

EXHIBIT 1

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE NORTEL NETWORKS CORP.
SECURITIES LITIGATION

This Document Relates To:

ALL ACTIONS

Master File No. 05 MD 1659 (LAP)

ECF Filed

**[PROPOSED] ORDER TO AMEND DISTRIBUTION PLAN
TO ALLOW FOR ADDITIONAL DISTRIBUTIONS**

Lead Plaintiffs, on notice to Defendants' Counsel, moved this Court for an order amending the Distribution Plan previously approved by this Court, and the Court having considered all the materials and arguments submitted in support of the motion, including the Declaration of Stephanie Amin-Giwner Regarding Distribution of the Net Settlement Fund (the "Amin-Giwner Declaration") and Lead Plaintiffs' Memorandum in Support of Unopposed Motion to Amend Distribution Plan to Permit Additional Distributions.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement (Nortel II) (the "Stipulation") and the Declaration of Stephen J. Cirami in Support of Lead Plaintiffs' Motion for Approval of Final Distribution Plan (ECF No. 113) (the "Cirami Declaration"), as incorporated into the Court's Order Approving Final Distribution Plan (ECF No. 121) (the "Final Distribution Order"), and all terms not otherwise defined herein shall have the meanings as set forth in those documents.

2. This Court has jurisdiction over the subject matter of the Action and over all parties to the Action, including all Class Members.

3. In response to Plaintiffs' Counsel and Epiq's request for approval under paragraph 3(e) of the Final Distribution Order, Epiq shall conduct additional distributions in six-month intervals to Authorized Claimants who have cashed each of their prior distribution checks and who would receive at least \$10.00 USD in the subsequent distribution, after payment of the costs of the distribution, as well as any taxes that may be due including the costs of preparing any tax returns. When Lead Counsel, in consultation with Epiq, determines that further distribution of the funds remaining in the Net Settlement Fund is not cost-effective, the remaining balance will be contributed proportionately to U.S. and Canadian non-sectarian, not-for-profit, organizations.

4. In all other respects the Distribution Plan as set forth in paragraph 3 of the Final Distribution Order shall remain in effect.

5. Following payment to Epiq of \$316,257.98 held in reserve and \$770,120.35 from the Net Settlement Fund for its unpaid fees and expenses incurred through May 31, 2021, in connection with payment of Late and Adjusted Claims, conducting the Second Distribution and the Third Distribution, communicating with Claimants, and processing check reissues, among other things, as well as the estimated fees and expenses that it will incur in connection with an additional distribution, as well as any taxes that may be due including the costs of preparing any tax returns, Epiq is directed, pursuant to the instructions for a second distribution in paragraph 3(d) of the Final Distribution Order, to distribute 100% of the remaining balance of the Net Settlement Fund to Authorized Claimants who have cashed their distribution checks in the prior distributions.

6. At such time as Lead Counsel, in consultation with Epiq, determines that further distribution of the funds remaining in the Net Settlement Fund is not cost-effective, Epiq shall distribute 70% of the unclaimed balance of the Net Settlement Fund to the National Consumer Law

Center (“NCLC”) as the *cy pres* recipient in the United States and 30% of the unclaimed balance of the Net Settlement Fund to Pro Bono Canada (“PBC”) as the *cy pres* recipient in Canada.

7. The Distribution Plan as amended will be self-executing and there is no need for Lead Plaintiffs or the Claims Administrator to request any further orders of the Court to complete the distribution of the Net Settlement Fund. Accordingly, the Clerk of the Court may close this case.

SO ORDERED:

Dated: New York, New York

BY THE COURT

_____, 2021

LORETTA A. PRESKA
United States District Judge