LUCENT TECHNOLOGIES INC. AND SUBSIDIARIES
Index to Exhibits

Exhibit A	Consolidated statements of operations for the three months ended June 30, 2002, March 31, 2002 and June 30, 2001
Exhibit B	Consolidated statements of operations for the nine months ended June 30, 2002 and June 30, 2001
Exhibit C	Consolidated balance sheets as of June 30, 2002, March 31, 2002 and September 30, 2001
Exhibit D	Summary financial data
Exhibit E	Quarterly reconciliation of pro forma results of operations to as reported results of operations

LUCENT TECHNOLOGIES INC. AND SUBSIDIARIES
Statements of Operations
(Unaudited; amounts in millions, except per share amounts)

	June 30, 2002		March 31, 2002		June 30, 2001		% Change Pro Forma	
	As Reported	Pro Forma (a)	As Reported	Pro Forma (a)	As Reported	Pro Forma (a)	3Q vs 2Q	3Q vs 3Q
Revenue	$ 2,949	$ 2,949	$ 3,516	$ 3,516	$ 5,886	$ 5,365	(16.1%)	(45.%)
Costs (b)	2,298	2,255	2,714	2,715	5,057	4,618	(16.9%)	(51.2%)
Gross margin	651	694	802	801	829	747	(13.4%)	(7.1%)
OPERATING EXPENSES								
Selling, general and administrative, before amortization of goodwill and other acquired intangibles	796	796	807	807	1,813	1,786	(1.4%)	(55.4%)
Amortization of goodwill and other acquired intangibles	75	-	69	-	233	-		
Selling, general and administrative	871	796	876	807	2,046	1,786	(1.4%)	(55.4%)
Research and development	480	480	524	524	793	774	(8.4%)	(38.%)
Business restructuring charges, reversals and asset impairments, net (c)	1,602	-	(59)	-	541	-		
Total operating expenses	2,953	1,276	1,341	1,331	3,380	2,560	(4.1%)	(50.2%)
Operating loss	(2,302)	(582)	(539)	(530)	(2,551)	(1,813)	9.8%	(67.9%)
Other income (expense), net	(99)	(99)	(37)	(37)	(179)	(182)	167.6%	(45.6%)
Interest expense	107	107	80	80	115	115	33.8%	(7.%)
Loss from continuing operations before income taxes	(2,508)	(788)	(656)	(647)	(2,845)	(2,110)	21.8%	(62.7%)
Provision (benefit) for income taxes	5,329	5,552	(61)	(16)	(967)	(783)	NM	NM
Loss from continuing operations	(7,837)	(6,340)	(595)	(631)	(1,878)	(1,327)	NM	NM
Income (loss) from discontinued operations, net	(27)	-	100	-	(1,360)	-		
Net loss	(7,864)	(6,340)	(495)	(631)	(3,238)	(1,327)	NM	NM
Preferred dividends and accretion	(42)	(42)	(40)	(40)	-	-	5.%	NM
Net loss applicable to common shareowners	$ (7,906)	$ (6,382)	$ (535)	$ (671)	$ (3,238)	$ (1,327)	NM	NM
Basic and diluted loss per share from continuing operations applicable to common shareowners	$ (2.30)	$ (1.86)	$ (0.19)	$ (0.20)	$ (0.55)	$ (0.39)	NM	NM
Basic and diluted net loss per share applicable to common shareowners	$ (2.31)	$ (1.86)	$ (0.16)	$ (0.20)	$ (0.95)	$ (0.39)		
Weighted average number of common shares outstanding	3,428.5	3,428.5	3,422.6	3,422.6	3,405.2	3,405.2		
Effective tax provision (benefit) rate (%) - continuing operations	NM	NM	(9.3%)	(2.5%)	(34.%)	(37.1%)		

(a) For all periods presented, pro forma results exclude business restructuring charges, reversals and asset impairments, net and the amortization of goodwill and othe acquired intangibles. In addition, for the three months ended June 30, 2001, pro forma results exclude the results of Lucent's optical fiber business, which was solc during the three months ended December 31, 2001. Pro forma income taxes are reflected on a pro forma stand-alone basis. The pro forma adjustments in these tables may not be comparable to similarly titled measures presented by other companies

(b) For the three months ended June 30, 2002 and June 30, 2001, costs include a net business restructuring charge related to inventory write-downs of $43 and $143, respectively For the three months ended March 31, 2002, costs include a net business restructuring reversal related to inventory write-downs of $1. All inventory charges/reversals associated with the restructuring program are excluded from pro forma costs.

(c) For the three months ended June 30, 2002, business restructuring charges, reversals and asset impairments, net include a $765 net business restructuring charge and a $837 impairment charge primarily related to goodwill recorded in connection with the September 2000 acquisition of Spring Tide

NM Not meaningful

LUCENT TECHNOLOGIES INC. AND SUBSIDIARIES
Statements of Operations
(Unaudited; amounts in millions, except per share amounts)

	Nine Months Ended				% Change Pro Forma
	June 30, 2002		June 30, 2001		
	As Reported	Pro Forma (a)	As Reported	Pro Forma (a)	
Revenue	$ 10,044	$ 9,930	$ 16,139	$ 14,519	(31.6%)
Costs (b)	8,156	7,962	14,144	12,493	(36.3%)
Gross margin	1,888	1,968	1,995	2,026	(2.9%)
OPERATING EXPENSES					
Selling, general and administrative, before amortization of goodwill and other acquired intangibles	2,774	2,746	5,306	5,222	(47.4%)
Amortization of goodwill and other acquired intangibles	218	-	743	-	
Selling, general and administrative	2,992	2,746	6,049	5,222	(47.4%)
Research and development	1,625	1,612	2,775	2,724	(40.8%)
Business restructuring charges, reversals and asset impairments, net (c)	1,464	-	2,715	-	
Total operating expenses	6,081	4,358	11,539	7,946	(45.2%)
Operating loss	(4,193)	(2,390)	(9,544)	(5,920)	(59.6%)
Other income (expense), net	404	(115)	(296)	(291)	(60.5%)
Interest expense	284	283	395	395	(28.4%)
Loss from continuing operations before income taxes	(4,073)	(2,788)	(10,235)	(6,606)	(57.8%)
Provision (benefit) for income taxes	4,782	4,940	(3,394)	(2,452)	NM
Loss from continuing operations	(8,855)	(7,728)	(6,841)	(4,154)	86.%
Income (loss) from discontinued operations, net	73	-	(1,673)	-	
Loss before extraordinary item and cumulative effect of accounting changes	(8,782)	(7,728)	(8,514)	(4,154)	86.%
Extraordinary gain, net	-	-	1,154	-	
Cumulative effect of accounting changes, net	-	-	(38)	-	
Net loss	(8,782)	(7,728)	(7,398)	(4,154)	86.%
Preferred dividends and accretion	(124)	(124)	-	-	NM
Net loss applicable to common shareowners	$ (8,906)	$ (7,852)	$ (7,398)	$ (4,154)	89.%
Basic and diluted loss per share from continuing operations applicable to common shareowners	$ (2.62)	$ (2.29)	$ (2.01)	$ (1.22)	87.7%
Basic and diluted net loss per share applicable to common shareowners	$ (2.60)	$ (2.29)	$ (2.18)	$ (1.22)	
Weighted average number of common shares outstanding	3,422.5	3,422.5	3,396.9	3,396.9	
Effective tax provision (benefit) rate (%) - continuing operations	NM	NM	(33.2%)	(37.1%)	

(a) For all periods presented, pro forma results exclude the results of Lucent's optical fiber business, which was sold during the first fiscal quarter of 2002, and the related $523 gain on the sale, business restructuring charges, reversals and asset impairments, net and the amortization of goodwill and other acquired intangibles. Pro forma income taxes are reflected on a pro forma stand-alone basis. The pro forma adjustments in these tables may not be comparable to similarly titled measures presented by other companies.
(b) For the nine months ended June 30, 2002 and 2001, costs include a net business restructuring charge related to inventory write-downs of $53 and $679, respectively, which are excluded from pro forma costs.
(c) For the nine months ended June 30, 2002, business restructuring charges, reversals and asset impairments, net include a $627 net business restructuring charge and a $837 impairment charge primarily related to goodwill recorded in connection with the September 2000 acquisition of Spring Tide.

NM Not meaningful

LUCENT TECHNOLOGIES INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Unaudited; $ in millions except share amounts)

	June 30, 2002	March 31, 2002	September 30, 2001
Assets:			
Cash and cash equivalents	$ 4,556	$ 4,824	$ 2,390
Short-term investments	867	-	-
Receivables, less allowances of $517, $419 and $634, respectively	2,245	2,837	4,594
Inventories	1,981	2,413	3,646
Contracts in process, net	230	435	1,027
Deferred income taxes, net	-	2,361	2,658
Other current assets	1,134	1,839	1,788
Total current assets	11,013	14,709	16,103
Property, plant and equipment, net	2,519	2,821	4,416
Prepaid pension costs	4,945	5,022	4,958
Deferred income taxes, net	-	2,865	2,695
Goodwill and other acquired intangibles, net	367	1,283	1,466
Other assets	2,364	2,564	2,724
Net long-term assets of discontinued operations	-	1,082	1,302
Total assets	$ 21,208	$ 30,346	$ 33,664
Liabilities:			
Accounts payable	$ 1,245	$ 1,483	$ 1,844
Payroll and benefit-related liabilities	1,058	1,033	1,500
Debt maturing within one year	173	82	1,135
Other current liabilities	3,925	4,216	5,285
Net current liabilities of discontinued operations	-	68	405
Total current liabilities	6,401	6,882	10,169
Postretirement and postemployment benefit liabilities	5,127	5,053	5,481
Company-obligated manditorily redeemable preferred securities of subsidiary trust	1,750	1,750	-
Long-term debt	3,237	3,238	3,274
Deferred income taxes, net	11	-	152
Other liabilities	1,753	1,517	1,731
Total liabilities	18,279	18,440	20,807
Commitments and contingencies			
8.00% redeemable convertible preferred stock (a)	1,847	1,842	1,834
Shareowners' equity:			
Common stock (b)	34	34	34
Additional paid-in capital	20,468	21,669	21,702
Accumulated deficit	(19,054)	(11,190)	(10,272)
Accumulated other comprehensive income (loss)	(366)	(449)	(441)
Total shareowners' equity	1,082	10,064	11,023
Total liabilities, redeemable preferred stock and shareowners' equity	$ 21,208	$ 30,346	$ 33,664

(a) $1.00 per share par value; 1,885,000 shares issued and outstanding as of June 30, 2002, March 31, 2002 and September 30, 2001; $1,000.00 per share redemption value.

(b) $0.01 per share par value; 10,000,000,000 authorized shares; 3,433,270,277 issued and 3,432,603,658 outstanding as of June 30, 2002, 3,426,881,404 issued and 3,426,230,197 outstanding as of March 31, 2002 and 3,414,815,908 issued and 3,414,167,155 outstanding as of September 30, 2001.

Exhibit D

LUCENT TECHNOLOGIES INC. AND SUBSIDIARIES
SUMMARY FINANCIAL DATA
(Unaudited; $ in millions)

		Three months ended		
		June 30, 2002	March 31, 2002	June 30, 2001
Pro Forma Results by Segment				
Total Revenues	Integrated Network Solutions (INS)	$ 1,411	$ 1,792	$ 3,654
	Mobility Solutions (Mobility)	1,451	1,579	1,483
	Other	87	145	228
	Total pro forma revenues	$ 2,949	$ 3,516	$ 5,365
U.S. Revenues				
	INS	$ 770	$ 987	$ 2,114
	Mobility	1,218	1,347	1,248
	Other	63	93	147
	Total pro forma revenues - U.S.	$ 2,051	$ 2,427	$ 3,509
Non-U.S. Revenues				
	INS	$ 641	$ 805	$ 1,540
	Mobility	233	232	235
	Other	24	52	81
	Total pro forma revenues - Non-U.S.	$ 898	$ 1,089	$ 1,856
Operating income (loss)				
	INS	$ (541)	$ (442)	$ (697)
	Mobility	152	190	(996)
	Total segment operating loss	(389)	(252)	(1,693)
	Other	(193)	(278)	(120)
	Pro forma operating loss	$ (582)	$ (530)	$ (1,813)
Percentage-of-Revenues Analysis - Pro Forma				
Costs		76.5%	77.2%	86.1%
Gross margin		23.5%	22.8%	13.9%
Selling, general and administrative		27.%	23.%	33.3%
Research and development		16.3%	14.9%	14.4%
Total operating expenses		43.3%	37.9%	47.7%
Operating loss		(19.7%)	(15.1%)	(33.8%)

LUCENT TECHNOLOGIES INC. AND SUBSIDIARIES
SUMMARY FINANCIAL DATA
(Unaudited; $ in millions)

	Three months ended		
	June 30, 2002	March 31, 2002	June 30, 2001
Cash Flows from Continuing Operations			
Operating	$ 518	$ (64)	$ (110)
Investing	$ (852)	$ 184	$ (370)
Financing	$ 40	$ 1,625	$ 1,342

	June 30, 2002	March 31, 2002	September 30, 2001
Other Information			
Debt to capital (a)	82.7%	33.5%	28.6%
Working capital (b)	4,612	7,895	6,339
Current ratio	1.7	2.1	1.6
Days sales outstanding (DSO) - 2 point average	78	77	80
Employees	53,000	56,000	77,000

(a) defined as the ratio of total debt (which includes the Company-obligated manditorily redeemable preferred securities of subsidiary trust) to total capital (debt plus equity).
(b) excludes net current liabilities from discontinued operations of $68 and $405 at March 31, 2002 and September 30, 2001, respectively.

Customer Financing

	June 30, 2002		
	Total Loans and Guarantees	Loans	Guarantees
Drawn commitments	$ 1,202	$ 967	$ 235
Available but not drawn	536	520	16
Not available	216	201	15
Total	$ 1,954	$ 1,688	$ 266

	March 31, 2002		
	Total Loans and Guarantees	Loans	Guarantees
Drawn commitments	$ 1,204	$ 987	$ 217
Available but not drawn	804	787	17
Not available	216	201	15
Total	$ 2,224	$ 1,975	$ 249

	September 30, 2001		
	Total Loans and Guarantees	Loans	Guarantees
Drawn commitments	$ 2,956	$ 2,528	$ 428
Available but not drawn	1,447	1,411	36
Not available	911	655	256
Total	$ 5,314	$ 4,594	$ 720

LUCENT TECHNOLOGIES INC. AND SUBSIDIARIES
Quarterly pro forma results of operations
(Unaudited; amounts in millions, except per share amounts)

	Three months ended				Year ended	Three months ended		
	December 31, 2000	March 31, 2001	June 30, 2001	September 30, 2001	September 30, 2001	December 31, 2001	March 31, 2002	June 30, 2002
PRO FORMA RESULTS								
Revenue	$ 3,828	$ 5,326	$ 5,365	$ 4,752	$ 19,271	$ 3,465	$ 3,516	$ 2,949
Costs	3,336	4,539	4,618	4,206	16,699	2,992	2,715	2,255
Gross margin	492	787	747	546	2,572	473	801	694
OPERATING EXPENSES								
Selling, general and administrative	1,565	1,871	1,786	1,136	6,358	1,143	807	796
Research and development	995	955	774	725	3,449	608	524	480
Total operating expenses	2,560	2,826	2,560	1,861	9,807	1,751	1,331	1,276
Operating loss	(2,068)	(2,039)	(1,813)	(1,315)	(7,235)	(1,278)	(530)	(582)
Other income (expense), net	(42)	(67)	(182)	(64)	(355)	21	(37)	(99)
Interest expense	128	152	115	123	518	96	80	107
Loss from continuing operations before income taxes	(2,238)	(2,258)	(2,110)	(1,502)	(8,108)	(1,353)	(647)	(788)
Provision (benefit) for income taxes (a)	(801)	(868)	(783)	(568)	(3,020)	(596)	(16)	5,552
Loss from continuing operations	(1,437)	(1,390)	(1,327)	(934)	(5,088)	(757)	(631)	(6,340)
Basic and diluted loss per share from continuing operations applicable to common shareowners	$ (0.42)	$ (0.41)	$ (0.39)	$ (0.28)	$ (1.50)	$ (0.23)	$ (0.20)	$ (1.86)
PRO FORMA ADJUSTMENTS								
Business restructuring charges, reversals and asset impairments, net (b)	-	(2,710)	(684)	(8,022)	(11,416)	68	60	(1,645)
Amortization of goodwill and other acquired intangibles	(261)	(249)	(233)	(178)	(921)	(74)	(69)	(75)
Pretax income (loss) of optical fiber business (c)	146	180	182	33	541	(73)	-	-
Gain on the sale of the optical fiber business	-	-	-	-	-	523	-	-
Tax impact	(23)	781	184	1,772	2,714	(110)	45	223
AS REPORTED RESULTS								
Loss from continuing operations	(1,575)	(3,388)	(1,878)	(7,329)	(14,170)	(423)	(595)	(7,837)
Basic and diluted loss per share from continuing operations applicable to common shareowners	$ (0.47)	$ (1.00)	$ (0.55)	$ (2.16)	$ (4.18)	$ (0.14)	$ (0.19)	$ (2.30)
Income (loss) from discontinued operations, net	(5)	(308)	(1,360)	(1,499)	(3,172)	-	100	(27)
Extraordinary gain, net	1,154	-	-	28	1,182	-	-	-
Cumulative effect of accounting changes, net	(38)	-	-	-	(38)	-	-	-
Net loss	(464)	(3,696)	(3,238)	(8,800)	(16,198)	(423)	(495)	(7,864)
Preferred dividends and accretion	-	-	-	(28)	(28)	(42)	(40)	(42)
Net loss applicable to common shareowners	$ (464)	$ (3,696)	$ (3,238)	$ (8,828)	$ (16,226)	$ (465)	$ (535)	$ (7,906)
Basic and diluted net loss per share applicable to common shareowners	$ (0.14)	$ (1.09)	$ (0.95)	$ (2.59)	$ (4.77)	$ (0.14)	$ (0.16)	$ (2.31)
Weighted average number of common shares outstanding	3,387.2	3,400.8	3,405.2	3,412.2	3,400.7	3,416.3	3,422.6	3,428.5

(a) Pro forma income taxes are reflected on a pro forma stand-alone basis. The pro forma adjustments on these tables may not be comparable to similarly titled measures presented by other companies.

(b) For the three months ended March 31, 2001, June 30, 2001, September 30, 2001, December 31, 2001, March 31, 2002 and June 30, 2002 business restructuring charges, reversals and asset impairments, net include inventory write-downs (reversals) of $536, $143, $580, $11, ($1) and $43, respectively, which are recorded as a component of costs, and excluded from pro forma costs. For the three months ended June 30, 2002, business restructuring charges, reversals and asset impairments, net include a $808 net business restructuring charge, including the $43 inventory write-down, and a a $837 impairment charge primarily related to goodwill recorded in connection with the September 2000 acquisition of Spring Tide.

(c) For the three months ended December 31, 2000, March 31, 2001, June 30, 2001, September 30, 2001 and December 31, 2001, revenues from the optical fiber business were $518, $581, $521, $403 and $114, respectively.