

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

B E T W E E N:

RICK HONG CHI LAW and LESLIE FROHLINGER

Plaintiffs

- and -

NORTEL NETWORKS CORPORATION, JOHN ANDREW ROTH,  
FRANK DUNN, F. WILLIAM CONNER, CHAHRAM BOLOURI,  
WILLIAM R. HAWE and DELOITTE & TOUCHE LLP

Defendants

Proceeding under the *Class Proceedings Act, 1992*

**AGREEMENT AND CONFIRMATION OF THE  
SUPPLEMENTAL AGREEMENT**

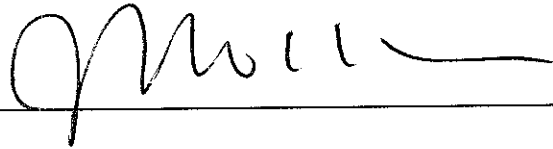
(Dated as of June 20, 2006)

WHEREAS on June 20, 2006, Nortel Networks Corporation ("Nortel") and the plaintiffs hereto entered into the Settlement Agreement and Confirmation of Stipulation of Settlement (the "Settlement Agreement") by which the parties to the Settlement Agreement agreed to settle this action pursuant to the terms contained in the Stipulation and Agreement of Settlement attached as Schedule "A" to the Settlement Agreement (the "Stipulation");

AND WHEREAS, pursuant to the Stipulation, the plaintiffs hereto and Nortel (together with the plaintiffs, the "Parties") have agreed to the terms under which Nortel may withdraw from and terminate the Settlement Agreement as set out in the Supplemental Agreement attached hereto as Schedule "A";

IN CONSIDERATION OF the mutual covenants contained herein, in the Settlement Agreement, and in the Supplemental Agreement, and other good and valuable consideration (the receipt and sufficiency of which is hereby acknowledged by each of the Parties), the Parties agree as follows:

1. The plaintiffs hereto and Nortel agree to the terms of the Supplemental Agreement as the terms under which Nortel may withdraw from and terminate the Settlement Agreement and hereby adopt and ratify the terms of the Supplemental Agreement;
2. Counsel executing this Agreement warrant and represent that they have full authority to enter into this Agreement on behalf of their respective clients; and
3. This Agreement may be signed in counterparts and all such signed counterparts and each of them shall be deemed to be one and the same instrument.



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**ROCHON GENOVA LLP**  
Barristers • Avocats  
121 Richmond Street West, Suite 900  
Toronto, Ontario M5H 2K1

**Joel P. Rochon (LSUC#: 28222Q)**  
Telephone: (416) 363-1867  
Facsimile: (416) 363-0263




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**DERNERS LLP**  
Barristers & Solicitors  
130 Adelaide Street West, Suite 2400  
Toronto, Ontario M5H 3P5

**Peter R. Jervis (LSUC#: 22774A)**  
Telephone: (416) 601-2356  
Facsimile: (416) 867-9192

Co-counsel for the Plaintiffs



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**OGILVY RENAULT LLP**

Barristers and Solicitors

Royal Bank Plaza, South Tower

200 Bay Street, Suite 3800

P.O. Box 84

Toronto, Ontario M5J 2Z4

**Steve J. Tenai**

Telephone: (416) 216-4023

Facsimile: (416) 216-3930

Co-Counsel for Nortel Networks Corporation