

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

HOWARD CHARATZ, Individually and On Behalf of)	No. 3:05-cv-02319-MLC-TJB
All Others Similarly Situated,	(Consolidated)
Plaintiff,	CLASS ACTION
vs.	
AVAYA, INC., et al.,	
Defendants.	

NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION

If you purchased or acquired Avaya, Inc. (“Avaya” or the “Company”)¹ common stock or put and call options (collectively, “Avaya Publicly Traded Securities”) during the period from March 2, 2005 to April 19, 2005, inclusive (the “Class Period”) and are not otherwise excluded from the Class (see Question 6 below), you could get a payment from a class action settlement.

A federal court authorized this Notice. This is not a solicitation from a lawyer.

Security and Time Period: Avaya common stock and put and call options purchased or acquired between March 2, 2005 and April 19, 2005, inclusive.²

Settlement Fund: \$4,500,000 in cash plus any interest earned. Your recovery will depend on the timing of your purchases, acquisitions, and any sales of Avaya Publicly Traded Securities during the Class Period. Based on the information currently available to Lead Plaintiffs and the analysis performed by their damage consultants, it is estimated that if Class Members submit claims for 100% of the shares eligible for distribution under the Plan of Allocation (described below), the estimated average distribution per share of common stock will be approximately \$0.04 before deduction of Court-approved fees and expenses, including the cost of notifying members of the Class and settlement administration. Historically, actual claims rates are less than 100%, which result in higher distributions per share. A Class Member’s actual recovery will be a proportion of the Net Settlement Fund determined by that claimant’s recognized claim as compared to the total recognized claims of all Class Members who submit valid Proof of Claim and Release forms (“Proof of Claim”).

Reasons for Settlement: Avoids the costs and risks associated with continued litigation, including the danger of no recovery.

If the Case Had Not Settled: Continuing with the case could have resulted in loss at summary judgment, trial or on appeal. The two sides vigorously disagree on both liability and the amount of money that could have been won if Lead Plaintiffs prevailed at trial. The parties disagree about: (1) the method for determining whether the price of Avaya common stock was artificially inflated during the relevant period; (2) the amount of any such alleged inflation; (3) that there was any wrongdoing on the part of Defendants; (4) the extent that various facts alleged by Lead Plaintiffs influenced the trading price of Avaya Publicly Traded Securities during the Class Period; and (5) whether the facts alleged were material, false, misleading or otherwise actionable under the federal securities laws.

Attorneys’ Fees and Expenses: Court-appointed Lead Plaintiffs’ counsel will ask the Court for attorneys’ fees of 25% of the Settlement Fund and expenses not to exceed \$225,000 to be paid from the Settlement Fund plus interest. Lead Plaintiffs’ counsel have not received any payment for their work investigating the facts, prosecuting this Litigation, and negotiating this settlement on behalf of the Lead Plaintiffs and the Class. If the above amounts are requested and approved by the Court, the average cost per share of common stock will be \$0.01.

Deadlines:

Submit Claim:	September 9, 2010
Request Exclusion:	July 26, 2010
File Objection:	July 26, 2010

Court Hearing on Fairness of Settlement: September 27, 2010

¹ This Notice incorporates by reference the definitions in the Stipulation of Settlement dated March 31, 2010 (“Stipulation”), and all capitalized terms used, but not defined herein, shall have the same meanings as in the Stipulation. The Stipulation can be obtained at www.gilardi.com.

² Avaya was bought and taken private in a transaction that closed on October 26, 2007.

More Information: www.gilardi.com or

Claims Administrator:

Avaya Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 8040
San Rafael, CA 94912-8040
1-877-567-4775
www.gilardi.com

Representative of Lead Plaintiffs' counsel:

Rick Nelson
Shareholder Relations
Robbins Geller Rudman
& Dowd LLP
655 West Broadway, Suite 1900
San Diego, CA 92101
1-800-449-4900

- Your legal rights are affected whether you act or do not act. Read this Notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT

SUBMIT A CLAIM FORM	The only way to get a payment.
EXCLUDE YOURSELF	Get no payment. This is the only option that allows you to participate in another lawsuit against the Defendants for the legal claims in this case.
OBJECT	You may write to the Court if you do not like this settlement, the request for attorneys' fees and expenses, or the Plan of Allocation.
GO TO A HEARING	You may ask to speak in Court about the fairness of the settlement.
DO NOTHING	Get no payment. Give up your rights.

- These rights and options — **and the deadlines to exercise them** — are explained in this Notice.
- The Court in charge of this case must decide whether to approve the settlement. Payments will be made if the Court approves the settlement and, if there are any appeals, after appeals are resolved. Please be patient.

BASIC INFORMATION

1. Why did I get this notice package?

You or someone in your family may have purchased or acquired Avaya common stock and/or put and call options between March 2, 2005 and April 19, 2005, inclusive.

The Court directed that you be sent this Notice because you have a right to know about a proposed settlement of a class action lawsuit, and about all of your options, before the Court decides whether to approve the settlement. If the Court approves it and after any objections or appeals (if there are any) are resolved, the Claims Administrator appointed by the Court will make the payments that the settlement allows.

This package explains the lawsuit, the settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them.

The Court in charge of the case is the United States District Court for the District of New Jersey, and the case is known as *Charatz v. Avaya, Inc., et al.*, No. 3:05-cv-02319-MLC-TJB. The persons who lead the Litigation, District No. 9, I.A. of M. & A.W. Pension Trust, UFCW Local 880 – Retail Food Employees Joint Pension Fund, UFCW Local 880 Union-Employer Pension Fund, National Elevator Industry Pension Fund, and City of Livonia Employees' Retirement System, are called Lead Plaintiffs and the company and the individuals they sued are called Defendants.

2. What is this lawsuit about?

This Litigation alleges that Avaya and its former Chief Executive Officer and Chief Financial Officer violated the federal securities laws by making false and misleading statements during the Class Period regarding the condition of Avaya's core business in the United States where Avaya faced strong competition from multiple companies. Lead Plaintiffs allege that during the Class Period, Defendants represented that Avaya was growing the business without sacrificing profitability despite the competitive pressures from its competitors. Lead Plaintiffs allege that when Defendants disclosed the Company's financial results, Class Members suffered damages as a result of the decline in the price of Avaya common stock.

Defendants deny all of Lead Plaintiffs' allegations and further deny that they did anything wrong. Defendants also deny that Lead Plaintiffs or the Class suffered damages or that the price of Avaya Publicly Traded Securities were artificially inflated by reasons of alleged misrepresentations, non-disclosures or otherwise.

3. Why is this a class action?

In a class action, one or more people called class representatives (in this case, the Court-appointed Lead Plaintiffs, District No. 9, I.A. of M. & A.W. Pension Trust, UFCW Local 880 – Retail Food Employees Joint Pension Fund, UFCW Local 880

Union-Employer Pension Fund, National Elevator Industry Pension Fund, and City of Livonia Employees' Retirement System) sue on behalf of people who have similar claims. All of these people and/or entities are called a class or class members. One judge – in this case, United States District Court Judge Mary L. Cooper – resolves the issues for all class members, except for those who exclude themselves from the class.

4. Why is there a settlement?

The Court did not decide in favor of Lead Plaintiffs or Defendants. Instead, the lawyers for both sides of the lawsuit have negotiated a settlement that they believe is in the best interests of their respective clients. The settlement allows both sides to avoid the risks and cost of lengthy and uncertain litigation and the uncertainty of a trial and appeals, and permits Class Members to be compensated without further delay. The Lead Plaintiffs and their attorneys think the settlement is best for all Class Members.

WHO GETS MONEY FROM THE SETTLEMENT

To see if you will get money from this settlement, you first have to determine if you are a Class Member.

5. How do I know if I am part of the settlement?

The Class includes *all Persons who purchased or acquired Avaya Publicly Traded Securities between March 2, 2005 and April 19, 2005, inclusive.*

6. Are there exceptions to being included in the Class?

Yes. Excluded from the Class are Defendants, the officers and directors of Avaya during the Class Period, members of their immediate families and their legal representatives, heirs, successors or assigns, and any entity in which Defendants have or had a controlling interest. Also excluded from the Class are those Persons who timely and validly request exclusion from the Class pursuant to this Notice.

7. I'm still not sure if I am included.

If you still are not sure whether you are included, you can ask for free help. You can call 1-877-567-4775 or visit www.gilardi.com for more information; or, you can call Rick Nelson at 1-800-449-4900 for more information; or, you can fill out and return the claim form described in Question 10 to see if you qualify.

THE SETTLEMENT BENEFITS – WHAT YOU GET

8. What does the settlement provide?

Defendants have agreed to pay or cause to be paid \$4,500,000 in cash (the "Settlement Fund"). The Settlement Fund, plus interest earned from the date it is established, less costs, fees, and expenses (the "Net Settlement Fund"), will be divided among all eligible Class Members who send in valid claim forms ("Authorized Claimants"). Costs, fees, and expenses include Court-approved attorneys' fees and expenses, the costs of notifying Class Members, including the costs of printing and mailing this Notice and the cost of publishing newspaper notice, the costs of claims administration, and taxes on the Settlement Fund.

9. How much will my payment be?

Your share of the Net Settlement Fund will depend on the number of valid claim forms that Class Members send in and how many Avaya Publicly Traded Securities you purchased or acquired during the relevant period and when you bought and sold them.

For purposes of determining the amount an Authorized Claimant may recover under the Plan of Allocation, Lead Plaintiffs' counsel conferred with their damage consultants and the Plan of Allocation reflects an assessment of damages that they believe could have been recovered had Lead Plaintiffs prevailed at trial.

In the unlikely event there are sufficient funds in the Net Settlement Fund, each Authorized Claimant will receive an amount equal to the Authorized Claimant's claim, as defined below. If, however, the amount in the Net Settlement Fund is not sufficient to permit payment of the total claim of each Authorized Claimant, then each Authorized Claimant shall be paid the percentage of the Net Settlement Fund that each Authorized Claimant's claim bears to the total of the claims of all Authorized Claimants. Payment in this manner shall be deemed conclusive against all Authorized Claimants.

A "Claim" will be calculated as follows:

Section 10(b) Claims for Common Stock

Class Period: March 2, 2005 – April 19, 2005

The allocation below is based on the following price decline as well as the statutory PSLRA 90-day look back amount of \$8.71:

April 20, 2005 Price Decline: \$2.68

For shares of Avaya common stock ***purchased or acquired on or between March 2, 2005 through April 19, 2005***, the claim per share shall be as follows:

- a) If sold prior to April 20, 2005, the claim per share is \$0.
- b) If retained at the end of April 19, 2005 and sold before July 17, 2005, the claim per share shall be the lesser of (i) \$2.68 (April 20, 2005 Price Decline), or (ii) the difference between the purchase price and the selling price, or (iii) the difference between the purchase price per share and the average closing price per share up to the date of sale as set forth in the table below.
- c) If retained or sold on or after July 18, 2005, the claim per share shall be the lesser of (i) \$2.68 (April 20, 2005 Price Decline), or (ii) the difference between the purchase price per share and \$8.71 per share.

Date	Closing Price	Average Closing Price
4/20/2005	\$8.01	\$8.01
4/21/2005	\$8.08	\$8.05
4/22/2005	\$8.52	\$8.20
4/25/2005	\$8.61	\$8.31
4/26/2005	\$8.65	\$8.37
4/27/2005	\$8.82	\$8.45
4/28/2005	\$8.47	\$8.45
4/29/2005	\$8.68	\$8.48
5/2/2005	\$8.76	\$8.51
5/3/2005	\$8.66	\$8.53
5/4/2005	\$8.87	\$8.56
5/5/2005	\$8.99	\$8.59
5/6/2005	\$8.99	\$8.62
5/9/2005	\$9.08	\$8.66
5/10/2005	\$8.95	\$8.68
5/11/2005	\$9.14	\$8.71
5/12/2005	\$8.85	\$8.71
5/13/2005	\$8.95	\$8.73
5/16/2005	\$9.05	\$8.74
5/17/2005	\$9.00	\$8.76
5/18/2005	\$9.02	\$8.77
5/19/2005	\$8.90	\$8.78
5/20/2005	\$8.94	\$8.78
5/23/2005	\$9.08	\$8.79
5/24/2005	\$9.20	\$8.81
5/25/2005	\$9.11	\$8.82
5/26/2005	\$9.58	\$8.85
5/27/2005	\$9.53	\$8.87
5/31/2005	\$9.15	\$8.88
6/1/2005	\$8.75	\$8.88
6/2/2005	\$9.08	\$8.89
6/3/2005	\$8.99	\$8.89
6/6/2005	\$8.75	\$8.89
6/7/2005	\$8.66	\$8.88
6/8/2005	\$8.80	\$8.88
6/9/2005	\$8.63	\$8.87
6/10/2005	\$8.45	\$8.86
6/13/2005	\$8.43	\$8.85
6/14/2005	\$8.26	\$8.83
6/15/2005	\$8.19	\$8.82
6/16/2005	\$8.25	\$8.80
6/17/2005	\$8.39	\$8.79
6/20/2005	\$8.31	\$8.78

Date	Closing Price	Average Closing Price
6/21/2005	\$8.44	\$8.77
6/22/2005	\$8.72	\$8.77
6/23/2005	\$8.46	\$8.77
6/24/2005	\$8.26	\$8.75
6/27/2005	\$8.07	\$8.74
6/28/2005	\$8.35	\$8.73
6/29/2005	\$8.50	\$8.73
6/30/2005	\$8.32	\$8.72
7/1/2005	\$8.42	\$8.71
7/5/2005	\$7.98	\$8.70
7/6/2005	\$7.99	\$8.69
7/7/2005	\$8.00	\$8.67
7/8/2005	\$8.06	\$8.66
7/11/2005	\$8.26	\$8.66
7/12/2005	\$8.90	\$8.66
7/13/2005	\$9.35	\$8.67
7/14/2005	\$9.45	\$8.69
7/15/2005	\$9.56	\$8.70
7/18/2005	\$9.18	\$8.71

CALL OPTIONS

- For call options on Avaya common stock ***purchased from March 2, 2005 through April 19, 2005***, and
 - held*** at the end of April 19, 2005, the claim per call option is the difference between the price paid for the call option less the proceeds received upon the settlement of the call option contract;
 - not held*** at the end of April 19, 2005, the claim per call option is \$0.
- For call options on Avaya common stock ***written from March 2, 2005 through April 19, 2005***, the claim per call option is \$0.

PUT OPTIONS

- For put options on Avaya common stock ***written from March 2, 2005 through April 19, 2005***, and
 - held*** at the end of April 19, 2005, the claim per put option is the difference between the price paid upon settlement of the put option contract less the initial proceeds received upon the sale of the put option contract;
 - not held*** at the end of April 19, 2005, the claim per put option is \$0.
- For put options on Avaya common stock ***purchased from March 2, 2005 through April 19, 2005***, the claim per put option is \$0.

Note: In the case the option was exercised for Avaya common stock, the amount paid, or proceeds received, upon the settlement of the option contract equals the value of the option using Avaya common stock's closing price on the date the option was exercised.

Note: The combined recovery for the put/call options shall not exceed 3% of the Net Settlement Fund.

For Class Members who held Avaya Publicly Traded Securities at the beginning of the Class Period or made multiple purchases or sales during the Class Period, the first-in, first-out ("FIFO") method will be applied to such holdings, purchases, and sales for purposes of calculating a claim. Under the FIFO method, sales of Avaya Publicly Traded Securities during the Class Period will be matched against the same type of security, in chronological order, first against securities held at the beginning of the Class Period. The remaining sales of Avaya Publicly Traded Securities during the Class Period will then be matched, in chronological order, against like Avaya Publicly Traded Securities purchased during the Class Period.

An Authorized Claimant will be eligible to receive a distribution from the Net Settlement Fund only if a Class Member had a net loss, after all profits from transactions in Avaya Publicly Traded Securities during the Class Period are subtracted from all losses. However, the proceeds from sales of Avaya Publicly Traded Securities which have been matched against Avaya Publicly Traded Securities held at the beginning of the Class Period will not be used in the calculation of such net loss.

The Court has reserved jurisdiction to allow, disallow or adjust the claim of any Class Member on equitable grounds.

Payment pursuant to the Plan of Allocation set forth above shall be conclusive against all Authorized Claimants. No Person shall have any claim against Lead Plaintiffs, Plaintiffs' Counsel, any claims administrator or other Person designated by Lead Plaintiffs' counsel or Defendants and/or the Related Parties and/or the Released Persons and/or their counsel based on distributions made substantially in accordance with the Stipulation and the settlement contained therein, the Plan of Allocation, or further orders of the Court. All Class Members who fail to complete and file a valid and timely Proof of Claim shall be barred from participating in distributions from the Net Settlement Fund (unless otherwise ordered by the Court), but otherwise shall be bound by all of the terms of the Stipulation, including the terms of any judgment entered and the releases given.

HOW YOU GET A PAYMENT – SUBMITTING A CLAIM FORM

10. How will I get a payment?

To qualify for a payment, you must send in a claim form. A claim form is enclosed with this Notice. Read the instructions carefully, fill out the form, include all the documents the form asks for, sign it, and mail it in the enclosed envelope postmarked no later than September 9, 2010.

11. When would I get my payment?

The Court will hold a hearing on September 27, 2010, at 1:00 p.m., to decide whether to approve the settlement. If Judge Cooper approves the settlement, there may be appeals. It is always uncertain whether these appeals can be resolved favorably, and resolving them can take time, perhaps more than a year. It also takes time for all the claim forms to be processed. If there are no appeals and depending on the number of claims submitted, the Claims Administrator could distribute the Net Settlement Fund as early as nine months after the fairness hearing. Please be patient.

12. What am I giving up to get a payment or stay in the Class?

Unless you exclude yourself, you are staying in the Class, and that means that you cannot sue, continue to sue, or be part of any other lawsuit against the Defendants about the same issues in this case or about issues that could have been asserted in this case. It also means that all of the Court's orders will apply to you and legally bind you and you will release your Released Claims in this case against the Defendants. "Released Claims" means all rights, demands, claims (including "Unknown Claims" as defined in the Stipulation), and causes of action of every nature and description, in law or equity, whether arising under federal, state, local, statutory or common law, foreign law, or other law, rule or regulation, whether fixed or contingent, liquidated or un-liquidated, matured or un-matured, accrued or unaccrued, and whether known or unknown that Lead Plaintiffs or any member of the Class asserted, or could have asserted in this Litigation, or any other action or forum against the Released Persons, arising out of, relating to, directly or indirectly, or in connection with the purchase or acquisition of Avaya Publicly Traded Securities during the Class Period, and the facts, matters, allegations, transactions, events, disclosures, statements, acts or omissions which were alleged or that could have been alleged in the Litigation.

EXCLUDING YOURSELF FROM THE SETTLEMENT

If you do not want a payment from this settlement, but you want to keep the right to sue or continue to sue the Defendants on your own about the same issues in this case, then you must take steps to get out of the Class. This is called excluding yourself or is sometimes referred to as opting out of the Class.

13. How do I get out of the Class?

To exclude yourself from the Class, you must send a letter by mail stating that you want to be excluded from *Charatz v. Avaya, Inc., et al.*, No. 3:05-cv-02319-MLC-TJB. You must include your name, address, telephone number, your signature, and the number of shares of Avaya common stock you purchased or acquired between March 2, 2005 and April 19, 2005, inclusive, and the dates and prices of such purchases. You must mail your exclusion request postmarked no later than July 26, 2010 to:

Avaya Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 8040
San Rafael, CA 94912-8040

You cannot exclude yourself on the phone or by e-mail. If you ask to be excluded, you are not eligible to get any settlement payment, and you cannot object to the settlement. You will not be legally bound by anything that happens in this lawsuit.

14. If I do not exclude myself, can I sue Defendants for the same thing later?

No. Unless you exclude yourself, you give up any right to sue Defendants for the claims that this settlement resolves. Remember, the exclusion deadline is July 26, 2010.

15. If I exclude myself, can I get money from this settlement?

No. If you exclude yourself, do not send in a claim form to ask for any money. Once you exclude yourself, you will receive no cash payment even if you also submit a claim form.

THE LAWYERS REPRESENTING YOU

16. Do I have a lawyer in this case?

The Court appointed the law firm of Robbins Geller Rudman & Dowd LLP to represent you and other Class Members. These lawyers are called Lead Counsel. The Court also appointed Cohn Lifland Pearlman Herrmann & Knopf LLP as Liaison Counsel. These lawyers will apply to the Court for payment from the Settlement Fund; you will not otherwise be charged for their work. If you want to be represented by your own lawyer, you may hire one at your own expense.

17. How will the lawyers be paid?

At the fairness hearing, Lead Plaintiffs' counsel will request the Court to award attorneys' fees of 25% of the Settlement Fund and for expenses up to \$225,000, which were incurred in connection with the Litigation. If awarded, the cost would be \$0.01 per share. This compensation will be paid from the Settlement Fund. Class Members are not personally liable for any such fees or expenses. To date, Lead Plaintiffs' counsel have not received any payment for their services in conducting this Litigation on behalf of the Lead Plaintiffs and the Class, nor have counsel been paid for their expenses. The fee requested will compensate Lead Plaintiffs' counsel for their work in achieving the Settlement Fund and is well within the range of fees awarded to class counsel under similar circumstances in other cases of this type. The Court may award less than this amount.

OBJECTING TO THE SETTLEMENT

You can tell the Court that you do not agree with the settlement, the Plan of Allocation, or Lead Plaintiffs' counsel's request for an award of attorneys' fees and expenses.

18. How do I tell the Court that I do not like the settlement?

If you are a Class Member (and you have not excluded yourself), you can object to the settlement, the request for attorneys' fees and expenses, or the Plan of Allocation if you do not like any part of it. You can give reasons why you think the Court should not approve the settlement, the request for attorneys' fees and expenses, or the Plan of Allocation. The Court will consider your views. To object, you must send a signed letter saying that you object to the proposed settlement in *Charatz v. Avaya, Inc., et al.*, No. 3:05-cv-02319-MLC-TJB. Be sure to include your name, address, telephone number, your signature, the number of shares of Avaya Publicly Traded Securities purchased or acquired between March 2, 2005 and April 19, 2005, inclusive, and the reasons you object to the settlement, the requested attorneys' fees and expenses, or the Plan of Allocation. Any such objection must be mailed or delivered such that it is received by each of the following no later than July 26, 2010:

Court:

Clerk of the Court
United States District Court
District of New Jersey
Clarkson S. Fisher Federal Building & U.S. Courthouse
402 East State Street, Room 2020
Trenton, NJ 08608

Lead Plaintiffs' counsel:

ROBBINS GELLER RUDMAN & DOWD LLP
JEFFREY D. LIGHT
655 West Broadway, Suite 1900
San Diego, CA 92101

Defendants' counsel:

WILSON SONSINI GOODRICH & ROSATI, P.C.
JEROME F. BIRN, JR.
650 Page Mill Road
Palo Alto, CA 4304-1050

19. What is the difference between objecting and excluding myself from the settlement?

Objecting is telling the Court that you do not like something about the proposed settlement. You can object **only** if you stay in the Class. Excluding yourself is telling the Court that you do not want to be part of the Class. If you exclude yourself, you have no basis to object because the case no longer applies to you.

THE COURT'S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the proposed settlement. You may attend, but you do not have to.

20. When and where will the Court decide whether to approve the settlement?

The Court will hold a hearing at 1:00 p.m., on September 27, 2010, at the United States District Court for the District of New Jersey, Clarkson S. Fisher Federal Building & U.S. Courthouse, 402 East State Street, Trenton, NJ 08608. At this hearing, the Court will consider whether the settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. The Court will listen to people who have asked to speak at the hearing. The Court will also decide whether to approve the payment of fees and expenses to Lead Plaintiffs' counsel, including the Plan of Allocation. We do not know how long the hearing will take or whether the Court will make its decision on the day of the hearing or sometime later.

21. Do I have to come to the hearing?

No. Lead Plaintiffs' counsel will answer questions Judge Cooper may have. But, you are welcome to come at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mailed your written objection on time, the Court will consider it. You may also pay your own lawyer to attend, but you are not required to do so.

22. May I speak at the hearing?

You may ask the Court for permission to speak at the hearing. To do so, you must send a letter saying that it is your intention to appear in *Charatz v. Avaya, Inc., et al.*, No. 3:05-cv-02319-MLC-TJB. Be sure to include your name, address, telephone number, your signature, and the number of Avaya Publicly Traded Securities purchased or acquired between March 2, 2005 and April 19, 2005, inclusive. Your notice of intention to appear must be received no later than July 26, 2010 by the Clerk of the Court, Lead Plaintiffs' counsel, and Defendants' counsel, at the addresses listed in Question 18. You cannot speak at the hearing if you exclude yourself from the Class.

IF YOU DO NOTHING

23. What happens if I do nothing at all?

If you do nothing, you will get no money from this settlement. But, unless you exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against the Defendants about the same issues in this case.

GETTING MORE INFORMATION

24. Are there more details about the settlement?

This Notice summarizes the proposed settlement. More details are in the Stipulation dated March 31, 2010, which has been filed with the Court. You can get a copy of the Stipulation from the Clerk's office at the United States District Court, District of New Jersey, Clarkson S. Fisher Federal Building & U.S. Courthouse, 402 East State Street, Room 2020, Trenton, NJ 08608, during regular business hours, or at www.gilardi.com, or you can contact a representative of Lead Plaintiffs' counsel at the number and address below.

25. How do I get more information?

You can call 1-800-449-4900 or write to a representative of Lead Plaintiffs' counsel, Rick Nelson, Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, or visit the Claims Administrator's website at www.gilardi.com. ***Please do not call the Court or the Clerk of the Court for additional information about the settlement.***

26. Special notice to nominees

If you hold any Avaya common stock or put and call options purchased or acquired between March 2, 2005 and April 19, 2005, inclusive as a nominee for a beneficial owner, then, within ten (10) days after you receive this Notice, you must either: (1) send a copy of this Notice by first class mail to all such Persons; or (2) provide a list of the names and addresses of such Persons to the Claims Administrator:

Avaya Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 8040
San Rafael, CA 94912-8040

1-877-567-4775
www.gilardi.com

If you choose to mail the Notice and Proof of Claim yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice and which would not have been incurred but for the obligation to forward the Notice, upon submission of appropriate documentation to the Claims Administrator.

DATED: June 1, 2010

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY