

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re NORTEL NETWORKS CORP. : x
SECURITIES LITIGATION : Civil Action No. 01-CV-1855 (RMB)
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This Document Relates To: : CLASS ACTION
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ALL ACTIONS. :
: x

**DECLARATION SUBMITTING FOR FILING A TRUE COPY OF THE:
DECLARATION OF HEATHER GAVIN,
CHIEF ADMINISTRATIVE OFFICER AND PLAN MANAGER
OF THE ONTARIO PUBLIC SERVICE EMPLOYEES' UNION ("OPSEU") PENSION
PLAN TRUST FUND, IN SUPPORT OF FINAL APPROVAL OF SETTLEMENT
AND AWARD TO COUNSEL OF ATTORNEYS' FEES
AND REIMBURSEMENT OF EXPENSES**

State of New York)
) SS.
County of New York)

I, GEORGE A. BAUER III, declare as follows:

1. Attached hereto as Exhibit A for filing with the papers of the above-captioned action, is a true copy of the Declaration of Heather Gavin in Support of Final Approval of Settlement and Award to Counsel of Attorneys' Fees and Reimbursement of Expenses.

I declare, under penalty of perjury under the laws of the United States of America, that the foregoing facts are true and correct.

Executed this 5th day of September, 2006.


George A. Bauer III

The statements in this declaration are made on personal knowledge, except where stated to be on information and belief.

BACKGROUND

1. OPTrust, located at 1 Adelaide Street East, Toronto, Ontario M5C 3A7, is a pension trust which is responsible for the administration and management of a pension plan which provides pension benefits for employees of the Province of Ontario. The pension fund has more than 75,000 members and pensioners and has over \$12 billion (CDN) under management.

2. During the period October 24, 2000 through February 15, 2001 (the "Nortel I Class Period"), OPTrust purchased 1,654,200 shares of Nortel stock. OPTrust suffered a loss in excess of \$33 million when Nortel's stock price dropped 34% at the end of the Nortel I Class Period.

3. I have been the Chief Administrative Officer and Plan Manager of the OPTrust since January 1, 2006.

4. Prior to that time, I was a member of the Board of Trustees of the OPTrust ("the Board"). I was a Trustee of the OPTrust from October, 1994 to September 2005.

5. While a Trustee, I was employed by Ontario Public Service Employees' Union ("OPSEU") in a number of senior capacities. I was employed by OPSEU from July 5, 1988 until I assumed the position of Chief Administrative Officer and Plan Manager of the OPTrust on January 1, 2006.

6. On December 3, 2001, the Board resolved to create a special Committee (the "Committee" or the "Nortel Committee") to review the securities class action Complaint that had been filed against Nortel Networks Corporation ("Nortel") in the United States District Court for the Southern District of New York, and to consider whether the OPTrust wished to assume the position of Lead Plaintiff in that litigation ("Nortel I"). Nortel was and remains a prominent and widely held Canadian telecommunications company and the OPTrust, as a leading Canadian institutional investor, considered that it had a responsibility to consider legal action to recover class member losses. I was appointed by the Board to this Committee, along with three other

