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*Counsel to the Second Lien Noteholders Committee and
the Lead Lenders 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)
)

**COMBINED FIFTH VERIFIED STATEMENT OF THE SECOND LIEN PARTIES¹
AND FIRST VERIFIED STATEMENT OF THE LEAD LENDERS²
PURSUANT TO BANKRUPTCY RULE 2019**

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”).

² The “Lead Lenders” means, collectively, those institutions party to that certain Amended & Restated Commitment Letter dated as of February 28, 2013 (as amended, supplemented or otherwise modified from time to time, the “Commitment Letter”) with Wilmington Trust, National Association, in its capacity as administrative and collateral agent, and Kodak in respect of the Debtors’ supplemental postpetition financing facility (the “Supplemental DIP Facility”).



Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure, amended as of December 1, 2011 (the “Bankruptcy Rules”), the Second Lien Parties and the Lead Lenders, 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 then-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. Primary counsel to the Second Lien Notes Trustee is Covington & Burling LLP.

3. Akin Gump began its representation of the Lead Lenders in October 2012 in connection with the negotiation of the Commitment Letter and the terms of the Supplemental DIP Facility. At the time the Commitment Letter was executed, each of the Lead Lenders was also a member of the Second Lien Noteholders Committee.

4. As of the date of this Verified Statement, Akin Gump represents only (a) the Second Lien Noteholders Committee, (b) the Second Lien Notes Trustee and (c) the Lead Lenders and does not represent or purport to represent any entities other than the Second Lien Noteholders Committee, the Second Lien Notes Trustee and the Lead Lenders in connection with the Debtors’ chapter 11 cases. In addition, neither the Second Lien Noteholders Committee nor the Lead Lenders represent or purport to represent any other entities in connection with the Debtors’ chapter 11 cases.³

³ The Second Lien Notes Trustee acts on behalf of all holders of the Second Lien Notes pursuant to the Indentures.

5. 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. The Lead Lenders hold claims or manage accounts that hold claims against the Debtors' estates arising from the Supplemental DIP Facility. In accordance with Bankruptcy Rule 2019, a list of the names, addresses and "the nature and amount of all disclosable economic interests" in relation to the Debtors reported to Akin Gump to be held as of May 6, 7 or 8, 2013, as applicable,⁴ by (a) each member of the Second Lien Noteholders Committee is attached hereto as Exhibit A and (b) each Lead Lender is attached hereto as Exhibit B.

6. 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.⁵

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

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

⁴ On the exhibits annexed hereto, the nature and amount of an institution's disclosable economic interest was reported to Akin Gump as of May 6, 2013, unless otherwise indicated. A single asterisk ("*") next to an institution's name indicates that the nature and amount of all disclosable economic interests in relation to the Debtors was reported to Akin Gump to be held as of May 7, 2013, and a double asterisk ("**") next to an institution's name indicates that the nature and amount of all disclosable economic interests in relation to the Debtors was reported to Akin Gump to be held as of May 8, 2013.

⁵ 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.

New York, New York
Dated: May 10, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Michael S. Stamer

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

EXHIBIT A

Second Lien Noteholders Committee

NAME ¹	ADDRESS	NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST ²
Barclays	745 7th Avenue 2nd Floor New York, NY 10019	\$48,485 of New Money DIP Loans ³ \$1,945,000 of Rolled Up Loans ⁴ (\$3,572,000) of 2018 Notes ⁵ \$5,252,000 of 2019 Notes (\$773,000) of 2017 Notes ⁶ (\$1,565,000) of 2013 Notes ⁷ \$17,953,719 of general unsecured claims
Bennett Management Corporation*	2 Stamford Plaza Stamford, CT 06901	\$48,000,000 of New Money DIP Loans \$35,000,000 of Rolled Up Loans \$18,000,000 of 2018 Notes
Capital Ventures International	c/o Susquehanna Advisors Group, Inc. 401 City Avenue Suite 220 Bala Cynwyd, PA 19004	\$23,000,000 of New Money DIP Loans \$18,000,000 of Rolled Up Loans \$23,451,000 of 2018 Notes \$6,477,000 of 2019 Notes \$1,000,000 of 2017 Notes
Chatham Capital, LLC*	400 Galleria Parkway Suite 1950 Atlanta, GA 30339	\$2,440,000 of New Money DIP Loans \$2,031,000 of Rolled Up Loans \$1,969,000 of 2019 Notes

¹ In some cases, the entities listed manage investments on behalf of affiliated funds, or the position in the disclosable economic interest is held in the name of a designee or affiliate.

² The nature and amount of an institution's disclosable economic interest was reported to Akin Gump as of May 6, 2013, unless otherwise indicated. As set forth in note 4 of the Verified Statement, a single asterisk indicates that the nature and amount of an institution's disclosable economic interest was reported as of May 7, 2013 and a double asterisk indicates that the nature and amount of an institution's disclosable economic interest was reported as of May 8, 2013.

³ The "New Money DIP Loans" means the approximately \$473 million in "new money" financing approved as part of the Supplemental DIP Facility.

⁴ The "Rolled Up Loans" means the Second Lien Notes that were converted into junior postpetition financing loans under the Supplemental DIP Facility.

⁵ Parentheses indicate short position.

⁶ The "2017 Notes" means the \$400 million in respect of certain 7.00% Convertible Senior Notes due 2017 issued by Kodak.

⁷ The "2013 Notes" means the \$250 million in respect of certain 7.25% Senior Notes due 2013 issued by Kodak.

NAME ¹	ADDRESS	NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST ²
Contrarian Capital Management, L.L.C.*	411 West Putnam Avenue Greenwich, CT 06830	\$22,700,000 if New Money DIP Loans \$17,500,000 of Rolled Up Loans \$4,500,000 of 2018 Notes \$5,500,000 of 2019 Notes \$152,600,000 of general unsecured claims
Credit Suisse*	Eleven Madison Avenue New York, NY 10010-3629	\$12,700,000 of New Money DIP Loans \$10,200,000 of Rolled Up Loans \$1,000,000 of 2019 Notes
CSS, LLC	175 West Jackson Suite 440 Chicago, IL 60604	\$3,697,000 of New Money DIP Loans \$3,046,000 of Rolled Up Loans \$3,861,000 of 2018 Notes \$1,477,000 of 2019 Notes
Deutsche Bank Securities Inc.	60 Wall Street 4th Floor New York, NY 10005	\$15,000,000 of New Money DIP Loans \$2,000,000 of Rolled Up Loans \$4,000,000 of 2019 Notes \$5,000,000 of 2017 Notes \$20,000,000 of general unsecured claims
Fore Research & Management LP	510 Madison Avenue 11th Floor New York, NY 10022	\$7,000,000 of 2018 Notes
GSO Capital Partners**	345 Park Avenue New York, NY 10017	\$35,100,000 of New Money DIP Loans \$23,400,000 of Roll Up Loans \$66,300,000 of 2018 Notes \$38,100,000 of 2019 Notes \$135,000,000 of general unsecured claims

NAME ¹	ADDRESS	NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST ²
J.P. Morgan Securities LLC*	383 Madison Avenue, Floor 3 New York, NY 10017	\$5,000,000 of New Money DIP Loans \$4,247,000 of Rolled Up Loans \$66,000 of 2018 Notes \$202,138.59 of administrative claims \$3,616,000 of 2017 Notes \$1,575,000 of 2013 Notes \$15,081,549 of general unsecured claims
Merrill Lynch, Pierce, Fenner & Smith Incorporated*	214 N. Tryon St. Charlotte, NC 28255	\$7,338,889 of New Money DIP Loans \$4,244,000 of Roll Up Loans \$8,835,000 of 2018 Notes (\$5,373,000) of 2019 Notes \$400,000 of 2017 Notes \$214,000 of 2013 Notes
Nomura Corporate Research and Asset Management*	2 World Financial Center Building B 18 th Floor New York, NY 10281	\$478,788 of New Money DIP Loans \$4,845,000 of Rolled Up Loans \$1,097,000 of 2018 Notes
Onex Credit Partners, LLC*	910 Sylvan Avenue Suite 100 Englewood Cliffs, NJ 07632	\$7,830,303 of New Money DIP Loans \$12,574,000.15 of Rolled Up Loans \$5,907,000 of 2018 Notes \$4,344,000 of 2019 Notes
RBS Global Banking & Markets*	600 Washington Boulevard Stamford, CT 06901	\$237,374 of New Money DIP Loans \$195,000 of Rolled Up Loans \$190,000 of 2018 Notes \$550,000 of 2013 Notes

NAME ¹	ADDRESS	NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST ²
Serengeti Asset Management LP*	632 Broadway 12th Floor New York, NY 10012	\$15,816,723 of New Money DIP Loans \$15,092,000 of 2018 Notes \$1,000,000 of 2019 Notes \$10,000,000 of 2013 Notes \$2,450,000 of 2017 Notes \$40,000,000 of general unsecured claims
Stone Lion Capital Partners L.P.	555 5th Avenue 18th Floor New York, NY 10017	\$63,522,000 of Rolled Up Loans \$9,988,000 of 2019 Notes
Strategic Value Partners, LLC*	100 West Putnam Avenue Greenwich, CT 06830	\$9,904,000 of 2018 Notes \$7,500,000 of 2019 Notes
UBS Securities LLC**	1285 Avenue of the Americas New York, NY 10019	\$4,727,227 of New Money DIP Loans \$7,497,000 of Rolled Up Loans \$5,907,000 of 2018 Notes \$1,361,000 of 2019 Notes
Visium Asset Management	888 Seventh Avenue, 22nd Floor New York, NY 10019	\$4,000,000 of 2019 Notes
Wolverine Asset Management	175 W. Jackson Blvd. Suite 200 Chicago, IL 60604	\$2,156,565 of New Money DIP Loans \$1,777,000 of Rolled Up Loans \$231,000 of 2018 Notes \$492,000 of 2019 Notes

EXHIBIT B

Lead Lenders

NAME ¹	ADDRESS	NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST
Archview L.P.*	70 East 55th Street 14th Floor New York, NY 10022	\$18,793,304 of New Money DIP Loans \$19,983,000 of Rolled Up Loans
Bennett Management Corporation*	2 Stamford Plaza Stamford, CT 06901	\$48,000,000 of New Money DIP Loans \$35,000,000 of Rolled Up Loans \$18,000,000 of 2018 Notes
Capital Ventures International	c/o Susquehanna Advisors Group, Inc. 401 City Avenue Suite 220 Bala Cynwyd, PA 19004-1188	\$23,000,000 of New Money DIP Loans \$18,000,000 of Rolled Up Loans \$23,451,000 of 2018 Notes \$6,477,000 of 2019 Notes \$1,000,000 of 2017 Notes
Contrarian Capital Management, L.L.C.*	411 West Putnam Avenue Greenwich, CT 06830	\$22,700,000 of New Money DIP Loans \$17,500,000 of Rolled Up Loans \$4,500,000 of 2018 Notes \$5,500,000 of 2019 Notes \$152,600,000 of general unsecured claims
The D. E. Shaw Group*	1166 Avenue of the Americas 9th Floor New York, NY 10036	\$25,711,282 of New Money DIP Loans
GoldenTree Asset Management, LP	300 Park Avenue 21st Floor New York, NY 10022	\$19,900,000 of New Money DIP Loans \$30,600,000 of Rolled Up Loans

¹ In some cases, the entities listed manage investments on behalf of affiliated funds, or the position in the disclosable economic interest is held in the name of a designee or affiliate.

NAME ¹	ADDRESS	NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST
GSO Capital Partners**	345 Park Avenue New York, NY 10017	\$35,100,000 of New Money DIP Loans \$23,400,000 of Roll Up Loans \$66,300,000 of 2018 Notes \$38,100,000 of 2019 Notes \$135,000,000 of general unsecured claims
J.P. Morgan Securities LLC*	383 Madison Avenue, Floor 3 New York, NY 10017	\$5,000,000 of New Money DIP Loans \$4,247,000 of Rolled Up Loans \$66,000 of 2018 Notes \$202,138.59 of administrative claims \$1,575,000 of 2013 Notes \$3,616,000 of 2017 Notes \$15,081,549 of general unsecured claims
Serengeti Asset Management LP*	632 Broadway 12th Floor New York, NY 10012	\$15,816,723 of New Money DIP Loans \$15,092,000 of 2018 Notes \$1,000,000 of 2019 Notes \$10,000,000 of 2013 Notes \$2,450,000 of 2017 Notes \$40,000,000 of general unsecured claims
Silver Point Capital	Two Greenwich Plaza Greenwich, CT 06830	\$10,739,319 of New Money DIP Loans \$8,276,000 of Rolled Up Loans \$5,800,000 of 2017 Notes
Stone Lion Capital Partners L.P.	555 5th Avenue 18th Floor New York, NY 10017 New York, NY 10017	\$63,522,000 of Rolled Up Loans \$9,988,000 of 2019 Notes
UBS Securities LLC**	1285 Avenue of the Americas New York, NY 10019	\$4,727,227 of New Money DIP Loans \$7,497,000 of Rolled Up Loans \$5,907,000 of 2018 Notes \$1,361,000 of 2019 Notes