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**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

-----X
 In re: : Chapter 11
 :
 EASTMAN KODAK COMPANY, *et al.* : Case No. 12-10202 (ALG)
 :
 Debtors. : (Jointly Administered)
 -----X

**VERIFIED STATEMENT OF
 AD HOC COMMITTEE OF SECOND LIEN
 NOTEHOLDERS PURSUANT TO BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure, amended as of December 1, 2011 (the “Bankruptcy Rules”), the ad hoc committee of certain holders (the “Second Lien Noteholders Committee”) of the (i) 9.75% Senior Secured Notes (the “2018 Notes”) due March 1, 2018 issued pursuant to that certain Indenture dated March 5, 2010, as amended, supplemented or otherwise modified from time to time (the “2018 Indenture”), by and among Eastman Kodak Company, as issuer (“EK” and, collectively with the above-captioned debtors and debtors in possession, the “Debtors”), the guarantors as defined in the 2018 Indenture, and Wilmington Trust, N.A., as successor indenture trustee to The Bank of New York Mellon, and (ii) 10.625% Secured Notes (the “2019 Notes”) and, together with the 2018 Notes, the “Second Lien Notes”) due March 15, 2019 issued pursuant to that certain Indenture dated



March 15, 2011, as amended, supplemented or otherwise modified from time to time (the “2019 Indenture” and, together with the 2018 Indenture, the “Indentures”), by and among EK, as issuer, the guarantors as defined in the 2019 Indenture, and Wilmington Trust, N.A., as successor indenture trustee to The Bank of New York Mellon, by and through its undersigned counsel, hereby submits this verified statement (the “Verified Statement”) and in support thereof states:

1. In October 2011, certain holders of the Second Lien Notes contacted Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) to represent them in connection with a potential restructuring of the Debtors. In the intervening months before the chapter 11 cases were filed, certain additional holders of the Second Lien Notes joined the ad hoc group and created the Second Lien Noteholders Committee. As of the date of this Verified Statement, Akin Gump represents only the Second Lien Noteholders Committee and does not represent or purport to represent any entities other than the Second Lien Noteholders Committee in connection with the Debtors’ chapter 11 cases. In addition, the Second Lien Noteholders Committee does not represent or purport to represent any other entities in connection with the Debtors’ chapter 11 cases.

2. The Second Lien Noteholders Committee holds claims or manages accounts that hold claims against the Debtors’ estates arising from the purchase of the Second Lien Notes. In accordance with Bankruptcy Rule 2019, attached hereto as Exhibit A is a list of the names, addresses and “the nature and amount of all disclosable economic interests” held by each member of the Second Lien Noteholders Committee in relation to the Debtors as of the date of this Verified Statement. It is our understanding that, late last week, certain members of the Second Lien Noteholders Committee may have become lenders under that certain debtor-in-possession credit facility authorized pursuant to this Court’s *Interim Order (I) Authorizing*

Debtors (A) to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and (B) to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363, (II) Granting Adequate Protection to Pre-Petition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364 and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) (the “DIP Facility”). Akin Gump will supplement this Verified Statement when it has obtained from such members of the Second Lien Noteholders Committee their interests in the DIP Facility.

3. Nothing contained in this Verified Statement (or Exhibit A hereto) should be construed as a limitation upon, or waiver of, any Second Lien Noteholders Committee member’s rights to assert, file and/or amend its claims in accordance with applicable law and any orders entered in these cases.

4. Akin Gump reserves the right to amend or supplement this Verified Statement in accordance with the requirements set forth in Bankruptcy Rule 2019.

Dated: January 30, 2012
New York, New York

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Exhibit A

NAME	ADDRESS	NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST
Alden Global Capital	885 Third Avenue 34th floor New York, NY 10022	\$12,000,000.00 of 2018 Notes \$8,000,000.00 of 2019 Notes 6,000,000 shares of common stock
Archview L.P.	70 East 55th Street 14th Floor New York, NY 10022	\$10,000,000.00 of 2018 Notes \$20,025,000.00 of 2019 Notes 500,000 shares of common stock
Avenue Capital Group	399 Park Avenue New York, NY 10022	\$25,000,000.00 of 2018 Notes
Barclays Capital	200 Park Avenue New York, NY 10166	\$13,500,000.00 of 2018 Notes \$8,000,000.00 of 2019 Notes \$5,500,000.00 in credit default swaps
Bennett Management Corporation	2 Stamford Plaza Stamford, CT 06901	\$20,750,000.00 of 2018 Notes
Brevan Howard Investment Products Limited	St Helier (Jersey), Geneva Branch Route d'Italie 10, 1204 Geneva, Switzerland	\$5,000,000.00 of 2019 Notes \$7,000,000.00 of 7.25% Senior Unsecured Notes due 2013 (the “ 2013 Notes ”)
Capital Ventures International	c/o Susquehanna Advisors Group, Inc. 401 City Avenue, Suite 220 Bala Cynwyd, PA 19004	\$18,500,000.00 of 2018 Notes \$2,000,000.00 of 2019 Notes
Credit Suisse AG Global Credit Products	Eleven Madison Ave., 5th Floor New York, NY 10010	\$5,000,000.00 of 2018 Notes
The D. E. Shaw Group	1166 Avenue of the Americas, 9th Floor New York, NY 10036	\$48,000,000.00 of 2018 Notes \$2,000,000.00 of 2019 Notes 967,693 shares of common stock

Deutsche Bank Securities Inc.	60 Wall Street, 4th Floor New York, NY 10005	\$6,000,000.00 of 2018 Notes \$5,132,000.00 of 2013 Notes \$3,000,000.00 in credit default swaps
Greenlight Capital, Inc.	140 East 45th Street, 24th Floor New York, New York 10017	\$13,000,000.00 of 2018 Notes
GSO Capital Partners <i>The Blackstone Group</i>	280 Park Ave New York, NY 10017	\$11,000,000.00 of 2018 Notes \$47,500,000.00 of 2019 Notes \$16,900,000.00 of 2013 Notes \$5,000,000.00 in credit default swaps
J.P. Morgan	383 Madison Ave., 3 rd Floor New York, NY 10179	\$10,000,000.00 of 2018 Notes \$10,000,000.00 of 2019 Notes \$33,000,000.00 of 2013 Notes
J.P. Morgan Investment Management Inc.	8044 Montgomery Road Suite 555 Cincinnati, OH 45236	\$53,474,000.00 of 2018 Notes
Knighthood Capital Management, L.L.C.	623 Fifth Avenue, 29th Floor New York, NY 10022	\$1,000,000.00 of 2019 Notes
KS Management Corp.	11 West 42nd Street, 30th Floor New York, NY 10036	\$2,500,000.00 of 2018 Notes
Linden Advisors LP	590 Madison Avenue 15th Floor New York, NY 10022	\$5,000,000.00 of 2018 Notes
Litespeed Partners, L.P.	237 Park Ave, Suite 900 New York, NY 10017	\$27,00,000.00 of 2019 Notes
Morgan Stanley & Co., LLC	1585 Broadway, 2nd Floor New York, NY 10036	\$8,800,000.00 of 2018 Notes \$3,500,000.00 of 2019 Notes \$3,000,000.00 in credit default swaps
RBS Global Banking & Markets	600 Washington Boulevard Stamford, CT 06901	\$15,000,000.00 of 2018 Notes \$5,000,000.00 of 2019 Notes

		\$8,000,000.00 in credit default swaps
River Birch Capital, LLC	River Birch Capital, LLC 1114 Avenue of the Americas, 41st Floor New York, NY 10036	\$8,500,000.00 of 2018 Notes
UBS Securities LLC	677 Washington Blvd. Stamford, CT 06901	\$12,000,000.00 of 2018 Notes \$1,170,000 in credit default swaps