

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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 Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>TELCORDIA TECHNOLOGIES 401K SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>004</u> 1c Effective date of plan <u>01/01/1984</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>TELCORDIA TECHNOLOGIES, INC.</u> <u>ONE TELCORDIA DRIVE</u> <u>PISCATAWAY, NJ 08854</u>	2b Employer Identification Number (EIN) <u>22-2478398</u> 2c Sponsor's telephone number <u>732-699-5659</u> 2d Business code (see instructions) <u>517000</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/12/2012</u>	<u>PAMELA JOHNSON</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
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3a Plan administrator's name and address (if same as plan sponsor, enter "Same") TELCORDIA TECHNOLOGIES, INC. ONE TELCORDIA DRIVE PISCATAWAY, NJ 08854	3b Administrator's EIN 22-2478398
	3c Administrator's telephone number 732-699-5659

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 and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	5195
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	2144
b Retired or separated participants receiving benefits.....	6b	202
c Other retired or separated participants entitled to future benefits.....	6c	2641
d Subtotal. Add lines 6a , 6b , and 6c	6d	4987
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	12
f Total. Add lines 6d and 6e	6f	4999
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	4861
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	8

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 2R 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☒ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

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 <u>TELCORDIA TECHNOLOGIES 401K SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TELCORDIA TECHNOLOGIES, INC.</u>	D Employer Identification Number (EIN) <u>22-2478398</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE VANGUARD GROUP, INC.

23-1945930

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service 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?	(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 25 33 37 52	NONE	13000	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service 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?	(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?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service 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?	(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?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service 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?	(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?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service 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?	(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?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service 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?	(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?
			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 compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>MORGAN STANLEY INVESTMENT MGMT INC.</p> <p>13-3040307</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>10 BASIS POINTS - OTHER</p> </div> </div>		
THE VANGUARD GROUP, INC.	99	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>DODGE & COX</p> <p>94-1441976</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>10 BASIS POINTS - OTHER</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name: DELOITTE & TOUCHE, LLP	b EIN: 13-3891517
c Position: AUDITOR	
d Address: TWO WORLD FINANCIAL CENTER NEW YORK, NY 10281-1414	e Telephone: 212-436-2000

Explanation: A DECISION WAS MADE TO CHANGE ACCOUNTING FIRMS TO A REGIONAL FIRM WITH A DEDICATED BENEFIT PLANS AUDIT GROUP.

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning	01/01/2011	and ending	12/31/2011
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A Name of plan TELCORDIA TECHNOLOGIES 401K SAVINGS PLAN	B Three-digit plan number (PN)	004
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 TELCORDIA TECHNOLOGIES, INC.	D Employer Identification Number (EIN) 22-2478398
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a	Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST A
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b	Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY
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c EIN-PN 23-2186884-034	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 301601000
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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b	Name of sponsor of entity listed in (a):
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c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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b	Name of sponsor of entity listed in (a):
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c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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b	Name of sponsor of entity listed in (a):
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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b	Name of sponsor of entity listed in (a):
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c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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b	Name of sponsor of entity listed in (a):
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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b	Name of sponsor of entity listed in (a):
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 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):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="font-size: 24pt; font-weight: bold;">2011</div> This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>TELCORDIA TECHNOLOGIES 401K SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<div style="border: 1px solid black; padding: 2px;">004</div>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TELCORDIA TECHNOLOGIES, INC.</u>	D Employer Identification Number (EIN) <u>22-2478398</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	89000	24000
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	220000	42000
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	109961000	102242000
(2) U.S. Government securities.....	1c(2)	59000	22000
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	4000	54000
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	52000	50000
(B) Common	1c(4)(B)	3810000	6076000
(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)	3857000	3802000
(9) Value of interest in common/collective trusts.....	1c(9)	286822000	301601000
(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)	1075723000	1023408000
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1480597000	1437321000

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	103000	92000
k Total liabilities (add all amounts in lines 1g through 1j)	1k	103000	92000

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1480494000	1437229000
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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)	6479000	
(B) Participants	2a(1)(B)	26776000	
(C) Others (including rollovers)	2a(1)(C)	1983000	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		35238000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	48000	
(B) U.S. Government securities	2b(1)(B)	1000	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	174000	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		223000
(2) Dividends: (A) Preferred stock	2b(2)(A)	4000	
(B) Common stock	2b(2)(B)	118000	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	30051000	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		30173000
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	6707000	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	6799000	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-92000

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-767000	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-767000
(6) Net investment gain (loss) from common/collective trusts	2b(6)		11396000
(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)		-52278000
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		23893000

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	66961000	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	8000	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		66969000
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		168000
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	21000	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		21000
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		67158000

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-43265000
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CROWE HORWATH LLP

(2) EIN: 35-0921680

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 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 Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>TELCORDIA TECHNOLOGIES 401K SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TELCORDIA TECHNOLOGIES, INC.</u>	D Employer Identification Number (EIN) <u>22-2478398</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-2186884</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



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REPORT OF INDEPENDENT AUDITORS

To the Administrator and Participants of
Telcordia Technologies 401(k) Savings Plan
Piscataway, New Jersey

We were engaged to audit the financial statements and supplemental schedule of the Telcordia Technologies 401(k) Savings Plan (the "Plan") as of December 31, 2011 and for the year then ended, as listed in the accompanying contents page. These financial statements and supplemental schedule are the responsibility of the Plan's management. The statement of net assets available for benefits of the Plan as of December 31, 2010, was reported on by other auditors whose report dated October 17, 2011, disclaimed an opinion for the same reasons described in the following paragraph.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the 2011 financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of December 31, 2011 and for the year then ended that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2011 financial statements and supplemental schedule as a whole. The information included in the supplemental schedule is presented for the purpose of additional analysis and is not a required part of the 2011 financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the 2011 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Crowe Horwath LLP
Crowe Horwath LLP

New York, New York
October 3, 2012

Telcordia Technologies 401(k) Savings Plan

EMPLOYER ID # 22-2478398

PLAN # 004

Financial Statements as of December 31, 2011 and
2010, and for the Year Ended December 31, 2011,
Supplemental Schedule as of December 31, 2011,
and Report of Independent Auditors

TELCORDIA TECHNOLOGIES 401(k) SAVINGS PLAN

Piscataway, New Jersey

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REPORT OF INDEPENDENT AUDITORS

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Crowe Horwath LLP
Crowe Horwath LLP

New York, New York
October 3, 2012

TELCORDIA TECHNOLOGIES 401(k) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2011 AND 2010 (Dollars in thousands)

	2011	2010
ASSETS:		
Investments — at fair value:		
Participant-directed investments	<u>\$ 1,433,477</u>	<u>\$ 1,476,520</u>
Total investments - at fair value	<u>1,433,477</u>	<u>1,476,520</u>
Receivables:		
Notes receivable from participants	3,970	3,857
Receivables for securities sold	<u>42</u>	<u>220</u>
Total receivables	<u>4,012</u>	<u>4,077</u>
Total assets	<u>1,437,489</u>	<u>1,480,597</u>
LIABILITIES:		
Payables for securities purchased	<u>92</u>	<u>103</u>
Net assets at fair value	1,437,397	1,480,494
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(13,966)</u>	<u>(11,297)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 1,423,431</u>	<u>\$ 1,469,197</u>

See notes to financial statements.

TELCORDIA TECHNOLOGIES 401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2011 (Dollars in thousands)

Contributions:	
Participant contributions	\$ 26,776
Rollover contributions	1,983
Employer contributions	<u>6,479</u>
Total contributions	<u>35,238</u>
Investment income (loss):	
Net depreciation in fair value of investments	(53,138)
Interest and dividend income	<u>38,950</u>
Net investment (loss)	<u>(14,188)</u>
Interest income on notes receivable from participants	<u>174</u>
Benefits paid to participants	(66,969)
Administrative expenses	<u>(21)</u>
Net decrease in net assets	(45,766)
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	<u>1,469,197</u>
End of year	<u>\$1,423,431</u>

See notes to financial statements.

TELCORDIA TECHNOLOGIES 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2011 AND 2010 AND FOR THE YEAR ENDED DECEMBER 31, 2011

(Dollars in thousands)

1. DESCRIPTION OF PLAN

General — The Telcordia Technologies 401(k) Savings Plan (the “Plan”) was established by Telcordia Technologies, Inc. (“Telcordia” or the “Company”) to provide a way for employees to save on a regular and long-term basis. The following brief description of the Plan is provided for general informational purposes only. Participants should refer to the Plan document for more complete information.

The Plan is a defined contribution plan that covers eligible employees of the Company on the first of the month after their date of hire, or if hired on the first then immediately. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions — The Plan permits participants to elect to defer a percentage of their eligible compensation on a pre-tax or Roth basis, as defined in the Plan, up to \$16.5 for 2011. The Plan also allows after-tax contributions, in addition to Roth contributions, not to exceed the Internal Revenue Code (the “IRC”) Section 415 Annual Additions Limit for 2011. The maximum percentage salary deferral limit on a pre-tax and Roth basis is 25% of participant’s annual compensation. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Beginning the month following the completion of one year of service, the Company makes a matching contribution equal to 50% of the first 6% up to 3% of covered compensation that a participant contributes to the Plan. Matching contributions are not made with respect to after-tax, Roth catch-up, or pre-tax catch-up contributions. Contributions are subject to certain Internal Revenue Service (the “IRS”) limitations.

Participant Accounts — Individual accounts are maintained for each Plan participant. Each participant’s account is credited with the participant’s contribution and allocations of the Company’s contribution and fund earnings, net of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the vested balance of his or her account.

Investments — As of December 31, 2011, participants could direct the investment of their contributions in any combination of 28 mutual funds, 1 common collective trust fund and a brokerage account which allows participants to buy and sell mutual funds, individuals stocks and other investments based on Plan provisions.

Participants may transfer their funds among investment options and change their future contribution allocations at any time under rules prescribed by the Employees’ Benefit Committee (the “Committee”).

Vesting — Participants are vested immediately in their contributions, plus actual earnings thereon. Vesting in the Company’s matching contributions plus actual earnings thereon is based on years of continuous service vesting 20% if the participant has at least one year but less than two, 40% if the participant has at least two years but less than three, and 100% if the participant has three or more vesting years.

Notes Receivable from Participants — Participants may borrow from their fund accounts a minimum of \$1 per loan up to a combined maximum of the lesser of \$50 reduced by the highest outstanding loan balance during the preceding 12 months and 50% of the participant's vested account balance. The maximum loan term is 56 months. Loans are secured by participant account balances and bear interest at a rate commensurate with local prevailing rates as determined monthly by the Plan administrator. Principal and interest are collected ratably through payroll deductions. The Plan's recordkeeper charges an annual maintenance fee directly to participant accounts on the anniversary date of the loan, which is included in the Plan's administrative expenses. Loans bear interest at rates ranging from 4.25% — 10.5% and have maturities through August 2016.

Payment of Benefits — Participants may receive their vested account balance in a single lump sum payment in cash following their termination of employment with the Company, retirement date, permanent disability, or in the event of death. If a participant's balance is greater than \$1 at time of termination, participants may leave their assets in the Plan until a later date. Terminated participants are allowed to take two partial distributions per calendar year with a \$1 minimum per distribution. A participant employed by the Company may withdraw after-tax contributions and the earnings thereon from the Plan prior to age 59-1/2, but before-tax contributions and earnings may be withdrawn from the Plan prior to age 59-1/2 only if the Plan determines that the participant is incurring a financial hardship. After age 59-1/2, a participant may withdraw before- and after-tax contributions regardless of Company employment status.

Forfeited Accounts — At December 31, 2011 and 2010, forfeited non-vested accounts totaled \$70 and \$52, respectively. These accounts will be used to reduce future employer contributions. During the year ended December 31, 2011, no amounts from forfeited non-vested accounts were used to reduce employer contributions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan utilizes various investment instruments, including mutual funds and a stable value fund. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, liquidity risk, and overall market volatility. Due to the level of risk associated with certain investment securities, Plan management believes it is reasonably possible that changes in the values of investment securities will occur in the near term and, that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

Investment Valuation and Income Recognition — The Plan's investments are reported at fair value. Purchase and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The gains or losses realized on distributions of investments and the unrealized appreciation or depreciation are calculated as the difference between the current fair value and the fair value of the investments at the beginning of the year, or purchase price if purchased during the year.

Fully Benefit-Responsive Investment Contracts – While Plan investments are presented at fair value in the statements of net assets available for benefits, any material difference between the fair value of the Plan's direct and indirect interests in fully benefit-responsive investment contracts and their contract value is presented as an adjustment line in the statements of net assets available for benefits, because contract value is the relevant measurement attribute for that portion of the Plan's net assets available for benefits. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. Participants in fully benefit-responsive contracts may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The Plan holds an indirect interest in such contracts through its investment in a stable value fund.

Notes Receivable from Participants – Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances. Delinquent participant loans are recorded as distributions based on the terms of the Plan document.

Administrative Expenses – Administrative expenses of the Plan are paid by the Plan sponsor and participants as provided in the Plan document. Certain funds charge redemption fees when you exchange money between these funds within the Plan. Money invested in these funds must remain for a certain period of time, or holding period. The redemption-fee holding period begins on the date money is invested into the fund. Redemption fees are charged when money is exchanged out of the fund before the end of that fund's holding period and are included in the Plan's administrative expenses.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Payment of Benefits – Benefit payments to participants are recorded upon distribution. There are no amounts allocated to accounts of persons who have elected to withdraw from the Plan that have not yet been paid as of December 31, 2011 or 2010.

3. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and gives the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2011 and 2010.

Fair Value Measurements at December 31, 2011, Using				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds:				
Foreign large blend/growth	\$ 88,382	\$ -	\$ -	\$ 88,382
Large value/growth	220,386	-	-	220,386
Large blend	194,162	-	-	194,162
Mid-cap value/growth	49,333	-	-	49,333
Mid-cap blend	47,518	-	-	47,518
Small-cap blend	90,897	-	-	90,897
Emerging market	41,116	-	-	41,116
Bond funds	161,837	-	-	161,837
Money market	102,231	-	-	102,231
Balanced funds	123,043	-	-	123,043
Total mutual funds	1,118,905	-	-	1,118,905
Common collective trust*	-	301,601	-	301,601
Vanguard brokerage option:				
Cash	24	-	-	24
Interest-bearing cash	11	-	-	11
US Government securities	22	-	-	22
Other corporate debt instruments	54	-	-	54
Preferred stock	50	-	-	50
Common stock	6,076	-	-	6,076
Mutual funds	6,734	-	-	6,734
Total Vanguard brokerage account	12,971	-	-	12,971
Total	\$ 1,131,876	\$ 301,601	\$ -	\$ 1,433,477

**Fair Value Measurements
at December 31, 2010, Using**

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds:				
Short-term reserves	\$ 109,926	\$ -	\$ -	\$ 109,926
Bond funds	151,487	-	-	151,487
Balanced funds	113,783	-	-	113,783
Domestic stock funds	633,113	-	-	633,113
International stock funds	171,373	-	-	171,373
Total mutual funds	<u>1,179,682</u>	<u>-</u>	<u>-</u>	<u>1,179,682</u>
Common collective trust*	<u>-</u>	<u>286,822</u>	<u>-</u>	<u>286,822</u>
Vanguard brokerage option:				
Cash	89	-	-	89
Interest-bearing cash	35	-	-	35
US Government securities	59	-	-	59
Other corporate debt	4	-	-	4
Preferred stock	52	-	-	52
Common stock	3,810	-	-	3,810
Mutual funds	5,967	-	-	5,967
Total Vanguard brokerage option	<u>10,016</u>	<u>-</u>	<u>-</u>	<u>10,016</u>
Total	<u>\$ 1,189,698</u>	<u>\$ 286,822</u>	<u>\$ -</u>	<u>\$ 1,476,520</u>

* The fair value of the common collective trust at December 31, 2011 and 2010 was not certified by the trustee. The contract value at December 31, 2011 of \$287,635 and December 31, 2010 of \$275,525 was certified (see Note 4).

For the year ended December 31, 2011, there were no significant transfers in or out of Levels 1, 2 or 3.

The following is a description of the valuation methodologies and assumptions used for assets measured at fair value as of December 31, 2011 and 2010.

Mutual Funds — Valued at the NAV of shares held by the Plan at year-end, per close of New York Stock Exchange, categorized as Level 1.

Common Collective Trust —The fair values of participant units held in the collective trusts are based on the net asset values reported by the fund managers as of the financial statement dates and recent transaction prices (Level 2 inputs). The Vanguard Retirement Savings Trust (“VRST”) A solely invests in the VRST Master Trust. The investment objective of the VRST Master Trust is to provide participants with an attractive rate of interest and safety of principal by investing in investment contracts issued by financial institutions and in contracts that are backed by high-quality bonds and bond mutual funds owned by the trustee on behalf of the trust. The collective trust held by the Plan provides for daily redemptions by the Plan at reported net asset values per share, with no advance notice requirement.

Vanguard Brokerage Option – Mutual funds are valued at the NAV of shares held by the Plan at year-end, per close of the New York Stock Exchange, and are categorized as Level 1. Common and preferred stock are valued at the last quoted sales prices as of the close of trading at year-end; such securities not traded on the year-end date are valued at the last quoted bid prices, and are categorized as Level 1.

Valuation of Other Financial Instruments: Fair value of the notes receivable from participants is not practicable to estimate as these notes are nontransferable.

The valuation methods as described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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.

4. UNAUDITED INFORMATION-CERTIFIED INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS

Substantially all information pertaining to the Plan's investments and notes receivable from participants included in the financial statements, including the associated investment income (loss), and interest earned on notes receivable from participants, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Vanguard Fiduciary Trust Company, the trustee of the Plan. This information has not been audited by independent accountants.

5. INVESTMENTS

The Plan's investments that represented 5% or more of the Plan's net assets available for benefits as of December 31, 2011 and 2010, are as follows:

	2011	2010
Mutual funds:		
Vanguard Institutional Index Fund	\$ 194,162	\$ 196,962
Vanguard PRIMECAP Fund	139,591	150,028
Vanguard Prime Money Market Fund	102,231	109,926
Dodge & Cox Stock Fund	80,795	88,350
Vanguard Total Bond Market Index	79,895	**
Common collective trust —		
Vanguard Retirement Savings Trust A (1)	301,601	286,822

(1) Stated at fair value. The contract value at December 31, 2011 and 2010 was \$287,635 and \$275,525, respectively.

** Investment balance was below 5% for 2010.

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

	2011
Mutual funds:	
Bond funds	\$ 2,716
Balanced funds	(2,435)
Domestic stock funds	(24,525)
International stock funds	<u>(27,780)</u>
 Total mutual funds	 (52,024)
 VGI brokerage option	 <u>(1,114)</u>
 Net depreciation of investments	 <u>\$ (53,138)</u>

For the plan year ended December 31, 2011, interest and dividend income on investments is \$38,950.

6. PARTY-IN-INTEREST TRANSACTIONS

Parties in interest are defined under DOL regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain officers and employees of the Company (who may also be participants in the Plan) perform administrative services related to the operation, recordkeeping and financial reporting of the Plan. No such officer or employee receives compensation from the Plan. Some administrative expenses of the Plan are paid directly by the Company.

Certain Plan investments are shares of mutual funds managed by an affiliate of Vanguard Fiduciary Trust Company ("VFTC"), the Plan's recordkeeper and trustee. The Plan also invests in a collective trust managed by VFTC. These investment transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services included as a reduction of the return of each fund and fees paid by Plan participants to the recordkeeper for loan maintenance costs as well as redemption fees are considered party-in-interest transactions. Notes receivable from participants also reflect party-in-interest transactions.

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, participants would become 100% vested in their accounts.

8. INCOME TAX STATUS

The IRS has determined and informed the Company by letter dated July 13, 2010 that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter; however, the Company, Plan management and the Plan's legal counsel believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation of net assets available for benefits per the financial statements to the total net assets per the Form 5500 as of December 31, 2011 and 2010, and the decrease in net assets per the financial statements to the net loss per the Form 5500 for the year ended December 31, 2011, is as follows:

	2011	2010
Net assets available for benefits per the financial statements	\$ 1,423,431	\$ 1,469,197
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	13,966	11,297
Less participant loans deemed distributed	<u>(168)</u>	<u>-</u>
Total net assets per Form 5500	<u>\$ 1,437,229</u>	<u>\$ 1,480,494</u>

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

	2011
Statement of changes in net assets available for benefits:	
Decrease in net assets available for benefits per the financial statements	\$ (45,766)
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	2,669
Add participant loans deemed distributed	<u>(168)</u>
Net loss per Form 5500	<u>\$ (43,265)</u>

10. SUBSEQUENT EVENTS

In 2013, the Telcordia Technologies 401(k) Savings Plan will merge into the Ericsson 401(k) Plan.

Subsequent events were evaluated through October 3, 2012 the date the financial statements were available to be issued and determined there were no subsequent events requiring adjustment or disclosure in the financial statements.

* * * * *

SUPPLEMENTAL SCHEDULE

**TELCORDIA TECHNOLOGIES
401(k) SAVINGS PLAN**

**PN 004
EIN 22-2478398**

**FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2011**

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral	Cost	Current Value
		Mutual Funds:		
	Dodge & Cox	Dodge & Cox Intl Stock	**	\$ 19,675,000
	Dodge & Cox	Dodge & Cox Stock Fund	**	80,795,000
	LongLeaf Partners	LongLeaf Partne Small Cap	**	30,921,000
	Morgan Stanley	Morgan Stanley Emerging Mrkt I	**	41,116,000
	PIMCO	PIMCO Total Return Fd, Instit	**	61,910,000
	T. Rowe Price	T. Rowe Price Mid-Cap Grwth; R	**	23,228,000
	T Rowe Price	T Rowe Price Mid-Cap Value	**	26,104,000
*	The Vanguard Group	Vanguard Institutional Index Fund	**	194,162,000
*	The Vanguard Group	Vanguard Devel Mkts Idx Inst	**	15,471,000
*	The Vanguard Group	Vanguard Int'l Growth Fund Inv	**	53,237,000
*	The Vanguard Group	Vanguard Mid-Cap Index Ins	**	47,518,000
*	The Vanguard Group	Vanguard PRIMECAP Fund Adm	**	139,591,000
*	The Vanguard Group	Vanguard Prime Money Mkt	**	102,231,000
*	The Vanguard Group	Vanguard ST Bond Index Sig	**	20,033,000
*	The Vanguard Group	Vanguard Small-Cap Index Fund Ins	**	59,976,000
*	The Vanguard Group	Vanguard Target Retirement 2005 Fund	**	4,388,000
*	The Vanguard Group	Vanguard Target Retirement 2010 Fund	**	7,819,000
*	The Vanguard Group	Vanguard Target Retirement 2015 Fund	**	25,129,000
*	The Vanguard Group	Vanguard Target Retirement 2020 Fund	**	31,484,000
*	The Vanguard Group	Vanguard Target Retirement 2025 Fund	**	23,043,000
*	The Vanguard Group	Vanguard Target Retirement 2030 Fund	**	14,232,000
*	The Vanguard Group	Vanguard Target Retirement 2035 Fund	**	7,462,000
*	The Vanguard Group	Vanguard Target Retirement 2040 Fund	**	3,744,000
*	The Vanguard Group	Vanguard Target Retirement 2045 Fund	**	1,308,000
*	The Vanguard Group	Vanguard Target Retirement 2050 Fund	**	216,000
*	The Vanguard Group	Vanguard Target Retirement 2055 Fund	**	18,000
*	The Vanguard Group	Vanguard Target Retirement Income Fund	**	4,199,000
*	The Vanguard Group	Vanguard Total Bond Mkt Idx Ins	**	<u>79,895,000</u>
	Subtotal Mutual Funds			1,118,905,000
		Common Collective Trust:		
*	Vanguard Retirement Savings Trust A	Vanguard Retirement Savings Trust A	**	301,601,000
		Other Investments:		
*	Various	Vanguard brokerage option	**	12,971,000
*	Various Participants	Notes receivable from participants - maturing		
	The Vanguard Fiduciary Trust Company	2011 to 2016 at interest rates ranging from	**	<u>3,970,000</u>
		4.25% to 10.50%		<u>\$ 1,437,447,000</u>

* Indicates party-in-interest to the Plan.

** Cost information is not required for participant-directed investments and therefore is not included.

See accompanying Report of Independent Auditors.

TELCORDIA TECHNOLOGIES
401(k) SAVINGS PLAN

PN 004
EIN 22-2478398

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2011

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral	Cost	Current Value
		Mutual Funds:		
	Dodge & Cox	Dodge & Cox Intl Stock	**	\$ 19,675,000
	Dodge & Cox	Dodge & Cox Stock Fund	**	80,795,000
	LongLeaf Partners	LongLeaf Partne Small Cap	**	30,921,000
	Morgan Stanley	Morgan Stanley Emerging Mkt I	**	41,116,000
	PIMCO	PIMCO Total Return Fd, Instit	**	61,910,000
	T. Rowe Price	T. Rowe Price Mid-Cap Grwth; R	**	23,228,000
	T Rowe Price	T Rowe Price Mid-Cap Value	**	26,104,000
*	The Vanguard Group	Vanguard Institutional Index Fund	**	194,162,000
*	The Vanguard Group	Vanguard Devel Mkts Idx Inst	**	15,471,000
*	The Vanguard Group	Vanguard Int'l Growth Fund Inv	**	53,237,000
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*	The Vanguard Group	Vanguard Target Retirement 2050 Fund	**	216,000
*	The Vanguard Group	Vanguard Target Retirement 2055 Fund	**	18,000
*	The Vanguard Group	Vanguard Target Retirement Income Fund	**	4,199,000
*	The Vanguard Group	Vanguard Total Bond Mkt Idx Ins	**	<u>79,895,000</u>
	Subtotal Mutual Funds			1,118,905,000
		Common Collective Trust:		
*	Vanguard Retirement Savings Trust A	Vanguard Retirement Savings Trust A	**	301,601,000
		Other Investments:		
*	Various	Vanguard brokerage option	**	12,971,000
*	Various Participants	Notes receivable from participants - maturing		
	The Vanguard Fiduciary Trust Company	2011 to 2016 at interest rates ranging from	**	<u>3,970,000</u>
		4.25% to 10.50%		<u>\$ 1,437,447,000</u>

* Indicates party-in-interest to the Plan.

** Cost information is not required for participant-directed investments and therefore is not included.

See accompanying Report of Independent Auditors.