### Form 5500

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Signature of DFE

### Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

> ▶ Complete all entries in accordance with the instructions to the Form 5500.

OMB Nos. 1210-0110 1210-0089

2011

This Form is Open to Public

|               |  |                                      |                        |                                    | Inspection                               |      |
|---------------|--|--------------------------------------|------------------------|------------------------------------|--|------|
| Part I        | Annual Report Identif                        |                                      |                        |                                    |  |      |
| For cale      | ndar plan year 2011 or fiscal pla            | n year beginning 01/01/2011          | _                      | and ending 12/31/20                | )11                                      |      |
| A This        | return/report is for:                        | a multiemployer plan;                | a multip               | ole-employer plan; or              |  |      |
|               |  | x a single-employer plan;            | a DFE                  | (specify)                          |  |      |
|               |  | _                                    | _                      | <del></del>                        |  |      |
| <b>B</b> This | return/report is:                            | the first return/report;             | the fina               | I return/report;                   |  |      |
|               |  | an amended return/report;            | a short                | plan year return/report (less that | an 12 months).                           |      |
| C If the      | plan is a collectively-bargained             |                                      |                        |                                    |  |      |
|               |  | Form 5558;                           |                        | tic extension;                     | the DFVC program;                        |      |
| D Chec        | k box if filing under:                       |                                      |                        | tic extension,                     | I the Dr vC program,                     |      |
|               |  | special extension (enter de          |                        |                                    |  |      |
| Part          |  | tion—enter all requested inform      | nation                 |                                    | T  |      |
|               | ne of plan                                   | E DENEETTO DI ANI                    |                        |                                    | <b>1b</b> Three-digit plan number (PN) ▶ | 504  |
| ALCATE        | EL LUCENT RETIREE WELFAR                     | E BENEFITS PLAN                      |                        |                                    | 1c Effective date of plan                |      |
|               |  |                                      |                        |                                    | 10/01/1996                               |      |
| 2a Plar       | sponsor's name and address, i                | ncluding room or suite number (E     | Employer, if for singl | e-employer plan)                   | 2b Employer Identification               | n    |
|               |  |                                      |                        |                                    | Number (EIN)                             |      |
| ALCATE        | EL LUCENT USA INC.                           |                                      |                        |                                    | 22-3408857                               |      |
|               |  |                                      |                        |                                    | <b>2c</b> Sponsor's telephone number     |      |
|               |  |                                      |                        |                                    | 908-582-7140                             |      |
| 600 MO        | UNTAIN AVENUE, RM 2B-410<br>Y HILL, NJ 07974 |                                      |                        |                                    | 2d Business code (see                    |      |
|               | ,  |                                      |                        |                                    | instructions)                            |      |
|               |  |                                      |                        |                                    | 334200                                   |      |
|               |  |                                      |                        |                                    |  |      |
|               |  |                                      |                        |                                    |  |      |
| Caution       | : A penalty for the late or inco             | mplete filing of this return/repo    | ort will be assessed   | d unless reasonable cause is       | established.                             |      |
| Under pe      | enalties of perjury and other pen            | alties set forth in the instructions | , I declare that I hav | e examined this return/report, ir  | ncluding accompanying schedul            | es,  |
| statemer      | nts and attachments, as well as              | the electronic version of this retu  | rn/report, and to the  | best of my knowledge and belie     | ef, it is true, correct, and comple      | ete. |
|               |  |                                      |                        |                                    |  |      |
| SIGN<br>HERE  | Filed with authorized/valid electr           | ronic signature.                     | 10/29/2012             | CASSANDRA LAMMERS                  |  |      |
| HEKE          | Signature of plan administra                 | itor                                 | Date                   | Enter name of individual sig       | ning as plan administrator               |      |
|               |  |                                      |                        |                                    |  |      |
| SIGN          |  |                                      |                        |                                    |  |      |
| HERE          | Signature of employer/plan s                 | sponsor                              | Date                   | Enter name of individual sid       | ning as employer or plan spons           | sor  |
|               | 5  |                                      |                        |                                    | , 5                                      |      |
| SIGN          |  |                                      |                        |                                    |  |      |

Date

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011) v.012611

Enter name of individual signing as DFE

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|          | Plan administrator's name and address (if same as plan sponsor, enter "Same")  CATEL LUCENT USA INC.   |                    | <b>3b</b> Administrator's EIN 22-3408857        |  |  |
|----------|--|--------------------|---|--|--|
|          | 0 MOUNTAIN AVENUE, RM 2B-410<br>URRAY HILL, NJ 07974   |                    | ministrator's telephone<br>mber<br>908-582-7140 |  |  |
| 4        | If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN the plan number from the last return/report:  | and                | 4b EIN  |  |  |
| а        | Sponsor's name   |                    | 4c PN   |  |  |
| 5        | Total number of participants at the beginning of the plan year   | 5                  | 106735  |  |  |
| 6        | Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d).  |                    |   |  |  |
| а        | Active participants  | 6a                 |   |  |  |
| b        | Retired or separated participants receiving benefits   | 6b                 | 103331  |  |  |
| С        | Other retired or separated participants entitled to future benefits  | 6c                 | C   |  |  |
| d        | Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b>  | 6d                 | 103331  |  |  |
| е        | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits  | 6e                 |   |  |  |
| f        | Total. Add lines <b>6d</b> and <b>6e</b>   | 6f                 |   |  |  |
| g        | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)   | 6g                 |   |  |  |
| h        | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested   | 6h                 |   |  |  |
| 7        | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)  | 7                  |   |  |  |
|          | If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes  If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes |                    |   |  |  |
|          | 4A 4B 4D   |                    |   |  |  |
| 9a<br>10 | Plan funding arrangement (check all that apply)  (1)   | insuranc<br>oonsor | e contracts                                     |  |  |
|          | Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number Pension Schedules  b General Schedules  | oer attac          | ned. (See Instructions)                         |  |  |
| u        | (1) R (Retirement Plan Information) (1) H (Financial Inform  | nation)            |   |  |  |
|          | (2) MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) I (Financial Information   X  | mation)            | ,   |  |  |
|          | (3) SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary (5) D (DFE/Participation G) (Financial Transformation)  | -                  |   |  |  |

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

### **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

▶ Insurance companies are required to provide the information

OMB No. 1210-0110

| nursuant to EDICA continu 102(a)(2)   |  |                                       |                                      |               | Inspection           |                   |                       |
|---|--|---------------------------------------|--------------------------------------|---------------|----------------------|-------------------|-----------------------|
| For calendar plan year 20°  | 11 or fiscal pla   | n year beginning 01/01/2011           |                                      | and end       | ding 12              | 2/31/2011         | •                     |
| A Name of plan<br>ALCATEL LUCENT RETI   | REE WELFAR   | E BENEFITS PLAN                       |                                      | B Three plan  | e-digit<br>number (P | PN) •             | 504                   |
|   |  |                                       |                                      |               |                      |                   |                       |
| C Plan sponsor's name as shown on line 2a of Form 5500 ALCATEL LUCENT USA INC.  D Employer Identification Number (EIN) 22-3408857   |  |                                       |                                      |               |                      | EIN)              |                       |
| Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |  |                                       |                                      |               |                      |                   |                       |
| 1 Coverage Information:   |  |                                       |                                      |               |                      |                   |                       |
| (a) Name of insurance ca  | rrier  |                                       |                                      |               |                      |                   |                       |
|   | (a) NIAIC  | (d) Contract or                       | (e) Approximate nu                   | umber of      |                      | Policy or co      | ntract year           |
| <b>(b)</b> EIN  | (c) NAIC code  | (d) Contract or identification number | persons covered a policy or contract |               | <b>(</b> f)          | ) From            | <b>(g)</b> To         |
| 91-0511770  | 95672  | 8800                                  | 3                                    | 36            | 01/01/2              | 011               | 12/31/2011            |
| 2 Insurance fee and composite descending order of the   |  | ation. Enter the total fees and to    | tal commissions paid. L              | ist in item 3 | the agents           | s, brokers, and o | ther persons in       |
| (a) Total a   | (a) Total amount of commissions paid (b) Total amount of fees paid |                                       |                                      |               |                      |                   |                       |
|   |  | 0                                     |                                      |               |                      |                   | 0                     |
| 3 Persons receiving com   | missions and f   | ees. (Complete as many entries        | s as needed to report all            | persons).     |                      |                   |                       |
|   | (a) Name a   | and address of the agent, broker      | , or other person to who             | m commissi    | ons or fee           | s were paid       |                       |
|   |  |                                       |                                      |               |                      |                   |                       |
| (b) Amount of sales ar  | nd base  | Fe                                    | es and other commission              | ns paid       |                      |                   |                       |
| commissions pai   |  | (c) Amount                            |                                      | (d) Purpose   |                      |                   | (e) Organization code |
|   |  |                                       |                                      |               |                      |                   |                       |
|   | (a) Name a   | and address of the agent, broker      | or other person to who               | m commissi    | ons or fee:          | s were paid       |                       |
|   |  |                                       |                                      |               |                      |                   |                       |
| (b) Amount of sales ar  | nd base  | Fe                                    | es and other commission              | ns paid       |                      |                   |                       |
| commissions pai   |  | (c) Amount                            |                                      | (d) Purpose   | )                    |                   | (e) Organization code |
|   |  |                                       |                                      |               |                      |                   |                       |

| Schedule A (Form 5500)                        | 2011   | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |  |  |  |
|---|--|-----------------------------|-------------------------------|-----------------------|--|--|--|--|
|   | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |  |  |  |
| (4) 110                                       | and and address of the agent, sience   | n, or ourer percent to whem | commissions of 1666 Word paid |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
| (L) A   |  | Fees and other commission   | ns paid                       | (-) One of the first  |  |  |  |  |
| (b) Amount of sales and base commissions paid | (c) Amount   |                             | (d) Purpose                   | (e) Organization code |  |  |  |  |
| •   | , ,  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
| <b>(a)</b> Na                                 | (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
| (b) Amount of sales and base                  |  | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |  |
| commissions paid                              | (c) Amount   |                             | (d) Purpose                   | code                  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
| (-) NI-                                       |  |                             |                               |                       |  |  |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   | <u> </u>   |                             |                               |                       |  |  |  |  |
| (b) Amount of sales and base                  |  | Fees and other commission   |                               | (e) Organization      |  |  |  |  |
| commissions paid                              | (c) Amount   |                             | (d) Purpose                   | code                  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
| (b) Amount of sales and base                  |  | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |  |
| commissions paid                              | (c) Amount   |                             | (d) Purpose                   | code                  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
| (b) Amount of sales and base                  |  | Fees and other commission   |                               | (e) Organization      |  |  |  |  |
| commissions paid                              | (c) Amount   |                             | (d) Purpose                   | code                  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |

| _    | •   |
|------|-----|
| Pane | ٠.' |
| uqu  |     |

| Part II |       | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | d as a unit for purposes of |                   |            |  |
|---------|-------|--|-----------------------------|-------------------|------------|--|
| 4       | Curre | nt value of plan's interest under this contract in the general account at year   | end                         |                   | 4          |  |
| _       |       | nt value of plan's interest under this contract in separate accounts at year e   |                             |                   | 5          |  |
| 6       | Contr | acts With Allocated Funds:   |                             |                   |            |  |
|         | а     | State the basis of premium rates   |                             |                   |            |  |
|         |       | Premiums paid to carrier   |                             |                   | 6b         |  |
|         |       | Premiums due but unpaid at the end of the year   |                             |                   | 6c         |  |
|         |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |                             |                   | 6d         |  |
|         |       | Specify nature of costs •  |                             |                   |            |  |
|         | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity                   |                   |            |  |
|         |       | (3) other (specify)  |                             |                   |            |  |
|         | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c               | heck here         |            |  |
| 7       | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s               | eparate accounts) |            |  |
|         | а     |  |                             | ion guarantee     |            |  |
|         |       | (3) guaranteed investment (4) other  |                             |                   |            |  |
|         |       |  |                             |                   |            |  |
|         | b     | Balance at the end of the previous year  |                             |                   | 7b         |  |
|         | С     | Additions: (1) Contributions deposited during the year   |                             |                   |            |  |
|         |       | (2) Dividends and credits  | 7c(2)                       |                   |            |  |
|         |       | (3) Interest credited during the year  | 7c(3)                       |                   |            |  |
|         |       | (4) Transferred from separate account  | 7c(4)                       |                   |            |  |
|         |       | (5) Other (specify below)  | . 7c(5)                     |                   |            |  |
|         | ļ     |  |                             |                   |            |  |
|         |       |  |                             |                   |            |  |
|         |       | (6)Total additions   |                             |                   | 7c(6)      |  |
|         | _     | otal of balance and additions (add <b>b</b> and <b>c(6)</b> )  |                             |                   | 7d         |  |
|         |       | Deductions:  | Γ                           |                   |            |  |
|         |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)                       |                   |            |  |
|         | ,     | 2) Administration charge made by carrier   | . 7e(2)                     |                   |            |  |
|         |       | 3) Transferred to separate account   | 7e(3)                       |                   |            |  |
|         | ,     | 4) Other (specify below)   | - (4)                       |                   |            |  |
|         | ì     | •  | ` '                         |                   |            |  |
|         | ·     |  |                             |                   |            |  |
|         |       |  |                             |                   |            |  |
|         | (     | 5) Total deductions  |                             |                   | 7e(5)      |  |
|         | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |                             |                   | <b>7</b> f |  |

| Schedule A (Form 5500) 2011   |   | Page           | 4                              |                         |
|---|---|----------------|--------------------------------|-------------------------|
| Welfare Benefit Contract Informat If more than one contract covers the same g information may be combined for reporting p the entire group of such individual contracts | roup of employees of the sar<br>urposes if such contracts are | e experience-r | ated as a unit. Where contract |                         |
| efit and contract type (check all applicable boxes)   | )   |                |                                |                         |
| Health (other than dental or vision)  | <b>b</b> Dental   | <b>c</b> 🗌 ∨   | ision                          | <b>d</b> Life insurance |
| Temporary disability (accident and sickness)  | f Long-term disability  | g∏s            | upplemental unemployment       | h Prescription drug     |
| Stop loss (large deductible)  | j HMO contract  | <b>k</b> ∏ P   | PO contract                    | I  Indemnity contract   |
| Other (specify)   | - Ц   |                |                                | ц .                     |
| J (4) //  |   |                |                                |                         |
| erience-rated contracts:  |   |                |                                |                         |
| Premiums: (1) Amount received   |   | 9a(1)          |                                |                         |
| (2) Increase (decrease) in amount due but unpai   | d   | 9a(2)          |                                |                         |
| (3) Increase (decrease) in unearned premium res   | serve   | 9a(3)          |                                |                         |
| (4) Earned ((1) + (2) - (3))  |   |                | 9a(4)                          |                         |
| Benefit charges (1) Claims paid   |   | 9b(1)          |                                |                         |
| (2) Increase (decrease) in claim reserves   |   | 9b(2)          |                                |                         |
| (3) Incurred claims (add (1) and (2))   |   |                | 9b(3)                          |                         |
| (4) Claims charged  |   |                |                                |                         |
| Remainder of premium: (1) Retention charges (c  | on an accrual basis)  |                |                                |                         |
| (A) Commissions   | 9   | C(1)(A)        |                                |                         |
| (B) Administrative service or other fees  |   | 0c(1)(B)       |                                |                         |

9c(2)

9d(1)

9d(2) 9d(3)

9e

10a

10b

335028

retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

**10** Nonexperience-rated contracts:

a Health (other than dental or vision)

Experience-rated contracts:

Benefit and contract type (check all applicable boxes)

Part III

a Premiums: (1) Amount received..... (2) Increase (decrease) in amount due but unpaid.....

Remainder of premium: (1) Retention charges (on an accrual basis) --(A) Commissions ..... (B) Administrative service or other fees .....

(C) Other specific acquisition costs..... (D) Other expenses.....

(E) Taxes..... (F) Charges for risks or other contingencies .....

(H) Total retention .....

(2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ......

(2) Claim reserves

(3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).)

Total premiums or subscription charges paid to carrier ......

If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or

d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement......

| Part IV         | Provision of Information   |     |      |   |
|-----------------|--|-----|------|---|
| <b>11</b> Did t | ne insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No | _ |

9c(1)(C)

9c(1)(D) 9c(1)(E)

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

### **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

OMB No. 1210-0110

| pursuant to ERISA section 103(a)(2).   |                  |                                     |                             |   | This                    | Form is Open to Public<br>Inspection |  |  |
|--|------------------|-------------------------------------|-----------------------------|---|-------------------------|--------------------------------------|--|--|
| For calendar plan year 20  | 11 or fiscal pla | an year beginning 01/01/2011        |                             | and en  | ding 12/31/2011         | •                                    |  |  |
| A Name of plan<br>ALCATEL LUCENT RETI  | RE BENEFITS PLAN |                                     | B Three plan                | e-digit<br>number (PN)                            | 504                     |                                      |  |  |
| C Plan sponsor's name as shown on line 2a of Form 5500 ALCATEL LUCENT USA INC.  D Employer Identification Number (EIN) 22-3408857  |                  |                                     |                             |   |                         | er (EIN)                             |  |  |
| Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.  1 Coverage Information: |                  |                                     |                             |   |                         |                                      |  |  |
| (a) Name of insurance ca   | rrier            |                                     |                             |   |                         |                                      |  |  |
| a > =  | (c) NAIC         | (d) Contract or                     | (e) Approximate nu          |   | Policy o                | r contract year                      |  |  |
| (b) EIN  | code             | identification number               |                             | persons covered at end of policy or contract year |                         | <b>(g)</b> To                        |  |  |
| 84-1011378   | 95434            | 092027                              | 149                         |   | 01/01/2011              | 12/31/2011                           |  |  |
| 2 Insurance fee and composite descending order of the  |                  | nation. Enter the total fees and to | tal commissions paid. Li    | st in item 3                                      | the agents, brokers, ar | nd other persons in                  |  |  |
| (a) Total a  | amount of cor    | nmissions paid                      |                             | <b>(b)</b> To                                     | tal amount of fees paid |                                      |  |  |
|  |                  | 0                                   |                             |   |                         | 0                                    |  |  |
| 3 Persons receiving com  | missions and     | fees. (Complete as many entries     | s as needed to report all p | persons).   |                         |                                      |  |  |
|  | (a) Name         | and address of the agent, broker    | r, or other person to whom  | n commissi  | ions or fees were paid  |                                      |  |  |
|  |                  |                                     |                             |   |                         |                                      |  |  |
| (b) Amount of sales ar   | nd base          | Fe                                  | es and other commission     | s paid  |                         |                                      |  |  |
| commissions pai  | d                | (c) Amount                          |                             | (d) Purpose                                       |                         |                                      |  |  |
|  |                  |                                     |                             |   |                         |                                      |  |  |
|  | (a) Name         | and address of the agent, broker    | or other person to whom     | n commissi  | ions or fees were naid  |                                      |  |  |
|  | (a) Name         | and address of the agent, broker    | , or other person to whom   | T COTTITUS  | ions of fees were paid  |                                      |  |  |
| (b) Amount of sales ar   | nd base          | Fe                                  | es and other commission     | s paid  |                         |                                      |  |  |
| commissions pai  |                  | (c) Amount                          | (                           | d) Purpose  | 9                       | (e) Organization code                |  |  |
|  |                  |                                     |                             |   |                         |                                      |  |  |

| Schedule A (Form 5500)                        | 2011   | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |  |  |  |
|---|--|-----------------------------|-------------------------------|-----------------------|--|--|--|--|
|   | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |  |  |  |
| (4) 110                                       | and and address of the agent, sience   | n, or ourer percent to whem | commissions of 1666 Word paid |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
| (L) A   |  | Fees and other commission   | ns paid                       | (-) One of the first  |  |  |  |  |
| (b) Amount of sales and base commissions paid | (c) Amount   |                             | (d) Purpose                   | (e) Organization code |  |  |  |  |
| •   | , ,  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
| <b>(a)</b> Na                                 | (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
| (b) Amount of sales and base                  |  | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |  |
| commissions paid                              | (c) Amount   |                             | (d) Purpose                   | code                  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
| (-) NI-                                       |  |                             |                               |                       |  |  |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   | <u> </u>   |                             |                               |                       |  |  |  |  |
| (b) Amount of sales and base                  |  | Fees and other commission   |                               | (e) Organization      |  |  |  |  |
| commissions paid                              | (c) Amount   |                             | (d) Purpose                   | code                  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
| (b) Amount of sales and base                  |  | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |  |
| commissions paid                              | (c) Amount   |                             | (d) Purpose                   | code                  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
| (b) Amount of sales and base                  |  | Fees and other commission   |                               | (e) Organization      |  |  |  |  |
| commissions paid                              | (c) Amount   |                             | (d) Purpose                   | code                  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |

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|------|-----|
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| Part II |       | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | d as a unit for purposes of |                   |            |  |
|---------|-------|--|-----------------------------|-------------------|------------|--|
| 4       | Curre | nt value of plan's interest under this contract in the general account at year   | end                         |                   | 4          |  |
| _       |       | nt value of plan's interest under this contract in separate accounts at year e   |                             |                   | 5          |  |
| 6       | Contr | acts With Allocated Funds:   |                             |                   |            |  |
|         | а     | State the basis of premium rates   |                             |                   |            |  |
|         |       | Premiums paid to carrier   |                             |                   | 6b         |  |
|         |       | Premiums due but unpaid at the end of the year   |                             |                   | 6c         |  |
|         |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |                             |                   | 6d         |  |
|         |       | Specify nature of costs •  |                             |                   |            |  |
|         | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity                   |                   |            |  |
|         |       | (3) other (specify)  |                             |                   |            |  |
|         | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c               | heck here         |            |  |
| 7       | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s               | eparate accounts) |            |  |
|         | а     |  |                             | ion guarantee     |            |  |
|         |       | (3) guaranteed investment (4) other  |                             |                   |            |  |
|         |       |  |                             |                   |            |  |
|         | b     | Balance at the end of the previous year  |                             |                   | 7b         |  |
|         | С     | Additions: (1) Contributions deposited during the year   |                             |                   |            |  |
|         |       | (2) Dividends and credits  | 7c(2)                       |                   |            |  |
|         |       | (3) Interest credited during the year  | 7c(3)                       |                   |            |  |
|         |       | (4) Transferred from separate account  | 7c(4)                       |                   |            |  |
|         |       | (5) Other (specify below)  | . 7c(5)                     |                   |            |  |
|         | ļ     |  |                             |                   |            |  |
|         |       |  |                             |                   |            |  |
|         |       | (6)Total additions   |                             |                   | 7c(6)      |  |
|         | _     | otal of balance and additions (add <b>b</b> and <b>c(6)</b> )  |                             |                   | 7d         |  |
|         |       | Deductions:  | Γ                           |                   |            |  |
|         |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)                       |                   |            |  |
|         | ,     | 2) Administration charge made by carrier   | . 7e(2)                     |                   |            |  |
|         |       | 3) Transferred to separate account   | 7e(3)                       |                   |            |  |
|         | ,     | 4) Other (specify below)   | - (4)                       |                   |            |  |
|         | ì     | •  | ` '                         |                   |            |  |
|         | ·     |  |                             |                   |            |  |
|         |       |  |                             |                   |            |  |
|         | (     | 5) Total deductions  |                             |                   | 7e(5)      |  |
|         | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |                             |                   | <b>7</b> f |  |

| Schedule A (Form 5500) 2011                           | Page <b>4</b>  |              |
|---|--|--------------|
| information may be combined for reporting purposes    | employees of the same employer(s) or members of the same employee organize if such contracts are experience-rated as a unit. Where contracts cover individual to the carrier may be treated as a unit for purposes of this report. |              |
| efit and contract type (check all applicable boxes)   |  |              |
| Health (other than dental or vision)                  | Dental <b>c</b>  | ırance       |
| Temporary disability (accident and sickness) <b>f</b> | ong-term disability $\mathbf{g}  \overline{}$ Supplemental unemployment $\mathbf{h}  \overline{}$ Prescrip   | otion drug   |
| Stop loss (large deductible)                          | HMO contract <b>k</b> PPO contract I Indemni   | ity contract |
| Other (specify)                                       |  |              |
| ] (-  //  |  |              |
| erience-rated contracts:                              |  |              |
| Premiums: (1) Amount received                         | 9a(1)  |              |
| (2) Increase (decrease) in amount due but unpaid      | 9a(2)  |              |
| (3) Increase (decrease) in unearned premium reserve   | 9a(3)  |              |
| (4) Earned ((1) + (2) - (3))                          |  |              |
| Benefit charges (1) Claims paid                       | 9b(1)  |              |
| (2) Increase (decrease) in claim reserves             |  |              |
| (3) Incurred claims (add (1) and (2))                 | (-)  |              |
| (4) Claims charged                                    | (-)  |              |
| Remainder of premium: (1) Retention charges (on an ac |  |              |
| (A) Commissions                                       | 9c(1)(A)   |              |
| (B) Administrative service or other fees              |  |              |

9c(2)

9d(1)

9d(2) 9d(3)

9e

10a

10b

852797

retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

**10** Nonexperience-rated contracts:

a Health (other than dental or vision)

Experience-rated contracts:

Benefit and contract type (check all applicable boxes)

Part III

a Premiums: (1) Amount received..... (2) Increase (decrease) in amount due but unpaid.....

(C) Other specific acquisition costs.....

(D) Other expenses.....

(E) Taxes..... (F) Charges for risks or other contingencies .....

(H) Total retention .....

(2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ......

(2) Claim reserves

(3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) .....

Total premiums or subscription charges paid to carrier ......

If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or

d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement......

| Part IV         | Provision of Information   |     |      |   |
|-----------------|--|-----|------|---|
| <b>11</b> Did t | ne insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No | _ |

9c(1)(C)

9c(1)(D) 9c(1)(E)

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

### **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

File as an attachment to Form 5500.

▶ Insurance companies are required to provide the information

OMB No. 1210-0110

| pursuant to ERISA section 103(a)(2).   |                  |  |                                      | nspection                          |             |                  |                       |
|--|------------------|--|--------------------------------------|------------------------------------|-------------|------------------|-----------------------|
| For calendar plan year 20°   | 11 or fiscal pla | n year beginning 01/01/2011                                |                                      | and end                            | ding 12     | 2/31/2011        | •                     |
| A Name of plan<br>ALCATEL LUCENT RETI  | REE WELFAR       | E BENEFITS PLAN  |                                      | B Three-digit 504 plan number (PN) |             |                  |                       |
|  |                  |  |                                      |                                    |             |                  |                       |
| C Plan sponsor's name a<br>ALCATEL LUCENT USA  |                  | e 2a of Form 5500  |                                      | <b>D</b> Employ 22-340             |             | cation Number (I | EIN)                  |
| on a separat   |                  | ning Insurance Contract<br>Individual contracts grouped as |                                      |                                    |             |                  |                       |
| 1 Coverage Information:  |                  |  |                                      |                                    |             |                  |                       |
| (a) Name of insurance ca   |                  |  |                                      |                                    |             |                  |                       |
|  |                  | <u> </u>   | (e) Approximate nu                   | imher of                           |             | Policy or co     | ntract vear           |
| (b) EIN  | (c) NAIC code    | (d) Contract or identification number                      | persons covered a policy or contract | t end of                           | (f          | ) From           | <b>(g)</b> To         |
| 94-1340523   | 60053            | 639  | 1                                    | 3                                  | 01/01/20    | 011              | 12/31/2011            |
| 2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid. |                  |  |                                      |                                    |             |                  |                       |
| (a) Total amount of commissions paid (b) Total amount of fees paid   |                  |  |                                      |                                    |             |                  |                       |
|  |                  | 0  |                                      |                                    |             |                  | 0                     |
| 3 Persons receiving com  | missions and f   | ees. (Complete as many entries                             | as needed to report all              | persons).                          |             |                  |                       |
|  | (a) Name a       | and address of the agent, broker                           | , or other person to whor            | n commissi                         | ons or fee  | s were paid      |                       |
|  |                  |  |                                      |                                    |             |                  |                       |
| (b) Amount of sales ar   | nd base          | Fe   | es and other commission              | ns paid                            |             |                  |                       |
| commissions pai  |                  | (c) Amount   |                                      | (d) Purpose                        | )           |                  | (e) Organization code |
|  |                  |  |                                      |                                    |             |                  |                       |
|  | (a) Name a       | and address of the agent, broker                           | or other person to who               | n commissi                         | ons or fee: | s were paid      |                       |
|  |                  |  |                                      |                                    |             |                  |                       |
| (b) Amount of sales ar   | nd base          | Fe   | es and other commission              | ns paid                            |             |                  |                       |
| commissions pai  |                  | (c) Amount   |                                      | (d) Purpose                        | )           |                  | (e) Organization code |
|  |                  |  |                                      |                                    |             |                  |                       |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |  |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|--|--|
|   | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |  |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1666 Word paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (L) A   |                                      | Fees and other commission   | ns paid                       | (-) One of the first  |  |  |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |  |  |
| •   | , ,                                  |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (-) NI-                                       |                                      |                             |                               |                       |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   | <u> </u>                             |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   | T                                    |                             |                               | 1                     |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |

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| Part II Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual contracts with each contracts report. |       |  |               |                   | ay be treated | d as a unit for purposes of |
|--|-------|--|---------------|-------------------|---------------|-----------------------------|
| 4  | Curre | nt value of plan's interest under this contract in the general account at year   | end           |                   | 4             |                             |
| _  |       | nt value of plan's interest under this contract in separate accounts at year e   |               |                   | 5             |                             |
| 6  | Contr | acts With Allocated Funds:   |               |                   |               |                             |
|  | а     | State the basis of premium rates   |               |                   |               |                             |
|  |       | Premiums paid to carrier   |               |                   | 6b            |                             |
|  |       | Premiums due but unpaid at the end of the year   |               |                   | 6c            |                             |
|  |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                   | 6d            |                             |
|  |       | Specify nature of costs •  |               |                   |               |                             |
|  | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity     |                   |               |                             |
|  |       | (3) other (specify)  |               |                   |               |                             |
|  | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here         |               |                             |
| 7  | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s | eparate accounts) |               |                             |
|  | а     |  |               | ion guarantee     |               |                             |
|  |       | (3) guaranteed investment (4) other  |               |                   |               |                             |
|  |       |  |               |                   |               |                             |
|  | b     | Balance at the end of the previous year  |               |                   | 7b            |                             |
|  | С     | Additions: (1) Contributions deposited during the year   |               |                   |               |                             |
|  |       | (2) Dividends and credits  | 7c(2)         |                   |               |                             |
|  |       | (3) Interest credited during the year  | 7c(3)         |                   |               |                             |
|  |       | (4) Transferred from separate account  | 7c(4)         |                   |               |                             |
|  |       | (5) Other (specify below)  | . 7c(5)       |                   |               |                             |
|  | ļ     |  |               |                   |               |                             |
|  |       |  |               |                   |               |                             |
|  |       | (6)Total additions   |               |                   | 7c(6)         |                             |
|  | _     | otal of balance and additions (add <b>b</b> and <b>c(6)</b> )  |               |                   | 7d            |                             |
|  |       | Deductions:  | Γ             |                   |               |                             |
|  |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                   |               |                             |
|  | ,     | 2) Administration charge made by carrier   | . 7e(2)       |                   |               |                             |
|  |       | 3) Transferred to separate account   | 7e(3)         |                   |               |                             |
|  | ,     | 4) Other (specify below)   | - (4)         |                   |               |                             |
|  | ì     | •  | ` '           |                   |               |                             |
|  | ·     |  |               |                   |               |                             |
|  |       |  |               |                   |               |                             |
|  | (     | 5) Total deductions  |               |                   | 7e(5)         |                             |
|  | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                   | <b>7</b> f    |                             |

| Schedule A (Form 5500) 2011   |   | Pa          | ge <b>4</b>                     |                         |
|---|---|-------------|---------------------------------|-------------------------|
| Welfare Benefit Contract Information If more than one contract covers the same goinformation may be combined for reporting pothe entire group of such individual contracts. | roup of employees of the sa<br>urposes if such contracts ar | e experienc | e-rated as a unit. Where contra |                         |
| efit and contract type (check all applicable boxes)   |   |             |                                 |                         |
| Health (other than dental or vision)  | <b>b</b> Dental   | С           | Vision                          | <b>d</b> Life insurance |
| Temporary disability (accident and sickness)  | f Long-term disability                                      | g           | Supplemental unemployment       | h Prescription drug     |
| Stop loss (large deductible)  | j HMO contract  | k           | PPO contract                    | I  Indemnity contract   |
| Other (specify)   |   | _           |                                 |                         |
|   |   |             |                                 |                         |
| erience-rated contracts:  |   |             |                                 |                         |
| Premiums: (1) Amount received   |   | 9a(1)       |                                 |                         |
| (2) Increase (decrease) in amount due but unpai   | d   | 9a(2)       |                                 |                         |
| (3) Increase (decrease) in unearned premium res   | serve   | 9a(3)       |                                 |                         |
| (4) Earned ((1) + (2) - (3))  | <u></u>   |             | 9a(4)                           | )                       |
| Benefit charges (1) Claims paid   |   | 9b(1)       |                                 |                         |
| (2) Increase (decrease) in claim reserves   |   | 9b(2)       |                                 |                         |
| (3) Incurred claims (add (1) and (2))   |   |             | 9b(3                            | )                       |
| (4) Claims charged  |   |             | 9b(4                            | )                       |
| Remainder of premium: (1) Retention charges (c  | on an accrual basis)  |             |                                 |                         |
| (A) Commissions   |   | 9c(1)(A)    |                                 |                         |
| (B) Administrative service or other fees  |   | 9c(1)(B)    |                                 |                         |
| (C) Other enecific acquisition easts  | (   | 9c(1)(C)    | -                               |                         |

9c(2)

9d(1)

9d(2) 9d(3)

9e

10a

10b

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retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

**10** Nonexperience-rated contracts:

a Health (other than dental or vision)

Experience-rated contracts:

Benefit and contract type (check all applicable boxes)

Part III

a Premiums: (1) Amount received...... (2) Increase (decrease) in amount due but unpaid.....

Remainder of premium: (1) Retention charges (on an accrual basis) --(A) Commissions ..... (B) Administrative service or other fees ..... (C) Other specific acquisition costs..... (D) Other expenses.....

(E) Taxes..... (F) Charges for risks or other contingencies .....

(H) Total retention .....

(2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ......

(2) Claim reserves

(3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).)

Total premiums or subscription charges paid to carrier ......

If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or

d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement......

| Part IV   | Provision of Information  |     |      |  |
|-----------|---|-----|------|--|
| 11 Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

9c(1)(D) 9c(1)(E)

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

### **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

File as an attachment to Form 5500.

Insurance companies are required to provide the information

OMB No. 1210-0110

| nursuant to EDICA agostian 102(a)(2)  |   |                                       |                                      |               | m is Open to Public Inspection |                       |
|---|---|---------------------------------------|--------------------------------------|---------------|--------------------------------|-----------------------|
| For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011  |   |                                       |                                      |               |                                |                       |
| A Name of plan<br>ALCATEL LUCENT RETI   | A Name of plan ALCATEL LUCENT RETIREE WELFARE BENEFITS PLAN  504 plan number (PN) |                                       |                                      |               |                                |                       |
| C Plan sponsor's name a   | INC.  |                                       |                                      | 22-3408       |                                |                       |
| Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |   |                                       |                                      |               |                                |                       |
| 1 Coverage Information:   |   |                                       |                                      |               |                                |                       |
| (a) Name of insurance ca  | rrier   |                                       |                                      |               |                                |                       |
|   |   |                                       | (e) Approximate nu                   | ımber of      | Policy or c                    | ontract year          |
| (b) EIN   | (c) NAIC code   | (d) Contract or identification number | persons covered a policy or contract | t end of      | (f) From                       | <b>(g)</b> To         |
| 22-0999690  | 55069   | 77087                                 | 28                                   | 36            | 01/01/2011                     | 12/31/2011            |
| 2 Insurance fee and com descending order of the   | mission inforr<br>amount paid   | nation. Enter the total fees and t    | otal commissions paid. L             | ist in item 3 | the agents, brokers, and       | other persons in      |
| (a) Total a   | (a) Total amount of commissions paid (b) Total amount of fees paid                |                                       |                                      |               |                                |                       |
| 0   |   |                                       |                                      |               |                                |                       |
| 3 Persons receiving com   | missions and  | fees. (Complete as many entrie        | es as needed to report all           | persons).     |                                |                       |
| -   | (a) Name  | and address of the agent, broke       | er, or other person to who           | m commission  | ons or fees were paid          |                       |
|   |   |                                       |                                      |               |                                |                       |
| (b) Amount of sales ar  | nd base   | F                                     | ees and other commission             | ns paid       |                                |                       |
| commissions pa  | id  | (c) Amount                            |                                      | (d) Purpose   | l .                            | (e) Organization code |
|   |   |                                       |                                      |               |                                |                       |
|   | (a) Name  | and address of the agent, broke       | er, or other person to who           | m commission  | ons or fees were paid          |                       |
| (4)   |   |                                       |                                      |               |                                |                       |
| (b) Amount of sales ar  | nd base   | F                                     | ees and other commission             | ns paid       |                                |                       |
| commissions pa  |   | (c) Amount                            |                                      | (d) Purpose   |                                | (e) Organization code |
| COMMISSIONS PAID (C) AMOUNT (U) 1 dipose  |   |                                       |                                      |               |                                |                       |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |  |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|--|--|
|   | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |  |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1666 Word paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (I) A   |                                      | Fees and other commission   | ns paid                       | (-) One of the first  |  |  |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |  |  |
| •   | , ,                                  |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (-) NI-                                       |                                      |                             |                               |                       |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   | <u> </u>                             |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   | T                                    |                             |                               | 1                     |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |

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| Part II Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual contracts with each contracts report. |       |  |               |                   | ay be treated | d as a unit for purposes of |
|--|-------|--|---------------|-------------------|---------------|-----------------------------|
| 4  | Curre | nt value of plan's interest under this contract in the general account at year   | end           |                   | 4             |                             |
| _  |       | nt value of plan's interest under this contract in separate accounts at year e   |               |                   | 5             |                             |
| 6  | Contr | acts With Allocated Funds:   |               |                   |               |                             |
|  | а     | State the basis of premium rates   |               |                   |               |                             |
|  |       | Premiums paid to carrier   |               |                   | 6b            |                             |
|  |       | Premiums due but unpaid at the end of the year   |               |                   | 6c            |                             |
|  |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                   | 6d            |                             |
|  |       | Specify nature of costs •  |               |                   |               |                             |
|  | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity     |                   |               |                             |
|  |       | (3) other (specify)  |               |                   |               |                             |
|  | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here         |               |                             |
| 7  | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s | eparate accounts) |               |                             |
|  | а     |  |               | ion guarantee     |               |                             |
|  |       | (3) guaranteed investment (4) other  |               |                   |               |                             |
|  |       |  |               |                   |               |                             |
|  | b     | Balance at the end of the previous year  |               |                   | 7b            |                             |
|  | С     | Additions: (1) Contributions deposited during the year   |               |                   |               |                             |
|  |       | (2) Dividends and credits  | 7c(2)         |                   |               |                             |
|  |       | (3) Interest credited during the year  | 7c(3)         |                   |               |                             |
|  |       | (4) Transferred from separate account  | 7c(4)         |                   |               |                             |
|  |       | (5) Other (specify below)  | . 7c(5)       |                   |               |                             |
|  | ļ     |  |               |                   |               |                             |
|  |       |  |               |                   |               |                             |
|  |       | (6)Total additions   |               |                   | 7c(6)         |                             |
|  | _     | otal of balance and additions (add <b>b</b> and <b>c(6)</b> )  |               |                   | 7d            |                             |
|  |       | Deductions:  | Γ             |                   |               |                             |
|  |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                   |               |                             |
|  | ,     | 2) Administration charge made by carrier   | . 7e(2)       |                   |               |                             |
|  |       | 3) Transferred to separate account   | 7e(3)         |                   |               |                             |
|  | ,     | 4) Other (specify below)   | - (4)         |                   |               |                             |
|  | ì     | •  | ` '           |                   |               |                             |
|  | ·     |  |               |                   |               |                             |
|  |       |  |               |                   |               |                             |
|  | (     | 5) Total deductions  |               |                   | 7e(5)         |                             |
|  | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                   | <b>7</b> f    |                             |

| chedule A (Form 5500) 2011   | Page <b>4</b>            |                                  |   |
|--|--------------------------|----------------------------------|---|
| Welfare Benefit Contract Information  If more than one contract covers the same group of employees of the information may be combined for reporting purposes if such contract the entire group of such individual contracts with each carrier may be | cts are experience-rated | as a unit. Where contract        |   |
| and contract type (check all applicable boxes) ealth (other than dental or vision)  emporary disability (accident and sickness)  top loss (large deductible)  ther (specify)  Dental  f Long-term disa  j HMO contract                               | - =                      | emental unemployment<br>contract | d ☐ Life insurance h ☐ Prescription drug I ☐ Indemnity contract |
| ce-rated contracts:  |                          |                                  |   |
| niums: (1) Amount received   |                          |                                  | _   |
| ncrease (decrease) in amount due but unpaid  |                          |                                  |   |
| ncrease (decrease) in unearned premium reserve<br>Earned ((1) + (2) - (3))   |                          | 9a(4)                            |   |
| nefit charges (1) Claims paid  |                          |                                  |   |
| ncrease (decrease) in claim reserves   |                          |                                  |   |
| ncurred claims (add (1) and (2))   |                          | 9b(3)                            |   |
| Claims charged   |                          | 9b(4)                            |   |
| mainder of premium: (1) Retention charges (on an accrual basis)  |                          |                                  |   |
| (A) Commissions  | 9c(1)(A)                 |                                  |   |
|  | - 4.1.4-1                |                                  |   |

information may be combined for reporting purposes if such contracts a the entire group of such individual contracts with each carrier may be tr Benefit and contract type (check all applicable boxes) a Health (other than dental or vision) **b** Dental Temporary disability (accident and sickness) Long-term disabilit i HMO contract Stop loss (large deductible) Other (specify) Experience-rated contracts: a Premiums: (1) Amount received..... (2) Increase (decrease) in amount due but unpaid..... (3) Increase (decrease) in unearned premium reserve...... (4) Earned ((1) + (2) - (3)) ..... Benefit charges (1) Claims paid ..... (2) Increase (decrease) in claim reserves..... (3) Incurred claims (add (1) and (2)) ...... (4) Claims charged..... Remainder of premium: (1) Retention charges (on an accrual basis) --(A) Commissions ..... (B) Administrative service or other fees ..... 9c(1)(B) 9c(1)(C) (C) Other specific acquisition costs..... (D) Other expenses..... 9c(1)(D) 9c(1)(E) (E) Taxes..... (F) Charges for risks or other contingencies ..... 9c(1)(F) (H) Total retention ..... 9c(1)(H) (2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ...... 9c(2) d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement...... 9d(1) (2) Claim reserves 9d(2) 9d(3) (3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) ..... 9e **10** Nonexperience-rated contracts: 10a Total premiums or subscription charges paid to carrier ...... 2105013 If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or 10b retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

| Part IV   | Provision of Information  |     |      |   |
|-----------|---|-----|------|---|
| 11 Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No | _ |

Part III

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

Insurance companies are required to provide the information

OMB No. 1210-0110

| pursuant to ERISA section 103(a)(2).  |  |                                 |   |                                 | m is Open to Public<br>Inspection  |                       |  |  |
|---|--|---------------------------------|---|---------------------------------|------------------------------------|-----------------------|--|--|
| For calendar plan year 20   | 11 or fiscal pla   | n year beginning 01/01/2011     |   | and ending 12                   | 2/31/2011                          |                       |  |  |
| A Name of plan ALCATEL LUCENT RETI  | A Name of plan ALCATEL LUCENT RETIREE WELFARE BENEFITS PLAN  |                                 |   |                                 | B Three-digit 504 plan number (PN) |                       |  |  |
|   |  |                                 |   |                                 |                                    |                       |  |  |
| C Plan sponsor's name a ALCATEL LUCENT USA  |  | e 2a of Form 5500               |   | Employer Identifi<br>22-3408857 | cation Number (                    | EIN)                  |  |  |
| Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |  |                                 |   |                                 |                                    |                       |  |  |
| 1 Coverage Information:   |  |                                 |   |                                 |                                    |                       |  |  |
| (a) Name of insurance ca  |  |                                 |   |                                 |                                    |                       |  |  |
| KAISER PERIVIAINENTE  | - GA   |                                 |   |                                 |                                    |                       |  |  |
| <b>(b)</b> EIN  | (c) NAIC   | (d) Contract or                 | (e) Approximate number persons covered at end |                                 | Policy or co                       | ontract year          |  |  |
| (D) EIN   | code   | identification number           | policy or contract year                       | /+                              | ) From                             | <b>(g)</b> To         |  |  |
| 58-1592076  | 96237  | 2081                            | 168   | 01/01/2                         | 011                                | 12/31/2011            |  |  |
|   | 2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid. |                                 |   |                                 |                                    |                       |  |  |
| (a) Total amount of commissions paid (b) Total amount of fees paid  |  |                                 |   |                                 |                                    |                       |  |  |
|   |  | 0                               |   |                                 |                                    | 0                     |  |  |
| 3 Persons receiving com   | missions and f   | ees. (Complete as many entrie   | s as needed to report all pers                | ons).                           |                                    |                       |  |  |
|   | (a) Name a   | and address of the agent, broke | r, or other person to whom co                 | mmissions or fee                | s were paid                        |                       |  |  |
|   |  |                                 |   |                                 |                                    |                       |  |  |
|   |  |                                 | ees and other commissions pa                  | oid.                            |                                    |                       |  |  |
| (b) Amount of sales ar commissions pa   |  | (c) Amount                      | •   | Purpose                         |                                    | (e) Organization code |  |  |
|   |  | (2)                             | V-7   | . ,                             |                                    | (1)                   |  |  |
|   |  |                                 |   |                                 |                                    |                       |  |  |
|   | (a) Name   | and address of the agent, broke | r or other person to whom co                  | mmissions or fee                | s were naid                        | 1                     |  |  |
|   | (a) Name a   | and address of the agent, broke | r, or other person to whom co                 | 111113310113 01 100             | 3 Were paid                        |                       |  |  |
|   |  |                                 |   |                                 |                                    |                       |  |  |
|   | T  |                                 |   |                                 |                                    | Г                     |  |  |
| <b>(b)</b> Amount of sales ar commissions pa  |  | (c) Amount                      | ees and other commissions pa                  | aid<br>Purpose                  |                                    | (e) Organization code |  |  |
| осліпівоють ра  | 14   | (o) / anount                    | (u) 1   | <u>, 0000</u>                   |                                    | (5) Organization code |  |  |
|   |  |                                 |   |                                 |                                    |                       |  |  |
|   |  |                                 |   |                                 |                                    |                       |  |  |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |  |  |  |  |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|--|--|--|--|--|
|   | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |  |  |  |  |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1666 Word paid |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
| (L) A   |                                      | Fees and other commission   | ns paid                       | (-) One of the first  |  |  |  |  |  |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |  |  |  |  |  |
| •   | , ,                                  |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
| (-) NI-                                       |                                      |                             |                               |                       |  |  |  |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   | <u> </u>                             |                             |                               |                       |  |  |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   | T                                    |                             |                               | 1                     |  |  |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |

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| Part II |       | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | idual contra  | cts with each carrier ma | ay be treated | d as a unit for purposes of |  |  |  |
|---------|-------|--|---------------|--------------------------|---------------|-----------------------------|--|--|--|
| 4       | Curre | nt value of plan's interest under this contract in the general account at year   | end           |                          | 4             |                             |  |  |  |
| _       |       | Current value of plan's interest under this contract in separate accounts at year end  |               |                          |               |                             |  |  |  |
| 6       | Contr | ontracts With Allocated Funds:   |               |                          |               |                             |  |  |  |
|         | а     | State the basis of premium rates   |               |                          |               |                             |  |  |  |
|         |       | Premiums paid to carrier   |               |                          | 6b            |                             |  |  |  |
|         |       | Premiums due but unpaid at the end of the year   |               |                          | 6c            |                             |  |  |  |
|         |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                          | 6d            |                             |  |  |  |
|         |       | Specify nature of costs •  |               |                          |               |                             |  |  |  |
|         | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity     |                          |               |                             |  |  |  |
|         |       | (3) other (specify)  |               |                          |               |                             |  |  |  |
|         | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here                |               |                             |  |  |  |
| 7       | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s | eparate accounts)        |               |                             |  |  |  |
|         | а     |  |               | ion guarantee            |               |                             |  |  |  |
|         |       | (3) guaranteed investment (4) other  |               |                          |               |                             |  |  |  |
|         |       |  |               |                          |               |                             |  |  |  |
|         | b     | Balance at the end of the previous year  |               |                          | 7b            |                             |  |  |  |
|         | С     | Additions: (1) Contributions deposited during the year   |               |                          |               |                             |  |  |  |
|         |       | (2) Dividends and credits  | 7c(2)         |                          |               |                             |  |  |  |
|         |       | (3) Interest credited during the year  | 7c(3)         |                          |               |                             |  |  |  |
|         |       | (4) Transferred from separate account  | 7c(4)         |                          |               |                             |  |  |  |
|         |       | (5) Other (specify below)  | . 7c(5)       |                          |               |                             |  |  |  |
|         | ļ     |  |               |                          |               |                             |  |  |  |
|         |       |  |               |                          |               |                             |  |  |  |
|         |       | (6)Total additions   |               |                          | 7c(6)         |                             |  |  |  |
|         | _     | otal of balance and additions (add <b>b</b> and <b>c(6)</b> )  |               |                          | 7d            |                             |  |  |  |
|         |       | Deductions:  | Γ             |                          |               |                             |  |  |  |
|         |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                          |               |                             |  |  |  |
|         | ,     | 2) Administration charge made by carrier   | . 7e(2)       |                          |               |                             |  |  |  |
|         |       | 3) Transferred to separate account   | 7e(3)         |                          |               |                             |  |  |  |
|         | ,     | 4) Other (specify below)   | - (4)         |                          |               |                             |  |  |  |
|         | ì     | •  | ` '           |                          |               |                             |  |  |  |
|         | ·     |  |               |                          |               |                             |  |  |  |
|         |       |  |               |                          |               |                             |  |  |  |
|         | (     | 5) Total deductions  |               |                          | 7e(5)         |                             |  |  |  |
|         | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                          | <b>7</b> f    |                             |  |  |  |

| Schedule A (Form 5500) 2011                           | Page <b>4</b>  |              |
|---|--|--------------|
| information may be combined for reporting purposes    | employees of the same employer(s) or members of the same employee organize if such contracts are experience-rated as a unit. Where contracts cover individual to the carrier may be treated as a unit for purposes of this report. |              |
| efit and contract type (check all applicable boxes)   |  |              |
| Health (other than dental or vision)                  | Dental <b>c</b>  | ırance       |
| Temporary disability (accident and sickness) <b>f</b> | ong-term disability $\mathbf{g}  \overline{}$ Supplemental unemployment $\mathbf{h}  \overline{}$ Prescrip   | otion drug   |
| Stop loss (large deductible)                          | HMO contract <b>k</b> PPO contract I Indemni   | ity contract |
| Other (specify)                                       |  |              |
| ] (-  //  |  |              |
| erience-rated contracts:                              |  |              |
| Premiums: (1) Amount received                         | 9a(1)  |              |
| (2) Increase (decrease) in amount due but unpaid      | 9a(2)  |              |
| (3) Increase (decrease) in unearned premium reserve   | 9a(3)  |              |
| (4) Earned ((1) + (2) - (3))                          |  |              |
| Benefit charges (1) Claims paid                       | 9b(1)  |              |
| (2) Increase (decrease) in claim reserves             |  |              |
| (3) Incurred claims (add (1) and (2))                 | (-)  |              |
| (4) Claims charged                                    | (-)  |              |
| Remainder of premium: (1) Retention charges (on an ac |  |              |
| (A) Commissions                                       | 9c(1)(A)   |              |
| (B) Administrative service or other fees              |  |              |

9c(2)

9d(1)

9d(2) 9d(3)

9e

10a

10b

1484715

retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

**10** Nonexperience-rated contracts:

a Health (other than dental or vision)

Experience-rated contracts:

Benefit and contract type (check all applicable boxes)

Part III

a Premiums: (1) Amount received..... (2) Increase (decrease) in amount due but unpaid.....

(C) Other specific acquisition costs.....

(D) Other expenses.....

(E) Taxes..... (F) Charges for risks or other contingencies .....

(H) Total retention .....

(2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ......

(2) Claim reserves

(3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) .....

Total premiums or subscription charges paid to carrier ......

If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or

d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement......

| Part IV   | Provision of Information  |     |      |  |
|-----------|---|-----|------|--|
| 11 Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

9c(1)(C)

9c(1)(D) 9c(1)(E)

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

Insurance companies are required to provide the information

OMB No. 1210-0110

| pursuant to ERISA section 103(a)(2).  |  |                                 |   |                             | rm is Open to Public<br>Inspection |                       |
|---|--|---------------------------------|---|-----------------------------|------------------------------------|-----------------------|
| For calendar plan year 20   | 11 or fiscal pla   | an year beginning 01/01/2011    |   | and en                      | ding 12/31/2011                    |                       |
| A Name of plan ALCATEL LUCENT RETI  | REE WELFAF   | RE BENEFITS PLAN                |   | B Three                     | e-digit<br>number (PN)             | 504                   |
|   |  |                                 |   |                             |                                    |                       |
| C Plan sponsor's name a ALCATEL LUCENT USA  |  | ne 2a of Form 5500              |   | <b>D</b> Employ 22-340      | yer Identification Number 8857     | (EIN)                 |
| Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |  |                                 |   |                             |                                    |                       |
| 1 Coverage Information:   |  |                                 |   |                             |                                    |                       |
| (a) Name of insurance ca  | rrier  |                                 |   |                             |                                    |                       |
|   | 1  |                                 | (a) Ammunication                        |                             | Dalianas                           |                       |
| (b) EIN   | (c) NAIC   | (d) Contract or                 | (e) Approximate nu<br>persons covered a |                             | •                                  | ontract year          |
|   | code   | identification number           | policy or contrac                       | t year                      | (f) From                           | <b>(g)</b> To         |
| 36-2739571  | 79413  | H1509                           | 2502                                    | 25021 01/01/2011 12/31/2011 |                                    |                       |
| 2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.  |  |                                 |   |                             |                                    |                       |
| <b>(a)</b> Total a  | (a) Total amount of commissions paid (b) Total amount of fees paid |                                 |   |                             |                                    |                       |
|   |  | 0                               |   |                             |                                    | 0                     |
| 3 Persons receiving com   | missions and   | fees. (Complete as many entrie  | es as needed to report all              | persons).                   |                                    |                       |
|   | (a) Name   | and address of the agent, broke | er, or other person to whor             | n commissi                  | ions or fees were paid             |                       |
|   |  |                                 |   |                             |                                    |                       |
|   |  |                                 |   |                             |                                    |                       |
| (b) Amount of sales ar  |  |                                 | ees and other commission                | •                           |                                    |                       |
| commissions pa  | id   | (c) Amount                      |   | (d) Purpose                 | 9                                  | (e) Organization code |
|   |  |                                 |   |                             |                                    |                       |
|   |  |                                 |   |                             |                                    |                       |
|   | (a) Name   | and address of the agent, broke | er, or other person to who              | n commissi                  | ions or fees were paid             |                       |
|   |  |                                 |   |                             |                                    |                       |
|   |  |                                 |   |                             |                                    |                       |
|   |  |                                 |   |                             |                                    | 1                     |
| (b) Amount of sales ar  |  |                                 | ees and other commission                |                             |                                    |                       |
| commissions pa  | Id   | (c) Amount                      | ı                                       | (d) Purpose                 | 9                                  | (e) Organization code |
|   |  |                                 |   |                             |                                    |                       |
|   |  |                                 |   |                             |                                    |                       |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |  |  |  |  |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|--|--|--|--|--|
|   | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |  |  |  |  |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1666 Word paid |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
| (I) A   |                                      | Fees and other commission   | ns paid                       | (-) One of the first  |  |  |  |  |  |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |  |  |  |  |  |
| •   | , ,                                  |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
| (-) NI-                                       |                                      |                             |                               |                       |  |  |  |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   | <u> </u>                             |                             |                               |                       |  |  |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   | T                                    |                             |                               | 1                     |  |  |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |  |  |

| _    | •   |
|------|-----|
| Pane | ٠.' |
| uqu  |     |

| Part II |       | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | idual contra  | cts with each carrier ma | ay be treated | d as a unit for purposes of |  |  |  |
|---------|-------|--|---------------|--------------------------|---------------|-----------------------------|--|--|--|
| 4       | Curre | nt value of plan's interest under this contract in the general account at year   | end           |                          | 4             |                             |  |  |  |
| _       |       | Current value of plan's interest under this contract in separate accounts at year end  |               |                          |               |                             |  |  |  |
| 6       | Contr | ontracts With Allocated Funds:   |               |                          |               |                             |  |  |  |
|         | а     | State the basis of premium rates   |               |                          |               |                             |  |  |  |
|         |       | Premiums paid to carrier   |               |                          | 6b            |                             |  |  |  |
|         |       | Premiums due but unpaid at the end of the year   |               |                          | 6c            |                             |  |  |  |
|         |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                          | 6d            |                             |  |  |  |
|         |       | Specify nature of costs •  |               |                          |               |                             |  |  |  |
|         | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity     |                          |               |                             |  |  |  |
|         |       | (3) other (specify)  |               |                          |               |                             |  |  |  |
|         | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here                |               |                             |  |  |  |
| 7       | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s | eparate accounts)        |               |                             |  |  |  |
|         | а     |  |               | ion guarantee            |               |                             |  |  |  |
|         |       | (3) guaranteed investment (4) other  |               |                          |               |                             |  |  |  |
|         |       |  |               |                          |               |                             |  |  |  |
|         | b     | Balance at the end of the previous year  |               |                          | 7b            |                             |  |  |  |
|         | С     | Additions: (1) Contributions deposited during the year   |               |                          |               |                             |  |  |  |
|         |       | (2) Dividends and credits  | 7c(2)         |                          |               |                             |  |  |  |
|         |       | (3) Interest credited during the year  | 7c(3)         |                          |               |                             |  |  |  |
|         |       | (4) Transferred from separate account  | 7c(4)         |                          |               |                             |  |  |  |
|         |       | (5) Other (specify below)  | . 7c(5)       |                          |               |                             |  |  |  |
|         | ļ     |  |               |                          |               |                             |  |  |  |
|         |       |  |               |                          |               |                             |  |  |  |
|         |       | (6)Total additions   |               |                          | 7c(6)         |                             |  |  |  |
|         | _     | otal of balance and additions (add <b>b</b> and <b>c(6)</b> )  |               |                          | 7d            |                             |  |  |  |
|         |       | Deductions:  | Γ             |                          |               |                             |  |  |  |
|         |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                          |               |                             |  |  |  |
|         | ,     | 2) Administration charge made by carrier   | . 7e(2)       |                          |               |                             |  |  |  |
|         |       | 3) Transferred to separate account   | 7e(3)         |                          |               |                             |  |  |  |
|         | ,     | 4) Other (specify below)   | - (4)         |                          |               |                             |  |  |  |
|         | ì     | •  | ` '           |                          |               |                             |  |  |  |
|         | ·     |  |               |                          |               |                             |  |  |  |
|         |       |  |               |                          |               |                             |  |  |  |
|         | (     | 5) Total deductions  |               |                          | 7e(5)         |                             |  |  |  |
|         | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                          | <b>7</b> f    |                             |  |  |  |

| Schedule A (Form 5500) 2011  |   | Page <b>4</b>                            |                         |
|--|---|--|-------------------------|
| Welfare Benefit Contract Information If more than one contract covers the same guinformation may be combined for reporting put the entire group of such individual contracts of the contract of the co | roup of employees of the san<br>urposes if such contracts are | experience-rated as a unit. Where contra |                         |
| and contract type (check all applicable boxes)   |   |  |                         |
| lealth (other than dental or vision)   | <b>b</b> Dental   | <b>c</b> Vision                          | <b>d</b> Life insurance |
| emporary disability (accident and sickness)  | f Long-term disability  | g Supplemental unemployment              | h Prescription drug     |
| top loss (large deductible)  | j HMO contract  | k X PPO contract                         | Indemnity contract      |
| Other (specify)  | _   | _  | _                       |
| nce-rated contracts:   |   |  |                         |
| niums: (1) Amount received   |   | 9a(1)                                    |                         |
| Increase (decrease) in amount due but unpaid   | d   | 9a(2)                                    |                         |
|  |   | 0 (0)                                    |                         |

|     | information may be combined for reporting the entire group of such individual contractions. |   |                    |            | s cover individual employees, |
|-----|---|---|--------------------|------------|-------------------------------|
| 8   | Benefit and contract type (check all applicable box   | (es)                                      |                    |            |                               |
|     | a Health (other than dental or vision)  | <b>b</b> Dental                           | <b>C</b> Vision    |            | <b>d</b> Life insurance       |
|     | e Temporary disability (accident and sickness   | _   | g Supplemental une | employment | h Prescription drug           |
|     | i Stop loss (large deductible)  | j  HMO contract                           | k PPO contract     |            | I  Indemnity contract         |
|     | m ☐ Other (specify) ▶   | - 🗆                                       |                    |            |                               |
|     | iii a cuter (speedily)  |   |                    |            |                               |
| 9   | Experience-rated contracts:   |   |                    |            |                               |
|     | a Premiums: (1) Amount received   | 9a(                                       | 1)                 |            |                               |
|     | (2) Increase (decrease) in amount due but un  | paid 9a(                                  | 2)                 |            |                               |
|     | (3) Increase (decrease) in unearned premium   | reserve 9a(                               | 3)                 |            |                               |
|     | (4) Earned ((1) + (2) - (3))  | ······                                    |                    | 9a(4)      |                               |
|     | <b>b</b> Benefit charges (1) Claims paid  | 9b(                                       | 1)                 |            |                               |
|     | (2) Increase (decrease) in claim reserves   | 9b(                                       | 2)                 |            |                               |
|     | (3) Incurred claims (add (1) and (2))   |   |                    | 9b(3)      |                               |
|     | (4) Claims charged  |   |                    | 9b(4)      |                               |
|     | C Remainder of premium: (1) Retention charge  | s (on an accrual basis)                   |                    | _          |                               |
|     | (A) Commissions   | 9c(1)                                     | (A)                |            |                               |
|     | (B) Administrative service or other fees  | 9c(1)                                     | (B)                |            |                               |
|     | (C) Other specific acquisition costs  | 9c(1)                                     | (C)                |            |                               |
|     | (D) Other expenses  | 9c(1)                                     | (D)                |            |                               |
|     | (E) Taxes   | 9c(1)                                     | (E)                |            |                               |
|     | (F) Charges for risks or other contingence  | es9c(1)                                   | (F)                |            |                               |
|     | (G) Other retention charges   |   |                    |            |                               |
|     | (H) Total retention   |   |                    | 9c(1)(H)   |                               |
|     | (2) Dividends or retroactive rate refunds. (The   | nese amounts were paid in cash,           | or credited.)      | 9c(2)      |                               |
|     | <b>d</b> Status of policyholder reserves at end of yea                                      | <b>—</b> •                                | ш :                |            |                               |
|     | (2) Claim reserves  | •   |                    |            |                               |
|     | (3) Other reserves  |   |                    |            |                               |
|     | Dividends or retroactive rate refunds due. (D   |   |                    |            |                               |
| 10  |   | The medical different of the four in O(2) | ·/ ·····           |            |                               |
| . • | Total premiums or subscription charges paid   | to carrier                                |                    | 10a        | 14621917                      |
|     | <b>b</b> If the carrier, service, or other organization in                                  |   |                    |            | 14021317                      |
|     | retention of the contract or policy, other than   |   |                    |            |                               |
|     | Specify nature of costs   |   |                    |            |                               |

| Part IV   | Provision of Information   |     |      |  |
|-----------|--|-----|------|--|
| 11 Did th | ne insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

Insurance companies are required to provide the information

OMB No. 1210-0110

|  |                  |   | ERISA section 103(a)(2).                     | illomatio             | "" Inis Fo                      | rm is Open to Public<br>Inspection |
|--|------------------|---|--|-----------------------|---------------------------------|------------------------------------|
| For calendar plan year 20  | 11 or fiscal pla | n year beginning 01/01/2011                               |  | and endi              | ing 12/31/2011                  |                                    |
| A Name of plan ALCATEL LUCENT RETIREE WELFARE BENEFITS PLAN        |                  |   | 1  | <b>B</b> Three-plan n | digit<br>umber (PN)             | 504                                |
|  |                  |   |  |                       |                                 |                                    |
| C Plan sponsor's name a ALCATEL LUCENT USA                         |                  | ne 2a of Form 5500  | 1  | 22-3408               | er Identification Number<br>857 | (EIN)                              |
|  |                  | ning Insurance Contract<br>Individual contracts grouped a |  |                       |                                 |                                    |
| 1 Coverage Information:  |                  |   |  |                       |                                 |                                    |
| (a) Name of insurance ca   |                  |   |  |                       |                                 |                                    |
| PACIFICARE OF CALIFO   | JRNIA            |   |  |                       |                                 |                                    |
| (b) EIN  | (c) NAIC         | (d) Contract or   | (e) Approximate num                          |                       | Policy or o                     | contract year                      |
| <b>(b)</b> EIN   | code             | identification number                                     | persons covered at e<br>policy or contract y |                       | (f) From                        | <b>(g)</b> To                      |
| 95-2931460   | 00000            | 142111  | 263  |                       | 01/01/2011                      | 12/31/2011                         |
| 2 Insurance fee and com descending order of the                    |                  | ation. Enter the total fees and to                        | otal commissions paid. List                  | in item 3 tl          | he agents, brokers, and         | other persons in                   |
| (a) Total amount of commissions paid (b) Total amount of fees paid |                  |   |  |                       |                                 |                                    |
|  |                  | 0   |  |                       |                                 | 0                                  |
| 3 Persons receiving com  | missions and     | fees. (Complete as many entrie                            | es as needed to report all pe                | ersons).              |                                 |                                    |
|  | (a) Name         | and address of the agent, broke                           | r, or other person to whom                   | commissio             | ns or fees were paid            |                                    |
|  |                  |   |  |                       |                                 |                                    |
| <b>(b)</b> Amount of sales ar                                      | nd base          | F   | ees and other commissions                    | paid                  |                                 |                                    |
| commissions pa   |                  | (c) Amount  | (d   | ) Purpose             |                                 | (e) Organization code              |
|  |                  |   |  |                       |                                 |                                    |
|  | (a) Name         | and address of the agent, broke                           | er, or other person to whom                  | commissio             | ns or fees were paid            |                                    |
|  | (4)              | and address of the agent, stone                           | ., с. сис. регост то тист                    |                       | no or roos mero para            |                                    |
|  |                  |   |  |                       |                                 |                                    |
| (b) Amount of sales ar   | nd base          | Fo  | ees and other commissions                    | paid                  |                                 | _                                  |
| commissions pa   | id               | (c) Amount  | (d   | ) Purpose             |                                 | (e) Organization code              |
|  |                  |   |  |                       |                                 |                                    |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|--|
|   | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1666 Word paid |                       |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
| (L) A   |                                      | Fees and other commission   | ns paid                       | (-) One of the first  |  |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |  |
| •   | , ,                                  |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
| (-) NI-                                       |                                      |                             |                               |                       |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
|   | <u> </u>                             |                             |                               |                       |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
|   | T                                    |                             |                               | 1                     |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |

| _    | •   |
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| Pa | rt II | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | idual contra  | cts with each carrier ma | ay be treated | d as a unit for purposes of |
|----|-------|--|---------------|--------------------------|---------------|-----------------------------|
| 4  | Curre | nt value of plan's interest under this contract in the general account at year   | end           |                          | 4             |                             |
| _  |       | nt value of plan's interest under this contract in separate accounts at year e   |               |                          | 5             |                             |
| 6  | Contr | acts With Allocated Funds:   |               |                          |               |                             |
|    | а     | State the basis of premium rates   |               |                          |               |                             |
|    |       | Premiums paid to carrier   |               |                          | 6b            |                             |
|    |       | Premiums due but unpaid at the end of the year   |               |                          | 6c            |                             |
|    |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                          | 6d            |                             |
|    |       | Specify nature of costs •  |               |                          |               |                             |
|    | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity     |                          |               |                             |
|    |       | (3) other (specify)  |               |                          |               |                             |
|    | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here                |               |                             |
| 7  | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s | eparate accounts)        |               |                             |
|    | а     |  |               | ion guarantee            |               |                             |
|    |       | (3) guaranteed investment (4) other  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | b     | Balance at the end of the previous year  |               |                          | 7b            |                             |
|    | С     | Additions: (1) Contributions deposited during the year   |               |                          |               |                             |
|    |       | (2) Dividends and credits  | 7c(2)         |                          |               |                             |
|    |       | (3) Interest credited during the year  | 7c(3)         |                          |               |                             |
|    |       | (4) Transferred from separate account  | 7c(4)         |                          |               |                             |
|    |       | (5) Other (specify below)  | . 7c(5)       |                          |               |                             |
|    | ļ     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    |       | (6)Total additions   |               |                          | 7c(6)         |                             |
|    | _     | otal of balance and additions (add <b>b</b> and <b>c(6)</b> )  |               |                          | 7d            |                             |
|    |       | Deductions:  | Γ             |                          |               |                             |
|    |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                          |               |                             |
|    | ,     | 2) Administration charge made by carrier   | . 7e(2)       |                          |               |                             |
|    |       | 3) Transferred to separate account   | 7e(3)         |                          |               |                             |
|    | ,     | 4) Other (specify below)   | - (4)         |                          |               |                             |
|    | ì     | •  | ` '           |                          |               |                             |
|    | ·     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | (     | 5) Total deductions  |               |                          | 7e(5)         |                             |
|    | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                          | <b>7</b> f    |                             |

| Schedule A (Form 5500) 2011  | Page <b>4</b>                        |                                       |
|--|--------------------------------------|---------------------------------------|
| Welfare Benefit Contract Information  If more than one contract covers the same group of employees of the information may be combined for reporting purposes if such contract the entire group of such individual contracts with each carrier may be | re experience-rated as a unit. Where | contracts cover individual employees, |
| and contract type (check all applicable boxes)   |                                      |                                       |
| ealth (other than dental or vision) <b>b</b> Dental  | <b>c</b> Vision                      | <b>d</b> Life insurance               |
| emporary disability (accident and sickness) $\mathbf{f} \ \overline{\ }$ Long-term disab   | g Supplemental unemploy              | ment <b>h</b> Prescription drug       |
| top loss (large deductible) j 🔻 HMO contract   | <b>k</b>                             | I Indemnity contract                  |
| Other (specify)  |                                      | _                                     |
|  |                                      |                                       |
| nce-rated contracts:   |                                      |                                       |
| niums: (1) Amount received   | 9a(1)                                |                                       |
| Increase (decrease) in amount due but unpaid   | 9a(2)                                |                                       |
| Increase (decrease) in unearned premium reserve  | 9a(3)                                |                                       |
| Earned ((1) + (2) - (3))   |                                      | 9a(4)                                 |
| nefit charges (1) Claims paid  |                                      |                                       |
| Increase (decrease) in claim reserves  | 9b(2)                                |                                       |
| Incurred claims (add (1) and (2))  |                                      | 9b(3)                                 |
| Claims charged   |                                      | 9b(4)                                 |
| mainder of premium: (1) Retention charges (on an accrual basis)  |                                      |                                       |
| (A) Commissions  | 9c(1)(A)                             |                                       |
|  | <del></del>                          |                                       |

Benefit and contract type (check all applicable boxes) a Health (other than dental or vision) **b** Dental Temporary disability (accident and sickness) Long-term disability i HMO contract Stop loss (large deductible) Other (specify) Experience-rated contracts: a Premiums: (1) Amount received..... (2) Increase (decrease) in amount due but unpaid...... (3) Increase (decrease) in unearned premium reserve..... (4) Earned ((1) + (2) - (3)) ..... Benefit charges (1) Claims paid ..... (2) Increase (decrease) in claim reserves..... (3) Incurred claims (add (1) and (2)) ...... (4) Claims charged..... Remainder of premium: (1) Retention charges (on an accrual basis) --(A) Commissions..... (B) Administrative service or other fees ..... 9c(1)(B) 9c(1)(C) (C) Other specific acquisition costs..... (D) Other expenses..... 9c(1)(D) 9c(1)(E) (E) Taxes..... (F) Charges for risks or other contingencies ..... 9c(1)(F) (H) Total retention ..... 9c(1)(H) (2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ...... 9c(2) d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement...... 9d(1) (2) Claim reserves 9d(2) 9d(3) (3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) ..... 9e **10** Nonexperience-rated contracts: Total premiums or subscription charges paid to carrier ..... 10a 1401635 If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or 10b retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

| Part IV    | Provision of Information  |     |      |  |
|------------|---|-----|------|--|
| 11 Did the | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

Part III

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

Insurance companies are required to provide the information

OMB No. 1210-0110

|  |                  |   | ERISA section 103(a)(2).                   | mormation     | ' Inis For                    | m is Open to Public<br>Inspection |
|--|------------------|---|--|---------------|-------------------------------|-----------------------------------|
| For calendar plan year 20  | 11 or fiscal pla | n year beginning 01/01/2011                               |  | and endin     | ng 12/31/2011                 |                                   |
| A Name of plan ALCATEL LUCENT RETIREE WELFARE BENEFITS PLAN        |                  |   | E  |               | ligit<br>Imber (PN)           | 504                               |
|  |                  |   |  |               |                               |                                   |
| C Plan sponsor's name a ALCATEL LUCENT USA                         |                  | ne 2a of Form 5500  |  | 22-34088      | r Identification Number<br>57 | (EIN)                             |
|  |                  | ning Insurance Contract<br>Individual contracts grouped a |  |               |                               |                                   |
| 1 Coverage Information:  |                  |   |  |               |                               |                                   |
| (a) Name of insurance ca   |                  |   |  |               |                               |                                   |
| HIP HEALTH PLAN OF N   | IY<br>           |   |  |               |                               |                                   |
| (b) EIN  | (c) NAIC         | (d) Contract or   | (e) Approximate numbersons covered at each |               | Policy or c                   | ontract year                      |
| (D) LIN  | code             | identification number                                     | policy or contract ye                      |               | (f) From                      | <b>(g)</b> To                     |
| 13-1828429   | 55247            | 10093PD 000   | 99   |               | 01/01/2011                    | 12/31/2011                        |
| 2 Insurance fee and com descending order of the                    |                  | ation. Enter the total fees and to                        | otal commissions paid. List                | in item 3 the | e agents, brokers, and        | other persons in                  |
| (a) Total amount of commissions paid (b) Total amount of fees paid |                  |   |  |               |                               |                                   |
|  |                  | 0   |  |               |                               | 0                                 |
| 3 Persons receiving com  | missions and     | iees. (Complete as many entrie                            | es as needed to report all per             | rsons).       |                               |                                   |
|  | (a) Name         | and address of the agent, broke                           | er, or other person to whom o              | commission    | s or fees were paid           |                                   |
|  |                  |   |  |               |                               |                                   |
|  |                  |   |  |               |                               |                                   |
| (b) Amount of sales ar   | nd base          | F   | ees and other commissions                  | paid          |                               |                                   |
| commissions pa   |                  | (c) Amount  | (d)  | Purpose       |                               | (e) Organization code             |
|  |                  |   |  |               |                               |                                   |
|  |                  |   |  |               |                               |                                   |
|  | (a) Name         | and address of the agent, broke                           | er, or other person to whom o              | commission    | s or fees were paid           |                                   |
|  | • •              |   |  |               | ·                             |                                   |
|  |                  |   |  |               |                               |                                   |
|  |                  |   |  |               |                               |                                   |
| (b) Amount of sales ar   | nd base          | Fe  | ees and other commissions                  | paid          |                               |                                   |
| commissions pa   | id               | (c) Amount  | (d)  | Purpose       |                               | (e) Organization code             |
|  |                  |   |  |               |                               |                                   |
|  |                  |   |  |               |                               |                                   |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|--|
|   | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1666 Word paid |                       |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
| (L) A   |                                      | Fees and other commission   | ns paid                       | (-) One of the first  |  |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |  |
| •   | , ,                                  |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
| (-) NI-                                       |                                      |                             |                               |                       |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
|   | <u> </u>                             |                             |                               |                       |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |
|   | T                                    |                             |                               | 1                     |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |
|   |                                      |                             |                               |                       |  |
|   |                                      |                             |                               |                       |  |

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| Part II                                   |  | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | idual contra  | cts with each carrier ma | ay be treated | d as a unit for purposes of |
|---|--|--|---------------|--------------------------|---------------|-----------------------------|
| 4   | Curre  | nt value of plan's interest under this contract in the general account at year   | end           |                          | 4             |                             |
| _   |  | nt value of plan's interest under this contract in separate accounts at year e   |               |                          | 5             |                             |
| 6   | Contr  | acts With Allocated Funds:   |               |                          |               |                             |
|   | а  |  |               |                          |               |                             |
|   |  | Premiums paid to carrier   |               |                          | 6b            |                             |
|   |  | ,  |               |                          | 6c            |                             |
|   |  | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                          | 6d            |                             |
|   |  | Specify nature of costs •  |               |                          |               |                             |
|   | e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity |  |               |                          |               |                             |
| (3) other (specify)                       |  |  |               |                          |               |                             |
|   | f  | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here                |               |                             |
| 7   | Contr  | ontracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)                       |               |                          |               |                             |
|   | а  |  |               | ion guarantee            |               |                             |
| (3) ☐ guaranteed investment (4) ☐ other ▶ |  |  |               |                          |               |                             |
|   |  |  |               |                          |               |                             |
|   | b  | Balance at the end of the previous year  |               |                          | 7b            |                             |
|   | С  | Additions: (1) Contributions deposited during the year   |               |                          |               |                             |
|   |  | (2) Dividends and credits  | 7c(2)         |                          |               |                             |
|   |  | (3) Interest credited during the year  | 7c(3)         |                          |               |                             |
|   |  | (4) Transferred from separate account  | 7c(4)         |                          |               |                             |
|   |  | (5) Other (specify below)  | . 7c(5)       |                          |               |                             |
|   | ļ  |  |               |                          |               |                             |
|   |  |  |               |                          |               |                             |
|   |  | (6)Total additions   |               |                          | 7c(6)         |                             |
|   | _  | otal of balance and additions (add <b>b</b> and <b>c(6)</b> )  |               |                          | 7d            |                             |
|   |  | Deductions:  | Γ             |                          |               |                             |
|   |  | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                          |               |                             |
|   | ,  | 2) Administration charge made by carrier   | . 7e(2)       |                          |               |                             |
|   |  | 3) Transferred to separate account   | 7e(3)         |                          |               |                             |
|   | ,  | 4) Other (specify below)   | - (4)         |                          |               |                             |
|   | ì  | •  | ` '           |                          |               |                             |
|   | ·  |  |               |                          |               |                             |
|   |  |  |               |                          |               |                             |
|   | (  | 5) Total deductions  |               |                          | 7e(5)         |                             |
|   | ,  | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                          | <b>7</b> f    |                             |

| Schedule A (Form 5500) 2011  |   | Page <b>4</b>      |                        |                            |
|--|---|--------------------|------------------------|----------------------------|
| Welfare Benefit Contract Informa If more than one contract covers the same g information may be combined for reporting p the entire group of such individual contracts | roup of employees of the same<br>ourposes if such contracts are e | xperience-rated as | s a unit. Where contra |                            |
| efit and contract type (check all applicable boxes   | )   |                    |                        |                            |
| Health (other than dental or vision)   | <b>b</b> Dental   | <b>C</b> Vision    |                        | <b>d</b> Life insurance    |
| Temporary disability (accident and sickness)   | f Long-term disability  | <b>g</b> Supplem   | nental unemployment    | <b>h</b> Prescription drug |
| Stop loss (large deductible)   | j HMO contract  | <b>k</b> PPO cor   | ntract                 | I Indemnity contract       |
| Other (specify)  |   | <u> </u>           |                        |                            |
| <b></b>  |   |                    |                        |                            |
| erience-rated contracts:   |   |                    |                        |                            |
| Premiums: (1) Amount received  | 9   | a(1)               |                        |                            |
| (2) Increase (decrease) in amount due but unpai  | d 9   | a(2)               |                        |                            |
| (3) Increase (decrease) in unearned premium re   | serve 9   | a(3)               |                        |                            |
| (4) Earned ((1) + (2) - (3))   |   |                    | 9a(4)                  |                            |
| Benefit charges (1) Claims paid  | 9   | b(1)               |                        |                            |
| (2) Increase (decrease) in claim reserves  | <del></del>   | b(2)               |                        |                            |
| (3) Incurred claims (add (1) and (2))  |   |                    | 9b(3)                  |                            |
| (4) Claims charged   |   |                    | (4)                    |                            |
| Remainder of premium: (1) Retention charges (  | on an accrual basis)  |                    |                        |                            |
| (A) Commissions  | 9c  | (1)(A)             |                        |                            |
| (B) Administrative service or other fees   |   | (1)(B)             |                        |                            |

9c(2)

9d(1)

9d(2) 9d(3)

9e

10a

10b

726458

retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

**10** Nonexperience-rated contracts:

a Health (other than dental or vision)

Experience-rated contracts:

Benefit and contract type (check all applicable boxes)

Part III

a Premiums: (1) Amount received..... (2) Increase (decrease) in amount due but unpaid.....

(C) Other specific acquisition costs..... (D) Other expenses.....

(E) Taxes..... (F) Charges for risks or other contingencies .....

(H) Total retention .....

(2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ......

(2) Claim reserves

(3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) .....

Total premiums or subscription charges paid to carrier ......

If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or

d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement......

| Part IV   | Provision of Information  |     |      |  |
|-----------|---|-----|------|--|
| 11 Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

9c(1)(C)

9c(1)(D) 9c(1)(E)

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

OMB No. 1210-0110

| For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011  A Name of plan ALCATEL LUCENT RETIREE WELFARE BENEFITS PLAN  B Three-digit plan number (PN)  |            |  |  |  |  |  |
|--|------------|--|--|--|--|--|
| ALCATEL LUCENT DETIDES WELFARE DENIETE DI AN   |            |  |  |  |  |  |
|  |            |  |  |  |  |  |
| C Plan sponsor's name as shown on line 2a of Form 5500 ALCATEL LUCENT USA INC.  D Employer Identification Number (EIN) 22-3408857  |            |  |  |  |  |  |
| Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. | contract   |  |  |  |  |  |
| 1 Coverage Information:  |            |  |  |  |  |  |
| (a) Name of insurance carrier AETNA LIFE INSURANCE COMPANY   |            |  |  |  |  |  |
| (c) NAIC (d) Contract or (e) Approximate number of Policy or contract year   |            |  |  |  |  |  |
| (b) EIN (c) NAIC (d) Contract of persons covered at end of policy or contract year (f) From (g)  | Го         |  |  |  |  |  |
| 23-2169745 95109 US28740 141 01/01/2011 12/31/2011   | I          |  |  |  |  |  |
| 2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.   | n          |  |  |  |  |  |
| (a) Total amount of commissions paid (b) Total amount of fees paid   |            |  |  |  |  |  |
| 0  | 0          |  |  |  |  |  |
| 3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).  |            |  |  |  |  |  |
| (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid   |            |  |  |  |  |  |
|  |            |  |  |  |  |  |
| (b) Amount of sales and base Fees and other commissions paid   |            |  |  |  |  |  |
| commissions paid (c) Amount (d) Purpose (e) Organiza   | ation code |  |  |  |  |  |
|  |            |  |  |  |  |  |
| (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid   |            |  |  |  |  |  |
|  |            |  |  |  |  |  |
| (b) Amount of sales and base Fees and other commissions paid   |            |  |  |  |  |  |
| commissions paid (c) Amount (d) Purpose (e) Organiza   | ation code |  |  |  |  |  |
|  |            |  |  |  |  |  |

| Schedule A (Form 5500)   | 2011  | Page <b>2 -</b> 1                                      |                  |  |  |  |
|--|---|--|------------------|--|--|--|
| (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid |   |  |                  |  |  |  |
|  | <u>,                                     </u> |  |                  |  |  |  |
|  |   |  |                  |  |  |  |
|  |   |  |                  |  |  |  |
| (b) Amount of sales and base   |   | Fees and other commissions paid                        | (e) Organization |  |  |  |
| commissions paid   | (c) Amount                                    | (d) Purpose  | code             |  |  |  |
|  |   |  |                  |  |  |  |
|  |   |  |                  |  |  |  |
|  |   |  |                  |  |  |  |
| (a) Na   | ame and address of the agent, broke           | er, or other person to whom commissions or fees were p | paid             |  |  |  |
|  |   |  |                  |  |  |  |
|  |   |  |                  |  |  |  |
|  |   |  |                  |  |  |  |
| (b) Amount of sales and base   |   | Fees and other commissions paid                        | (e) Organization |  |  |  |
| commissions paid   | (c) Amount                                    | (d) Purpose  | code             |  |  |  |
|  |   |  |                  |  |  |  |
|  |   |  |                  |  |  |  |
| (a) No   | amp and address of the agent broke            | ar other person to whom commissions or feed were r     | ooid             |  |  |  |
| (a) Na   | arile and address of the agent, broke         | er, or other person to whom commissions or fees were p | oalu             |  |  |  |
|  |   |  |                  |  |  |  |
|  |   |  |                  |  |  |  |
|  |   | Face and other constitution and                        |                  |  |  |  |
| (b) Amount of sales and base   | (c) Amount                                    | Fees and other commissions paid (d) Purpose            | (e) Organization |  |  |  |
| commissions paid   | (c) Amount                                    | (d) Pulpose  | code             |  |  |  |
|  |   |  |                  |  |  |  |
|  |   |  |                  |  |  |  |
| <b>(a)</b> Na  | ame and address of the agent, broke           | er, or other person to whom commissions or fees were p | paid             |  |  |  |
|  |   |  |                  |  |  |  |
|  |   |  |                  |  |  |  |
|  |   |  |                  |  |  |  |
| (b) Amount of sales and base   |   | Fees and other commissions paid                        | (e) Organization |  |  |  |
| commissions paid   | (c) Amount                                    | (d) Purpose  | code             |  |  |  |
|  |   |  |                  |  |  |  |
|  |   |  |                  |  |  |  |
|  |   |  |                  |  |  |  |
| (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid |   |  |                  |  |  |  |
|  |   |  |                  |  |  |  |
|  |   |  |                  |  |  |  |
|  | T   |  |                  |  |  |  |
| (b) Amount of sales and base   |   | Fees and other commissions paid                        | (e) Organization |  |  |  |
| commissions paid   | (c) Amount                                    | (d) Purpose  | code             |  |  |  |
|  |   |  |                  |  |  |  |
|  |   |  |                  |  |  |  |

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| Pa | rt II | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | idual contra  | cts with each carrier ma | ay be treated | d as a unit for purposes of |
|----|-------|--|---------------|--------------------------|---------------|-----------------------------|
| 4  | Curre | nt value of plan's interest under this contract in the general account at year   | end           |                          | 4             |                             |
| _  |       | nt value of plan's interest under this contract in separate accounts at year e   |               |                          | 5             |                             |
| 6  | Contr | acts With Allocated Funds:   |               |                          |               |                             |
|    | а     | State the basis of premium rates   |               |                          |               |                             |
|    |       | Premiums paid to carrier   |               |                          | 6b            |                             |
|    |       | Premiums due but unpaid at the end of the year   |               |                          | 6c            |                             |
|    |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                          | 6d            |                             |
|    |       | Specify nature of costs •  |               |                          |               |                             |
|    | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity     |                          |               |                             |
|    |       | (3) other (specify)  |               |                          |               |                             |
|    | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here                |               |                             |
| 7  | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s | eparate accounts)        |               |                             |
|    | а     |  |               | ion guarantee            |               |                             |
|    |       | (3) guaranteed investment (4) other  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | b     | Balance at the end of the previous year  |               |                          | 7b            |                             |
|    | С     | Additions: (1) Contributions deposited during the year   |               |                          |               |                             |
|    |       | (2) Dividends and credits  | 7c(2)         |                          |               |                             |
|    |       | (3) Interest credited during the year  | 7c(3)         |                          |               |                             |
|    |       | (4) Transferred from separate account  | 7c(4)         |                          |               |                             |
|    |       | (5) Other (specify below)  | . 7c(5)       |                          |               |                             |
|    | ı     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    |       | (6)Total additions   |               |                          | 7c(6)         |                             |
|    | _     | otal of balance and additions (add <b>b</b> and <b>c(6)</b> )  |               |                          | 7d            |                             |
|    |       | Deductions:  |               |                          |               |                             |
|    |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                          |               |                             |
|    | ,     | 2) Administration charge made by carrier   | . 7e(2)       |                          |               |                             |
|    |       | 3) Transferred to separate account   | 7e(3)         |                          |               |                             |
|    | ,     | 4) Other (specify below)   | - (4)         |                          |               |                             |
|    | ì     | •  | ` '           |                          |               |                             |
|    | ·     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | (     | 5) Total deductions  |               |                          | 7e(5)         |                             |
|    | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                          | <b>7</b> f    |                             |

| Schedule A (Form 5500) 2011   |   | Pa          | ge <b>4</b>                    |                         |
|---|---|-------------|--------------------------------|-------------------------|
| Welfare Benefit Contract Information If more than one contract covers the same goinformation may be combined for reporting pothe entire group of such individual contracts. | roup of employees of the sar<br>urposes if such contracts are | e experienc | e-rated as a unit. Where contr |                         |
| efit and contract type (check all applicable boxes)   |   |             |                                |                         |
| Health (other than dental or vision)  | <b>b</b> Dental   | С           | Vision                         | <b>d</b> Life insurance |
| Temporary disability (accident and sickness)  | f Long-term disability  | g           | Supplemental unemployment      | h Prescription drug     |
| Stop loss (large deductible)  | j HMO contract  | k           | PPO contract                   | I Indemnity contract    |
| Other (specify)   | - Ц   |             |                                | <b>-</b>                |
| ] (   |   |             |                                |                         |
| erience-rated contracts:  |   |             |                                |                         |
| Premiums: (1) Amount received   |   | 9a(1)       |                                |                         |
| (2) Increase (decrease) in amount due but unpai   | d   | 9a(2)       |                                |                         |
| (3) Increase (decrease) in unearned premium res   | serve   | 9a(3)       |                                |                         |
| (4) Earned ((1) + (2) - (3))  | <u></u>   |             | 9a(4                           | )                       |
| Benefit charges (1) Claims paid   |   | 9b(1)       |                                |                         |
| (2) Increase (decrease) in claim reserves   |   | 9b(2)       |                                |                         |
| (3) Incurred claims (add (1) and (2))   |   |             | 9b(3                           | )                       |
| (4) Claims charged  |   |             | 9b(4                           | )                       |
| Remainder of premium: (1) Retention charges (   | on an accrual basis)  |             |                                |                         |
| (A) Commissions   |   | 9c(1)(A)    |                                |                         |
| (B) Administrative service or other fees  |   | 9c(1)(B)    |                                |                         |

10b

Benefit charges (1) Claims paid ..... (2) Increase (decrease) in claim reserves..... (3) Incurred claims (add (1) and (2)) ...... (4) Claims charged..... Remainder of premium: (1) Retention charges (on an accrual basis) --(A) Commissions ..... (B) Administrative service or other fees ..... 9c(1)(C) (C) Other specific acquisition costs..... (D) Other expenses..... 9c(1)(D) 9c(1)(E) (E) Taxes..... (F) Charges for risks or other contingencies ..... 9c(1)(F) (H) Total retention ..... 9c(1)(H) (2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ...... 9c(2) d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement...... 9d(1) (2) Claim reserves 9d(2) 9d(3) (3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) 9e **10** Nonexperience-rated contracts: 10a Total premiums or subscription charges paid to carrier ...... 883003 If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or

| Part IV          | Provision of Information  |     |      |
|------------------|---|-----|------|
| <b>11</b> Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |

a Health (other than dental or vision)

Experience-rated contracts:

Specify nature of costs

Benefit and contract type (check all applicable boxes)

Part III

a Premiums: (1) Amount received...... (2) Increase (decrease) in amount due but unpaid.....

retention of the contract or policy, other than reported in Part I, item 2 above, report amount.....

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

#### **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

OMB No. 1210-0110

| Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2). |                  |  |                                     | This Fo               | m is Open to Public Inspection |              |                        |
|--|------------------|--|-------------------------------------|-----------------------|--------------------------------|--------------|------------------------|
| For calendar plan year 20  | 11 or fiscal pla | an year beginning 01/01/201  | 1                                   | and en                | iding 12/3                     | 31/2011      |                        |
| A Name of plan<br>ALCATEL LUCENT RETI  | REE WELFA        | RE BENEFITS PLAN   |                                     |                       | e-digit<br>number (PN)         | ) •          | 504                    |
| C Plan sponsor's name a  |                  | ne 2a of Form 5500   |                                     | <b>D</b> Emplo 22-340 | oyer Identifica<br>08857       | tion Number  | (EIN)                  |
|  |                  | ning Insurance Contrac . Individual contracts grouped a            |                                     |                       |                                |              |                        |
| (a) Name of insurance ca   |                  |  |                                     |                       |                                |              |                        |
| <b>(b)</b> EIN   | (c) NAIC code    | (d) Contract or identification number                              | (e) Approximate n persons covered a | it end of             | (f)                            | Policy or c  | ontract year<br>(g) To |
| 65-1137990   | 10126            | R3176, R3891   | policy or contract                  | et year<br>69         | 01/01/201                      |              | 12/31/2011             |
| 2 Insurance fee and com descending order of the  |                  | nation. Enter the total fees and t                                 | otal commissions paid. L            | ist in item 3         | the agents, I                  | brokers, and | other persons in       |
|  |                  | nmissions paid   |                                     | <b>(b)</b> To         | otal amount o                  | f fees paid  |                        |
| 2.5  |                  | 0  |                                     |                       |                                |              | 0                      |
| Persons receiving com  |                  | fees. (Complete as many entried<br>and address of the agent, broke |                                     |                       | iona or food i                 | vore poid    |                        |
| (b) Amount of color or   |                  | •  | ees and other commissio             |                       |                                |              |                        |
| (b) Amount of sales ar commissions pa  |                  | (c) Amount   |                                     | (d) Purpose           | е                              |              | (e) Organization code  |
|  |                  |  |                                     |                       |                                |              |                        |
|  | (a) Name         | and address of the agent, broke                                    | er, or other person to who          | m commiss             | ions or fees v                 | were paid    |                        |
|  | (*)              | g  |                                     |                       |                                |              |                        |
| (b) Amount of sales ar   | nd base          | Ę  | ees and other commissio             | ns paid               |                                |              |                        |
| commissions pa   |                  | (c) Amount   |                                     | (d) Purpose           | е                              |              | (e) Organization code  |
|  |                  |  |                                     |                       |                                |              |                        |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |  |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|--|--|
| (a) Na  | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |  |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1666 Word paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (L) A   |                                      | Fees and other commission   | ns paid                       | (-) One of the first  |  |  |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |  |  |
| •   | , ,                                  |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (-) NI-                                       |                                      |                             |                               |                       |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   | <u> </u>                             |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |

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| Pa | rt II | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | idual contra  | cts with each carrier ma | ay be treated | d as a unit for purposes of |
|----|-------|--|---------------|--------------------------|---------------|-----------------------------|
| 4  | Curre | nt value of plan's interest under this contract in the general account at year   | end           |                          | 4             |                             |
| _  |       | nt value of plan's interest under this contract in separate accounts at year e   |               |                          | 5             |                             |
| 6  | Contr | acts With Allocated Funds:   |               |                          |               |                             |
|    | а     | State the basis of premium rates   |               |                          |               |                             |
|    |       | Premiums paid to carrier   |               |                          | 6b            |                             |
|    |       | Premiums due but unpaid at the end of the year   |               |                          | 6c            |                             |
|    |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                          | 6d            |                             |
|    |       | Specify nature of costs •  |               |                          |               |                             |
|    | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity     |                          |               |                             |
|    |       | (3) other (specify)  |               |                          |               |                             |
|    | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here                |               |                             |
| 7  | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s | eparate accounts)        |               |                             |
|    | а     |  |               | ion guarantee            |               |                             |
|    |       | (3) guaranteed investment (4) other  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | b     | Balance at the end of the previous year  |               |                          | 7b            |                             |
|    | С     | Additions: (1) Contributions deposited during the year   |               |                          |               |                             |
|    |       | (2) Dividends and credits  | 7c(2)         |                          |               |                             |
|    |       | (3) Interest credited during the year  | 7c(3)         |                          |               |                             |
|    |       | (4) Transferred from separate account  | 7c(4)         |                          |               |                             |
|    |       | (5) Other (specify below)  | . 7c(5)       |                          |               |                             |
|    | ı     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    |       | (6)Total additions   |               |                          | 7c(6)         |                             |
|    | _     | otal of balance and additions (add <b>b</b> and <b>c(6)</b> )  |               |                          | 7d            |                             |
|    |       | Deductions:  |               |                          |               |                             |
|    |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                          |               |                             |
|    | ,     | 2) Administration charge made by carrier   | . 7e(2)       |                          |               |                             |
|    |       | 3) Transferred to separate account   | 7e(3)         |                          |               |                             |
|    | ,     | 4) Other (specify below)   | - (4)         |                          |               |                             |
|    | ì     | •  | ` '           |                          |               |                             |
|    | ·     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | (     | 5) Total deductions  |               |                          | 7e(5)         |                             |
|    | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                          | <b>7</b> f    |                             |

| Schedule A (Form 5500) 2011  |   | Page <b>4</b>   |                        |                  |                   |
|--|---|-----------------|------------------------|------------------|-------------------|
| Welfare Benefit Contract Informa If more than one contract covers the same g information may be combined for reporting p the entire group of such individual contracts | roup of employees of the sar<br>urposes if such contracts are | experience-rate | ed as a unit. Where co | ntracts cove     |                   |
| and contract type (check all applicable boxes  | )   |                 |                        |                  |                   |
| lealth (other than dental or vision)   | <b>b</b> Dental   | C Visi          | on                     | <b>d</b> 🗌 ւ     | ife insurance     |
| emporary disability (accident and sickness)  | <b>f</b> Long-term disability                                 | <b>g</b> 🗌 Sup  | plemental unemployme   | ent <b>h</b> 🗌 F | Prescription drug |
| top loss (large deductible)  | j X HMO contract  | k PPC           | O contract             | I∏ ı             | ndemnity contract |
| Other (specify)  | _   | <del>_</del>    |                        | _                |                   |
|  |   |                 |                        |                  |                   |
| nce-rated contracts:   |   |                 |                        |                  |                   |
| miums: (1) Amount received   |   | 9a(1)           |                        |                  |                   |
| Increase (decrease) in amount due but unpai  | d   | 9a(2)           |                        |                  |                   |
| Increase (decrease) in unearned premium re   | serve   | 9a(3)           |                        |                  |                   |
| Earned ((1) + (2) - (3))   | <u></u>   | •••••           | 9a                     | (4)              |                   |
| nefit charges (1) Claims paid  |   | 9b(1)           |                        |                  |                   |
| Increase (decrease) in claim reserves  |   | 9b(2)           |                        |                  |                   |
| Incurred claims (add (1) and (2))  |   |                 | 9b                     | (3)              |                   |
| Claims charged   |   |                 | 9b                     | (4)              |                   |
| mainder of premium: (1) Retention charges (  | on an accrual basis)  |                 |                        |                  |                   |

| i           | Stop loss (large deductible) j 🛚 HMO contra  | act <b>k</b> PPO contract        | <b>I</b> ☐ Inder | nnity contract |
|-------------|--|----------------------------------|------------------|----------------|
| n           | Other (specify)  | _                                | _                |                |
|             |  |                                  |                  |                |
| <b>9</b> Ex | perience-rated contracts:  |                                  |                  |                |
| а           | Premiums: (1) Amount received  | 9a(1)                            |                  |                |
|             | (2) Increase (decrease) in amount due but unpaid   | 9a(2)                            |                  |                |
|             | (3) Increase (decrease) in unearned premium reserve  | 9a(3)                            |                  |                |
|             | (4) Earned ((1) + (2) - (3))   |                                  | 9a(4)            |                |
| k           | Benefit charges (1) Claims paid  | 9b(1)                            |                  |                |
|             | (2) Increase (decrease) in claim reserves  | 9b(2)                            |                  |                |
|             | (3) Incurred claims (add (1) and (2))  |                                  | 9b(3)            |                |
|             | (4) Claims charged   |                                  | 9b(4)            |                |
| C           | Remainder of premium: (1) Retention charges (on an accrual basis)  | )                                |                  |                |
|             | (A) Commissions  | 9c(1)(A)                         |                  |                |
|             | (B) Administrative service or other fees   | 9c(1)(B)                         |                  |                |
|             | (C) Other specific acquisition costs   | 9c(1)(C)                         |                  |                |
|             | (D) Other expenses   | 9c(1)(D)                         |                  |                |
|             | (E) Taxes  | 9c(1)(E)                         |                  |                |
|             | (F) Charges for risks or other contingencies   | 9c(1)(F)                         |                  |                |
|             | (G) Other retention charges  | 9c(1)(G)                         |                  |                |
|             | (H) Total retention  |                                  | 9c(1)(H)         |                |
|             | (2) Dividends or retroactive rate refunds. (These amounts were   | paid in cash, or credited.)      | 9c(2)            |                |
| C           | Status of policyholder reserves at end of year: (1) Amount held to pr  | rovide benefits after retirement | 9d(1)            |                |
|             | (2) Claim reserves   |                                  | 9d(2)            |                |
|             | (3) Other reserves   |                                  | 9d(3)            |                |
| e           | Dividends or retroactive rate refunds due. (Do not include amount e  | entered in <b>c(2)</b> .)        | 9e               |                |
| 10          | Nonexperience-rated contracts:   |                                  |                  |                |
| a           | Total premiums or subscription charges paid to carrier   |                                  | 10a              | 441860         |
| k           | If the carrier, service, or other organization incurred any specific cos<br>retention of the contract or policy, other than reported in Part I, item |                                  |                  |                |
|             | retention of the contract of policy, other than reported in Falt I, items  | ∠ above, report amount           |                  |                |

| Part IV          | Provision of Information  |     |      |
|------------------|---|-----|------|
| <b>11</b> Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |

Specify nature of costs

8 Benefit and contract type (check all applicable boxes) **a** Health (other than dental or vision)

Part III

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

Insurance companies are required to provide the information

OMB No. 1210-0110

| pursuant to ERISA section 103(a)(2).            |  |   |                                       |                         | rm is Open to Public<br>Inspection    |                       |
|---|--|---|---------------------------------------|-------------------------|---------------------------------------|-----------------------|
| For calendar plan year 20                       | 11 or fiscal pla   | n year beginning 01/01/2011                               | 1                                     | and end                 | ding 12/31/2011                       |                       |
| A Name of plan ALCATEL LUCENT RETI              | A Name of plan ALCATEL LUCENT RETIREE WELFARE BENEFITS PLAN        |   |                                       |                         | e-digit<br>number (PN)                | 504                   |
|   |  |   |                                       |                         |                                       |                       |
| C Plan sponsor's name a ALCATEL LUCENT USA      |  | ne 2a of Form 5500  |                                       | <b>D</b> Employ 22-3408 | yer Identification Number<br>8857     | (EIN)                 |
|   |  | ning Insurance Contract<br>Individual contracts grouped a |                                       |                         |                                       |                       |
| 1 Coverage Information:                         |  |   |                                       |                         |                                       |                       |
| (a) Name of insurance ca                        | rrier  |   |                                       |                         |                                       |                       |
| AETNA LIFE INSURANC                             | E COMPANY  |   |                                       |                         |                                       |                       |
|   | (c) NAIC   | (d) Contract or   | (e) Approximate nur                   | nber of                 | Policy or o                           | ontract year          |
| (b) EIN   | code   | identification number                                     | persons covered at policy or contract |                         | (f) From                              | <b>(g)</b> To         |
| 52-1270921                                      | 95287  | US28740   | 194                                   |                         | 01/01/2011                            | 12/31/2011            |
| 2 Insurance fee and com descending order of the |  | nation. Enter the total fees and to                       | otal commissions paid. Lis            | t in item 3             | the agents, brokers, and              | other persons in      |
| (a) Total a                                     | (a) Total amount of commissions paid (b) Total amount of fees paid |   |                                       |                         |                                       |                       |
|   |  | 0   |                                       |                         |                                       | 0                     |
| 3 Persons receiving com                         | missions and   | fees. (Complete as many entrie                            | es as needed to report all p          | ersons).                |                                       |                       |
|   | (a) Name   | and address of the agent, broke                           | er, or other person to whom           | commission              | ons or fees were paid                 |                       |
|   |  |   |                                       |                         |                                       |                       |
| (h) Amount of color or                          | nd book  | Fe  | ees and other commissions             | paid                    |                                       |                       |
| <b>(b)</b> Amount of sales ar commissions pa    |  | (c) Amount  |                                       | I) Purpose              | ı                                     | (e) Organization code |
|   |  |   |                                       |                         |                                       |                       |
|   | (a) Name   | and address of the agent, broke                           | er, or other person to whom           | commission              | ons or fees were paid                 |                       |
|   | (4)  |   | ,                                     |                         | , , , , , , , , , , , , , , , , , , , |                       |
|   |  |   |                                       |                         |                                       |                       |
| (b) Amount of sales ar                          |  |   | ees and other commissions             | paid                    |                                       | _                     |
| commissions pa                                  | id   | (c) Amount  | (0                                    | l) Purpose              |                                       | (e) Organization code |
|   |  |   |                                       |                         |                                       |                       |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |  |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|--|--|
| (a) Na  | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |  |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1666 Word paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (I) A   |                                      | Fees and other commission   | ns paid                       | (-) One of entire     |  |  |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |  |  |
| •   | , ,                                  |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (-) NI-                                       |                                      |                             |                               |                       |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   | <u> </u>                             |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   | T                                    |                             |                               | 1                     |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |

| _    | •   |
|------|-----|
| Pane | ٠.' |
| uqu  |     |

| Part II |       | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | d as a unit for purposes of |                   |            |  |
|---------|-------|--|-----------------------------|-------------------|------------|--|
| 4       | Curre | nt value of plan's interest under this contract in the general account at year   | end                         |                   | 4          |  |
| _       |       | nt value of plan's interest under this contract in separate accounts at year e   |                             |                   | 5          |  |
| 6       | Contr | acts With Allocated Funds:   |                             |                   |            |  |
|         | а     | State the basis of premium rates   |                             |                   |            |  |
|         |       | Premiums paid to carrier   |                             |                   | 6b         |  |
|         |       | Premiums due but unpaid at the end of the year   |                             |                   | 6c         |  |
|         |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |                             |                   | 6d         |  |
|         |       | Specify nature of costs •  |                             |                   |            |  |
|         | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity                   |                   |            |  |
|         |       | (3) other (specify)  |                             |                   |            |  |
|         | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c               | heck here         |            |  |
| 7       | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s               | eparate accounts) |            |  |
|         | а     |  |                             | ion guarantee     |            |  |
|         |       | (3) guaranteed investment (4) other  |                             |                   |            |  |
|         |       |  |                             |                   |            |  |
|         | b     | Balance at the end of the previous year  |                             |                   | 7b         |  |
|         | С     | Additions: (1) Contributions deposited during the year   |                             |                   |            |  |
|         |       | (2) Dividends and credits  | 7c(2)                       |                   |            |  |
|         |       | (3) Interest credited during the year  | 7c(3)                       |                   |            |  |
|         |       | (4) Transferred from separate account  | 7c(4)                       |                   |            |  |
|         |       | (5) Other (specify below)  | . 7c(5)                     |                   |            |  |
|         | ı     |  |                             |                   |            |  |
|         |       |  |                             |                   |            |  |
|         |       | (6)Total additions   |                             |                   | 7c(6)      |  |
|         | _     | otal of balance and additions (add <b>b</b> and <b>c(6)</b> )  |                             |                   | 7d         |  |
|         |       | Deductions:  | Γ                           |                   |            |  |
|         |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)                       |                   |            |  |
|         | ,     | 2) Administration charge made by carrier   | . 7e(2)                     |                   |            |  |
|         |       | 3) Transferred to separate account   | 7e(3)                       |                   |            |  |
|         |       | 4) Other (specify below)   | - (4)                       |                   |            |  |
|         | ì     | •  | ` '                         |                   |            |  |
|         | ·     |  |                             |                   |            |  |
|         |       |  |                             |                   |            |  |
|         | (     | 5) Total deductions  |                             |                   | 7e(5)      |  |
|         | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |                             |                   | <b>7</b> f |  |

| Schedule A (Form 5500) 2011   |   | Pa            | ge <b>4</b>           |              |                         |
|---|---|---------------|-----------------------|--------------|-------------------------|
| Welfare Benefit Contract Informat If more than one contract covers the same g information may be combined for reporting p the entire group of such individual contracts | roup of employees of the s<br>urposes if such contracts a | are experienc | ce-rated as a unit. W | here contrac |                         |
| efit and contract type (check all applicable boxes)   |   |               |                       |              |                         |
| Health (other than dental or vision)  | <b>b</b> Dental   | С             | Vision                |              | <b>d</b> Life insurance |
| Temporary disability (accident and sickness)  | f Long-term disability                                    | y <b>g</b>    | Supplemental uner     | mployment    | h Prescription drug     |
| Stop loss (large deductible)  | j HMO contract  | k             | PPO contract          |              | I Indemnity contract    |
| Other (specify)   | - Ц   | _             | •                     |              | ь .                     |
|   |   |               |                       |              |                         |
| erience-rated contracts:  | _   |               |                       |              |                         |
| Premiums: (1) Amount received   |   | 9a(1)         |                       |              |                         |
| (2) Increase (decrease) in amount due but unpaid  | d   | 9a(2)         |                       |              |                         |
| (3) Increase (decrease) in unearned premium res   | serve   | 9a(3)         |                       |              |                         |
| (4) Earned ((1) + (2) - (3))  |   |               |                       | 9a(4)        |                         |
| Benefit charges (1) Claims paid   |   | 9b(1)         |                       |              |                         |
| (2) Increase (decrease) in claim reserves   |   | 9b(2)         |                       |              |                         |
| (3) Incurred claims (add (1) and (2))   | _   |               |                       | 9b(3)        |                         |
| (4) Claims charged  |   |               |                       | 9b(4)        |                         |
| Remainder of premium: (1) Retention charges (c  | on an accrual basis)                                      |               |                       |              |                         |
| (A) Commissions   |   | 9c(1)(A)      |                       |              |                         |
| (B) Administrative service or other fees  |   | 9c(1)(B)      |                       |              |                         |
| (C) Other specific acquisition costs  | F   | 9c(1)(C)      |                       |              |                         |

9c(2)

9d(1)

9d(2) 9d(3)

9e

10a

10b

1309563

retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

**10** Nonexperience-rated contracts:

a Health (other than dental or vision)

Experience-rated contracts:

Benefit and contract type (check all applicable boxes)

Part III

a Premiums: (1) Amount received...... (2) Increase (decrease) in amount due but unpaid.....

(D) Other expenses.....

(E) Taxes..... (F) Charges for risks or other contingencies .....

(H) Total retention .....

(2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ......

(2) Claim reserves

(3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) .....

Total premiums or subscription charges paid to carrier ......

If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or

d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement......

| Part IV   | Provision of Information  |     |      |  |
|-----------|---|-----|------|--|
| 11 Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

9c(1)(D) 9c(1)(E)

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

File as an attachment to Form 5500.

Insurance companies are required to provide the information

OMB No. 1210-0110

|  |   |   | ERISA section 103(a)(2).       | inionnation            |                       | m is Open to Public<br>Inspection |  |
|--|---|---|--------------------------------|------------------------|-----------------------|-----------------------------------|--|
| For calendar plan year 20  | 11 or fiscal pla  | n year beginning 01/01/2011                               |                                | and ending             | 12/31/2011            |                                   |  |
| A Name of plan ALCATEL LUCENT RETIREE WELFARE BENEFITS PLAN        |   |   | В                              | Three-digit plan numbe | er (PN)               | 504                               |  |
|  |   |   |                                |                        |                       |                                   |  |
| ·  | C Plan sponsor's name as shown on line 2a of Form 5500  ALCATEL LUCENT USA INC.  D Employer Identification Number (EIN)  22-3408857 |   |                                |                        |                       |                                   |  |
|  |   | ning Insurance Contract<br>Individual contracts grouped a |                                |                        |                       |                                   |  |
| 1 Coverage Information:  |   |   |                                |                        |                       |                                   |  |
| (a) Name of insurance ca   |   |   |                                |                        |                       |                                   |  |
| HUMANA HEALTH PLAN   | io, inc.  |   |                                |                        |                       |                                   |  |
| (b) EIN  | (c) NAIC  | (d) Contract or   | (e) Approximate numb           |                        | Policy or co          | ontract year                      |  |
| (b) EIN  | code  | identification number                                     | policy or contract ye          |                        | (f) From              | <b>(g)</b> To                     |  |
| 61-1103898   | 95270   | P7004,P3540   | 78                             | 01/0                   | 01/2011               | 12/31/2011                        |  |
| 2 Insurance fee and com descending order of the                    |   | ation. Enter the total fees and to                        | otal commissions paid. List i  | n item 3 the ag        | gents, brokers, and c | ther persons in                   |  |
| (a) Total amount of commissions paid (b) Total amount of fees paid |   |   |                                |                        |                       |                                   |  |
|  |   | 0   |                                |                        |                       | 0                                 |  |
| 3 Persons receiving com  | missions and  | fees. (Complete as many entrie                            | es as needed to report all per | sons).                 |                       |                                   |  |
|  | (a) Name  | and address of the agent, broke                           | er, or other person to whom o  | ommissions or          | fees were paid        |                                   |  |
|  |   |   |                                |                        |                       |                                   |  |
|  |   |   | ees and other commissions p    | acid                   |                       |                                   |  |
| (b) Amount of sales ar commissions pa                              |   | (c) Amount  | •                              | Purpose                |                       | (e) Organization code             |  |
|  |   | (c) · ····c ····  | (-)                            | p                      |                       | (c) organization court            |  |
|  |   |   |                                |                        |                       |                                   |  |
|  | (a) Name  | and address of the agent, broke                           | ar or other person to whom o   | ommissions or          | fees were naid        | I                                 |  |
|  | (a) Name  | and address of the agent, broke                           | i, or other person to whom c   | 01111113310113 01      | rees were paid        |                                   |  |
|  |   |   |                                |                        |                       |                                   |  |
|  | Г   |   |                                |                        |                       |                                   |  |
| (b) Amount of sales ar commissions pa                              |   | (c) Amount  | ees and other commissions p    | paid<br>Purpose        |                       | (e) Organization code             |  |
| commissions pa   |   | (5)   | <u>(u)</u>                     | . 3.,,,,,,             |                       | (5) Organization code             |  |
|  |   |   |                                |                        |                       |                                   |  |
|  |   |   |                                |                        |                       |                                   |  |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |  |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|--|--|
| (a) Na  | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |  |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1000 word paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (L) A   |                                      | Fees and other commission   | ns paid                       | (-) One of the first  |  |  |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |  |  |
| •   | , ,                                  |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (-) NI-                                       |                                      |                             |                               |                       |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   | <u> </u>                             |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |
|   | T                                    |                             |                               | 1                     |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|   |                                      |                             |                               |                       |  |  |
|   |                                      |                             |                               |                       |  |  |

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| Part II |       | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | d as a unit for purposes of |                   |            |  |
|---------|-------|--|-----------------------------|-------------------|------------|--|
| 4       | Curre | nt value of plan's interest under this contract in the general account at year   | end                         |                   | 4          |  |
| _       |       | nt value of plan's interest under this contract in separate accounts at year e   |                             |                   | 5          |  |
| 6       | Contr | acts With Allocated Funds:   |                             |                   |            |  |
|         | а     | State the basis of premium rates   |                             |                   |            |  |
|         |       | Premiums paid to carrier   |                             |                   | 6b         |  |
|         |       | Premiums due but unpaid at the end of the year   |                             |                   | 6c         |  |
|         |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |                             |                   | 6d         |  |
|         |       | Specify nature of costs •  |                             |                   |            |  |
|         | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity                   |                   |            |  |
|         |       | (3) other (specify)  |                             |                   |            |  |
|         | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c               | heck here         |            |  |
| 7       | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s               | eparate accounts) |            |  |
|         | а     |  |                             | ion guarantee     |            |  |
|         |       | (3) guaranteed investment (4) other  |                             |                   |            |  |
|         |       |  |                             |                   |            |  |
|         | b     | Balance at the end of the previous year  |                             |                   | 7b         |  |
|         | С     | Additions: (1) Contributions deposited during the year   |                             |                   |            |  |
|         |       | (2) Dividends and credits  | 7c(2)                       |                   |            |  |
|         |       | (3) Interest credited during the year  | 7c(3)                       |                   |            |  |
|         |       | (4) Transferred from separate account  | 7c(4)                       |                   |            |  |
|         |       | (5) Other (specify below)  | . 7c(5)                     |                   |            |  |
|         | ı     |  |                             |                   |            |  |
|         |       |  |                             |                   |            |  |
|         |       | (6)Total additions   |                             |                   | 7c(6)      |  |
|         | _     | otal of balance and additions (add <b>b</b> and <b>c(6)</b> )  |                             |                   | 7d         |  |
|         |       | Deductions:  | Γ                           |                   |            |  |
|         |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)                       |                   |            |  |
|         | ,     | 2) Administration charge made by carrier   | . 7e(2)                     |                   |            |  |
|         |       | 3) Transferred to separate account   | 7e(3)                       |                   |            |  |
|         |       | 4) Other (specify below)   | - (4)                       |                   |            |  |
|         | ì     | •  | ` '                         |                   |            |  |
|         | ·     |  |                             |                   |            |  |
|         |       |  |                             |                   |            |  |
|         | (     | 5) Total deductions  |                             |                   | 7e(5)      |  |
|         | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |                             |                   | <b>7</b> f |  |

| Schedule A (Form 5500) 2011   |                               | Pag         | e <b>4</b>                |          |                      |
|---|-------------------------------|-------------|---------------------------|----------|----------------------|
| Welfare Benefit Contract Informat If more than one contract covers the same g information may be combined for reporting p | roup of employees of the sam  |             |                           |          |                      |
| the entire group of such individual contracts   | with each carrier may be trea | ted as a ur | it for purposes of this i | eport.   |                      |
| efit and contract type (check all applicable boxes)   | 1                             |             |                           |          |                      |
| Health (other than dental or vision)  | <b>b</b> Dental               | С           | Vision                    | (        | d Life insurance     |
| Temporary disability (accident and sickness)  | f Long-term disability        | g           | Supplemental unempl       | oyment l | h Prescription drug  |
| Stop loss (large deductible)  | j X HMO contract              | k∏          | PPO contract              |          | I Indemnity contract |
| Other (specify)   | - <b>L</b>                    | _           |                           |          |                      |
| J ' ' '/'   |                               |             |                           |          |                      |
| erience-rated contracts:  |                               |             |                           |          |                      |
| Premiums: (1) Amount received   |                               | 9a(1)       |                           |          | ]                    |
| (2) Increase (decrease) in amount due but unpai   | d                             | 9a(2)       |                           |          |                      |
| (3) Increase (decrease) in unearned premium res   | serve                         | 9a(3)       |                           |          |                      |
| (4) Earned ((1) + (2) - (3))  | <u></u>                       |             |                           | 9a(4)    |                      |
| Benefit charges (1) Claims paid   |                               | 9b(1)       |                           |          |                      |
| (2) Increase (decrease) in claim reserves   |                               | 9b(2)       |                           |          |                      |
| (3) Incurred claims (add (1) and (2))   |                               |             |                           | 9b(3)    |                      |
| (4) Claims charged  |                               |             |                           | 9b(4)    |                      |
| Remainder of premium: (1) Retention charges (c  | on an accrual basis)          |             |                           |          |                      |
| (A) Commissions   | 9                             | c(1)(A)     |                           |          |                      |
| (B) Administrative service or other fees  |                               | c(1)(B)     |                           |          |                      |
| (C) Other specific acquisition costs  | 90                            | c(1)(C)     | ·-                        |          |                      |

(D) Other expenses..... 9c(1)(D) 9c(1)(E) (E) Taxes..... (F) Charges for risks or other contingencies ..... 9c(1)(F) (H) Total retention ..... 9c(1)(H) (2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ...... 9c(2) d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement...... 9d(1) (2) Claim reserves 9d(2) 9d(3) (3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) 9e **10** Nonexperience-rated contracts: 10a Total premiums or subscription charges paid to carrier ...... 167689 If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or 10b retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

| Part IV          | Provision of Information   |     |      |  |
|------------------|--|-----|------|--|
| <b>11</b> Did th | ne insurance company fail to provide any information necessary to complete Schedule A? | Yes | × No |  |

a Health (other than dental or vision)

Experience-rated contracts:

Benefit and contract type (check all applicable boxes)

Part III

a Premiums: (1) Amount received..... (2) Increase (decrease) in amount due but unpaid.....

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

Insurance companies are required to provide the information

OMB No. 1210-0110

|  |   |   | ERISA section 103(a)(2).              |                   | I his F                  | orm is Open to Public Inspection |
|--|---|---|---------------------------------------|-------------------|--------------------------|----------------------------------|
| For calendar plan year 20  | 11 or fiscal pla  | n year beginning 01/01/2011                               | 1                                     | and end           | ding 12/31/2011          |                                  |
| A Name of plan ALCATEL LUCENT RETIREE WELFARE BENEFITS PLAN        |   |   |                                       | B Three plan      | e-digit<br>number (PN)   | 504                              |
|  |   |   |                                       |                   |                          |                                  |
| •  | C Plan sponsor's name as shown on line 2a of Form 5500  ALCATEL LUCENT USA INC.  D Employer Identification Number (EIN)  22-3408857 |   |                                       |                   |                          |                                  |
|  |   | ning Insurance Contract<br>Individual contracts grouped a |                                       |                   |                          |                                  |
| 1 Coverage Information:  |   |   |                                       |                   |                          |                                  |
| (a) Name of insurance ca   |   |   |                                       |                   |                          |                                  |
| PARTNERS NATL. HEAL  | TH PLANS O  | F NC INC.   |                                       |                   |                          |                                  |
| 4) 511   | (c) NAIC  | (d) Contract or   | (e) Approximate nu                    | -                 | Policy or                | contract year                    |
| <b>(b)</b> EIN   | code  | identification number                                     | persons covered at policy or contract |                   | (f) From                 | <b>(g)</b> To                    |
| 56-0894904   | 95300   | 11486   | 116                                   | 8                 | 01/01/2011               | 12/31/2011                       |
| 2 Insurance fee and composite descending order of the              |   | nation. Enter the total fees and to                       | otal commissions paid. Lis            | st in item 3      | the agents, brokers, and | d other persons in               |
| (a) Total amount of commissions paid (b) Total amount of fees paid |   |   |                                       |                   |                          |                                  |
|  |   | 0   |                                       |                   |                          | 0                                |
| 3 Persons receiving com  | missions and  | fees. (Complete as many entrie                            | es as needed to report all p          | ersons).          |                          |                                  |
|  | (a) Name  | and address of the agent, broke                           | er, or other person to whon           | n commissi        | ons or fees were paid    |                                  |
|  |   |   |                                       |                   |                          |                                  |
| 42.4   | [   | F   | ees and other commission              | s paid            |                          |                                  |
| (b) Amount of sales ar commissions pa                              |   | (c) Amount  |                                       | <b>d)</b> Purpose | )                        | (e) Organization code            |
|  |   |   |                                       | (L) i diposo      |                          |                                  |
|  | (a) Name  | and address of the agent, broke                           | er, or other person to whom           | n commissi        | ons or fees were paid    |                                  |
|  | (a) Hamo  | and address of the agent, broke                           | n, or ourer percent to when           | 1 001111111001    | one or roce were paid    |                                  |
|  |   |   |                                       |                   |                          |                                  |
| (b) Amount of sales ar   | nd base   | Fe  | ees and other commission              | s paid            |                          | _                                |
| commissions pa   |   | (c) Amount  | (                                     | d) Purpose        | •                        | (e) Organization code            |
|  |   |   |                                       |                   |                          |                                  |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|
| (a) Na  | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1000 word paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (L) A   |                                      | Fees and other commission   | ns paid                       | (-) One of entire     |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |
| •   | , ,                                  |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (-) NI-                                       |                                      |                             |                               |                       |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   | <u> </u>                             |                             |                               |                       |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   | T                                    |                             |                               | 1                     |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |

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| Pa | rt II | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | d as a unit for purposes of |                   |            |  |
|----|-------|--|-----------------------------|-------------------|------------|--|
| 4  | Curre | nt value of plan's interest under this contract in the general account at year   | end                         |                   | 4          |  |
| _  |       | nt value of plan's interest under this contract in separate accounts at year e   |                             |                   | 5          |  |
| 6  | Contr | acts With Allocated Funds:   |                             |                   |            |  |
|    | а     | State the basis of premium rates   |                             |                   |            |  |
|    |       | Premiums paid to carrier   |                             |                   | 6b         |  |
|    |       | Premiums due but unpaid at the end of the year   |                             |                   | 6c         |  |
|    |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |                             |                   | 6d         |  |
|    |       | Specify nature of costs •  |                             |                   |            |  |
|    | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity                   |                   |            |  |
|    |       | (3) other (specify)  |                             |                   |            |  |
|    | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c               | heck here         |            |  |
| 7  | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s               | eparate accounts) |            |  |
|    | а     |  |                             | ion guarantee     |            |  |
|    |       | (3) guaranteed investment (4) other  |                             |                   |            |  |
|    |       |  |                             |                   |            |  |
|    | b     | Balance at the end of the previous year  |                             |                   | 7b         |  |
|    | С     | Additions: (1) Contributions deposited during the year   |                             |                   |            |  |
|    |       | (2) Dividends and credits  | 7c(2)                       |                   |            |  |
|    |       | (3) Interest credited during the year  | 7c(3)                       |                   |            |  |
|    |       | (4) Transferred from separate account  | 7c(4)                       |                   |            |  |
|    |       | (5) Other (specify below)  | . 7c(5)                     |                   |            |  |
|    | ı     |  |                             |                   |            |  |
|    |       |  |                             |                   |            |  |
|    |       | (6)Total additions   |                             |                   | 7c(6)      |  |
|    | _     | otal of balance and additions (add <b>b</b> and <b>c(6)</b> )  |                             |                   | 7d         |  |
|    |       | Deductions:  |                             |                   |            |  |
|    |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)                       |                   |            |  |
|    | ,     | 2) Administration charge made by carrier   | . 7e(2)                     |                   |            |  |
|    |       | 3) Transferred to separate account   | 7e(3)                       |                   |            |  |
|    | ,     | 4) Other (specify below)   | - (4)                       |                   |            |  |
|    | ì     | •  | ` '                         |                   |            |  |
|    | ·     |  |                             |                   |            |  |
|    |       |  |                             |                   |            |  |
|    | (     | 5) Total deductions  |                             |                   | 7e(5)      |  |
|    | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |                             |                   | <b>7</b> f |  |

| Schedule A (Form 5500) 2011   |   | Pa          | ge <b>4</b>                    |                         |
|---|---|-------------|--------------------------------|-------------------------|
| Welfare Benefit Contract Information If more than one contract covers the same goinformation may be combined for reporting pothe entire group of such individual contracts. | roup of employees of the sar<br>urposes if such contracts are | e experienc | e-rated as a unit. Where contr |                         |
| efit and contract type (check all applicable boxes)   |   |             |                                |                         |
| Health (other than dental or vision)  | <b>b</b> Dental   | С           | Vision                         | <b>d</b> Life insurance |
| Temporary disability (accident and sickness)  | f Long-term disability  | g           | Supplemental unemployment      | h Prescription drug     |
| Stop loss (large deductible)  | j HMO contract  | k           | PPO contract                   | I Indemnity contract    |
| Other (specify)   | - Ц   |             |                                | <b>-</b>                |
| ] (   |   |             |                                |                         |
| erience-rated contracts:  |   |             |                                |                         |
| Premiums: (1) Amount received   |   | 9a(1)       |                                |                         |
| (2) Increase (decrease) in amount due but unpai   | d   | 9a(2)       |                                |                         |
| (3) Increase (decrease) in unearned premium res   | serve   | 9a(3)       |                                |                         |
| (4) Earned ((1) + (2) - (3))  | <u></u>   |             | 9a(4                           | )                       |
| Benefit charges (1) Claims paid   |   | 9b(1)       |                                |                         |
| (2) Increase (decrease) in claim reserves   |   | 9b(2)       |                                |                         |
| (3) Incurred claims (add (1) and (2))   |   |             | 9b(3                           | )                       |
| (4) Claims charged  |   |             | 9b(4                           | )                       |
| Remainder of premium: (1) Retention charges (   | on an accrual basis)  |             |                                |                         |
| (A) Commissions   |   | 9c(1)(A)    |                                |                         |
| (B) Administrative service or other fees  |   | 9c(1)(B)    |                                |                         |

10b

(3) Incurred claims (add (1) and (2)) ...... (4) Claims charged..... Remainder of premium: (1) Retention charges (on an accrual basis) --(A) Commissions ..... (B) Administrative service or other fees ..... 9c(1)(C) (C) Other specific acquisition costs..... (D) Other expenses..... 9c(1)(D) 9c(1)(E) (E) Taxes..... (F) Charges for risks or other contingencies ..... 9c(1)(F) (H) Total retention ..... 9c(1)(H) (2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ...... 9c(2) d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement...... 9d(1) (2) Claim reserves 9d(2) 9d(3) (3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) 9e **10** Nonexperience-rated contracts: 10a Total premiums or subscription charges paid to carrier ...... 4353090

| Part IV   | Provision of Information  |     |      |  |
|-----------|---|-----|------|--|
| 11 Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

a Health (other than dental or vision)

Experience-rated contracts:

Specify nature of costs

Benefit and contract type (check all applicable boxes)

Part III

a Premiums: (1) Amount received...... (2) Increase (decrease) in amount due but unpaid.....

If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or

retention of the contract or policy, other than reported in Part I, item 2 above, report amount.....

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

OMB No. 1210-0110

| ,  |   | pursuant to ERISA section 103(a)(2).                      |   |                         |                     | m is Open to Public<br>Inspection |
|--|---|---|---|-------------------------|---------------------|-----------------------------------|
| For calendar plan year 20  | or calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011 |   |   |                         |                     | •                                 |
| A Name of plan<br>ALCATEL LUCENT RETI  | REE WELFAR  | RE BENEFITS PLAN  | В   | Three-digit plan number | (PN) <b>•</b>       | 504                               |
| C Plan sponsor's name as shown on line 2a of Form 5500 ALCATEL LUCENT USA INC. |   |   |   | 22-3408857              | tification Number ( |                                   |
|  |   | ning Insurance Contract<br>Individual contracts grouped a |   |                         |                     |                                   |
| 1 Coverage Information:  |   |   |   |                         |                     |                                   |
| (a) Name of insurance ca   | rrier   |   |   |                         |                     |                                   |
| /L\  | (c) NAIC  | (d) Contract or   | (e) Approximate numb                          |                         | Policy or co        | ontract year                      |
| <b>(b)</b> EIN   | code  | identification number                                     | persons covered at en policy or contract year |                         | (f) From            | <b>(g)</b> To                     |
| 14-1640868   | 95521   | 214424  | 87  | 01/01/                  | /2011               | 12/31/2011                        |
| 2 Insurance fee and com descending order of the                                |   | ation. Enter the total fees and to                        | otal commissions paid. List ir                | item 3 the ager         | nts, brokers, and c | other persons in                  |
| (a) Total amount of commissions paid   |   |   |   | (b) Total amou          | unt of fees paid    |                                   |
| 0  |   |   |   |                         | 0                   |                                   |
| 3 Persons receiving com  | missions and f  | ees. (Complete as many entrie                             | s as needed to report all pers                | sons).                  |                     |                                   |
|  | (a) Name a  | and address of the agent, broke                           | r, or other person to whom co                 | mmissions or fe         | ees were paid       |                                   |
|  |   |   |   |                         |                     | ,                                 |
| (b) Amount of sales ar   | nd base   |   | ees and other commissions p                   | aid                     |                     |                                   |
| commissions pa   | id  | (c) Amount  | (d) l   | Purpose                 |                     | (e) Organization code             |
|  |   |   |   |                         |                     |                                   |
|  | (a) Name a  | and address of the agent, broke                           | r, or other person to whom co                 | ommissions or fe        | ees were paid       |                                   |
|  |   |   |   |                         |                     |                                   |
| (b) Amount of sales ar   | nd base   | Fe  | ees and other commissions p                   | aid                     |                     |                                   |
| commissions pa   |   | (c) Amount  | (d) l   | Purpose                 |                     | (e) Organization code             |
|  |   |   |   |                         |                     |                                   |
|  |   |   |   |                         |                     |                                   |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|
| (a) Na  | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1000 word paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (L) A   |                                      | Fees and other commission   | ns paid                       | (-) One of the first  |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |
| •   | , ,                                  |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (-) NI-                                       |                                      |                             |                               |                       |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   | <u> </u>                             |                             |                               |                       |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   | T                                    |                             |                               | 1                     |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |

| _    | •   |
|------|-----|
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| Pa | rt II | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | d as a unit for purposes of |                   |            |  |
|----|-------|--|-----------------------------|-------------------|------------|--|
| 4  | Curre | nt value of plan's interest under this contract in the general account at year   | end                         |                   | 4          |  |
| _  |       | nt value of plan's interest under this contract in separate accounts at year e   |                             |                   | 5          |  |
| 6  | Contr | acts With Allocated Funds:   |                             |                   |            |  |
|    | а     | State the basis of premium rates   |                             |                   |            |  |
|    |       | Premiums paid to carrier   |                             |                   | 6b         |  |
|    |       | Premiums due but unpaid at the end of the year   |                             |                   | 6c         |  |
|    |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |                             |                   | 6d         |  |
|    |       | Specify nature of costs •  |                             |                   |            |  |
|    | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity                   |                   |            |  |
|    |       | (3) other (specify)  |                             |                   |            |  |
|    | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c               | heck here         |            |  |
| 7  | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s               | eparate accounts) |            |  |
|    | а     |  |                             | ion guarantee     |            |  |
|    |       | (3) guaranteed investment (4) other  |                             |                   |            |  |
|    |       |  |                             |                   |            |  |
|    | b     | Balance at the end of the previous year  |                             |                   | 7b         |  |
|    | С     | Additions: (1) Contributions deposited during the year   |                             |                   |            |  |
|    |       | (2) Dividends and credits  | 7c(2)                       |                   |            |  |
|    |       | (3) Interest credited during the year  | 7c(3)                       |                   |            |  |
|    |       | (4) Transferred from separate account  | 7c(4)                       |                   |            |  |
|    |       | (5) Other (specify below)  | . 7c(5)                     |                   |            |  |
|    | ı     |  |                             |                   |            |  |
|    |       |  |                             |                   |            |  |
|    |       | (6)Total additions   |                             |                   | 7c(6)      |  |
|    | _     | otal of balance and additions (add <b>b</b> and <b>c(6)</b> )  |                             |                   | 7d         |  |
|    |       | Deductions:  |                             |                   |            |  |
|    |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)                       |                   |            |  |
|    | ,     | 2) Administration charge made by carrier   | . 7e(2)                     |                   |            |  |
|    |       | 3) Transferred to separate account   | 7e(3)                       |                   |            |  |
|    | ,     | 4) Other (specify below)   | - (4)                       |                   |            |  |
|    | ì     | •  | ` '                         |                   |            |  |
|    | ·     |  |                             |                   |            |  |
|    |       |  |                             |                   |            |  |
|    | (     | 5) Total deductions  |                             |                   | 7e(5)      |  |
|    | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |                             |                   | <b>7</b> f |  |

| Schedule A (Form 5500) 2011  |   | Page <b>4</b>      |                         |                            |
|--|---|--------------------|-------------------------|----------------------------|
| Welfare Benefit Contract Informa If more than one contract covers the same g information may be combined for reporting p the entire group of such individual contracts | group of employees of the sar<br>ourposes if such contracts are | e experience-rated | as a unit. Where contra |                            |
| and contract type (check all applicable boxes  | )   |                    |                         |                            |
| ealth (other than dental or vision)  | <b>b</b> Dental   | <b>C</b> Vision    |                         | <b>d</b> Life insurance    |
| emporary disability (accident and sickness)  | <b>f</b> Long-term disability                                   | <b>g</b> Supple    | emental unemployment    | <b>h</b> Prescription drug |
| top loss (large deductible)  | j HMO contract  | <b>k</b> PPO o     | ontract                 | I ndemnity contract        |
| Other (specify)  | _   | _                  |                         |                            |
| · · · · · · · · · · · · · · · · · · ·  |   |                    |                         |                            |
| nce-rated contracts:   | _   |                    |                         |                            |
| niums: (1) Amount received   | <u> </u>  | 9a(1)              |                         |                            |
| Increase (decrease) in amount due but unpai  | id  | 9a(2)              |                         |                            |
| Increase (decrease) in unearned premium re   | serve   | 9a(3)              |                         |                            |
| Earned ((1) + (2) - (3))   | <u></u>   |                    | 9a(4)                   |                            |
| nefit charges (1) Claims paid  |   | 9b(1)              |                         |                            |
| Increase (decrease) in claim reserves  |   | 9b(2)              |                         |                            |
| Incurred claims (add (1) and (2))  |   |                    | 9b(3)                   |                            |
| Claims charged   |   |                    |                         |                            |
| mainder of premium: (1) Retention charges (  | on an accrual basis)  |                    |                         |                            |
| (A) Commissions  |   | C(1)(A)            |                         |                            |
| (B) Administrative service or other fees   | ç   | c(1)(B)            |                         |                            |

Benefit and contract type (check all applicable boxes) a Health (other than dental or vision) **b** Dental Temporary disability (accident and sickness) Long-term disabilit i HMO contract Stop loss (large deductible) Other (specify) Experience-rated contracts: a Premiums: (1) Amount received..... (2) Increase (decrease) in amount due but unpaid..... (3) Increase (decrease) in unearned premium reserve...... (4) Earned ((1) + (2) - (3)) ..... Benefit charges (1) Claims paid ..... (2) Increase (decrease) in claim reserves..... (3) Incurred claims (add (1) and (2)) ...... (4) Claims charged..... Remainder of premium: (1) Retention charges (on an accrual basis) --(A) Commissions ..... (B) Administrative service or other fees ..... 9c(1)(C) (C) Other specific acquisition costs..... (D) Other expenses..... 9c(1)(D) 9c(1)(E) (E) Taxes..... (F) Charges for risks or other contingencies ..... 9c(1)(F) (H) Total retention ..... 9c(1)(H) (2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ...... 9c(2) d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement...... 9d(1) (2) Claim reserves 9d(2) 9d(3) (3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) ..... 9e **10** Nonexperience-rated contracts: 10a Total premiums or subscription charges paid to carrier ...... 598239 If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or 10b retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

| Part IV   | Provision of Information  |     |      |  |
|-----------|---|-----|------|--|
| 11 Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

Part III

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

#### **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

OMB No. 1210-0110

| Pension Benefit Guaranty Co   | rporation     |                                    | s are required to provide to<br>DERISA section 103(a)(2) |                               | This Form is Open to Public<br>Inspection |                |  |   |
|---|---------------|------------------------------------|--|-------------------------------|---|----------------|--|---|
| For calendar plan year 2011 or fiscal plan year beginning 01/01/2011  |               |                                    |  |                               | ding 12                                   | /31/2011       | •  |   |
| A Name of plan ALCATEL LUCENT RETI  | REE WELFAF    | RE BENEFITS PLAN                   |  |                               | e-digit<br>number (Pl                     | N) •           | 504  |   |
|   |               |                                    |  |                               |   |                |  |   |
| C Plan sponsor's name a<br>ALCATEL LUCENT USA   |               | ne 2a of Form 5500                 |  | <b>D</b> Emplo 22-340         | -   | ation Number ( | EIN)   |   |
| Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |               |                                    |  |                               |   |                |  |   |
| 1 Coverage Information:   |               |                                    |  |                               |   |                |  |   |
| (a) Name of insurance ca  | rrier         |                                    |  |                               |   |                |  |   |
| TACITICANE OF OIVER   | T             | 1                                  |  |                               |   |                |  |   |
| <b>(b)</b> EIN  | (c) NAIC      | (d) Contract or                    | (e) Approximate no persons covered a                     |                               |   | •              | ontract year                                   | - |
| (2) =   | code          | identification number              | policy or contract                                       |                               | (f)                                       | From           | <b>(g)</b> To                                  | _ |
| 33-0115166  | 96903         | 008102                             | 19   | 91                            | 01/01/20                                  | 11             | 12/31/2011                                     |   |
| 2 Insurance fee and composite descending order of the   |               | nation. Enter the total fees and t | otal commissions paid. L                                 | ist in item 3                 | the agents                                | brokers, and o | other persons in                               |   |
| (a) Total a   | amount of com | nmissions paid                     |  | (b) Total amount of fees paid |   |                |  | _ |
|   |               | 0                                  |  |                               |   |                | 0  | _ |
| 3 Persons receiving com   |               | fees. (Complete as many entrie     |  |                               |   |                |  | _ |
|   | (a) Name      | and address of the agent, broke    | er, or other person to who                               | m commiss                     | ions or fees                              | were paid      |  | _ |
|   |               |                                    |  |                               |   |                |  |   |
| (I) A   |               | F                                  | ees and other commission                                 | ns paid                       |   |                |  | - |
| (b) Amount of sales ar commissions pai  |               | (c) Amount                         |  | (d) Purpose                   |   |                | (e) Organization code                          |   |
|   |               |                                    |  |                               |   |                |  |   |
|   |               |                                    |  |                               |   |                |  |   |
|   | (a) Name      | and address of the agent, broke    | er, or other person to who                               | m commiss                     | ions or fees                              | were paid      |  |   |
|   | (-)           | ,                                  | ,  |                               |   |                |  | - |
|   |               |                                    |  |                               |   |                |  |   |
|   |               |                                    |  |                               |   |                | <u>,                                      </u> |   |
| (b) Amount of sales ar  |               |                                    | ees and other commission                                 |                               |   |                | _  |   |
| commissions pai   | d             | (c) Amount                         |  | (d) Purpose                   | 9   |                | (e) Organization code                          | - |
|   |               |                                    |  |                               |   |                |  |   |
|   |               |                                    |  |                               |   |                |  |   |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|
| (a) Na  | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1000 word paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (I) A   |                                      | Fees and other commission   | ns paid                       | (-) One of the first  |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |
| •   | , ,                                  |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (-) NI-                                       |                                      |                             |                               |                       |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   | <u> </u>                             |                             |                               |                       |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   | T                                    |                             |                               | 1                     |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |

| _    | •   |
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| Part II |       | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | d as a unit for purposes of |                   |            |  |  |  |  |
|---------|-------|--|-----------------------------|-------------------|------------|--|--|--|--|
| 4       | Curre | nt value of plan's interest under this contract in the general account at year   | end                         |                   | 4          |  |  |  |  |
| _       |       | nt value of plan's interest under this contract in separate accounts at year e   |                             |                   | 5          |  |  |  |  |
| 6       | Contr | acts With Allocated Funds:   |                             |                   |            |  |  |  |  |
|         | а     | State the basis of premium rates   |                             |                   |            |  |  |  |  |
|         |       | Premiums paid to carrier   |                             |                   | 6b         |  |  |  |  |
|         |       | Premiums due but unpaid at the end of the year   |                             |                   | 6c         |  |  |  |  |
|         |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |                             |                   | 6d         |  |  |  |  |
|         |       | Specify nature of costs •  |                             |                   |            |  |  |  |  |
|         | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity                   |                   |            |  |  |  |  |
|         |       | (3) other (specify)  |                             |                   |            |  |  |  |  |
|         | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c               | heck here         |            |  |  |  |  |
| 7       | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s               | eparate accounts) |            |  |  |  |  |
|         | а     |  |                             | ion guarantee     |            |  |  |  |  |
|         |       | (3) guaranteed investment (4) other  |                             |                   |            |  |  |  |  |
|         |       |  |                             |                   |            |  |  |  |  |
|         | b     | Balance at the end of the previous year  |                             |                   | 7b         |  |  |  |  |
|         | С     | Additions: (1) Contributions deposited during the year   |                             |                   |            |  |  |  |  |
|         |       | (2) Dividends and credits  | 7c(2)                       |                   |            |  |  |  |  |
|         |       | (3) Interest credited during the year  | 7c(3)                       |                   |            |  |  |  |  |
|         |       | (4) Transferred from separate account  | 7c(4)                       |                   |            |  |  |  |  |
|         |       | (5) Other (specify below)  | . 7c(5)                     |                   |            |  |  |  |  |
|         | ı     |  |                             |                   |            |  |  |  |  |
|         |       |  |                             |                   |            |  |  |  |  |
|         |       | (6)Total additions   |                             |                   | 7c(6)      |  |  |  |  |
|         | _     | otal of balance and additions (add <b>b</b> and <b>c(6)</b> )  |                             |                   | 7d         |  |  |  |  |
|         |       | Deductions:  | Γ                           |                   |            |  |  |  |  |
|         |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)                       |                   |            |  |  |  |  |
|         | ,     | 2) Administration charge made by carrier   | . 7e(2)                     |                   |            |  |  |  |  |
|         |       | 3) Transferred to separate account   | 7e(3)                       |                   |            |  |  |  |  |
|         | ,     | 4) Other (specify below)   | - (4)                       |                   |            |  |  |  |  |
|         | ì     | •  | ` '                         |                   |            |  |  |  |  |
|         | ·     |  |                             |                   |            |  |  |  |  |
|         |       |  |                             |                   |            |  |  |  |  |
|         | (     | 5) Total deductions  |                             |                   | 7e(5)      |  |  |  |  |
|         | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |                             |                   | <b>7</b> f |  |  |  |  |

| Schedule A (Form 5500) 2011   |  | Pa           | ge <b>4</b>           |              |                         |
|---|--|--------------|-----------------------|--------------|-------------------------|
| Welfare Benefit Contract Informat If more than one contract covers the same g information may be combined for reporting p the entire group of such individual contracts | roup of employees of the sa<br>urposes if such contracts a | re experienc | e-rated as a unit. Wh | nere contrac |                         |
| efit and contract type (check all applicable boxes)   | )  |              |                       |              |                         |
| Health (other than dental or vision)  | <b>b</b> Dental  | С            | Vision                |              | <b>d</b> Life insurance |
| Temporary disability (accident and sickness)  | f Long-term disability                                     | g =          | Supplemental unem     | ployment     | h Prescription drug     |
| Stop loss (large deductible)  | j HMO contract   | k            | PPO contract          |              | I Indemnity contract    |
| Other (specify)   |  |              | •                     |              |                         |
|   |  |              |                       |              |                         |
| erience-rated contracts:  |  |              |                       |              |                         |
| Premiums: (1) Amount received   |  | 9a(1)        |                       |              |                         |
| (2) Increase (decrease) in amount due but unpai   | d  | 9a(2)        |                       |              |                         |
| (3) Increase (decrease) in unearned premium res   | serve  | 9a(3)        |                       | _            |                         |
| (4) Earned ((1) + (2) - (3))  |  |              |                       | . 9a(4)      |                         |
| Benefit charges (1) Claims paid   |  |              |                       |              |                         |
| (2) Increase (decrease) in claim reserves   |  | 9b(2)        |                       |              |                         |
| (3) Incurred claims (add (1) and (2))   |  |              |                       | . 9b(3)      |                         |
| (4) Claims charged  |  |              |                       | . 9b(4)      |                         |
| Remainder of premium: (1) Retention charges (c  | on an accrual basis)                                       |              |                       |              |                         |
| (A) Commissions   |  | 9c(1)(A)     |                       |              |                         |
| (B) Administrative service or other fees  |  | 9c(1)(B)     |                       |              |                         |
| (0) (0) (0) (0) (0) (0) (0) (0) (0) (0)   |  | 9c(1)(C)     |                       |              |                         |

9c(2)

9d(1)

9d(2) 9d(3)

9e

10a

10b

826048

retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

**10** Nonexperience-rated contracts:

a Health (other than dental or vision)

Experience-rated contracts:

Benefit and contract type (check all applicable boxes)

Part III

a Premiums: (1) Amount received...... (2) Increase (decrease) in amount due but unpaid.....

Remainder of premium: (1) Retention charges (on an accrual basis) --(A) Commissions..... (B) Administrative service or other fees ..... (C) Other specific acquisition costs..... (D) Other expenses.....

(E) Taxes..... (F) Charges for risks or other contingencies .....

(H) Total retention .....

(2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ......

(2) Claim reserves

(3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) .....

Total premiums or subscription charges paid to carrier ......

If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or

d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement......

| Part IV         | Provision of Information   |     |      |   |
|-----------------|--|-----|------|---|
| <b>11</b> Did t | ne insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No | _ |

9c(1)(D) 9c(1)(E)

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

#### **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

OMB No. 1210-0110

| pursuant to ERISA section 103(a)(2).   |                  |   |                           | This Fo   | rm is Open to Public<br>Inspection |                       |
|--|------------------|---|---------------------------|---|------------------------------------|-----------------------|
| For calendar plan year 20  | 11 or fiscal pla | an year beginning 01/01/2011                              |                           | and en  | ding 12/31/2011                    | •                     |
| A Name of plan ALCATEL LUCENT RETIREE WELFARE BENEFITS PLAN  |                  |   |                           | B Three   | e-digit<br>number (PN)             | 504                   |
| C Plan sponsor's name as shown on line 2a of Form 5500 ALCATEL LUCENT USA INC.  D Employer Identification 22-3408857 |                  |   |                           |   | (EIN)                              |                       |
|  |                  | ning Insurance Contract . Individual contracts grouped as |                           |   |                                    |                       |
| <u> </u>   |                  |   |                           |   |                                    |                       |
| (a) Name of insurance ca   | rrier            |   |                           |   |                                    |                       |
| KAISER HEALTH PLAN   | OF CO            |   |                           |   |                                    |                       |
|  | (-) NIAIO        | (I) Octobration   | (e) Approximate nu        | ımber of  | Policy or o                        | contract year         |
| (b) EIN  | (c) NAIC code    | (d) Contract or identification number                     |                           | persons covered at end of policy or contract year |                                    | <b>(g)</b> To         |
| 84-0591617   | 95669            | 7368  | 43                        | 32  | 01/01/2011                         | 12/31/2011            |
| 2 Insurance fee and composite descending order of the  |                  | nation. Enter the total fees and to                       | tal commissions paid. Li  | st in item 3                                      | the agents, brokers, and           | other persons in      |
| (a) Total a  | amount of cor    | nmissions paid  |                           | <b>(b)</b> To                                     | otal amount of fees paid           |                       |
|  |                  | 0   |                           |   |                                    | 0                     |
| 3 Persons receiving com  | missions and     | fees. (Complete as many entries                           | s as needed to report all | persons).   |                                    |                       |
|  |                  | and address of the agent, broker                          |                           |   | ions or fees were paid             |                       |
|  | <del>-</del>     |   |                           |   |                                    |                       |
| (b) Amount of sales ar   | nd base          |   | es and other commission   | ns paid   |                                    | _                     |
| commissions pa   | id               | (c) Amount  |                           | (d) Purpose                                       | 9                                  | (e) Organization code |
|  |                  |   |                           |   |                                    |                       |
|  | (=) NI=          |   |                           |   | ·                                  | ·                     |
|  | (a) Name         | and address of the agent, broker                          | , or other person to whor | n commiss   | ions or rees were paid             |                       |
|  |                  |   |                           |   |                                    |                       |
| (b) Amount of sales and base Fees and other commissions paid   |                  |   | _                         |   |                                    |                       |
| commissions pa   |                  | (c) Amount  | (                         | (d) Purpose                                       | е                                  | (e) Organization code |
|  |                  |   |                           |   |                                    |                       |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|
| (a) Na  | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1666 Word paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (L) A   |                                      | Fees and other commission   | ns paid                       | (-) One of the first  |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |
| •   | , ,                                  |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (-) NI-                                       |                                      |                             |                               |                       |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   | <u> </u>                             |                             |                               |                       |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |
|   | T                                    |                             |                               | 1                     |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |
|   |                                      |                             |                               |                       |
|   |                                      |                             |                               |                       |

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| Part II |       | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | d as a unit for purposes of |                   |            |  |  |  |  |
|---------|-------|--|-----------------------------|-------------------|------------|--|--|--|--|
| 4       | Curre | nt value of plan's interest under this contract in the general account at year   | end                         |                   | 4          |  |  |  |  |
| _       |       | nt value of plan's interest under this contract in separate accounts at year e   |                             |                   | 5          |  |  |  |  |
| 6       | Contr | acts With Allocated Funds:   |                             |                   |            |  |  |  |  |
|         | а     | State the basis of premium rates   |                             |                   |            |  |  |  |  |
|         |       | Premiums paid to carrier   |                             |                   | 6b         |  |  |  |  |
|         |       | Premiums due but unpaid at the end of the year   |                             |                   | 6c         |  |  |  |  |
|         |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |                             |                   | 6d         |  |  |  |  |
|         |       | Specify nature of costs •  |                             |                   |            |  |  |  |  |
|         | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity                   |                   |            |  |  |  |  |
|         |       | (3) other (specify)  |                             |                   |            |  |  |  |  |
|         | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c               | heck here         |            |  |  |  |  |
| 7       | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s               | eparate accounts) |            |  |  |  |  |
|         | а     |  |                             | ion guarantee     |            |  |  |  |  |
|         |       | (3) guaranteed investment (4) other  |                             |                   |            |  |  |  |  |
|         |       |  |                             |                   |            |  |  |  |  |
|         | b     | Balance at the end of the previous year  |                             |                   | 7b         |  |  |  |  |
|         | С     | Additions: (1) Contributions deposited during the year   |                             |                   |            |  |  |  |  |
|         |       | (2) Dividends and credits  | 7c(2)                       |                   |            |  |  |  |  |
|         |       | (3) Interest credited during the year  | 7c(3)                       |                   |            |  |  |  |  |
|         |       | (4) Transferred from separate account  | 7c(4)                       |                   |            |  |  |  |  |
|         |       | (5) Other (specify below)  | . 7c(5)                     |                   |            |  |  |  |  |
|         | ı     |  |                             |                   |            |  |  |  |  |
|         |       |  |                             |                   |            |  |  |  |  |
|         |       | (6)Total additions   |                             |                   | 7c(6)      |  |  |  |  |
|         | _     | otal of balance and additions (add <b>b</b> and <b>c(6)</b> )  |                             |                   | 7d         |  |  |  |  |
|         |       | Deductions:  | Γ                           |                   |            |  |  |  |  |
|         |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)                       |                   |            |  |  |  |  |
|         | ,     | 2) Administration charge made by carrier   | . 7e(2)                     |                   |            |  |  |  |  |
|         |       | 3) Transferred to separate account   | 7e(3)                       |                   |            |  |  |  |  |
|         | ,     | 4) Other (specify below)   | - (4)                       |                   |            |  |  |  |  |
|         | ì     | •  | ` '                         |                   |            |  |  |  |  |
|         | ·     |  |                             |                   |            |  |  |  |  |
|         |       |  |                             |                   |            |  |  |  |  |
|         | (     | 5) Total deductions  |                             |                   | 7e(5)      |  |  |  |  |
|         | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |                             |                   | <b>7</b> f |  |  |  |  |

| Schedule A (Form 5500) 2011   |   | Page <b>4</b> | <u> </u>                      |                         |
|---|---|---------------|-------------------------------|-------------------------|
| Welfare Benefit Contract Informal If more than one contract covers the same information may be combined for reporting the entire group of such individual contracts | group of employees of the same purposes if such contracts are e | experience-ra | ted as a unit. Where contract |                         |
| efit and contract type (check all applicable boxe   | s)  |               |                               |                         |
| Health (other than dental or vision)  | <b>b</b> Dental   | C Vis         | sion                          | <b>d</b> Life insurance |
| Temporary disability (accident and sickness)  | f Long-term disability  | <b>g</b> Su   | pplemental unemployment       | h Prescription drug     |
| Stop loss (large deductible)  | j HMO contract  | <b>k</b> PF   | O contract                    | I Indemnity contract    |
| Other (specify)   | - 🗖   |               |                               | <b>_</b>                |
| (-1 7)  |   |               |                               |                         |
| erience-rated contracts:  |   |               |                               |                         |
| Premiums: (1) Amount received   | 9   | a(1)          |                               |                         |
| (2) Increase (decrease) in amount due but unpa  | aid <b>9</b>  | a(2)          |                               |                         |
| (3) Increase (decrease) in unearned premium re  | eserve 9  | a(3)          |                               |                         |
| (4) Earned ((1) + (2) - (3))  |   |               | 9a(4)                         |                         |
| Benefit charges (1) Claims paid   | 9   | b(1)          |                               |                         |
| (2) Increase (decrease) in claim reserves   | 9   | b(2)          |                               |                         |
| (3) Incurred claims (add (1) and (2))   | ······  |               | 9b(3)                         |                         |
| (4) Claims charged  |   |               | 9b(4)                         |                         |
| Remainder of premium: (1) Retention charges   | (on an accrual basis)   |               | <del></del>                   |                         |
| (A) Commissions   | 9c  | (1)(A)        |                               |                         |
| (R) Administrative service or other fees  | 90  | (1)(B)        |                               |                         |

9c(2)

9d(1)

9d(2) 9d(3)

9e

10a

10b

2352688

retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

**10** Nonexperience-rated contracts:

a Health (other than dental or vision)

Experience-rated contracts:

Benefit and contract type (check all applicable boxes)

Part III

a Premiums: (1) Amount received..... (2) Increase (decrease) in amount due but unpaid.....

Remainder of premium: (1) Retention charges (on an accrual basis) --(A) Commissions ..... (B) Administrative service or other fees .....

(C) Other specific acquisition costs..... (D) Other expenses.....

(E) Taxes..... (F) Charges for risks or other contingencies .....

(H) Total retention .....

(2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ......

(2) Claim reserves

(3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) .....

Total premiums or subscription charges paid to carrier ......

If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or

d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement......

| Part IV   | Provision of Information  |     |      |  |
|-----------|---|-----|------|--|
| 11 Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

9c(1)(C)

9c(1)(D) 9c(1)(E)

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

### **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

OMB No. 1210-0110

| Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2). |                |  |                            | m is Open to Public<br>Inspection |                       |                  |                       |
|--|----------------|--|----------------------------|-----------------------------------|-----------------------|------------------|-----------------------|
| For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending                  |                |  |                            |                                   | ding 12               | /31/2011         | •                     |
| A Name of plan ALCATEL LUCENT RETI   | REE WELFAR     | E BENEFITS PLAN  |                            |                                   | e-digit<br>number (Pl | N) <b>•</b>      | 504                   |
|  |                |  |                            |                                   |                       |                  |                       |
| C Plan sponsor's name as shown on line 2a of Form 5500 ALCATEL LUCENT USA INC.                   |                |  |                            | <b>D</b> Emplo 22-340             | -                     | ation Number (   | EIN)                  |
|  |                | ning Insurance Contrac<br>Individual contracts grouped a |                            |                                   |                       |                  |                       |
| 1 Coverage Information:  |                |  |                            |                                   |                       |                  |                       |
| (a) Name of insurance ca   |                |  |                            |                                   |                       |                  |                       |
|  |                |  | (e) Approximate no         | ımher of                          |                       | Policy or co     | ontract year          |
| <b>(b)</b> EIN   | (c) NAIC code  | (d) Contract or identification number                    | persons covered a          | t end of                          | (f)                   | From             | (g) To                |
| 94-1340523   | 00000          | 35147  |                            | 24                                | 01/01/20              | 11               | 12/31/2011            |
| 2 Insurance fee and coming descending order of the   |                | ation. Enter the total fees and t                        | otal commissions paid. L   | ist in item 3                     | the agents            | , brokers, and c | other persons in      |
|  | amount of com  | missions paid  |                            | <b>(b)</b> To                     | tal amount            | of fees paid     |                       |
| (1)  |                | 0  |                            |                                   |                       |                  | 0                     |
| 3 Persons receiving com  | missions and f | ees. (Complete as many entrie                            | es as needed to report all | nercone)                          |                       |                  |                       |
| J Tersons receiving com  |                | and address of the agent, broke                          |                            |                                   | ions or fees          | were naid        |                       |
|  | ,,             | <u> </u>   |                            |                                   |                       |                  | I                     |
| (b) Amount of sales ar   |                |  | ees and other commission   |                                   |                       |                  |                       |
| commissions pai  | d              | (c) Amount   |                            | (d) Purpose                       | e                     |                  | (e) Organization code |
|  |                |  |                            |                                   |                       |                  |                       |
|  | (a) Name a     | and address of the agent, broke                          | er, or other person to who | m commiss                         | ions or fees          | were paid        |                       |
|  | (0)            |  | ,                          |                                   |                       |                  |                       |
| <b>(b)</b> Amount of sales ar  | nd hase        | F  | ees and other commission   | ns paid                           |                       |                  |                       |
| commissions pai  |                | (c) Amount   |                            | (d) Purpose                       | )                     |                  | (e) Organization code |
|  |                |  |                            |                                   |                       |                  |                       |

| Schedule A (Form 5500)   | 2011                                  | Page <b>2 -</b> 1                |                               |                       |  |
|--|---------------------------------------|----------------------------------|-------------------------------|-----------------------|--|
| (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid |                                       |                                  |                               |                       |  |
| (4) 110  | and and address of the agent, protect | n, or other percent to wheth con | initiosiono or roco woro paid |                       |  |
|  |                                       |                                  |                               |                       |  |
|  |                                       |                                  |                               |                       |  |
| (L) A  |                                       | Fees and other commissions pa    | aid                           | (-) One of a time     |  |
| (b) Amount of sales and base commissions paid  | (c) Amount                            |                                  | ) Purpose                     | (e) Organization code |  |
| •  | , ,                                   | ,                                |                               |                       |  |
|  |                                       |                                  |                               |                       |  |
|  |                                       |                                  |                               |                       |  |
| <b>(a)</b> Na  | ime and address of the agent, broke   | r, or other person to whom com   | nmissions or fees were paid   |                       |  |
|  |                                       |                                  |                               |                       |  |
|  |                                       |                                  |                               |                       |  |
|  |                                       |                                  |                               |                       |  |
| (b) Amount of sales and base   |                                       | Fees and other commissions pa    | aid                           | (e) Organization      |  |
| commissions paid   | (c) Amount                            | (d                               | ) Purpose                     | code                  |  |
|  |                                       |                                  |                               |                       |  |
|  |                                       |                                  |                               |                       |  |
|  |                                       |                                  |                               |                       |  |
| <b>(a)</b> Na  | ime and address of the agent, broke   | r, or other person to whom com   | nmissions or fees were paid   |                       |  |
|  |                                       |                                  |                               |                       |  |
|  |                                       |                                  |                               |                       |  |
|  | T                                     |                                  |                               | T                     |  |
| (b) Amount of sales and base   | Fees and other commissions paid       |                                  |                               | (e) Organization      |  |
| commissions paid   | (c) Amount                            | (d                               | ) Purpose                     | code                  |  |
|  |                                       |                                  |                               |                       |  |
|  |                                       |                                  |                               |                       |  |
| (a) Na   | ime and address of the agent, broke   | r, or other person to whom com   | omissions or fees were paid   |                       |  |
| (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid |                                       |                                  |                               |                       |  |
|  |                                       |                                  |                               |                       |  |
|  |                                       |                                  |                               |                       |  |
|  |                                       | Fees and other commissions pa    | aid                           |                       |  |
| (b) Amount of sales and base commissions paid  | (c) Amount                            |                                  | ) Purpose                     | (e) Organization code |  |
|  | (2)                                   |                                  | ,                             |                       |  |
|  |                                       |                                  |                               |                       |  |
|  |                                       |                                  |                               |                       |  |
| (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid |                                       |                                  |                               |                       |  |
|  |                                       |                                  |                               |                       |  |
|  |                                       |                                  |                               |                       |  |
|  |                                       |                                  |                               |                       |  |
| (b) Amount of sales and base   |                                       | Fees and other commissions pa    | aid                           | (e) Organization      |  |
| commissions paid   | (c) Amount                            | (d                               | ) Purpose                     | code                  |  |
|  |                                       |                                  |                               |                       |  |
|  |                                       |                                  |                               |                       |  |

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| Part II |       | Investment and Annuity Contract Information  Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purport this report. |               |                   |            |  |  |  |  |  |
|---------|-------|---|---------------|-------------------|------------|--|--|--|--|--|
| 4       | Curre | Current value of plan's interest under this contract in the general account at year end   |               |                   |            |  |  |  |  |  |
| _       |       | nt value of plan's interest under this contract in separate accounts at year e  |               |                   | 5          |  |  |  |  |  |
| 6       | Contr | acts With Allocated Funds:  |               |                   |            |  |  |  |  |  |
|         | а     | State the basis of premium rates  |               |                   |            |  |  |  |  |  |
|         |       | Premiums paid to carrier  |               |                   | 6b         |  |  |  |  |  |
|         |       | Premiums due but unpaid at the end of the year  |               |                   | 6c         |  |  |  |  |  |
|         |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount  |               |                   | 6d         |  |  |  |  |  |
|         |       | Specify nature of costs •   |               |                   |            |  |  |  |  |  |
|         | е     | Type of contract: (1) individual policies (2) group deferred  | d annuity     |                   |            |  |  |  |  |  |
|         |       | (3) other (specify)   |               |                   |            |  |  |  |  |  |
|         | f     | If contract purchased, in whole or in part, to distribute benefits from a termin  | nating plan c | heck here         |            |  |  |  |  |  |
| 7       | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma  | intained in s | eparate accounts) |            |  |  |  |  |  |
|         | а     |   |               | ion guarantee     |            |  |  |  |  |  |
|         |       | (3) guaranteed investment (4) other   |               |                   |            |  |  |  |  |  |
|         |       |   |               |                   |            |  |  |  |  |  |
|         | b     | Balance at the end of the previous year   |               |                   | 7b         |  |  |  |  |  |
|         | С     | Additions: (1) Contributions deposited during the year  |               |                   |            |  |  |  |  |  |
|         |       | (2) Dividends and credits   | 7c(2)         |                   |            |  |  |  |  |  |
|         |       | (3) Interest credited during the year   | 7c(3)         |                   |            |  |  |  |  |  |
|         |       | (4) Transferred from separate account   | 7c(4)         |                   |            |  |  |  |  |  |
|         |       | (5) Other (specify below)   | . 7c(5)       |                   |            |  |  |  |  |  |
|         | ı     |   |               |                   |            |  |  |  |  |  |
|         |       |   |               |                   |            |  |  |  |  |  |
|         |       | (6)Total additions  |               |                   | 7c(6)      |  |  |  |  |  |
|         | _     | otal of balance and additions (add <b>b</b> and <b>c(6)</b> )   |               |                   | 7d         |  |  |  |  |  |
|         |       | Deductions:   | Γ             |                   |            |  |  |  |  |  |
|         |       | Disbursed from fund to pay benefits or purchase annuities during year   | 7e(1)         |                   |            |  |  |  |  |  |
|         | ,     | 2) Administration charge made by carrier  | . 7e(2)       |                   |            |  |  |  |  |  |
|         |       | 3) Transferred to separate account  | 7e(3)         |                   |            |  |  |  |  |  |
|         | ,     | 4) Other (specify below)  | - (4)         |                   |            |  |  |  |  |  |
|         | ì     | •   | ` '           |                   |            |  |  |  |  |  |
|         | ·     |   |               |                   |            |  |  |  |  |  |
|         |       |   |               |                   |            |  |  |  |  |  |
|         | (     | 5) Total deductions   |               |                   | 7e(5)      |  |  |  |  |  |
|         | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )  |               |                   | <b>7</b> f |  |  |  |  |  |

| Schedule A (Form 5500) 2011   |  | Pag        | e <b>4</b>              | <u></u>    |                         |
|---|--|------------|-------------------------|------------|-------------------------|
| Welfare Benefit Contract Informat If more than one contract covers the same gr information may be combined for reporting pu the entire group of such individual contracts w | oup of employees of the same urposes if such contracts are | experience | e-rated as a unit. Wher | e contract |                         |
| efit and contract type (check all applicable boxes)   |  |            |                         |            |                         |
| Health (other than dental or vision)  | <b>b</b> Dental  | С          | Vision                  |            | <b>d</b> Life insurance |
| Temporary disability (accident and sickness)  | f Long-term disability                                     | g          | Supplemental unemplo    | oyment     | h Prescription drug     |
| Stop loss (large deductible)  | j X HMO contract   | k ☐        | PPO contract            |            | I ndemnity contract     |
| Other (specify)   | - Ц  |            |                         |            |                         |
|   |  |            |                         |            |                         |
| erience-rated contracts:  |  |            |                         |            |                         |
| Premiums: (1) Amount received   | <u>.</u>   | 9a(1)      |                         |            |                         |
| (2) Increase (decrease) in amount due but unpaid  | l <u>.</u>   | 9a(2)      |                         |            |                         |
| (3) Increase (decrease) in unearned premium reserve   |  | 9a(3)      |                         |            |                         |
| (4) Earned ((1) + (2) - (3))  |  |            |                         | 9a(4)      |                         |
| Benefit charges (1) Claims paid   |  | 9b(1)      |                         |            |                         |
| (2) Increase (decrease) in claim reserves   |  | 9b(2)      |                         |            |                         |
| (3) Incurred claims (add (1) and (2))   |  |            |                         | 9b(3)      |                         |
| (4) Claims charged  |  |            |                         | 9b(4)      |                         |
| Remainder of premium: (1) Retention charges (o  | n an accrual basis)  |            |                         |            |                         |
| (A) Commissions   | 90   | (1)(A)     |                         |            |                         |
| (B) Administrative service or other fees  |  | c(1)(B)    |                         |            |                         |
| (C) Other specific acquisition costs  | 90   | :(1)(C)    | ·                       | ·          |                         |

9c(2)

9d(1)

9d(2) 9d(3)

9e

10a

10b

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retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

**10** Nonexperience-rated contracts:

a Health (other than dental or vision)

Experience-rated contracts:

Benefit and contract type (check all applicable boxes)

Part III

a Premiums: (1) Amount received...... (2) Increase (decrease) in amount due but unpaid.....

(D) Other expenses.....

(E) Taxes..... (F) Charges for risks or other contingencies .....

(H) Total retention .....

(2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ......

(2) Claim reserves

(3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) .....

Total premiums or subscription charges paid to carrier ......

If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or

d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement......

| Part IV          | Provision of Information  |     |      |  |
|------------------|---|-----|------|--|
| <b>11</b> Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

9c(1)(D) 9c(1)(E)

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

#### **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

▶ Insurance companies are required to provide the information

OMB No. 1210-0110

|   |  | pursuant to ERISA section 103(a)(2).                       |                                      |                     |                       | Inspection        |                 |
|---|--|--|--------------------------------------|---------------------|-----------------------|-------------------|-----------------|
| For calendar plan year 20   | 11 or fiscal pla   | n year beginning 01/01/2011                                |                                      | and end             | ding 12               | 2/31/2011         | •               |
| A Name of plan ALCATEL LUCENT RETIREE WELFARE BENEFITS PLAN   |  |  | B Three plan i                       | -digit<br>number (P | (N)                   | 504               |                 |
|   |  |  |                                      |                     |                       |                   |                 |
| C Plan sponsor's name as shown on line 2a of Form 5500 ALCATEL LUCENT USA INC.  D Employer Identification Number (EIN) 22-3408857 |  |  |                                      |                     |                       | EIN)              |                 |
| on a separat  |  | ning Insurance Contract<br>Individual contracts grouped as |                                      |                     |                       |                   |                 |
| 1 Coverage Information:   |  |  |                                      |                     |                       |                   |                 |
| (a) Name of insurance ca  |  |  |                                      |                     |                       |                   |                 |
|   |  | 1  | (e) Approximate nu                   | mber of             |                       | Policy or co      | ntract vear     |
| <b>(b)</b> EIN  | (c) NAIC code  | (d) Contract or identification number                      | persons covered a policy or contract | end of              | (f)                   | ) From            | (g) To          |
| 61-1013183  | 95885  | B2941,H9248  | 14                                   | 6                   | 01/01/20              | 011               | 12/31/2011      |
| 2 Insurance fee and communication descending order of the   |  | ation. Enter the total fees and to                         | tal commissions paid. Li             | st in item 3        | the agents            | s, brokers, and o | ther persons in |
| (a) Total amount of commissions paid (b) Total amount of fees paid  |  |  |                                      |                     |                       |                   |                 |
| 0   |  |  |                                      |                     |                       |                   |                 |
| 3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).                             |  |  |                                      |                     |                       |                   |                 |
| (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid                                  |  |  |                                      |                     |                       |                   |                 |
|   |  |  |                                      |                     |                       |                   |                 |
| (b) Amount of sales ar  | (b) Amount of sales and base Fees and other commissions paid |  |                                      |                     |                       |                   |                 |
|   |  |  | (d) Purpose                          |                     | (e) Organization code |                   |                 |
|   |  |  |                                      |                     |                       |                   |                 |
| (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid                                  |  |  |                                      |                     |                       |                   |                 |
|   |  |  |                                      |                     |                       |                   |                 |
| (b) Amount of sales ar  | nd base  | Fe   | es and other commissior              | ıs paid             |                       |                   |                 |
| commissions pa  |  | (c) Amount   | (d) Purpose (e) Orga                 |                     | (e) Organization code |                   |                 |
|   |  |  |                                      |                     |                       |                   |                 |

| Schedule A (Form 5500)   | 2011   | Page <b>2 -</b> 1                                      |                  |  |  |  |
|--|--|--|------------------|--|--|--|
| (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid |  |  |                  |  |  |  |
|  | <u>,                                     </u>  |  |                  |  |  |  |
|  |  |  |                  |  |  |  |
|  |  |  |                  |  |  |  |
| (b) Amount of sales and base   |  | Fees and other commissions paid                        | (e) Organization |  |  |  |
| commissions paid   | (c) Amount   | (d) Purpose  | code             |  |  |  |
|  |  |  |                  |  |  |  |
|  |  |  |                  |  |  |  |
|  |  |  |                  |  |  |  |
| (a) Na   | ame and address of the agent, broke  | er, or other person to whom commissions or fees were p | paid             |  |  |  |
|  |  |  |                  |  |  |  |
|  |  |  |                  |  |  |  |
|  |  |  |                  |  |  |  |
| (b) Amount of sales and base   |  | Fees and other commissions paid                        | (e) Organization |  |  |  |
| commissions paid   | (c) Amount   | (d) Purpose  | code             |  |  |  |
|  |  |  |                  |  |  |  |
|  |  |  |                  |  |  |  |
| (a) No   | amp and address of the agent broke   | ar other person to whom commissions or feed were r     | ooid             |  |  |  |
| (a) Na   | arile and address of the agent, broke  | er, or other person to whom commissions or fees were p | oalu             |  |  |  |
|  |  |  |                  |  |  |  |
|  |  |  |                  |  |  |  |
|  |  | Face and other constitution and                        |                  |  |  |  |
| (b) Amount of sales and base   | (c) Amount   | Fees and other commissions paid (d) Purpose            | (e) Organization |  |  |  |
| commissions paid   | (c) Amount   | (d) Pulpose  | code             |  |  |  |
|  |  |  |                  |  |  |  |
|  |  |  |                  |  |  |  |
| <b>(a)</b> Na  | (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid |  |                  |  |  |  |
|  |  |  |                  |  |  |  |
|  |  |  |                  |  |  |  |
|  |  |  |                  |  |  |  |
| (b) Amount of sales and base   |  | Fees and other commissions paid                        | (e) Organization |  |  |  |
| commissions paid   | (c) Amount   | (d) Purpose  | code             |  |  |  |
|  |  |  |                  |  |  |  |
|  |  |  |                  |  |  |  |
|  |  |  |                  |  |  |  |
| (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid |  |  |                  |  |  |  |
|  |  |  |                  |  |  |  |
|  |  |  |                  |  |  |  |
|  |  |  |                  |  |  |  |
| (b) Amount of sales and base   |  | Fees and other commissions paid                        | (e) Organization |  |  |  |
| commissions paid   | (c) Amount   | (d) Purpose  | code             |  |  |  |
|  |  |  |                  |  |  |  |
|  |  |  |                  |  |  |  |

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|------|-----|
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| uqu  |     |

| Pa | rt II | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | idual contra  | cts with each carrier ma | ay be treated | d as a unit for purposes of |
|----|-------|--|---------------|--------------------------|---------------|-----------------------------|
| 4  | Curre | nt value of plan's interest under this contract in the general account at year   | end           |                          | 4             |                             |
| _  |       | nt value of plan's interest under this contract in separate accounts at year e   |               |                          | 5             |                             |
| 6  | Contr | acts With Allocated Funds:   |               |                          |               |                             |
|    | а     | State the basis of premium rates   |               |                          |               |                             |
|    |       | Premiums paid to carrier   |               |                          | 6b            |                             |
|    |       | Premiums due but unpaid at the end of the year   |               |                          | 6c            |                             |
|    |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                          | 6d            |                             |
|    |       | Specify nature of costs •  |               |                          |               |                             |
|    | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity     |                          |               |                             |
|    |       | (3) other (specify)  |               |                          |               |                             |
|    | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here                |               |                             |
| 7  | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s | eparate accounts)        |               |                             |
|    | а     |  |               | ion guarantee            |               |                             |
|    |       | (3) guaranteed investment (4) other  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | b     | Balance at the end of the previous year  |               |                          | 7b            |                             |
|    | С     | Additions: (1) Contributions deposited during the year   |               |                          |               |                             |
|    |       | (2) Dividends and credits  | 7c(2)         |                          |               |                             |
|    |       | (3) Interest credited during the year  | 7c(3)         |                          |               |                             |
|    |       | (4) Transferred from separate account  | 7c(4)         |                          |               |                             |
|    |       | (5) Other (specify below)  | . 7c(5)       |                          |               |                             |
|    | ı     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    |       | (6)Total additions   |               |                          | 7c(6)         |                             |
|    | _     | otal of balance and additions (add <b>b</b> and <b>c(6)</b> )  |               |                          | 7d            |                             |
|    |       | Deductions:  |               |                          |               |                             |
|    |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                          |               |                             |
|    | ,     | 2) Administration charge made by carrier   | . 7e(2)       |                          |               |                             |
|    |       | 3) Transferred to separate account   | 7e(3)         |                          |               |                             |
|    | ,     | 4) Other (specify below)   | - (4)         |                          |               |                             |
|    | ì     | •  | ` '           |                          |               |                             |
|    | ·     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | (     | 5) Total deductions  |               |                          | 7e(5)         |                             |
|    | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                          | <b>7</b> f    |                             |

| Schedule A (Form 5500) 2011   |  | Pa           | ge <b>4</b>           |              |                         |
|---|--|--------------|-----------------------|--------------|-------------------------|
| Welfare Benefit Contract Informat If more than one contract covers the same g information may be combined for reporting p the entire group of such individual contracts | roup of employees of the sa<br>urposes if such contracts a | re experienc | e-rated as a unit. Wh | nere contrac |                         |
| efit and contract type (check all applicable boxes)   | )  |              |                       |              |                         |
| Health (other than dental or vision)  | <b>b</b> Dental  | С            | Vision                |              | <b>d</b> Life insurance |
| Temporary disability (accident and sickness)  | f Long-term disability                                     | g =          | Supplemental unem     | ployment     | h Prescription drug     |
| Stop loss (large deductible)  | j HMO contract   | k            | PPO contract          |              | I Indemnity contract    |
| Other (specify)   |  |              | •                     |              |                         |
|   |  |              |                       |              |                         |
| erience-rated contracts:  |  |              |                       |              |                         |
| Premiums: (1) Amount received   |  | 9a(1)        |                       |              |                         |
| (2) Increase (decrease) in amount due but unpai   | d  | 9a(2)        |                       |              |                         |
| (3) Increase (decrease) in unearned premium res   | serve  | 9a(3)        |                       | _            |                         |
| (4) Earned ((1) + (2) - (3))  |  |              |                       | . 9a(4)      |                         |
| Benefit charges (1) Claims paid   |  |              |                       |              |                         |
| (2) Increase (decrease) in claim reserves   |  | 9b(2)        |                       |              |                         |
| (3) Incurred claims (add (1) and (2))   |  |              |                       | . 9b(3)      |                         |
| (4) Claims charged  |  |              |                       | . 9b(4)      |                         |
| Remainder of premium: (1) Retention charges (c  | on an accrual basis)                                       |              |                       |              |                         |
| (A) Commissions   |  | 9c(1)(A)     |                       |              |                         |
| (B) Administrative service or other fees  |  | 9c(1)(B)     |                       |              |                         |
| (0) (0) (0) (0) (0) (0) (0) (0) (0) (0)   |  | 9c(1)(C)     |                       |              |                         |

9c(2)

9d(1)

9d(2) 9d(3)

9e

10a

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retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

**10** Nonexperience-rated contracts:

a Health (other than dental or vision)

Experience-rated contracts:

Benefit and contract type (check all applicable boxes)

Part III

a Premiums: (1) Amount received...... (2) Increase (decrease) in amount due but unpaid.....

Remainder of premium: (1) Retention charges (on an accrual basis) --(A) Commissions..... (B) Administrative service or other fees ..... (C) Other specific acquisition costs..... (D) Other expenses.....

(E) Taxes..... (F) Charges for risks or other contingencies .....

(H) Total retention .....

(2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ......

(2) Claim reserves

(3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) .....

Total premiums or subscription charges paid to carrier ......

If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or

d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement......

| Part IV   | Provision of Information  |     |      |  |
|-----------|---|-----|------|--|
| 11 Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

9c(1)(D) 9c(1)(E)

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

File as an attachment to Form 5500.

Insurance companies are required to provide the information

OMB No. 1210-0110

| pursuant to ERISA section 103(a)(2).                               |   |                                    |                                      | orm is Open to Public Inspection |                          |                       |  |
|--|---|------------------------------------|--------------------------------------|----------------------------------|--------------------------|-----------------------|--|
| For calendar plan year 20  | 11 or fiscal pla  | n year beginning 01/01/201         | 1                                    | and en                           | ding 12/31/2011          |                       |  |
| A Name of plan ALCATEL LUCENT RETI                                 | REE WELFAF  | RE BENEFITS PLAN                   |                                      |                                  | e-digit<br>number (PN)   | 504                   |  |
|  |   |                                    |                                      |                                  |                          |                       |  |
|  | C Plan sponsor's name as shown on line 2a of Form 5500  ALCATEL LUCENT USA INC.  D Employer Identification Number (EIN)  22-3408857   |                                    |                                      |                                  |                          |                       |  |
|  | Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |                                    |                                      |                                  |                          |                       |  |
| 1 Coverage Information:  |   |                                    |                                      |                                  |                          |                       |  |
| (a) Name of insurance ca   |   | ·T                                 |                                      |                                  |                          |                       |  |
| RAISER FERMANENTE  | NORTHWES  | ) i                                |                                      |                                  |                          |                       |  |
| <b>(b)</b> EIN   | (c) NAIC  | (d) Contract or                    | (e) Approximate no persons covered a |                                  | •                        | contract year         |  |
| (D) LIIV   | code  | identification number              | policy or contrac                    |                                  | (f) From                 | <b>(g)</b> To         |  |
| 93-0798039   | 95540   | 8384                               |                                      | 79                               | 01/01/2011               | 12/31/2011            |  |
| 2 Insurance fee and com descending order of the                    |   | nation. Enter the total fees and t | otal commissions paid. L             | ist in item 3                    | the agents, brokers, and | d other persons in    |  |
| (a) Total amount of commissions paid (b) Total amount of fees paid |   |                                    |                                      |                                  |                          |                       |  |
|  |   | 0                                  |                                      |                                  |                          | 0                     |  |
| 3 Persons receiving com  | missions and  | fees. (Complete as many entrie     | es as needed to report all           | persons).                        |                          |                       |  |
|  | (a) Name  | and address of the agent, broke    | er, or other person to who           | m commiss                        | ions or fees were paid   |                       |  |
|  |   |                                    |                                      |                                  |                          |                       |  |
| 42.4   |   | F                                  | ees and other commissio              | ns paid                          |                          |                       |  |
| (b) Amount of sales ar commissions pa                              |   | (c) Amount                         |                                      | (d) Purpose                      | e                        | (e) Organization code |  |
|  |   |                                    |                                      |                                  |                          |                       |  |
|  | (a) Name  | and address of the agent, broke    | ar or other person to who            | m commiss                        | ions or fees were paid   | ·                     |  |
|  | (a) Name  | and address of the agent, broke    | er, or other person to who           | III COIIIIIISS                   | ions or rees were paid   |                       |  |
|  |   |                                    |                                      |                                  |                          |                       |  |
| (b) Amount of sales ar   | nd base   | F                                  | ees and other commissio              | ns paid                          |                          |                       |  |
| commissions pa   |   | (c) Amount                         |                                      | (d) Purpose                      | Э                        | (e) Organization code |  |
|  |   |                                    |                                      |                                  |                          |                       |  |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |  |  |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|--|--|--|
|   | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |  |  |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1666 Word paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (L) A   |                                      | Fees and other commission   | ns paid                       | (-) One of entire     |  |  |  |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |  |  |  |
| •   | , ,                                  |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (-) NI-                                       |                                      |                             |                               |                       |  |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   | <u> </u>                             |                             |                               |                       |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   | T                                    |                             |                               | 1                     |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |

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| uqu  |     |

| Pa | rt II | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | idual contra  | cts with each carrier ma | ay be treated | d as a unit for purposes of |
|----|-------|--|---------------|--------------------------|---------------|-----------------------------|
| 4  | Curre | nt value of plan's interest under this contract in the general account at year   | end           |                          | 4             |                             |
| _  |       | nt value of plan's interest under this contract in separate accounts at year e   |               |                          | 5             |                             |
| 6  | Contr | acts With Allocated Funds:   |               |                          |               |                             |
|    | а     | State the basis of premium rates   |               |                          |               |                             |
|    |       | Premiums paid to carrier   |               |                          | 6b            |                             |
|    |       | Premiums due but unpaid at the end of the year   |               |                          | 6c            |                             |
|    |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                          | 6d            |                             |
|    |       | Specify nature of costs •  |               |                          |               |                             |
|    | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity     |                          |               |                             |
|    |       | (3) other (specify)  |               |                          |               |                             |
|    | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here                |               |                             |
| 7  | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s | eparate accounts)        |               |                             |
|    | а     |  |               | ion guarantee            |               |                             |
|    |       | (3) guaranteed investment (4) other  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | b     | Balance at the end of the previous year  |               |                          | 7b            |                             |
|    | С     | Additions: (1) Contributions deposited during the year   |               |                          |               |                             |
|    |       | (2) Dividends and credits  | 7c(2)         |                          |               |                             |
|    |       | (3) Interest credited during the year  | 7c(3)         |                          |               |                             |
|    |       | (4) Transferred from separate account  | 7c(4)         |                          |               |                             |
|    |       | (5) Other (specify below)  | . 7c(5)       |                          |               |                             |
|    | ı     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    |       | (6)Total additions   |               |                          | 7c(6)         |                             |
|    | _     | of balance and additions (add <b>b</b> and <b>c(6)</b> ).  |               |                          | 7d            |                             |
|    |       | Deductions:  | Γ             |                          |               |                             |
|    |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                          |               |                             |
|    | ,     | 2) Administration charge made by carrier   | . 7e(2)       |                          |               |                             |
|    |       | 3) Transferred to separate account   | 7e(3)         |                          |               |                             |
|    | ,     | 4) Other (specify below)   | - (4)         |                          |               |                             |
|    | ì     | •  | ` '           |                          |               |                             |
|    | ·     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | (     | 5) Total deductions  |               |                          | 7e(5)         |                             |
|    | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                          | <b>7</b> f    |                             |

| Schedule A (Form 5500) 2011   |   | Pa         | ge <b>4</b>             | _           |                         |
|---|---|------------|-------------------------|-------------|-------------------------|
| Welfare Benefit Contract Information If more than one contract covers the same guinformation may be combined for reporting puthe entire group of such individual contracts. | roup of employees of the sam<br>urposes if such contracts are | experience | ce-rated as a unit. Whe | ere contrac |                         |
| efit and contract type (check all applicable boxes)   |   |            |                         |             |                         |
| Health (other than dental or vision)  | <b>b</b> Dental   | С          | Vision                  |             | <b>d</b> Life insurance |
| Temporary disability (accident and sickness)  | f Long-term disability  | g          | Supplemental unemp      | loyment     | h Prescription drug     |
| Stop loss (large deductible)  | j X HMO contract  | k          | PPO contract            |             | I Indemnity contract    |
| Other (specify)   | - <b>-</b>  |            | •                       |             | _                       |
|   |   |            |                         |             |                         |
| erience-rated contracts:  |   |            |                         |             |                         |
| Premiums: (1) Amount received   |   | 9a(1)      |                         |             |                         |
| (2) Increase (decrease) in amount due but unpai   | d   | 9a(2)      |                         |             |                         |
| (3) Increase (decrease) in unearned premium res   | serve   | 9a(3)      |                         |             |                         |
| (4) Earned ((1) + (2) - (3))  | <u></u>   |            |                         | 9a(4)       |                         |
| Benefit charges (1) Claims paid   |   | 9b(1)      |                         |             |                         |
| (2) Increase (decrease) in claim reserves   |   | 9b(2)      |                         |             |                         |
| (3) Incurred claims (add (1) and (2))   |   |            |                         | 9b(3)       |                         |
| (4) Claims charged  |   |            |                         | 9b(4)       |                         |
| Remainder of premium: (1) Retention charges (c  | on an accrual basis)  |            |                         |             |                         |
| (A) Commissions   | 90  | c(1)(A)    |                         |             |                         |
| (B) Administrative service or other fees  |   | c(1)(B)    |                         |             |                         |
| (C) Other specific acquisition costs  | 90  | c(1)(C)    |                         |             |                         |

9c(2)

9d(1)

9d(2) 9d(3)

9e

10a

10b

527779

retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

**10** Nonexperience-rated contracts:

a Health (other than dental or vision)

Experience-rated contracts:

Benefit and contract type (check all applicable boxes)

Part III

a Premiums: (1) Amount received..... (2) Increase (decrease) in amount due but unpaid.....

(C) Other specific acquisition costs..... (D) Other expenses.....

(E) Taxes..... (F) Charges for risks or other contingencies .....

(H) Total retention .....

(2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ......

(2) Claim reserves

(3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).)

Total premiums or subscription charges paid to carrier ......

If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or

d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement......

| Part IV   | Provision of Information  |     |      |  |
|-----------|---|-----|------|--|
| 11 Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

9c(1)(D) 9c(1)(E)

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

#### **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

▶ Insurance companies are required to provide the information

OMB No. 1210-0110

| nursuant to EDICA agetion 102(a)(2)   |  |  | Inspection  |                            |  |                               |
|---|--|--|---|----------------------------|--|-------------------------------|
| For calendar plan year 20   | 11 or fiscal pla   | n year beginning 01/01/2011                                | _   | and ending                 | 12/31/2011                                       | •                             |
| A Name of plan<br>ALCATEL LUCENT RETI   | Name of plan ALCATEL LUCENT RETIREE WELFARE BENEFITS PLAN          |  |   |                            | t<br>per (PN)                                    | 504                           |
|   |  |  |   |                            |  |                               |
| C Plan sponsor's name as shown on line 2a of Form 5500 ALCATEL LUCENT USA INC.  D Employer Identification Number (EIN) 22-3408857 |  |  |   |                            | EIN)   |                               |
| on a separat  | on Concerr<br>e Schedule A.  | ning Insurance Contract<br>Individual contracts grouped as | Coverage, Fees, and a unit in Parts II and III ca | d Commiss<br>n be reported | <b>sions</b> Provide inform on a single Schedule | ation for each contract<br>A. |
| 1 Coverage Information:   |  |  |   |                            |  |                               |
| (a) Name of insurance ca  |  |  |   |                            |  |                               |
|   | ( ) 1/1/0  | (1) 0  | (e) Approximate num                               | ber of                     | Policy or co                                     | ontract year                  |
| (b) EIN   | (c) NAIC code  | (d) Contract or identification number                      | persons covered at e policy or contract y         | nd of                      | (f) From   | <b>(g)</b> To                 |
| 15-0329043  | 55107  | 0AA27A003  | 80  | 01                         | /01/2011   | 12/31/2011                    |
| 2 Insurance fee and come descending order of the  |  | ation. Enter the total fees and tot                        | tal commissions paid. List                        | in item 3 the a            | agents, brokers, and o                           | ther persons in               |
| (a) Total a   | (a) Total amount of commissions paid (b) Total amount of fees paid |  |   |                            |  |                               |
|   |  | 0  |   |                            |  | 0                             |
| 3 Persons receiving com   | missions and f   | ees. (Complete as many entries                             | as needed to report all pe                        | rsons).                    |  |                               |
|   | (a) Name a   | and address of the agent, broker,                          | , or other person to whom                         | commissions c              | or fees were paid                                |                               |
|   |  |  |   |                            |  |                               |
| (b) Amount of sales ar  | nd base _  | Fe   | es and other commissions                          | paid                       |  |                               |
| commissions pa  |  | (c) Amount   | (d) Purpose                                       |                            |  | (e) Organization code         |
|   |  |  |   |                            |  |                               |
|   | (a) Name a   | and address of the agent, broker,                          | or other person to whom                           | commissions of             | or fees were paid                                |                               |
|   |  |  |   |                            |  |                               |
| (b) Amount of sales ar  | nd base  | Fee  | es and other commissions                          | paid                       |  |                               |
| commissions pa  |  | (c) Amount   | (d)   | ) Purpose                  |  | (e) Organization code         |
|   |  |  |   |                            |  |                               |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |  |  |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|--|--|--|
| (a) Na  | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |  |  |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1666 Word paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (L) A   |                                      | Fees and other commission   | ns paid                       | (-) One of the first  |  |  |  |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |  |  |  |
| •   | , ,                                  |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (-) NI-                                       |                                      |                             |                               |                       |  |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   | <u> </u>                             |                             |                               |                       |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   | T                                    |                             |                               | 1                     |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |

| _    | •   |
|------|-----|
| Pane | ٠.' |
| uqu  |     |

| Pa | rt II | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | idual contra  | cts with each carrier ma | ay be treated | d as a unit for purposes of |
|----|-------|--|---------------|--------------------------|---------------|-----------------------------|
| 4  | Curre | nt value of plan's interest under this contract in the general account at year   | end           |                          | 4             |                             |
| _  |       | nt value of plan's interest under this contract in separate accounts at year e   |               |                          | 5             |                             |
| 6  | Contr | acts With Allocated Funds:   |               |                          |               |                             |
|    | а     | State the basis of premium rates   |               |                          |               |                             |
|    |       | Premiums paid to carrier   |               |                          | 6b            |                             |
|    |       | Premiums due but unpaid at the end of the year   |               |                          | 6c            |                             |
|    |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                          | 6d            |                             |
|    |       | Specify nature of costs •  |               |                          |               |                             |
|    | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity     |                          |               |                             |
|    |       | (3) other (specify)  |               |                          |               |                             |
|    | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here                |               |                             |
| 7  | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s | eparate accounts)        |               |                             |
|    | а     |  |               | ion guarantee            |               |                             |
|    |       | (3) guaranteed investment (4) other  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | b     | Balance at the end of the previous year  |               |                          | 7b            |                             |
|    | С     | Additions: (1) Contributions deposited during the year   |               |                          |               |                             |
|    |       | (2) Dividends and credits  | 7c(2)         |                          |               |                             |
|    |       | (3) Interest credited during the year  | 7c(3)         |                          |               |                             |
|    |       | (4) Transferred from separate account  | 7c(4)         |                          |               |                             |
|    |       | (5) Other (specify below)  | . 7c(5)       |                          |               |                             |
|    | ı     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    |       | (6)Total additions   |               |                          | 7c(6)         |                             |
|    | _     | of balance and additions (add <b>b</b> and <b>c(6)</b> ).  |               |                          | 7d            |                             |
|    |       | Deductions:  | Γ             |                          |               |                             |
|    |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                          |               |                             |
|    | ,     | 2) Administration charge made by carrier   | . 7e(2)       |                          |               |                             |
|    |       | 3) Transferred to separate account   | 7e(3)         |                          |               |                             |
|    | ,     | 4) Other (specify below)   | - (4)         |                          |               |                             |
|    | ì     | •  | ` '           |                          |               |                             |
|    | ·     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | (     | 5) Total deductions  |               |                          | 7e(5)         |                             |
|    | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                          | <b>7</b> f    |                             |

| Schedule A (Form 5500) 2011   |   | Pa            | ge <b>4</b>            |             |                         |
|---|---|---------------|------------------------|-------------|-------------------------|
| Welfare Benefit Contract Informat If more than one contract covers the same gr information may be combined for reporting p the entire group of such individual contracts of | roup of employees of the surposes if such contracts a | ire experienc | ce-rated as a unit. Wh | ere contrac |                         |
| efit and contract type (check all applicable boxes)   |   |               |                        |             |                         |
| Health (other than dental or vision)  | <b>b</b> Dental                                       | С             | Vision                 |             | <b>d</b> Life insurance |
| Temporary disability (accident and sickness)  | f Long-term disability                                | , g           | Supplemental unem      | ployment    | h Prescription drug     |
| Stop loss (large deductible)  | j HMO contract  | k             | PPO contract           |             | I Indemnity contract    |
| Other (specify)   |   | _             | •                      |             |                         |
|   |   |               |                        |             |                         |
| erience-rated contracts:  | _   |               |                        |             |                         |
| Premiums: (1) Amount received   |   | 9a(1)         |                        |             |                         |
| (2) Increase (decrease) in amount due but unpaid  | ]b  | 9a(2)         |                        |             |                         |
| (3) Increase (decrease) in unearned premium res   | serve   | 9a(3)         |                        |             |                         |
| (4) Earned ((1) + (2) - (3))  |   |               |                        | 9a(4)       |                         |
| Benefit charges (1) Claims paid   |   | 9b(1)         |                        |             |                         |
| (2) Increase (decrease) in claim reserves   |   | 9b(2)         |                        |             |                         |
| (3) Incurred claims (add (1) and (2))   |   |               |                        | 9b(3)       |                         |
| (4) Claims charged  |   |               |                        | 9b(4)       |                         |
| Remainder of premium: (1) Retention charges (c  | n an accrual basis)                                   |               |                        |             |                         |
| (A) Commissions   |   | 9c(1)(A)      |                        |             |                         |
| (B) Administrative service or other fees  |   | 9c(1)(B)      |                        |             |                         |
| (C) Other preside a provide time and the  |   | 9c/1\/C\      | <del></del>            |             |                         |

9c(2)

9d(1)

9d(2) 9d(3)

9e

10a

10b

395472

Specify nature of costs

**10** Nonexperience-rated contracts:

a Health (other than dental or vision)

Experience-rated contracts:

Benefit and contract type (check all applicable boxes)

Part III

a Premiums: (1) Amount received..... (2) Increase (decrease) in amount due but unpaid.....

Remainder of premium: (1) Retention charges (on an accrual basis) --(A) Commissions ..... (B) Administrative service or other fees ..... (C) Other specific acquisition costs..... (D) Other expenses.....

(E) Taxes..... (F) Charges for risks or other contingencies .....

(H) Total retention .....

(2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ......

(2) Claim reserves

(3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) .....

Total premiums or subscription charges paid to carrier ......

If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or

retention of the contract or policy, other than reported in Part I, item 2 above, report amount.....

d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement......

| Part IV          | Provision of Information  |     |      |  |
|------------------|---|-----|------|--|
| <b>11</b> Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

9c(1)(D) 9c(1)(E)

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

### **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

File as an attachment to Form 5500.

OMB No. 1210-0110

| pursuant to ERISA section 103(a)(2).            |  |   |  | This Fo       | rm is Open to Public<br>Inspection |                       |
|---|--|---|--|---------------|------------------------------------|-----------------------|
| For calendar plan year 20                       | 11 or fiscal pl  | an year beginning 01/01/2011                                      |  | and en        | ding 12/31/2011                    | •                     |
| A Name of plan<br>ALCATEL LUCENT RETI           | REE WELFA  | RE BENEFITS PLAN  |  | B Three plan  | e-digit<br>number (PN)             | 504                   |
|   | C Plan sponsor's name as shown on line 2a of Form 5500 ALCATEL LUCENT USA INC. |   |  |               | yer Identification Number<br>18857 | (EIN)                 |
|   |  | rning Insurance Contract . Individual contracts grouped as        |  |               |                                    |                       |
| (a) Name of insurance ca                        |  |   |  |               |                                    |                       |
| <b>(b)</b> EIN                                  | (c) NAIC code  | (d) Contract or identification number                             | (e) Approximate not persons covered a policy or contract | t end of      | Policy or o                        | contract year (g) To  |
| 36-1236610                                      | 70670  | H73525, B73524  |  | 29            | 01/01/2011                         | 12/31/2011            |
| 2 Insurance fee and com descending order of the |  | nation. Enter the total fees and to                               | otal commissions paid. L                                 | ist in item 3 | the agents, brokers, and           | other persons in      |
|   |  | nmissions paid  |  | <b>(b)</b> To | otal amount of fees paid           |                       |
|   |  | 0   |  |               |                                    | 0                     |
| 3 Persons receiving com                         |  | fees. (Complete as many entrie<br>and address of the agent, broke |  |               | ions or fees were paid             |                       |
|   | ,,   | ,   | ,  |               | ·                                  |                       |
| (b) Amount of sales ar                          | nd base  | Fe  | ees and other commissio                                  | ns paid       |                                    |                       |
| commissions pa                                  | id   | (c) Amount  |  | (d) Purpose   |                                    | (e) Organization code |
|   |  |   |  |               |                                    |                       |
|   | (a) Name   | and address of the agent, broke                                   | r or other person to who                                 | m commissi    | ions or fees were paid             |                       |
|   | (a) Name   | and address of the agent, broke                                   | r, or other person to who                                | III COMMISSI  | ions or lees were paid             |                       |
| (b) Amount of sales ar                          | nd base  | Fe  | ees and other commissio                                  | ns paid       |                                    |                       |
| commissions pa                                  |  | (c) Amount  |  | (d) Purpose   | e                                  | (e) Organization code |
|   |  |   |  |               |                                    |                       |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |  |  |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|--|--|--|
| (a) Na  | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |  |  |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1000 word paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (L) A   |                                      | Fees and other commission   | ns paid                       | (-) One of the first  |  |  |  |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |  |  |  |
| •   | , ,                                  |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (-) NI-                                       |                                      |                             |                               |                       |  |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   | <u> </u>                             |                             |                               |                       |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   | T                                    |                             |                               | 1                     |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |

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| Pa | rt II | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | idual contra  | cts with each carrier ma | ay be treated | d as a unit for purposes of |
|----|-------|--|---------------|--------------------------|---------------|-----------------------------|
| 4  | Curre | nt value of plan's interest under this contract in the general account at year   | end           |                          | 4             |                             |
| _  |       | nt value of plan's interest under this contract in separate accounts at year e   |               |                          | 5             |                             |
| 6  | Contr | acts With Allocated Funds:   |               |                          |               |                             |
|    | а     | State the basis of premium rates   |               |                          |               |                             |
|    |       | Premiums paid to carrier   |               |                          | 6b            |                             |
|    |       | Premiums due but unpaid at the end of the year   |               |                          | 6c            |                             |
|    |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                          | 6d            |                             |
|    |       | Specify nature of costs •  |               |                          |               |                             |
|    | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity     |                          |               |                             |
|    |       | (3) other (specify)  |               |                          |               |                             |
|    | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here                |               |                             |
| 7  | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s | eparate accounts)        |               |                             |
|    | а     |  |               | ion guarantee            |               |                             |
|    |       | (3) guaranteed investment (4) other  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | b     | Balance at the end of the previous year  |               |                          | 7b            |                             |
|    | С     | Additions: (1) Contributions deposited during the year   |               |                          |               |                             |
|    |       | (2) Dividends and credits  | 7c(2)         |                          |               |                             |
|    |       | (3) Interest credited during the year  | 7c(3)         |                          |               |                             |
|    |       | (4) Transferred from separate account  | 7c(4)         |                          |               |                             |
|    |       | (5) Other (specify below)  | . 7c(5)       |                          |               |                             |
|    | ı     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    |       | (6)Total additions   |               |                          | 7c(6)         |                             |
|    | _     | of balance and additions (add <b>b</b> and <b>c(6)</b> ).  |               |                          | 7d            |                             |
|    |       | Deductions:  | Γ             |                          |               |                             |
|    |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                          |               |                             |
|    | ,     | 2) Administration charge made by carrier   | . 7e(2)       |                          |               |                             |
|    |       | 3) Transferred to separate account   | 7e(3)         |                          |               |                             |
|    | ,     | 4) Other (specify below)   | - (4)         |                          |               |                             |
|    | ì     | •  | ` '           |                          |               |                             |
|    | ·     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | (     | 5) Total deductions  |               |                          | 7e(5)         |                             |
|    | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                          | <b>7</b> f    |                             |

| Schedule A (Form 5500) 2011   |   | Page 4        | 4                              |                         |
|---|---|---------------|--------------------------------|-------------------------|
| Welfare Benefit Contract Information If more than one contract covers the same group information may be combined for reporting purpose the entire group of such individual contracts with | up of employees of the same poses if such contracts are e | xperience-ra  | ated as a unit. Where contract |                         |
| efit and contract type (check all applicable boxes)   |   |               |                                |                         |
| Health (other than dental or vision)  | <b>b</b> Dental   | <b>c</b> Vi   | sion                           | <b>d</b> Life insurance |
| Temporary disability (accident and sickness)  | f Long-term disability                                    | g ∏ Sı        | upplemental unemployment       | h Prescription drug     |
| Stop loss (large deductible)  | j X HMO contract  | <b>k</b> ☐ PI | PO contract                    | I Indemnity contract    |
| Other (specify)   | . <u></u>   | _             |                                |                         |
| <b>_</b>  |   |               |                                |                         |
| erience-rated contracts:  |   |               |                                |                         |
| Premiums: (1) Amount received   | 9   | a(1)          |                                |                         |
| (2) Increase (decrease) in amount due but unpaid.   | 9   | a(2)          |                                |                         |
| (3) Increase (decrease) in unearned premium reservations  | rve9  | a(3)          |                                |                         |
| (4) Earned ((1) + (2) - (3))  | ·   |               | 9a(4)                          |                         |
| Benefit charges (1) Claims paid   | 9   | b(1)          |                                |                         |
| (2) Increase (decrease) in claim reserves   | 9   | b(2)          |                                |                         |
| (3) Incurred claims (add (1) and (2))   |   |               | 9b(3)                          |                         |
| (4) Claims charged  |   |               |                                |                         |
| Remainder of premium: (1) Retention charges (on   |   |               |                                |                         |
| (A) Commissions   | , <u> </u>  | (1)(A)        |                                |                         |
| (B) Administrative service or other fees  |   | (1)(B)        |                                |                         |

9c(2)

9d(1)

9d(2) 9d(3)

9e

10a

10b

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retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

**10** Nonexperience-rated contracts:

a Health (other than dental or vision)

Experience-rated contracts:

Benefit and contract type (check all applicable boxes)

Part III

a Premiums: (1) Amount received..... (2) Increase (decrease) in amount due but unpaid.....

(C) Other specific acquisition costs..... (D) Other expenses.....

(E) Taxes..... (F) Charges for risks or other contingencies .....

(H) Total retention .....

(2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ......

(2) Claim reserves

(3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) .....

Total premiums or subscription charges paid to carrier ......

If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or

d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement......

| Part IV   | Provision of Information  |     |      |  |
|-----------|---|-----|------|--|
| 11 Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

9c(1)(C)

9c(1)(D) 9c(1)(E)

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

### **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

OMB No. 1210-0110

| ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).  |                  |                                       |                                      | m is Open to Public<br>Inspection |                       |                  |                       |
|---|------------------|---------------------------------------|--------------------------------------|-----------------------------------|-----------------------|------------------|-----------------------|
| For calendar plan year 20°  | 11 or fiscal pla | n year beginning 01/01/201            | 1                                    | and en                            | ding 12               | /31/2011         | •                     |
| A Name of plan ALCATEL LUCENT RETI  | REE WELFAR       | E BENEFITS PLAN                       |                                      |                                   | e-digit<br>number (Pl | N) •             | 504                   |
|   |                  |                                       |                                      |                                   |                       |                  |                       |
| C Plan sponsor's name a<br>ALCATEL LUCENT USA   |                  | <b>D</b> Emplo 22-340                 |                                      | ation Number (                    | EIN)                  |                  |                       |
| Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |                  |                                       |                                      |                                   |                       |                  |                       |
| 1 Coverage Information:   |                  |                                       |                                      |                                   |                       |                  |                       |
| (a) Name of insurance ca  |                  |                                       |                                      |                                   |                       |                  |                       |
|   |                  |                                       | (e) Approximate n                    | umbor of                          |                       | Policy or co     | ontract year          |
| (b) EIN   | (c) NAIC code    | (d) Contract or identification number | persons covered a policy or contract | at end of                         | (f)                   | From             | (g) To                |
| 94-1340523  | 00000            | 122636                                |                                      | 34                                | 01/01/20              | 11               | 12/31/2011            |
| 2 Insurance fee and common descending order of the  |                  | ation. Enter the total fees and t     | total commissions paid. L            | ist in item 3                     | the agents            | , brokers, and c | other persons in      |
|   |                  | missions paid                         |                                      | <b>(b)</b> To                     | tal amount            | of fees paid     |                       |
| (47 1 0 10 11 1   |                  | 0                                     |                                      | (4) 13                            |                       |                  | 0                     |
| 3 Persons receiving com   | missions and f   | ees. (Complete as many entrie         | es as needed to report all           | nercone)                          |                       |                  |                       |
| J Tersons receiving com   |                  | and address of the agent, broke       |                                      |                                   | ions or fees          | were naid        |                       |
|   | <b>,</b> ,,      | •                                     |                                      |                                   |                       |                  |                       |
| (b) Amount of sales ar  |                  |                                       | ees and other commissio              |                                   |                       |                  |                       |
| commissions pai   | d                | (c) Amount                            |                                      | (d) Purpose                       | 9                     |                  | (e) Organization code |
|   |                  |                                       |                                      |                                   |                       |                  |                       |
|   | (a) Name         | and address of the agent, broke       | er, or other person to who           | m commiss                         | ions or fees          | were paid        | l                     |
| (4)   |                  |                                       |                                      |                                   |                       |                  |                       |
| (b) Amount of sales ar  | nd hase          | F                                     | ees and other commissio              | ns paid                           |                       |                  |                       |
| commissions pai   |                  | (c) Amount                            |                                      | (d) Purpose                       | e                     |                  | (e) Organization code |
|   |                  |                                       |                                      |                                   |                       |                  |                       |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |  |  |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|--|--|--|
| (a) Na  | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |  |  |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1000 word paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (L) A   |                                      | Fees and other commission   | ns paid                       | (-) One of entire     |  |  |  |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |  |  |  |
| •   | , ,                                  |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (-) NI-                                       |                                      |                             |                               |                       |  |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   | <u> </u>                             |                             |                               |                       |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   | T                                    |                             |                               | 1                     |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |

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| Pa | rt II | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | idual contra  | cts with each carrier ma | ay be treated | d as a unit for purposes of |
|----|-------|--|---------------|--------------------------|---------------|-----------------------------|
| 4  | Curre | nt value of plan's interest under this contract in the general account at year   | end           |                          | 4             |                             |
| _  |       | nt value of plan's interest under this contract in separate accounts at year e   |               |                          | 5             |                             |
| 6  | Contr | acts With Allocated Funds:   |               |                          |               |                             |
|    | а     | State the basis of premium rates   |               |                          |               |                             |
|    |       | Premiums paid to carrier   |               |                          | 6b            |                             |
|    |       | Premiums due but unpaid at the end of the year   |               |                          | 6c            |                             |
|    |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                          | 6d            |                             |
|    |       | Specify nature of costs •  |               |                          |               |                             |
|    | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity     |                          |               |                             |
|    |       | (3) other (specify)  |               |                          |               |                             |
|    | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here                |               |                             |
| 7  | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s | eparate accounts)        |               |                             |
|    | а     |  |               | ion guarantee            |               |                             |
|    |       | (3) guaranteed investment (4) other  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | b     | Balance at the end of the previous year  |               |                          | 7b            |                             |
|    | С     | Additions: (1) Contributions deposited during the year   |               |                          |               |                             |
|    |       | (2) Dividends and credits  | 7c(2)         |                          |               |                             |
|    |       | (3) Interest credited during the year  | 7c(3)         |                          |               |                             |
|    |       | (4) Transferred from separate account  | 7c(4)         |                          |               |                             |
|    |       | (5) Other (specify below)  | . 7c(5)       |                          |               |                             |
|    | ı     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    |       | (6)Total additions   |               |                          | 7c(6)         |                             |
|    | _     | of balance and additions (add <b>b</b> and <b>c(6)</b> ).  |               |                          | 7d            |                             |
|    |       | Deductions:  | Γ             |                          |               |                             |
|    |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                          |               |                             |
|    | ,     | 2) Administration charge made by carrier   | . 7e(2)       |                          |               |                             |
|    |       | 3) Transferred to separate account   | 7e(3)         |                          |               |                             |
|    | ,     | 4) Other (specify below)   | - (4)         |                          |               |                             |
|    | ì     | •  | ` '           |                          |               |                             |
|    | ·     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | (     | 5) Total deductions  |               |                          | 7e(5)         |                             |
|    | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                          | <b>7</b> f    |                             |

| Schedule A (Form 5500) 2011  |   | Page <b>4</b>      |                         |                            |
|--|---|--------------------|-------------------------|----------------------------|
| Welfare Benefit Contract Informa If more than one contract covers the same g information may be combined for reporting p the entire group of such individual contracts | group of employees of the sar<br>ourposes if such contracts are | e experience-rated | as a unit. Where contra |                            |
| and contract type (check all applicable boxes  | )   |                    |                         |                            |
| ealth (other than dental or vision)  | <b>b</b> Dental   | <b>C</b> Vision    |                         | <b>d</b> Life insurance    |
| emporary disability (accident and sickness)  | <b>f</b> Long-term disability                                   | <b>g</b> Supple    | emental unemployment    | <b>h</b> Prescription drug |
| top loss (large deductible)  | j HMO contract  | <b>k</b> PPO o     | ontract                 | I Indemnity contract       |
| Other (specify)  | _   | _                  |                         |                            |
| · · · · · · · · · · · · · · · · · · ·  |   |                    |                         |                            |
| nce-rated contracts:   | _   |                    |                         |                            |
| niums: (1) Amount received   | <u> </u>  | 9a(1)              |                         |                            |
| Increase (decrease) in amount due but unpai  | id  | 9a(2)              |                         |                            |
| Increase (decrease) in unearned premium re   | serve   | 9a(3)              |                         |                            |
| Earned ((1) + (2) - (3))   | <u></u>   |                    | 9a(4)                   |                            |
| nefit charges (1) Claims paid  |   | 9b(1)              |                         |                            |
| Increase (decrease) in claim reserves  |   | 9b(2)              |                         |                            |
| Incurred claims (add (1) and (2))  |   |                    | 9b(3)                   |                            |
| Claims charged   |   |                    |                         |                            |
| mainder of premium: (1) Retention charges (  | on an accrual basis)  |                    |                         |                            |
| (A) Commissions  |   | C(1)(A)            |                         |                            |
| (B) Administrative service or other fees   | ç   | c(1)(B)            |                         |                            |

Benefit and contract type (check all applicable boxes) a Health (other than dental or vision) **b** Dental Temporary disability (accident and sickness) Long-term disabilit i HMO contract Stop loss (large deductible) Other (specify) Experience-rated contracts: a Premiums: (1) Amount received..... (2) Increase (decrease) in amount due but unpaid..... (3) Increase (decrease) in unearned premium reserve...... (4) Earned ((1) + (2) - (3)) ..... Benefit charges (1) Claims paid ..... (2) Increase (decrease) in claim reserves..... (3) Incurred claims (add (1) and (2)) ...... (4) Claims charged..... Remainder of premium: (1) Retention charges (on an accrual basis) --(A) Commissions ..... (B) Administrative service or other fees ..... 9c(1)(C) (C) Other specific acquisition costs..... (D) Other expenses..... 9c(1)(D) 9c(1)(E) (E) Taxes..... (F) Charges for risks or other contingencies ..... 9c(1)(F) (H) Total retention ..... 9c(1)(H) (2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ...... 9c(2) d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement...... 9d(1) (2) Claim reserves 9d(2) 9d(3) (3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) ..... 9e **10** Nonexperience-rated contracts: 10a Total premiums or subscription charges paid to carrier ...... 4665039 If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or 10b retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

| Part IV   | Provision of Information  |     |      |  |
|-----------|---|-----|------|--|
| 11 Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

Part III

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

Insurance companies are required to provide the information

OMB No. 1210-0110

| pursuant to ERISA section 103(a)(2).  Inspection |   |  |   |                                | rm is Open to Public<br>Inspection                      |                               |
|--|---|--|---|--------------------------------|---|-------------------------------|
| For calendar plan year 20                        | 11 or fiscal pla  | n year beginning 01/01/2011                            |   | and end                        | ling 12/31/2011   |                               |
| A Name of plan ALCATEL LUCENT RETI               | A Name of plan ALCATEL LUCENT RETIREE WELFARE BENEFITS PLAN |  |   | B Three plan r                 | -digit<br>number (PN)                                   | 504                           |
|  |   |  |   |                                |   |                               |
| C Plan sponsor's name a ALCATEL LUCENT USA       |   | e 2a of Form 5500                                      |   | <b>D</b> Employ 22-3408        | ver Identification Number<br>3857                       | (EIN)                         |
| Part I Information on a separate                 | on Concerr<br>te Schedule A.                                | ning Insurance Contract Individual contracts grouped a | t Coverage, Fees, as a unit in Parts II and III | nd Comn<br>can be repor        | <b>nissions</b> Provide informated on a single Schedule | mation for each contract e A. |
| 1 Coverage Information:                          |   |  |   |                                |   |                               |
| (a) Name of insurance ca                         | rrier   |  |   |                                |   |                               |
| AETNA LIFE INSURANC                              | E CO.   |  |   |                                |   |                               |
|  | (c) NAIC  | (d) Contract or  | (e) Approximate nu                              | ımber of                       | Policy or o   | ontract year                  |
| (b) EIN  | code  | identification number                                  | persons covered a policy or contract            |                                | (f) From  | <b>(g)</b> To                 |
| 06-6033492                                       | 60054   | 700140-RET   | 3672  | 27                             | 01/01/2011  | 12/31/2011                    |
| 2 Insurance fee and com descending order of the  |   | ation. Enter the total fees and to                     | otal commissions paid. Li                       | st in item 3 t                 | the agents, brokers, and                                | other persons in              |
| <b>(a)</b> Total a                               | amount of com   | •  |   | <b>(b)</b> Tot                 | al amount of fees paid                                  |                               |
|  |   | 0  |   |                                |   | 0                             |
| 3 Persons receiving com                          | missions and f  | ees. (Complete as many entrie                          | es as needed to report all                      | persons).                      |   |                               |
|  | (a) Name a  | and address of the agent, broke                        | er, or other person to whor                     | n commission                   | ons or fees were paid                                   |                               |
|  |   |  |   |                                |   |                               |
|  |   |  | ees and other commission                        | os paid                        |   |                               |
| (b) Amount of sales ar commissions pa            |   | (c) Amount   |   | is paid<br>( <b>d)</b> Purpose |   | (e) Organization code         |
|  |   | (-)  |   | (-)                            |   | (0, 0.9                       |
|  |   |  |   |                                |   |                               |
|  | (a) Name a  | and address of the agent, broke                        | er, or other person to whor                     | n commissio                    | ons or fees were paid                                   |                               |
|  | . ,   | ,  | ,   |                                | •   |                               |
|  |   |  |   |                                |   |                               |
|  |   |  |   |                                |   |                               |
| (b) Amount of sales ar                           | nd base   | F  | ees and other commission                        | ns paid                        |   |                               |
| commissions pa                                   | id  | (c) Amount   | (   | (d) Purpose                    |   | (e) Organization code         |
|  |   |  |   |                                |   |                               |
|  |   |  |   |                                |   |                               |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |  |  |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|--|--|--|
| (a) Na  | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |  |  |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1000 word paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (L) A   |                                      | Fees and other commission   | ns paid                       | (-) One of the first  |  |  |  |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |  |  |  |
| •   | , ,                                  |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (-) NI-                                       |                                      |                             |                               |                       |  |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   | <u> </u>                             |                             |                               |                       |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   | T                                    |                             |                               | 1                     |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |

| _    | •   |
|------|-----|
| Pane | ٠.' |
| uqu  |     |

| Pa | rt II | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | idual contra  | cts with each carrier ma | ay be treated | d as a unit for purposes of |
|----|-------|--|---------------|--------------------------|---------------|-----------------------------|
| 4  | Curre | nt value of plan's interest under this contract in the general account at year   | end           |                          | 4             |                             |
| _  |       | nt value of plan's interest under this contract in separate accounts at year e   |               |                          | 5             |                             |
| 6  | Contr | acts With Allocated Funds:   |               |                          |               |                             |
|    | а     | State the basis of premium rates   |               |                          |               |                             |
|    |       | Premiums paid to carrier   |               |                          | 6b            |                             |
|    |       | Premiums due but unpaid at the end of the year   |               |                          | 6c            |                             |
|    |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                          | 6d            |                             |
|    |       | Specify nature of costs •  |               |                          |               |                             |
|    | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity     |                          |               |                             |
|    |       | (3) other (specify)  |               |                          |               |                             |
|    | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here                |               |                             |
| 7  | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s | eparate accounts)        |               |                             |
|    | а     |  |               | ion guarantee            |               |                             |
|    |       | (3) guaranteed investment (4) other  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | b     | Balance at the end of the previous year  |               |                          | 7b            |                             |
|    | С     | Additions: (1) Contributions deposited during the year   |               |                          |               |                             |
|    |       | (2) Dividends and credits  | 7c(2)         |                          |               |                             |
|    |       | (3) Interest credited during the year  | 7c(3)         |                          |               |                             |
|    |       | (4) Transferred from separate account  | 7c(4)         |                          |               |                             |
|    |       | (5) Other (specify below)  | . 7c(5)       |                          |               |                             |
|    | ı     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    |       | (6)Total additions   |               |                          | 7c(6)         |                             |
|    | _     | of balance and additions (add <b>b</b> and <b>c(6)</b> ).  |               |                          | 7d            |                             |
|    |       | Deductions:  |               |                          |               |                             |
|    |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                          |               |                             |
|    | ,     | 2) Administration charge made by carrier   | . 7e(2)       |                          |               |                             |
|    |       | 3) Transferred to separate account   | 7e(3)         |                          |               |                             |
|    | ,     | 4) Other (specify below)   | - (4)         |                          |               |                             |
|    | ì     | •  | ` '           |                          |               |                             |
|    | ·     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | (     | 5) Total deductions  |               |                          | 7e(5)         |                             |
|    | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                          | <b>7</b> f    |                             |

| Schedule A (Form 5500) 2011  |   | Pa          | ge <b>4</b>            |              |                         |
|--|---|-------------|------------------------|--------------|-------------------------|
| Welfare Benefit Contract Informat If more than one contract covers the same gr information may be combined for reporting pu the entire group of such individual contracts of | roup of employees of the sar<br>urposes if such contracts are | e experienc | e-rated as a unit. Whe | ere contract |                         |
| efit and contract type (check all applicable boxes)  |   |             |                        |              |                         |
| Health (other than dental or vision)   | <b>b</b> X Dental   | С           | Vision                 |              | <b>d</b> Life insurance |
| Temporary disability (accident and sickness)   | f Long-term disability  | g           | Supplemental unemp     | oloyment     | h Prescription drug     |
| Stop loss (large deductible)   | j HMO contract  | k           | PPO contract           |              | I Indemnity contract    |
| Other (specify)  |   |             |                        |              |                         |
|  |   |             |                        |              |                         |
| erience-rated contracts:   |   |             |                        |              |                         |
| Premiums: (1) Amount received  |   | 9a(1)       |                        |              |                         |
| (2) Increase (decrease) in amount due but unpaid   | t   | 9a(2)       |                        |              |                         |
| (3) Increase (decrease) in unearned premium res  | serve   | 9a(3)       |                        |              |                         |
| (4) Earned ((1) + (2) - (3))   |   |             |                        | 9a(4)        |                         |
| Benefit charges (1) Claims paid  |   | 9b(1)       |                        |              |                         |
| (2) Increase (decrease) in claim reserves  |   | 9b(2)       |                        |              |                         |
| (3) Incurred claims (add (1) and (2))  |   |             |                        | 9b(3)        |                         |
| (4) Claims charged   |   |             |                        | 9b(4)        |                         |
| Remainder of premium: (1) Retention charges (o   | n an accrual basis)   |             |                        |              |                         |
| (A) Commissions  |   | 9c(1)(A)    |                        |              |                         |
| (B) Administrative service or other fees   |   | 9c(1)(B)    |                        |              |                         |
| (C) Other specific acquisition costs   |   | 9c(1)(C)    |                        |              |                         |

9c(2)

9d(1)

9d(2) 9d(3)

9e

10a

10b

13630668

retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

**10** Nonexperience-rated contracts:

a Health (other than dental or vision)

Experience-rated contracts:

Benefit and contract type (check all applicable boxes)

Part III

a Premiums: (1) Amount received..... (2) Increase (decrease) in amount due but unpaid.....

(D) Other expenses.....

(E) Taxes..... (F) Charges for risks or other contingencies .....

(H) Total retention .....

(2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ......

(2) Claim reserves

(3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) .....

Total premiums or subscription charges paid to carrier ......

If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or

d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement......

| Part IV   | Provision of Information  |     |      |  |
|-----------|---|-----|------|--|
| 11 Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

9c(1)(D) 9c(1)(E)

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

#### **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

▶ Insurance companies are required to provide the information

OMB No. 1210-0110

| nurought to EDICA agotion 102(a)(2)                                |   |                                       | Inspection                           |                |                      |                       |                       |
|--|---|---------------------------------------|--------------------------------------|----------------|----------------------|-----------------------|-----------------------|
| For calendar plan year 20°   | 11 or fiscal pla  | n year beginning 01/01/2011           |                                      | and en         | ding 12              | 2/31/2011             | •                     |
| A Name of plan ALCATEL LUCENT RETI                                 | REE WELFAR  | RE BENEFITS PLAN                      |                                      | B Three plan   | e-digit<br>number (P | N) •                  | 504                   |
|  |   |                                       |                                      |                |                      |                       |                       |
|  |   |                                       |                                      | <b>D</b> Emplo | -                    | cation Number (I      | EIN)                  |
| on a separat   | Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |                                       |                                      |                |                      |                       |                       |
| 1 Coverage Information:  |   |                                       |                                      |                |                      |                       |                       |
| (a) Name of insurance ca   |   | HIELD                                 |                                      |                |                      |                       |                       |
|  | <u> </u>  | 1                                     | (e) Approximate nu                   | ımbor of       |                      | Policy or co          | ntract year           |
| <b>(b)</b> EIN   | (c) NAIC code   | (d) Contract or identification number | persons covered a policy or contract | t end of       | <b>(</b> f)          | ) From                | (g) To                |
| 36-1236610   | 70670   | H73523 & B73523                       | 28                                   | 32             | 01/01/20             | 011                   | 12/31/2011            |
| 2 Insurance fee and communication descending order of the          |   | ation. Enter the total fees and to    | tal commissions paid. L              | ist in item 3  | the agents           | s, brokers, and o     | ther persons in       |
| (a) Total amount of commissions paid (b) Total amount of fees paid |   |                                       |                                      |                |                      |                       |                       |
|  | 0   |                                       |                                      |                |                      |                       |                       |
| 3 Persons receiving com  | missions and f  | ees. (Complete as many entries        | s as needed to report all            | persons).      |                      |                       |                       |
|  | (a) Name a  | and address of the agent, broker      | , or other person to who             | m commissi     | ons or fee           | s were paid           |                       |
|  |   |                                       |                                      |                |                      |                       |                       |
| (b) Amount of sales ar   | nd base   | Fe                                    | es and other commission              | ns paid        |                      |                       |                       |
| commissions pai  |   | (c) Amount                            | (d) Purpose                          |                |                      | (e) Organization code |                       |
|  |   |                                       |                                      |                |                      |                       |                       |
|  | (a) Name a  | and address of the agent, broker      | or other person to who               | m commissi     | ons or fee           | s were paid           |                       |
|  | (0)   |                                       | ,                                    |                |                      |                       |                       |
| (b) Amount of sales ar   | nd base   | Fe                                    | es and other commission              | ns paid        |                      |                       |                       |
| commissions pai  |   | (c) Amount                            |                                      | (d) Purpose    | )                    |                       | (e) Organization code |
|  |   |                                       |                                      |                |                      |                       |                       |

| Schedule A (Form 5500)                        | 2011                                 | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |  |  |
|---|--------------------------------------|-----------------------------|-------------------------------|-----------------------|--|--|--|
| (a) Na  | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |  |  |
| (4) 110                                       | and and address of the agent, sience | n, or ourer percent to whem | commissions of 1000 word paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (L) A   |                                      | Fees and other commission   | ns paid                       | (-) One of the first  |  |  |  |
| (b) Amount of sales and base commissions paid | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |  |  |  |
| •   | , ,                                  |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (-) NI-                                       |                                      |                             |                               |                       |  |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   | <u> </u>                             |                             |                               |                       |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   | T                                    |                             |                               | 1                     |  |  |  |
| (b) Amount of sales and base                  |                                      | Fees and other commission   |                               | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |
|   |                                      |                             |                               |                       |  |  |  |

| _    | •   |
|------|-----|
| Pane | ٠.' |
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| Part II |       | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | idual contra  | cts with each carrier ma | ay be treated | d as a unit for purposes of |
|---------|-------|--|---------------|--------------------------|---------------|-----------------------------|
| 4       | Curre | nt value of plan's interest under this contract in the general account at year   | end           |                          | 4             |                             |
| _       |       | nt value of plan's interest under this contract in separate accounts at year e   |               |                          | 5             |                             |
| 6       | Contr | acts With Allocated Funds:   |               |                          |               |                             |
|         | а     | State the basis of premium rates   |               |                          |               |                             |
|         |       | Premiums paid to carrier   |               |                          | 6b            |                             |
|         |       | Premiums due but unpaid at the end of the year   |               |                          | 6c            |                             |
|         |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                          | 6d            |                             |
|         |       | Specify nature of costs •  |               |                          |               |                             |
|         | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity     |                          |               |                             |
|         |       | (3) other (specify)  |               |                          |               |                             |
|         | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here                |               |                             |
| 7       | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s | eparate accounts)        |               |                             |
|         | а     |  |               | ion guarantee            |               |                             |
|         |       | (3) guaranteed investment (4) other  |               |                          |               |                             |
|         |       |  |               |                          |               |                             |
|         | b     | Balance at the end of the previous year  |               |                          | 7b            |                             |
|         | С     | Additions: (1) Contributions deposited during the year   |               |                          |               |                             |
|         |       | (2) Dividends and credits  | 7c(2)         |                          |               |                             |
|         |       | (3) Interest credited during the year  | 7c(3)         |                          |               |                             |
|         |       | (4) Transferred from separate account  | 7c(4)         |                          |               |                             |
|         |       | (5) Other (specify below)  | . 7c(5)       |                          |               |                             |
|         | ı     |  |               |                          |               |                             |
|         |       |  |               |                          |               |                             |
|         |       | (6)Total additions   |               |                          | 7c(6)         |                             |
|         | _     | of balance and additions (add <b>b</b> and <b>c(6)</b> ).  |               |                          | 7d            |                             |
|         |       | Deductions:  |               |                          |               |                             |
|         |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                          |               |                             |
|         | ,     | 2) Administration charge made by carrier   | . 7e(2)       |                          |               |                             |
|         |       | 3) Transferred to separate account   | 7e(3)         |                          |               |                             |
|         | ,     | 4) Other (specify below)   | - (4)         |                          |               |                             |
|         | ì     | •  | ` '           |                          |               |                             |
|         | ·     |  |               |                          |               |                             |
|         |       |  |               |                          |               |                             |
|         | (     | 5) Total deductions  |               |                          | 7e(5)         |                             |
|         | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                          | <b>7</b> f    |                             |

| Pa                  | nge <b>4</b>   |   |
|---------------------|--|---|
| re experien         | ver(s) or members of the same electrice-rated as a unit. Where contrainit for purposes of this report. |   |
| c [<br>/ g [<br>k [ | Vision Supplemental unemployment PPO contract  | d ☐ Life insurance h ☐ Prescription drug l ☐ Indemnity contract |
| 0.74                |  |   |
| 9a(1)<br>9a(2)      |  |   |
| 9a(3)               |  |   |
|                     | 9a(4)  |   |
| 9b(1)               |  |   |
| 9b(2)               | 01- (0)  |   |
|                     | 9b(3)  |   |
|                     | 90(4)  |   |
| 9c(1)(A)            |  |   |
|                     | 1  |   |

|    | If more than one contract covers the same gr<br>information may be combined for reporting pu<br>the entire group of such individual contracts v | irposes if such contracts ar | re experienc      | e-rated as a unit. Wh | ere contracts |                           |         |
|----|---|------------------------------|-------------------|-----------------------|---------------|---------------------------|---------|
| 8  | Benefit and contract type (check all applicable boxes)  |                              |                   |                       |               |                           |         |
|    | a Health (other than dental or vision)  | <b>b</b> Dental              | С                 | Vision                | (             | <b>d</b> Life insurance   |         |
|    | e Temporary disability (accident and sickness)  | f Long-term disability       | g                 | Supplemental unem     | ployment      | <b>h</b> Prescription dru | g       |
|    | i Stop loss (large deductible)  | j HMO contract               | k□                | PPO contract          |               | I Indemnity contra        | act     |
|    | m ☐ Other (specify) ▶   | , <u> </u>                   |                   |                       |               | <u> </u>                  |         |
| 9  | Experience-rated contracts:   |                              |                   |                       |               |                           |         |
|    | a Premiums: (1) Amount received   |                              | 9a(1)             |                       |               | -                         |         |
|    | (2) Increase (decrease) in amount due but unpaid  |                              | 9a(2)             |                       |               |                           |         |
|    | (3) Increase (decrease) in unearned premium res   |                              | 9a(3)             |                       |               |                           |         |
|    | (4) Earned ((1) + (2) - (3))  | <del>-</del>                 |                   |                       | 9a(4)         |                           |         |
|    | <b>b</b> Benefit charges (1) Claims paid  |                              | 9b(1)             |                       |               |                           |         |
|    | (2) Increase (decrease) in claim reserves   |                              | 9b(2)             |                       |               |                           |         |
|    | (3) Incurred claims (add (1) and (2))   |                              |                   |                       | 9b(3)         |                           |         |
|    | (4) Claims charged  |                              |                   |                       | 9b(4)         |                           |         |
|    | c Remainder of premium: (1) Retention charges (o  | n an accrual basis)          |                   |                       |               |                           |         |
|    | (A) Commissions   | <u> </u>                     | 9c(1)(A)          |                       |               |                           |         |
|    | (B) Administrative service or other fees  |                              | 9c(1)(B)          |                       |               |                           |         |
|    | (C) Other specific acquisition costs  |                              | 9c(1)(C)          |                       |               |                           |         |
|    | (D) Other expenses  |                              | 9c(1)(D)          |                       |               | _                         |         |
|    | (E) Taxes   |                              | 9c(1)(E)          |                       |               |                           |         |
|    | (F) Charges for risks or other contingencies  |                              | 9c(1)(F)          |                       |               |                           |         |
|    | (G) Other retention charges   |                              | 9c(1)(G)          |                       |               |                           |         |
|    | (H) Total retention   | _                            |                   |                       | 9c(1)(H)      |                           |         |
|    | (2) Dividends or retroactive rate refunds. (These   | amounts were paid in o       | cash, or          | redited.)             | 9c(2)         |                           |         |
|    | <b>d</b> Status of policyholder reserves at end of year: (1)  | ) Amount held to provide be  | enefits after     | retirement            | 9d(1)         |                           |         |
|    | (2) Claim reserves  |                              |                   |                       | 9d(2)         |                           |         |
|    | (3) Other reserves  |                              |                   |                       | 9d(3)         |                           |         |
|    | e Dividends or retroactive rate refunds due. (Do no   | ot include amount entered i  | in <b>c(2)</b> .) |                       | 9e            |                           |         |
| 10 | Nonexperience-rated contracts:  |                              |                   |                       |               |                           |         |
|    | a Total premiums or subscription charges paid to c  |                              |                   |                       | 10a           |                           | 2723017 |
|    | <b>b</b> If the carrier, service, or other organization incurr retention of the contract or policy, other than repo                             |                              |                   |                       | 10b           |                           |         |
|    | Specify nature of costs   |                              | .,                |                       |               | 1                         |         |

| Part IV    | Provision of Information  |     |      |  |
|------------|---|-----|------|--|
| 11 Did the | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

Schedule A (Form 5500) 2011

Part III

**Welfare Benefit Contract Information** 

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

### **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

OMB No. 1210-0110

| Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2). |  |  |                             |                       | m is Open to Public<br>Inspection |                  |                       |
|--|--|--|-----------------------------|-----------------------|-----------------------------------|------------------|-----------------------|
| For calendar plan year 20°   | For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 |  |                             |                       |                                   |                  | •                     |
| A Name of plan ALCATEL LUCENT RETI   | REE WELFAR   | E BENEFITS PLAN  |                             |                       | e-digit<br>number (Pl             | N) <b>•</b>      | 504                   |
|  |  |  |                             |                       |                                   |                  |                       |
| C Plan sponsor's name a<br>ALCATEL LUCENT USA  |  | e 2a of Form 5500  |                             | <b>D</b> Emplo 22-340 |                                   | ation Number (   | EIN)                  |
|  |  | ning Insurance Contrac<br>Individual contracts grouped a |                             |                       |                                   |                  |                       |
| 1 Coverage Information:  |  |  |                             |                       |                                   |                  |                       |
| (a) Name of insurance ca   |  |  |                             |                       |                                   |                  |                       |
|  |  |  | (e) Approximate n           | ımher of              |                                   | Policy or co     | ontract year          |
| <b>(b)</b> EIN   | (c) NAIC code  | (d) Contract or identification number                    | persons covered a           | t end of              | (f)                               | From             | <b>(g)</b> To         |
| 23-2399845   | 95199  | 509964   | 4-                          | 41                    | 01/01/20                          | 11               | 12/31/2011            |
| 2 Insurance fee and coming descending order of the   |  | ation. Enter the total fees and t                        | otal commissions paid. L    | ist in item 3         | the agents                        | , brokers, and c | other persons in      |
|  |  | missions paid  |                             | <b>(b)</b> To         | tal amount                        | of fees paid     |                       |
|  |  | 0  |                             |                       |                                   |                  | 0                     |
| 3 Persons receiving com  | missions and f   | ees. (Complete as many entrie                            | es as needed to report all  | persons).             |                                   |                  |                       |
|  | (a) Name a   | and address of the agent, broke                          | er, or other person to who  | m commiss             | ions or fees                      | were paid        |                       |
|  |  |  |                             |                       |                                   |                  |                       |
| (b) Amount of sales ar   | nd base  | F  | ees and other commissio     | ns paid               |                                   |                  |                       |
| commissions pai  |  | (c) Amount   | (d) Purpose                 |                       |                                   |                  | (e) Organization code |
|  |  |  |                             |                       |                                   |                  |                       |
|  | (a) Name :   | and address of the agent, broke                          | er or other person to who   | m commiss             | ions or fees                      | were paid        |                       |
|  | (4)  | and address or the agent, prom                           | м, от оштот ротости то тите |                       |                                   |                  |                       |
|  |  |  |                             |                       |                                   |                  |                       |
| (b) Amount of sales and base Fees and other commissions paid                                     |  |  |                             | ns paid               |                                   |                  |                       |
| commissions pai  |  | (c) Amount   |                             | (d) Purpose           | 9                                 |                  | (e) Organization code |
|  |  |  |                             |                       |                                   |                  |                       |

| Schedule A (Form 5500)                        | 2011   | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |  |  |  |  |
|---|--|-----------------------------|-------------------------------|-----------------------|--|--|--|--|--|
| (a) Na  | (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid |                             |                               |                       |  |  |  |  |  |
| (4) 110                                       |  |                             |                               |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
| (L) A   |  | Fees and other commission   | ns paid                       | (-) One of the first  |  |  |  |  |  |
| (b) Amount of sales and base commissions paid | (c) Amount   |                             | (d) Purpose                   | (e) Organization code |  |  |  |  |  |
| •   | , ,  |                             |                               |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
| (b) Amount of sales and base                  |  | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |  |  |
| commissions paid                              | (c) Amount   |                             | (d) Purpose                   | code                  |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
| (-) NI-                                       |  |                             |                               |                       |  |  |  |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
|   | <u> </u>   |                             |                               |                       |  |  |  |  |  |
| (b) Amount of sales and base                  |  | Fees and other commission   |                               | (e) Organization      |  |  |  |  |  |
| commissions paid                              | (c) Amount   |                             | (d) Purpose                   | code                  |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
| (b) Amount of sales and base                  |  | Fees and other commission   | ns paid                       | (e) Organization      |  |  |  |  |  |
| commissions paid                              | (c) Amount   |                             | (d) Purpose                   | code                  |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
|   | T  |                             |                               | 1                     |  |  |  |  |  |
| (b) Amount of sales and base                  |  | Fees and other commission   |                               | (e) Organization      |  |  |  |  |  |
| commissions paid                              | (c) Amount   |                             | (d) Purpose                   | code                  |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |
|   |  |                             |                               |                       |  |  |  |  |  |

| _    | •   |
|------|-----|
| Pane | ٠.' |
| uqu  |     |

| Part II |       | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | idual contra  | cts with each carrier ma | ay be treated | d as a unit for purposes of |
|---------|-------|--|---------------|--------------------------|---------------|-----------------------------|
| 4       | Curre | nt value of plan's interest under this contract in the general account at year   | end           |                          | 4             |                             |
| _       |       | nt value of plan's interest under this contract in separate accounts at year e   |               |                          | 5             |                             |
| 6       | Contr | acts With Allocated Funds:   |               |                          |               |                             |
|         | а     | State the basis of premium rates   |               |                          |               |                             |
|         |       | Premiums paid to carrier   |               |                          | 6b            |                             |
|         |       | Premiums due but unpaid at the end of the year   |               |                          | 6c            |                             |
|         |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                          | 6d            |                             |
|         |       | Specify nature of costs •  |               |                          |               |                             |
|         | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity     |                          |               |                             |
|         |       | (3) other (specify)  |               |                          |               |                             |
|         | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here                |               |                             |
| 7       | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s | eparate accounts)        |               |                             |
|         | а     |  |               | ion guarantee            |               |                             |
|         |       | (3) guaranteed investment (4) other  |               |                          |               |                             |
|         |       |  |               |                          |               |                             |
|         | b     | Balance at the end of the previous year  |               |                          | 7b            |                             |
|         | С     | Additions: (1) Contributions deposited during the year   |               |                          |               |                             |
|         |       | (2) Dividends and credits  | 7c(2)         |                          |               |                             |
|         |       | (3) Interest credited during the year  | 7c(3)         |                          |               |                             |
|         |       | (4) Transferred from separate account  | 7c(4)         |                          |               |                             |
|         |       | (5) Other (specify below)  | . 7c(5)       |                          |               |                             |
|         | ı     |  |               |                          |               |                             |
|         |       |  |               |                          |               |                             |
|         |       | (6)Total additions   |               |                          | 7c(6)         |                             |
|         | _     | of balance and additions (add <b>b</b> and <b>c(6)</b> ).  |               |                          | 7d            |                             |
|         |       | Deductions:  |               |                          |               |                             |
|         |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                          |               |                             |
|         | ,     | 2) Administration charge made by carrier   | . 7e(2)       |                          |               |                             |
|         |       | 3) Transferred to separate account   | 7e(3)         |                          |               |                             |
|         | ,     | 4) Other (specify below)   | - (4)         |                          |               |                             |
|         | ì     | •  | ` '           |                          |               |                             |
|         | ·     |  |               |                          |               |                             |
|         |       |  |               |                          |               |                             |
|         | (     | 5) Total deductions  |               |                          | 7e(5)         |                             |
|         | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                          | <b>7</b> f    |                             |

| Page <b>4</b> |                                   |             |                   |   |
|---------------|-----------------------------------|-------------|-------------------|---|
|               | d as a unit. Whe                  | ere contrac |                   | e organizations(s), the ver individual employees,   |
| - =           | on<br>Diemental unemp<br>Contract | oloyment    | d [<br>h [<br>l [ | Life insurance Prescription drug Indemnity contract |
|               |                                   |             |                   |   |
| 9a(1)         |                                   |             |                   |   |
| 9a(2)         |                                   |             |                   |   |
| 9a(3)         |                                   |             |                   |   |
|               |                                   | 9a(4)       |                   |   |
| 9b(1)         |                                   |             |                   |   |
| 9b(2)         |                                   |             |                   |   |
|               |                                   | 9b(3)       |                   |   |
|               |                                   | 9b(4)       |                   |   |
| 9c(1)(A)      |                                   |             | -                 |   |
| 0-(4)(D)      |                                   |             |                   |   |

| Schedule A | (Form 5500) 2011 |
|------------|------------------|
|            |                  |

| P  | art I |   | -       |                        |                   | ( )                    |              |             |                  |
|----|-------|---|---------|------------------------|-------------------|------------------------|--------------|-------------|------------------|
|    |       | If more than one contract covers the same ginformation may be combined for reporting p the entire group of such individual contracts. | urpose  | es if such contracts a | are experienc     | ce-rated as a unit. Wh | nere contrac |             |                  |
| 8  | Ben   | efit and contract type (check all applicable boxes)   |         |                        |                   |                        |              |             |                  |
|    | а     | Health (other than dental or vision)  | b       | Dental                 | c                 | Vision                 |              | d 🗌 Li      | fe insurance     |
|    | е     | Temporary disability (accident and sickness)  | f       | Long-term disabilit    | у <b>д</b> [      | Supplemental unem      | ployment     | <b>h</b> Pr | rescription drug |
|    | i [   | Stop loss (large deductible)  | j       | HMO contract           | k [               | PPO contract           |              | I n         | demnity contract |
|    | m     | Other (specify)   |         |                        |                   |                        |              |             |                  |
| 9  | Exp   | erience-rated contracts:  |         |                        |                   |                        |              |             |                  |
|    |       | Premiums: (1) Amount received   |         |                        | 9a(1)             |                        |              |             |                  |
|    |       | (2) Increase (decrease) in amount due but unpaid  |         |                        | 9a(2)             |                        |              |             |                  |
|    |       | (3) Increase (decrease) in unearned premium res   |         | T T                    | 9a(3)             |                        |              |             |                  |
|    |       | (4) Earned ((1) + (2) - (3))  |         | -                      |                   |                        | . 9a(4)      |             |                  |
|    | b     | Benefit charges (1) Claims paid   |         |                        | 9b(1)             |                        |              |             |                  |
|    |       | (2) Increase (decrease) in claim reserves   |         |                        | 9b(2)             |                        |              |             |                  |
|    |       | (3) Incurred claims (add (1) and (2))   |         |                        |                   |                        | . 9b(3)      |             |                  |
|    |       | (4) Claims charged  |         |                        |                   |                        | . 9b(4)      |             |                  |
|    | С     | Remainder of premium: (1) Retention charges (c  | n an a  | accrual basis)         |                   |                        |              |             |                  |
|    |       | (A) Commissions   |         |                        | 9c(1)(A)          |                        |              |             |                  |
|    |       | (B) Administrative service or other fees  |         |                        | 9c(1)(B)          |                        |              |             |                  |
|    |       | (C) Other specific acquisition costs  |         |                        | 9c(1)(C)          |                        |              | _           |                  |
|    |       | (D) Other expenses  |         |                        | 9c(1)(D)          |                        |              | _           |                  |
|    |       | (E) Taxes   |         | <u> </u>               | 9c(1)(E)          |                        |              |             |                  |
|    |       | (F) Charges for risks or other contingencies.   |         |                        | 9c(1)(F)          |                        |              |             |                  |
|    |       | (G) Other retention charges   |         |                        | 9c(1)(G)          |                        | 1            |             |                  |
|    |       | (H) Total retention   |         | _                      | _                 |                        | . 9c(1)(H    | )           |                  |
|    |       | (2) Dividends or retroactive rate refunds. (These   | amo     | unts were paid in      | cash, or          | credited.)             | 9c(2)        |             |                  |
|    | d     | Status of policyholder reserves at end of year: (1  | ) Amo   | ount held to provide b | penefits after    | r retirement           | . 9d(1)      |             |                  |
|    |       | (2) Claim reserves  |         |                        |                   |                        | . 9d(2)      |             |                  |
|    |       | (3) Other reserves  |         |                        |                   |                        | . 9d(3)      |             |                  |
|    | е     | Dividends or retroactive rate refunds due. (Do n  | ot incl | ude amount entered     | in <b>c(2)</b> .) |                        | . 9e         |             |                  |
| 1( |       | onexperience-rated contracts:   |         |                        |                   |                        |              |             |                  |
|    | а     | Total premiums or subscription charges paid to o  |         |                        |                   |                        | . 10a        |             | 2187815          |
|    | b     | If the carrier, service, or other organization incur retention of the contract or policy, other than rep                              |         |                        |                   | •                      | . 10b        |             |                  |
|    | Sp    | pecify nature of costs  |         |                        |                   |                        |              |             |                  |
|    |       |   |         |                        |                   |                        |              |             |                  |
|    |       |   |         |                        |                   |                        |              |             |                  |

| Part IV   | Provision of Information  |     |      |  |
|-----------|---|-----|------|--|
| 11 Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

### **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

▶ Insurance companies are required to provide the information

OMB No. 1210-0110

| pursuant to ERISA section 103(a)(2). Inspection |                   |   |   |                                     |                         |
|---|-------------------|---|---|-------------------------------------|-------------------------|
| For calendar plan year 20                       | 11 or fiscal plan | year beginning 01/01/2011                                     | and er  | nding 12/31/2011                    |                         |
| A Name of plan ALCATEL LUCENT RETI              | REE WELFARE       | BENEFITS PLAN   |   | e-digit<br>number (PN)              | 504                     |
|   |                   |   |   |                                     |                         |
| C Plan sponsor's name a ALCATEL LUCENT USA      |                   | e 2a of Form 5500   | <b>D</b> Emplo 22-340                             | oyer Identification Number<br>08857 | (EIN)                   |
|   |                   | ing Insurance Contract C<br>Individual contracts grouped as a |   |                                     |                         |
| 1 Coverage Information:                         |                   |   |   |                                     |                         |
| (a) Name of insurance ca                        |                   | MPANY   |   |                                     |                         |
|   |                   | T   | (e) Approximate number of                         | Policy or o                         | contract year           |
| (b) EIN   | (c) NAIC code     | (d) Contract or identification number                         | persons covered at end of policy or contract year | (f) From                            | (g) To                  |
| 13-5581829                                      | 65978             | 950836,190374G  | 103331  | 01/01/2011                          | 12/31/2011              |
| 2 Insurance fee and com descending order of the |                   | tion. Enter the total fees and tota                           | commissions paid. List in item 3                  | 3 the agents, brokers, and          | other persons in        |
| (a) Total a                                     | amount of comm    |   | <b>(b)</b> To                                     | otal amount of fees paid            |                         |
|   |                   | 165000  |   |                                     | 70862                   |
| 3 Persons receiving com                         | missions and fe   | es. (Complete as many entries a                               | is needed to report all persons).                 |                                     |                         |
|   | (a) Name a        | nd address of the agent, broker, o                            |   | sions or fees were paid             |                         |
| AON CONSULTING INC                              |                   |   | X 905494<br>LOTTE, NC 28290-5494                  |                                     |                         |
| (b) Amount of sales ar                          | nd base           | Fees  | and other commissions paid                        |                                     |                         |
| commissions pa                                  |                   | (c) Amount  | (d) Purpos  |                                     | (e) Organization code   |
| 165000 70712                                    |                   |   | PPLEMENTAL COMPENSATION                           |                                     | 3                       |
|   | (a) Name a        | nd address of the agent, broker, o                            | or other person to whom commiss                   | sions or fees were paid             |                         |
| AON CONSULTING, INC                             |                   | РО ВО   | X 905494<br>LOTTE, NC 28290-5494                  | ·                                   |                         |
| (b) Amount of sales ar                          | nd hase           | Fees  | and other commissions paid                        |                                     |                         |
| commissions pa                                  |                   | (c) Amount  | (d) Purpos  | e                                   | (e) Organization code   |
|   |                   | 150 NO  | N-MONETARY COMPENSATION                           | N                                   | 3                       |
| For Donomyork Bodyotic                          | n Act Notice a    | nd OMP Control Numbers see                                    | the instructions for Form FEOO                    | Saha                                | dula A (Form FEOO) 2011 |

| Schedule A (Form 5500)   | 2011                                 | Page <b>2 -</b> 1           |                               |                       |  |  |
|--|--------------------------------------|-----------------------------|-------------------------------|-----------------------|--|--|
| (a) Na   | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |  |
| (4) 110  | and and address of the agent, sience | n, or ourse person to whom  | Sommissions of 1000 Were paid |                       |  |  |
|  |                                      |                             |                               |                       |  |  |
|  |                                      |                             |                               |                       |  |  |
| (L) A  |                                      | Fees and other commission   | ns paid                       | (-) O                 |  |  |
| (b) Amount of sales and base commissions paid  | (c) Amount                           |                             | (d) Purpose                   | (e) Organization code |  |  |
| •  | , ,                                  |                             |                               |                       |  |  |
|  |                                      |                             |                               |                       |  |  |
|  |                                      |                             |                               |                       |  |  |
| <b>(a)</b> Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |
|  |                                      |                             |                               |                       |  |  |
|  |                                      |                             |                               |                       |  |  |
|  |                                      |                             |                               |                       |  |  |
| (b) Amount of sales and base   |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |
| commissions paid   | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|  |                                      |                             |                               |                       |  |  |
|  |                                      |                             |                               |                       |  |  |
| (-) NI-  |                                      |                             |                               |                       |  |  |
| (a) Na   | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |
|  |                                      |                             |                               |                       |  |  |
|  |                                      |                             |                               |                       |  |  |
|  | <u> </u>                             |                             |                               | 1                     |  |  |
| (b) Amount of sales and base   |                                      | Fees and other commission   |                               | (e) Organization      |  |  |
| commissions paid   | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|  |                                      |                             |                               |                       |  |  |
|  |                                      |                             |                               |                       |  |  |
| (a) Na   | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |
|  |                                      |                             |                               |                       |  |  |
|  |                                      |                             |                               |                       |  |  |
|  |                                      |                             |                               |                       |  |  |
| (b) Amount of sales and base   |                                      | Fees and other commission   | ns paid                       | (e) Organization      |  |  |
| commissions paid   | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|  |                                      |                             |                               |                       |  |  |
|  |                                      |                             |                               |                       |  |  |
|  |                                      |                             |                               |                       |  |  |
| (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid |                                      |                             |                               |                       |  |  |
|  |                                      |                             |                               |                       |  |  |
|  |                                      |                             |                               |                       |  |  |
|  | T                                    |                             |                               | 1                     |  |  |
| (b) Amount of sales and base   |                                      | Fees and other commission   |                               | (e) Organization      |  |  |
| commissions paid   | (c) Amount                           |                             | (d) Purpose                   | code                  |  |  |
|  |                                      |                             |                               |                       |  |  |
|  |                                      |                             |                               |                       |  |  |

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| Pa | rt II | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | idual contra  | cts with each carrier ma | ay be treated | d as a unit for purposes of |
|----|-------|--|---------------|--------------------------|---------------|-----------------------------|
| 4  | Curre | nt value of plan's interest under this contract in the general account at year   | end           |                          | 4             |                             |
| _  |       | nt value of plan's interest under this contract in separate accounts at year e   |               |                          | 5             |                             |
| 6  | Contr | acts With Allocated Funds:   |               |                          |               |                             |
|    | а     | State the basis of premium rates   |               |                          |               |                             |
|    |       | Premiums paid to carrier   |               |                          | 6b            |                             |
|    |       | Premiums due but unpaid at the end of the year   |               |                          | 6c            |                             |
|    |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                          | 6d            |                             |
|    |       | Specify nature of costs •  |               |                          |               |                             |
|    | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity     |                          |               |                             |
|    |       | (3) other (specify)  |               |                          |               |                             |
|    | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here                |               |                             |
| 7  | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s | eparate accounts)        |               |                             |
|    | а     |  |               | ion guarantee            |               |                             |
|    |       | (3) guaranteed investment (4) other  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | b     | Balance at the end of the previous year  |               |                          | 7b            |                             |
|    | С     | Additions: (1) Contributions deposited during the year   |               |                          |               |                             |
|    |       | (2) Dividends and credits  | 7c(2)         |                          |               |                             |
|    |       | (3) Interest credited during the year  | 7c(3)         |                          |               |                             |
|    |       | (4) Transferred from separate account  | 7c(4)         |                          |               |                             |
|    |       | (5) Other (specify below)  | . 7c(5)       |                          |               |                             |
|    | ı     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    |       | (6)Total additions   |               |                          | 7c(6)         |                             |
|    | _     | of balance and additions (add <b>b</b> and <b>c(6)</b> ).  |               |                          | 7d            |                             |
|    |       | Deductions:  |               |                          |               |                             |
|    |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                          |               |                             |
|    | ,     | 2) Administration charge made by carrier   | . 7e(2)       |                          |               |                             |
|    |       | 3) Transferred to separate account   | 7e(3)         |                          |               |                             |
|    | ,     | 4) Other (specify below)   | - (4)         |                          |               |                             |
|    | ì     | •  | ` '           |                          |               |                             |
|    | ·     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | (     | 5) Total deductions  |               |                          | 7e(5)         |                             |
|    | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                          | <b>7</b> f    |                             |

| Page | 4 |
|------|---|
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| Pa | rt II | I Welfare Benefit Contract Informat If more than one contract covers the same g information may be combined for reporting p the entire group of such individual contracts | roup of employees of the surposes if such contracts | are experienc       | ce-rated as a unit. Where | contracts     |                      |
|----|-------|---|---|---------------------|---------------------------|---------------|----------------------|
| 8  | Bene  | efit and contract type (check all applicable boxes)   |   |                     |                           |               |                      |
|    | а     | Health (other than dental or vision)  | <b>b</b> Dental                                     | С                   | Vision                    | C             | X Life insurance     |
|    | е     | Temporary disability (accident and sickness)  | f Long-term disabilit                               | ty <b>g</b>         | Supplemental unemploy     | ment <b>l</b> | Prescription drug    |
|    | i [   | Stop loss (large deductible)  | j HMO contract                                      | k                   | PPO contract              |               | I Indemnity contract |
|    | m     | Other (specify)   |   |                     |                           |               |                      |
| 9  | Expe  | prience-rated contracts:  |   |                     |                           |               |                      |
|    |       | Premiums: (1) Amount received   |   | 9a(1)               | 4                         | 4841776       |                      |
|    |       | (2) Increase (decrease) in amount due but unpai   | d   | 9a(2)               |                           | 0             |                      |
|    |       | (3) Increase (decrease) in unearned premium res   |   | _ ;_;               |                           | 0             |                      |
|    |       | (4) Earned ((1) + (2) - (3))  |   |                     |                           | 9a(4)         | 4841776              |
|    | b     | Benefit charges (1) Claims paid   |   | 9b(1)               | 79                        | 9675707       |                      |
|    |       | (2) Increase (decrease) in claim reserves   |   | 9b(2)               |                           | 977310        |                      |
|    |       | (3) Incurred claims (add (1) and (2))   |   |                     |                           | 9b(3)         | 80653017             |
|    |       | (4) Claims charged  |   |                     |                           | 9b(4)         | 80653017             |
|    | С     | Remainder of premium: (1) Retention charges (c  | on an accrual basis)                                |                     |                           |               |                      |
|    |       | (A) Commissions   |   | 9c(1)(A)            |                           | 165000        |                      |
|    |       | (B) Administrative service or other fees  |   | 9c(1)(B)            |                           | 0             |                      |
|    |       | (C) Other specific acquisition costs  |   | 9c(1)(C)            |                           | 0             |                      |
|    |       | (D) Other expenses  |   | 9c(1)(D)            |                           | 1315057       |                      |
|    |       | (E) Taxes   |   | 9c(1)(E)            |                           | 670861        |                      |
|    |       | (F) Charges for risks or other contingencies.   |   | 9c(1)(F)            |                           | 487231        |                      |
|    |       | (G) Other retention charges   |   | 9c(1)(G)            |                           | -654513       |                      |
|    |       | (H) Total retention   |   |                     | 9                         | c(1)(H)       | 1983636              |
|    |       | (2) Dividends or retroactive rate refunds. (These   | e amounts were paid in                              | cash, or            | credited.)                | 9c(2)         | 0                    |
|    | d     | Status of policyholder reserves at end of year: (1  | ) Amount held to provide                            | benefits after      | retirement                | 9d(1)         | 378461289            |
|    |       | (2) Claim reserves  |   |                     |                           | 9d(2)         | 21562018             |
|    |       | (3) Other reserves  |   |                     |                           | 9d(3)         | 1005469              |
|    | е     | Dividends or retroactive rate refunds due. (Do n  | ot include amount entered                           | d in <b>c(2)</b> .) |                           | 9e            | 0                    |
| 10 |       | nexperience-rated contracts:  |   |                     | •                         |               |                      |
|    | а     | Total premiums or subscription charges paid to o  | carrier   |                     |                           | 10a           | 143879               |
|    | b     | If the carrier, service, or other organization incur<br>retention of the contract or policy, other than rep   |   |                     |                           | 10b           |                      |
|    | Sp    | ecify nature of costs   |   |                     |                           |               |                      |
|    |       |   |   |                     |                           |               |                      |

| Part | V Provision of Information  |     |      |  |
|------|---|-----|------|--|
| 11 0 | d the insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

### **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

OMB No. 1210-0110

| pursuant to ERISA section 103(a)(2).  This Form is Open to I pursuant to ERISA section 103(a)(2). |                  |   |                                     |                        | •                        |                       |
|---|------------------|---|-------------------------------------|------------------------|--------------------------|-----------------------|
| For calendar plan year 20   | 11 or fiscal pl  | an year beginning 01/01/2011                                      |                                     | and en                 | ding 12/31/2011          | •                     |
| A Name of plan<br>ALCATEL LUCENT RETI   | RE BENEFITS PLAN |   | B Three plan                        | e-digit<br>number (PN) | 504                      |                       |
| C Plan sponsor's name a   |                  | ne 2a of Form 5500  |                                     | <b>D</b> Emplo 22-340  | yer Identification Numbe | r (EIN)               |
|   |                  | rning Insurance Contract . Individual contracts grouped as        |                                     |                        |                          |                       |
| (a) Name of insurance ca  | rrier            |   |                                     |                        |                          |                       |
| <b>(b)</b> EIN  | (c) NAIC code    | (d) Contract or identification number                             | (e) Approximate n persons covered a | at end of              | Policy or (f) From       | contract year (g) To  |
| 94-3267522  | 95617            | 060406  | policy or contract                  | et year<br>28          | 01/01/2011               | 12/31/2011            |
| 2 Insurance fee and complete descending order of the  |                  | l<br>nation. Enter the total fees and to                          | tal commissions paid. L             | ist in item 3          | the agents, brokers, and | d other persons in    |
|   |                  | nmissions paid  |                                     | <b>(b)</b> To          | otal amount of fees paid |                       |
|   |                  | 0   |                                     |                        |                          | 0                     |
| 3 Persons receiving com   |                  | fees. (Complete as many entrie<br>and address of the agent, broke |                                     |                        | ions or fees were paid   |                       |
|   | (2)              | a aaa   | , 0. 0.10. po.00. 10                |                        |                          |                       |
| (b) Amount of sales ar  | nd base          | Fe  | ees and other commissio             | ns paid                |                          |                       |
| commissions pa  | id               | (c) Amount  | (d) Purpose                         |                        | (e) Organization code    |                       |
|   |                  |   |                                     |                        |                          |                       |
|   | (a) Name         | and address of the agent, broke                                   | r or other person to who            | m commiss              | ions or fees were naid   |                       |
|   | (a) Name         | and address of the agent, broke                                   | , or other person to who            | iii commiss            | ions of fees were paid   |                       |
| (b) Amount of sales ar  | nd base          | Fe  | ees and other commissio             | ns paid                |                          |                       |
| commissions pa  |                  | (c) Amount  |                                     | (d) Purpose            | e                        | (e) Organization code |
|   |                  |   |                                     |                        |                          |                       |

| Schedule A (Form 5500)                        | 2011   | Page <b>2 -</b> 1                                      |                       |  |  |  |
|---|--|--|-----------------------|--|--|--|
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom commissions or fees were p | paid                  |  |  |  |
|   | ,  |  |                       |  |  |  |
|   |  |  |                       |  |  |  |
|   |  |  |                       |  |  |  |
| (b) Amount of sales and base                  |  | Fees and other commissions paid                        | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount   | (d) Purpose  | code                  |  |  |  |
|   |  |  |                       |  |  |  |
|   |  |  |                       |  |  |  |
|   |  |  |                       |  |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom commissions or fees were p | paid                  |  |  |  |
|   |  |  |                       |  |  |  |
|   |  |  |                       |  |  |  |
|   |  |  |                       |  |  |  |
| (b) Amount of sales and base                  |  | Fees and other commissions paid                        | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount   | (d) Purpose  | code                  |  |  |  |
|   |  |  |                       |  |  |  |
|   |  |  |                       |  |  |  |
| (a) Nia                                       |  |  | :-                    |  |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom commissions or fees were p | valo                  |  |  |  |
|   |  |  |                       |  |  |  |
|   |  |  |                       |  |  |  |
|   | <u> </u>   |  |                       |  |  |  |
| (b) Amount of sales and base                  | (-) A  | Fees and other commissions paid                        | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount   | (d) Purpose  | code                  |  |  |  |
|   |  |  |                       |  |  |  |
|   |  |  |                       |  |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom commissions or fees were p | paid                  |  |  |  |
|   | , , , , , , , , , , , , , , , , , , ,  |  |                       |  |  |  |
|   |  |  |                       |  |  |  |
|   |  |  |                       |  |  |  |
|   |  | Fees and other commissions paid                        | 4.50                  |  |  |  |
| (b) Amount of sales and base commissions paid | (c) Amount   | (d) Purpose  | (e) Organization code |  |  |  |
|   | (5)  | (4) - 4-19-33  |                       |  |  |  |
|   |  |  |                       |  |  |  |
|   |  |  |                       |  |  |  |
| (a) Na  | (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid |  |                       |  |  |  |
|   |  |  |                       |  |  |  |
|   |  |  |                       |  |  |  |
|   |  |  |                       |  |  |  |
| (b) Amount of sales and base                  | _  | Fees and other commissions paid                        | (e) Organization      |  |  |  |
| commissions paid                              | (c) Amount   | (d) Purpose  | code                  |  |  |  |
|   |  |  |                       |  |  |  |
|   |  |  |                       |  |  |  |
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| Pa | rt II | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | idual contra  | cts with each carrier ma | ay be treated | d as a unit for purposes of |
|----|-------|--|---------------|--------------------------|---------------|-----------------------------|
| 4  | Curre | nt value of plan's interest under this contract in the general account at year   | end           |                          | 4             |                             |
| _  |       | nt value of plan's interest under this contract in separate accounts at year e   |               |                          | 5             |                             |
| 6  | Contr | acts With Allocated Funds:   |               |                          |               |                             |
|    | а     | State the basis of premium rates   |               |                          |               |                             |
|    |       | Premiums paid to carrier   |               |                          | 6b            |                             |
|    |       | Premiums due but unpaid at the end of the year   |               |                          | 6c            |                             |
|    |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                          | 6d            |                             |
|    |       | Specify nature of costs •  |               |                          |               |                             |
|    | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity     |                          |               |                             |
|    |       | (3) other (specify)  |               |                          |               |                             |
|    | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here                |               |                             |
| 7  | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s | eparate accounts)        |               |                             |
|    | а     |  |               | ion guarantee            |               |                             |
|    |       | (3) guaranteed investment (4) other  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | b     | Balance at the end of the previous year  |               |                          | 7b            |                             |
|    | С     | Additions: (1) Contributions deposited during the year   |               |                          |               |                             |
|    |       | (2) Dividends and credits  | 7c(2)         |                          |               |                             |
|    |       | (3) Interest credited during the year  | 7c(3)         |                          |               |                             |
|    |       | (4) Transferred from separate account  | 7c(4)         |                          |               |                             |
|    |       | (5) Other (specify below)  | . 7c(5)       |                          |               |                             |
|    | ļ     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    |       | (6)Total additions   |               |                          | 7c(6)         |                             |
|    | _     | of balance and additions (add <b>b</b> and <b>c(6)</b> ).  |               |                          | 7d            |                             |
|    |       | Deductions:  | Γ             |                          |               |                             |
|    |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                          |               |                             |
|    | ,     | 2) Administration charge made by carrier   | . 7e(2)       |                          |               |                             |
|    |       | 3) Transferred to separate account   | 7e(3)         |                          |               |                             |
|    | ,     | 4) Other (specify below)   | - (4)         |                          |               |                             |
|    | ì     | •  | ` '           |                          |               |                             |
|    | ·     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | (     | 5) Total deductions  |               |                          | 7e(5)         |                             |
|    | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                          | <b>7</b> f    |                             |

| Schedule A (Form 5500) 2011  |   | Pa            | ge <b>4</b>           |              |                         |
|--|---|---------------|-----------------------|--------------|-------------------------|
| Welfare Benefit Contract Information If more than one contract covers the same guinformation may be combined for reporting put the entire group of such individual contracts of the same group of the same group of such individual contracts of the same group of the sam | roup of employees of the s<br>urposes if such contracts a | are experienc | ce-rated as a unit. W | here contrac |                         |
| efit and contract type (check all applicable boxes)  |   |               |                       |              |                         |
| Health (other than dental or vision)   | <b>b</b> Dental   | С             | Vision                |              | <b>d</b> Life insurance |
| Temporary disability (accident and sickness)   | f Long-term disability                                    | y <b>g</b>    | Supplemental uner     | mployment    | h Prescription drug     |
| Stop loss (large deductible)   | j HMO contract  | k             | PPO contract          |              | I Indemnity contract    |
| Other (specify)  | - Ц   | _             | •                     |              | ь .                     |
|  |   |               |                       |              |                         |
| erience-rated contracts:   | _   |               |                       |              |                         |
| Premiums: (1) Amount received  |   | 9a(1)         |                       |              |                         |
| (2) Increase (decrease) in amount due but unpaid   | d   | 9a(2)         |                       |              |                         |
| (3) Increase (decrease) in unearned premium res  | serve   | 9a(3)         |                       |              |                         |
| (4) Earned ((1) + (2) - (3))   |   |               |                       | 9a(4)        |                         |
| Benefit charges (1) Claims paid  |   | 9b(1)         |                       |              |                         |
| (2) Increase (decrease) in claim reserves  |   | 9b(2)         |                       |              |                         |
| (3) Incurred claims (add (1) and (2))  | _   |               |                       | 9b(3)        |                         |
| (4) Claims charged   |   |               |                       | 9b(4)        |                         |
| Remainder of premium: (1) Retention charges (c   | on an accrual basis)                                      |               |                       |              |                         |
| (A) Commissions  |   | 9c(1)(A)      |                       |              |                         |
| (B) Administrative service or other fees   |   | 9c(1)(B)      |                       |              |                         |
| (C) Other specific acquisition costs   | F   | 9c(1)(C)      |                       |              |                         |

9c(1)(H)

9c(2)

9d(1)

9d(2) 9d(3)

9e

10a

10b

744359

retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

**10** Nonexperience-rated contracts:

a Health (other than dental or vision)

Experience-rated contracts:

Benefit and contract type (check all applicable boxes)

Part III

a Premiums: (1) Amount received...... (2) Increase (decrease) in amount due but unpaid.....

(D) Other expenses.....

(E) Taxes..... (F) Charges for risks or other contingencies .....

(H) Total retention .....

(2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ......

(2) Claim reserves

(3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) .....

Total premiums or subscription charges paid to carrier ......

If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or

d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement......

| Part IV   | Provision of Information  |     |      |  |
|-----------|---|-----|------|--|
| 11 Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

9c(1)(D) 9c(1)(E)

9c(1)(F)

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

# **SCHEDULE A** (Form 5500)

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

### **Insurance Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

#### File as an attachment to Form 5500.

▶ Insurance companies are required to provide the information

OMB No. 1210-0110

2011

|   |                  | pursuant to  | ERISA section 103(a)(2)              |                        |                      |                   | Inspection            |
|---|------------------|--|--------------------------------------|------------------------|----------------------|-------------------|-----------------------|
| For calendar plan year 20°                                | 11 or fiscal pla | n year beginning 01/01/2011                                |                                      | and en                 | ding 12              | 2/31/2011         | •                     |
| A Name of plan<br>ALCATEL LUCENT RETI                     | REE WELFAR       | E BENEFITS PLAN  |                                      | B Three                | e-digit<br>number (P | vN) ▶             | 504                   |
|   |                  |  |                                      |                        |                      |                   |                       |
| C Plan sponsor's name a ALCATEL LUCENT USA                |                  | e 2a of Form 5500  |                                      | <b>D</b> Employ 22-340 | -                    | cation Number (I  | EIN)                  |
| on a separat  |                  | ning Insurance Contract<br>Individual contracts grouped as |                                      |                        |                      |                   |                       |
| 1 Coverage Information:                                   |                  |  |                                      |                        |                      |                   |                       |
| (a) Name of insurance ca                                  |                  | STATES   |                                      |                        |                      |                   |                       |
|   |                  | <u> </u>   | (e) Approximate nu                   | imher of               |                      | Policy or co      | ntract vear           |
| <b>(b)</b> EIN  | (c) NAIC code    | (d) Contract or identification number                      | persons covered a policy or contract | t end of               | <b>(</b> f)          | ) From            | (g) To                |
| 52-0954463  | 95639            | 2204   | 7                                    | '8                     | 01/01/20             | 011               | 12/31/2011            |
| 2 Insurance fee and communication descending order of the |                  | ation. Enter the total fees and to                         | tal commissions paid. Li             | st in item 3           | the agents           | s, brokers, and o | ther persons in       |
| (a) Total a   | amount of com    |  |                                      | <b>(b)</b> To          | tal amount           | of fees paid      |                       |
|   |                  | 0  |                                      |                        |                      |                   | 0                     |
| 3 Persons receiving com                                   | missions and f   | ees. (Complete as many entries                             | as needed to report all              | persons).              |                      |                   |                       |
|   | (a) Name a       | and address of the agent, broker                           | , or other person to whor            | n commissi             | ons or fee           | s were paid       |                       |
|   |                  |  |                                      |                        |                      |                   |                       |
| (b) Amount of sales ar                                    | nd base          | Fe   | es and other commission              | ns paid                |                      |                   |                       |
| commissions pai   |                  | (c) Amount   |                                      | (d) Purpose            | )                    |                   | (e) Organization code |
|   |                  |  |                                      |                        |                      |                   |                       |
|   | (a) Name a       | and address of the agent, broker                           | or other person to who               | n commissi             | ons or fee:          | s were paid       |                       |
|   | (2)              | add. 556 5. 1.15 agg. 1.1, 2.161.15                        | , 6. 6 , p. 166 10                   |                        | <u> </u>             | o wood pala       |                       |
| (b) Amount of sales ar                                    | nd base          | Fe   | es and other commission              | ns paid                |                      |                   |                       |
| commissions pai   |                  | (c) Amount   |                                      | (d) Purpose            | )                    |                   | (e) Organization code |
|   |                  |  |                                      |                        |                      |                   |                       |

| Schedule A (Form 5500)                        | 2011   | Page <b>2 -</b> 1           | <u> </u>                      |                       |  |  |
|---|--|-----------------------------|-------------------------------|-----------------------|--|--|
|   | ame and address of the agent, broke  | r. or other person to whom  | commissions or fees were paid |                       |  |  |
| (4) 110                                       | and and address of the agent, sience   | n, or ourer percent to whem | commissions of 1666 Word paid |                       |  |  |
|   |  |                             |                               |                       |  |  |
|   |  |                             |                               |                       |  |  |
| (L) A   |  | Fees and other commission   | ns paid                       | (-) One of the first  |  |  |
| (b) Amount of sales and base commissions paid | (c) Amount   |                             | (d) Purpose                   | (e) Organization code |  |  |
| •   | , ,  |                             |                               |                       |  |  |
|   |  |                             |                               |                       |  |  |
|   |  |                             |                               |                       |  |  |
| <b>(a)</b> Na                                 | (a) Name and address of the agent, broker, or other person to whom commissions or fees were paid |                             |                               |                       |  |  |
|   |  |                             |                               |                       |  |  |
|   |  |                             |                               |                       |  |  |
|   |  |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |  | Fees and other commission   | ns paid                       | (e) Organization      |  |  |
| commissions paid                              | (c) Amount   |                             | (d) Purpose                   | code                  |  |  |
|   |  |                             |                               |                       |  |  |
|   |  |                             |                               |                       |  |  |
| (-) NI-                                       |  |                             |                               |                       |  |  |
| (a) Na  | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |
|   |  |                             |                               |                       |  |  |
|   |  |                             |                               |                       |  |  |
|   |  |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |  | Fees and other commission   |                               | (e) Organization      |  |  |
| commissions paid                              | (c) Amount   |                             | (d) Purpose                   | code                  |  |  |
|   |  |                             |                               |                       |  |  |
|   |  |                             |                               |                       |  |  |
| (a) Na  | ame and address of the agent, broke  | r, or other person to whom  | commissions or fees were paid |                       |  |  |
|   |  |                             |                               |                       |  |  |
|   |  |                             |                               |                       |  |  |
|   |  |                             |                               |                       |  |  |
| (b) Amount of sales and base                  |  | Fees and other commission   | ns paid                       | (e) Organization      |  |  |
| commissions paid                              | (c) Amount   |                             | (d) Purpose                   | code                  |  |  |
|   |  |                             |                               |                       |  |  |
|   |  |                             |                               |                       |  |  |
|   |  |                             |                               |                       |  |  |
| <b>(a)</b> Na                                 | ame and address of the agent, broke  | er, or other person to whom | commissions or fees were paid |                       |  |  |
|   |  |                             |                               |                       |  |  |
|   |  |                             |                               |                       |  |  |
|   | T  |                             |                               | 1                     |  |  |
| (b) Amount of sales and base                  |  | Fees and other commission   |                               | (e) Organization      |  |  |
| commissions paid                              | (c) Amount   |                             | (d) Purpose                   | code                  |  |  |
|   |  |                             |                               |                       |  |  |
|   |  |                             |                               |                       |  |  |

| _    | •   |
|------|-----|
| Pane | ٠.' |
| uqu  |     |

| Pa | rt II | Investment and Annuity Contract Information Where individual contracts are provided, the entire group of such individual report.   | idual contra  | cts with each carrier ma | ay be treated | d as a unit for purposes of |
|----|-------|--|---------------|--------------------------|---------------|-----------------------------|
| 4  | Curre | nt value of plan's interest under this contract in the general account at year   | end           |                          | 4             |                             |
| _  |       | nt value of plan's interest under this contract in separate accounts at year e   |               |                          | 5             |                             |
| 6  | Contr | acts With Allocated Funds:   |               |                          |               |                             |
|    | а     | State the basis of premium rates   |               |                          |               |                             |
|    |       | Premiums paid to carrier   |               |                          | 6b            |                             |
|    |       | Premiums due but unpaid at the end of the year   |               |                          | 6c            |                             |
|    |       | If the carrier, service, or other organization incurred any specific costs in corretention of the contract or policy, enter amount |               |                          | 6d            |                             |
|    |       | Specify nature of costs •  |               |                          |               |                             |
|    | е     | Type of contract: (1) individual policies (2) group deferred   | d annuity     |                          |               |                             |
|    |       | (3) other (specify)  |               |                          |               |                             |
|    | f     | If contract purchased, in whole or in part, to distribute benefits from a termin   | nating plan c | heck here                |               |                             |
| 7  | Contr | acts With Unallocated Funds (Do not include portions of these contracts ma   | intained in s | eparate accounts)        |               |                             |
|    | а     |  |               | ion guarantee            |               |                             |
|    |       | (3) guaranteed investment (4) other  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | b     | Balance at the end of the previous year  |               |                          | 7b            |                             |
|    | С     | Additions: (1) Contributions deposited during the year   |               |                          |               |                             |
|    |       | (2) Dividends and credits  | 7c(2)         |                          |               |                             |
|    |       | (3) Interest credited during the year  | 7c(3)         |                          |               |                             |
|    |       | (4) Transferred from separate account  | 7c(4)         |                          |               |                             |
|    |       | (5) Other (specify below)  | . 7c(5)       |                          |               |                             |
|    | ļ     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    |       | (6)Total additions   |               |                          | 7c(6)         |                             |
|    | _     | of balance and additions (add <b>b</b> and <b>c(6)</b> ).  |               |                          | 7d            |                             |
|    |       | Deductions:  |               |                          |               |                             |
|    |       | Disbursed from fund to pay benefits or purchase annuities during year  | 7e(1)         |                          |               |                             |
|    | ,     | 2) Administration charge made by carrier   | . 7e(2)       |                          |               |                             |
|    |       | 3) Transferred to separate account   | 7e(3)         |                          |               |                             |
|    | ,     | 4) Other (specify below)   | - (4)         |                          |               |                             |
|    | ì     | •  | ` '           |                          |               |                             |
|    | ·     |  |               |                          |               |                             |
|    |       |  |               |                          |               |                             |
|    | (     | 5) Total deductions  |               |                          | 7e(5)         |                             |
|    | ,     | Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> )   |               |                          | <b>7</b> f    |                             |

| Schedule A (Form 5500) 2011                                  | Page <b>4</b>   |               |
|--|---|---------------|
|  | s of the same employer(s) or members of the same employee organ<br>ontracts are experience-rated as a unit. Where contracts cover indivinally be treated as a unit for purposes of this report. |               |
| and contract type (check all applicable boxes)               |   |               |
| ealth (other than dental or vision) <b>b</b> Dental          | <b>c</b> ☐ Vision <b>d</b> ☐ Life in  | surance       |
| emporary disability (accident and sickness) <b>f</b>         | disability <b>g</b> Supplemental unemployment <b>h</b> Presci   | ription drug  |
| top loss (large deductible)                                  | ract <b>k</b> PPO contract I Indem  | nity contract |
| Other (specify)  |   |               |
|  |   |               |
| nce-rated contracts:   |   |               |
| niums: (1) Amount received                                   |   |               |
| Increase (decrease) in amount due but unpaid                 | 9a(2)   |               |
| Increase (decrease) in unearned premium reserve              |   |               |
| Earned ((1) + (2) - (3))                                     |   |               |
| nefit charges (1) Claims paid                                | 9b(1)   |               |
| Increase (decrease) in claim reserves                        |   |               |
| Incurred claims (add (1) and (2))                            | 9b(3)   |               |
| Claims charged   |   |               |
| mainder of premium: (1) Retention charges (on an accrual bas |   |               |
| (A) Commissions  | 9c(1)(A)  |               |
|  |   |               |

Temporary disability (accident and sickness) Long-term disability i HMO contract Stop loss (large deductible) Other (specify) Experience-rated contracts: a Premiums: (1) Amount received..... (2) Increase (decrease) in amount due but unpaid..... (3) Increase (decrease) in unearned premium reserve..... (4) Earned ((1) + (2) - (3)) ..... Benefit charges (1) Claims paid ..... (2) Increase (decrease) in claim reserves...... (3) Incurred claims (add (1) and (2)) ...... (4) Claims charged..... Remainder of premium: (1) Retention charges (on an accrual basis) --(A) Commissions ..... (B) Administrative service or other fees ..... 9c(1)(B) 9c(1)(C) (C) Other specific acquisition costs..... (D) Other expenses..... 9c(1)(D) 9c(1)(E) (E) Taxes..... (F) Charges for risks or other contingencies ..... 9c(1)(F) (H) Total retention ..... 9c(1)(H) (2) Dividends or retroactive rate refunds. (These amounts were paid in cash, or credited.) ...... 9c(2) d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement...... 9d(1) (2) Claim reserves 9d(2) 9d(3) (3) Other reserves Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).) ..... 9e **10** Nonexperience-rated contracts: Total premiums or subscription charges paid to carrier ..... 10a 373891 If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or 10b retention of the contract or policy, other than reported in Part I, item 2 above, report amount..... Specify nature of costs

| Part IV          | Provision of Information  |     |      |  |
|------------------|---|-----|------|--|
| <b>11</b> Did th | e insurance company fail to provide any information necessary to complete Schedule A? | Yes | X No |  |

a Health (other than dental or vision)

Benefit and contract type (check all applicable boxes)

Part III

<sup>12</sup> If the answer to line 11 is "Yes," specify the information not provided.

# SCHEDULE C (Form 5500)

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation **Service Provider Information** 

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

File as an attachment to Form 5500.

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

| For calendar plan year 2011 or fiscal plan year beginning 01/01/2011   | and ending 12/31/2011   |
|--|---|
| A Name of plan ALCATEL LUCENT RETIREE WELFARE BENEFITS PLAN  | B Three-digit 504   |
| C Plan sponsor's name as shown on line 2a of Form 5500 ALCATEL LUCENT USA INC.   | D Employer Identification Number (EIN) 22-3408857   |
| Part I Service Provider Information (see instructions)   |   |
| You must complete this Part, in accordance with the instructions, to report the inform or more in total compensation (i.e., money or anything else of monetary value) in coplan during the plan year. If a person received <b>only</b> eligible indirect compensation from answer line 1 but are not required to include that person when completing the remainstruction on Persons Receiving Only Eligible Indirect Compensation on Persons Receiving Only Eligible Indirect Compensation | nnection with services rendered to the plan or the person's position with the or which the plan received the required disclosures, you are required to nder of this Part. |
| Check "Yes" or "No" to indicate whether you are excluding a person from the remain indirect compensation for which the plan received the required disclosures (see institution).   | nder of this Part because they received only eligible   |
| <b>b</b> If you answered line 1a "Yes," enter the name and EIN or address of each person received only eligible indirect compensation. Complete as many entries as needed  |   |
| (b) Enter name and EIN or address of person who provided   | d you disclosures on eligible indirect compensation   |
| (b) Enter name and EIN or address of person who provide  | d you disclosure on eligible indirect compensation  |
|  |   |
| (b) Enter name and EIN or address of person who provided   | you disclosures on eligible indirect compensation   |
| (h) E  |   |
| (b) Enter name and EIN or address of person who provided   | you disclosures on eligible indirect compensation   |

| age 3 - | 1 | 1 |  |
|---------|---|---|--|
| age o   | 1 |   |  |

| answered                  | d "Yes" to line 1a abov  | e, complete as many   | entries as needed to list ea  | or Indirect Compensation ach person receiving, directly or the plan or their position with the                              | indirectly, \$5,000 or more in t   | total compensation  |
|---------------------------|--|---|---|---|--|---|
|                           |  |   | (a) Enter name and EIN or   | address (see instructions)  |  |   |
| UNITED H                  | EALTHCARE  | ·   | . ,   | ,   |  |   |
|                           |  |   |   |   |  |   |
| 36-273957                 | 1  |   |   |   |  |   |
| (b)<br>Service<br>Code(s) | Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0 | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0 | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
| 13 50                     | NONE   | 11217983  | Yes No 🛚  | Yes No  |  | Yes No  |
|                           |  |   | (a) Enter name and EIN or   | address (see instructions)  |  |   |
| HEWITT A                  | SSOCIATES LLC  |   |   |   |  |   |
| 36-223579                 |  | (4)   | (0)   | (6)   | (2)  | (1-)  |
| (b)<br>Service<br>Code(s) | Relationship to employer, employee organization, or person known to be a party-in-interest | Enter direct compensation paid by the plan. If none, enter -0     | Did service provider receive indirect compensation? (sources other than plan or plan sponsor)     | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0 | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
| 13 50                     | NONE   | 9870524   | Yes No X  | Yes No  |  | Yes No  |
|                           |  |   | (a) Enter name and EIN or   | address (see instructions)  |  |   |
| AETNA                     |  |   | (a) Entor hame and Envor  | address (see instructions)  |  |   |
| 06-603349                 | 2  |   |   |   |  |   |
| (b)<br>Service<br>Code(s) | Relationship to employer, employee organization, or person known to be a party-in-interest | Enter direct compensation paid by the plan. If none, enter -0     | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0 | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
| 13 50                     | NONE   | 5123105   | Yes No X  | Yes No  |  | Yes No  |

| Page 3 | 3 - 2 |
|--------|-------|
|--------|-------|

| answered                  | f "Yes" to line 1a above   | e, complete as many   | entries as needed to list ea  | r Indirect Compensation in the person receiving, directly or the plan or their position with the                            | indirectly, \$5,000 or more in t   | total compensation   |
|---------------------------|--|---|---|---|--|--|
|                           |  | (   | a) Enter name and EIN or  | address (see instructions)  |  |  |
| METLIFE                   |  |   |   | <u> </u>  |  |  |
| 13-588182                 | 9  |   |   |   |  |  |
| (b)<br>Service<br>Code(s) | Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0 | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0 | (h) Did the service provider give you a formula instead of an amount or estimated amount?  |
| 13 19 28 49<br>50 52      | NONE   | 3010447   | Yes 🛛 No 🗌  | Yes 🛛 No 🗌  | 0  | Yes No X   |
|                           | <u> </u>   |   | a) Enter name and EIN or  | address (see instructions)  |  |  |
| (b)<br>Service<br>Code(s) | Relationship to employer, employee organization, or person known to be a party-in-interest | Enter direct compensation paid by the plan. If none, enter -0     | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0 | (h)  Did the service provider give you a formula instead of an amount or estimated amount? |
| 13 30                     | IVONE  | 2020987   | Yes X No  | Yes 🛛 No 🗌  | 0  | Yes No X   |
|                           |  | (   | a) Enter name and EIN or  | address (see instructions)  |  |  |
| MEDCO HI<br>22-346174     | EALTH SOLUTIONS I  | NC.   |   |   |  |  |
| (b)<br>Service<br>Code(s) | Relationship to employer, employer organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0 | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0 | (h) Did the service provider give you a formula instead of an amount or estimated amount?  |
| 13 50                     | NONE   | 1425097   | Yes X No  | Yes X No  | 0  | Yes No X   |

| Page <b>3 -</b> 3 |  |
|-------------------|--|
|-------------------|--|

| answered                  | d "Yes" to line 1a above   | e, complete as many   | entries as needed to list ea  | or Indirect Compensation ach person receiving, directly or the plan or their position with the                              | indirectly, \$5,000 or more in t   | total compensation   |
|---------------------------|--|---|---|---|--|--|
|                           |  | (   | a) Enter name and EIN or  | address (see instructions)  |  |  |
| AON CON                   | SULTING, INC.  |   |   |   |  |  |
| 22-223226                 | 4  |   |   |   |  |  |
| (b)<br>Service<br>Code(s) | Relationship to employer, employee organization, or person known to be a party-in-interest     | (d) Enter direct compensation paid by the plan. If none, enter -0 | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0 | (h) Did the service provider give you a formula instead of an amount or estimated amount?  |
| 11 50                     | NONE   | 651034  | Yes No X  | Yes No  |  | Yes No   |
|                           |  | (   | a) Enter name and EIN or  | address (see instructions)  |  |  |
| (b)<br>Service<br>Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0 | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0 | (h)  Did the service provider give you a formula instead of an amount or estimated amount? |
| 13 50                     | NONE   | 530962  | Yes No X  | Yes No  | (i). If folia, officer of  | Yes No   |
|                           |  | (   | a) Enter name and EIN or  | address (see instructions)  | <u> </u>   |  |
| MAX IT MA<br>22-378884    | AILING AND FULFILLN  | MENT  |   |   |  |  |
| (b)<br>Service<br>Code(s) | Relationship to employer, employee organization, or person known to be a party-in-interest     | (d) Enter direct compensation paid by the plan. If none, enter -0 | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0 | (h) Did the service provider give you a formula instead of an amount or estimated amount?  |
| 38 50                     | NONE   | 404903  | Yes No X  | Yes No  |  | Yes No   |

| Page | 3 | - | 4 |
|------|---|---|---|
|------|---|---|---|

| answered                  | d "Yes" to line 1a abov  | e, complete as many   | entries as needed to list ea  | or Indirect Compensation the person receiving, directly or the plan or their position with the                              | indirectly, \$5,000 or more in t   | total compensation  |
|---------------------------|--|---|---|---|--|---|
|                           |  |   | (a) Enter name and EIN or   | address (see instructions)  |  |   |
| THOMSON                   | N REUTERS  |   | (1)   |   |  |   |
| 06-146792                 | 3  |   |   |   |  |   |
| (b)<br>Service<br>Code(s) | Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0 | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0 | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
| 15 50                     | NONE   | 382671  | Yes No 🗵  | Yes No  |  | Yes No  |
|                           |  |   | (a) Enter name and EIN or   | address (see instructions)  |  |   |
| 34-656559<br>(b)          | 6 <b>(c)</b>   | (d)   | (e)   | <b>(f)</b>  | (g)  | (h)   |
| Service<br>Code(s)        | Relationship to employer, employer organization, or person known to be a party-in-interest | Enter direct  | Did service provider receive indirect compensation? (sources other than plan or plan sponsor)     | Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?     | Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0     | Did the service provider give you a formula instead of an amount or estimated amount?     |
| 10 50                     | NONE   | 148090  | Yes No 🗵  | Yes No  |  | Yes No  |
|                           |  |   | (a) Enter name and EIN or   | address (see instructions)  |  |   |
| CANDID LI<br>13-357431    |  |   |   |   |  |   |
| (b)<br>Service<br>Code(s) | Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0 | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0     | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
| 36 50                     | NONE   | 49696   | Yes No X  | Yes No  |  | Yes No  |

| Page | 3 - | 5 |
|------|-----|---|
|------|-----|---|

| answere                   | d "Yes" to line 1a above   | e, complete as many   | entries as needed to list ea  | r Indirect Compensation the person receiving, directly or the plan or their position with the                               | indirectly, \$5,000 or more in t   | total compensation  |
|---------------------------|--|---|---|---|--|---|
|                           |  | (   | a) Enter name and EIN or  | address (see instructions)  |  |   |
| UNIVERSA                  | AL MAILING SERVICE   |   |   | <u> </u>  |  |   |
| 22-238166                 | 23   |   |   |   |  |   |
| (b)<br>Service<br>Code(s) | Relationship to employer, employer organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0 | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0 | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
| 38 50                     | NONE   | 32625   | Yes No 🛚  | Yes No  |  | Yes No  |
|                           |  | (   | a) Enter name and EIN or  | address (see instructions)  |  |   |
| 75-176118                 |  |   |   |   |  |   |
| (b)<br>Service<br>Code(s) | Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0 | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0     | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
| 13 50                     | NONE   | 30705   | Yes No 🗵  | Yes No  |  | Yes No No   |
|                           |  | (   | a) Enter name and EIN or  | address (see instructions)  |  |   |
| GOODWIN<br>04-137846      | N PROCTER  |   |   |   |  |   |
| (b)<br>Service<br>Code(s) | Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0 | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0     | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
| 29 50                     | NONE   | 30000   | Voc D No V  | Vos $\Pi$ No $\Pi$  |  | Voc $\square$ No $\square$  |

| Page <b>3</b> - | 6 |
|-----------------|---|
| Page <b>3 -</b> |   |

| answered                  | d "Yes" to line 1a above   | e, complete as many   | entries as needed to list ea  | r Indirect Compensation ch person receiving, directly or the plan or their position with the                                | indirectly, \$5,000 or more in t   | total compensation  |
|---------------------------|--|---|---|---|--|---|
|                           |  |   | (2) =   |   |  |   |
|                           |  |   | a) Enter name and EIN or  | address (see instructions)  |  |   |
| BLACKRO                   | CK INSTITUTIONAL T   | RUST CO NA  |   |   |  |   |
| 94-311218                 | 0  |   |   |   |  |   |
| (b)<br>Service<br>Code(s) | Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0 | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0 | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
| 19 28 50 51               | NONE   | 28437   | Yes No 🛚  | Yes No  |  | Yes No  |
|                           | 1  |   | a) Enter name and EIN or  | address (see instructions)  |  |   |
| BANK OF I                 | NEW YORK MELLON  |   |   | ,   |  |   |
| 13-516038                 | 2  |   |   |   |  |   |
| (b)<br>Service<br>Code(s) | Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0 | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0     | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
| 19 21 25 50               | NONE   | 20000   | Yes No 🗵  | Yes No  |  | Yes No No   |
|                           |  |   | (a) Enter name and EIN or   | address (see instructions)  |  |   |
| ALCATEL   22-364652       | LUCENT INVEST MGI  | MT CORP   |   |   |  |   |
| (b)<br>Service<br>Code(s) | Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0 | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0     | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|                           | ALT IEPATE   | 11000   | Yes ☐ No X  | Yes $\Pi$ No $\Pi$  |  | Yes □ No □  |

| Page | 3 | - | 7 |  |
|------|---|---|---|--|
| Page | 3 | - | 7 |  |

| answered                  | I "Yes" to line 1a above   | e, complete as many   | entries as needed to list ea  | r Indirect Compensation ch person receiving, directly or the plan or their position with the                                | indirectly, \$5,000 or more in t   | otal compensation   |
|---------------------------|--|---|---|---|--|---|
|                           |  |   | a) Enter name and EIN or  | address (see instructions)  |  |   |
| RICHARD                   | CASH   |   | PO BOX 7  |   |  |   |
| (b)<br>Service<br>Code(s) | Relationship to employer, employee organization, or person known to be a party-in-interest     | (d) Enter direct compensation paid by the plan. If none, enter -0 | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0 | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
| 16 50                     | NONE   | 10603   | Yes No 🛚  | Yes No  |  | Yes No  |
|                           |  | (   | a) Enter name and EIN or  | address (see instructions)  |  |   |
| (b)<br>Service<br>Code(s) | Relationship to employer, employer organization, or person known to be a party-in-interest     | (d) Enter direct compensation paid by the plan. If none, enter -0 | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0 | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|                           |  |   | Yes No  | Yes No  |  | Yes No  |
|                           |  | (   | a) Enter name and EIN or  | address (see instructions)  |  |   |
| (b)<br>Service<br>Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0 | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0 | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|                           |  |   | Yes No  | Yes No  |  | Yes No  |

## Part I Service Provider Information (continued)

| 3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compens<br>or provides contract administrator, consulting, custodial, investment advisory, investment ma<br>questions for (a) each source from whom the service provider received \$1,000 or more in inc<br>provider gave you a formula used to determine the indirect compensation instead of an amount<br>many entries as needed to report the required information for each source. | nagement, broker, or recordkeepinç<br>direct compensation and (b) each so | g services, answer the following ource for whom the service                              |
|---|---|--|
| (a) Enter service provider name as it appears on line 2   | (b) Service Codes   | (c) Enter amount of indirect   |
|   | (see instructions)  | compensation   |
| (d) Enter name and EIN (address) of source of indirect compensation   | formula used to determine   | compensation, including any the service provider's eligibility he indirect compensation. |
|   |   |  |
| (a) Enter service provider name as it appears on line 2   | (b) Service Codes (see instructions)                                      | (c) Enter amount of indirect compensation  |
|   |   |  |
| (d) Enter name and EIN (address) of source of indirect compensation   | formula used to determine   | compensation, including any the service provider's eligibility he indirect compensation. |
|   |   |  |
| (a) Enter service provider name as it appears on line 2   | (b) Service Codes (see instructions)                                      | (c) Enter amount of indirect compensation  |
|   |   |  |
| (d) Enter name and EIN (address) of source of indirect compensation   | formula used to determine   | compensation, including any the service provider's eligibility he indirect compensation. |
|   |   |  |

| Part II Service Providers Who Fail or Refuse to Provide Information                    |                                     |   |  |  |
|--|-------------------------------------|---|--|--|
| 4 Provide, to the extent possible, the following information for ear<br>this Schedule. | ch service provide                  | r who failed or refused to provide the information necessary to complete            |  |  |
| (a) Enter name and EIN or address of service provider (see instructions)               | (b) Nature of<br>Service<br>Code(s) | (c) Describe the information that the service provider failed or refused to provide |  |  |
|  |                                     |   |  |  |
| (a) Enter name and EIN or address of service provider (see instructions)               | (b) Nature of<br>Service<br>Code(s) | (C) Describe the information that the service provider failed or refused to provide |  |  |
|  |                                     |   |  |  |
| (a) Enter name and EIN or address of service provider (see instructions)               | (b) Nature of<br>Service<br>Code(s) | (C) Describe the information that the service provider failed or refused to provide |  |  |
|  |                                     |   |  |  |
| (a) Enter name and EIN or address of service provider (see instructions)               | (b) Nature of<br>Service<br>Code(s) | (C) Describe the information that the service provider failed or refused to provide |  |  |
|  |                                     |   |  |  |
| (a) Enter name and EIN or address of service provider (see instructions)               | (b) Nature of<br>Service<br>Code(s) | (C) Describe the information that the service provider failed or refused to provide |  |  |
|  |                                     |   |  |  |
| (a) Enter name and EIN or address of service provider (see instructions)               | (b) Nature of<br>Service<br>Code(s) | (c) Describe the information that the service provider failed or refused to provide |  |  |
|  |                                     |   |  |  |
|  |                                     |   |  |  |

| Page ( | 6- |
|--------|----|
|--------|----|

| Pa  | rt III   | Termination Information on Accountants and Enrolled Actuaries (see insection) (complete as many entries as needed) | structions)         |
|-----|----------|--|---------------------|
| а   | Name     |  | b ein:              |
| С   | Positio  | n:   |                     |
| d   | Addres   | es:  | e Telephone:        |
|     |          |  |                     |
| Ex  | olanatio | 1:   |                     |
| а   | Name:    |  | b EIN:              |
| C   | Positio  |  |                     |
| d   | Addres   |  | <b>e</b> Telephone: |
|     |          |  |                     |
| Exp | olanatio | n:   |                     |
| а   | Name:    |  | <b>b</b> EIN:       |
| С   | Positio  |  |                     |
| d   | Addres   |  | e Telephone:        |
|     |          |  |                     |
| Ex  | olanatio | n:   |                     |
| а   | Name:    |  | b EIN:              |
| C   | Positio  |  |                     |
| d   | Addres   |  | e Telephone:        |
|     |          |  |                     |
| Ex  | olanatio | n:   |                     |
| а   | Name:    |  | b EIN:              |
| C   | Positio  | n:   |                     |
| d   | Addres   |  | <b>e</b> Telephone: |
|     |          |  |                     |
| Ex  | planatio | 1:   |                     |

# SCHEDULE D (Form 5500)

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

# **DFE/Participating Plan Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

File as an attachment to Form 5500.

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

|  |                        |   | · · · · · ·                                   |            |
|--|------------------------|---|---|------------|
| For calendar plan year 2011 or fiscal        | olan year beginning    | 01/01/2011 an   | d ending 12/31/2011                           |            |
| A Name of plan                               |                        |   | B Three-digit 50                              | 14         |
| ALCATEL LUCENT RETIREE WELFA                 | RE BENEFITS PLAN       |   | plan number (PN)                              | <i>)</i> 4 |
|  |                        |   |   |            |
|  |                        |   | _   |            |
| C Plan or DFE sponsor's name as sh           | own on line 2a of Form | 5500  | <b>D</b> Employer Identification Number (EIN) |            |
| ALCATEL LUCENT USA INC.                      |                        |   | 22-3408857                                    |            |
|  |                        |   |   |            |
|  |                        | Ts, PSAs, and 103-12 IEs (to be co  | mpleted by plans and DFEs)                    |            |
|  |                        | to report all interests in DFEs)  |   |            |
| a Name of MTIA, CCT, PSA, or 103-            |                        |   |   |            |
| <b>b</b> Name of sponsor of entity listed in | (a): BLACKROCK         | INSTITUTIONAL TRUST CO. N.A.  |   |            |
| C EIN-PN 94-3181525-001                      | <b>d</b> Entity C      | e Dollar value of interest in MTIA, CCT, I  | PSA, or 103 9177203                           | 33         |
| <b>C</b> ENTITY 54 6161626 661               | code                   | 12 IE at end of year (see instructions)   | 3177200                                       |            |
| a Name of MTIA, CCT, PSA, or 103-            | 12 IE: CHARITABLE      | TEMPORARY INVESTMENT FD   |   |            |
|  | BANK OF NE\            | V YORK MELLON   |   |            |
| <b>b</b> Name of sponsor of entity listed in | (a):                   |   |   |            |
|  | <b>d</b> Entity C      | e Dollar value of interest in MTIA, CCT, I  | PSA, or 103                                   | 0.4        |
| C EIN-PN 25-6297127-001                      | code                   | 12 IE at end of year (see instructions)   | 513112  | 24         |
| a Name of MTIA, CCT, PSA, or 103-            | 12 IF:                 |   |   |            |
| a Name of With, CCT, 1 SA, of 103-           | 12 12.                 |   |   |            |
| <b>b</b> Name of sponsor of entity listed in | (a):                   |   |   |            |
| C EIN-PN                                     | <b>d</b> Entity        | e Dollar value of interest in MTIA, CCT, F  | PSA, or 103-                                  |            |
|  | code                   | 12 IE at end of year (see instructions)   |   |            |
| a Name of MTIA, CCT, PSA, or 103-            | 12 IE:                 |   |   |            |
|  |                        |   |   |            |
| <b>b</b> Name of sponsor of entity listed in | (a):                   |   |   |            |
|  | <b>d</b> Entity        | e Dollar value of interest in MTIA, CCT, I  | PSA. or 103-                                  |            |
| C EIN-PN                                     | code                   | 12 IE at end of year (see instructions)   |   |            |
| a Name of MTIA, CCT, PSA, or 103-            | 12 IF·                 |   |   |            |
| Walle of With, Got, Fox, or 103              | 1212.                  |   |   |            |
| <b>b</b> Name of sponsor of entity listed in | (a):                   |   |   |            |
|  | d Carin                | C Della resolve of interest in MTIA CCT I   | 2004  |            |
| C EIN-PN                                     | d Entity code          | <ul> <li>Dollar value of interest in MTIA, CCT, I</li> <li>12 IE at end of year (see instructions)</li> </ul> | 25A, or 103-                                  |            |
|  |                        | TETE at one of your (ood mondonone)   |   |            |
| a Name of MTIA, CCT, PSA, or 103-            | 12 IE:                 |   |   |            |
| <b>b</b> Name of sponsor of entity listed in | (a):                   |   |   |            |
| C EINI DNI                                   | <b>d</b> Entity        | e Dollar value of interest in MTIA, CCT, I  | PSA, or 103-                                  |            |
| C EIN-PN                                     | code                   | 12 IE at end of year (see instructions)   |   |            |
| a Name of MTIA, CCT, PSA, or 103-            | 12 IE:                 |   |   |            |
| <b>b</b> Name of sponsor of entity listed in | (a):                   |   |   |            |
|  | <b>d</b> Entity        | e Dollar value of interest in MTIA, CCT, I  | PSA, or 103-                                  |            |
| C EIN-PN                                     | code                   | 12 IE at end of year (see instructions)   | ,   |            |

e Dollar value of interest in MTIA, CCT, PSA, or 103-

e Dollar value of interest in MTIA, CCT, PSA, or 103-

12 IE at end of year (see instructions)

12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

a Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

C EIN-PN

C EIN-PN

**d** Entity

**d** Entity

code

code

| F | art II  | Information on Participating Plans (to be completed by DFEs)           |          |
|---|---------|--|----------|
| _ | Plan na | (Complete as many entries as needed to report all participating plans) |          |
|   |         |  | e FIN DN |
|   | Name o  |  | C EIN-PN |
| а | Plan na | me   |          |
| b | Name o  |  | C EIN-PN |
| а | Plan na | me   |          |
| b | Name o  |  | C EIN-PN |
| а | Plan na |  |          |
| b | Name o  |  | C EIN-PN |
| а | Plan na |  |          |
| b | Name o  |  | C EIN-PN |
| а | Plan na | me   |          |
| b | Name o  |  | C EIN-PN |
| а | Plan na | me   |          |
| b | Name o  |  | C EIN-PN |
| а | Plan na | me   |          |
| b | Name o  |  | C EIN-PN |
| а | Plan na | me   |          |
| b | Name o  |  | C EIN-PN |
| а | Plan na | me   |          |
| b | Name o  |  | C EIN-PN |
| а | Plan na | me   |          |
| b | Name o  |  | C EIN-PN |
| а | Plan na | me   |          |
| b | Name o  |  | C EIN-PN |

## **SCHEDULE H** (Form 5500)

Department of the Treasury Internal Revenue Service

Employee Benefits Security Administration

#### **Financial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

File as an attachment to Form 5500.

OMB No. 1210-0110

2011

This Form is Open to Public

| Pension Benefit Guaranty Corporation  |   |  |  | inspection                             | n                            |
|---|---|--|--|--|------------------------------|
| For calendar plan year 2011 or fiscal plan year beginning 01/01/2011  |   | and e                                    | ending 12/31/2011                                    |  | 1                            |
| A Name of plan ALCATEL LUCENT RETIREE WELFARE BENEFITS PLAN   |   |  | <b>B</b> Three-digit                                 |  |                              |
| ALCATEL LOCENT RETIREE WELFARE BENEFITS FLAN  |   |  | plan number (Pl                                      | <u>N)</u>                              | 504                          |
|   |   |  |  |  |                              |
| C Plan sponsor's name as shown on line 2a of Form 5500  |   |  | <b>D</b> Employer Identifi                           | cation Number (F                       | EIN)                         |
| ALCATEL LUCENT USA INC.   |   |  | 22-3408857   |  |                              |
|   |   |  | 22 0400001   |  |                              |
| Part I Asset and Liability Statement  |   |  |  |  |                              |
| 1 Current value of plan assets and liabilities at the beginning and end of the plan the value of the plan's interest in a commingled fund containing the assets of m lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance benefit at a future date. Round off amounts to the nearest dollar. MTIAs, Co and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See | nore than one<br>se contract wh<br>CTs, PSAs, a | e plan on a<br>nich guaran<br>and 103-12 | line-by-line basis unles<br>tees, during this plan y | ss the value is represent to pay a spe | oortable on<br>ecific dollar |
| Assets  |   | <b>(a)</b> B                             | eginning of Year                                     | <b>(b)</b> End                         | of Year                      |
| <b>a</b> Total noninterest-bearing cash   | 1a  |  |  |  |                              |
| <b>b</b> Receivables (less allowance for doubtful accounts):  |   |  |  |  |                              |
| (1) Employer contributions  | 1b(1)   |  |  |  |                              |
| (2) Participant contributions   | 1b(2)   |  |  |  |                              |
| (3) Other   | 1b(3)   |  | 1000   |  | 14623000                     |
| C General investments:  |   |  |  |  |                              |
| (1) Interest-bearing cash (include money market accounts & certificates of deposit)   | 1c(1)   |  | 12512000   |  | 14266000                     |
| (2) U.S. Government securities  | 1c(2)   |  |  |  |                              |
| (3) Corporate debt instruments (other than employer securities):  |   |  |  |  |                              |
| (A) Preferred   | 1c(3)(A)  |  |  |  |                              |
| (B) All other   | 1c(3)(B)  |  |  |  |                              |
| (4) Corporate stocks (other than employer securities):  |   |  |  |  |                              |
| (A) Preferred   | 1c(4)(A)  |  |  |  |                              |
| (B) Common  | 1c(4)(B)  |  |  |  |                              |
| (5) Partnership/joint venture interests   | 1c(5)   |  |  |  |                              |
| (6) Real estate (other than employer real property)   | 1c(6)   |  |  |  |                              |
| (7) Loans (other than to participants)  | 1c(7)   |  |  |  |                              |
| (8) Participant loans   | 1c(8)   |  |  |  |                              |
| (9) Value of interest in common/collective trusts   | 1c(9)   |  | 96351000   |  | 96903000                     |
| (10) Value of interest in pooled separate accounts  | 1c(10)  |  |  |  |                              |
| (11) Value of interest in master trust investment accounts  | 1c(11)  |  |  |  |                              |
| (12) Value of interest in 103-12 investment entities  | 1c(12)  |  |  |  |                              |
| (13) Value of interest in registered investment companies (e.g., mutual funds)  | 1c(13)  |  |  |  |                              |
| (14) Value of funds held in insurance company general account (unallocated  | 1c(14)  |  | 442244000  | <u></u>                                |                              |

1c(14)

1c(15)

378850000

442214000

| 1d | Employer-related investments:                             |       | (a) Beginning of Year | (b) End of Year |
|----|---|-------|-----------------------|-----------------|
|    | (1) Employer securities                                   | 1d(1) |                       |                 |
|    | (2) Employer real property                                | 1d(2) |                       |                 |
| е  | Buildings and other property used in plan operation       | 1e    |                       |                 |
| f  | Total assets (add all amounts in lines 1a through 1e)     | 1f    | 551078000             | 504642000       |
|    | Liabilities   |       |                       |                 |
| g  | Benefit claims payable                                    | 1g    |                       | 3400000         |
| h  | Operating payables  | 1h    | 3161000               | 3488000         |
| i  | Acquisition indebtedness                                  | 1i    |                       |                 |
| j  | Other liabilities   | 1j    | 22191000              | 11242000        |
| k  | Total liabilities (add all amounts in lines 1g through1j) | 1k    | 25352000              | 18130000        |
|    | Net Assets  |       |                       |                 |
| I  | Net assets (subtract line 1k from line 1f)                | 11    | 525726000             | 486512000       |
|    |   |       |                       |                 |

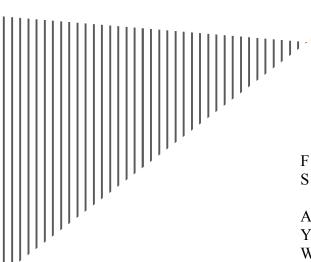
## Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

| Income  |          | (a) Amount | (b) Total |
|---|----------|------------|-----------|
| a Contributions:  |          |            |           |
| (1) Received or receivable in cash from: (A) Employers                                  | 2a(1)(A) | 39773000   |           |
| (B) Participants  | 2a(1)(B) | 164905000  |           |
| (C) Others (including rollovers)  | 2a(1)(C) | 29953000   |           |
| (2) Noncash contributions   | 2a(2)    |            |           |
| (3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)                   | 2a(3)    |            | 234631000 |
| b Earnings on investments:  |          |            |           |
| (1) Interest:   |          |            |           |
| (A) Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) |            |           |
| (B) U.S. Government securities  | 2b(1)(B) |            |           |
| (C) Corporate debt instruments  | 2b(1)(C) |            |           |
| (D) Loans (other than to participants)  | 2b(1)(D) |            |           |
| (E) Participant loans   | 2b(1)(E) |            |           |
| (F) Other   | 2b(1)(F) | 2000       |           |
| (G) Total interest. Add lines 2b(1)(A) through (F)                                      | 2b(1)(G) |            | 2000      |
| (2) Dividends: (A) Preferred stock  | 2b(2)(A) |            |           |
| (B) Common stock  | 2b(2)(B) |            |           |
| (C) Registered investment company shares (e.g. mutual funds)                            | 2b(2)(C) |            |           |
| (D) Total dividends. Add lines 2b(2)(A), (B), and (C)                                   | 2b(2)(D) |            | 0         |
| (3) Rents   | 2b(3)    |            |           |
| (4) Net gain (loss) on sale of assets: (A) Aggregate proceeds                           | 2b(4)(A) |            |           |
| (B) Aggregate carrying amount (see instructions)  | 2b(4)(B) |            |           |
| (C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result                          | 2b(4)(C) |            | 0         |
|   |          |            | <u> </u>  |

|  |                    | (a) Amount                     | <b>(b)</b> Total                   |
|--|--------------------|--------------------------------|------------------------------------|
| 2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate                               | 2b(5)(A)           |                                |                                    |
| (B) Other  | 2b(5)(B)           | 239000                         |                                    |
| (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)                                | 2b(5)(C)           |                                | 239000                             |
| (6) Net investment gain (loss) from common/collective trusts   | 2b(6)              |                                | 1264000                            |
| (7) Net investment gain (loss) from pooled separate accounts   | 2b(7)              |                                |                                    |
| (8) Net investment gain (loss) from master trust investment accounts                                   | 2b(8)              |                                |                                    |
| (9) Net investment gain (loss) from 103-12 investment entities   | 2b(9)              |                                |                                    |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)              | 2b(10)             |                                |                                    |
| C Other income   | . 2c               |                                | 15030000                           |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total                     | . 2d               |                                | 251166000                          |
| Expenses   | •                  |                                |                                    |
| <b>e</b> Benefit payment and payments to provide benefits:   |                    |                                |                                    |
| (1) Directly to participants or beneficiaries, including direct rollovers                              | . 2e(1)            | 213243000                      |                                    |
| (2) To insurance carriers for the provision of benefits  |                    | 62349000                       |                                    |
| (3) Other  | . 2e(3)            |                                |                                    |
| (4) Total benefit payments. Add lines 2e(1) through (3)  | 2 (1)              |                                | 275592000                          |
| f Corrective distributions (see instructions)  |                    |                                |                                    |
| g Certain deemed distributions of participant loans (see instructions)                                 |                    |                                |                                    |
| h Interest expense   | 01:                |                                |                                    |
| i Administrative expenses: (1) Professional fees   | 0:/4)              |                                |                                    |
| (2) Contract administrator fees  | 0:(0)              |                                |                                    |
| (3) Investment advisory and management fees  | 2:/2)              |                                |                                    |
| (4) Other  |                    | 14788000                       |                                    |
| (5) Total administrative expenses. Add lines 2i(1) through (4)   | 0:(5)              | 66666                          | 14788000                           |
|  | " <u></u>          |                                | 290380000                          |
| j Total expenses. Add all expense amounts in column (b) and enter total  Net Income and Reconciliation | ,                  |                                |                                    |
|  | 2k                 |                                | -39214000                          |
| k Net income (loss). Subtract line 2j from line 2d   | . ZR               |                                | 00211000                           |
| Transfers of assets:   | 21/4)              |                                |                                    |
| (1) To this plan   |                    |                                |                                    |
| (2) From this plan   | 21(2)              |                                |                                    |
| Part III Accountant's Opinion  |                    |                                |                                    |
| 3 Complete lines 3a through 3c if the opinion of an independent qualified public attached.             | accountant is at   | tached to this Form 5500. Comp | olete line 3d if an opinion is not |
| <b>a</b> The attached opinion of an independent qualified public accountant for this pla               | an is (see instruc | tions):                        |                                    |
| (1) Unqualified (2) Qualified (3) Disclaimer (4)   | Adverse            |                                |                                    |
| <b>b</b> Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.10                   | 3-8 and/or 103-1   | 2(d)?                          | Yes X No                           |
| <b>C</b> Enter the name and EIN of the accountant (or accounting firm) below:                          |                    |                                |                                    |
| (1) Name: ERNST & YOUNG LLP  |                    | (2) EIN: 34-6565596            |                                    |
| d The opinion of an independent qualified public accountant is not attached be                         |                    |                                |                                    |
| (1) This form is filed for a CCT, PSA, or MTIA. (2) It will be atta                                    | ched to the next   | Form 5500 pursuant to 29 CFR   | R 2520.104-50.                     |

| Pai | rt IV          | Compliance Questions  |          |            |                  |                       |                    |
|-----|----------------|---|----------|------------|------------------|-----------------------|--------------------|
| 4   | CCTs<br>103-12 | and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 2 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.  | 4f, 4g,  | 4h, 4k, 4  | m, 4n, or        | 5.                    |                    |
|     | During         | the plan year:  |          | Yes        | No               | Amo                   | unt                |
| а   | period         | nere a failure to transmit to the plan any participant contributions within the time described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures illy corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)                | 4a       |            | X                |                       |                    |
| b   | close o        | any loans by the plan or fixed income obligations due the plan in default as of the of the plan year or classified during the year as uncollectible? Disregard participant loans and by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is ed.) | 4b       |            | X                |                       |                    |
| С   | Were           | any leases to which the plan was a party in default or classified during the year as ectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)  | 4c       |            | X                |                       |                    |
| d   | reporte        | there any nonexempt transactions with any party-in-interest? (Do not include transactions ed on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is ed.)  | 4d       |            | X                |                       |                    |
|     |                | <b>'</b>  |          | Χ          |                  |                       | 10000000           |
| e   |                | nis plan covered by a fidelity bond?  | 4e       |            |                  |                       | 10000000           |
| f   | by frau        | e plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused ud or dishonesty?  | 4f       |            | X                |                       |                    |
| g   |                | e plan hold any assets whose current value was neither readily determinable on an ished market nor set by an independent third party appraiser?   | 4g       |            | X                |                       |                    |
| h   |                | e plan receive any noncash contributions whose value was neither readily ninable on an established market nor set by an independent third party appraiser?  | 4h       |            | X                |                       |                    |
| i   |                | e plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, se instructions for format requirements.)  | 4i       | X          |                  |                       |                    |
| j   | Were a         | any plan transactions or series of transactions in excess of 5% of the current of plan assets? (Attach schedule of transactions if "Yes" is checked, and structions for format requirements.)   | 4j       | X          |                  |                       |                    |
| k   | Were           | all the plan assets either distributed to participants or beneficiaries, transferred to another or brought under the control of the PBGC?   | 4k       |            | X                |                       |                    |
| ı   | Has th         | e plan failed to provide any benefit when due under the plan?   | 41       |            | X                |                       |                    |
| m   | If this i      | is an individual account plan, was there a blackout period? (See instructions and 29 CFR 101-3.)  | 4m       |            |                  |                       |                    |
| n   |                | was answered "Yes," check the "Yes" box if you either provided the required notice or one exceptions to providing the notice applied under 29 CFR 2520.101-3  | 4n       |            |                  |                       |                    |
| 5a  |                | esolution to terminate the plan been adopted during the plan year or any prior plan year? "enter the amount of any plan assets that reverted to the employer this year  | Yes      | s X No     | Amou             | nt:                   |                    |
| 5b  | transfe        | ng this plan year, any assets or liabilities were transferred from this plan to another plan(s) erred. (See instructions.)  | , identi | fy the pla | an(s) to wh      | nich assets or liabil | ities were         |
|     | 5b(1)          | Name of plan(s)   |          |            | <b>5b(2)</b> EIN | l(s)                  | <b>5b(3)</b> PN(s) |
|     |                |   |          |            |                  |                       |                    |
|     |                |   |          |            |                  |                       |                    |
|     |                |   |          |            |                  |                       |                    |
|     |                |   |          |            |                  |                       |                    |
|     |                |   |          |            |                  |                       |                    |



FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

Alcatel-Lucent Retiree Welfare Benefits Plan Years Ended December 31, 2011 and 2010 With Report of Independent Auditors

Ernst & Young LLP



# Financial Statements and Supplemental Schedules

December 31, 2011 and 2010

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| Supplemental Schedules  |    |
| Schedule H, Line 4i – Schedule of Assets (Held at End of Year)                    | 22 |
| Schedule H, Line 4j – Schedule of Reportable Transactions                         |    |



Ernst & Young LLP 5 Times Square New York, New York 10036-6530

Tel: +1 212 773 3000 Fax: +1 212 773 6350 www.ev.com

# Report of Independent Auditors

The Employee Benefits Committee
The Alcatel-Lucent Retiree Welfare Benefits Plan

We have audited the accompanying statements of benefit obligations and net assets available for benefits of Alcatel-Lucent Retiree Welfare Benefits Plan as of December 31, 2011 and 2010, and the related statement of changes in benefit obligations and net assets available for benefits for the year ended December 31, 2011. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Plan at December 31, 2011 and 2010, and the changes in its financial status for the year ended December 31, 2011, in conformity with accounting principles generally accepted in the United States.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2011, and reportable transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in our audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Ernst + Young LLP

# Statements of Benefit Obligations and Net Assets Available for Benefits (In Thousands)

|  | December 31     |    |           |
|--|-----------------|----|-----------|
|  | 2011            |    | 2010      |
| Benefit obligations  |                 |    |           |
| Accumulated postretirement benefit obligation:                 |                 |    |           |
| Current retirees   | \$<br>4,548,200 | \$ | 4,416,800 |
| Medical claims payable and liability for claims incurred but   |                 |    |           |
| not reported   | 3,400           |    | 14,400    |
| Other participants fully eligible for benefits                 | 23,300          |    | 28,500    |
| Other participants not yet fully eligible for benefits         | <br>132,200     |    | 89,500    |
| Total benefit obligations                                      | 4,707,100       |    | 4,549,200 |
| Net assets   |                 |    |           |
| Cash   | 14,266          |    | 12,512    |
| Refund receivable  | 14,623          |    |           |
| Group Life Insurance Policies                                  | 378,850         |    | 442,214   |
| Assets held in Lucent Technologies Inc. Master Pension Trust – | ,               |    | ,         |
| Restricted for 401(h) account                                  | 213,373         |    | 202,408   |
| Common/collective trusts                                       | 96,903          |    | 96,351    |
| Accrued interest receivable                                    | _               |    | 1         |
| Total assets   | <br>718,015     |    | 753,486   |
| Due to Spanger not   | 11 242          |    | 22 101    |
| Due to Sponsor, net  | 11,242          |    | 22,191    |
| Accrued administrative costs                                   | <br>3,488       |    | 3,161     |
| Total liabilities  | <br>14,730      |    | 25,352    |
| Net assets available for benefits                              | 703,285         |    | 728,134   |
| Excess of benefit obligations over net assets available for    | <br>            |    |           |
| benefits   | \$<br>4,003,815 | \$ | 3,821,066 |

See accompanying notes.

# Statement of Changes in Benefit Obligations and Net Assets Available for Benefits

# Year Ended December 31, 2011 (In Thousands)

| Net increase in benefit obligations  |    |           |
|--|----|-----------|
| Increase (decrease) during the period attributable to:                           |    |           |
| Benefits paid, net   | \$ | (448,200) |
| Change in actuarial assumptions and experience                                   |    | 44,900    |
| Benefits accumulated and other changes   |    | 193,800   |
| Change in discount rate  |    | 367,400   |
| Net increase in benefit obligations  |    | 157,900   |
| Net change in net assets available for benefits                                  |    |           |
| Additions to Plan assets available for benefits attributable to:                 |    |           |
| Sponsor contributions  |    | 39,773    |
| Participant contributions  |    | 164,905   |
| Contribution from others   |    | 29,953    |
| Income from insurance policies   |    | 15,030    |
| Net increase in 401(h) account   |    | 10,965    |
| Net investment gain  |    | 1,264     |
| Net appreciation in fair value of investments                                    |    | 239       |
| Interest income  |    | 2         |
| Total additions  |    | 262,131   |
| Deductions from Plan assets available for benefits attributable to:              |    |           |
| Payments for benefits  |    | 272,192   |
| Administrative costs   |    | 14,788    |
| Total deductions   |    | 286,980   |
| Net decrease in net assets available for benefits                                |    | (24,849)  |
| Increase in excess of benefit obligations over net assets available for benefits |    | 182,749   |
| Excess of benefit obligations over net assets available for benefits:            |    |           |
| Beginning of year  |    | 3,821,066 |
| End of year  | \$ | 4,003,815 |
| Life of your   | Ψ  | 1,005,015 |

#### Notes to Financial Statements

December 31, 2011 (In Thousands)

#### 1. Plan Description

The following description of the Alcatel-Lucent Retiree Welfare Benefits Plan (the "Plan") provides only general information. Participants should refer to the Plan document, and the plan documents and the summary plan descriptions of each of the component plans, for a more complete description of the Plan's provisions.

#### General

The Plan is an umbrella plan comprised of the following component plans: the Alcatel-Lucent Medical Expense Plan for Retired Employees (the "Retiree Medical Plan"), the Alcatel-Lucent Dental Expense Plan for Retired Employees (the "Retiree Dental Plan") and the Alcatel-Lucent Group Life Insurance Plan for Retired Employees (the "Retiree Group Life Plan"). The Retiree Medical Plan and the Retiree Dental Plan are contributory employee welfare benefit plans that provide standard health benefits to substantially all of the retired employees and eligible dependents of Alcatel-Lucent USA Inc. (the "Sponsor"), and its domestic subsidiaries. Although the Retiree Group Life Plan permits participant contributions, the plan has been non-contributory to date. It provides basic life insurance benefits to substantially all of the retired employees of the Sponsor and its domestic subsidiaries who are eligible for disability or service pensions. The Plan and its component plans are employee benefit plans subject to the provisions of Employee Retirement Income Security Act of 1974 ("ERISA").

Pursuant to a December 2004 collective bargaining agreement (the "Agreement") between the Sponsor and the Communications Workers of America and the International Brotherhood of Electrical Workers (collectively, the "Unions"), the Lucent Supplemental Healthcare Benefits Trust for Formerly Represented Retirees (the "Taft Hartley Trust"), a voluntary employees' beneficiary association meeting the requirements of section 501(c)(9) of the Internal Revenue Code of 1986, as amended (the "Code") and other applicable legal requirements, including Section 302 of the Labor Management Relations Act, 1947, was established for the exclusive purpose of paying a portion of the retiree healthcare benefits that eligible participants and their beneficiaries who are covered by the Agreement would otherwise be required to absorb through premiums and other payments. The trustees, who have exclusive authority to manage the Taft Hartley Trust for the exclusive benefit of its participants, are appointed in equal numbers by the Sponsor and the Unions. The Sponsor agreed to contribute \$400,000 to the Taft Hartley Trust by the end of 2012, with a minimum annual contribution of \$25,000.

## Notes to Financial Statements (continued)

(In Thousands)

#### 1. Plan Description (continued)

Effective January 1, 2010, certain classes of retired employees of Alcatel USA, Inc. (and its participating affiliates), who, at December 31, 2009, were eligible for retiree medical and dental benefits coverage under The Alcatel USA, Inc. Comprehensive Welfare Benefits Plan, became benefits eligible to participate in the Retiree Medical Plan and the Retiree Dental Plan.

#### **Benefits**

The Plan provides health benefits (hospital, surgical, medical, prescription drug and mental health/chemical dependency), including an HMO option, and dental benefits, including a Dental Maintenance Organization ("DMO") option and a Preferred Provider Organization ("PPO") option, to eligible retired participants, their lawful spouses, and eligible dependents. The Plan provides continuation of certain benefits upon termination of employment through the Consolidated Omnibus Budget Reconciliation Act.

On July 30, 2008, the Board of Directors of the Sponsor approved a change in the management retiree health benefit plan design for Medicare-eligible participants and their Medicare-eligible dependents. Effective January 1, 2009, such participants and beneficiaries had a new medical coverage option--an insured Medicare Advantage plan known as a "Private Fee For Service" plan ("PFFS") provided through United Healthcare. PFFS replaced the traditional indemnity option offered under the Plan for these participants. Affected participants could also choose a Medicare Advantage HMO, where available. Effective January 1, 2011, the PFFS plan was discontinued and replaced by the Medicare Advantage Preferred Provider Organization ("MAPPO"). Effective January 1, 2012, the formerly represented health benefit plan design was amended to add the MAPPO option.

As a result of a gain sharing arrangement with United Healthcare, the Plan received a refund of \$11,844 during 2011 for premiums associated with the 2010 plan year. During 2011, the Sponsor used \$6,856 of the refund to reduce its healthcare contributions to the Plan. The remaining \$4,988 of the refund is expected to be used to reduce future contributions for the Medicare-eligible participants. During 2012, the Sponsor received \$14,623 for premiums associated with the 2011 plan year which is reflected as a refund receivable as of December 31, 2011. The Sponsor intends to use the refund to reduce both its and the Medicare-eligible participants future healthcare contributions to the Plan.

## Notes to Financial Statements (continued)

(In Thousands)

#### 1. Plan Description (continued)

In addition to health benefits, the Plan provides death benefits to eligible retired employees of the Sponsor which are payable to their beneficiaries. A participant may assign his or her life insurance under the Plan in accordance with the terms and conditions of his or her policy. Benefit payments for these benefits are administered under insurance contracts with Metropolitan Life Insurance Company ("MetLife").

During 2011, the Plan paid \$34,095 in HMO premiums, \$14,623 in MAPPO premiums, \$2,901 in DMO premiums and \$10,730 in dental PPO premiums to insurance carriers, which are included in payments for benefits.

#### **Contributions**

The Sponsor has created certain voluntary employees' beneficiary association Trusts (the "Trusts"). According to the Trusts' agreements, the Sponsor may contribute such assets to the Trusts as it reasonably determines necessary and appropriate to pay expenses under the various medical, dental, and group life benefit plans consistent with any limitations under Section 419 of the Code, and shall specifically indicate the allocation of such assets among the plans.

Participant contributions are made primarily through pension payroll deductions and direct billing by the Sponsor, which in turn makes contributions to the Plan on the participants' behalf. Participant contributions reflect the cost of the selected coverage level and optional dependent coverage less the amount of cost paid by the Sponsor. Participant contributions also include elections to continue coverage for dependents of deceased retired participants.

For eligible formerly represented occupational retirees who retired before March 1, 1990, the Sponsor pays the entire cost of the medical and dental coverage, except for non-grandfathered Class II dependents for whom the retiree pays the entire cost. In addition, the Sponsor reimburses the entire amount of Medicare Part B premiums for these Medicare-eligible retired employees and/or their spouses.

# Notes to Financial Statements (continued)

(In Thousands)

#### 1. Plan Description (continued)

For eligible formerly represented occupational retirees who retire on or after March 1, 1990, sponsor contributions are limited to the following annual amounts for medical and dental coverage:

|                         |                                     | Formerly Represented Occupational |
|-------------------------|-------------------------------------|-----------------------------------|
|                         |                                     | (in whole dollars)                |
| Retired under age 65    | - single coverage                   | \$4,225                           |
| Retired under age 65    | <ul> <li>family coverage</li> </ul> | 8,600                             |
| Retired age 65 and over | <ul> <li>single coverage</li> </ul> | 2,000                             |
| Retired age 65 and over | - family coverage                   | 4,625                             |

In addition, the amount the Sponsor reimburses for Medicare Part B premiums for these Medicare-eligible retired employees will not exceed \$46.00 per month (\$33.00 for spouses) (in whole dollars). However, no reimbursement is made for spouses of employees who retire after May 31, 1998.

For eligible management and non-represented occupational retirees who retired before March 1, 1990, the Sponsor pays the entire cost of the medical coverage, except for non-grandfathered Class II dependents for whom the retiree pays the entire cost. Management and non-represented occupational retirees pay the full dental cost.

# Notes to Financial Statements (continued)

(In Thousands)

#### 1. Plan Description (continued)

For eligible management and non-represented occupational retirees who retire on or after March 1, 1990, Sponsor contributions are limited to the following annual amounts for medical coverage:

|                                  | Management and<br>Non-represented<br>Occupational |  |
|----------------------------------|---|--|
|                                  | (in whole dollars)                                |  |
| Retirees Under Age 65            |   |  |
| Single Coverage:                 |   |  |
| Retiree Not Medicare Eligible    | \$ 3,200  |  |
| Retiree Medicare Eligible        | _   |  |
| Family Coverage (Non-Access):    |   |  |
| None Medicare Eligible           | 6,700   |  |
| Retiree (Only) Medicare Eligible | 3,500   |  |
| Spouse (Only) Medicare Eligible  | 3,200   |  |
| Both Medicare Eligible           | _   |  |
| Retirees Age 65 and Over         |   |  |
| Single Coverage                  | _   |  |
| Family Coverage (Non-Access):    |   |  |
| Retiree (Only) Medicare Eligible | 3,500   |  |
| Both Medicare Eligible           | _   |  |

Prescription drug benefits are provided for Medicare-eligible management and non-represented occupational retirees through a Medicare Prescription Drug Plan ("PDP"). In a PDP, the prescription drug vendor contracts directly with The Centers for Medicare and Medicaid Services (the "CMS") to provide Medicare Part D coverage. Plan sponsors who offer PDP's do not receive Medicare Part D Retiree Drug Subsidies for these plans. The Alcatel-Lucent PDP is a self insured program administered by Medco Health Solutions ("Medco").

## Notes to Financial Statements (continued)

(In Thousands)

#### 1. Plan Description (continued)

On August 31, 2010, the U.S. Department of Health & Human Services ("HHS") advised the Sponsor that its application to participate in HHS's Early Retiree Reinsurance Program (the "Program") had been approved. The Program, established as part of the Patient Protection and Affordable Care Act, reimburses plan sponsors for some of the costs associated with health care benefits paid on behalf of, or by, "early retirees" and certain of their dependents who participate in an "employment-based" plan.

In December 2010, the Sponsor received an initial reimbursement of \$12,512 from the Program. During 2011, the Sponsor received additional reimbursements of \$29,926 from the Program and \$27 in interest, which are reflected as a contribution from others in the accompanying financial statements.

The Program imposes certain restrictions on how a plan sponsor may use Program proceeds. Specifically, a plan sponsor must use the proceeds (i) to reduce its own health benefit premiums or health benefit costs, (ii) to reduce the health benefit premium contributions, copayments, deductibles, coinsurance, or other out-of-pocket costs (or any combination of these costs) for plan participants, or (iii) to reduce a combination of the costs of (i) or (ii).

The Sponsor intends to use the proceeds (i) in a manner consistent with Program requirements or, (ii) with respect to reimbursement of costs associated with health care benefits paid on behalf of, or by, formerly represented early retirees and their family members, in a manner consistent with Program requirements and applicable collective bargaining agreements. During 2011, the Sponsor used \$28,200 to offset its own increased healthcare costs and expects to use the remaining \$14,265 to offset participants' increased healthcare costs during 2012.

#### **Administrative Costs**

Costs of administering the Plan are borne by the Plan or by the Sponsor.

### Notes to Financial Statements (continued)

(In Thousands)

### 1. Plan Description (continued)

### Other

At December 31, 2011 and 2010, the Plan's benefit obligations significantly exceeded its net assets available for benefits. However, management expects that the Plan's net assets available for benefits and future Sponsor contributions will be sufficient to fund obligations as they are incurred

Although it has not expressed any intention to do so, the Sponsor has the right under the Plan, subject to collective bargaining agreements, to modify the benefits provided to participants, to discontinue its contributions at any time, and to terminate the Plan, subject to the provisions set forth in ERISA. In the event of such termination, the net assets of the Plan shall be allocated to pay the benefit obligations of the Plan in accordance with ERISA.

### 2. Summary of Significant Accounting Policies

### **Basis of Presentation**

The accompanying financial statements have been prepared under the accrual method of accounting.

### **Valuation of Investments**

The Plan invests in common/collective trusts. Investments in common/collective trusts are valued at fair value based on the common/collective trusts' net asset values on the last business day of the Plan year as determined by the trusts' managers. See Note 3 for additional information.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded as earned.

### Notes to Financial Statements (continued)

(In Thousands)

### 2. Summary of Significant Accounting Policies (continued)

### **Valuation of Group Life Insurance Policies**

The Plan has prepaid premiums for life insurance policies with an insurance company. The prepaid premiums are invested by the insurance company in equity, fixed income and international separate accounts and a general account, all of which are valued by the insurance company. The Plan is allocated a portion of the earnings from these investments. The underlying investments in the accounts are generally valued at fair value, using readily available market values. If there is no readily available market value for any asset in the separate accounts, the insurance company determines, at its discretion and in accordance with any applicable laws and regulations, the value to be used as such asset's market value. The policies are valued by the insurance company based on the fair value of the underlying assets.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

### **Accumulated Postretirement Benefit Obligation ("APBO")**

The APBO represents the actuarial present value of those estimated future benefits that are attributed to employee service rendered to December 31 of the applicable year. Accumulated postretirement benefits include future benefits expected to be paid to or for (1) currently retired employees and eligible dependents and beneficiaries, (2) active management employees with more than 15 years service as of June 30, 2001, eligible dependents and beneficiaries and (3) all represented employees and eligible dependents and beneficiaries after retirement from the Sponsor. Prior to an active employee's full eligibility date, the APBO is the portion of the expected postretirement benefit obligation that is attributed to that employee's service performed prior to the valuation date.

### Notes to Financial Statements (continued)

(In Thousands)

### 2. Summary of Significant Accounting Policies (continued)

The APBO is determined by the Plan's actuary, Aon Hewitt, and is the amount which results from applying actuarial assumptions to historic claims-cost data to estimate future annual incurred claims-cost per participant and to adjust such estimates for the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as those for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

For purposes of determining the actuarial present value of accumulated plan benefits as of December 31, 2011, a 9.2% post-65 medical, 9.8% pre-65 medical and 10.4% pre and post-65 prescription drug annual rate of increase in the per capita cost of covered benefits were assumed for 2012. The rates were assumed to decline gradually after 2012 to 5.5% by the year 2021 and then remain constant. For purposes of determining the actuarial present value of accumulated plan benefits as of December 31, 2010, a 9.5% post-65 medical, 10.1% pre-65 medical and 10.7% pre and post-65 prescription drug annual rate of increase in the per capita cost of covered benefits were assumed for 2011. The rates were assumed to decline gradually after 2011 to 6.0% by the year 2020 and then remain constant. These assumptions could greatly affect the amounts reported. To illustrate, increasing the assumed trend rate by 1% in each year could increase the APBO by \$125,700 and \$119,800 at December 31, 2011 and 2010, respectively.

For dental care benefits, the rate is 3.5% for 2012 and beyond. For 2011, the rate was 3.5%. These assumptions could greatly affect the amounts reported. To illustrate, increasing the assumed trend rate by 1% in each year could increase the APBO by \$4,300 and \$4,000 at December 31, 2011 and 2010, respectively.

For group life costs, the APBO is the amount that results from applying actuarial assumptions to participant census data to estimate future annual incurred claims-cost per participant and to adjust such estimates for the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as those for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

### Notes to Financial Statements (continued)

(In Thousands)

### 2. Summary of Significant Accounting Policies (continued)

The following summarizes other significant actuarial assumptions used in the valuations as of December 31, 2011 and 2010, respectively:

Weighted-average discount rate 3.74% (2011), 4.64% (2010)

Mortality 2011: RP-2000 Combined Healthy Mortality with

generational projection using the Society of Actuaries

Scale AA

2010: For Retirees: a graduated table based on Alcatel-Lucent experience during the period 2005-2008; 2010: For Active employees: RP-2000 Combined

Healthy Martality

Healthy Mortality

Weighted average rate of

compensation increase: 3.93% (2011), 3.90% (2010)

The foregoing assumptions are based on the presumption that the benefits will continue. Were the benefits to terminate, different actuarial assumptions and other factors might be applicable in determining the APBO.

In March 2010, the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 (collectively, the Act) were enacted. The primary focus of the Act is to significantly reform health care in the U.S. The Plan has included the estimated effect of the Act in the valuation of its postretirement benefit obligation as of December 31, 2011 and 2010. The Plan continues to evaluate the various provisions of the Act.

### **Medicare Subsidy**

The Medicare Prescription Drug, Improvement and Modernization Act of 2003 provides for a government subsidy to Plan Sponsors that maintain a prescription drug plan for Medicare-eligible participants that is at least actuarially equivalent to the benefit provided by Medicare Part D. The Plan does provide an actuarially equivalent benefit, so the Sponsor expects to receive a subsidy. The Plan's benefit obligation does not reflect the subsidy because the subsidy is provided to the Sponsor and not the Plan.

### Notes to Financial Statements (continued)

(In Thousands)

### 2. Summary of Significant Accounting Policies (continued)

### **Claims Incurred But Not Reported**

Plan obligations at December 31, 2011 and 2010 for incurred but not reported claims are estimated by the Plan's actuary in accordance with accepted actuarial principles based on claims data provided by the Plan's third-party administrator. These amounts are paid by the Plan only if claims are submitted and approved for payment.

### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make significant estimates and assumptions that affect the reported amounts of assets and benefit obligations and changes therein and disclosures of contingent assets and liabilities. These significant estimates include the Plan's accumulated benefit obligations and market value of investments. Actual results could differ from those estimates.

### **Risks and Uncertainties**

Plan contributions and the actuarial present value of Plan benefit obligations are determined based on certain assumptions pertaining to per capita claim estimates, interest and mortality rates, inflation rates and participant demographics, all of which are subject to change. As of the date of these financial statements, the Sponsor believes these estimates and assumptions concerning matters such as interest rates and participant demographics are reasonable. However, due to the uncertainties inherent in making any estimate or assumption, it is at least reasonably possible that actual results may differ materially from what has been estimated or assumed.

Investment securities held by the Trusts are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in market conditions could differ materially from what has been reported in the financial statements

### Notes to Financial Statements (continued)

(In Thousands)

### 2. Summary of Significant Accounting Policies (continued)

### Payment of benefits

Benefits are recorded when paid. Certain premiums and claims are paid from the general assets of the Sponsor; however, all premiums and claims are recorded in the accompanying statement of changes in net assets available for benefits, regardless of whether they were paid from Plan assets or from the general assets of the Sponsor.

### Refunds

Refunds are recorded when earned from the provider and netted with claims paid in the accompanying statement of changes in net assets available for benefits.

### **Due to Sponsor, Net**

The Sponsor traditionally makes benefit payments on behalf of the Plan, net of participant contributions, and may opt to receive subsequent reimbursement from the Trusts. As a result of timing, a liability has been reported on the Statements of Benefit Obligations and Net Assets Available for Benefits as Due to Sponsor relating to such benefit payments made by the Sponsor that are not yet reimbursed by the Trusts as of December 31, 2011 and 2010. Such reimbursements may be made subsequent to the Plan's year-end.

### **New Accounting Pronouncements**

In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements*, (ASU 2010-06). ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The requirement to present changes in Level 3 measurements on a gross basis is effective for reporting periods beginning after December 15, 2010. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

### Notes to Financial Statements (continued)

(In Thousands)

### 2. Summary of Significant Accounting Policies (continued)

In May 2011, the FASB issued Accounting Standards Update 2011-04, Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs, (ASU 2011-04). ASU 2011-04 amended ASC 820, Fair Value Measurement, to converge the fair value measurement guidance in US generally accepted accounting principles (GAAP) and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures will not be required for nonpublic entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

### 3. Investments

Plan investments are held in two separate Trusts: (1) the Lucent Technologies Inc. Postretirement Welfare Benefits Trust for Represented Employees (the "Represented Trust"), and (2) the Lucent Technologies Inc. Postretirement Welfare Benefits Trust for Nonrepresented Employees (the "Nonrepresented Trust"). Each of these trusts qualifies as a Voluntary Employees' Beneficiary Association ("VEBA") under Section 501(c)(9) of the Code. The exclusive purpose of these trusts is to fund future postretirement health and life benefits to eligible participants of the Plan.

During the year ended December 31, 2011, the Plan's investments (including investments bought and sold, as well as held during the year) appreciated in fair value as follows:

|  | Net Appreciation in Fair Value during the year |
|--|--|
| BlackRock 1-3 Year Treasury Index Fund | \$ 239   |

Investments which exceed 5% of the current value of net assets available for benefits at December 31, 2011 and 2010 were as follows:

|  | December        | 31     |
|--|-----------------|--------|
|  | <br>2011        | 2010   |
| BlackRock 1-3 Year Treasury Index Fund | \$<br>91,772 \$ | 96,201 |

### Notes to Financial Statements (continued)

(In Thousands)

### 3. Investments (continued)

### **Fair Value Measurements**

The Plan follows a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 – inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, quoted market prices for identical or similar assets or liabilities in markets that are not active, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following tables set forth by level, within the fair value hierarchy, the Plan's investment assets at fair value, as of December 31, 2011 and 2010. Assets are classified in their entirety based upon the lowest level of input that is significant to the fair value measurement.

### Assets at Fair Value as of December 31, 2011

(In Thousands)

|   | Level 1    | Level 2    | Level 3    | Total   |
|---|------------|------------|------------|---------|
| Group life insurance policies Assets held in Lucent Technologies Inc. Master Pension Trust – Restricted | \$<br>- \$ | - \$       | 378,850 \$ | 378,850 |
| for 401(h) account  | _          | 213,373    | _          | 213,373 |
| Common/collective trusts  | _          | 96,903     | _          | 96,903  |
| Total assets at fair value  | \$<br>- \$ | 310,276 \$ | 378,850 \$ | 689,126 |

### Notes to Financial Statements (continued)

(In Thousands)

### 3. Investments (continued)

### Assets at Fair Value as of December 31, 2010

(In Thousands)

|   | <br>Level 1 | Level 2    | Level 3    | Total   |
|---|-------------|------------|------------|---------|
| Group life insurance policies Assets held in Lucent Technologies Inc. Master Pension Trust – Restricted | \$<br>- \$  | - \$       | 442,214 \$ | 442,214 |
| for 401(h) account  | _           | 202,408    | _          | 202,408 |
| Common/collective trusts  | _           | 96,351     | _          | 96,351  |
| Total assets at fair value  | \$<br>- \$  | 298,759 \$ | 442,214 \$ | 740,973 |

The table below sets forth a summary of changes in the fair value of the Level 3 investment assets held by the Plan for the year ended December 31, 2011.

| Balance, beginning of year  | \$<br>442,214 |
|---|---------------|
| Unrealized gains relating to instruments still held at the reporting date | 15,030        |
| Settlements   | <br>(78,394)  |
| Balance, end of year  | \$<br>378,850 |

### 4. 401(h) Account

From time to time, the Sponsor makes "Collectively Bargained Transfers" of excess pension assets of the Lucent Technologies Inc. Master Pension Trust held for the Lucent Technologies Inc. Pension Plan (the "Pension Plan") to an account of the Pension Plan under the Master Pension Trust established under section 401(h) of the Code, pursuant to Section 420 of the Code to cover retiree healthcare costs, for Plan participants covered by the Agreement. In accordance with Code section 401(h), the Plan's investments in the 401(h) account may not be used for or diverted to any purpose other than providing health benefits for the participants as well as administration costs. The related obligations for health benefits are not reported in the Pension Plan's statement of accumulated plan benefits but are reported as obligations in the Plan.

### Notes to Financial Statements (continued)

(In Thousands)

### 4. 401(h) Account (continued)

The following tables present the components of the net assets available for obligations funded under Code section 401(h) as of December 31, 2011 and 2010 and the related changes in net assets available for the year ended December 31, 2011.

Net Assets Available for Accumulated Postretirement Obligations as of:

|  | December 31 |               |    |               |  |  |  |
|--|-------------|---------------|----|---------------|--|--|--|
|  |             | 2011          |    | 2010          |  |  |  |
| Accrued interest receivable JPMCB Liquidity Fund | \$          | 47<br>213,326 | \$ | 37<br>202,371 |  |  |  |
|  | \$          | 213,373       | \$ | 202,408       |  |  |  |

Changes in Net Assets Available for Accumulated Postretirement Obligations for the year ended December 31, 2011:

| Transfer from Pension Plan | \$<br>351,000 |
|----------------------------|---------------|
| Interest income            | 236           |
| Administrative expenses    | (20,226)      |
| Benefit payments           | (320,045)     |
| Net increase               | \$<br>10,965  |

### 5. Tax Status

The Plan was originally funded by means of a trust established effective as of October 1, 1996 known as the Lucent Technologies Inc. Postretirement Life Insurance Benefits Trust (the "Life Insurance Benefits Trust"). The Life Insurance Benefits Trust obtained a recognition of exemption letter from the Internal Revenue Service (the "IRS") dated November 25, 1998. The Trust was amended and restated in 2002, and its tax-exempt status was confirmed by a private letter ruling issued by the IRS on October 10, 2002. Pursuant to the private letter ruling, a further trust was established—the Nonrepresented Trust, and certain life insurance assets associated with the Life Insurance Trust were transferred to the Nonrepresented Trust. The Life Insurance Trust was also renamed the Represented Trust. The Represented Trust and the Nonrepresented Trust were each further amended in 2004, and their tax-exempt status was confirmed by a private letter ruling issued by the IRS on September 8, 2004.

### Notes to Financial Statements (continued)

(In Thousands)

### 5. Tax Status (continued)

The Plan, the Represented Trust and the Nonrepresented Trust are required to operate in conformity with the Code to maintain their tax-exempt status. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes the related trusts are tax exempt.

Accounting principles generally accepted in the United States require the Plan Administrator to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain tax positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2008.

### 6. Party-in-interest Transactions

Certain Plan investments are shares of common/collective trust funds managed by affiliates of the trustee, Bank of New York Mellon, and, therefore, these transactions might qualify as party-in-interest transactions under ERISA. However, these transactions meet the requirements of one or more prohibited transaction exemptions under ERISA.

### 7. Reconciliation of Financial Statements to 5500

The following is a reconciliation of net assets available for benefits per the financial statement to the Form 5500 as of December 31, 2011 and 2010:

|  | 2011             | 2010      |
|--|------------------|-----------|
| Net assets available for benefits per the financial statements | \$<br>703,285 \$ | 728,134   |
| Less:  |                  |           |
| Medical claims payable and claims incurred but not             |                  |           |
| reported   | (3,400)          | _         |
| Net assets held in Pension Plan – 401(h) account               | (213,373)        | (202,408) |
| Net assets available for benefits per Form 5500                | \$<br>486,512 \$ | 525,726   |

### Notes to Financial Statements (continued)

(In Thousands)

### 7. Reconciliation of Financial Statements to 5500 (continued)

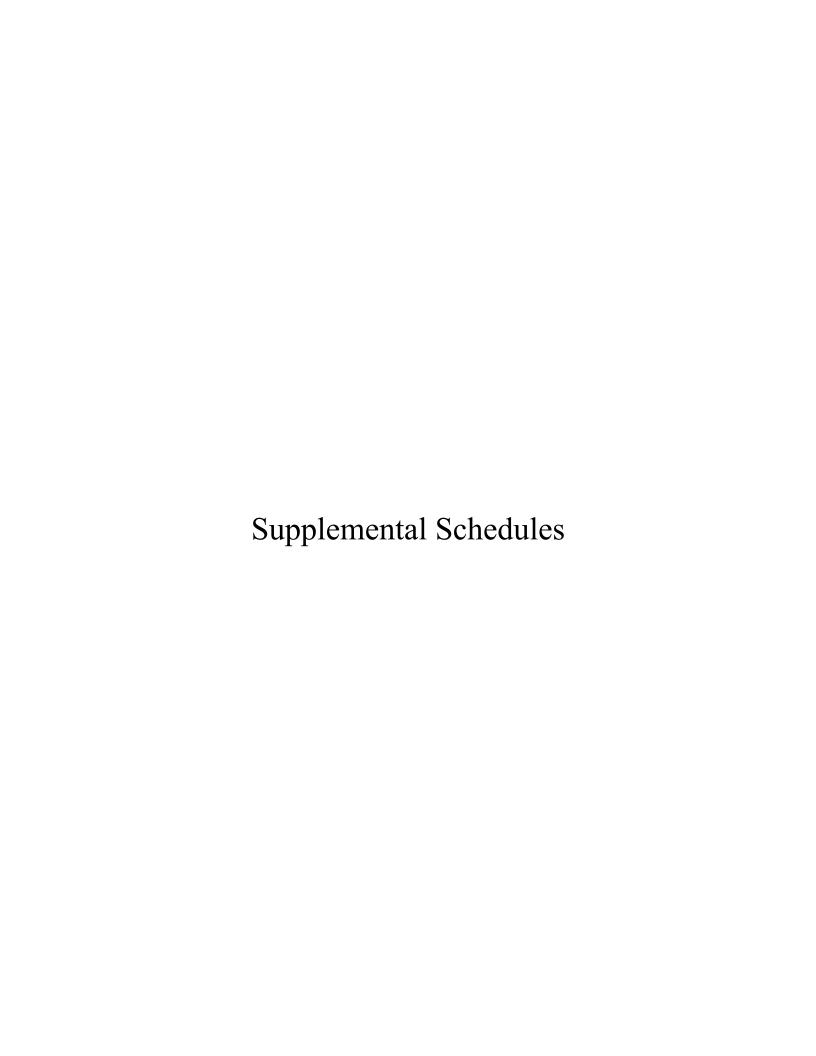
The following is a reconciliation of the change in net assets per the financial statements to the Form 5500 for the year ended December 31, 2011:

| Net decrease in net assets available for benefits per the financial |                |
|---|----------------|
| statements  | \$<br>(24,849) |
| Less:   |                |
| Medical claims payable and claims incurred but not reported         | (3,400)        |
| Net increase in 401(h) account                                      | (10,965)       |
| Net decrease in net assets available for benefits per Form 5500     | \$<br>(39,214) |

### 8. Subsequent Events

Management has evaluated subsequent events through October 11, 2012, the date the financial statements were available to be issued. There were no material subsequent events that occurred between December 31, 2011 through October 11, 2012 that required disclosure in the financial statements, except as follows:

In April 2012, the Sponsor and the Unions entered into an agreement (i) to continue health benefits for formerly represented retirees through December 31, 2013, and (ii) to reduce the Sponsor's funding commitment with respect to such health benefits for the 2013 plan year by \$40,000.



EIN: 22-3408857

Plan#: 504

### Alcatel-Lucent Retiree Welfare Benefits Plan

### Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

### December 31, 2011

| Name of Issuer and Title of Issue   | <b>Description of Investment</b> | Cost                          | Fair<br>Value                 |
|---|----------------------------------|-------------------------------|-------------------------------|
| BlackRock 1-3 Year Treasury Index Fund<br>*Charitable Temporary Investment Fund | Common/collective trust          | \$<br>71,814,782<br>5,131,124 | \$<br>91,772,033<br>5,131,124 |
|   |                                  | \$<br>76,945,906              | \$<br>96,903,157              |

<sup>\*</sup> Represents party-in-interest

EIN: 22-3408857

Plan#: 504

### Alcatel-Lucent Retiree Welfare Benefits Plan

### Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2011

| Identity of<br>Party Involved | Description of Asset                 | Purchase<br>Price* | Selling<br>Price* | Cost of<br>Assets | Current Value<br>of Asset on<br>Transaction<br>Date | Net Gain<br>(Loss) |
|-------------------------------|--------------------------------------|--------------------|-------------------|-------------------|---|--------------------|
| Category (iii) Series of tran | sactions in excess of 5%             |                    |                   |                   |   |                    |
| Bank of New York Mellon       | BNY Mellon Cash Reserve              | \$<br>95,187,394   | \$<br>_           | \$<br>_           | \$<br>95,187,394                                    | \$<br>_            |
| Bank of New York Mellon       | BNY Mellon Cash Reserve              | _                  | 95,187,394        | 95,187,394        | 95,187,394  | _                  |
| Bank of New York Mellon       | Charitable Temporary Investment Fund | 186,772,397        | _                 | _                 | 186,772,397   | _                  |
| Bank of New York Mellon       | Charitable Temporary Investment Fund | _                  | 181,790,995       | 181,790,995       | 181,790,995   | _                  |

There were no category (i), (ii) or (iv) reportable transactions during the year ended December 31, 2011.

<sup>\*</sup>at market

### Ernst & Young LLP

### Assurance | Tax | Transactions | Advisory

### About Ernst & Young

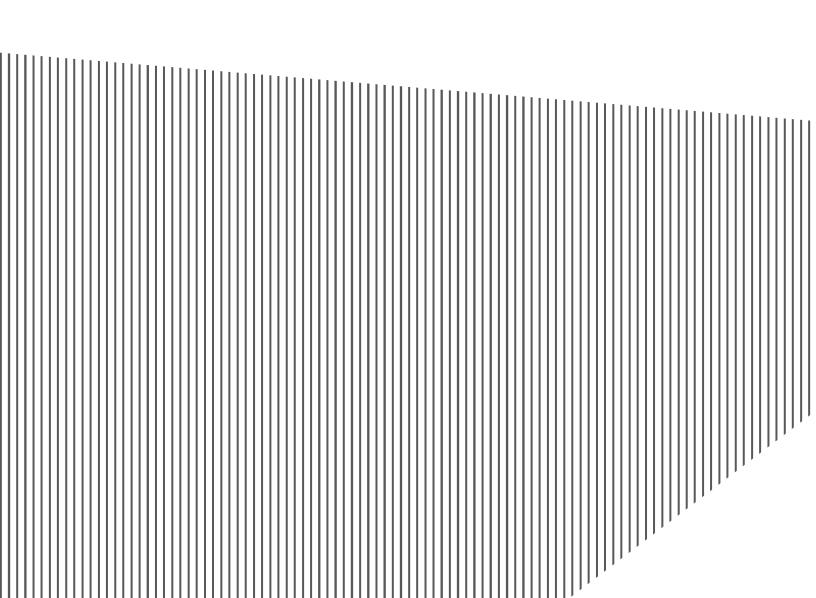
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EIN: 22-3408857

Plan#: 504

### Alcatel-Lucent Retiree Welfare Benefits Plan

### Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

### December 31, 2011

| Name of Issuer and Title of Issue   | Description of Investment                       | Cost                          | <br>Fair<br>Value             |
|---|---|-------------------------------|-------------------------------|
| BlackRock 1-3 Year Treasury Index Fund<br>*Charitable Temporary Investment Fund | Common/collective trust Common/collective trust | \$<br>71,814,782<br>5,131,124 | \$<br>91,772,033<br>5,131,124 |
| - •   |   | \$<br>76,945,906              | \$<br>96,903,157              |

<sup>\*</sup> Represents party-in-interest

EIN: 22-3408857 Plan#: 504

## Alcatel-Lucent Retiree Welfare Benefits Plan

# Schedule H, Line 4j - Schedule of Reportable Transactions

### Year Ended December 31, 2011

## Category (iii) Series of transactions in excess of 5%

| ↔   |   |  |  |
|---|---|--|--|
| 95,187,394 \$                                   | 95,187,394                                      | 186,772,397  | 181,790,995  |
| ↔   |   |  |  |
| I   | 95,187,394                                      | ı  | 181,790,995  |
| ↔   |   |  |  |
| -   | 95,187,394                                      |  | 181,790,995  |
| ↔   |   |  |  |
| 95,187,394                                      | 1   | 186,772,397  | · ·  |
| ↔   |   |  |  |
| Bank of New York Mellon BNY Mellon Cash Reserve | Bank of New York Mellon BNY Mellon Cash Reserve | Bank of New York Mellon Charitable Temporary Investment Fund | Bank of New York Mellon Charitable Temporary Investment Fund |
| w York Mellon                                   | v York Mellon                                   | v York Mellon  | / York Mellon  |

1 1 1 1

There were no category (i), (ii) or (iv) reportable transactions during the year ended December 31, 2011. \*at market