

AKIN GUMP STRAUSS HAUER & FELD LLP
One Bryant Park
New York, NY 10036
(212) 872-1000 (Telephone)
(212) 872-1002 (Facsimile)
Michael S. Stamer
Abid Qureshi
Rachel Ehrlich Albanese

1333 New Hampshire Avenue, NW
Washington, DC 20036
(202) 887-4000 (Telephone)
(202) 887-4288 (Facsimile)
James R. Savin

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

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

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

**FOURTH VERIFIED STATEMENT OF THE SECOND LIEN PARTIES¹
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 Second Lien Parties, by and through their

¹ The "Second Lien Parties" include (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 ("Kodak" 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, 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 amended, supplemented or otherwise modified from time to time (the "2019 Indenture" and, together with the 2018 Indenture, the "Indentures"), by and among Kodak, 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., as successor indenture trustee to The Bank of New York Mellon, N.A. (the "Second Lien Notes Trustee").



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 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 November 14, 2012, as reported to Akin Gump by such members.

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

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.³

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.

New York, New York
Dated: November 15, 2012

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Michael S. Stamer

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New York, NY 10036
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*Counsel to the Second Lien Noteholders Committee and
Special Counsel to the Second Lien Notes Trustee*

³ The name and address of the Second Lien Notes Trustee is Wilmington Trust, N.A., Rodney Square North, 1100 North Market Square, Wilmington, Delaware 19890.

Exhibit A

NAME	ADDRESS	NATURE AND AMOUNT OF DISCLOSEABLE ECONOMIC INTEREST
Archview L.P.	70 East 55th Street 14th Floor New York, NY 10022	\$11,000,000 of 2018 Notes \$16,025,000 of 2019 Notes
Barclays Capital	745 Seventh Avenue 2nd Floor New York, NY 10019	\$1,500,000 of 2018 Notes \$9,475,000 of 2017 Notes ¹
Bennett Management Corporation	2 Stamford Plaza Stamford, CT 06901	\$74,500,000 of 2018 Notes \$2,500,000 of 2019 Notes \$15,000,000 of DIP Credit Facility ²
BTG Pactual	601 Lexington Avenue 57th Floor New York, NY 10022	\$2,000,000 of 2018 Notes
Capital Ventures International	c/o Susquehanna Advisors Group, Inc. 401 City Avenue Suite 220 Bala Cynwyd, PA 19004-1188	\$38,500,000 of 2018 Notes \$3,000,000 of 2019 Notes \$4,000,000 of 2013 Notes ³ \$19,000,000 of 2017 Notes
Chatham Capital, LLC	400 Galleria Parkway Suite 1950 Atlanta, GA 30339	\$4,000,000 of 2019 Notes
Chicago Fundamental Investment Partners, LLC	71 South Wacker Drive Suite 3495 Chicago, IL 60606	\$100,000 of 2018 Notes
Contrarian Capital Management, L.L.C.	411 West Putnam Avenue Greenwich, CT 06830	\$3,000,000 of 2018 Notes \$31,500,000 of 2019 Notes

¹ The “2017 Notes” means the \$400 million in respect of certain 7.00% Convertible Senior Notes due 2017 issued by Kodak.

² The “DIP Credit Facility” means the Debtors’ debtor-in-possession financing facility approved pursuant to the Final Order (I) Authorizing Debtors (A) to Obtain Post-Petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 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 and (II) Granting Adequate Protection to Pre-Petition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364 [Docket No. 375].

³ The “2013 Notes” means the \$250 million in respect of certain 7.25% Senior Notes due 2013 issued by Kodak.

NAME	ADDRESS	NATURE AND AMOUNT OF DISCLOSEABLE ECONOMIC INTEREST
Cyrus Capital	399 Park Avenue 39th Floor New York, NY 10022	\$1,000,000 of 2018 Notes
The D. E. Shaw Group	1166 Avenue of the Americas 9th Floor New York, NY 10036	\$64,000,000 of 2018 Notes \$6,000,000 of 2019 Notes \$12,500,000 of 2017 Notes 967,693 shares of common stock
Deutsche Bank Securities Inc.	60 Wall Street 4th Floor New York, NY 10005	\$9,000,000 of 2018 Notes \$3,000,000 of DIP Credit Facility
GoldenTree Asset Management, LP	300 Park Avenue 21st Floor New York, NY 10022	\$15,250,000 of 2018 Notes \$5,000,000 of 2019 Notes
Hudson Bay Capital Management LP	777 Third Avenue 30th Floor New York, NY 10017	\$7,000,000 of 2018 Notes \$1,000,000 of 2019 Notes \$5,000,000 of 2017 Notes \$2,148,585.75 of DIP Credit Facility
Litespeed Partners, L.P.	237 Park Ave Suite 900 New York, NY 10017	\$3,000,000 of 2018 Notes \$41,000,000 of 2019 Notes
Lonestar Capital Management LLC	1 Maritime Plaza, Suite 1105 San Francisco, CA 94111	\$32,000,000 of 2018 Notes
Merrill Lynch, Pierce, Fenner & Smith Incorporated	214 N. Tryon St. Charlotte, NC 28255	\$2,000,000 of 2019 Notes \$2,500,000 of 2017 Notes
Och-Ziff Capital Management Group LLC	9 West 57th St. 39th Floor New York, NY 10019	\$500,000 of 2018 Notes

NAME	ADDRESS	NATURE AND AMOUNT OF DISCLOSEABLE ECONOMIC INTEREST
P. Schoenfeld Asset Management L.P.	1350 Avenue of the Americas 21st Floor New York, NY 10019	\$7,000,000 of 2018 Notes \$12,000,000 of 2019 Notes \$47,465,249 of DIP Credit Facility
RBS Global Banking & Markets	600 Washington Boulevard Stamford, CT 06901	\$4,600,000 of 2019 Notes \$11,100,000 of 2017 Notes
Scoggin LLC ⁴	660 Madison Avenue 20th Floor New York, NY 10065	\$8,000,000 of 2018 Notes
Serengeti Asset Management LP	632 Broadway 12th Floor New York, NY 10012	\$17,000,000 of 2018 Notes
Stone Lion Capital Partners L.P.	555 5th Avenue 18th Floor New York, NY 10017 New York, NY 10017	\$6,000,000 of 2018 Notes \$13,350,000 of 2019 Notes \$1,000,000 of 2017 Notes \$3,000,000 of DIP Credit Facility
Tricadia Capital Management	780 Third Avenue 29th Floor New York, NY 10017	\$1,000,000 of 2018 Notes \$10,000,000 of 2019 Notes \$2,000,000 of 2017 Notes
Visium Asset Management	888 Seventh Avenue, 22nd Floor New York, NY 10019	\$2,500,000 of 2019 Notes
Wolverine Asset Management	175 W. Jackson Blvd. Suite 200 Chicago, IL 60604	\$2,500,000 of 2018 Notes \$1,000,000 of 2019 Notes

⁴ On behalf of funds advised by Scoggin LLC and an affiliated advisor.