



600 Mountain Avenue
Room 2B-410
Murray Hill, NJ 07974

	FORMERLY REPRESENTED RETIREES	
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Summary Annual Reports

FOR PLAN YEAR JANUARY 1, 2012 THROUGH DECEMBER 31, 2012

ALCATEL-LUCENT SUMMARY ANNUAL REPORTS

The following are summaries of the Annual Reports of employee benefit plans sponsored by Alcatel-Lucent USA Inc. ("Alcatel-Lucent") and certain of its affiliates covering eligible formerly represented retirees for which distribution of summary annual reports is required under federal law. These summaries, and the Annual Reports they summarize, are for the plan year January 1, 2012 through December 31, 2012. The Annual Reports have been filed with the U.S. Department of Labor's Employee Benefits Security Administration, as required under the Employee Retirement Income Security Act of 1974 (ERISA).

As a participant in one or more of these Plans during this period, you have the right to receive a copy of a full Annual Report, or any part thereof, on request. See the end of these reports for information on your rights under ERISA and where to write for copies of any of the full Annual Reports and/or where to examine them.

I – CAPITAL ACCUMULATION PLAN

Lucent Technologies Inc. Long Term Savings and Security Plan — PN 004

Basic Financial Statement

Alcatel-Lucent pays the costs associated with providing benefits under the Plan through a Trust Fund. Plan expenses were \$45,614,000 including \$45,340,000 in benefits paid to participants and beneficiaries and \$274,000 in administrative expenses. A total of 8,834 persons were participants in or beneficiaries of the Plan at the end of the plan year, although not all of these persons had yet earned the right to receive benefits.

The value of the Plan assets, after subtracting liabilities of the Plan, was \$463,405,000 as of December 31, 2012, compared to \$472,175,000 as of January 1, 2012. During the plan year, the Plan experienced a decrease in its net assets of \$8,770,000. This decrease includes unrealized appreciation or depreciation in the value of the Plan's assets; that is, the difference between the value of the Plan's assets at the end of the year and the value of the assets at the beginning of the year or the cost of assets acquired during the year.

Plan income was \$36,943,000, including \$5,671,000 in employee contributions, employer matching contributions of \$2,193,000 and earnings from investments of \$29,079,000. Transfers from the Plan to the Alcatel-Lucent Savings Plan totaled \$99,000.

II – LIFE INSURANCE PLAN

Alcatel-Lucent Group Term Life Insurance Plan — PN 509

Insurance Information

The Plan has contracts with MetLife to pay all life insurance claims incurred under the terms of the Plan. A total of 17,663 persons were participants in the Plan at the end of the plan year.

The total premiums paid for the plan year ending December 31, 2012 were \$25,804,713. Because these are so-called "experience-rated" contracts, the premium costs are affected by, among other things, the number and size of claims. All insurance premiums paid during the plan year were paid under these "experience-rated" contracts. The total of all benefit claims paid under these contracts during the plan year was \$22,700,928.

III – HEALTH AND WELFARE PLAN

Alcatel-Lucent Retiree Welfare Benefits Plan — PN 504

Basic Financial Statement

Alcatel-Lucent pays the costs associated with providing benefits under the Plan through a Trust Fund and 401(h) account. A total of 99,715 persons were participants in the Plan at the end of the plan year.

The value of Plan assets, after subtracting liabilities of the Plan, was \$508,565,000 as of December 31, 2012, compared to \$486,512,000 as of January 1, 2012. During the plan year, the Plan experienced an increase in its net assets of \$22,053,000. This increase includes unrealized appreciation and depreciation in the value of Plan assets; that is, the difference between the value of Plan assets at the end of the year and the value of the assets at the beginning of the year or the cost of assets acquired during the year.

Plan income was \$222,287,000, including employer contributions of \$29,338,000, employee contributions of \$150,412,000, earnings from investments of \$6,156,000 and other income of \$36,381,000.

Plan expenses were \$200,234,000. These expenses included \$110,617,000 in benefits paid to participants, \$74,996,000 in premiums paid to insurance carriers and \$14,621,000 in administrative expenses.

Contributions towards the funding of the Lucent Supplemental Healthcare Benefits Trust for Formerly Represented Retirees totaled \$195,000,000.

Claims Administration

Alcatel-Lucent has committed itself to pay certain medical claims incurred under the terms of the Plan.

During the plan year, the Plan had contracts with UnitedHealthcare and Express Scripts, among others, which administered retiree medical claims incurred under the terms of the Plan.

Insurance Information

An approved Health Maintenance Organization (HMO) may be selected as an alternate choice under the Medical Expense Plan.

During the plan year, the Plan had contracts with 25 HMOs (including Medicare HMOs) that provided medical coverage to those retirees who elected to participate in an HMO. The total premiums paid to the HMOs for the plan year ending December 31, 2012 were \$27,571,000.

The Plan also has a contract with a Medicare Advantage Preferred Provider Organization (PPO) that provided medical coverage to those Medicare-eligible retirees who elected to participate in the PPO. The total premiums paid to the PPO for the plan year ending December 31, 2012 were \$34,158,000.

The Plan has a contract with MetLife to pay all life insurance claims incurred under the terms of the Plan. Total premiums paid for the plan year ending December 31, 2012 were \$4,122,000.

Because this is a so-called “experience-rated” contract, the premium costs were affected by, among other things, the number and size of claims. All insurance premiums paid during the plan year were paid under this “experience-rated” contract. The total of all benefit claims paid under this contract during the plan year was \$81,862,000.

In addition, the Plan offers a Dental Maintenance Organization® (DMO®) and a Dental Preferred Provider Organization (Dental PPO) feature for those retirees who elect to participate in them. The DMO® and Dental PPO offer services through a network of dental providers and are administered by Aetna Inc. Total premiums for the plan year ending December 31, 2012 were \$2,864,000 in the DMO® and \$10,403,000 in the Dental PPO.

IV – OTHER PLAN

Lucent Technologies Inc. Long-Term Care Plan — PN 524

Insurance Information

The Plan has a contract with MetLife to pay all claims incurred under the terms of the Plan. A total of 13,685 persons were participants in the Plan at the end of the plan year.

The total premiums paid for the plan year ending December 31, 2012 were \$9,682,904. Because this is a so-called “experience-rated” contract, the premium costs are affected by, among other things, the number and size of claims. All insurance premiums paid during the plan year were paid under this “experience-rated” contract. The total of all benefit claims paid under this contract during the plan year was \$14,805,683.

YOUR RIGHTS TO ADDITIONAL INFORMATION

You have the right to receive a copy of any of the full Annual Reports, or any part thereof, on request (where applicable). Insurance information, including sales commissions or fees, if any, is included in Schedule A of those reports. The following items are included in reports where the assets of a Plan are held in a Trust Fund:

- an accountant's report;
- financial information and information on payments to service providers;
- assets held for investment;
- fiduciary information, including non-exempt transactions between the Plan and parties-in-interest (that is, persons who have certain relationships with the Plan);
- transactions in excess of 5% of Plan assets; and
- information regarding any common or collective trusts, pooled separate accounts, master trusts or 103-12 investment entities in which a Plan participates.

Note: For these Plans, all financial results have been rounded to the nearest \$1,000.

To obtain a copy of any one of the full Annual Reports or any part thereof, write to:

Alcatel-Lucent
Plan Administrator
600 Mountain Avenue
Room 2B-410
Murray Hill, NJ 07974

You also have the right to receive from the Plan Administrator, at the above address, on request and at no charge, a Statement of Net Assets Available for Benefits of the Plan and accompanying notes, or a Statement of Changes in Net Assets Available for Benefits of the Plan and accompanying notes, or both. If you request a copy of the full Annual Report from the Plan Administrator, these statements and accompanying notes will be included as part of that report. Note: These statements are only available for the Plans with a Trust Fund.

You also have the legally protected right to examine the Annual Reports at the principal office of the Plan Administrator:

Alcatel-Lucent
Benefits Administration
600 Mountain Avenue
Murray Hill, NJ 07974

You may also examine the Annual Reports at the U.S. Department of Labor in Washington, D.C., or obtain a copy from the U.S. Department of Labor upon payment of copying costs. Requests to the Department of Labor should be addressed to:

Public Disclosure Room, Room N1513
Employee Benefits Security Administration
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, DC 20210

THE LUCENT SUPPLEMENTAL HEALTHCARE BENEFITS PLAN FOR FORMERLY REPRESENTED RETIREES SUMMARY ANNUAL REPORT

The following is a summary of the Annual Report for the period January 1, 2012 through December 31, 2012 for the Lucent Supplemental Healthcare Benefits Plan for Formerly Represented Retirees (the “Plan”), in which formerly represented retirees and their eligible dependents (who participate in the Alcatel-Lucent Medical Expense Plan for Retired Employees, the Alcatel-Lucent Dental Expense Plan for Retired Employees, or their successor plans) are participants. The Annual Report for this Plan has been filed with the U.S. Department of Labor’s Employee Benefits Security Administration, as required under the Employee Retirement Income Security Act of 1974 (ERISA).

If you are a participant in a plan covered by this Plan during this period, you have the right to receive a copy of the full Annual Report, or any part thereof, on request. See the end of this report for information on your rights under ERISA and where to write for copies of the full Annual Report and/or where to examine it.

The Lucent Supplemental Healthcare Benefits Plan for Formerly Represented Retirees — PN 501

Basic Financial Statement

The costs associated with providing benefits under the Plan are paid from a jointly administered trust fund, called the Lucent Supplemental Healthcare Benefits Trust for Formerly Represented Retirees, sponsored by the trust’s joint board of trustees. Alcatel-Lucent USA Inc. (formerly known as Lucent Technologies Inc.) (the “Employer”) makes certain contributions to the trust pursuant to and in accordance with the terms of an agreement with the Communications Workers of America and the International Brotherhood of Electrical Workers. Rather, the Plan provides payment directly to certain retiree health benefit plans or, where medical benefits are advanced by the Employer, reimbursement to the Employer for a portion of the participants’ medical and/or dental expenses. Not all retiree health benefit plans participate in the Plan.

The value of the Plan assets, after subtracting liabilities of the Plan, was \$296,143,578 as of December 31, 2012, compared to \$129,113,189 as of January 1, 2012. During the Plan year, the Plan experienced an increase in its net assets of \$167,030,389. This increase includes unrealized appreciation and depreciation in the value of the Plan’s assets—that is, the difference between the value of the Plan’s assets at the end of the year and the value of the assets at the beginning of the year or the cost of assets acquired during the year. During the Plan year, the plan had total income of \$196,750,086 including employer contributions of \$195,000,000, earnings from investments of \$2,247,360, and net depreciation of \$497,274. Plan expenses were \$29,719,697. These expenses included \$371,052 in general and administrative expenses and \$29,348,645 in reimbursements made to the Employer where medical benefits were advanced to participants. The Plan does not provide payment directly to formerly represented retirees or their medical service providers.

A total of 72,866 retirees and dependents were participants in retiree health benefit plans covered by the Plan at the end of the Plan Year.

YOUR RIGHTS TO ADDITIONAL INFORMATION

You have the right to receive a copy of the full Annual Report, or any part thereof, on request. The following items are included in the report:

- an accountant's report;
- financial information and information on payments to service providers;
- assets held for investment;
- fiduciary information, including non-exempt transactions between the Plan and parties-in-interest (that is, persons who have certain relationships with the Plan);
- transactions in excess of 5% of Plan assets; and
- information regarding any common or collective trusts, pooled separate accounts, master trusts or 103-12 investment entities in which the Plan participates.

To obtain a copy of the full Annual Report or any part thereof, write to:

The Board of Trustees of the Lucent
Supplemental Healthcare Benefits
Trust for Formerly Represented Retirees
c/o Alcatel-Lucent
600 Mountain Avenue, Room 1F-102M
Murray Hill, NJ 07974

You also have the right to receive from the Plan Administrator, at the above address, on request and at no charge, a Statement of Net Assets Available for Benefits of the Plan and accompanying notes, or a Statement of Changes in Net Assets Available for Benefits of the Plan and accompanying notes, or both. If you request a copy of the full Annual Report from the Plan Administrator, these statements and accompanying notes will be included as part of that report.

You also have the legally protected right to examine the Annual Report at the principal office of the Plan Administrator:

The Board of Trustees of the Lucent
Supplemental Healthcare Benefits
Trust for Formerly Represented Retirees
c/o Alcatel-Lucent
600 Mountain Avenue, Room 1F-102M
Murray Hill, NJ 07974

You may also examine the Annual Report at the U.S. Department of Labor in Washington, D.C., or obtain a copy from the U.S. Department of Labor upon payment of copying costs. Requests to the Department of Labor should be addressed to:

Public Disclosure Room, Room N1513
Employee Benefits Security Administration
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, DC 20210