



*Important Notice*  
The Depository Trust Company

<b>B #:</b>	0128-14
<b>Date:</b>	February 10, 2014
<b>To:</b>	All Participants
<b>Category:</b>	Dividends
<b>From:</b>	International Services
<b>Attention:</b>	Operations, Reorg & Dividend Managers, Partners & Cashiers
<b>Subject:</b>	<p style="text-align: center;"><b>*****REVISED EDS CUT-OFF*****</b></p> <p>Option for Payment in ARS (Argentine Pesos ) Country: Argentina NORTEL INVERSORA S. A. Ser B Pref (NTL) CUSIP: 656567401 <b><u>Record Date:</u> 12/26/2013 <u>Payable Date:</u> TBD</b> <b><u>EDS Cut-Off:</u> 02/21/2014 8:00 P.M. EST</b></p>

The Depository Trust Company has received the attached information in regards to Option to Receive Payment in foreign currency.

The election period will be from January 17, 2014 to February 21, 2014. Questions regarding this Important Notice may be directed to GlobeTax 212-747-9100.

**Important Legal Information:** *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.*  
*To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.*

DTCC offers enhanced access to all important notices via a Web-based subscription service. The notification system leverages RSS Newsfeeds, providing significant benefits including real-time updates and customizable delivery. To learn more and to set up your own DTCC RSS alerts, visit [http://www.dtcc.com/subscription\\_form.php](http://www.dtcc.com/subscription_form.php).

Non-Confidential

**Nortel Inversora S. A. Ser B Pref (NTL)**  
**CUSIP # 656567401**  
**ADR R/D: December 26, 2013**  
**ADR P/D: To Be Determined**

J.P. Morgan has been notified by the company, **Nortel Inversora S. A.**, that there will be an dividend distribution paid to the holders of record on **December 26, 2013**. The ordinary dividend has been declared in Argentine Peso ("ARS") in the amount of **ARS 7.729499 per Depository share**. The ADR payment date is to be determined.

At this time DTC participants may elect to receive all or a portion of the dividend in Argentine Peso. DTC participants may use the DTC's Elective Dividend Services (EDS) function under Foreign Currency Payments over the Participant Terminal System (PTS) to make such an election.

No action needs to be taken to receive the payment in USD. All positions that do not elect the ARS payment will be paid in USD when the currency may be converted into U.S. dollars.

**Election information:**

- The election period will be from **January 17, 2014 to February 6, 2014**.
- If a DTC participant does not elect to receive ARS on behalf of the individual beneficial holders by February 6, 2014, the dividend payment will be made through DTC in U. S. Dollars at such time as the currency may be converted into U.S. dollars and J.P. Morgan ("JPM") announces a payment date.
- In order to be paid in ARS a DTC participant must enter all the information required in the ARS

**PAYMENT INSTRUCTIONS** in the free format section of your EDS election screen.

- To receive payment in ARS, each DTC participant, or the beneficial owner of the securities, must have a bank account in Argentina, and must provide a single payment instruction per beneficial account/owner to pay to such account on behalf of itself and all of its underlying beneficial holders, if any, or directly to the beneficial owner's account, as the case may be.
- Please include the receiving bank's Clave Única de Identificación Tributaria (CUIT) number, BIC code as well as the investor's account name, account number, and CUIT number for residents (Clave de Identificación (CDI) number for non-residents) for the ARS account on record in the available fields.
- If a DTC participant fails to provide the proper "ARS Payment Instructions" or the payment is rejected by the institution listed on the EDS Election screen, J.P. Morgan will make an attempt to contact the DTC participant for better instructions.
- JPM must receive revised instructions within 10 business days from the date that the participant is contacted. Should this second attempt fail the EDS ARS election will be reversed and the funds paid in USD when a future payment date is announced.

Estimated payment per DR (as of today):

Gross dividend rate: ARS 7.729499

Net tax rate: 12.326856% (2.326856% Personal Asset Tax Rate + 10% Income Tax Rate)

Net dividend rate: ARS 6.776694

Please be advised that the dividend corresponding to ARS will be paid net of any fees, expenses and taxes. DTC participants and beneficial holders should consult with their own tax advisors regarding any tax consequences associated with an election to receive all or a portion of the dividend in Argentine Peso.

By making an election pursuant to the election procedure described herein the DTC participant certifies that it has performed all necessary due diligence to satisfy itself as to the accuracy of the information provided and that each beneficial holder electing to receive ARS renounces all rights to receive the dividend in USD. The DTC participant also certifies that all tax reporting, US and/or foreign, on behalf of the beneficial holder, or the beneficial holder's account, is the sole responsibility of the DTC participant. Neither JPM nor any of its affiliated companies shall be liable for any loss or damage of any kind arising out of the use of the information contained herein, any errors or omissions in its content or the use of the election procedure described herein.

If you have any questions with regard to this distribution please contact J.P. Morgan at 1-800-929-5484.