

**IN THE MATTER OF THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**- and -**

**IN THE MATTER OF  
NORTEL NETWORKS CORPORATION and NORTEL NETWORKS LIMITED**

**NOTICE OF HEARING  
(Section 127 and 127.1)**

**TAKE NOTICE** that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c.S.5, as amended, at the offices of the Commission, 20 Queen Street West, 17th Floor, Main Hearing Room, Toronto, Ontario, commencing on the 22nd day of May, 2007 at 11:00 a.m. or as soon thereafter as the hearing can be held:

**TO CONSIDER** whether it is in the public interest to approve the settlement of the proceeding entered into between Staff of the Commission ("Staff") and Nortel pursuant to sections 127 and 127.1 of the Act;

**BY REASON OF** the allegations set out in the Statement of Allegations of Staff, and such additional allegations as counsel may advise and the Commission may permit;

**AND TAKE FURTHER NOTICE** that any party to the proceeding may be represented by counsel at the hearing;

**AND TAKE FURTHER NOTICE** that upon failure of any party to attend at the time and place aforesaid, the hearing may proceed in the absence of that party, and such party is not entitled to any further notice of the proceeding.

**DATED** at Toronto this 16<sup>th</sup> day of May, 2007.

"John Stevenson"  
Secretary to the Commission