

02 February 2009

**International Swaps and Derivatives Association, Inc.**

Send to: [NortelProtocol@isda.org](mailto:NortelProtocol@isda.org)

Dear Sirs,

**2009 Nortel Entities CDS Protocol - Adherence**

The purpose of this letter is to confirm our adherence the 2009 Nortel Entities CDS Protocol, as published by the International Swaps and Derivatives Association, Inc. on February 2, 2009 (the "Protocol"). This letter constitutes an "Adherence Letter" as referred to in the Protocol.

In adhering to the Protocol, we confirm that we are adhering to its terms with respect to the following Auctions (as defined in the Protocol):

<b>Auction</b>	<b>Check to confirm adherence</b>
Nortel Networks Corporation	X
Nortel Networks Limited	X

We acknowledge and agree that if (a) no boxes are checked, each box will be deemed to be checked and this letter will confirm our adherence to the Protocol with respect to each of the Auctions and (b) if one or both boxes have been checked, this letter will confirm our adherence to the Protocol respectively with respect to the Auction corresponding to each box checked.

The definitions and provisions contained in the Protocol are incorporated into this Adherence Letter, which will supplement and form part of each Covered Transaction (now or in the future) between us and each other Adhering Party, respectively.

**1. Specified Terms**

The amendments in Section 1 and Schedule 1 of this Protocol shall apply to Covered Transactions to which we are a party.

**2. Appointment as Agent and Release**

We hereby appoint ISDA as our agent for the limited purposes of the Protocol and accordingly we waive, and hereby release ISDA from, any rights, claims, actions or causes of action whatsoever (whether in contract, tort or otherwise) arising out of, or in any way relating to, this Adherence Letter or our adherence to the Protocol or any actions contemplated as being required by ISDA.

**3. DTCC Account Number**

For purposes of electronic matching and counterparty recognition, our DTCC Account Number is as follows, but you understand and agree that our failure to provide any such details pursuant to this letter will not affect the legal validity and binding nature of the Protocol with respect to us:

Chairman of the Supervisory Board:  
Alessandro Profumo

Board of Managing Directors:  
Rolf Friedhofen, Henning Giesecke, Heinz Laber,  
Ronald Seilheimer, Dr. Wolfgang Spriffler

Legal Status: Aktiengesellschaft  
Registered Office: Munich  
Listed in the Court Register:  
Munich HR B 421 48  
Tax-Id.No.: 143/102/30007  
VAT Reg.No.: DE 129 273 380

DTCC Account Number: 0000P357

**4. Contact Details**

Our contact details for purposes of this Adherence Letter are:

Name: Dr. Nicolas Eichelbröner  
Address: Arabellastrasse 12  
Telephone: +49 89 378-12594  
Fax: +49 89 378-13994  
E-mail: Nicolas.Eichelbröner@unicreditgroup.de

We consent to the publication of the conformed copy of this letter by ISDA and to the disclosure by ISDA of the contents of this letter.

Yours faithfully,

Bayerische Hypo- und Vereinsbank AG

By:

Dr. Nicolas Eichelbröner Peter Hansen

Name:	Dr. Nicolas Eichelbröner	Peter Hansen
Title:	Associate	Director
Signature:	Dr. Nicolas Eichelbröner	Peter Hansen