2		Level 3	Total
				(In The	ousa	unds)	
Group life insurance policies Assets held in Lucent Technologies Inc. Master	\$	_	\$	_	\$	378,850	\$ 378,850
Pension Trust – Restricted for 401(h) account		_		213,373		_	213,373

\$

\_

\$

96,903

310,276 \$

Pension Trust – Restricted for 401(h) account Common/collective trusts

Total assets at fair value

96,903

689,126

378,850 \$

### Notes to Financial Statements (continued)

### (In Thousands)

#### 3. Investments (continued)

The table below sets forth a summary of changes in the fair value of the Level 3 assets held by the Plan for the year ended December 31, 2012.

	roup Life nsurance Policies	Int	iaranteed erest Rate Contract	•	Total
Balance, beginning of year Purchases Unrealized gains Settlements	\$ 378,850 40,000 36,553 (79,779)	\$	 11,599 	\$	378,850 51,599 36,553 (79,779)
Balance, end of year	\$ 375,624	\$	11,599	\$	387,223

#### 4. Section 420 Transfers

From time to time, the Sponsor makes "Collectively Bargained Transfers" of excess pension assets of the Lucent Technologies Inc. Master Pension Trust held for the Lucent Technologies Inc. Pension Plan (the "Pension Plan") to an account of the Pension Plan under the Master Pension Trust established under section 401(h) of the Code, pursuant to Section 420 of the Code to cover retiree healthcare costs, for Plan participants covered by the Agreement. Effective commencing in 2012, the Sponsor began making collectively bargained transfers of excess pension assets of the Pension Plan to an applicable life insurance account of the Pension Plan under the Master Plan under the Master Pension Trust established under Section 420 of the Code, pursuant to Section 420 of the Pension Plan under the Master Pension Plan to an applicable life insurance account of the Pension Plan under the Code, pursuant to Section 420 of the Code, pursuant to Section 420 of the Code, pursuant to Section 420 of the Code, to pay for retiree life insurance coverage.

In accordance with sections 401(h) and 420 of the Code, the Plan's investments in the 401(h) account may not be used for or diverted to any purpose other than providing health benefits for the participants as well as administration costs and the Plan's investments in the applicable life insurance account may not be used for or diverted to any purpose other than providing applicable life insurance benefits with respect to participants as well as administrative costs. The related obligations for health benefits and applicable life insurance benefits are not reported in the Pension Plan's statement of accumulated plan benefits but are reported as obligations in the Plan.

## Notes to Financial Statements (continued)

#### (In Thousands)

#### 4. Section 420 Transfers (continued)

The following tables present the components of the net assets available for retiree healthcare obligations funded under Code section 401(h) as of December 31, 2012 and 2011 and the related changes in net assets available for the year ended December 31, 2012.

Net Assets Available for Accumulated Postretirement Obligations as of:

	December 31				
	 2012 2011				
Accrued interest receivable	\$ 45	\$	47		
JPMCB Liquidity Fund	213,884		213,326		
	\$ 213,929	\$	213,373		

Changes in Net Assets Available for Accumulated Postretirement Obligations for the year ended December 31, 2012:

Transfer from Pension Plan	\$ 465,000
Interest income	322
Administrative expenses	(11,078)
Benefit payments	(453,688)
Net increase	\$ 556

The following tables present the components of the net assets available for applicable life insurance benefits under Code section 420 as of December 31, 2012 and 2011 and the related changes in net assets available for the year ended December 31, 2012.

Net Assets Available for Accumulated Postretirement Obligations as of:

	December 31				
	2012			2011	
Accrued interest receivable	\$	1	\$		

### Notes to Financial Statements (continued)

(In Thousands)

### 4. Section 420 Transfers (continued)

Changes in Net Assets Available for Accumulated Postretirement Obligations for the year ended December 31, 2012:

Transfer from Pension Plan	\$ 40,000
Interest income	1
Benefit payments	(40,000)
Net increase	\$ 1

#### 5. Tax Status

The Plan was originally funded by means of a trust established effective as of October 1, 1996 known as the Lucent Technologies Inc. Postretirement Life Insurance Benefits Trust (the "Life Insurance Benefits Trust"). The Life Insurance Benefits Trust obtained a recognition of exemption letter from the Internal Revenue Service (the "IRS") dated November 25, 1998. The Trust was amended and restated in 2002, and its tax-exempt status was confirmed by a private letter ruling issued by the IRS on October 10, 2002. Pursuant to the private letter ruling, a further trust was established – the Nonrepresented Trust, and certain life insurance assets associated with the Life Insurance Trust were transferred to the Nonrepresented Trust. The Life Insurance Trust was also renamed the Represented Trust. The Represented Trust and the Nonrepresented Trust were each further amended in 2004. The Company thereafter submitted the Nonrepresented Trust to the IRS for a separate recognition of exemption letter on February 24, 2004. Although that request remains pending, the IRS confirmed the tax-exempt status of both the Represented Trust and the Nonrepresented Trust by a private letter ruling issued September 8, 2004.

The Plan, the Represented Trust and the Nonrepresented Trust are required to operate in conformity with the Code to maintain their tax-exempt status. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes the related trusts are tax exempt.

Accounting principles generally accepted in the United States require the Plan Administrator to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax

### Notes to Financial Statements (continued)

(In Thousands)

#### **5.** Tax Status (continued)

positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain tax positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009. The Plan recognized \$108 interest penalty pertaining to a prior year tax filing which is classified as Administrative costs.

#### 6. Party-in-interest Transactions

Certain Plan investments are managed by affiliates of the trustee, Bank of New York Mellon, and, therefore, these transactions might qualify as party-in-interest transactions under ERISA. However, these transactions meet the requirements of one or more prohibited transaction exemptions under ERISA.

#### 7. Reconciliation of Financial Statements to 5500

The following is a reconciliation of net assets available for benefits per the financial statement to the Form 5500 as of December 31, 2012 and 2011:

	 2012	2011
Net assets available for benefits per the financial statements Less:	\$ 758,095 \$	703,285
Medical claims payable and claims incurred but not reported Net assets held in Pension Plan – 401(h) account	(35,600) (213,929)	(3,400) (213,373)
Net assets held in Pension Plan – Applicable life insurance account Net assets available for benefits per Form 5500	\$ (1) 508,565 \$	486,512

# Notes to Financial Statements (continued)

### (In Thousands)

### 7. Reconciliation of Financial Statements to 5500

The following is a reconciliation of total additions per the financial statements to the Form 5500 for the year ended December 31, 2012:

Total additions per the financial statements	\$ 237,145
Net depreciation per the financial statements	(14,301)
Less:	
Net increase in 401(h) account	(556)
Net increase in applicable life insurance account	(1)
Total income per Form 5500	\$ 222,287

The following is a reconciliation of payments for benefits per the financial statements to the Form 5500 for the year ended December 31, 2012:

Total payments for benefits per the financial statements	\$ 153,413
Add: Medical claims payable and liability for claims incurred but not	
reported at 12/31/12	35,600
Less: Medical claims payable and liability for claims incurred but not	
reported at 12/31/11	(3,400)
Total payments for benefits per Form 5500	\$ 185,613

#### 8. Subsequent Events

Management has evaluated subsequent events through October 14, 2013, the date the financial statements were available to be issued. There were no material subsequent events that occurred between December 31, 2012 through October 14, 2013 that required disclosure in the financial statements, except as follows:

In March 2013, the Sponsor and the Unions entered into an agreement (i) to continue health benefits for formerly represented retirees through December 31, 2016, and (ii) to reduce the Sponsor's funding commitment with respect to such health benefits for the 2015 and 2016 plan years by \$40,000 each year.

Effective July 1, 2013, the Occupational LTD medical benefit transferred from the Alcatel-Lucent Medical Expense Plan for Occupational Employees to the Retiree Medical Plan. Supplemental Schedules

# EIN #22-3408857 Plan #504

# Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

### December 31, 2012

Name of Issuer and Title of Issue Description of Investment					
Common/collective trust	\$	47,663,263	\$	51,403,596	
Common/collective trust		16,889,381		18,086,472	
Common/collective trust		22,007,955		22,726,340	
Guaranteed interest rate contract		11,598,922		11,598,922	
Registered investment company		10,434,406		10,434,406	
	\$	108,593,927	\$	114,249,736	
	Common/collective trust Common/collective trust Common/collective trust Guaranteed interest rate contract	Common/collective trust \$ Common/collective trust Common/collective trust Guaranteed interest rate contract	Common/collective trust\$ 47,663,263Common/collective trust16,889,381Common/collective trust22,007,955Guaranteed interest rate contract11,598,922Registered investment company10,434,406	Common/collective trust\$ 47,663,263Common/collective trust16,889,381Common/collective trust22,007,955Guaranteed interest rate contract11,598,922Registered investment company10,434,406	

\* Represents party-in-interest

### EIN #22-3408857 Plan #504

# Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2012

Identity of Party Involved	Description of Asset	Purchase Price*	Selling Price*	Cost of Assets	-	Current Value of Asset on Transaction Date	Net Gain (Loss)
Category (i) Single transac	ctions in excess of 5%						
Blackrock	1-3 Year Treasury Index Fund	\$ -	\$ 91,836,807	\$ 71,814,782	\$	91,836,807	\$ 20,022,025
Blackrock	Equity Index Fund	51,428,612	-	-		51,428,612	-
Category (iii) Series of tran	nsactions in excess of 5%						
Bank of New York Mellon	BNY Mellon Cash Reserve	\$ 117,660,673	\$ _	\$ _	\$	117,660,673	\$ _
Bank of New York Mellon	BNY Mellon Cash Reserve	-	117,660,673	117,660,673		117,660,673	_
Bank of New York Mellon	Charitable Temporary Investment Fund	128,287,870	_	_		128,287,870	_
Bank of New York Mellon	Charitable Temporary Investment Fund	_	133,418,994	133,418,994		133,418,994	_
Blackrock	Equity Index Fund	51,718,612	_	_		51,718,612	_
Blackrock	Equity Index Fund	-	4,223,000	4,055,349		4,223,000	167,651
	Treasury & Agency Cash Management						
Dreyfus	Fund	57,913,314	_	_		57,913,314	_
-	Treasury & Agency Cash Management						
Dreyfus	Fund	-	47,478,909	47,478,909		47,478,909	_

There were no category (ii) or (iv) reportable transactions during the year ended December 31, 2012.

\* At market

#### Ernst & Young LLP

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### EIN #22-3408857 Plan #504

# Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2012

Identity of Party Involved	Description of Asset	Purchase Price*	Selling Price*	Cost of Assets	-	Current Value of Asset on Transaction Date	Net Gain (Loss)
Category (i) Single transac	ctions in excess of 5%						
Blackrock	1-3 Year Treasury Index Fund	\$ -	\$ 91,836,807	\$ 71,814,782	\$	91,836,807	\$ 20,022,025
Blackrock	Equity Index Fund	51,428,612	-	-		51,428,612	-
Category (iii) Series of trai	nsactions in excess of 5%						
Bank of New York Mellon	BNY Mellon Cash Reserve	\$ 117,660,673	\$ _	\$ _	\$	117,660,673	\$ _
Bank of New York Mellon	BNY Mellon Cash Reserve	-	117,660,673	117,660,673		117,660,673	_
Bank of New York Mellon	Charitable Temporary Investment Fund	128,287,870	_	_		128,287,870	_
Bank of New York Mellon	Charitable Temporary Investment Fund	_	133,418,994	133,418,994		133,418,994	_
Blackrock	Equity Index Fund	51,718,612	_	_		51,718,612	_
Blackrock	Equity Index Fund	-	4,223,000	4,055,349		4,223,000	167,651
	Treasury & Agency Cash Management						
Dreyfus	Fund	57,913,314	_	_		57,913,314	_
-	Treasury & Agency Cash Management						
Dreyfus	Fund	-	47,478,909	47,478,909		47,478,909	_

There were no category (ii) or (iv) reportable transactions during the year ended December 31, 2012.

\* At market

# EIN #22-3408857 Plan #504

# Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

### December 31, 2012

Name of Issuer and Title of Issue Description of Investment					
Common/collective trust	\$	47,663,263	\$	51,403,596	
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Common/collective trust		22,007,955		22,726,340	
Guaranteed interest rate contract		11,598,922		11,598,922	
Registered investment company		10,434,406		10,434,406	
	\$	108,593,927	\$	114,249,736	
	Common/collective trust Common/collective trust Common/collective trust Guaranteed interest rate contract	Common/collective trust \$ Common/collective trust Common/collective trust Guaranteed interest rate contract	Common/collective trust\$ 47,663,263Common/collective trust16,889,381Common/collective trust22,007,955Guaranteed interest rate contract11,598,922Registered investment company10,434,406	Common/collective trust\$ 47,663,263Common/collective trust16,889,381Common/collective trust22,007,955Guaranteed interest rate contract11,598,922Registered investment company10,434,406	

\* Represents party-in-interest