

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

CARESTREAM HEALTH HOLDINGS, INC., *et al.*,<sup>1</sup>

Reorganized Debtors.

)  
) Chapter 11  
)  
) Case No. 22-10781 (JKS)  
)  
) (Formerly Jointly Administered under  
) Lead Case: *In re Carestream Health,*  
) *Inc.*, Case No. 22-10778 (JKS))  
)  
) Hearing Date: February 3, 2023 at 1:00  
p.m. (ET)  
) Objection Deadline: January 24, 2023  
) at 4:00 p.m. (ET)

REORGANIZED DEBTORS' MOTION FOR  
ENTRY OF A FINAL DECREE (I) CLOSING THE CHAPTER 11  
CASE OF CARESTREAM HEALTH HOLDINGS, INC., (II) TERMINATING  
CLAIMS AND NOTICING SERVICES, AND (III) GRANTING RELATED RELIEF

The above-captioned debtors and debtors in possession (collectively, the "Reorganized Debtors," and prior to the effective date of their chapter 11 plan, the "Debtors") respectfully state as follows in support of this motion:<sup>2</sup>

**Relief Requested**

1. The Reorganized Debtors seek entry of a final decree, substantially in the form attached hereto (the "Final Decree"), (a) closing the chapter 11 case of Carestream Health

<sup>1</sup> The Reorganized Debtor in these chapter 11 cases, along with the last four digits of the Reorganized Debtor's federal tax identification number is: Carestream Health Holdings, Inc. (7822). The location of the Reorganized Debtor's service address is: 150 Verona Street, Rochester, New York 14608. On November 10, 2022, the Court entered an order [Docket No. 245] closing the chapter 11 cases of the Reorganized Debtors other than Case No. 22-10781 (JKS).

<sup>2</sup> A detailed description of the Reorganized Debtors and their businesses, including the facts and circumstances giving rise to the Reorganized Debtors' chapter 11 cases, is set forth in the *Declaration of Scott H. Rosa, Chief Financial Officer of Carestream Health, Inc., in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 16] (the "First Day Declaration"). Capitalized terms used but not defined in this motion have the meanings ascribed to them in the First Day Declaration or in the *Joint Prepackaged Chapter 11 Plan of Reorganization of Carestream Health, Inc. and Its Debtor Affiliates* [Docket No. 14] (as amended, supplemented, or otherwise modified from time to time, the "Plan"), as applicable.



Holdings, Inc., No. 22-10781 (JKS) (the “Remaining Case”) effective as of the date of entry of the Final Decree (the “Closing Date”), (b) terminating the claims and noticing services provided by Kurtzman Carson Consultants LLC, the Debtors’ claims and noticing agent (“KCC”), and (c) granting related relief.

2. The Reorganized Debtors have discussed this request with the Office of the United States Trustee (the “U.S. Trustee”), and the U.S. Trustee has no opposition to the relief requested. The Reorganized Debtors request entry of the Final Decree closing the Remaining Case as of the Closing Date.

### **Jurisdiction and Venue**

3. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. The Reorganized Debtors confirm their consent, pursuant to rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

4. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The statutory bases for the relief requested herein are sections 105(a) and 350(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), rule 3022 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rules 3022-1(a).

**Background**

6. On August 23, 2022 (the “Petition Date”), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. During the pendency of their chapter 11 cases, the Debtors operated their business and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No party requested the appointment of a trustee or examiner and no official committees were appointed in these chapter 11 cases.

7. On September 28, 2022, the Court entered the *Findings of Fact, Conclusions of Law, and Order (I) Approving the Disclosure Statement For, and Confirming, the Joint Prepackaged Chapter 11 Plan of Reorganization of Carestream Health, Inc. and Its Debtor Affiliates, and (II) Granting Related Relief* [Docket No. 185] (the “Confirmation Order”) confirming the Plan. The Plan was substantially consummated and the Reorganized Debtors emerged from chapter 11 on September 30, 2022 [Docket No. 188].

8. On November 10, 2022 the Court entered an order closing the chapter 11 cases of the Debtors, other than the Chapter 11 Case of the Reorganized Debtor [Docket No. 245].

9. Each of the Debtors’ professionals has filed a final fee application (collectively, the “Final Fee Applications”) [Docket No. 5, and *In re Carestream Health, Inc.* Case No. 22-10778, Docket Nos. 235, 238, 239, 241, 242], and the Court entered an order approving the Final Fee Applications on December 14, 2022 [Docket No. 24]. Apart from the deadline to file the Final Fee Applications, no other bar dates were set in the Debtors’ cases because (a) no Executory Contracts or Unexpired Leases were rejected and so no Claims arose therefrom, and (b) all General Unsecured Claims are Unimpaired. There are no pending contested matters or adversary proceedings.

10. Accordingly, the Reorganized Debtor submits the Chapter 11 Case has been fully administered, and there are no other pending proceedings that would preclude otherwise closing the Chapter 11 Case at this time.

**Basis for Relief**

11. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” 11 U.S.C. § 350(a). Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, provides that “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.” Fed. R. Bankr. P. 3022. Finally, Local Rule 3022-1(a) provides that “[u]pon written motion, a party in interest may seek the entry of a final decree at any time after the confirmed plan has been fully administered provided that all required fees due under 28 U.S.C. § 1930 have been paid.” Del. Bankr. L.R. 3022-1(a).

12. The Advisory Committee Notes to Bankruptcy Rule 3022 set forth the following non-exclusive factors to be considered in determining whether a case has been fully administered:

- a. whether the order confirming the plan has become final;
- b. whether deposits required by the plan have been distributed;
- c. whether the property proposed by the plan to be transferred has been transferred;
- d. whether the debtor or its successor has assumed the business or the management of the property dealt with by the plan;
- e. whether payments under the plan have commenced; and
- f. whether all motions, contested matters, and adversary proceedings have been finally resolved.

13. Courts have adopted the view that “these factors are but a guide in determining whether a case has been fully administered, and not all factors need to be present before the case is closed.” *In re SLI, Inc.*, Case No. 02-12608 (WS), 2005 WL 1668396, at \*2 (Bankr. D. Del.

June 24, 2005) (citing *In re Mold Makers, Inc.*, 124 B.R. 766, 768–69 (Bankr. N.D. Ill. 1990)); *see also In re Omega Optical, Inc.*, 476 B.R. 157, 167 (Bankr. E.D. Pa. 2012).

14. With respect to the Chapter 11 Case, the factors set forth in the Advisory Committee Notes are either satisfied or inapplicable, demonstrating that the Chapter 11 Case has been fully administered. Specifically, (a) the Confirmation Order has become final; (b) the Debtor has emerged as a reorganized entity; (c) all transfers of property, payments of claims, and other distributions by the Debtor required by the Plan to occur on the Effective Date did so occur; (d) the Debtor has no further material obligations under the Plan; and (e) there are no further motions, contested matters, or adversary proceedings for the Reorganized Debtor to resolve.

15. Given the foregoing, the Reorganized Debtor has no need for the Chapter 11 Case to remain open, and it should be closed immediately. The Court’s supervision is no longer required in the Chapter 11 Case because the Plan has been substantially consummated and the Chapter 11 Case has been fully administered. The continuation of the Chapter 11 Case would place an administrative and financial burden on the Reorganized Debtor in the form of internal resources to monitor the Chapter 11 Case, continued professional costs, and the imposition of United States Trustee (“U.S. Trustee”) fees.

16. The Reorganized Debtor is not aware of any prepetition claims that have not yet been resolved, but to the extent there are any, the Reorganized Debtor submits that such claims can and will be resolved and paid outside the Chapter 11 Case in accordance with non-bankruptcy law as contemplated by the Plan. Furthermore, the entry of a final decree closing the Chapter 11 Case is without prejudice to the reopening of the Chapter 11 Case pursuant to section 350(b) of the Bankruptcy Code.

17. All expenses arising from the administration of the Chapter 11 Case, including court fees, U.S. Trustee fees, professional fees, and expenses, have been paid or will be paid in the amounts due and, to the extent applicable, approved by the Court as soon as reasonably practicable after the closure of the Chapter 11 Case.

18. In addition to the foregoing, the Reorganized Debtor also requests that the Proposed Final Decree provide for termination of the claims agent and noticing services (the “Claims and Noticing Services”) performed by KCC pursuant to that certain *Order Authorizing the Debtors to Employ and Retain Kurtzman Carson Consultants LLC as Claims and Noticing Agent Effective as of August 23, 2022* [Docket No. 67] (the “KCC 156(c) Order”) and the underlying services agreement. Upon termination, and except as otherwise provided herein, KCC shall have no further obligations (arising out of the services agreement, the KCC 156(c) Order or otherwise) to the Court, the Reorganized Debtor or any of the other Debtors, or any party in interest with respect to the official claims agent and noticing services in the Chapter 11 Case or the chapter 11 case of any other Debtor. In accordance with Local Rule 2002-1(f)(ix), within twenty-eight (28) days of the entry of the Proposed Final Decree, KCC shall: (i) forward to the Clerk of the Court an electronic version of all imaged claims; (ii) upload the creditor mailing list into CM/ECF; and (iii) docket a final claims register.

19. Finally, in accordance with Local Rule 3022-1(c), the Reorganized Debtor will file a verified final report on or before the date that is fourteen (14) days before the hearing on this Motion.

### **Notice**

20. The Reorganized Debtors will provide notice of this motion to the following parties or their respective counsel: (a) the U.S. Trustee; (b) the holders of the thirty largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to the DIP Agent; (d) counsel to

the First Lien Agent and the Second Lien Agent; (e) counsel to the Crossover Group; (f) the office of the attorney general for each of the states in which the Reorganized Debtors operate; (g) the United States Attorney's Office for the District of Delaware; (h) the Internal Revenue Service; (i) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, no other or further notice need be given.

**The Closing Report**

21. In accordance with the requirements of Local Rule 3022-1(c), attached hereto as **Exhibit B**, is a copy of the closing report, which includes a summary of the fees and expenses awarded to the professionals retained by the Reorganized Debtors during these chapter 11 cases, as well as additional information regarding distributions made pursuant to the Plan.

**No Prior Request**

22. No prior request for the relief sought in this motion has been made to this or any other court.

*[Remainder of page intentionally left blank]*

WHEREFORE, the Reorganized Debtors respectfully request entry of the Final Decree, substantially in the form attached hereto as **Exhibit A**, (a) granting the relief requested herein and (b) granting such other relief as is just and proper.

Dated: January 10, 2023  
Wilmington, Delaware

/s/ Laura Davis Jones

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Laura Davis Jones (DE Bar No. 2436)  
Timothy P. Cairns (DE Bar No. 4228)  
Edward Corma (DE Bar No. 6718)  
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-and-

Patrick J. Nash, Jr., P.C. (admitted *pro hac vice*)  
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*Co-Counsel for the Reorganized Debtors*



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:

CARESTREAM HEALTH HOLDINGS, INC., *et al.*,<sup>3</sup>

Reorganized Debtors.

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)  
) Chapter 11  
)  
) Case No. 22-10781 (JKS)  
)  
) (Formerly Jointly Administered under  
) Lead Case: *In re Carestream Health,*  
) *Inc.*, Case No. 22-10778 (JKS))  
)

---

**NOTICE OF REORGANIZED DEBTORS' MOTION  
FOR ENTRY OF A FINAL DECREE (I) CLOSING THE CHAPTER 11  
CASE OF CARESTREAM HEALTH HOLDINGS, INC., (II) TERMINATING  
CLAIMS AND NOTICING SERVICES, AND (III) GRANTING RELATED RELIEF**

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**PLEASE TAKE NOTICE** that, on January 9, 2023 the above-captioned debtors and debtors in possession (collectively, the “Debtors” and together with their non-debtor affiliates, the “Company”) filed the *Reorganized Debtors’ Motion for Entry of A Final Decree (I) Closing the Chapter 11 Case of Carestream Health Holdings, Inc., (II) Terminating Claims and Noticing Services, and (III) Granting Related Relief* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

**PLEASE TAKE FURTHER NOTICE** that any responses to the Motion must be in writing and filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and served upon the undersigned, so as to be received on or **before 4:00 p.m. (prevailing Eastern Time) on January 24, 2023.**

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<sup>3</sup> The Reorganized Debtor in these chapter 11 cases, along with the last four digits of the Reorganized Debtor’s federal tax identification number is: Carestream Health Holdings, Inc. (7822). The location of the Reorganized Debtor’s service address is: 150 Verona Street, Rochester, New York 14608. On November 10, 2022, the Court entered an order [Docket No. 245] closing the chapter 11 cases of the Reorganized Debtors other than Case No. 22-10781 (JKS).

**PLEASE TAKE FURTHER NOTICE** that at the same time, you must also serve a copy of the response or objection upon: (a) the Reorganized Debtors, Carestream Health, Inc., 150 Verona Street, Rochester, New York 14608, Attn.: Julie Lewis; (b) counsel to the Reorganized Debtors, Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, Illinois 60654, Attn.: Patrick J. Nash., Jr., P.C., Tricia Schwallier Collins, and Yusuf U. Salloum; and Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Nicole L. Greenblatt, P.C. and Rachael M. Bentley; (c) co-counsel to the Reorganized Debtors, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware 19801, Attn: Laura Davis Jones, Timothy P. Cairns, and Edward Corma; (d) the Office of The United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq.; and (e) counsel to the DIP Agent, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Attn: Jessica Tuchinsky; (f) counsel to the First Lien Agent and Second Lien Agent, Freshfields Bruckhaus Deringer US LLP, 601 Lexington Avenue, 31st Floor, New York, New York 10022, Attn: Mark F. Liscio and Scott Talmadge; (g) co-counsel to the Crossover Group, (i) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Philip Dublin, Naomi Moss, Ian Wood, and (ii) Troutman Pepper Hamilton Sanders LLP, 1313 Market Street, Suite 5100, Wilmington, Delaware 19801, Attn: Evelyn J. Meltzer.

**PLEASE TAKE FURTHER NOTICE THAT, IF AN OBJECTION IS PROPERLY FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, A HEARING WILL BE HELD ON FEBRUARY 3, 2023 AT 1:00 P.M. (ET) BEFORE THE HONORABLE J. KATE STICKLES, UNITED STATES BANKRUPTCY JUDGE FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, COURTROOM #6, FIFTH FLOOR, WILMINGTON,**

DELAWARE 19801. ONLY OBJECTIONS MADE IN WRITING AND TIMELY FILED WILL BE CONSIDERED BY THE BANKRUPTCY COURT AT SUCH HEARING.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: January 10, 2023  
Wilmington, Delaware

/s/ Laura Davis Jones

---

Laura Davis Jones (DE Bar No. 2436)  
Timothy P. Cairns (DE Bar No. 4228)  
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*Co-Counsel for the Reorganized Debtors*

**Exhibit A**

**Proposed Final Decree**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

CARESTREAM HEALTH HOLDINGS, INC., *et al.*,<sup>1</sup>

### Reorganized Debtors.

) Chapter 11  
)  
) Case No. 22-10781 (JKS)  
)  
) (Formerly Jointly Administered under  
) Lead Case: *In re Carestream Health,*  
) *Inc.*, Case No. 22-10778 (JKS))  
)

**FINAL DECREE AND ORDER (I) CLOSING THE CHAPTER 11  
CASE OF CARESTREAM HEALTH HOLDINGS, INC., (II) TERMINATING  
CLAIMS AND NOTICING SERVICES, AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned reorganized debtors (collectively, the “Reorganized Debtors,” and prior to the effective date of their chapter 11 plan, the “Debtors”) for entry of a final decree (this “Final Decree”) (a) closing *In re Carestream Health Holdings, Inc.*, No. 22-10781 (JKS) (the “Remaining Case”), (b) terminating the Claims and Noticing Services provided by KCC in connection with the Chapter 11 Case and the chapter 11 cases of the other Debtors, and (c) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court

<sup>1</sup> The Reorganized Debtor in these chapter 11 cases, along with the last four digits of the Reorganized Debtor's federal tax identification number is: Carestream Health Holdings, Inc. (7822). The location of the Reorganized Debtor's service address is: 150 Verona Street, Rochester, New York 14608. On November 10, 2022, the Court entered an order [Docket No. 245] closing the chapter 11 cases of the Reorganized Debtors other than Case No. 22-10781 (JKS).

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Reorganized Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Reorganized Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth in this Final Decree.
2. The chapter 11 case of Carestream Health Holdings, Inc., Case No. 22-10781 (JKS) is hereby CLOSED effective as of the date of the entry of this Final Decree.
3. The entry of this Final Decree is without prejudice to the rights of the Reorganized Debtor, the U.S. Trustee, or any other party to seek to reopen the Chapter 11 Case for cause pursuant to section 350(b) of the Bankruptcy Code.
4. The Reorganized Debtor shall file and serve on the U.S. Trustee any remaining quarterly reports and pay any quarterly fees due and owing pursuant to 28 U.S.C. § 1930(a)(6) in the Chapter 11 Case within thirty (30) days of the entry of this Final Decree. Entry of this Final Decree is without prejudice to the rights of the U.S. Trustee to reopen the Chapter 11 Case to seek appropriate relief in the event of an unresolved dispute over the payment of fees pursuant to 28 U.S.C. § 1930(a)(6) or the post-confirmation reports.
5. The Clerk of the Court shall enter this Final Decree on the docket of the Chapter 11 Case, and thereafter such docket shall be marked as "Closed."

6. Subject to the performance of any obligations of KCC pursuant to this Final Decree, KCC's services as claims and noticing agent for the Chapter 11 Case and the chapter 11 cases of the other Debtors are hereby terminated, and KCC shall be deemed formally discharged as claims and noticing agent for the Chapter 11 Case and the chapter 11 cases of the other Debtors without further order of this Court.

7. Pursuant to Local Rule 2002-1(f)(ix), within twenty-eight (28) days of the entry of this Final Decree, KCC shall: (i) forward to the Clerk of the Court an electronic version of all imaged claims; (ii) upload the creditor mailing list into CM/ECF; and (iii) docket a final claims register.

8. The Reorganized Debtor and its agents are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree in accordance with the Motion.

9. This Court shall retain jurisdiction to hear and determine any matters or disputes related to the Chapter 11 Case, including without limitation any matters or disputes relating to the effect of discharge and/or injunction provisions contained in the Plan and/or the Confirmation Order.

10. Notwithstanding the relief granted in this Final Decree and any actions taken pursuant to such relief, nothing in this Final Decree shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Reorganized Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the rights of the Reorganized Debtors or any other parties in interest to dispute any claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an assumption, adoption, or rejection of any agreement, contract, or lease under section 365 of the Bankruptcy Code; (e) an admission as to the validity, enforceability, or perfection of any lien on, security interest in, or other



encumbrance on property of the Reorganized Debtors' estates; (f) a waiver of any claims or causes of action that may exist against any entity; or (g) a waiver or limitation of the rights of the Reorganized Debtors or any other parties in interest under the Bankruptcy Code or any other applicable law.

11. Nothing in this Final Decree shall change the amount or nature of any distribution, or any other substantive rights, that any claim against or interest in any Debtor would have been entitled to under the Plan, the Confirmation Order, the Bankruptcy Code, the Bankruptcy Rules, or otherwise, had this Final Decree not been entered.

12. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Final Decree shall be immediately effective and enforceable upon its entry.

13. The Reorganized Debtors and their agents are authorized to take all actions necessary to effectuate the relief granted in this Final Decree in accordance with the Motion.

14. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Decree.

**Exhibit B**

**Closing Report**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

---

In re:

CARESTREAM HEALTH HOLDINGS, INC., *et al.*,<sup>1</sup>

Reorganized Debtors.

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)  
) Chapter 11  
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) Case No. 22-10781 (JKS)  
)  
) (Formerly Jointly Administered under  
) Lead Case: *In re Carestream Health,*  
) *Inc.*, Case No. 22-10778 (JKS))  
)  
)

**Closing Report in Chapter 11 Cases**

1. Pursuant to the Findings of Fact, Conclusions of Law, and Order (I) Approving the Disclosure Statement For, and Confirming, the Joint Prepackaged Chapter 11 Plan of Reorganization of Carestream Health, Inc. and Its Debtor Affiliates, and (II) Granting Related Relief entered on September 28, 2022 [Docket No. 185] (the “Confirmation Order”) confirming the above-captioned reorganized debtors (collectively, the “Reorganized Debtors,” and before the Effective Date<sup>2</sup> of the Plan, the “Debtors”), which Plan became effective on September 30, 2022 the undersigned representative of the Reorganized Debtors hereby declares that:

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<sup>1</sup> The Reorganized Debtor in these chapter 11 cases, along with the last four digits of the Reorganized Debtor’s federal tax identification number is: Carestream Health Holdings, Inc. (7822). The location of the Reorganized Debtor’s service address is: 150 Verona Street, Rochester, New York 14608. On November 10, 2022, the Court entered an order [Docket No. 245] closing the chapter 11 cases of the Reorganized Debtors other than Case No. 22-10781 (JKS).

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the *Amended Joint Prepackaged Chapter 11 Plan of Reorganization of Carestream Health, Inc. and Its Debtor Affiliates* [Docket No. 144] (as amended, supplemented, or otherwise modified from time to time, the “Plan”).

**Payments to Professionals**

2. The following summarizes the payments<sup>3</sup> made by the Debtors or Reorganized Debtors, as applicable, to professionals for services rendered and fees and expenses incurred during the period from the Petition Date (August 23, 2022) through the Confirmation Date (September 28, 2022):<sup>4</sup>

<b>PROFESSIONAL</b>	<b>FEES</b>	<b>EXPENSES</b>
<b>Pachulski Stang Ziehl &amp; Jones LLP</b> (Counsel to the Debtors)	\$ 158,239.50	\$ 19,473.29
<b>Kurtzman Carson Consultants LLC</b> Administrative Advisor to the Debtor)	\$ 9,482.00	\$ 0.00
<b>Ernst &amp; Young LLP</b> (Tax Services Provider to the Debtors)	\$ 9,320.00	\$ 0.00
<b>Houlihan Lokey Capital, Inc.</b> (Investment Banker to the Debtors)	\$ 6,890,000.00	\$ 435.41
<b>Kirkland &amp; Ellis LLP</b> (Counsel to the Debtors)	\$ 1,635,684.50	\$ 23,983.33
<b>AlixPartners, LLP</b> (Financial Advisor to the Debtors)	\$ 415,853.00	\$ 8,556.93
<b>TOTALS:</b>	<b>\$ 9,118,939.00</b>	<b>\$ 52,448.96</b>

3. No trustee or examiner was appointed in these chapter 11 cases. Accordingly, no fees were incurred for a trustee or trustee's counsel.

4. On or before twenty-eight (28) days after entry of a Final Decree pursuant to Bankruptcy Rule 3022, the Reorganized Debtors will pay any and all fees remaining due and payable pursuant to 28 U.S.C. § 1930(a)(6).

<sup>3</sup> Includes fees and expenses of legal professionals retained by the Debtors and Reorganized Debtors pursuant to section 327 of the Bankruptcy Code.

<sup>4</sup> The fee applications for professionals retained by the Debtors and Reorganized Debtors in these chapter 11 cases were filed with respect to fees and expenses accrued from the Petition Date through the Confirmation Date. Fees and expenses accrued from the Confirmation Date through the Effective Date were paid in the ordinary course of business.

**Distributions to Creditors Under the Plan**

5. All distributions required by the Plan to date have been made.
6. There are no pending adversary proceedings or contested matters in the chapter 11 cases.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

January 9, 2023

/s/ Scott Rosa

Scott Rosa  
Chief Financial Officer  
Carestream Health  
Holdings, Inc.