

**Muscat, Stephen J (Steve)**

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**Subject:** FW: Outsourcing Agreement with Goodman Networks

**To: U.S. Deployment Engineering, RF Engineering and Equipment Integration Engineering Teams**

As Alcatel-Lucent transforms the company and realigns its operations for profitable growth, we are exploring relationships with other companies that can help us improve our efficiencies in a variety of areas to be more competitive in the markets we serve.

Today we want to inform you that we have just signed an outsourcing agreement with Goodman Networks -- a national ISO 9001:2000/TL 9000-V certified telecommunications equipment services company providing solutions for carriers and original equipment manufacturers in the wireless and wireline industries. Goodman will oversee certain functions of our deployment engineering, RF engineering and equipment integration engineering services in the U.S., and handle many of the day-to-day activities involved to maximize the value we bring to our customers.

Management employees who perform these functions in the U.S. will be offered the opportunity to become employees of Goodman Networks with a start date of Nov. 11, 2009. As employees of Goodman Networks, you will perform the same work you do today -- in most instances from the same locations -- with the same customer-facing responsibilities. We view this move as a positive step that will improve the company's cost structure while giving many of you the opportunity to join a new organization with career development potential.

**Town Hall Session TODAY; More Information to Follow**

Later today, Nick De Tura will be hosting an employee town hall session live from Alpharetta and accessible via conference bridge and web at 2:00 p.m. Eastern Time, to answer your questions and provide you with more context around today's announcement. Nick will be joined by John Goodman, co-founder, Chairman and CEO of Goodman Networks. In the coming days, leaders from Goodman Networks will host follow-up discussions to discuss compensation and benefit programs in more detail including the benefits enrollment process. Watch your email for meeting invites to these sessions with more specifics. During these sessions you'll also have an opportunity to meet with both Goodman's leadership and HR experts to learn more about the company, its benefits, career development programs, and to ask additional questions you may have.

In the meantime we ask that you stay focused on helping us meet our commitments to customers and to the business. Together, we have achieved impressive results through the first half of this year in terms of our delivery targets so it's important to stay the course!

We look forward to meeting with you today and will continue to keep you apprised as our plans progress.

Nick De Tura

Jim Johnson

Americas Quality Assurance & Customer Care      Americas Region Services Unit

NUMBER OF EMPLOYEES : 500

11/2/2009