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*Counsel to Second Lien Noteholders Committee and
Special Counsel to Second Lien Notes Trustee*

**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)
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**VERIFIED STATEMENT
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”), (a) 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.,¹ as successor indenture trustee to The Bank of New York Mellon, N.A. 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

¹ The address for Wilmington Trust, N.A. is Rodney Square North, 1100 North Market Square, Wilmington, Delaware 19890.



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, N.A. and (b) Wilmington Trust, N.A. (the “Second Lien Notes Trustee”), by and through their undersigned counsel, hereby submit this verified statement (the “Verified Statement”) and in support thereof state:

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.

2. On or about March 2, 2012, holders of the Second Lien Notes holding a majority in principal amount of the currently outstanding Second Lien Notes directed the Second Lien Notes Trustee to employ Akin Gump, effective as of January 26, 2012, as special counsel to the Second Lien Notes Trustee.

3. As of the date of this Verified Statement, Akin Gump represents only (a) the Second Lien Noteholders Committee and (b) the Second Lien Notes Trustee and does not represent or purport to represent any entities other than the Second Lien Noteholders Committee and the Second Lien Notes Trustee 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

4. 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

² The Second Lien Notes Trustee acts on behalf of all holders of the Second Lien Notes pursuant to the Indentures.

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.

5. The Second Lien Notes Trustee acts on behalf of the holders of claims against the Debtors’ estates arising under the Indentures. The Second Lien Notes Trustee holds no Second Lien Notes and has no “disclosable economic interest” in its own right, other than any direct claims arising under the Indentures, including, without limitation, for fees, expenses or indemnification.

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

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

Dated: April 2, 2012
New York, New York

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Michael S. Stamer

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*Counsel to Second Lien Noteholders Committee
and Special Counsel to Second Lien Notes
Trustee*

Exhibit A

NAME	ADDRESS	NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST
Archview L.P.	70 East 55th Street 14th Floor New York, NY 10022	\$7,000,000 of 2018 Notes \$18,025,000 of 2019 Notes 500,000 shares of common stock
Aristeia Horizons, L.P.	136 Madison Avenue New York, NY 10016	\$3,000,000 of 2019 Notes
Avenue Capital Group	399 Park Avenue New York, NY 10022	\$25,000,000 of 2018 Notes \$2,000,000 of the Debtor in Possession Credit Agreement dated January 20, 2012 (the “ <i>DIP Credit Agreement</i> ”)
Barclays Capital	200 Park Avenue New York, NY 10166	\$5,500,000 of 2019 Notes
Bennett Management Corporation	2 Stamford Plaza Stamford, CT 06901	\$41,750,000 of 2018 Notes \$3,000,000 of 7.25% Senior Unsecured Notes due 2013 (the “ <i>2013 Notes</i> ”)
Brevan Howard Investment Products Limited	St Helier (Jersey), Geneva Branch Route d’Italie 10, 1204 Geneva, Switzerland	\$3,500,000 of 2019 Notes \$19,000,000 of 2013 Notes 200,000 shares of common stock
Capital Ventures International	c/o Susquehanna Advisors Group, Inc. 401 City Avenue, Suite 220 Bala Cynwyd, PA 19004	\$18,500,000 of 2018 Notes \$2,000,000 of 2019 Notes \$7,000,000 of 2013 Notes \$27,267,000 of 7.00% Senior Unsecured Notes due 2017 (the “ <i>2017 Notes</i> ”)
Carlson Capital	2100 McKinney Avenue 18th Floor Dallas, TX 75201	\$5,000,000 of 2018 Notes
Chatham Capital	400 Galleria Parkway Suite 1950 Atlanta, GA 30339	\$4,000,000 of 2019 Notes
Credit Suisse AG Global Credit Products	Eleven Madison Avenue 5th Floor New York, NY 10010	\$2,000,000 of 2018 Notes

The D. E. Shaw Group	1166 Avenue of the Americas, 9th Floor New York, NY 10036	\$51,000,000 of 2018 Notes \$4,000,000 of 2019 Notes \$7,000,000 of the DIP 967,693 shares of common stock
Deutsche Bank Securities Inc.	60 Wall Street, 4th Floor New York, NY 10005	\$13,100,000 of 2018 Notes \$1,900,000 of 2019 Notes \$1,800,000 of 2013 Notes (short) \$3,100,000 of 2017 Notes \$5,000,000 of the DIP Credit Agreement
GSO Capital Partners <i>The Blackstone Group</i>	280 Park Ave New York, NY 10017	\$2,500,000 of 2018 Notes \$10,000,000 of the DIP Credit Agreement
Guggenheim Securities	135 East 57th Street New York, NY 10022	\$2,500,000 of 2018 Notes \$2,500,000 of 2019 Notes
J.P. Morgan Securities LLC	383 Madison Ave., 3 rd Floor New York, NY 10179	\$36,295,000 of 2018 Notes \$7,800,000 of 2019 Notes \$9,684,000 of 2017 Notes 20,031 shares of common stock (short)
J.P. Morgan Investment Management Inc.	8044 Montgomery Road Suite 555 Cincinnati, OH 45236	\$27,428,000 of 2018 Notes \$23,850,000 of the DIP Credit Agreement
KS Management Corp.	11 West 42nd Street, 30th Floor New York, NY 10036	\$2,500,000 of 2018 Notes
Litespeed Partners, L.P.	237 Park Ave, Suite 900 New York, NY 10017	\$27,000,000 of 2019 Notes \$21,923,000 of 2017 Notes
Merrill Lynch, Pierce, Fenner & Smith Incorporated	214 N. Tryon St. NC1-027-15-01 Charlotte, NC 28255	\$1,257,000 of 2018 Notes \$7,500,000 of 2019 Notes \$1,829,000 of 2013 Notes \$1,000,000 of the DIP Credit Agreement
Morgan Stanley & Co., LLC	1585 Broadway, 2nd Floor New York, NY 10036	\$18,910,000 of 2018 Notes \$825,000 of 2019 Notes

		\$1,405,000 of 2013 Notes \$10,500,000 of 2017 Notes (short)
RBS Global Banking & Markets	600 Washington Boulevard Stamford, CT 06901	\$25,000,000 of 2018 Notes \$1,000,000 of 2019 Notes \$5,000,000 of 2013 Notes \$5,000,000 of 2017 Notes
Mariner Tricadia Credit Strategies Master Fund, Ltd.	780 Third Avenue, 29th Floor New York, NY 10017	\$7,760,000 of 2019 Notes \$6,000,000 of 2017 Notes
Mariner LDC	500 Mamaroneck Avenue Harrison, NY 10528	\$2,215,000 of 2019 Notes \$2,000,000 of 2017 Notes
UBS Securities LLC	677 Washington Blvd. Stamford, CT 06901	\$2,000,000 of 2018 Notes