



EFFECTIVE APRIL 1, 2014

ALCATEL-LUCENT SAVINGS/401(k) PLAN

PLAN-RELATED INFORMATION

YOUR RIGHT TO DIRECT THE INVESTMENT OF YOUR PLAN ACCOUNT

You have the right to direct how you want the balance in your Plan account to be invested. As described more fully below, the Plan offers a broad range of investment funds, enabling you to make choices that are right for you. As also described more fully below, if you are comfortable doing your own investment research and are prepared and willing to assume the responsibility for more closely monitoring your investments, the Plan offers a brokerage account feature. A self-directed brokerage account may entail greater risk and is not appropriate for everyone.

Because you control the investment of your Plan account, the Plan's fiduciaries are relieved of liability for any losses that are the result of investment instructions given by you.

LIMITATIONS ON YOUR ABILITY TO GIVE INVESTMENT INSTRUCTIONS

There are a number of restrictions on your ability to give investment instructions with respect to your Plan account.

Investment Funds. The Plan's investment funds are intended for long-term investment purposes and are not managed or intended to serve as short-term trading vehicles. Accordingly, your right to give investment instructions in your Plan account is subject to certain restrictions on "frequent trading." Frequent trading occurs when participants rapidly move their balances into and out of investment funds for short-term gain or to avoid short-term loss. Frequent trading increases the cost of operating an investment fund, which in turn reduces the return to all the fund's participants.

The Plan has adopted the following policy in connection with frequent trading:

- Participants who transfer money out of one of the Plan's investment funds will not be able to make a transfer back into that same investment fund for a period of 30 calendar days. **Note:** This restriction does not apply to transfers out of or back into the Money Market Fund.

In addition, each of the investment managers for the Plan's investment funds maintains a cash balance (i.e., liquidity) in the investment fund intended to satisfy: 1) daily trading activity of the investment fund, and 2) net participant fund transfers, loans, in-service withdrawals and distributions. If, due to unusual participant or market activity, an investment fund has insufficient liquidity to satisfy 1) or 2) above, fund transfers, loans, in-service withdrawals and/or distributions may be temporarily suspended.



IMPORTANT INFORMATION

This document contains important information about fees and expenses under the Alcatel-Lucent Savings/401(k) Plan.* No specific action is required of you. However, you should carefully consider the information contained in this document, along with other information available to you concerning the Plan and its investment funds when making decisions regarding the investment of your Plan account.

*The Alcatel-Lucent Savings/401(k) Plan refers to both the Alcatel-Lucent Savings Plan and the Lucent Technologies Inc. Long Term Savings and Security Plan.

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Self-Directed Brokerage Account. If you have a self-directed brokerage account in the Plan, you are restricted from certain types of trading and also investing in certain securities. Specifically, margin trading and short sales are not permitted. Also, you may not invest in any of the following: annuities, commodities, currencies, foreign securities (securities traded on non-United States securities exchanges), futures contracts, municipal bonds, options, precious metals, private placements (including privately held limited partnerships), and tax-exempt securities.

Professional Management Program. If you enroll in the Plan's Professional Management program (the "Program") (see **Designated Investment Manager**), you will have delegated all your powers, duties and responsibilities with respect to the investment, reinvestment and allocation of your Plan account (excluding any restricted investments as specified in your Program agreement) to Aon Hewitt Financial Advisors, LLC ("AFA"). If you also elect the Income+ feature, when you request distributions from your Plan account through Income+, you will also have delegated to AFA all powers, duties and responsibilities necessary to effectuate such distributions, including without limitation the power for AFA to specify the time and amount of distributions and to instruct the Plan's recordkeeper and other parties as needed to process distribution requests.

PLAN ADMINISTRATIVE COSTS

Plan administrative costs include audit and legal fees, participant communications costs, fiduciary services costs, investment advice fees, plan administrator costs, recordkeeping fees, and trustee/custodial fees. All Plan participants share ratably in the cost of administering the Plan, based on their entire Plan account balance, including any balance in a self-directed brokerage account. The process by which Plan administrative costs are assessed against your Plan account is as follows:

- With respect to the portion of your account balance invested in the Plan's investment funds, Plan administrative costs are paid directly out of the Plan's investment funds. In this way, the costs you bear are proportional to your balances in those funds. Since the fees and expenses are deducted directly from the Plan's investment funds, you will not see a separate deduction from your Plan account. Information regarding all of the fees and expenses that were charged to the Plan's investment funds in the prior year is set forth in the section entitled **Investment-Related Information**.
- With respect to the portion of your account balance you invest through a self-directed brokerage account, the Plan assesses Plan administrative costs at the same rate as for the Plan's investment funds based upon your self-directed brokerage account balance. Since those costs cannot be paid directly from your self-directed brokerage account assets, the amount is deducted quarterly from your balance in the Plan's investment fund(s) (ratably across all such funds).

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SERVICE-SPECIFIC FEES

Some fees are charged directly to the accounts of those Plan participants who incur them. The service-specific fees that a Plan participant might incur are as follows:

SERVICE	FEE
Domestic Relations Orders Fee	You will pay a \$500 fee when a domestic relations order is processed on your account. (This occurs when a court awards a portion of your account to another person due to a divorce settlement.) The fee is deducted upon receipt of the order.
Professional Management Program Fees	<p>If you are enrolled in the Professional Management program offered by the Plan through Aon Hewitt Financial Advisors, you will be charged a fee that is based on the size of your account:</p> <ul style="list-style-type: none">• Up to the first \$100,000 0.45% of assets• The next \$100,001 to \$250,000 0.35% of assets• \$250,001 or more 0.20% of assets <p>The fee is calculated based on the average weighted month-end Plan account balance for a calendar quarter and is debited from your Plan account at the start of the following quarter.</p>
Self-Directed Brokerage Account Fees	<p>Depending upon the investments purchased and sold in a self-directed brokerage account, other commissions and fees may apply and will be charged within your self-directed brokerage account. Before you purchase or sell securities through a self-directed brokerage account, you should find out about any fees associated with the purchase or sale of the particular investment you are trading. You can obtain a fee schedule of applicable trading fees and commissions online by logging in to your account at http://resources.hewitt.com/alcatel-lucent or by contacting a Hewitt Financial Services representative at 1-800-890-3200.</p> <p>There are no ongoing fees for maintaining access to the self-directed brokerage account; however, as described in the Plan Administrative Costs section on the previous page, Plan administrative costs are assessed based on your balance.</p>



If you incur a service-specific fee, it will appear on your quarterly Plan account statement, unless the fee you incur is a trade-related commission or fee in a self-directed brokerage account. In that case, the fee will appear on the trade confirmation at the time the trade was processed.

SELF-DIRECTED BROKERAGE ACCOUNT OFFERED UNDER THE PLAN

In addition to being able to select from the Plan's investment choices on [page 6](#), you may also utilize a self-directed brokerage account offered under the Plan. A self-directed brokerage account allows you to make investments in your Plan account beyond the investment funds offered under the Plan. (There are certain limitations on investing through your self-directed brokerage account. See "Self-Directed Brokerage Account" under [Limitations on Your Ability to Give Investment Instructions](#).) A self-directed brokerage account may entail greater risk and is not appropriate for everyone. A self-directed brokerage account may be appropriate for you if you are willing to be exposed to additional risk and if you are prepared to take on the additional responsibility of more closely managing and monitoring this portion of your portfolio. Investments available through the self-directed brokerage account are neither reviewed nor monitored by Alcatel-Lucent or the Plan, nor can you receive the Online Advice or Professional Management services offered by the Plan through Aon Hewitt Financial Advisors, LLC with respect to a self-directed brokerage account.

You are solely responsible for choosing and monitoring investments in a self-directed brokerage account. For retail investments, there is information available to all investors (e.g., a mutual fund prospectus). You can request that a copy of a fund prospectus be sent to you from the www.hewittfs.com website, by contacting a Hewitt Financial Services representative at 1-800-890-3200 between the hours of 9:00 a.m. and 7:00 p.m., Eastern Time (ET), or by going to the fund's website directly.

Once you have signed up for a self-directed brokerage account, you can go to <http://resources.hewitt.com/alcatel-lucent> and transfer amounts from the portion of your Plan account invested in the Plan's investment funds into your self-directed brokerage account. Your initial transfer into the brokerage account must be at least \$2,500. Subsequent transfers must be at least \$500, and you are required to leave a minimum of \$500 invested in the Plan's investment funds. Actual investment trades in a self-directed brokerage account are conducted through the www.hewittfs.com website or by contacting a Hewitt Financial Services representative at 1-800-890-3200 between the hours of 9:00 a.m. and 7:00 p.m., ET.

INVESTMENT-RELATED INFORMATION

INVESTMENT FUNDS OFFERED UNDER THE PLAN

The Plan offers a broad array of investment funds from which to choose. Each fund offers differing levels of risk and potential for return. You may invest in any one or a combination of these investment funds. In addition to being able to select from the investment funds offered under the Plan, the Plan offers you a self-directed brokerage account to customize your portfolio or supplement the investment funds offered under the Plan.

Each of the investment funds is either a “separate account” fund or an institutional commingled fund. There are no mutual funds offered under the Plan (although, if you desire, you can invest in mutual funds through a self-directed brokerage account). A separate account is an institutional investment account managed by an investment manager(s) for a single plan or trust that does not get commingled with any other plan’s or trust’s assets. A separate account in the Plan is only available to Plan participants and is not offered for sale to the general public. A separate account is not a mutual fund and is not required to file a prospectus with the Securities and Exchange Commission (SEC). A commingled fund is an investment fund created by a bank or trust company for employee benefit plans, such as 401(k) plans, that pools the assets of more than one employee benefit plan or trust for investment purposes. Commingled funds are governed by rules and regulations that apply to banks and trust companies. They are not registered with the SEC. These funds are also referred to as collective investment funds.



FOR MORE INFORMATION

More detailed information about the Plan’s investment funds is contained in the Fund Fact Sheets. (See the section [Where to Get Additional Information.](#)) Additional information concerning the Retirement Date Funds is set forth in the [Appendix.](#)

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The investment funds offered under the Plan as of April 1, 2014, along with their asset class and account type, and the name of their investment manager (or managers), are as follows:

ASSET CLASS	FUND NAME	FUND TYPE	INVESTMENT MANAGER(S)
FIXED INCOME	Money Market Fund	Institutional Commingled Fund	JPMorgan Chase Bank, N.A.
	Short Term Bond Fund	Separate Account	Pyramis Global Advisors, LLC and BlackRock Financial Management, Inc.
	Core Bond Fund*	Institutional Commingled Fund	Pyramis Global Advisors Trust Company
	Bond Fund	Separate Account	BlackRock Financial Management, Inc.
	Treasury Inflation-Linked Bond Fund*	Separate Account	Brown Brothers Harriman and Co.
	High Yield Bond Fund*	Separate Account	Loomis Sayles & Company, L.P.
REAL ASSETS	Balanced Real Asset Fund	Institutional Commingled Fund	Wellington Trust Company, N.A.
	Customized Real Asset Fund*	Institutional Commingled Fund	Wellington Trust Company, N.A.
EQUITIES	US Large Cap Equity Index Fund*	Institutional Commingled Fund	BlackRock Institutional Trust Company, N.A.
	US Large Cap Value Equity Fund	Separate Account	AJO, LP
	US Equity Index Fund	Institutional Commingled Fund	BlackRock Institutional Trust Company, N.A.
	US Large Cap Growth Equity Fund	Separate Account	T. Rowe Price Associates, Inc.
	US Midcap Equity Fund	Separate Account	Jacobs Levy Equity Management, Inc.
	US Small Cap Equity Fund	Separate Account	Wellington Management Company, LLP
	International Equity Index Fund	Institutional Commingled Fund	BlackRock Institutional Trust Company, N.A.
	International Equity Fund	Separate Account	Templeton Investment Counsel, LLC
Emerging Markets Equity Fund*	Institutional Commingled Fund	T. Rowe Price Trust Company	
RETIREMENT DATE FUNDS	Retirement Date Income Fund	Separate Account	AllianceBernstein L.P.
	Retirement Date 1995 Fund	Separate Account	AllianceBernstein L.P.
	Retirement Date 2000 Fund	Separate Account	AllianceBernstein L.P.
	Retirement Date 2005 Fund	Separate Account	AllianceBernstein L.P.
	Retirement Date 2010 Fund	Separate Account	AllianceBernstein L.P.
	Retirement Date 2015 Fund	Separate Account	AllianceBernstein L.P.
	Retirement Date 2020 Fund	Separate Account	AllianceBernstein L.P.
	Retirement Date 2025 Fund	Separate Account	AllianceBernstein L.P.
	Retirement Date 2030 Fund	Separate Account	AllianceBernstein L.P.
	Retirement Date 2035 Fund	Separate Account	AllianceBernstein L.P.
	Retirement Date 2040 Fund	Separate Account	AllianceBernstein L.P.
	Retirement Date 2045 Fund	Separate Account	AllianceBernstein L.P.
	Retirement Date 2050 Fund	Separate Account	AllianceBernstein L.P.

*These funds were created specifically for inclusion in the Retirement Date Funds and are not available for direct participant investment.

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DESIGNATED INVESTMENT MANAGER

In addition to the investment managers hired to manage the Plan's investment funds (see **Investment Funds Offered Under the Plan**), the Plan offers the opportunity for participants to enroll in the Professional Management program. Under Professional Management (which may be used with or without the Income+ feature), you delegate certain powers, duties and responsibilities with respect to your Plan account (excluding any restricted investments as specified in the Program agreement) to the Plan's designated investment manager (see **Limitations on Your Ability to Give Investment Instructions**).

The Plan's designated investment manager for this service is Aon Hewitt Financial Advisors, LLC, a subsidiary of Aon Hewitt. There is an additional fee for the Professional Management program (see **Service-Specific Fees**). Participants with an address on record outside the United States, its territories or Army Post Office Code AA, AE or AP are not eligible for Professional Management. For more information about the Program, contact the Alcatel-Lucent Benefits Center at 1-888-232-4111 (select the "Retirement and Investments" option and then "Investment Advice") between the hours of 9:00 a.m. and 9:00 p.m., ET, Monday through Friday.

PERFORMANCE INFORMATION

The table on **pages 9-10** shows performance information for the Plan's investment funds as of December 31, 2013. (Performance information for the International Equity Index Fund and US Large Cap Equity Index Fund are not included as they were not available investment funds under the Plan during 2013.) As you review performance information, remember that the performance shown is past performance. Past performance does not guarantee future results. Also, periods of market strength may not be repeated, and share/unit price, yield and return will fluctuate. Current performance may be higher or lower than what is shown. Because of performance fluctuations, you could have a gain or loss in your Plan account when you sell your shares/units.



The performance information is shown net of fees (investment management fees and each investment fund's share of Plan administrative expenses). See the section **Investment Fund Fees and Expenses for more information.**

INVESTMENT RISK

Investment funds available through the Plan, including the Money Market Fund, are not insured or guaranteed by the FDIC or any other government agency. In addition, although money market funds seek to preserve the value of your investment, it is possible to lose money by investing in the Money Market Fund.

Stock markets, especially foreign markets, are volatile and can decline in response to adverse issuer, political, regulatory, market or economic developments. The stocks of less well-known, small- and mid-sized companies can be more volatile than those of larger companies. Foreign securities and currencies are subject to interest rate, currency exchange rate, economic and political risks.

In general, the bond market is volatile, and fixed income securities carry interest-rate risk, which means that when interest rates in the market rise there is generally a corresponding decline in the market values of bonds (and vice versa). This effect is generally more pronounced for longer-term bonds. Fixed income securities also carry inflation risk and credit and default risks for both issuers and counterparties. Credit risk is the risk that the issuer of a bond will not be able to make principal and interest payments when they are due.

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INVESTMENT FUND PERFORMANCE INFORMATION AS OF DECEMBER 31, 2013

ASSET CLASS	FUND NAME (FUND INCEPTION IN THE PLAN) INDEX	ANNUALIZED TOTAL RETURNS ^o					
		1 YEAR	3 YEARS	5 YEARS	10 YEARS	SINCE INCEPTION	
FIXED INCOME	MONEY MARKET FUND (7/1/2000)	0.19	0.19	0.19	1.80	2.11	
	CITIGROUP 90-DAY TREASURY BILL INDEX	0.05	0.07	0.10	1.59	1.91	
	SHORT TERM BOND FUND (3/29/2013)	N/A	N/A	N/A	N/A	0.39	
	BARCLAYS US GOVERNMENT/CREDIT 1-3 YEAR INDEX	N/A	N/A	N/A	N/A	0.45	
	CORE BOND FUND* (4/1/2011)	-1.39	N/A	N/A	N/A	4.16	
	BARCLAYS US AGGREGATE BOND INDEX	-2.02	N/A	N/A	N/A	3.41	
	BOND FUND (7/1/2000)	-1.66	3.51	4.95	5.01	5.97	
	CITIGROUP BROAD INVESTMENT GRADE (BIG) BOND INDEX	-2.04	3.26	4.22	4.66	5.68	
	TREASURY INFLATION-LINKED BOND FUND* (4/1/2011)	-8.58	N/A	N/A	N/A	3.43	
	BARCLAYS US TIPS INDEX	-8.61	N/A	N/A	N/A	3.10	
REAL ASSETS	HIGH YIELD BOND FUND* (4/1/2011)	11.22	N/A	N/A	N/A	8.76	
	CITIGROUP HIGH YIELD MARKET CAPPED INDEX	7.18	N/A	N/A	N/A	8.50	
	BALANCED REAL ASSET FUND (3/29/2013)	N/A	N/A	N/A	N/A	-5.67	
	BALANCED REAL ASSET FUND BENCHMARK	N/A	N/A	N/A	N/A	-2.81	
	BARCLAYS US TIPS 1-10 YEAR INDEX	N/A	N/A	N/A	N/A	-5.90	
	CUSTOMIZED REAL ASSET FUND* (3/29/2013)	N/A	N/A	N/A	N/A	-3.88	
	CUSTOMIZED REAL ASSET FUND BENCHMARK	N/A	N/A	N/A	N/A	-0.74	
	MSCI WORLD NET DIVIDEND INDEX	N/A	N/A	N/A	N/A	17.58	
	EQUITIES	US LARGE CAP VALUE EQUITY FUND (7/1/2003)	38.10	18.32	17.43	8.84	9.95
		RUSSELL 1000 [®] VALUE INDEX	32.53	16.06	16.67	7.58	8.79
US EQUITY INDEX FUND (7/1/2000)		33.58	16.22	18.74	7.90	4.41	
RUSSELL 3000 [®] INDEX		33.55	16.24	18.71	7.88	4.37	
US LARGE CAP GROWTH EQUITY FUND (1/1/2001)		44.79	20.21	22.47	6.33	2.04	
RUSSELL 1000 [®] GROWTH INDEX		33.48	16.45	20.39	7.83	3.59	
US MIDCAP EQUITY FUND (1/4/2008)		34.60	17.62	24.07	N/A	9.85	
S&P MIDCAP 400 INDEX		33.50	15.64	21.89	N/A	9.77	
US SMALL CAP EQUITY FUND (6/1/2004)		43.90	18.56	26.40	N/A	9.25	
RUSSELL 2000 [®] INDEX		38.82	15.67	20.08	N/A	9.21	
INTERNATIONAL EQUITY FUND (7/1/2000)		24.23	8.85	12.89	6.55	2.99	
MSCI WORLD EX USA NET DIVIDEND INDEX		21.02	7.34	12.49	7.07	3.69	
EMERGING MARKETS EQUITY FUND* (3/29/2013)		N/A	N/A	N/A	N/A	-2.30	
MSCI EMERGING MARKETS NET DIVIDEND INDEX	N/A	N/A	N/A	N/A	-1.00		

* These funds were created specifically for inclusion in the Retirement Date Funds and are not available for direct participant investment.

(Continued on next page)

^o Total returns are historical and include change in unit value and reinvestment of dividends and capital gains, if any. Cumulative total returns are reported as of the period indicated. Since Inception performance is calculated from the fund's availability date in the Plan. Returns are net of total fees and expenses.

N/A indicates that the investment fund has not been in existence for the specified period.

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ASSET CLASS	FUND NAME (FUND INCEPTION IN THE PLAN) INDEX	ANNUALIZED TOTAL RETURNS ^o				
		1 YEAR	3 YEARS	5 YEARS	10 YEARS	SINCE INCEPTION
RETIREMENT DATE FUNDS	RETIREMENT DATE INCOME FUND (4/1/2011)	6.42	N/A	N/A	N/A	5.62
	RETIREMENT DATE INCOME FUND BENCHMARK	4.79	N/A	N/A	N/A	4.64
	BARCLAYS US AGGREGATE BOND INDEX	-2.02	N/A	N/A	N/A	3.41
	RETIREMENT DATE 1995 FUND (4/1/2011)	7.38	N/A	N/A	N/A	6.04
	RETIREMENT DATE 1995 FUND BENCHMARK	5.40	N/A	N/A	N/A	4.96
	BARCLAYS US AGGREGATE BOND INDEX	-2.02	N/A	N/A	N/A	3.41
	RETIREMENT DATE 2000 FUND (4/1/2011)	9.57	N/A	N/A	N/A	7.10
	RETIREMENT DATE 2000 FUND BENCHMARK	7.25	N/A	N/A	N/A	5.85
	BARCLAYS US AGGREGATE BOND INDEX	-2.02	N/A	N/A	N/A	3.41
	RETIREMENT DATE 2005 FUND (4/1/2011)	11.65	N/A	N/A	N/A	7.98
	RETIREMENT DATE 2005 FUND BENCHMARK	9.02	N/A	N/A	N/A	6.63
	BARCLAYS US AGGREGATE BOND INDEX	-2.02	N/A	N/A	N/A	3.41
	RETIREMENT DATE 2010 FUND (4/1/2011)	13.75	N/A	N/A	N/A	8.63
	RETIREMENT DATE 2010 FUND BENCHMARK	10.84	N/A	N/A	N/A	7.20
	MSCI WORLD NET DIVIDEND INDEX	26.68	N/A	N/A	N/A	10.70
	RETIREMENT DATE 2015 FUND (4/1/2011)	16.10	N/A	N/A	N/A	9.27
	RETIREMENT DATE 2015 FUND BENCHMARK	12.87	N/A	N/A	N/A	7.70
	MSCI WORLD NET DIVIDEND INDEX	26.68	N/A	N/A	N/A	10.70
	RETIREMENT DATE 2020 FUND (4/1/2011)	18.96	N/A	N/A	N/A	9.86
	RETIREMENT DATE 2020 FUND BENCHMARK	15.29	N/A	N/A	N/A	8.16
	MSCI WORLD NET DIVIDEND INDEX	26.68	N/A	N/A	N/A	10.70
	RETIREMENT DATE 2025 FUND (4/1/2011)	22.23	N/A	N/A	N/A	10.31
	RETIREMENT DATE 2025 FUND BENCHMARK	18.16	N/A	N/A	N/A	8.59
	MSCI WORLD NET DIVIDEND INDEX	26.68	N/A	N/A	N/A	10.70
	RETIREMENT DATE 2030 FUND (4/1/2011)	25.60	N/A	N/A	N/A	11.00
	RETIREMENT DATE 2030 FUND BENCHMARK	21.15	N/A	N/A	N/A	9.05
	MSCI WORLD NET DIVIDEND INDEX	26.68	N/A	N/A	N/A	10.70
	RETIREMENT DATE 2035 FUND (4/1/2011)	27.19	N/A	N/A	N/A	11.40
	RETIREMENT DATE 2035 FUND BENCHMARK	22.81	N/A	N/A	N/A	9.47
	MSCI WORLD NET DIVIDEND INDEX	26.68	N/A	N/A	N/A	10.70
RETIREMENT DATE 2040 FUND (4/1/2011)	27.15	N/A	N/A	N/A	11.40	
RETIREMENT DATE 2040 FUND BENCHMARK	22.81	N/A	N/A	N/A	9.47	
MSCI WORLD NET DIVIDEND INDEX	26.68	N/A	N/A	N/A	10.70	
RETIREMENT DATE 2045 FUND (4/1/2011)	27.08	N/A	N/A	N/A	11.40	
RETIREMENT DATE 2045 FUND BENCHMARK	22.81	N/A	N/A	N/A	9.47	
MSCI WORLD NET DIVIDEND INDEX	26.68	N/A	N/A	N/A	10.70	
RETIREMENT DATE 2050 FUND (4/1/2011)	27.07	N/A	N/A	N/A	11.51	
RETIREMENT DATE 2050 FUND BENCHMARK	22.81	N/A	N/A	N/A	9.47	
MSCI WORLD NET DIVIDEND INDEX	26.68	N/A	N/A	N/A	10.70	

^o Total returns are historical and include change in unit value and reinvestment of dividends and capital gains, if any. Cumulative total returns are reported as of the period indicated. Since Inception performance is calculated from the fund's availability date in the Plan. Returns are net of total fees and expenses.

N/A indicates that the investment fund has not been in existence for the specified period.

PERFORMANCE BENCHMARKS

Market Indices. The performance information is shown with reference to certain benchmarks or market indices. The market indices are defined in the glossary of investment-related terms (see the section [Where to Get Additional Information](#)).

Customized Benchmarks. The Balanced Real Asset Fund, Customized Real Asset Fund and Retirement Date Funds use customized composite benchmarks, as follow:

- **Retirement Date Funds.** Each composite benchmark has the same target asset allocation as the Fund's target asset allocation and uses index returns to represent performance of the underlying funds. The benchmark returns were calculated by weighting the monthly index returns of each underlying fund's benchmark by the Fund's monthly target allocation for underlying funds. Target allocations adjust quarterly in accordance with the Retirement Date Fund's asset allocation design. For the periods shown on the previous pages, the Russell 1000[®] Growth Index was used to represent the allocation to the US Large Cap Growth Equity Fund, the Russell 1000[®] Value Index was used to represent the US Large Cap Value Equity Fund, the Russell 2000[®] Index was used to represent the US Small Cap Equity Fund, the MSCI World ex-USA Index was used to represent the International Equity Fund, the MSCI Emerging Markets Index was used to represent the Emerging Markets Equity Fund, a separate custom benchmark (shown below) was used to represent the Customized Real Asset Fund, the Citigroup High Yield Market Capped Index was used to represent the High Yield Bond Fund, the Barclays US Aggregate Index was used to represent the Core Bond Fund, the Barclays US TIPS Index was used to represent the Treasury Inflation-Linked Bond Fund, and the Barclays 1-3 Year Government/Credit Index was used to represent the Short Term Bond Fund.
- **Customized Real Asset Fund.** The composite benchmark for the Customized Real Asset Fund was comprised of 50% MSCI ACW Commodity Producers Index, 25% Dow Jones UBS Commodity Index and 25% Barclays US TIPS 1-10 Year Index.
- **Balanced Real Asset Fund.** The composite benchmark for the Balanced Real Asset Fund was comprised of 30% MSCI ACW Commodity Producers Index, 15% Dow Jones UBS Commodity Index and 55% Barclays US TIPS 1-10 Year Index.

Benchmark/index performance is not illustrative of any particular investment in the Plan. None of the benchmarks or indices is an actively managed investment. It is not possible to invest directly in an index.

INVESTMENT FUND FEES AND EXPENSES

The table on the following page shows fee and expense information for each of the Plan's investment funds. Fees and expenses include both investment management fees and the investment fund's share of those Plan-wide administrative fees and expenses that are charged to all of the Plan's investment funds. Collectively, these fees and expenses are sometimes referred to as the investment fund's total annual operating expenses. The information is presented both as a percentage of assets invested and as a dollar amount per \$1,000 invested. It reflects fees and expenses for the 2013 Plan Year – the most recent full Plan Year for which information is available. (Fee and expense information for the International Equity Index Fund and US Large Cap Equity Index Fund are not included as they were not available investment funds under the Plan during 2013.) Because actual investment management fees, certain Plan costs, and total Plan assets cannot be known in advance, the total fees and expenses charged to the Plan's investment funds during 2014 could be different from what is shown on the following page. The cumulative effect of fees and expenses can substantially reduce an investment's return. Nonetheless, fees and expenses are only one of several factors that you should consider when investing your Plan account.



FOR MORE INFORMATION

Visit the Department of Labor's website for an example showing the long-term effect of fees and expenses on retirement savings:
http://www.dol.gov/ebsa/publications/401k_employee.html.

ALCATEL-LUCENT SAVINGS/401(k) PLAN

ANNUAL FEE AND EXPENSE DISCLOSURE

EFFECTIVE APRIL 1, 2014

FEES AND EXPENSES – 2013 PLAN YEAR

ASSET CLASS	FUND NAME (FUND AVAILABILITY IN THE PLAN)	ANNUAL FEES AND EXPENSES (AS A % OF ASSETS INVESTED)			ANNUAL FEES AND EXPENSES (PER \$1,000 INVESTED)			ACTIVITY-SPECIFIC CHARGES
		INVESTMENT MANAGEMENT FEE	OTHER FEES AND EXPENSES [§]	TOTAL FEES AND EXPENSES	INVESTMENT MANAGEMENT FEE	OTHER FEES AND EXPENSES [§]	TOTAL FEES AND EXPENSES	
FIXED INCOME	Money Market Fund (7/1/2000)	0.05%	0.04%	0.09%	\$0.50	\$0.40	\$0.90	N
	Short Term Bond Fund* (3/29/2013)	0.10%	0.05%	0.15%	\$1.00	\$0.50	\$1.50	N
	Core Bond Fund* (4/1/2011)	0.16%	0.05%	0.21%	\$1.60	\$0.50	\$2.10	N
	Bond Fund (7/1/2000)	0.08%	0.05%	0.13%	\$0.80	\$0.50	\$1.30	N
	Treasury Inflation-Linked Bond Fund* (4/1/2011)	0.07%	0.04%	0.11%	\$0.70	\$0.40	\$1.10	N
	High Yield Bond Fund* (4/1/2011)	0.45%	0.04%	0.49%	\$4.50	\$0.40	\$4.90	N
REAL ASSETS	Balanced Real Asset Fund* (3/29/2013)	0.61%	0.13%	0.74%	\$6.10	\$1.30	\$7.40	N
	Customized Real Asset Fund* (3/29/2013)	0.91%	0.16%	1.07%	\$9.10	\$1.60	\$10.70	N
EQUITIES	US Large Cap Value Equity Fund (7/1/2003)	0.22%	0.04%	0.26%	\$2.20	\$0.40	\$2.60	N
	US Equity Index Fund (7/1/2000)	0.02%	0.04%	0.06%	\$0.20	\$0.40	\$0.60	N
	US Large Cap Growth Equity Fund (1/1/2001)	0.35%	0.05%	0.40%	\$3.50	\$0.50	\$4.00	N
	US Midcap Equity Fund (1/4/2008)	0.62%	0.05%	0.67%	\$6.20	\$0.50	\$6.70	N
	US Small Cap Equity Fund (6/1/2004)	0.71%	0.04%	0.75%	\$7.10	\$0.40	\$7.50	Y†
	International Equity Fund (7/1/2000)	0.38%	0.05%	0.43%	\$3.80	\$0.50	\$4.30	Y†
	Emerging Markets Equity Fund** (3/29/2013)	0.82%	0.05%	0.87%	\$8.20	\$0.50	\$8.70	N
RETIREMENT DATE FUNDS	Retirement Date Income Fund (4/1/2011)	0.26%	0.05%	0.31%	\$2.60	\$0.50	\$3.10	N
	Retirement Date 1995 Fund (4/1/2011)	0.27%	0.05%	0.32%	\$2.70	\$0.50	\$3.20	N
	Retirement Date 2000 Fund (4/1/2011)	0.31%	0.05%	0.36%	\$3.10	\$0.50	\$3.60	N
	Retirement Date 2005 Fund (4/1/2011)	0.35%	0.05%	0.40%	\$3.50	\$0.50	\$4.00	N
	Retirement Date 2010 Fund (4/1/2011)	0.38%	0.06%	0.44%	\$3.80	\$0.60	\$4.40	N
	Retirement Date 2015 Fund (4/1/2011)	0.40%	0.06%	0.46%	\$4.00	\$0.60	\$4.60	N
	Retirement Date 2020 Fund (4/1/2011)	0.43%	0.06%	0.49%	\$4.30	\$0.60	\$4.90	N
	Retirement Date 2025 Fund (4/1/2011)	0.45%	0.06%	0.51%	\$4.50	\$0.60	\$5.10	N
	Retirement Date 2030 Fund (4/1/2011)	0.47%	0.05%	0.52%	\$4.70	\$0.50	\$5.20	N
	Retirement Date 2035 Fund (4/1/2011)	0.47%	0.05%	0.52%	\$4.70	\$0.50	\$5.20	N
	Retirement Date 2040 Fund (4/1/2011)	0.47%	0.05%	0.52%	\$4.70	\$0.50	\$5.20	N
	Retirement Date 2045 Fund (4/1/2011)	0.47%	0.05%	0.52%	\$4.70	\$0.50	\$5.20	N
	Retirement Date 2050 Fund (4/1/2011)	0.47%	0.05%	0.52%	\$4.70	\$0.50	\$5.20	N

*These funds were created specifically for inclusion in the Retirement Date Funds and are not available for direct participant investment.

§Other Fees and Expenses is comprised of the investment fund's share of Plan-wide audit and legal fees, participant communications costs, fiduciary services costs, investment advice fees, plan administration costs, recordkeeping fees, and trustee/custodial fees. For institutional commingled funds, Other Fees and Expenses also includes administration fees charged by the fund's administrator.

†This fund carries a short-term trading fee of 2% for units held less than 31 days.

*Expenses for the Short Term Bond Fund, Emerging Markets Equity Fund, Balanced Real Asset Fund and Customized Real Asset Fund (new funds during 2013) have been annualized to simulate a full year of expenses.

WHERE TO GET ADDITIONAL INFORMATION

Additional information is available online at the website addresses shown below or by contacting the Alcatel-Lucent Benefits Center at 1-888-232-4111 (select the “Retirement and Investments” option), between the hours of 9:00 a.m. and 5:00 p.m., ET, Monday through Friday. Note: Website addresses shown below are case-sensitive.

- **The most recently available Fund Fact Sheets** may be found by visiting the BenefitAnswers Plus website at <http://www.benefitanswersplus.com/FundFactSheets.pdf>.
- **Most recent performance and fee and expense information** may be found in the Quarterly Fund Performance Review available by visiting the BenefitAnswers Plus website at <http://www.benefitanswersplus.com/QuarterlyFundPerformanceReview.pdf>.
- **To obtain current month-end performance information** or to view your Plan account, log on to the Your Benefits Resources™ website at <http://resources.hewitt.com/alcatel-lucent> or call the Alcatel-Lucent Benefits Center at 1-888-232-4111 (select the “Retirement and Investments” option), between the hours of 9:00 a.m. and 5:00 p.m., ET, Monday through Friday. (Most recent performance information is also available at <http://www.benefitanswersplus.com/QuarterlyFundPerformanceReview.pdf>.)
- **A glossary of investment-related terms** is available by visiting the BenefitAnswers Plus website at <http://www.benefitanswersplus.com/GlossaryofInvestmentTerms.pdf>.

LIMITATION OF PLAN FIDUCIARIES’ LIABILITY AND RESERVATION OF RIGHTS

The Plan is intended to be a participant-directed individual account plan described in Section 404(c) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) and regulations thereunder. This means that fiduciaries of the Plan are relieved of liability for any losses that are the direct and necessary result of investment instructions given by a participant with respect to his or her Plan account. This document is not meant to interpret, extend or change the Plan document in any way. The Plan document is the controlling document and, in the case of any conflict or discrepancy between the information contained in this document and the terms of the Plan document, the Plan document will govern your rights and benefits. Alcatel-Lucent reserves the right (subject to any applicable collective bargaining agreement) to amend or terminate the Plan at any time and for any reason.

ALCATEL-LUCENT SAVINGS/401(k) PLAN

QUALIFIED DEFAULT INVESTMENT ALTERNATIVES NOTICE

EFFECTIVE APRIL 1, 2014

The Retirement Date Funds described herein comprise the “qualified default investment alternative” (“QDIA”) for the Alcatel-Lucent Savings/401(k) Plan.* This notice constitutes the Plan’s notice under Section 404(c) of the Employee Retirement Income Security Act of 1974, as amended, and 29 C.F.R. § 2550.404c-5.

SIGNIFICANCE OF A QDIA

As a participant in the Plan, you generally have the right under the Plan to direct the investment of your existing account balances and future contributions, if applicable, to any of the Plan’s investment funds. However, in the event that you do not provide investment direction, contributions made to your Plan account will be invested in the applicable Retirement Date Fund as described below and in the [Appendix](#). Participants and beneficiaries who have a balance in a QDIA have the right to direct their investment to any other investment funds under the Plan.

APPLICABLE QDIA

For any given Plan participant, the QDIA is the Fund corresponding to the year in which the participant was born in accordance with the following table:

IF YOU WERE BORN:	YOUR DEFAULT RETIREMENT DATE FUND WILL BE:
1988 or after	Retirement Date 2050 Fund
Between 1983 and 1987	Retirement Date 2045 Fund
Between 1978 and 1982	Retirement Date 2040 Fund
Between 1973 and 1977	Retirement Date 2035 Fund
Between 1968 and 1972	Retirement Date 2030 Fund
Between 1963 and 1967	Retirement Date 2025 Fund
Between 1958 and 1962	Retirement Date 2020 Fund
Between 1953 and 1957	Retirement Date 2015 Fund
Between 1948 and 1952	Retirement Date 2010 Fund
Between 1943 and 1947	Retirement Date 2005 Fund
Between 1938 and 1942	Retirement Date 2000 Fund
Between 1933 and 1937	Retirement Date 1995 Fund
1932 or before or if no date of birth is on file	Retirement Date Income Fund

*The Alcatel-Lucent Savings/401(k) Plan refers to both the Alcatel-Lucent Savings Plan and the Lucent Technologies Inc. Long Term Savings and Security Plan.

ADDITIONAL INFORMATION REGARDING THE RETIREMENT DATE FUNDS

RETIREMENT DATE FUND MANAGER & STRATEGY

The Retirement Date Funds are a series of investment separate accounts managed by AllianceBernstein L.P., under the names Retirement Date 2050 Fund, Retirement Date 2045 Fund, Retirement Date 2040 Fund, Retirement Date 2035 Fund, Retirement Date 2030 Fund, Retirement Date 2025 Fund, Retirement Date 2020 Fund, Retirement Date 2015 Fund, Retirement Date 2010 Fund, Retirement Date 2005 Fund, Retirement Date 2000 Fund, Retirement Date 1995 Fund and Retirement Date Income Fund (each, a "Fund"). Each Retirement Date Fund offers a diversified mix of investments, combining a variety of different underlying equity, bond and inflation-sensitive funds. Each Retirement Date Fund seeks to maximize total return over time (total return includes capital appreciation and income) consistent with the Fund's investment mix.

FUND DESCRIPTION

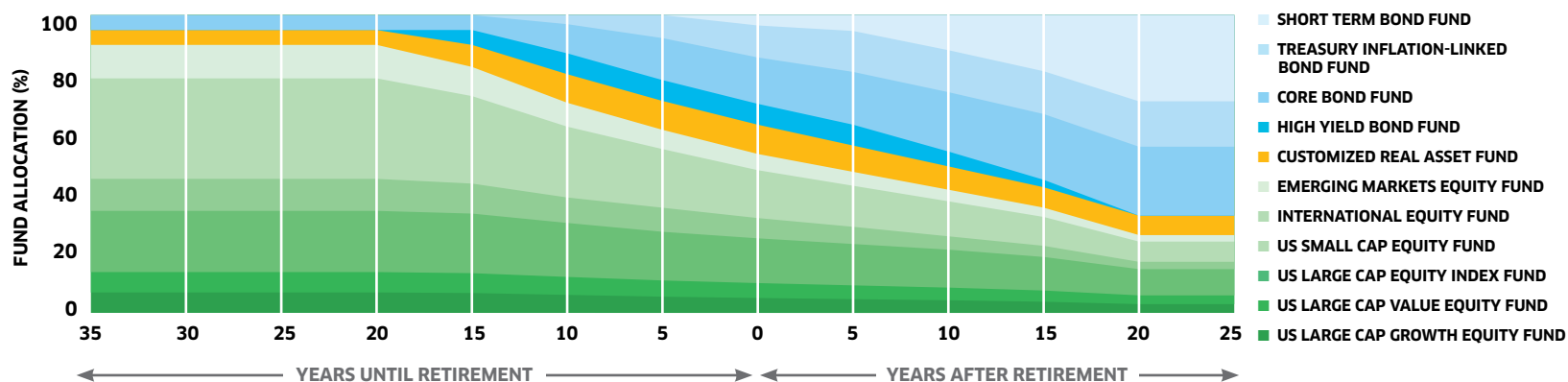
Each Retirement Date Fund (except the Retirement Date Income Fund) has a date in its name – the Fund's "target date." The target date is the approximate year when you might expect to retire and begin gradually withdrawing from your Plan account. The Retirement Date Fund's portfolio mix automatically adjusts as the target date approaches. Funds that are furthest away from their target dates start out invested almost entirely in equities – to emphasize the growth potential you need to build wealth over the long term. As you move toward, and into, retirement, the Fund automatically adjusts the mix of investments to reflect changing investment objectives. As structured effective April 1, 2014, when a Fund reaches its target date, the investment mix is 53% equities, 10% real assets and 37% bonds. A Fund's final investment mix, 20 years after the target date, is 26% equities, 7% real assets and 67% bonds. Retirement Date Funds include equities beyond their target dates to help protect your savings from losing purchasing power due to inflation and to help reduce the risk of your depleting your money during retirement. (Funds that previously reached their target dates or final investment mix had the structure that was in effect at that time.)

RISK

Retirement Date Funds are subject to the volatility of the financial markets, including equity and fixed income investments in the United States and abroad, and may be subject to risks associated with investing in high yield, small/mid cap and foreign securities. Investments in Retirement Date Funds are not guaranteed against loss of principal. At any time, your balance in the Fund can be more or less than the original amount you contributed – including at the Fund's target date. Also, investing in a Retirement Date Fund does not guarantee sufficient income in retirement. Unit price, yield and return of the funds will vary.

INVESTMENT ALLOCATION OVER TIME

The following charts show the allocation to each underlying investment fund, effective April 1, 2014, and how the asset mix changes over time.



	YEARS UNTIL RETIREMENT							0	YEARS AFTER RETIREMENT				
	35	30	25	20	15	10	5		5	10	15	20	25
SHORT TERM BOND FUND	-	-	-	-	-	-	-	3.48	5.33	11.78	18.85	28.95	28.95
TREASURY INFLATION-LINKED BOND FUND	-	-	-	-	-	3.05	7.73	10.75	13.75	14.10	14.38	15.25	15.25
CORE BOND FUND	5.00	5.00	5.00	5.00	5.00	9.80	14.10	15.58	17.73	19.93	22.08	23.15	23.15
HIGH YIELD BOND FUND	-	-	-	-	5.00	7.00	7.00	7.00	7.00	5.00	2.50	-	-
CUSTOMIZED REAL ASSET FUND	5.00	5.00	5.00	5.00	7.40	9.60	9.70	9.83	8.83	7.83	6.85	6.53	6.53
EMERGING MARKETS EQUITY FUND	11.25	11.25	11.25	11.25	9.80	8.03	6.48	5.45	4.68	3.90	3.13	2.18	2.18
INTERNATIONAL EQUITY FUND	33.75	33.75	33.75	33.75	29.38	23.78	19.68	16.08	13.78	11.75	9.70	6.80	6.80
US SMALL CAP EQUITY FUND	10.75	10.75	10.75	10.75	10.08	8.55	8.08	6.80	5.78	4.48	3.73	2.45	2.45
US LARGE CAP EQUITY INDEX FUND	20.55	20.55	20.55	20.55	20.01	18.12	16.35	15.03	13.89	12.75	11.28	8.82	8.82
US LARGE CAP VALUE EQUITY FUND	6.85	6.85	6.85	6.85	6.67	6.04	5.45	5.01	4.63	4.25	3.76	2.94	2.94
US LARGE CAP GROWTH EQUITY FUND	6.85	6.85	6.85	6.85	6.67	6.04	5.45	5.01	4.63	4.25	3.76	2.94	2.94
TOTAL BONDS	5	5	5	5	10	20	29	37	44	51	58	67	67
TOTAL REAL ASSETS	5	5	5	5	7	10	10	10	9	8	7	7	7
TOTAL EQUITIES	90	90	90	90	83	71	61	53	47	41	35	26	26

This chart does not represent any particular Retirement Date Fund. It is meant to show how the investment mix of any Retirement Date Fund changes over a lifetime. Numbers may not sum due to rounding.

Effective April 1, 2014, the US Large Cap Equity Index Fund is managed by BlackRock Institutional Trust Company.

ESTIMATED ANNUALIZED FEES AND EXPENSES

Because actual investment management fees, certain Plan costs, and total Plan assets cannot be known in advance, the total fees and expenses charged to the Plan's investment funds could be different than what is shown below. Fees and expenses are only one of several factors you should consider when making investment decisions. Estimated annualized fee and expense information for the Retirement Date Funds as of April 1, 2014 is as follows:

FUND NAME	ESTIMATED ANNUALIZED FEES AND EXPENSES (AS A % OF ASSETS INVESTED)			ESTIMATED ANNUALIZED FEES AND EXPENSES (PER \$1,000 INVESTED)						
	Investment Management Fee	+	Other Fees & Expenses [§]	=	Total Fees & Expenses	Investment Management Fee	+	Other Fees & Expenses [§]	=	Total Fees & Expenses
RETIREMENT DATE INCOME FUND	0.27%		0.06%		0.33%	\$2.70		\$0.60		\$3.30
RETIREMENT DATE 1995 FUND	0.27%		0.06%		0.33%	\$2.70		\$0.60		\$3.30
RETIREMENT DATE 2000 FUND	0.30%		0.06%		0.36%	\$3.00		\$0.60		\$3.60
RETIREMENT DATE 2005 FUND	0.33%		0.06%		0.39%	\$3.30		\$0.60		\$3.90
RETIREMENT DATE 2010 FUND	0.36%		0.06%		0.42%	\$3.60		\$0.60		\$4.20
RETIREMENT DATE 2015 FUND	0.38%		0.06%		0.44%	\$3.80		\$0.60		\$4.40
RETIREMENT DATE 2020 FUND	0.40%		0.06%		0.46%	\$4.00		\$0.60		\$4.60
RETIREMENT DATE 2025 FUND	0.42%		0.06%		0.48%	\$4.20		\$0.60		\$4.80
RETIREMENT DATE 2030 FUND	0.42%		0.06%		0.48%	\$4.20		\$0.60		\$4.80
RETIREMENT DATE 2035 FUND	0.41%		0.06%		0.47%	\$4.10		\$0.60		\$4.70
RETIREMENT DATE 2040 FUND	0.41%		0.06%		0.47%	\$4.10		\$0.60		\$4.70
RETIREMENT DATE 2045 FUND	0.41%		0.06%		0.47%	\$4.10		\$0.60		\$4.70
RETIREMENT DATE 2050 FUND	0.41%		0.06%		0.47%	\$4.10		\$0.60		\$4.70

[§]Other Fees and Expenses is comprised of the Retirement Date Fund's share of Plan-wide audit and legal fees, participant communications costs, fiduciary services costs, investment advice fees, plan administrator costs, recordkeeping fees, and trustee/custodial fees. For institutional commingled funds, Other Fees and Expenses also includes administration fees charged by the fund's administrator.



OTHER INFORMATION

Detailed information about the Retirement Date Funds as well as the other investment funds available for direct participant investment under the Alcatel-Lucent Savings/401(k) Plan is available online by logging on to your account at <http://resources.hewitt.com/alcatel-lucent> and also at <http://www.benefitanswersplus.com/FundFactSheets.pdf>.

Most recent actual performance and fee and expense information is available online by logging on to your account at <http://resources.hewitt.com/alcatel-lucent> and also at <http://www.benefitanswersplus.com/QuarterlyFundPerformanceReview.pdf>.

NOTICE OF AVAILABILITY OF NEW SUMMARY PLAN DESCRIPTION

New Summary Plan Descriptions (SPDs) for the Alcatel-Lucent Savings Plan (ALSP) and the Lucent Technologies Inc. Long Term Savings and Security Plan (LTSSP) effective January 2014 are available.

The new SPDs replace all previous SPDs and other descriptions of benefits provided under the ALSP and the LTSSP. SPDs are available for viewing, printing or downloading on the BenefitAnswers Plus website at www.benefitanswersplus.com (to access the appropriate SPD on BenefitAnswers Plus, select your employment classification, then “Legal Documents” and finally, “Summary Plan Descriptions”).

If you prefer to have a copy mailed to you, call the Alcatel-Lucent North American Human Resources Service Center at 1-888-582-3684, 9:00 a.m. to 6:00 p.m., ET, Monday through Friday, or submit a request in writing to: Plan Administrator, Alcatel-Lucent, 600 Mountain Avenue, Room 2B-410, Murray Hill, NJ 07974. This notice is being provided to you in accordance with Section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

SPDs Are Summaries Only – The Official Plan Document Governs

An SPD is a summary of the benefits offered under the Plan. The terms and conditions of the ALSP or the LTSSP are contained in the official Plan document, which is the governing document of the Plan.