

Bankruptcy Rules”) (I) approving the Disclosure Statement²; (II) establishing a voting record date for the Plan; (III) approving solicitation packages and procedures for the distribution thereof; (IV) approving the forms of ballots; (V) establishing procedures for voting on the Plan; (VI) establishing notice and objection procedures for confirmation of the Plan; and (VII) establishing procedures for the assumption and/or assignment of executory contracts and unexpired leases under the Plan. In support of the Motion, the Debtors respectfully state as follows:

Background

1. On January 19, 2012, each of the Debtors filed voluntary petitions for relief under the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. These chapter 11 cases are being jointly administered.

2. On January 25, 2012, the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed an Official Committee of Unsecured Creditors (the “**Creditors’ Committee**”) pursuant to section 1102 of the Bankruptcy Code [Docket No. 115].

3. Founded in 1880 and long one of the world’s leading material science companies, the Debtors and their non-Debtor affiliates operate an integrated global business involving a diverse collection of mature and growth businesses and an array of valuable intellectual property. In order to address a shortfall in liquidity in the United States, monetize non-strategic intellectual property, fairly resolve legacy liabilities and focus on their most valuable business lines, the Debtors commenced these chapter 11 cases.

² All capitalized terms used but not defined in this Motion shall have the meaning ascribed to them in the Plan (defined below).

4. As stated in previous filings, the Debtors are pursuing a path to emerge from chapter 11 in 2013 with a strategic focus on their commercial imaging business, which is centered on commercial, packaging and functional printing solutions and enterprise services.

Facts Specific to the Relief Requested

5. On April 30, 2013, the Debtors filed the *Disclosure Statement for Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified or supplemented, the "**Disclosure Statement**") [Docket No. 3651] with the United States Bankruptcy Court for the Southern District of New York (the "**Court**"). The Debtors submitted the Disclosure Statement pursuant to section 1125 of the Bankruptcy Code for use in the solicitation of votes on the Debtors' *Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (as may be amended, modified or supplemented, including the Plan Supplement and all other exhibits and schedules, the "**Plan**") [Docket No. 3650], a copy of which was filed with the Court on April 30, 2013. The Debtors expect to file an amended Plan and Disclosure Statement prior to the Disclosure Statement Approval Hearing (as defined below) and reserve the right to amend, supplement or modify such documents further.

6. On May 8, 2013, the Court entered the Order (i) scheduling a hearing to consider approval of disclosure statement; (ii) fixing time for filing objections thereto; and (iii) approving form and manner of notice related thereto (Docket No. 3679) (the "**Order Scheduling the Disclosure Statement Hearing**") and the debtors provided notice to all known creditors and equity interest holders on May 10, 2013.³ In light of the significant efforts undertaken by the Debtors to reorganize their business, the Debtors seek to expeditiously implement and

³ See Affidavit of Service filed May 14, 2013 [Docket No. 3706], Supplemental Affidavit of Service filed May 16, 2013 [Docket No. 3713], Supplemental Affidavit of Service filed May 17, 2013 [Docket No. 3720] (collectively, the "**Service Affidavits**").

consummate their Plan. The relief requested in this Motion is another important step toward consummation of the Plan.

Jurisdiction

7. The Court has subject matter jurisdiction to consider and determine this Motion pursuant to 28 U.S.C. §§ 157(b) and 1334. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

8. The statutory bases for the relief requested herein are sections 365, 1123, 1125, 1126, and 1128 of the Bankruptcy Code, Rules 2002, 3001, 3003, 3016, 3017, 3018, 3020, 6004, and 6006 of the Bankruptcy Rules, and Rules 3018-1, and 3020-1 of the Local Bankruptcy Rules.

Relief Requested

9. By this Motion, the Debtors seek entry of the Proposed Order approving (a) the Disclosure Statement as providing “adequate information” within the meaning of section 1125(a) of the Bankruptcy Code and (b) the procedures, important dates and deadlines proposed herein with respect to voting on and confirming the Plan, and such other and further relief as is just and proper. Below is a summary timeline identifying each of the proposed relevant dates and deadlines for the various procedures requested in this Motion⁴:

Event/Deadline	Date	Reference
Disclosure Statement Objection Deadline	June 7, 2013 at 4:00 p.m. (Eastern Time)	DS Hearing Order
Disclosure Statement Hearing	June 13, 2013 at 11:00 a.m. (Eastern Time)	DS Hearing Order
Voting Record Date	June 13, 2013 at 5:00 p.m. (Eastern Time)	¶19
Solicitation Mailing Deadline	On or before 7 business days after entry of the Proposed Order.	¶25

⁴ Each of these dates is subject to change as set forth herein.

Event/Deadline	Date	Reference
Deadline for Debtor to request claim be expunged, reclassified, or allowed in a reduced amount for voting purposes	July 1, 2013 at 5:00 p.m. (Eastern Time)	¶48(h)
Rule 3018(a) Motion Deadline	July 9, 2013 at 5:00 p.m. (Eastern Time)	¶49
Deadline to Publish the Confirmation Hearing Notice	July 12, 2013 at 4:00 p.m. (Eastern Time)	¶61
Deadline to provide Cure Notice	July 23, 2013	¶68(b)
Plan Supplement Filing Date	July 24, 2013	Plan 2.2.126
Voting Deadline	July 31, 2013 at 8:00 p.m. (Eastern Time)	¶45
Confirmation Objection Deadline	July 31, 2013 at 4:00 p.m. (Eastern Time)	¶63
Assumption Objection Deadline	July 31, 2013 at 4:00 p.m. (Eastern Time)	¶68(d)
Voting Report	August 6, 2013	¶45
Proposed Confirmation Hearing	August 9, 2013 at 11:00 a.m. (Eastern Time)	¶57

Basis for Relief

I. Approval of the Disclosure Statement

10. Pursuant to section 1125(b) of the Bankruptcy Code, a plan proponent may not solicit the acceptance or rejection of a plan of reorganization unless the holders of the relevant claims or interests, as applicable, are provided, at or before the time of such solicitation, with a written disclosure statement approved by the Bankruptcy Court that contains “adequate information” regarding the debtor’s plan of reorganization. In that regard, section 1125(a)(1) of the Bankruptcy Code provides:

“[A]dequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records . . . that would enable such a hypothetical reasonable investor of the relevant class to make an informed judgment about the plan . . .

11 U.S.C. § 1125(a)(1). Thus, a disclosure statement must, as a whole, provide information that is “reasonably practicable” to permit an “informed judgment” by creditors and interest holders, if applicable, to vote on a plan of reorganization. *See In re Momentum Mfg. Corp.*, 25 F.3d 1132, 1136 (2d Cir. 1994); *see also In re Ionosphere Clubs, Inc.*, 179 B.R. 24, 29 (Bankr. S.D.N.Y. 1995) (adequacy of a disclosure statement “is to be determined on a case-specific basis under a flexible standard that can promote the chapter 11 policy of fair settlement through a negotiation process between informed interested parties”) (internal citation omitted). The need to assess adequacy of information practically and flexibly is underscored in the legislative history of section 1125 of the Bankruptcy Code:

Precisely what constitutes adequate information in any particular instance will develop on a case-by-case basis. Courts will take a practical approach as to what is necessary under the circumstances of each case, such as the cost of preparation of the statements, the need for relative speed in solicitation and confirmation. . . . In chapter 11 cases, there is frequently great uncertainty. Therefore the need for flexibility is greatest.

See H.R. Rep. 595, at 408-09 (1977).

11. Courts are vested with wide discretion in determining whether a disclosure statement contains “adequate information” within the meaning of section 1125(a) of the Bankruptcy Code. *See Kirk v. Texaco, Inc.*, 82 B.R. 678, 682 (S.D.N.Y. 1988) (“The legislative history could hardly be more clear in granting broad discretion to bankruptcy judges under § 1125(a) . . .”); *see also In re PC Liquidation Corp.*, 383 B.R. 856, 865 (E.D.N.Y. 2008) (“what constitutes ‘adequate information’ in any particular situation is determined on a case-by-case basis. . . with the determination being largely within the discretion of the bankruptcy court”). This grant of discretion is intended to permit courts to tailor the disclosures made in connection with the solicitation of votes on a plan of reorganization to facilitate the effective reorganization of debtors in a broad range of businesses and circumstances. *See* H.R. Rep. 595 at 409; *Texaco*,

82 B.R. at 682 (stating bankruptcy judges have a clear congressional mandate to exercise “broad discretion in their supervision of corporate reorganizations”). Accordingly, the determination of whether a disclosure statement contains adequate information must be made on a case-by-case basis, focusing on the unique facts and circumstances of each case.

12. The Debtors respectfully submit that the Disclosure Statement contains ample and adequate information to allow parties in interest to make informed judgments about and, to the extent appropriate, vote on the Plan. The Disclosure Statement includes over 140 pages of information regarding, among other things: (a) the Debtors, their corporate history, assets, liabilities and businesses; (b) the conditions preceding the Debtors’ decision to commence these chapter 11 cases; (c) the significant events that have occurred during these chapter 11 cases; (d) the classification and treatment of Claims and Equity Interests under the Plan; (e) other material terms of the Plan and the means for its implementation; (f) information on the Reorganized Debtors’ business lines, product offerings and market position; (g) information concerning the projected financial performance and other financial information of the Reorganized Debtors; and (h) certain risk factors relating to the Plan. Accordingly, the Debtors respectfully submit that the Disclosure Statement complies with all the requirements of section 1125 of the Bankruptcy Code and addresses the information set forth above in a manner that provides Holders of Claims entitled to vote to accept or reject the Plan with adequate information within the meaning of section 1125 of the Bankruptcy Code, and therefore, the Disclosure Statement should be approved.

13. In addition, the Debtors request that the Court authorize them to make non-material changes, (*e.g.*, changes not materially adverse to the recoveries of any Class of creditors), to the Disclosure Statement and related documents and appendices before distributing

Solicitation Packages (as defined below) in accordance with the Solicitation Procedures Order, so long as at least one business days' prior notice of such changes are provided to counsel to the Second Lien Committee and the Creditors' Committee. The Debtors will file redlined copies with the Court of any modified pages marked to reflect the changes from the prior version.

II. Approval of the Form and Manner of the Disclosure Statement Hearing Notice

14. The Debtors filed the Plan and Disclosure Statement on April 30, 2013.

Bankruptcy Rule 3017(a) provides, in relevant part, as follows:

[A]fter a disclosure statement is filed in accordance with Rule 3016(b), the court shall hold a hearing on at least 28 days' notice to the debtors, creditors, equity security holders and other parties in interest as provided in Rule 2002 to consider the disclosure statement and any objections or modifications thereto. The plan and the disclosure statement shall be mailed with the notice of the hearing only to the debtor, any trustee or committee appointed under the Code, the Securities and Exchange Commission, and any party in interest who requests in writing a copy of the statement or the plan.

Fed. R. Bankr. P. 3017(a); *see also* Fed. R. Bankr. P. 2002(b) (requiring not less than 28 days' notice by mail to the debtor, the trustee, all creditors and indenture trustees of the time for filing objections and the hearing to consider the approval of a disclosure statement).

15. In compliance with the Order Scheduling the Disclosure Statement Hearing, the Debtors provided, with the assistance of Kurtzman Carson Consultants LLC (the "**Notice and Claims Agent**"), notice (the "**Disclosure Statement Hearing Notice**"), in the form attached as Exhibit A to the Order Scheduling the Disclosure Statement Hearing, of the hearing (the "**Disclosure Statement Hearing**") to consider approval of the Disclosure Statement. The Disclosure Statement Hearing Notice identified the date, time and place of the Disclosure Statement Hearing, indicated the deadline, **June 7, 2013 at 4:00 p.m. (Eastern Time)** (the "**Disclosure Statement Objection Deadline**") and procedures for filing objections to approval

of the Disclosure Statement and explained how to obtain the Disclosure Statement and/or the exhibits thereto. The Disclosure Statement Hearing Notice was provided to (a) all parties who have filed a request for service of all pleadings pursuant to Bankruptcy Rule 2002 as of May 7, 2013; (b) the Internal Revenue Service; (c) the Environmental Protection Agency; and (d) the Securities and Exchange Commission. The Disclosure Statement Hearing Notice also was provided to (i) all other creditors by first class mail or, in the case of approximately 57,000 creditors who were customers of Kodak Gallery, by electronic mail and (ii) equity security holders by first class mail or, in the event that such equity security holder ordinarily receives electronic communications from such holder's broker or bank, through electronic service. *See* the Service Affidavits. The Debtors have also made the Plan and Disclosure Statement available free of charge on the Notice and Claims Agent's website at www.kccllc.net/kodak and to parties upon request.

16. The Order Scheduling the Disclosure Statement Hearing established **June 7, 2013 at 4:00 p.m. (Eastern Time)** as the Disclosure Statement Objection Deadline. Thus, parties in interest were provided with no fewer than 28 days to file objections to approval of the Disclosure Statement.

17. Accordingly, the Debtors submit that they have provided adequate notice of the Disclosure Statement Hearing and complied with the notice requirements of the Order Scheduling the Disclosure Statement.

III. Establishment of Voting Record Date

18. Bankruptcy Rule 3017(d) provides that upon approval of a disclosure statement, except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors, the debtor shall mail to all creditors and the U.S. Trustee a copy of the plan of reorganization, the disclosure statement, notice of the voting deadline and such

other information as the court may direct. For the purposes of soliciting votes in connection with the confirmation of a plan, “creditors and equity security holders shall include holders of stocks, bonds, debentures, notes and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting purposes.

19. The Debtors request that the Court exercise its authority under Bankruptcy Rules 3017(d) and 3018(a) to establish **June 13, 2013 at 5:00 p.m. (Eastern Time)** as the record date (the “**Voting Record Date**”) for determining: (a) the Holders of Claims entitled to receive a Solicitation Package; (b) the Holders of Claims entitled to vote to accept or reject the Plan; and (c) whether Claims have been transferred properly to an assignee pursuant to Bankruptcy Rule 3001(e), such that the assignee can vote as the Holder of such Claim.

20. To ensure that there is no confusion as a result of Claims trading activity, the Debtors request that the Court order that the proper Holder of a Claim be determined by reference to the Claims Register as may be modified by notices of transfer filed and reflected on the Court’s official docket at 5:00 p.m. (Eastern Time) on the Voting Record Date.

IV. Approval of Solicitation Packages, Notices of Non-Voting Status and Distribution Procedures

A. Approval of Solicitation Packages and Distribution Procedures

21. Bankruptcy Rule 3017(d) sets forth the materials that must be provided to holders of claims and equity interests, as applicable, for the purpose of soliciting their votes and providing adequate notice of the hearing on confirmation of a chapter 11 plan. Bankruptcy Rule 3017(d) provides in relevant part that:

Upon approval of a disclosure statement, – except to the extent that the court orders otherwise with respect to one or more unimpaired

classes of creditors or equity security holders – the debtor in possession, trustee, proponent of the plan, or clerk as the court orders shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the plan or a court-approved summary of the plan;
- (2) the disclosure statement approved by the court;
- (3) notice of the time within which acceptances and rejections of such plan may be filed; and
- (4) any other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

In addition, notice of the time fixed for filing objections and the hearing on confirmation shall be mailed to all creditors and equity security holders in accordance with Rule 2002(b), and a form of ballot conforming to the appropriate Official Form shall be mailed to creditors and equity security holders entitled to vote on the plan.

Fed. R. Bankr. P. 3017(d).

22. To comply with Bankruptcy Rule 3017(d), the Debtors propose the following distribution procedures (the “**Distribution Procedures**”) described below.

23. The Debtors propose to distribute the Plan, the Disclosure Statement and the entered Solicitation Procedures Order in CD-ROM format. Such distribution will result in significant monetary savings to the Debtors’ estates and considerably reduce production time. Similar procedures have been approved in numerous other chapter 11 cases before the Court. *See, e.g., In re Terrestar Networks, Inc.*, (SHL) (Bankr. S.D.N.Y Dec. 21, 2011); *In re Sbarro, Inc.*, No. 11-11527 (SCC) (Bankr. S.D.N.Y. Oct. 11, 2011); *In Re: Tronox Incorporated*, No. 09-10156 (ALG) (Bankr. S.D.N.Y. Sept. 30, 2010); *Mark IV Industries, Inc.*, No. 09-12795 (SMB) (Bankr. S.D.N.Y. Jul. 30, 2009); *In re Calpine Corp.*, No. 05-60200 (BRL) (Bankr. S.D.N.Y. Sept. 26, 2007).

24. The Debtors propose to distribute the Solicitation Package by electronic mail with respect to approximately 57,000 creditors who were customers of Kodak Gallery (the “**Gallery Customers**”). This procedure is consistent with the Court’s prior Order Authorizing The Debtors To Serve Bar Date Notices and Pleadings on Kodak Gallery Customers By Electronic Mail, filed October 18, 2012 [Docket No. 2188]. The Debtors submit that such service to the Gallery Customers is appropriate in light of the circumstances set forth in the Debtors’ Motion for Authority to Serve Bar Date Notices and Pleadings on Kodak Gallery Customers by Electronic Mail, filed September 28, 2012 [Docket No. 2108].

25. Within seven business days after entry of the Proposed Order (such date, the “**Solicitation Mailing Deadline**”) the Debtors will cause the Notice and Claims Agent to distribute a solicitation package (the “**Solicitation Package**”) containing a copy or conformed printed or electronic version (as applicable) of the following to each Holder of a Claim entitled to vote on the Plan (other than a Gallery Customer):

- a. a cover letter, substantially in the form attached hereto as Exhibit B: (i) describing the contents of the Solicitation Package, the contents of any enclosed CD-ROM and instructions for how hard copies of any materials provided on CD-ROM can be obtained at no charge, and (ii) urging the Holders in each of the voting Classes to vote to accept the Plan;
- b. the Confirmation Hearing Notice, substantially in the form attached hereto as Exhibit C;
- c. a Ballot or Master Ballot, as appropriate, together with a pre-addressed, postage prepaid return envelope;
- d. the Disclosure Statement (with the exhibits thereto, including the Plan and any exhibits to the Plan) in electronic format on a CD-ROM;
- e. the entered order (without exhibits) in electronic format on a CD-ROM;

- f. after consultation with the Debtors, a letter from the Creditor's Committee; and
- g. such other materials as the Bankruptcy Court may direct.

26. By the Solicitation Mailing Deadline the Debtors will cause the Notice and Claims Agent to distribute a Solicitation Package, containing the above-referenced items (a)-(g), by electronic mail to the Gallery Customers, provided, however, that Ballots will be sent only to those Gallery Customers entitled to vote on the Plan, and further provided that pre-addressed, postage prepaid return envelope will not be sent electronically but will be available upon request. For avoidance of doubt, such electronic service will not include information on a CD-ROM, but will be provided either as a PDF document, or a link to a PDF document.

27. In addition, the Debtors propose to cause courtesy copies of the Solicitation Packages (*minus* the form of Ballot) to be mailed electronically to the Standard Parties.

28. In addition to the foregoing procedures, any party that prefers paper copies of the Plan, Disclosure Statement or Solicitation Procedures Order, may contact the Notice and Claims Agent and request such paper copies (which will be provided at the Debtors' expense) by: (a) submitting an inquiry on the Notice and Claims Agent's restructuring website at www.kccllc.net/kodak; (b) writing to the Notice and Claims Agent at, 2335 Alaska Ave., El Segundo, California 90245, Attn: Kodak Balloting Center; or (c) calling the Debtors' restructuring hotline at (888) 249-2721. Parties in interest also can obtain these documents and any other pleadings filed in the Debtors' chapter 11 cases (for a fee) via PACER at: <https://ecf.nysb.uscourts.gov>.

29. To avoid duplication and further reduce expenses, the Debtors propose that: (i) creditors who have filed duplicate Proofs of Claim against the Debtors (whether against

the same or multiple Debtor entities), which are classified under the Plan in the same Class, receive only one Solicitation Package for voting their Claims with respect to that Class; and (ii) no Solicitation Packages or other notices be transmitted to (a) Holders of Claims that already have been paid in full (provided that such Holder shall be served with a copy of the Confirmation Hearing Notice and the Order) or (b) any person to whom the Debtors mailed a Disclosure Statement Hearing Notice and such notice was returned as undeliverable.

30. The Debtors believe that it would be wasteful to distribute Solicitation Packages to the same addresses to which undeliverable Disclosure Statement Hearing Notices were distributed. Therefore, the Debtors seek the Court's approval for a departure from the strict notice rule, excusing the Debtors from distributing Solicitation Packages to those Persons listed at such addresses unless the Debtors are provided with accurate addresses for such Persons prior to the Solicitation Mailing Deadline.

31. The Debtors submit that they have shown good cause for approving the Solicitation Package and Distribution Procedures described herein, and therefore request that such packages and procedures be approved.

B. Approval of Notices of Non-Voting Status

32. Bankruptcy Rule 3017(d) provides, in relevant part, as follows:

If the court orders that the disclosure statement and the plan or a summary of the plan shall not be mailed to any unimpaired class, notice that the class is designated in the plan as unimpaired and notice of the name and address of the person from whom the plan or summary of the plan and disclosure statement may be obtained upon request and at the plan proponent's expense, shall be mailed to members of the unimpaired class together with the notice of the time fixed for filing objections to and the hearing on confirmation.

Fed. R. Bankr. P. 3017(d).

33. The Debtors propose to send Holders of Claims and Equity Interests not entitled to vote on the Plan (a) a Confirmation Hearing Notice and (b) an appropriate notice of their non-voting status. The Debtors request to use electronic service where possible to serve such Holders of Claims and Equity Interests with (i) the Confirmation Hearing Notice, and (ii) an appropriate notice of their non-voting status.

34. Under section 1126(f) of the Bankruptcy Code, Unimpaired Classes under the Plan are deemed to accept the Plan. Holders of Claims in Classes 1 and 2 are Unimpaired under the Plan and deemed to accept the Plan. Accordingly, their votes to accept or reject the Plan will not be solicited. In lieu of a Solicitation Package, the Debtors propose to serve on such Holders a notice of non-voting status with respect to Unimpaired Classes deemed to accept the Plan (the “**Unimpaired Creditor Notice**”), substantially in the form attached hereto as Exhibit D.

35. Under section 1126(g) of the Bankruptcy Code, classes that are not entitled to receive or retain any property under a plan of reorganization are therefore deemed to reject the plan. Holders of Claims and Equity Interests in Classes 9 and 10 are not receiving any distributions under the Plan and are deemed to reject the Plan. Accordingly, their votes to accept or reject the Plan will not be solicited. In lieu of a Solicitation Package, the Debtors propose to serve on such Holders, by first class mail or, in the event that an equity security holder ordinarily receives electronic communications from such holder’s broker or bank, through electronic service, a notice of non-voting status with respect to such Classes deemed to reject the Plan (the “**Notice of Non-Voting Status for Classes Deemed to Reject the Plan**”), substantially in the form attached hereto as Exhibit E.

36. Both the Unimpaired Creditor Notice and the Notice of Non-Voting Status for Classes Deemed to Reject the Plan will provide, among other things, (a) notice of the filing of the Disclosure Statement and the Plan; (b) notice of the Court's approval of the Disclosure Statement; (c) instructions on how to view or obtain a copy of the Plan, the Disclosure Statement and the Solicitation Procedures Order from the Debtors' restructuring website, the Debtors' restructuring hotline, or PACER; (d) information regarding the Confirmation Hearing and the Confirmation Objection Deadline; and (e) detailed instructions for filing objections to the Plan.

37. The Debtors submit that the mailing or electronic communication of a Confirmation Hearing Notice and the appropriate notice of non-voting status to Holders of Claims and Equity Interests not entitled to vote to accept or reject the Plan satisfies the requirements of Bankruptcy Rule 3017(d), and therefore request that such notice procedures be approved.

V. Approval of Forms of Ballots and Establishing Procedures for Voting on the Plan

A. Approval of Form of Ballots and the Distribution Thereof

38. In accordance with Bankruptcy Rule 3018(c), the Debtors have prepared customized ballots, master ballots and beneficial ballots (collectively, the "**Ballots**") for voting on the Plan, substantially in the form attached hereto as Exhibit F and Exhibit G. Each of the Ballots is based on Official Form No. 14, but has been modified to address the particular circumstances of these chapter 11 cases to include certain additional information that is relevant and appropriate for Claims in each of the Classes entitled to vote on the Plan.

39. Bankruptcy Rule 3018(c) provides that "[a]n acceptance or rejection shall be in writing, identify the plan or plans accepted or rejected, be signed by the creditor or equity security holder or an authorized agent, and conform to the appropriate Official Form." Fed. R. Bankr. P. 3018(c). The Ballots have been prepared in accordance with Bankruptcy Rule 3018(c).

Thus, the Debtors believe that the Ballots comply with Bankruptcy Rule 3018(c) and should be approved.

40. With respect to the Solicitation Packages that will be sent to certain Holders of debt securities entitled to vote on the Plan, the Debtors propose to deliver Solicitation Packages to the record Holders of such Claims, including representatives such as brokers, banks, commercial banks, transfer agents, trust companies, dealers, other agents or nominees, or their mailing agents (collectively, the “**Voting Nominees**”).⁵ Each Voting Nominee will receive reasonably sufficient numbers of Solicitation Packages, including sufficient beneficial Ballots (the “**Beneficial Ballots**”), to distribute to the beneficial Holders of the Claims for whom such Voting Nominee acts (collectively, the “**Beneficial Holders**”). In addition, the Debtors shall reimburse each Voting Nominee’s documented, reasonable and necessary out-of-pocket expenses associated with the distribution of the Solicitation Packages to the Beneficial Holders of such Claims, the tabulation of the Ballots, and the completion of Master Ballots (as defined below).

41. The Debtors propose that each Voting Nominee be required to (i) forward a Solicitation Package to the Beneficial Holders of the securities entitled to vote on the Plan for whom such Voting Nominee acts, and (ii) include a return envelope provided by and addressed to the Voting Nominee so that the Beneficial Holders may return the completed Beneficial

⁵ Unless pre-validated, Beneficial Holders should return their executed Beneficial Ballots to the Voting Nominee in either the pre-addressed envelope provided by the Voting Nominee and/or by any other means proscribed by the Voting Nominee and should not mail their Beneficial Ballots to the Debtors, the Claims and Noticing Agent, or the indenture trustee for their series of notes. Any Beneficial Ballot not timely received by the Voting Nominee shall not be counted for voting purposes.

To pre-validate a Ballot, the Voting Nominee shall complete Item 1 of the Beneficial Ballot and indicate on the Beneficial Ballot: (i) the name of the Voting Nominee, (ii) the amount of securities held by the Voting Nominee for the Beneficial Holder, and (iii) the account number(s) in which such securities are held. The Beneficial Holder shall then complete Items 2, 3, 4 and 5 of the Beneficial Ballot and return the pre-validated Ballot to the Claims and Noticing Agent by the Voting Deadline.

Ballots to the Voting Nominee so that they are received in sufficient time to allow the Voting Nominee to receive the Beneficial Ballots and summarize the results on a Master Ballot by such deadline as may be established by the Voting Nominee. The Voting Nominee will then summarize the individual votes of its respective Beneficial Holders from their Beneficial Ballots on the appropriate master ballot (the “**Master Ballot**”), in substantially the form of the Master Ballot attached hereto as Exhibit G, and will then return the Master Ballot to the Notice and Claims Agent so that it is actually received prior to the Voting Deadline. The Debtors propose that the Voting Nominees be required to retain the Beneficial Ballots for inspection for at least one year following the Voting Deadline.

42. Bankruptcy Rule 3017(e) specifically contemplates procedures for transmitting a disclosure statement and other solicitation materials to beneficial holders of stocks, bonds, debentures, notes and other securities. The Debtors believe that the process described above recognizes and harmonizes the complexity of the securities industry, the need for administrative economy, and the rights of Beneficial Holders to have a fair and reasonable opportunity to vote to accept or reject the Plan. Accordingly, the Debtors request that the Court find such procedures adequate and enter an order approving the procedures.

43. The Debtors submit that they have shown good cause for implementing the proposed notice and service procedures described herein.

B. Establishment of Voting Deadline for Receipt of Ballots

44. Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, the court must fix a time within which the holders of claims and equity interests may vote to accept or reject a plan. *See* Fed R. Bankr. P. 3017(c).

45. The Debtors request the Court to establish **July 31, 2013 at 8:00 p.m. (Eastern Time)** (the “**Voting Deadline**”) as the deadline by which all Ballots casting votes on

the Plan actually must be received by the Notice and Claims Agent. For votes to be counted, the Debtors further request that the Court require that all Holders of Claims entitled to vote on the Plan properly complete, execute and return their Ballots by (a) first class mail, (b) overnight courier or (c) personal delivery so that they are actually received by the Debtors' Notice and Claims Agent on or before the Voting Deadline.⁶ Local Bankruptcy Rule 3018-1 requires that, at least seven days prior to the hearing on confirmation of a chapter 11 plan, the proponent of a plan shall certify to the court in writing the amount and number of allowed claims or allowed interests of each class accepting or rejecting the plan (the "**Voting Report**"). Because this bankruptcy proceeding is unusually large and complex, with tens of thousands of creditors, the Debtors anticipate that they will be unable to meet the requirements of Local Bankruptcy Rule 3018-1. The Debtors therefore seek relief from Local Bankruptcy Rule 3018-1, and request authority to file the Voting Report on **August 6, 2013**, which is three days prior to the Confirmation Hearing.

46. Assuming the Court enters the Proposed Order at the Disclosure Statement Hearing, the proposed Voting Deadline will afford Holders of Claims entitled to vote on the Plan with more than 20 business days within which to review and analyze the solicitation materials and subsequently make an informed decision as to whether to vote to accept or reject the Plan, consistent with the requirements of Bankruptcy Rule 3017(d). Therefore, the Debtors believe that the voting deadline is appropriate and should be approved.

⁶ The method of delivery of Ballots to be sent from each Holder of a Claim to the Notice and Claims Agent is at the election and risk of each such Holder and will be deemed made only when the original executed Ballot actually is received by the Notice and Claims Agent (or in the case of a Beneficial Ballot, when such Beneficial Ballot actually is received by the Voting Nominee).

C. Approval of Voting and Tabulation Procedures

47. Section 1126(c) of the Bankruptcy Code governs the voting requirements for the acceptance of a plan of reorganization by a class of impaired claims, and provides in relevant part that:

[a] class of claims has accepted a plan if such plan has been accepted by creditors . . . that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors . . . that have accepted or rejected such plan.

11 U.S.C. § 1126(c). Further, Bankruptcy Rule 3018(a) provides that the “court after notice and hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan.” Fed. R. Bankr. P. 3018(a). Consistent with these requirements, the Debtors propose to use the following procedures (the “**Voting and Tabulation Procedures**”) for voting on the Plan and tabulating Ballots.

I. Establishment of Claim Amounts for Voting Purposes

48. Solely for the purpose of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a Claim, the Debtors propose the following procedures for determining Claim amounts for voting purposes (the “**Procedures for Determining Claim Amounts for Voting**”):

- a. Unless otherwise specified in subparagraphs (b)-(h) below, each Holder of a Claim who has timely filed a Proof of Claim and is entitled to vote to accept or reject the Plan may vote the face amount of such Claim set forth on the Proof of Claim as of the Voting Record Date.
- b. A Claim that is scheduled in the Schedules (provided that such Claim is not scheduled as contingent, unliquidated, disputed, undetermined, or in a \$0.00 amount), and with respect to which no Proof of Claim has been filed, shall be deemed allowed, solely for purposes of voting, in the amount set forth in the Schedules.

- c. Claims scheduled as contingent, unliquidated, disputed, undetermined in amount, or in a \$0.00 amount, for which no Proof of Claim has been filed, shall not be entitled to vote.
- d. Proofs of Claim filed for \$0.00 shall not be entitled to vote.
- e. Subject to subparagraphs (f) - (h) below, if a Claim is partially liquidated and partially unliquidated, such Claim shall be allowed for voting purposes only in the liquidated amount.
- f. If the Debtors have requested that a Claim be reclassified and/or modified to a fixed, reduced amount pursuant to an objection to such Claim, by motion or objection prior to July 1, 2013 at 5:00 p.m. (Eastern Time), such Holder's Claim shall be counted in the reduced amount requested by the Debtors and/or in the requested category, unless otherwise estimated or modified by the Court.
- g. If a creditor has requested that a Claim be reclassified and/or allowed in an estimated amount pursuant to a Rule 3018(a) Motion, then such creditor's Claim shall be counted in the amount estimated or allowed by the Court or in such other amount to which the Debtors and such creditor mutually agree.
- h. If the Debtors have requested that a Claim be expunged pursuant to an objection to such Claim, by motion or objection prior to July 1, 2013, such Holder's Claim shall be disallowed for voting purposes, unless otherwise estimated or allowed by the Court.
- i. Timely-filed Proofs of Claim that are filed in their entirety as contingent, unliquidated, undetermined and/or disputed shall vote in the amount of \$1.00.

II. Temporary Allowance of Claims for Voting Purposes Only

49. The Debtors request that the Court establish **July 9, 2013 at 5:00 p.m. (Eastern Time)** as the deadline (the "**Rule 3018(a) Motion Deadline**") for Holders of Claims and to file and serve motions under Bankruptcy Rule 3018(a) (a "**Rule 3018(a) Motion**"), in accordance with the procedures described below (the "**Procedures for Temporary Allowance of Claims**"), provided, however, that if Debtors have requested a Claim be reclassified and/or modified to a fixed, reduced amount pursuant to an objection to such Claim, by motion or

objection after June 24, 2013 but prior to July 1, 2013, they will cause such motion or objection to be served on the applicable parties in interest by overnight or electronic mail.

50. The Debtors request that the Court direct that Rule 3018(a) Motions must: (i) be made in writing, (ii) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules, (iii) set forth the name of the party asserting the Rule 3018(a) Motion, (iv) state with particularity the legal and factual bases for the Rule 3018(a) Motion, (v) be set for hearing at the Confirmation Hearing, and (vi) be served by personal service, overnight delivery, first class mail or facsimile so as to be received by the Notice Parties (as defined below) no later than the Rule 3018(a) Motion Deadline.

51. The Debtors propose to provide any party that timely files a Rule 3018(a) Motion with an appropriate provisional Ballot and a pre-addressed, postage prepaid envelope within two (2) business days from the Rule 3018(a) Motion Deadline. Such parties must then return a duly-completed, properly exercised provisional ballot to the Notice and Claims Agent on or before the Voting Deadline (unless the Debtors extend the deadline in their sole discretion to facilitate a reasonable opportunity for such creditor to vote upon the Plan). This affords parties voting provisional Ballots approximately three weeks to vote on the Plan.

52. The Debtors further request that, in the event that the Debtors and such party are unable to resolve any issues raised by the Rule 3018(a) Motion, (a) the parties in interest may object to the Rule 3018(a) Motion at any time on or prior to **July 31, 2013 at 5:00 p.m. (Eastern Time)**, (b) the Notice and Claims Agent shall inform the Court at or prior to the Confirmation Hearing whether including such provisional Ballot would affect the outcome of the voting to accept or reject the respective Plan in the relevant class in which the provisional Ballot was cast and (c) the Court then shall determine whether the provisional Ballot should be

counted as a vote on the Plan. Such a procedure will help ensure an efficient tabulation of Ballots to be completed accurately by the Confirmation Hearing.

53. The Debtors believe that the foregoing procedures appropriately balance the right of certain creditors to provisionally vote their claim, on the one hand, and the Debtors' need to move toward confirmation of their Plan without delay, on the other hand. Further, to ensure that all creditors receive notice of the procedures for temporarily allowing certain Claims solely for voting purposes, the Confirmation Hearing Notice will describe these procedures.

III. Establishment of Tabulation Procedures

54. The Debtors propose to use the following voting procedures and standard assumptions in tabulating Ballots (the "**Tabulation Procedures**"):

- a. Votes Not Counted. The following Ballots will not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:
 - i. any Ballot received by the Notice and Claims Agent after the Voting Deadline, unless the Debtors (with prior notice to the Creditors' Committee and the Second Lien Committee) shall have granted in writing an extension of the Voting Deadline with respect to such Ballot;
 - ii. any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim;
 - iii. any Ballot cast by an Entity that (A) does not hold a Claim in a Class that is entitled to vote on the Plan or (B) is not otherwise entitled to vote pursuant to the procedures described herein;
 - iv. any Ballot sent to the Debtors, the Debtors' agents and/or representatives (other than the Notice and Claims Agent) or the Debtors' financial or legal advisors;
 - v. any unsigned Ballot;
 - vi. any Ballot not received in its executed, original form;

- vii. any Ballot that is received by the Notice and Claims Agent by facsimile or other means of electronic transmission; or
 - viii. any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
- b. Multiple Ballots. If multiple Ballots are received from the same Holder of a Claim with respect to the same Claim prior to the Voting Deadline, the latest dated Ballot timely received shall count for voting purposes, subject to contrary order of the Court; provided, however, that in instances where ambiguity exists with respect to which Ballot was the latest dated, the Notice and Claims Agent has the right to contact the respective claimant to determine such claimant's intent and calculate the vote according thereto.
- c. No Vote Splitting. A Holder must vote the entirety of a Claim to either accept or reject the Plan and may not split the vote for any such Claim.
- d. Ballots Signed by Representative. If a Ballot is signed by a trustee, executor, administrator, guardian, attorney in fact or other person acting in a fiduciary or representative capacity, such person shall be required to indicate such capacity when signing the Ballot. The Debtors may request proper evidence of such representative's authority to sign the Ballot prior to accepting such Ballot.
- e. Defective Ballots. Subject to contrary order of the Court, the Debtors may, in their sole discretion but with prior notice to the Creditors' Committee and the Second Lien Committee, waive any defects or irregularities as to any particular Ballot at any time (including the timeliness of the submission of a Ballot), either before or after the Voting Deadline; provided, however, that:
- i. any such waivers shall be documented in the voting reports completed by the Notice and Claims Agent;
 - ii. neither the Debtors, nor any other Entity, will be under any duty to provide notification of such defects or irregularities other than as provided in the voting reports prepared by the Notice and Claims Agent, nor will any of them incur any liability for failure to provide such notification; and
 - iii. unless waived by the Debtors, subject to contrary order of the Court, any defects or irregularities associated with the delivery of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted.

- f. No Class Votes. If no votes to accept or reject the Plan are received with respect to a particular class, such class shall be deemed to have voted to accept the Plan.
- g. Lack of Good Faith Designation. In the event a designation for lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected by such Claim.

55. The Debtors submit that they have shown good cause for implementing the voting and tabulation procedures described herein, and therefore request that such procedures be approved.

VI. Establishment of Notice and Objection Procedures for Confirmation of the Plan

A. Establishment of the Confirmation Hearing Date

56. Section 1128(a) of the Bankruptcy Code provides that “[a]fter notice, the court shall hold a hearing on confirmation of the plan.” Bankruptcy Rule 3017(c) provides:

On or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan and may fix a date for the hearing on confirmation.

57. In accordance with section 1128 of the Bankruptcy Code and Bankruptcy Rule 3017(c), the Debtors requests the Court schedule a hearing on confirmation of the Plan (the “**Confirmation Hearing**”) on **August 9, 2013 at 11:00 a.m. (Eastern Time)** subject to the Court’s availability. The Confirmation Hearing may be continued by the Court or the Debtors without further notice other than adjournments announced in open court and/or notice(s) of adjournment filed with the Court. The proposed timing for the Confirmation Hearing is in compliance with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules and will enable the Debtors to pursue confirmation of the Plan in a timely fashion.

B. Establishment of Procedures and Form of Notice of the Confirmation Hearing

58. The Debtors request that the Court establish the following procedures for providing notice of the Confirmation Hearing (the “**Confirmation Hearing Notice Procedures**”):

59. Bankruptcy Rules 2002(b) and 3017(d) require no less than 28 days’ notice to all holders of claims and equity interests of the time fixed for filing objections to the confirmation of a chapter 11 plan. In accordance with such rules, the Debtors propose to provide to all known Holders of Claims and Equity Interests (except holders of Intercompany Claims and Intercompany Interests) a copy of the notice in substantially the form attached as Exhibit C hereto (the “**Confirmation Hearing Notice**”), simultaneously with the distribution of the Solicitation Packages, which will provide all parties in interest more than 28 days’ notice prior to the proposed deadline for filing objections, if any, to the Plan.

60. The Debtors also request that the Court approve the Confirmation Hearing Notice, which contains, among other things: (a) instructions as to how to view or obtain copies of the Disclosure Statement (including the Plan and other exhibits thereto), the Solicitation Procedures Order and all other materials in the Solicitation Package (excluding Ballots) from the Notice and Claims Agent and/or the Court’s website via PACER, (b) notice of the date by which the Debtors will file the Plan Supplement,⁷ (c) the Plan objection deadline, and (d) the Confirmation Hearing date and time.

⁷ The Plan Supplement(s) will be filed by the Debtors no later than 7 days prior to the Voting Deadline. 7 Days prior to the Voting Deadline, the Debtors will serve consolidated copies of the Plan Supplement(s) to those parties (the “**Standard Parties**”) who have filed a request for service of all pleadings pursuant to Bankruptcy Rule 2002 as of May 23, 2013. To the extent a Standard Party has requested service by email pursuant to the Amended Case Management Procedures (as defined herein), service shall be given electronically. To the extent a Standard Party has not requested service by email, service shall be given by paper or on a CD-ROM.

61. Bankruptcy Rule 2002(l) permits the Court to “order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice.” Fed. R. Bankr. P. 2002(l). In addition to the foregoing distribution of the Confirmation Hearing Notice, the Debtors will publish the Confirmation Hearing Notice (in a format modified for publication) **on or before July 12, 2013** in the national editions of (a) *USA Today*, (b) *The Wall Street Journal*, National Edition, and (c) the Rochester *Democrat and Chronicle*. The Debtors believe that publication of the Confirmation Hearing Notice will provide sufficient notice of the Confirmation Objection Deadline, the Confirmation Hearing and other relevant deadlines to persons who may not otherwise receive notice by mail.

62. The Debtors submit that they have shown good cause for implementing the form of Confirmation Hearing Notice to be distributed in accordance with the Distribution Procedures, and therefore request that both form and procedure be approved.

C. Establishment of the Deadline for Filing Objections to the Confirmation of the Plan

63. The Debtors request that the Court establish **July 31, 2013 at 4:00 p.m. (Eastern Time)** as the deadline (the “**Confirmation Objection Deadline**”) to object to the Plan. The proposed deadline will provide all parties in interest more than 28 days’ notice prior to the proposed deadline for filing objections, if any, to the Plan as required by Bankruptcy Rules 2002(b) and 3017(d). The proposed deadline is in conformity with Local Bankruptcy Rule 3020-1.

64. The Debtors request that the Court establish the following procedures (the “**Plan Objection Procedures**”) for objecting to the Plan:

65. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court.” The Confirmation Hearing

Notice provides, and the Debtors request that the Court direct, that any objection to confirmation of the Plan must (a) be in writing, (b) conform to the Bankruptcy Code, the Bankruptcy Rules and the local Bankruptcy Rules, (c) set forth the name of the objector, the nature and amount of Claims or Equity Interests held or asserted by the objector against the particular debtor or debtors, (d) the basis for the objection and the specific grounds therefore and (e) be filed with the Court, together with proof of service thereof, and served upon and received by each of the following (collectively, the “**Notice Parties**”) no later than the Confirmation Objection Deadline: (a) the Chambers of the Honorable Allan L. Gropper, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004; (b) the Debtors and their counsel (Sullivan & Cromwell LLP, Attn: Andrew G. Dietderich, Michael H. Torkin and Mark U. Schneiderman, 125 Broad Street, New York, NY 10004); (c) Milbank, Tweed, Hadley & McCloy LLP, counsel to the Official Committee of Unsecured Creditors (Attn: Dennis F. Dunne, Tyson M. Lomazow and Brian Kinney, 1 Chase Manhattan Plaza, New York, NY 10005); (d) Haskell Slaughter Young & Rediker LLC, counsel to the Official Committee of Retired Employees (Attn: R. Scott Williams and Jennifer B. Kimble, 2001 Park Place, Suite 1400, Birmingham, AL 35203); (e) Davis Polk & Wardwell LLP, counsel to Citicorp North America, Inc., as agent for the Debtors’ post-petition secured lenders (Attn: Brian M. Resnick, 450 Lexington Avenue, New York, NY 10017); (f) Akin Gump Strauss Hauer & Feld LLP, counsel to the Ad Hoc Committee of Second Lien Noteholders and the lead lenders to the Debtors’ supplemental post-petition secured financing (Attn: Michael S. Stamer & Meredith A. Lahaie, One Bryant Park, New York, NY 10036; James Savin, 1333 New Hampshire Avenue, N.W., Washington, DC 20036); and (g) Covington & Burling LLP, counsel to Wilmington Trust, National Association, as agent for the Debtors’ supplemental post-petition secured lenders (Attn:

Ronald Hewitt, 620 Eighth Avenue, New York, NY 10018). A hard copy of any objections also must be delivered via first class mail to the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, by the Confirmation Objection Deadline.

66. The proposed timing for filing and service of objections and proposed modifications, if any, will afford the Court, the Debtors and other parties in interest sufficient time to consider the objections and proposed modifications prior to the Confirmation Hearing. Any confirmation objection not filed and served as set forth herein shall be deemed waived and may not be considered by the Court. Accordingly, the Debtors request that the Bankruptcy Court approve this schedule pursuant to Bankruptcy Rule 3020.

D. Establishment of Procedures for Assumption and/or Assignment and Fixing of Cure Amounts Related to Executory Contracts and Unexpired Leases and Deadline to Object Thereto

67. Except as otherwise provided in the Plan, all Executory Contracts and Unexpired Leases will be rejected by the Plan as of the Effective Date pursuant to sections 365 and 1123 of the Bankruptcy Code, other than (a) Executory Contracts or Unexpired Leases previously assumed or rejected pursuant to an order of the Bankruptcy Court, (b) Executory Contracts or Unexpired Leases that are the subject of a motion to assume that is pending on the Effective Date and (c) Specified Contracts that the Debtors elect to assume and/or assign pursuant to the Plan.

68. Establishing the amounts to be paid in satisfaction of all such cure obligations is an important element of Plan confirmation and feasibility. To aid in the implementation of the Plan, the Debtors seek to establish a procedure for determining cure amounts (“**Cure Amounts**”) and a deadline for objections relating to Executory Contracts and Unexpired Leases that may be assumed and/or assigned pursuant to the Plan. To facilitate a

prompt resolution of cure disputes and objections relating to the assumption and/or assignment of these agreements, the Debtors propose the following deadlines and procedures (the

“Assumption Procedures”):

- a. All Executory Contracts and Unexpired Leases will be rejected by the Plan on the Effective Date, other than (a) Executory Contracts or Unexpired Leases previously assumed or rejected pursuant to a prior Court order, (b) Executory Contracts or Unexpired Leases that are the subject of a motion to assume that is pending on the Effective Date, and (c) Specified Contracts (as defined in the Plan) that the Debtors elect to assume and/or assign pursuant to the Plan.
- b. At any time on or prior to **July 23, 2013**, the Debtors may file with this Court and serve on each Specified Contract counterparty a cure notice substantially in the form attached hereto as Exhibit H (the **“Cure Notice”**) with respect to each Specified Contract the Debtors have identified for potential assumption and/or assignment in connection with confirmation of the Plan.
- c. The Cure Notice shall (i) identify each Specified Contract applicable to such Specified Contract counterparty; (ii) set forth the proposed Cure Amounts with respect thereto; and (iii) inform such Specified Contract counterparty of the requirement to file any Assumption Objections (as defined below) by the Assumption Objection Deadline (as defined below).
- d. Objections (the **“Assumption Objections”**), if any, to (a) the proposed Cure Amounts, or (b) the assumption and/or assignment of any Specified Contract (including objections related to (x) adequate assurance of future performance or (y) whether applicable law excuses a Specified Contract counterparty from accepting performance by, or rendering performance to, the Debtors or any proposed assignee, if applicable) must (i) be in writing; (ii) state with specificity the nature of such objection, the alleged Cure Amounts and any and all defaults that must be cured or satisfied in order for such Specified Contract to be assumed (with appropriate documentation in support thereof); (iii) comply with the terms of the Order, the Bankruptcy Rules and the Local Rules; and (iv) be filed with the Court and properly served on the Notice Parties so as to be received no later than **July 31, 2013 at 4:00 p.m. (Eastern Time)** (the **“Assumption Objection Deadline”**).
- e. The Debtors may, in their sole discretion, extend the Assumption Objection Deadline one or more times without further notice.

- f. Any Specified Contract counterparty who fails to timely file and properly serve an Assumption Objection as provided herein (i) will be deemed to have forever waived and released any Assumption Objection and consented to the assumption and/or assignment of such contract on the terms set forth in the Cure Notice and the Plan, subject to confirmation of the Plan, and (ii) will be barred and estopped forever from asserting or claiming against the Debtors that any additional amounts are due or defaults exist, or conditions to assignment must be satisfied, under such Specified Contracts. If an Assumption Objection is timely filed and properly served, the Resolution Procedures (defined below) will apply.
- g. If an Assumption Objection is timely filed and properly served, the Resolution Procedures (defined below) will apply. If no objections are received by the Assumption Objection Deadline with respect to a Specified Contract, the assumption and/or assignment of such contract shall be deemed authorized and the proposed Cure Amounts shall be binding on the applicable Specified Contract counterparty for all purposes and will constitute a final determination of the total cure amounts required to be paid by the Debtors in connection with the assumption of such Specified Contract. Counsel for the Debtors may then submit to the Bankruptcy Court a form of order (which may be the Confirmation Order) (each an “**Approval Order**”) authorizing the assumption and/or assignment of the Specified Contracts. Upon entry of an Approval Order with respect to such assumption and/or assignment of a Specified Contract, any and all previously filed objections with respect thereto shall be deemed resolved.
- h. If a Specified Contract counterparty files an Assumption Objection satisfying the requirements of these Assumption Procedures, the Debtors and the Specified Contract counterparty shall meet and confer in good faith and attempt to resolve any such objection without Court intervention (the “**Resolution Procedures**”). If the parties determine that the objection cannot be resolved without judicial intervention in a timely manner, the Court shall make all necessary determinations relating to such Assumption Objection at a hearing scheduled pursuant to the following paragraph.
- i. Hearing(s) with respect to Assumption Objections relating to the Specified Contracts, if any, may be held (i) at the Confirmation Hearing or (ii) at such other earlier or later date as the Bankruptcy Court may designate. Based on such hearing(s) the Court may enter a final order adjudicating the Assumption Objection (the “**Final Order**”).

- j. Except as otherwise provided by order of the Bankruptcy Court, if as of the Effective Date there is a dispute regarding any of the terms or conditions for the assumption, assignment or cure of a Specified Contract proposed to be assumed by the Debtors or assumed and assigned to any other Person, the Debtors shall have until 30 days after entry of such Final Order to determine whether to (a) proceed with the proposed assumption and/or assignment in a manner consistent with such Final Order or (b) reject the Specified Contract. If the Debtors elect to reject the applicable Specified Contract, the Debtors shall send written notice of rejection to the Specified Contract counterparty within such 30-day period and the Specified Contract counterparty may file a Proof of Claim arising out of rejection within 30 days after receipt of such notice.
- k. A timely filed and properly served Assumption Objection will reserve the applicable Specified Contract counterparty's rights relating to such Specified Contract, but will not be deemed to constitute an objection to the Plan.
- l. The Debtors' assumption and/or assignment of a Specified Contract is subject to approval by the Bankruptcy Court, confirmation of the Plan and the occurrence of the Effective Date. Absent the occurrence of the Effective Date and entry of an Approval Order approving the assumption and/or assignment of the Specified Contracts, the Specified Contracts shall be deemed neither assumed nor assigned and shall in all respects be subject to subsequent assumption or rejection by the Debtors.

69. The Debtors submit that the foregoing procedures will facilitate the resolution of any issues concerning Cure Amounts and/or objections regarding whether the Debtors proposed treatment of a Specified Contract satisfies the requirements for assumption and/or assignment, while adequately protecting the rights of the counterparties to the Specified Contracts, and therefore request approval of such procedures.

Request for Relief Under Bankruptcy Rule 6004(h)

70. Pursuant to Bankruptcy Rule 6004(h), unless the court orders otherwise, all orders authorizing the use, sale or lease of property pursuant to section 363 of the Bankruptcy Code are automatically stayed for 14 days after entry of such order. Furthermore, pursuant to

Bankruptcy Rule 6006(d), unless the court orders otherwise, all orders authorizing the assignment of an executory contract or unexpired lease pursuant to section 365(f) of the Bankruptcy Code are automatically stayed for 14 days after entry of such order. Bankruptcy Rule 6004(h) is designed to provide sufficient time for an objecting party to appeal before the order is implemented. See Fed. R. Bankr. P. 6004(h) advisory committee's note. Bankruptcy Rule 6006(d) is designed for the same purpose. See Fed. R. Bankr. P. 6006(d) advisory committee's note. The Debtors request that the Proposed Order shall be immediately effective and enforceable upon its entry by asking the Court to waive the 14-day stay under Bankruptcy Rules 6004(h) and 6006(d), to the extent applicable.

Notice

71. Notice of this Motion shall be provided to: (a) the U.S. Trustee; (b) Milbank, Tweed, Hadley & McCloy LLP, counsel to the Official Committee of Unsecured Creditors (Attn: Dennis F. Dunne, Tyson M. Lomazow and Brian Kinney, 1 Chase Manhattan Plaza, New York, NY 10005); (c) Haskell Slaughter Young & Rediker LLC, counsel to the Official Committee of Retired Employees (Attn: R. Scott Williams and Jennifer B. Kimble, 2001 Park Place, Suite 1400, Birmingham, AL 35203); (d) Davis Polk & Wardwell LLP, counsel to Citicorp North America, Inc., as agent for the Debtors' post-petition secured lenders (Attn: Brian M. Resnick, 450 Lexington Avenue, New York, NY 10017); (e) Akin Gump Strauss Hauer & Feld LLP, counsel to the Ad Hoc Committee of Second Lien Noteholders and the lead lenders to the Debtors' supplemental post-petition secured financing (Attn: Michael S. Stamer & Meredith A. Lahaie, One Bryant Park, New York, NY 10036; James Savin, 1333 New Hampshire Avenue, N.W., Washington, DC 20036); (f) Covington & Burling LLP, counsel to Wilmington Trust, National Association, as agent for the Debtors' supplemental post-petition secured lenders (Attn: Ronald Hewitt, 620 Eighth Avenue, New York, NY 10018); (g) all

parties who have filed a request for service of all pleadings pursuant to Bankruptcy Rule 2002 as of May 23, 2013; (h) the Internal Revenue Service; (i) the Environmental Protection Agency; and (j) the Securities and Exchange Commission. The Debtors respectfully submit that further notice of this Motion is neither required nor necessary.

No Prior Request

72. No prior request for the relief sought herein has been made to this or any other court.

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request
that the Court grant the relief requested herein and further relief as is just and proper.

Dated: May 23, 2013
New York, New York

/s/ Andrew G. Dietderich

Andrew G. Dietderich
Brian D. Glueckstein
Michael H. Torkin
Mark U. Schneiderman
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588

- and -

Pauline K. Morgan
Sean T. Greecher
YOUNG CONAWAY STARGATT & TAYLOR,
LLP
1270 Avenue of the Americas
Suite 2210
New York, New York 10020
Telephone: (212) 332-8840
Facsimile: (212) 332-8855

Counsel to the Debtors and Debtors in Possession

Exhibit List

Exhibit A	Proposed Order
Exhibit B	Cover Letter
	B-1 Cover Letter
	B-2 Cover Letter for Gallery Customers
Exhibit C	Confirmation Hearing Notice
Exhibit D	Unimpaired Creditor Notice
Exhibit E	Notice of Non-Voting Status for Classes Deemed to Reject the Plan
Exhibit F	Ballots
	F-1 General Unsecured Claims Ballots
	F-2 KPP Claims Ballots
	F-3 Retiree Settlement Unsecured Claims Ballots
	F-4 Convenience Claims Ballots
	F-5 Subsidiary Convenience Claims Ballots
Exhibit G	Masters Ballots and Beneficial Ballots
	G-1 Second Lien Notes Claims (Master Ballots)
	G-2 Unsecured Notes Claims (Master Ballots)
	G-3 Second Lien Notes Claims (Beneficial Ballots)
	G-4 Unsecured Notes Claims (Beneficial Ballots)
Exhibit H	Cure Notice

Andrew G. Dietderich
Brian D. Glueckstein
Michael H. Torkin
Mark U. Schneiderman
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588
Counsel to the Debtors and
Debtors in Possession

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

In re:	}	Chapter 11
EASTMAN KODAK COMPANY, <i>et al.</i> , ¹	}	Case No. 12-10202 (ALG)
Debtors.	}	(Jointly Administered)

NOTICE OF DEBTORS' MOTION FOR AN ORDER (I) APPROVING THE DISCLOSURE STATEMENT; (II) ESTABLISHING A VOTING RECORD DATE FOR THE PLAN; (III) APPROVING SOLICITATION PACKAGES AND PROCEDURES FOR THE DISTRIBUTION THEREOF; (IV) APPROVING THE FORMS OF BALLOTS; (V) ESTABLISHING PROCEDURES FOR VOTING ON THE PLAN; (VI) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR THE CONFIRMATION OF THE PLAN; AND (VII) ESTABLISHING PROCEDURES FOR THE ASSUMPTION AND/OR ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES UNDER THE PLAN

PLEASE TAKE NOTICE that on April 30, 2013, the Debtors filed the *Disclosure Statement for Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified or supplemented, the "**Disclosure Statement**") [Docket No. 3651] with the United States Bankruptcy Court for the Southern District of New

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors' corporate headquarters is: 343 State Street, Rochester, NY 14650.

York (the “**Court**”). The Debtors submitted the Disclosure Statement pursuant to section 1125 of the Bankruptcy Code for use in the solicitation of votes on the Debtors’ *Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (as may be amended, modified or supplemented, including the Plan Supplement and all other exhibits and schedules, the “**Plan**”) [Docket No. 3650], a copy of which also was filed with the Court on April 30, 2013. The Debtors expect to file an amended Plan and Disclosure Statement prior to the Hearing (as defined below) and reserve the right to amend, supplement or modify such documents further.

PLEASE TAKE FURTHER NOTICE that the Debtors served notice of the hearing on all known creditors in accordance with the Order (i) scheduling a hearing to consider approval of disclosure statement; (ii) fixing time for filing objections thereto; and (iii) approving form and manner of notice related thereto [Docket No. 3679].

PLEASE TAKE FURTHER NOTICE that on the date hereof, Eastman Kodak Company, *et al.* (collectively, the “**Debtors**”), filed a motion for an order (I) approving the Disclosure Statement; (II) establishing a voting record date for the Plan; (III) approving solicitation packages and procedures for the distribution thereof; (IV) approving the forms of ballots; (V) establishing procedures for voting on the Plan; (VI) establishing notice and objection procedures for confirmation of the Plan; and (VII) establishing procedures for the assumption and/or assignment of executory contracts and unexpired leases under the Plan (the “**Motion**”). The undersigned counsel will present the Motion to the Honorable Allan L. Gropper, Bankruptcy Judge of the Court, One Bowling Green, New York, New York 10004, at a hearing to be held on **June 13, 2013 at 11:00 a.m. (Eastern Time)** (the “**Hearing**”). Unless otherwise defined in this Notice, all capitalized terms used herein shall have the meaning ascribed to them in the Motion or in the Plan, as applicable.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the adequacy of the Disclosure Statement and the Motion must be filed electronically with the Court on the docket of *In re Eastman Kodak Company*, Case No. 12-10202 (ALG), pursuant to the Court's General Order M-399 (available at <http://www.nysb.uscourts.gov/orders/m399.pdf>), by registered users of the Court's case filing system and by all other parties in interest on a 3.5 inch disc, preferably in portable document format, Microsoft Word or any other Windows-based word processing format and served by U.S. mail, overnight delivery, hand delivery or, with the exception of the Court and the United States Trustee, facsimile upon each of the following:

(a) the Chambers of the Honorable Allan L. Gropper, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004; (b) the Debtors and their counsel (Sullivan & Cromwell LLP, Attn: Andrew G. Dietderich, Michael H. Torkin and Mark U. Schneiderman, 125 Broad Street, New York, NY 10004); (c) Milbank, Tweed, Hadley & McCloy LLP, counsel to the Official Committee of Unsecured Creditors (Attn: Dennis F. Dunne, Tyson M. Lomazow and Brian Kinney, 1 Chase Manhattan Plaza, New York, NY 10005); (d) Haskell Slaughter Young & Rediker LLC, counsel to the Official Committee of Retired Employees (Attn: R. Scott Williams and Jennifer B. Kimble, 2001 Park Place, Suite 1400, Birmingham, AL 35203); (e) Davis Polk & Wardwell LLP, counsel to Citicorp North America, Inc., as agent for the Debtors' post-petition secured lenders (Attn: Brian M. Resnick, 450 Lexington Avenue, New York, NY 10017); (f) Akin Gump Strauss Hauer & Feld LLP, counsel to the Ad Hoc Committee of Second Lien Noteholders and the lead lenders to the Debtors' supplemental post-petition secured financing (Attn: Michael S. Stamer & Meredith A. Lahaie, One Bryant Park, New York, NY 10036; James Savin, 1333 New Hampshire Avenue, N.W., Washington, DC 20036); and (g) Covington & Burling LLP, counsel to Wilmington Trust,

National Association, as agent for the Debtors' supplemental post-petition secured lenders (Attn: Ronald Hewitt, 620 Eighth Avenue, New York, NY 10018), so as to be actually received no later than June 7, 2013 at 4:00 p.m. (Eastern Time). A hard copy of any objection to the adequacy of the Disclosure Statement or the Motion also must be delivered via first class mail to the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, by the objection deadline.

PLEASE TAKE FURTHER NOTICE that only those objections that are timely filed, served and received will be considered at the Hearing. Failure to file a timely objection may result in entry of a final order approving the Disclosure Statement and the Motion as requested by the Debtors without further notice.

PLEASE TAKE FURTHER NOTICE that copies of the Disclosure Statement and Plan may be obtained (i) from the Debtors' Notice and Claims Agent, Kurtzman Carson Consultants, LLC (a) at its website at <http://www.kccllc.net/kodak>, by clicking on the "Court Documents" link, (b) upon request by electronic mail to kodakinfo@kccllc.com or (c) upon request by calling the Kodak restructuring hotline at (888) 249-2721 or (ii) for a fee via PACER at <https://ecf.nysb.uscourts.gov/>.

<p>IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, PLEASE CONTACT THE KODAK RESTRUCTURING HOTLINE AT (888) 249-2721.</p>
--

Dated: May 23, 2013
New York, New York

/s/ Andrew G. Dietderich

Andrew G. Dietderich
Brian D. Glueckstein
Michael H. Torkin
Mark U. Schneiderman
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588

- and -

Pauline K. Morgan
Sean T. Greecher
YOUNG CONAWAY STARGATT &
TAYLOR, LLP
1270 Avenue of the Americas
Suite 2210
New York, New York 10020
Telephone: (212) 332-8840
Facsimile: (212) 332-8855

Counsel to the Debtors and Debtors in
Possession

Exhibit A
Proposed Order

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

_____)	
In re:)	Chapter 11
EASTMAN KODAK COMPANY, <i>et al.</i> , ¹)	Case No. 12-10202 (ALG)
Debtors.)	(Jointly Administered)
_____)	

ORDER (I) APPROVING THE DISCLOSURE STATEMENT; (II) ESTABLISHING A VOTING RECORD DATE FOR THE PLAN; (III) APPROVING SOLICITATION PACKAGES AND PROCEDURES FOR THE DISTRIBUTION THEREOF; (IV) APPROVING THE FORMS OF BALLOTS; (V) ESTABLISHING PROCEDURES FOR VOTING ON THE PLAN; (VI) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR THE CONFIRMATION OF THE PLAN; AND (VII) ESTABLISHING PROCEDURES FOR THE ASSUMPTION AND/OR ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES UNDER THE PLAN

Upon the motion (the “**Motion**”)² of Eastman Kodak Company, on behalf of itself and its affiliated debtors and debtors in possession in these chapter 11 cases (collectively, the “**Debtors**”) for entry of an order (this “**Order**”) pursuant to sections 365, 1123, 1125, 1126 and 1128 of the Bankruptcy Code, Rules 2002, 3001, 3003, 3016, 3017, 3018, 3020, 6004 and 6006 of the Bankruptcy Rules and Rules 3018-1 and 3020-1 of the Local Bankruptcy Rules (I) approving the Disclosure Statement; (II) establishing a voting record date for the Plan; (III) approving solicitation packages and procedures for the distribution thereof; (IV) approving the forms of ballots; (V) establishing procedures for voting on the Plan; (VI) establishing notice

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors’ corporate headquarters is: 343 State Street, Rochester, NY 14650.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

and objection procedures for confirmation of the Plan; and (VII) establishing procedures for the assumption and/or assignment of executory contracts and unexpired leases under the Plan; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of these chapter 11 cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and a hearing having been held on **June 13, 2013** (the “**Disclosure Statement Hearing**”) at which all parties in interest were offered an opportunity to be heard with respect to the Disclosure Statement and the Motion; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having reviewed (a) the Disclosure Statement, all modifications thereof and objections thereto, (b) the Motion and objections, responses and replies thereto and (c) arguments of counsel made and the evidence proffered or adduced at the Disclosure Statement Hearing; and the Court having found that the legal and factual bases set forth in the Motion and at the Disclosure Statement Hearing establish just cause for the relief granted herein determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided, based on a review of the Service Affidavits relating to the Disclosure Statement Hearing Notice; and objections (if any) to the Motion having been withdrawn or overruled on the merits; and after due deliberation thereon; and good and sufficient cause appearing therefor;

THE COURT FINDS THAT:

1. Notice. The notice of the Motion and the Disclosure Statement Hearing, as provided in the manner described in the Motion, was sufficient and appropriate under the circumstances, complied with the Order Scheduling the Disclosure Statement Hearing and the

requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Order Authorizing the Establishment of Certain Notice, Case Management, and Administrative Procedures [Docket No. 362], as amended [Docket No. 1655] (the “**Amended Case Management Procedures**”) and no other further notice need be provided.

2. Disclosure Statement. The Disclosure Statement (together with the exhibits thereto) complies with all the requirements of section 1125 of the Bankruptcy Code and provides Holders of Claims entitled to vote on the Plan with adequate information within the meaning of section 1125 of the Bankruptcy Code.

3. Solicitation and Confirmation Timeline. The timing for filing and serving objections, if any, set forth herein provides parties in interest sufficient time to review carefully all of the solicitation materials, consider the Plan, the Plan Supplement and any other documents related to confirmation and enables parties in interest, prior to the Confirmation Hearing, to make informed decisions regarding voting on the Plan and objecting to the Plan.

4. Ballots. The Ballots, Master Ballots and Beneficial Ballots (collectively, the “**Ballots**”), substantially in the forms attached to the Motion as Exhibit F and Exhibit G, adequately address the particular needs of these chapter 11 cases while remaining sufficiently consistent with Official Form No. 14 and, together with the accompanying instructions, provide for a fair and equitable voting process appropriate for Holders of Claims in Classes 3, 4, 5, 6, 7 and 8 that are entitled to vote on the Plan (the “**Voting Classes**”). Ballots need not be provided to Holders of Claims in Classes 1 and 2 because those classes are classified as being unimpaired by the Plan and are conclusively presumed to accept the Plan in accordance with section 1126(f) of the Bankruptcy Code. Ballots also need not be provided to Holders of Claims in Classes 9

and 10 because those Classes are receiving no distribution under the Plan, and therefore, are deemed to reject the Plan in accordance with section 1126(g) of the Bankruptcy Code.

5. Solicitation Packages and Notices of Non-Voting Status. The Solicitation Package and various notices of non-voting status provide sufficient information to, as applicable: (i) Holders of Claims in Voting Classes to enable them to make informed decisions with respect to whether to vote to accept or reject the Plan in accordance with Bankruptcy Rules 2002, 3016 and 3017; (ii) Holders of Claims and Equity Interests in non-Voting Classes of their non-voting status; (iii) Holders of contingent or disputed Claims of their non-voting status and the procedures for the temporary allowance of such claims; and (iv) all other parties in interest in these chapter 11 cases with respect to the Plan and the effect of confirmation thereof in satisfaction of the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Bankruptcy Rules and Amended Case Management Procedures.

6. Confirmation Hearing Notice. The form and manner of notice of the date, time and location of the Confirmation Hearing, the deadline for objecting to confirmation of the Plan and information regarding the discharge, injunction, exculpation and release provisions set forth in Article 12 of the Plan in substantially in the form attached to the Motion as Exhibit C (the “**Confirmation Hearing Notice**”), together with publication of same, constitutes good and sufficient notice to Holders of Claims and Equity Interests in Voting Classes and known and unknown creditors and parties in interest in these chapter 11 cases, in satisfaction of the requirements of due process and the provisions of the Bankruptcy Code, Bankruptcy Rules, Local Bankruptcy Rules and Amended Case Management Procedures.

IT IS THEREFORE HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.

A. Approval of the Disclosure Statement

2. The Disclosure Statement is approved pursuant to section 1125(a)(1) of the Bankruptcy Code and Bankruptcy Rule 3017(b) and, to the extent not withdrawn, settled or otherwise resolved, any objections to the approval of the Disclosure Statement are overruled.

3. The Debtors are authorized to make non-material changes (*e.g.*, changes not materially adverse to the recoveries of any Class of creditors) to the Disclosure Statement, the Plan and related documents (including the appendices thereto and exhibits hereto) with prior notice to counsel to the Second Lien Committee and the Creditors' Committee, before distributing Solicitation Packages to each creditor or other party in interest in accordance with the terms of this Order without further order of the Court, provided that the Debtors shall file redlined copies with the Court of any modified pages marked to reflect changes from the prior version.

B. Establishing Dates and Deadlines

4. The following dates and deadlines are hereby established with respect to voting on and confirmation of the proposed Plan:

- a. **June 13, 2013 at 5:00 p.m. (Eastern Time)** shall be the date for determining: (a) the Holders of Claims entitled to receive a Solicitation Package; (b) the Holders of Claims entitled to vote to accept or reject the Plan; and (c) whether Claims have been properly transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the Holder of such Claim (the "**Voting Record Date**");
- b. The Debtors shall distribute Solicitation Packages as well as the Confirmation Hearing Notice on or before 7 days from entry of this order (the "**Solicitation Mailing Deadline**");
- c. **July 1, 2013 at 5:00 p.m. (Eastern Time)** shall be the deadline for the Debtors to request a claim be expunged, reclassified, or allowed in a reduced amount for voting purposes;

- d. **July 9, 2013 at 5:00 p.m. (Eastern Time)** shall be the deadline for Holders of Claims and Equity Interests to file and serve motions under Bankruptcy Rule 3018(a) (the “**Rule 3018(a) Motion Deadline**”) provided, however, that if Debtors have requested a Claim be reclassified and/or modified to a fixed, reduced amount pursuant to an objection to such Claim, by motion or objection after June 24, 2013 but prior to July 1, 2013, they will cause such motion or objection to be served on the applicable parties in interest by overnight or electronic mail;
- e. **July 12, 2013** shall be the deadline to publish the Confirmation Hearing Notice;
- f. **July 23, 2013** shall be the deadline to provide Cure Notice;
- g. All Holders of Claims entitled to vote on the Plan must complete, execute and return their Ballots so that they are **actually received** by the Notice and Claims Agent pursuant to the Voting and Tabulation Procedures, on or before **July 31, 2013 at 8:00 p.m. (Eastern Time)** (the “**Voting Deadline**”);
- h. **July 31, 2013 at 4:00 p.m. (Eastern Time)** shall be the date by which objections to the Confirmation of the Plan must be filed with the Court and served so as to be **actually received** by the Notice Parties (the “**Confirmation Objection Deadline**”);
- i. **July 31, 2013 at 4:00 p.m. (Eastern Time)** shall be the deadline for Specified Contract counterparties to file and serve Assumption Objections (the “**Assumption Objection Deadline**”);
- j. The Voting Report shall be filed by **August 6, 2013**, three days prior to the Confirmation Hearing. For the avoidance of doubt, the Debtors are relieved from Local Bankruptcy Rule 3018-1; and
- k. The Court shall consider Confirmation of the Plan at the hearing to be held on **August 9, 2013 at 11:00 a.m. (Eastern Time)** (the “**Confirmation Hearing**”).

C. Approving Solicitation Packages, Notices of Non-Voting Status and Distribution Procedures

- 5. By the Solicitation Mailing Deadline, the Debtors will cause the Notice and Claims Agent to distribute by first-class, postage prepaid mail to Holders of Claims in the Voting Classes who are entitled to vote a solicitation package (the “**Solicitation Package**”)

containing an electronic copy on CD-ROM or conformed printed version (as indicated below) of the following:

- a. A printed cover letter, substantially in the form attached hereto as Exhibit B: (i) describing the contents of the Solicitation Package, the contents of any enclosed CD-ROM and instructions for how hard copies of any materials provided on CD-ROM can be obtained at no charge, and (ii) urging the Holders in each of the voting Classes to vote to accept the Plan;
- b. A printed copy of the Confirmation Hearing Notice;
- c. as applicable, a printed Ballot (as defined below), together with a pre-addressed, postage prepaid return envelope;
- d. the Disclosure Statement and the exhibits thereto (including the Plan and the exhibits thereto) in electronic format on a CD-ROM;
- e. this order (without exhibits) in electronic format on a CD-ROM; and
- f. after consultation with the Debtors, a letter from the Creditors' Committee.

6. With respect to the Gallery Customers, the Solicitation Package shall be served in an entirely electronic form by electronic mail to such creditors, provided that that Ballots will be sent only to those Gallery Customers entitled to vote on the Plan, and further provided that pre-addressed, postage prepaid return envelope will not be sent electronically but will be available upon request. To avoid duplication and reduce expenses, any creditor who has filed duplicate claims (whether against the same or multiple Debtors) which are classified under the Plan in the same Class, shall be provided with only one Solicitation Package for voting their Claims with respect to that Class.

7. No solicitation packages or other notices need be transmitted to any person to whom the Debtors mailed a Disclosure Statement Hearing Notice and such notice was returned as undeliverable.

8. Holders of Claims in Classes 1 and 2, which are conclusively presumed to have accepted the Plan, shall receive the notice substantially in the form attached to the Motion as Exhibit D, which is hereby approved.

9. Holders of Claims or Equity Interests in Classes 9 and 10, which are deemed to reject the Plan, shall receive the notice substantially in the form attached to the Motion as Exhibit E, the form of which is hereby approved.

10. The Distribution Procedures for the Solicitation Packages, Unimpaired Creditor Notice and Notice of Non-Voting Status for Classes Deemed to Reject the Plan as set forth in the Motion, are hereby approved.

D. Approval of Forms of Ballots and Voting and Tabulation Procedures

11. The form of Ballots are hereby approved.

12. Voting Nominees must retain the original Ballot and an electronic copy of the same for a period of one year after the Effective Date, unless otherwise ordered by the Court.

13. The Debtors are authorized to solicit, receive and tabulate votes to accept or reject the Plan in accordance with the Voting and Tabulation Procedures, including the Procedures for Determining Claim Amounts for Voting, the Procedures for Temporary Allowance of Claims, and the Tabulation Procedures, each as set forth below, all of which are hereby approved.

14. The following shall be the procedures for determining Claim amounts for voting purposes (the “**Procedures for Determining Claim Amounts for Voting**”):

- a. Unless otherwise specified in subparagraphs (b)-(h) below, each Holder of a Claim who has timely filed a Proof of Claim and is entitled to vote to accept or reject the Plan may vote the face amount of such Claim as of the Voting Record Date.
- b. A Claim that is scheduled in the Schedules (provided that such Claim is not scheduled as contingent, unliquidated, disputed,

undetermined, or in a \$0.00 amount), and with respect to which no Proof of Claim has been filed, shall be deemed allowed, solely for purposes of voting, in the amount set forth in the Schedules.

- c. Claims scheduled as contingent, unliquidated, disputed, undetermined in amount, or in a \$0.00 amount, for which no Proof of Claim has been filed, shall not be entitled to vote.
- d. Proofs of Claim filed for \$0.00 shall not be entitled to vote.
- e. Subject to subparagraphs (f) - (h) below, if a Claim is partially liquidated and partially unliquidated, such Claim shall be allowed for voting purposes only in the liquidated amount.
- f. If the Debtors have requested that a Claim be reclassified and/or modified to a fixed, reduced amount pursuant to an objection to such Claim, by motion or objection prior to **July 1, 2013**, such Holder's Claim shall be counted in the reduced amount requested by the Debtors and/or in the requested category, unless otherwise estimated or modified by the Court.
- g. If a creditor has requested that a Claim be reclassified and/or allowed in an estimated amount pursuant to a Rule 3018(a) Motion, then such creditor's Claim shall be counted in the amount estimated or allowed by the Court or in such other amount to which the Debtors and such creditor mutually agree.
- h. If the Debtors have requested that a Claim be expunged pursuant to an objection to such Claim, by motion or objection prior to **July 1, 2013**, such Holder's Claim shall be disallowed for voting purposes, unless otherwise estimated or allowed by the Court.
- i. Timely-filed Proofs of Claim that are filed in their entirety as contingent, unliquidated, undetermined and/or disputed shall vote in the amount of \$1.00.

15. The following shall be the procedures for temporary allowance of claims

(the "**Procedures for Temporary Allowance of Claims**"):

- a. Rule 3018(a) Motions must: (i) be made in writing, (ii) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules, (iii) set forth the name of the party asserting the Rule 3018(a) Motion, (iv) state with particularity the legal and factual bases for the Rule 3018(a) Motion, (v) be set for hearing at the Confirmation Hearing and (vi) be served by personal service, overnight delivery, first class mail or facsimile so as to be received

by the Notice Parties (as defined below) no later than the Rule 3018(a) Motion Deadline.

- b. Any party that timely files a Rule 3018(a) motion will be provided with an appropriate provisional Ballot and a pre-addressed, postage prepaid envelope within two (2) business days from the Rule 3018(a) Motion Deadline. Such parties must then return a duly-completed, properly exercised provisional ballot to the Notice and Claims Agent on or before the Voting Deadline (unless the Debtors extend the deadline in their sole discretion to facilitate a reasonable opportunity for such creditor to vote upon the Plan). This affords parties voting provisional Ballots approximately three weeks to vote on the Plan.
- c. In the event that the Debtors and such party are unable to resolve any issues raised by the Rule 3018(a) Motion, (a) the parties in interest may object to the Rule 3018(a) Motion at any time on or prior to **July 31, 2013 at 5:00 p.m. (Eastern Time)**, (b) the Notice and Claims Agent shall inform the Court at or prior to the Confirmation Hearing whether including such provisional Ballot would affect the outcome of the voting to accept or reject the respective Plan in the relevant class in which the provisional Ballot was cast and (c) the Court then shall determine whether the provisional Ballot should be counted as a vote on the Plan. Such a procedure will help ensure an efficient tabulation of Ballots to be completed accurately by the Confirmation Hearing.

16. The following shall be the voting procedures and standard assumptions in tabulating Ballots (the “**Tabulation Procedures**”):

- a. Votes Not Counted. The following Ballots will not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:
 - i. any Ballot received by the Notice and Claims Agent after the Voting Deadline, unless the Debtors (with prior notice to the Creditors’ Committee and the Second Lien Committee) shall have granted in writing an extension of the Voting Deadline with respect to such Ballot;
 - ii. any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim;
 - iii. any Ballot cast by an Entity that (A) does not hold a Claim in a Class that is entitled to vote on the Plan or (B) is not

otherwise entitled to vote pursuant to the procedures described herein;

- iv. any Ballot sent to the Debtors, the Debtors' agents and/or representatives (other than the Notice and Claims Agent) or the Debtors' financial or legal advisors;
 - v. any unsigned Ballot;
 - vi. any Ballot not received in its executed, original form;
 - vii. any Ballot that is received by the Notice and Claims Agent by facsimile or other means of electronic transmission; or
 - viii. any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
- b. Multiple Ballots. If multiple Ballots are received from the same Holder of a Claim with respect to the same claim prior to the Voting Deadline, the latest dated Ballot timely received shall count for voting purposes, subject to contrary order of the Court; provided, however, that in instances where ambiguity exists with respect to which Ballot was the latest dated, the Notice and Claims Agent has the right to contact the respective claimant to determine such claimant's intent and calculate the vote according thereto.
- c. No Vote Splitting. A Holder must vote the entirety of a Claim to either accept or reject the Plan and may not split the vote for any such Claim.
- d. Ballots Signed by Representative. If a Ballot is signed by a trustee, executor, administrator, guardian, attorney in fact or other person acting in a fiduciary or representative capacity, such person shall be required to indicate such capacity when signing the Ballot. The Debtors may request proper evidence of such representative's authority to sign the Ballot prior to accepting such Ballot.
- e. Defective Ballots. Subject to contrary order of the Court, the Debtors may, in their sole discretion but with prior notice to the Creditors' Committee, waive any defects or irregularities as to any particular Ballot at any time (including the timeliness of the submission of a Ballot), either before or after the Voting Deadline; provided, however, that:
- i. any such waivers shall be documented in the voting reports completed by the Notice and Claims Agent;

- ii. neither the Debtors, nor any other entity, will be under any duty to provide notification of such defects or irregularities other than as provided in the voting reports prepared by the Notice and Claims Agent, nor will any of them incur any liability for failure to provide such notification; and
 - iii. unless waived by the Debtors, subject to contrary order of the Court, any defects or irregularities associated with the delivery of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted.
- f. No Class Votes. If no votes to accept or reject the Plan are received with respect to a particular class, such class shall be deemed to have voted to accept the Plan.
- g. Lack of Good Faith Designation. In the event a designation for lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected by such Claim.

E. Approval of the Notice and Objection Procedures for Confirmation of the Plan

17. The form of notice of the Confirmation Hearing substantially in the form attached to the Motion as Exhibit C is hereby approved.

18. The Confirmation Hearing Notice Procedures, and the Plan Objection Procedures, as set forth in the Motion, are hereby approved.

F. Approval of the Assumption and Fixing of Cure Amounts Related to Executory Contracts and Unexpired Leases and Deadline to Object Thereto

19. The Assumption Procedures, as set forth in the Motion, are hereby approved. The Cure Notice, substantially in the form attached hereto as Exhibit H, is hereby approved.

G. Other

20. The requirements set forth in Local Bankruptcy Rule 9013-1(b) are satisfied by the contents of the Motion.

21. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

22. The Debtors and the Notice and Claims Agent are hereby authorized and empowered to take all actions necessary to implement the relief granted in this Order.

23. Nothing in the Motion or this Order, nor as a result of any payment made pursuant to this Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code or a waiver of the right of the Debtors, or shall impair the ability of the Debtors, to contest the validity and amount of any payment made pursuant to this Order.

24. Nothing in this Order shall be construed as a waiver of the right of the Debtors or any other party in interest, as applicable, to object to a proof of claim after the Voting Record Date.

25. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to this Order.

Dated: _____, 2013
New York, New York

Allan L. Gropper
United States Bankruptcy Judge

EXHIBIT B

Cover Letter

EXHIBIT B-1

Cover Letter



Eastman Kodak Company (“**Kodak**”) and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) are pleased to present the enclosed Solicitation Package for your consideration.

In the opinion of the Debtors, the Plan is preferable to the alternatives described in the enclosed Disclosure Statement. Accordingly, **the Debtors recommend that Holders of Claims entitled to vote on the Plan support confirmation of the Plan and vote to accept the Plan by timely completing and returning the enclosed ballot.**

On [●] the United States Bankruptcy Court for the District of Southern District of New York (the “**Bankruptcy Court**”) entered an order (I) approving the Disclosure Statement¹; (II) establishing a voting record date for the Plan; (III) approving solicitation packages and procedures for the distribution thereof; (IV) approving the forms of ballots; (V) establishing procedures for voting on the Plan; (VI) establishing notice and objection procedures for confirmation of the Plan; and (VII) establishing procedures for the assumption and/or assignment of executory contracts and unexpired leases under the Plan (the “**Solicitation Procedures Order**”).

You have received this letter and the enclosed materials because you are entitled to vote on the *Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (the “Plan”) as indicated in the Ballot that has been provided to you with this letter.

The enclosed materials constitute the Debtors’ “**Solicitation Package**” and consist of the following:

- a. this cover letter;
- b. the Confirmation Hearing Notice;
- c. a Ballot or Master Ballot, as appropriate, together with a pre-addressed, postage prepaid return envelope;
- d. the approved *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (with the Plan annexed thereto and other exhibits) in electronic format on a CD-ROM provided, however, that the Plan Supplement is not enclosed in this letter. The Plan Supplement will be filed with the Bankruptcy Court by no later than July 24, 2013. The Plan Supplement will be available at the Notice and Claim Agent’s website at www.kcellc.net/kodak. If you wish to obtain a copy of the Plan Supplement you may contact the Notice and Claims Agent (a) by writing to kodakinfo@kcellc.com or Kodak Balloting Center, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Ave., El Segundo, California 90245; or (b) by calling (888) 249-2721;

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

- e. the entered Solicitation Procedures Order (without exhibits) in electronic format on a CD-ROM; and
- f. a letter from the Creditors' Committee.

The materials in the Solicitation Package are intended to be self-explanatory. If you have any questions, however, please feel free to contact the Debtors' Notice and Claims Agent (a) by writing to kodakinfo@kccllc.com or Kodak Balloting Center, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Ave., El Segundo, California 90245; or (b) by calling (888) 249-2721.

EXHIBIT B-2

Cover Letter for Gallery Customers



Eastman Kodak Company (“**Kodak**”) and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) are pleased to present the enclosed Solicitation Package for your consideration.

In the opinion of the Debtors, the Plan is preferable to the alternatives described in the enclosed Disclosure Statement. Accordingly, **the Debtors recommend that Holders of Claims entitled to vote on the Plan support confirmation of the Plan and vote to accept the Plan by timely completing and returning the enclosed ballot (if applicable).**

On [●] the United States Bankruptcy Court for the District of Southern District of New York (the “**Bankruptcy Court**”) entered an order (I) approving the Disclosure Statement¹; (II) establishing a voting record date for the Plan; (III) approving solicitation packages and procedures for the distribution thereof; (IV) approving the forms of ballots; (V) establishing procedures for voting on the Plan; (VI) establishing notice and objection procedures for confirmation of the Plan; and (VII) establishing procedures for the assumption and/or assignment of executory contracts and unexpired leases under the Plan (the “**Solicitation Procedures Order**”).

You have received this letter and the enclosed materials because you are entitled to vote on the *Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (the “Plan”) as indicated in the Ballot that has been provided to you with this letter.

The enclosed materials constitute the Debtors’ “**Solicitation Package**” and consist of the following:

- a. this cover letter in electronic format;
- b. the Confirmation Hearing Notice;
- c. if you are entitled to vote, a Ballot (a pre-addressed, postage prepaid return envelope will be available upon request to Kurtzman Carson Consultants, contact information below);
- d. the approved *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (with the Plan annexed thereto and other exhibits) in electronic format provided, however, that the Plan Supplement is not enclosed in this letter. The Plan Supplement will be filed with the Bankruptcy Court by no later than July 24, 2013. The Plan Supplement will be available at the Notice and Claim Agent’s

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

website at www.kccllc.net/kodak. If you wish to obtain a copy of the Plan Supplement you may contact the Notice and Claims Agent (a) by writing to kodakinfo@kccllc.com or Kodak Balloting Center, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Ave., El Segundo, California 90245; or (b) by calling (888) 249-2721;

- g. the entered Solicitation Procedures Order (without exhibits) in electronic format; and
- h. a letter from the Creditors' Committee in electronic format.

The materials in the Solicitation Package are intended to be self-explanatory. If you have any questions, however, please feel free to contact the Debtors' Notice and Claims Agent (a) by writing to kodakinfo@kccllc.com or Kodak Balloting Center, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Ave., El Segundo, California 90245; or (b) by calling (888) 249-2721.

Exhibit C
Confirmation Hearing Notice

Andrew C. Dreier
Michael H. Torkin
Brian D. Glueckstein
Mark U. Schneiderman
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588
Counsel to the Debtors and Debtors in Possession
**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
EASTMAN KODAK COMPANY, <i>et al.</i> , ¹	)	Case No. 12-10202 (ALG)
Debtors.	)	(Jointly Administered)

**NOTICE OF HEARING TO CONSIDER CONFIRMATION OF DEBTORS’ JOINT
CHAPTER 11 PLAN OF REORGANIZATION**

PLEASE TAKE NOTICE that on [●], 2013, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) entered an order (I) approving the Disclosure Statement²; (II) establishing a voting record date for the Plan; (III) approving solicitation packages and procedures for the distribution thereof; (IV) approving the forms of ballots; (V) establishing procedures for voting on the Plan; (VI) establishing notice and objection procedures for confirmation of the Plan; and (VII) establishing procedures for the assumption and/or assignment of executory contracts and unexpired leases under the Plan (the “**Order**”).

PLEASE TAKE FURTHER NOTICE that the Court will consider confirmation of the Plan at a hearing (the “**Confirmation Hearing**”) to commence on **August 9, 2013 at 11:00 a.m. (Eastern Time)**, before the Honorable Allan L. Gropper, Bankruptcy Judge of the Bankruptcy Court, One Bowling Green, New York, NY 10004.

PLEASE BE ADVISED THAT THE CONFIRMATION HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE DEBTORS WITHOUT FURTHER NOTICE OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors’ corporate headquarters is: 343 State Street, Rochester, NY 14650.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Debtors’ *Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (as may be amended, modified or supplemented, including the Plan Supplement and all other exhibits and schedules, the “**Plan**”) [Docket No. 3650].

PLEASE TAKE FURTHER NOTICE that objections to the Plan, if any, must conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and must be filed electronically with the Court on the docket of *In re Eastman Kodak Company*, Case No. 12-10202 (ALG), pursuant to the Court's General Order M-399 (available at <http://www.nysb.uscourts.gov/orders/m399.pdf>), by registered users of the Court's case filing system and by all other parties in interest on a 3.5 inch disc, preferably in portable document format, Microsoft Word or any other Windows-based word processing format and served by U.S. mail, overnight delivery, hand delivery or, with the exception of the Court and the United States Trustee, facsimile upon each of the following (collectively, the "**Notice Parties**"): (a) the Chambers of the Honorable Allan L. Gropper, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004; (b) the Debtors and their counsel (Sullivan & Cromwell LLP, Attn: Andrew G. Dietderich, Michael H. Torkin and Mark U. Schneiderman, 125 Broad Street, New York, NY 10004); (c) Milbank, Tweed, Hadley & McCloy LLP, counsel to the Official Committee of Unsecured Creditors (Attn: Dennis F. Dunne, Tyson M. Lomazow and Brian Kinney, 1 Chase Manhattan Plaza, New York, NY 10005); (d) Haskell Slaughter Young & Rediker LLC, counsel to the Official Committee of Retired Employees (Attn: R. Scott Williams and Jennifer B. Kimble, 2001 Park Place, Suite 1400, Birmingham, AL 35203); (e) Davis Polk & Wardwell LLP, counsel to Citicorp North America, Inc., as agent for the Debtors' post-petition secured lenders (Attn: Brian M. Resnick, 450 Lexington Avenue, New York, NY 10017); (f) Akin Gump Strauss Hauer & Feld LLP, counsel to the Ad Hoc Committee of Second Lien Noteholders and the lead lenders to the Debtors' supplemental post-petition secured financing (Attn: Michael S. Stamer & Meredith A. Lahaie, One Bryant Park, New York, NY 10036; James Savin, 1333 New Hampshire Avenue, N.W., Washington, DC 20036); (g) Covington & Burling LLP, counsel to Wilmington Trust, National Association, as agent for the Debtors' supplemental post-petition secured lenders (Attn: Ronald Hewitt, 620 Eighth Avenue, New York, NY 10018), so as to be actually received no later than **July 31, 2013 at 4:00 p.m. (Eastern Time)**. Only those objections that are timely filed, served and received will be considered at the Confirmation Hearing. A hard copy of any objection also must be delivered via first class mail to the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, by the objection deadline.

PLEASE BE ADVISED THAT ARTICLE 12 OF THE PLAN CONTAINS RELEASE, EXCULPATION AND INJUNCTION PROVISIONS. YOU SHOULD REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MAY BE AFFECTED THEREUNDER.

PLEASE TAKE FURTHER NOTICE that if you have any questions regarding the procedures and requirements for voting on the Plan or would like to obtain additional solicitation materials (other than Ballots), or paper copies of solicitation materials, you may contact the Debtors' Notice and Claims Agent (a) at its website at <http://www.kccllc.net/kodak>; (b) by writing to kodakinfo@kccllc.com or Kodak Balloting Center, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Ave., El Segundo, CA 90245; or (c) by calling (888) 249-2721. Please be advised that the Notice and Claims Agent is authorized to answer questions about, and provide additional copies of, solicitation materials but may not advise you as to whether you should vote to accept or reject the Plan. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <https://ecf.nysb.uscourts.gov/>.

PLEASE TAKE FURTHER NOTICE that the Debtors will file with the Court a supplement to the Plan (the "**Plan Supplement**") at least seven business days prior to the Voting Deadline. The Plan Supplement will also be available on the Notice and Claims Agent Website, <http://kccllc.net/kodak>.

**THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST AND
INTERESTS IN THE DEBTORS TO THE FULLEST EXTENT PERMITTED UNDER
APPLICABLE LAW.**

Dated: June [●], 2013
New York, New York

Andrew G. Dietderich
Brian D. Glueckstein
Michael H. Torkin
Mark U. Schneiderman
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588

**IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE,
PLEASE CONTACT THE RESTRUCTURING HOTLINE AT (888) 249-2721**

Exhibit D
Unimpaired Creditor Notice

Andrew G. Dietderich
Michael H. Torkin
Brian D. Glueckstein
Mark U. Schneiderman
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588
Counsel to the Debtors and
Debtors in Possession

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

)	
	)	Chapter 11
In re:)	
EASTMAN KODAK COMPANY, <i>et al.</i> , ¹	)	Case No. 12-10202 (ALG)
Debtors.)	
	)	(Jointly Administered)

**NOTICE OF NON-VOTING STATUS TO HOLDERS OF UNIMPAIRED CLAIMS
CONCLUSIVELY PRESUMED TO ACCEPT THE PLAN**

PLEASE TAKE NOTICE that on [●], the United States Bankruptcy Court for the District of Southern District of New York (the “**Bankruptcy Court**”) entered an order (I) approving the Disclosure Statement²; (II) establishing a voting record date for the Plan; (III) approving solicitation packages and procedures for the distribution thereof; (IV) approving the forms of ballots; (V) establishing procedures for voting on the Plan; (VI) establishing notice and objection procedures for confirmation of the Plan; and (VII) establishing procedures for the assumption and/or assignment of executory contracts and unexpired leases under the Plan (the “**Order**”).

PLEASE TAKE FURTHER NOTICE that because of the nature and treatment of your Claim under the Plan, **you are not entitled to vote on the Plan**. Your Claim (as currently asserted against the Debtors) is unimpaired under the Plan within the meaning of section 1124 of the Bankruptcy Code. As a Holder of an unimpaired Claim, you are conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors’ corporate headquarters is: 343 State Street, Rochester, NY 14650.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Debtors’ *Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (as may be amended, modified or supplemented, including the Plan Supplement and all other exhibits and schedules, the “**Plan**”) [Docket No. 3650].

PLEASE TAKE FURTHER NOTICE that notwithstanding this notice of non-voting status, you have the right to (a) contest your non-voting status and (b) object to confirmation of the Plan.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court will consider confirmation of the Plan at a hearing (the “**Confirmation Hearing**”) to commence on **August 9, 2013 at 11:00 a.m. (Eastern Time)**, before the Honorable Allan L. Gropper, Bankruptcy Judge of the Bankruptcy Court, One Bowling Green, New York, New York 10004.

PLEASE BE ADVISED THAT THE CONFIRMATION HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE DEBTORS **WITHOUT FURTHER NOTICE** OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT.

PLEASE TAKE FURTHER NOTICE that objections to the Plan, if any, must conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and must be filed electronically with the Bankruptcy Court on the docket of *In re Eastman Kodak Company*, Case No. 12-10202 (ALG), pursuant to the Bankruptcy Court’s General Order M-399 (available at <http://www.nysb.uscourts.gov/orders/m399.pdf>), by registered users of the Bankruptcy Court’s case filing system and by all other parties in interest on a 3.5 inch disc, preferably in portable document format, Microsoft Word or any other Windows-based word processing format and served by U.S. mail, overnight delivery, hand delivery or, with the exception of the Court and the United States Trustee, facsimile upon each of the following: (a) the Chambers of the Honorable Allan L. Gropper, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004; (b) the Debtors and their counsel (Sullivan & Cromwell LLP, Attn: Andrew G. Dietderich, Michael H. Torkin and Mark U. Schneiderman, 125 Broad Street, New York, NY 10004); (c) Milbank, Tweed, Hadley & McCloy LLP, counsel to the Official Committee of Unsecured Creditors (Attn: Dennis F. Dunne, Tyson M. Lomazow and Brian Kinney, 1 Chase Manhattan Plaza, New York, NY 10005); (d) Haskell Slaughter Young & Rediker LLC, counsel to the Official Committee of Retired Employees (Attn: R. Scott Williams and Jennifer B. Kimble, 2001 Park Place, Suite 1400, Birmingham, AL 35203); (e) Davis Polk & Wardwell LLP, counsel to Citicorp North America, Inc., as agent for the Debtors’ post-petition secured lenders (Attn: Brian M. Resnick, 450 Lexington Avenue, New York, NY 10017); (f) Akin Gump Strauss Hauer & Feld LLP, counsel to the Ad Hoc Committee of Second Lien Noteholders and the lead lenders to the Debtors’ supplemental post-petition secured financing (Attn: Michael S. Stamer & Meredith A. Lahaie, One Bryant Park, New York, NY 10036; James Savin, 1333 New Hampshire Avenue, N.W., Washington, DC 20036); (g) Covington & Burling LLP, counsel to Wilmington Trust, National Association, as agent for the Debtors’ supplemental post-petition secured lenders (Attn: Ronald Hewitt, 620 Eighth Avenue, New York, NY 10018), so as to be actually received no later than **July 31, 2013 at 4:00 p.m. (Eastern Time)**. A hard copy of any objection also must be delivered via first class mail to the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, by the objection deadline. Only those objections that are timely filed, served and received will be considered at the Confirmation Hearing.

PLEASE TAKE FURTHER NOTICE that if you have any question regarding your Claim or the procedures for objecting to the Plan or would like to obtain copies of the Disclosure Statement, Plan or other solicitation materials (excluding Ballots), you may contact the Debtors’ Notice and Claims Agent (a) at its website at www.kccllc.net/kodak; (b) by writing to kodakinfo@kccllc.com or Kodak Balloting Center, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Ave., El Segundo, California 90245; or (c) by calling (888) 249-2721. Please be advised that the Notice and Claims Agent is authorized solely to answer questions about, and provide additional copies of, solicitation materials. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <http://https://ecf.nysb.uscourts.gov>

Dated: June [●], 2013
New York, New York

Andrew G. Dietderich
Brian D. Glueckstein
Michael H. Torkin
Mark U. Schneiderman
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588

**IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE,
PLEASE CONTACT THE RESTRUCTURING HOTLINE AT (888) 249-2721**

Exhibit E
Notice of Non-Voting Status for Classes Deemed to Reject the Plan

Andrew G. Dietderich
Michael H. Torkin
Brian D. Glueckstein
Mark U. Schneiderman
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588
Counsel to the Debtors and
Debtors in Possession

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

)	
	)	Chapter 11
In re:)	
EASTMAN KODAK COMPANY, <i>et al.</i> , ¹	)	Case No. 12-10202 (ALG)
Debtors.)	
	)	(Jointly Administered)
)	

**NOTICE OF NON-VOTING STATUS TO HOLDERS OF IMPAIRED CLAIMS
AND EQUITY INTERESTS CONCLUSIVELY PRESUMED TO REJECT THE PLAN**

PLEASE TAKE NOTICE that on [●], the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) entered an order (I) approving the Disclosure Statement²; (II) establishing a voting record date for the Plan; (III) approving solicitation packages and procedures for the distribution thereof; (IV) approving the forms of ballots; (V) establishing procedures for voting on the Plan; (VI) establishing notice and objection procedures for confirmation of the Plan; and (VII) establishing procedures for the assumption and/or assignment of executory contracts and unexpired leases under the Plan (the “**Order**”).

PLEASE TAKE FURTHER NOTICE that because of the nature and treatment of your Claim or Equity Interest under the Plan, **you are not entitled to vote on the Plan**. As a Holder of a Claim or an Equity Interest (as currently asserted against the Debtors) that is receiving no distribution under the Plan,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors’ corporate headquarters is: 343 State Street, Rochester, NY 14650.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Debtors’ *Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (as may be amended, modified or supplemented, including the Plan Supplement and all other exhibits and schedules, the “**Plan**”) [Docket No. 3650].

you are conclusively deemed to reject the Plan pursuant to section 1126(g) of the Bankruptcy Code and are therefore not entitled to vote on the Plan.

PLEASE TAKE FURTHER NOTICE that notwithstanding this notice of non-voting status, you have the right to (a) contest your non-voting status and (b) object to confirmation of the Plan.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court will consider confirmation of the Plan at a hearing (the “**Confirmation Hearing**”) to commence on **August 9, 2013 at 11:00 a.m. (Eastern Time)**, before the Honorable Allan L. Gropper, Bankruptcy Judge of the Bankruptcy Court, One Bowling Green, New York, New York 10004.

PLEASE BE ADVISED THAT THE CONFIRMATION HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE DEBTORS WITHOUT FURTHER NOTICE OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT.

PLEASE TAKE FURTHER NOTICE that Article 12 of the Plan contains release, exculpation and injunction provisions. You should review and consider the Plan carefully because your rights may be affected thereunder.

PLEASE TAKE FURTHER NOTICE that objections to the Plan, if any, must conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and must be filed electronically with the Bankruptcy Court on the docket of *In re Eastman Kodak Company*, Case No. 12-10202 (ALG), pursuant to the Bankruptcy Court’s General Order M-399 (available at <http://www.nysb.uscourts.gov/orders/m399.pdf>), by registered users of the Bankruptcy Court’s case filing system and by all other parties in interest on a 3.5 inch disc, preferably in portable document format, Microsoft Word or any other Windows-based word processing format and served by U.S. mail, overnight delivery, hand delivery or, with the exception of the Court and the United States Trustee, facsimile upon each of the following: (a) the Chambers of the Honorable Allan L. Gropper, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004; (b) the Debtors and their counsel (Sullivan & Cromwell LLP, Attn: Andrew G. Dietderich, Michael H. Torkin and Mark U. Schneiderman, 125 Broad Street, New York, NY 10004); (c) Milbank, Tweed, Hadley & McCloy LLP, counsel to the Official Committee of Unsecured Creditors (Attn: Dennis F. Dunne, Tyson M. Lomazow and Brian Kinney, 1 Chase Manhattan Plaza, New York, NY 10005); (d) Haskell Slaughter Young & Rediker LLC, counsel to the Official Committee of Retired Employees (Attn: R. Scott Williams and Jennifer B. Kimble, 2001 Park Place, Suite 1400, Birmingham, AL 35203); (e) Davis Polk & Wardwell LLP, counsel to Citicorp North America, Inc., as agent for the Debtors’ post-petition secured lenders (Attn: Brian M. Resnick, 450 Lexington Avenue, New York, NY 10017); (f) Akin Gump Strauss Hauer & Feld LLP, counsel to the Ad Hoc Committee of Second Lien Noteholders and the lead lenders to the Debtors’ supplemental post-petition secured financing (Attn: Michael S. Stamer & Meredith A. Lahaie, One Bryant Park, New York, NY 10036; James Savin, 1333 New Hampshire Avenue, N.W., Washington, DC 20036); (g) Covington & Burling LLP, counsel to Wilmington Trust, National Association, as agent for the Debtors’ supplemental post-petition secured lenders (Attn: Ronald Hewitt, 620 Eighth Avenue, New York, NY 10018), so as to be actually received no later than **July 31, 2013 at 4:00 p.m. (Eastern Time)**. A hard copy of any objection also must be delivered via first class mail to the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, by the objection deadline. Only those objections that are timely filed, served and received will be considered at the Confirmation Hearing.

PLEASE TAKE FURTHER NOTICE that if you have any question regarding your Claim or the procedures for objecting to the Plan or would like to obtain copies of the Disclosure Statement, Plan

or other solicitation materials (excluding Ballots), you may contact the Debtors' Notice and Claims Agent (a) at its website at www.kccllc.net/kodak; (b) by writing to kodakinfo@kccllc.com or Kodak Balloting Center, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Ave., El Segundo, California 90245; or (c) by calling (888) 249-2721. Please be advised that the Notice and Claims Agent is authorized solely to answer questions about, and provide additional copies of, solicitation materials. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <http://https://ecf.nysb.uscourts.gov>.

Dated: June [●], 2013
New York, New York

Andrew G. Dietderich
Brian D. Glueckstein
Michael H. Torkin
Mark U. Schneiderman
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588

**IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE,
PLEASE CONTACT THE RESTRUCTURING HOTLINE AT (888) 249-2721**

Exhibit F
Ballots

Ballots

Class	Claims and Equity Interests	EXHIBIT
4	General Unsecured Claims	F-1
5	KPP Claims	F-2
6	Retiree Settlement Unsecured Claim	F-3
7	Convenience Claims	F-4
8	Subsidiary Convenience Claims	F-5

EXHIBIT F-1
General Unsecured Claims Ballots

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	)	Chapter 11
)	
EASTMAN KODAK COMPANY, <i>et al.</i> , ¹	)	Case No. 12-10202 (ALG)
)	
Debtors.	)	(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE
PROPOSED JOINT CHAPTER 11 PLAN OF REORGANIZATION OF
EASTMAN KODAK COMPANY AND ITS DEBTOR AFFILIATES**

**CLASS 4
GENERAL UNSECURED CLAIMS**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS
BALLOT.**

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT IT
IS ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE
JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME) (THE “VOTING DEADLINE”).**

Eastman Kodak Company (“**Kodak**”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) are soliciting votes with respect to the Debtors’ proposed *Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (as may be amended, modified or supplemented, including the Plan Supplement and all other exhibits and schedules, the “**Plan**”) [Docket No. 3650] as set forth in the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified or supplemented, the “**Disclosure Statement**”) [Docket No. 3651]. The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●], 2013 (the “**Solicitation Procedures Order**”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors’ corporate headquarters is: 343 State Street, Rochester, NY 14650.

You are receiving this Ballot because our records indicate that you are a holder of a General Unsecured Claims in Class 4 as of June 13, 2013 (the “**Record Date**”). Accordingly, you have a right to vote to accept or reject the Plan. The Plan and Disclosure Statement accompany this Ballot on the enclosed CD-ROM.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to **Kurtzman Carson Consultants LLC, Attn: Kodak Balloting Center, 2335 Alaska Avenue, El Segundo, California 90245, so that it is received by the Voting Deadline.**

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Notice and Claims Agent **immediately** at:

Kodak Balloting Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (888) 249-2721

IMPORTANT

You should carefully review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 4 – General Unsecured Claims – under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If your vote is not received by the Notice and Claims Agent, Kurtzman Carson Consultants LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

VOTING DEADLINE: JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME).

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Record Date, June 13, 2013, the undersigned was the holder of General Unsecured Claims in Class 4 in the following amount:

\$ _____

The preprinted amount of your Claim as set forth above controls for voting purposes only and is without prejudice to your rights or the rights of the Debtors in respect of the amount and classification of your Claim that is ultimately Allowed for purposes of distribution under the Plan, all of which are expressly reserved.

Item 2. Vote on Plan.

The holder of the Class 4 General Unsecured Claims set forth in Item 1 votes to (please check one):

<input type="checkbox"/> <u>ACCEPT</u> (vote FOR) the Plan	<input type="checkbox"/> <u>REJECT</u> (vote AGAINST) the Plan <input type="checkbox"/> Opt-Out. The undersigned elects <u>not</u> to grant the releases contained in Article 12 of the Plan.
---	---

Item 3. Optional Release Opt-Out Election.

Check the Opt-Out box above if you elect **not** to grant the releases in Article 12 of the Plan. You may **not** check this box if you have voted to accept the Plan. If you submit your Ballot without this box checked, you will be deemed to consent to the releases set forth in Article 12 of the Plan to the fullest extent permitted by the applicable law.

Item 4. Optional Election to be Treated as a Class 7 Convenience Claim.

Check this box if you elect to have your Class 4 General Unsecured Claim reduced to an amount not to exceed \$10,000 and to have your Claim treated as a Class 7 Convenience Claim. By checking the box below, you irrevocably elect and consent to have your Claim Allowed in an amount not to exceed \$10,000, and thereby will receive payment in cash in an amount equal to [●]% of your claim not to exceed \$[●].

- The undersigned holder of a General Unsecured Claim elects to have the General Unsecured Claim to which this Ballot pertains treated as a Convenience Claim and acknowledges that any valid Claim to which this Ballot pertains shall be Allowed in an amount not to exceed \$10,000.

**THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST AND
INTERESTS IN THE DEBTORS TO THE FULLEST EXTENT PERMITTED UNDER
APPLICABLE LAW.**

Item 5. Certifications.

- (a) By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors: that either: (i) the entity is the holder of the Claims in Class 4 being voted or (ii) the entity is an authorized signatory for an entity that is a holder of the Claims in Class 4 being voted;
- (b) that the entity has received a copy of the Disclosure Statement as part of the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein; and
- (c) that no other Ballots with respect to the amount of the Claims in Class 4 identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

[SIGNATURE PAGE FOLLOWS]

Name of Holder:	_____
	(Print or type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____

Phone Number (optional)	_____
E-mail (optional):	_____
Date Completed:	_____

**PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND
RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED, OR BY
FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:**

**Kodak Balloting Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS
AGENT ON OR BEFORE: JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME).**

CLASS 4 — GENERAL UNSECURED CLAIMS

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot.
2. The Bankruptcy Court may confirm the Plan and thereby bind you. Please review the Disclosure Statement for more information.
3. **To ensure that your vote is counted, you must:** (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope so that it is **actually received** by the Notice and Claims Agent on or before the Voting Deadline, which is **July 31, 2013 at 8:00 p.m. (Eastern Time)**.
4. If a Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it may not be counted. Additionally, the following Ballots will **NOT** be counted:
 - any Ballot that partially rejects and partially accepts the Plan;
 - Ballots sent to any Debtor entities, the Debtor's agents (other than the Notice and Claims Agent) or the Debtor's financial or legal advisors;
 - Ballots sent by facsimile, e-mail or any other electronic means;
 - any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - any Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - any unsigned Ballot; and/or
 - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan.
5. The method of delivery of Ballots to the Notice and Claims Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed Ballot.
6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.

7. After the Voting Deadline, no Ballot may be withdrawn or modified without the prior consent of the Debtors.
8. You must vote the entirety of any Claim either to accept or reject the Plan and may not split your vote for any such Claim.
9. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Notice and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
10. This Ballot does not constitute, and shall not be deemed to be (a) a proof of Claim or (b) an assertion or admission of a Claim.
11. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
12. If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claim(s) indicated on that Ballot, so please complete and return each Ballot you receive.

PLEASE RETURN YOUR BALLOT PROMPTLY.

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (888) 249-2721.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT ACTUALLY RECEIVE
THIS BALLOT ON OR BEFORE JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME)
YOUR VOTE MAY NOT BE COUNTED.**

EXHIBIT F-2
KPP Claims Ballots

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

EASTMAN KODAK COMPANY, *et al.*,¹

Debtors.

) Chapter 11

) Case No. 12-10202 (ALG)

) (Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE
PROPOSED JOINT CHAPTER 11 PLAN OF REORGANIZATION OF
EASTMAN KODAK COMPANY AND ITS DEBTOR AFFILIATES**

**CLASS 5
KPP CLAIMS**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS
BALLOT.**

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT IT
IS ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE
JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME) (THE “VOTING DEADLINE”).**

Eastman Kodak Company (“**Kodak**”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) are soliciting votes with respect to the Debtors’ proposed *Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (as may be amended, modified or supplemented, including the Plan Supplement and all other exhibits and schedules, the “**Plan**”) [Docket No. 3650] as set forth in the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified or supplemented, the “**Disclosure Statement**”) [Docket No. 3651]. The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●], 2013 (the “**Solicitation Procedures Order**”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors’ corporate headquarters is: 343 State Street, Rochester, NY 14650.

capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot because our records indicate that you are a holder of a KPP Claim in Class 5 as of June 13, 2013 (the “**Record Date**”). Accordingly, you have a right to vote to accept or reject the Plan. The Plan and Disclosure Statement accompany this Ballot on the enclosed CD-ROM.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to **Kurtzman Carson Consultants LLC, Attn: Kodak Balloting Center, 2335 Alaska Avenue, El Segundo, California 90245, so that it is received by the Voting Deadline.**

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Notice and Claims Agent **immediately** at:

Kodak Balloting Center c/o Kurtzman Carson Consultants LLC 2335 Alaska Avenue El Segundo, California 90245 Telephone: (888) 249-2721
--

IMPORTANT

You should carefully review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 5 – KPP Claims – under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If your vote is not received by the Notice and Claims Agent, Kurtzman Carson Consultants LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

VOTING DEADLINE: JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME).

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Record Date, June 13, 2013, the undersigned was the holder of KPP Claims in Class 5 in the following amount:

\$ _____

The preprinted amount of your Claim as set forth above controls for voting purposes only and is without prejudice to your rights or the rights of the Debtors in respect of the amount and classification of your Claim that is ultimately Allowed for purposes of distribution under the Plan, all of which are expressly reserved.

Item 2. Vote on Plan.

The holder of the Class 5 KPP Claims set forth in Item 1 votes to (please check one):

<input type="checkbox"/> <u>ACCEPT</u> (vote FOR) the Plan	<input type="checkbox"/> <u>REJECT</u> (vote AGAINST) the Plan <input type="checkbox"/> Opt-Out. The undersigned elects <u>not</u> to grant the releases contained in Article 12 of the Plan.
---	---

Item 3. Optional Release Opt-Out Election.

Check the Opt-Out box above if you elect **not** to grant the releases in Article 12 of the Plan. You may **not** check this box if you have voted to accept the Plan. If you submit your Ballot without this box checked, you will be deemed to consent to the releases set forth in Article 12 of the Plan to the fullest extent permitted by the applicable law.

THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS TO THE FULLEST EXTENT PERMITTED UNDER APPLICABLE LAW.
--

Item 4. Certifications.

- (a) By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors: that either: (i) the entity is the holder of the Claims in Class 5 being voted or (ii) the entity is an authorized signatory for an entity that is a holder of the Claims in Class 5 being voted;
- (b) that the entity has received a copy of the Disclosure Statement as part of the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein; and

- (c) that no other Ballots with respect to the amount of the Claims in Class 5 identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Name of Holder:	_____
	(Print or type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____

Phone Number (optional)	_____
E-mail (optional):	_____
Date Completed:	_____

**PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND
RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED, OR BY
FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:**

**Kodak Balloting Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS
AGENT ON OR BEFORE: JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME).**

CLASS 5 — KPP CLAIMS

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot.
2. The Bankruptcy Court may confirm the Plan and thereby bind you. Please review the Disclosure Statement for more information.
3. **To ensure that your vote is counted, you must:** (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope so that it is **actually received** by the Notice and Claims Agent on or before the Voting Deadline, which is **July 31, 2013 at 8:00 p.m. (Eastern Time)**.
4. If a Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it may not be counted. Additionally, the following Ballots will **NOT** be counted:
 - any Ballot that partially rejects and partially accepts the Plan;
 - Ballots sent to any Debtor entities, the Debtor's agents (other than the Notice and Claims Agent) or the Debtor's financial or legal advisors;
 - Ballots sent by facsimile, e-mail or any other electronic means;
 - any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - any Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - any unsigned Ballot; and/or
 - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan.
5. The method of delivery of Ballots to the Notice and Claims Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed Ballot.
6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.

7. After the Voting Deadline, no Ballot may be withdrawn or modified without the prior consent of the Debtors.
8. You must vote the entirety of any Claim either to accept or reject the Plan and may not split your vote for any such Claim.
9. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Notice and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
10. This Ballot does not constitute, and shall not be deemed to be (a) a proof of Claim or (b) an assertion or admission of a Claim.
11. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
12. If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claim(s) indicated on that Ballot, so please complete and return each Ballot you receive.

PLEASE RETURN YOUR BALLOT PROMPTLY.

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (888) 249-2721.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT ACTUALLY RECEIVE
THIS BALLOT ON OR BEFORE JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME)
YOUR VOTE MAY NOT BE COUNTED.**

EXHIBIT F-3
Retiree Settlement Unsecured Claim Ballots

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	)	Chapter 11
)	
EASTMAN KODAK COMPANY, <i>et al.</i> , ¹	)	Case No. 12-10202 (ALG)
)	
Debtors.	)	(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE
PROPOSED JOINT CHAPTER 11 PLAN OF REORGANIZATION OF
EASTMAN KODAK COMPANY AND ITS DEBTOR AFFILIATES**

**CLASS 6
RETIREE SETTLEMENT UNSECURED CLAIMS**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS
BALLOT.**

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT IT
IS ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE
JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME) (THE “VOTING DEADLINE”).**

Eastman Kodak Company (“**Kodak**”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) are soliciting votes with respect to the Debtors’ proposed *Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (as may be amended, modified or supplemented, including the Plan Supplement and all other exhibits and schedules, the “**Plan**”) [Docket No. 3650] as set forth in the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified or supplemented, the “**Disclosure Statement**”) [Docket No. 3651]. The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●], 2013 (the “**Solicitation Procedures Order**”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors’ corporate headquarters is: 343 State Street, Rochester, NY 14650.

capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot because our records indicate that you are a holder of a Retiree Settlement Unsecured Claim in Class 6 as of June 13, 2013 (the “**Record Date**”). Accordingly, you have a right to vote to accept or reject the Plan. The Plan and Disclosure Statement accompany this Ballot on the enclosed CD-ROM.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to **Kurtzman Carson Consultants LLC, Attn: Kodak Balloting Center, 2335 Alaska Avenue, El Segundo, California 90245, so that it is received by the Voting Deadline.**

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Notice and Claims Agent **immediately** at:

Kodak Balloting Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (888) 249-2721

IMPORTANT

You should carefully review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 6 – Retiree Settlement Unsecured Claims – under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If your vote is not received by the Notice and Claims Agent, Kurtzman Carson Consultants LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

VOTING DEADLINE: JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME).

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Record Date, June 13, 2013, the undersigned was the holder of Retiree Settlement Unsecured Claim in Class 6 in the following amount:

\$ _____

The preprinted amount of your Claim as set forth above controls for voting purposes only and is without prejudice to your rights or the rights of the Debtors in respect of the amount and classification of your Claim that is ultimately Allowed for purposes of distribution under the Plan, all of which are expressly reserved.

Item 2. Vote on Plan.

The holder of the Class 6 Retiree Settlement Unsecured Claims set forth in Item 1 votes to (please check one):

<input type="checkbox"/> <u>ACCEPT</u> (vote FOR) the Plan	<input type="checkbox"/> <u>REJECT</u> (vote AGAINST) the Plan <input type="checkbox"/> Opt-Out. The undersigned elects <u>not</u> to grant the releases contained in Article 12 of the Plan.
---	---

Item 3. Optional Release Opt-Out Election.

Check the Opt-Out box above if you elect **not** to grant the releases in Article 12 of the Plan. You may **not** check this box if you have voted to accept the Plan. If you submit your Ballot without this box checked, you will be deemed to consent to the releases set forth in Article 12 of the Plan to the fullest extent permitted by the applicable law.

THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS TO THE FULLEST EXTENT PERMITTED UNDER APPLICABLE LAW.
--

Item 4. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (a) that either: (i) the entity is the holder of the Claims in Class 6 being voted or (ii) the entity is an authorized signatory for an entity that is a holder of the Claims in Class 6 being voted;
- (b) that the entity has received a copy of the Disclosure Statement as part of the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein; and

- (c) that no other Ballots with respect to the amount of the Claims in Class 6 identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Name of Holder:	_____
	(Print or type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____

Phone Number (optional)	_____
E-mail (optional):	_____
Date Completed:	_____

**PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND
RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED, OR BY
FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:**

**Kodak Balloting Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS
AGENT ON OR BEFORE: JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME).**

CLASS 6 — RETIREE SETTLEMENT UNSECURED CLAIMS

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot.
2. The Bankruptcy Court may confirm the Plan and thereby bind you. Please review the Disclosure Statement for more information.
3. **To ensure that your vote is counted, you must:** (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope so that it is **actually received** by the Notice and Claims Agent on or before the Voting Deadline, which is **July 31, 2013 at 8:00 p.m. (Eastern Time)**.
4. If a Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it may not be counted. Additionally, the following Ballots will **NOT** be counted:
 - any Ballot that partially rejects and partially accepts the Plan;
 - Ballots sent to any Debtor entities, the Debtor's agents (other than the Notice and Claims Agent) or the Debtor's financial or legal advisors;
 - Ballots sent by facsimile, e-mail or any other electronic means;
 - any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - any Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - any unsigned Ballot; and/or
 - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan.
5. The method of delivery of Ballots to the Notice and Claims Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed Ballot.
6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.

7. After the Voting Deadline, no Ballot may be withdrawn or modified without the prior consent of the Debtors.
8. You must vote the entirety of any Claim either to accept or reject the Plan and may not split your vote for any such Claim.
9. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Notice and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
10. This Ballot does not constitute, and shall not be deemed to be (a) a proof of Claim or (b) an assertion or admission of a Claim.
11. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
12. If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claim(s) indicated on that Ballot, so please complete and return each Ballot you receive.

PLEASE RETURN YOUR BALLOT PROMPTLY.

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (888) 249-2721.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT ACTUALLY RECEIVE
THIS BALLOT ON OR BEFORE JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME)
YOUR VOTE MAY NOT BE COUNTED.**

EXHIBIT F-4
Convenience Claims Ballots

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	)	Chapter 11
)	
EASTMAN KODAK COMPANY, <i>et al.</i> , ¹	)	Case No. 12-10202 (ALG)
)	
Debtors.	)	(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE
PROPOSED JOINT CHAPTER 11 PLAN OF REORGANIZATION OF
EASTMAN KODAK COMPANY AND ITS DEBTOR AFFILIATES**

**CLASS 7
CONVENIENCE CLAIMS**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS
BALLOT.**

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT IT
IS ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE
JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME) (THE “VOTING DEADLINE”).**

Eastman Kodak Company (“**Kodak**”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) are soliciting votes with respect to the Debtors’ proposed *Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (as may be amended, modified or supplemented, including the Plan Supplement and all other exhibits and schedules, the “**Plan**”) [Docket No. 3650] as set forth in the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified or supplemented, the “**Disclosure Statement**”) [Docket No. 3651]. The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●], 2013 (the “**Solicitation Procedures Order**”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors’ corporate headquarters is: 343 State Street, Rochester, NY 14650.

capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot because our records indicate that you are a holder of a Convenience Claim in Class 7 as of June 13, 2013 (the “**Record Date**”). Accordingly, you have a right to vote to accept or reject the Plan. The Plan and Disclosure Statement accompany this Ballot on the enclosed CD-ROM.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to **Kurtzman Carson Consultants LLC, Attn: Kodak Balloting Center, 2335 Alaska Avenue, El Segundo, California 90245, so that it is received by the Voting Deadline.**

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Notice and Claims Agent **immediately** at:

Kodak Balloting Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (888) 249-2721

IMPORTANT

You should carefully review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 7 – Convenience Claims – under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If your vote is not received by the Notice and Claims Agent, Kurtzman Carson Consultants LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

VOTING DEADLINE: JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME).

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Record Date, June 13, 2013, the undersigned was the holder of Convenience Claims in Class 7 in the following amount:

\$ _____

The preprinted amount of your Claim as set forth above controls for voting purposes only and is without prejudice to your rights or the rights of the Debtors in respect of the amount and classification of your Claim that is ultimately Allowed for purposes of distribution under the Plan, all of which are expressly reserved.

Item 2. Vote on Plan.

The holder of the Class 7 Convenience Claims set forth in Item 1 votes to (please check one):

<input type="checkbox"/> <u>ACCEPT</u> (vote FOR) the Plan	<input type="checkbox"/> <u>REJECT</u> (vote AGAINST) the Plan <input type="checkbox"/> Opt-Out. The undersigned elects <u>not</u> to grant the releases contained in Article 12 of the Plan.
---	---

Item 3. Optional Release Opt-Out Election.

Check the Opt-Out box above if you elect **not** to grant the releases in Article 12 of the Plan. You may **not** check this box if you have voted to accept the Plan. If you submit your Ballot without this box checked, you will be deemed to consent to the releases set forth in Article 12 of the Plan to the fullest extent permitted by the applicable law.

THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS TO THE FULLEST EXTENT PERMITTED UNDER APPLICABLE LAW.
--

Item 4. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (a) that either: (i) the entity is the holder of the Claims in Class 7 being voted or (ii) the entity is an authorized signatory for an entity that is a holder of the Claims in Class 7 being voted;
- (b) that the entity has received a copy of the Disclosure Statement as part of the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein; and

- (c) that no other Ballots with respect to the amount of the Claims in Class 7 identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Name of Holder:	_____
	(Print or type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____

Phone Number (optional)	_____
E-mail (optional):	_____
Date Completed:	_____

**PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND
RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED, OR BY
FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:**

**Kodak Balloting Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS
AGENT ON OR BEFORE: JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME).**

CLASS 7 — CONVENIENCE CLAIMS

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot.
2. The Bankruptcy Court may confirm the Plan and thereby bind you. Please review the Disclosure Statement for more information.
3. **To ensure that your vote is counted, you must:** (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope so that it is **actually received** by the Notice and Claims Agent on or before the Voting Deadline, which is **July 31, 2013 at 8:00 p.m. (Eastern Time)**.
4. If a Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it may not be counted. Additionally, the following Ballots will **NOT** be counted:
 - any Ballot that partially rejects and partially accepts the Plan;
 - Ballots sent to any Debtor entities, the Debtor's agents (other than the Notice and Claims Agent) or the Debtor's financial or legal advisors;
 - Ballots sent by facsimile, e-mail or any other electronic means;
 - any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - any Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - any unsigned Ballot; and/or
 - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan.
5. The method of delivery of Ballots to the Notice and Claims Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed Ballot.

6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.
7. After the Voting Deadline, no Ballot may be withdrawn or modified without the prior consent of the Debtors.
8. You must vote the entirety of any Claim either to accept or reject the Plan and may not split your vote for any such Claim.
9. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Notice and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
10. This Ballot does not constitute, and shall not be deemed to be (a) a proof of Claim or (b) an assertion or admission of a Claim.
11. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
12. If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claim(s) indicated on that Ballot, so please complete and return each Ballot you receive.

PLEASE RETURN YOUR BALLOT PROMPTLY.

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (888) 249-2721.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT ACTUALLY RECEIVE
THIS BALLOT ON OR BEFORE JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME)
YOUR VOTE MAY NOT BE COUNTED.**

EXHIBIT F-5
Subsidiary Convenience Claims Ballots

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	)	Chapter 11
)	
EASTMAN KODAK COMPANY, <i>et al.</i> , ¹	)	Case No. 12-10202 (ALG)
)	
Debtors.	)	(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT THE
PROPOSED JOINT CHAPTER 11 PLAN OF REORGANIZATION OF
EASTMAN KODAK COMPANY AND ITS DEBTOR AFFILIATES**

**CLASS 8
SUBSIDIARY CONVENIENCE CLAIMS**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS
BALLOT.**

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT IT
IS ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE
JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME) (THE “VOTING DEADLINE”).**

Eastman Kodak Company (“**Kodak**”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) are soliciting votes with respect to the Debtors’ proposed *Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (as may be amended, modified or supplemented, including the Plan Supplement and all other exhibits and schedules, the “**Plan**”) [Docket No. 3650] as set forth in the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified or supplemented, the “**Disclosure Statement**”) [Docket No. 3651]. The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●], 2013 (the “**Solicitation Procedures Order**”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors’ corporate headquarters is: 343 State Street, Rochester, NY 14650.

capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot because our records indicate that you are a holder of a Subsidiary Convenience Claim in Class 8 as of June 13, 2013 (the “**Record Date**”). Accordingly, you have a right to vote to accept or reject the Plan. The Plan and Disclosure Statement accompany this Ballot on the enclosed CD-ROM.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to **Kurtzman Carson Consultants LLC, Attn: Kodak Balloting Center, 2335 Alaska Avenue, El Segundo, California 90245, so that it is received by the Voting Deadline.**

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Notice and Claims Agent **immediately** at:

Kodak Balloting Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (888) 249-2721

IMPORTANT

You should carefully review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 8 – Subsidiary Convenience Claims – under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

If your vote is not received by the Notice and Claims Agent, Kurtzman Carson Consultants LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

VOTING DEADLINE: JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME).

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Record Date, June 13, 2013, the undersigned was the holder of Subsidiary Convenience Claims in Class 8 in the following amount:

\$ _____

The preprinted amount of your Claim as set forth above controls for voting purposes only and is without prejudice to your rights or the rights of the Debtors in respect of the amount and classification of your Claim that is ultimately Allowed for purposes of distribution under the Plan, all of which are expressly reserved.

Item 2. Vote on Plan.

The holder of the Class 8 Subsidiary Convenience Claims set forth in Item 1 votes to (please check one):

<input type="checkbox"/> <u>ACCEPT</u> (vote FOR) the Plan	<input type="checkbox"/> <u>REJECT</u> (vote AGAINST) the Plan <input type="checkbox"/> Opt-Out. The undersigned elects <u>not</u> to grant the releases contained in Article 12 of the Plan.
---	---

Item 3. Optional Release Opt-Out Election.

Check the Opt-Out box above if you elect **not** to grant the releases in Article 12 of the Plan. You may **not** check this box if you have voted to accept the Plan. If you submit your Ballot without this box checked, you will be deemed to consent to the releases set forth in Article 12 of the Plan to the fullest extent permitted by the applicable law.

THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS TO THE FULLEST EXTENT PERMITTED UNDER APPLICABLE LAW.
--

Item 4. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (a) that either: (i) the entity is the holder of the Claims in Class 8 being voted or (ii) the entity is an authorized signatory for an entity that is a holder of the Claims in Class 8 being voted;
- (b) that the entity has received a copy of the Disclosure Statement as part of the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein; and

- (c) that no other Ballots with respect to the amount of the Claims in Class 8 identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Name of Holder:	_____
	(Print or type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____

Phone Number (optional)	_____
E-mail (optional):	_____
Date Completed:	_____

**PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND
RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED, OR BY
FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO:**

**Kodak Balloting Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245**

**THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS
AGENT ON OR BEFORE: JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME).**

CLASS 8 — SUBSIDIARY CONVENIENCE CLAIMS

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot.
2. The Bankruptcy Court may confirm the Plan and thereby bind you. Please review the Disclosure Statement for more information.
3. **To ensure that your vote is counted, you must:** (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the address set forth on the enclosed pre-addressed envelope so that it is **actually received** by the Notice and Claims Agent on or before the Voting Deadline, which is **July 31, 2013 at 8:00 p.m. (Eastern Time)**.
4. If a Ballot is received after the Voting Deadline and if the Voting Deadline is not extended, it may not be counted. Additionally, the following Ballots will **NOT** be counted:
 - any Ballot that partially rejects and partially accepts the Plan;
 - Ballots sent to any Debtor entities, the Debtor's agents (other than the Notice and Claims Agent) or the Debtor's financial or legal advisors;
 - Ballots sent by facsimile, e-mail or any other electronic means;
 - any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - any Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - any unsigned Ballot; and/or
 - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan.
5. The method of delivery of Ballots to the Notice and Claims Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Notice and Claims Agent **actually receives** the originally executed Ballot.
6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.

7. After the Voting Deadline, no Ballot may be withdrawn or modified without the prior consent of the Debtors.
8. You must vote the entirety of any Claim either to accept or reject the Plan and may not split your vote for any such Claim.
9. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Notice and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
10. This Ballot does not constitute, and shall not be deemed to be (a) a proof of Claim or (b) an assertion or admission of a Claim.
11. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Notice and Claims Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
12. If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claim(s) indicated on that Ballot, so please complete and return each Ballot you receive.

PLEASE RETURN YOUR BALLOT PROMPTLY.

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (888) 249-2721.**

**IF THE NOTICE AND CLAIMS AGENT DOES NOT ACTUALLY RECEIVE
THIS BALLOT ON OR BEFORE JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME)
YOUR VOTE MAY NOT BE COUNTED.**

Exhibit G
Master Ballots and Beneficial Ballots

Master & Beneficial Ballots

Class	Claims and Equity Interests	EXHIBIT
3	Second Lien Notes Claims (Master Ballots)	G-1
4	Unsecured Notes Claims (Master Ballots)	G-2
3	Second Lien Notes Claims (Beneficial Ballots)	G-3
4	Unsecured Notes Claims (Beneficial Ballots)	G-4

EXHIBIT G-1
Second Lien Notes Claims (Master Ballots)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

EASTMAN KODAK COMPANY, *et al.*,¹

Debtors.

) Chapter 11

) Case No. 12-10202 (ALG)

) (Jointly Administered)

**MASTER BALLOT FOR VOTING TO ACCEPT OR REJECT THE
PROPOSED JOINT CHAPTER 11 PLAN OF REORGANIZATION OF
EASTMAN KODAK COMPANY AND ITS DEBTOR AFFILIATES**

**CLASS 3
SECOND LIEN NOTES CLAIMS**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS
BALLOT.**

**THIS MASTER BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED
SO THAT IT IS ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS
AGENT ON OR BEFORE JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME)
(THE “VOTING DEADLINE”).**

Eastman Kodak Company (“**Kodak**”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) are soliciting votes with respect to the Debtors’ proposed *Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (as may be amended, modified or supplemented, including the Plan Supplement and all other exhibits and schedules, the “**Plan**”) [Docket No. 3650] as set forth in the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified or supplemented, the “**Disclosure Statement**”) [Docket No. 3651]. The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●], 2013 (the “**Solicitation Procedures Order**”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors’ corporate headquarters is: 343 State Street, Rochester, NY 14650.

capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Master Ballot because our records indicate that you are a broker, bank, dealer or other agent or nominee (or as a proxy holder or agent) (each of the foregoing, a “**Voting Nominee**”) for holders of Second Lien Notes Claims in Class 3 as of June 13, 2013 (the “**Record Date**”).

The “**Second Lien Notes**” include the 9.75% Senior Secured Notes due 2018 issued by Kodak under the indenture, dated as of March 5, 2010, between Kodak and The Bank of New York Mellon, and the 10.625% Senior Secured Notes due 2019 issued by Kodak under the indenture, dated as of March 15, 2011, between Kodak and The Bank of New York Mellon.

This Master Ballot is to be used by you, as Voting Nominee (or as their proxy holder or agent), for beneficial owners, as of the Record Date, to transmit the votes of such beneficial owners to accept or reject the Plan.

Please take any action required to enable each beneficial owner to timely vote its Second Lien Notes Claim to accept or reject the Plan. **THIS MASTER BALLOT RELATES TO VOTES CAST ON ACCOUNT OF SECOND LIEN NOTES CLAIMS.**

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have the beneficial owners’ votes counted, you must complete, sign and return this Master Ballot so that it is received by the deadline indicated above to:

Kurtzman Carson Consultants LLC
Attn: Kodak Balloting Center
599 Lexington Avenue
39th Floor
New York, NY 10022
Telephone: (877) 833-4150

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON AN AGENT OF THE DEBTORS OR THE NOTICE AND CLAIMS AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN.

IMPORTANT

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE NOTICE AND CLAIMS AGENT, KURTZMAN CARSON CONSULTANTS LLC ON OR BEFORE THE VOTING DEADLINE OF 8:00 P.M. EASTERN TIME, ON JULY 31, 2013. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED AND RECEIVED ON OR BEFORE THE VOTING DEADLINE AND THE VOTING DEADLINE IS NOT EXTENDED, THE VOTES AND ELECTIONS TRANSMITTED BY THIS MASTER BALLOT MAY NOT BE COUNTED AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

You should carefully review the Disclosure Statement, the Plan and the instructions contained herein before you transmit votes and elections. You or the beneficial owners of the Second Lien Notes Claims for whom you are the Voting Nominee may wish to seek legal advice concerning the Plan and the classification and treatment of the Second Lien Notes Claims under the Plan. Such Claims have been placed in Class 3 under the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you and the beneficial owners of the Second Lien Notes Claims for whom you are the Voting Nominee, whether or not such beneficial owners vote and whether or not any votes are transmitted by this Master Ballot.

VOTING DEADLINE: JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME).

Ballots will not be accepted by facsimile transmission or electronic mail.

Item 1. Certification of Authority to Vote.

The undersigned hereby certifies that it:

- is a broker, bank, or other Voting Nominee for the beneficial owners of the aggregate principal amount of the Second Lien Notes Claims listed in Item 2 below as of June 13, 2013, or is the registered holder of such securities; or
- is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other Voting Nominee of a beneficial owner that on June 13, 2013 was the holder of the aggregate principal amount of the Second Lien Notes Claims listed on Item 2 below; or
- is acting under a proxy granted by a broker, bank, or other Voting Nominee for the beneficial owners (please attach a copy of the proxy to the Master Ballot),

And, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the beneficial owners of the Second Lien Notes Claims listed in Item 2.

Item 2. Second Lien Notes Claims (Class 3) Vote on Plan - Number of Beneficial Owners.

The undersigned certifies that the following beneficial owners of the Second Lien Notes Claims, as identified by their respective customers account numbers, were beneficial owners of the Second Lien Notes Claims on June 13, 2013 and have delivered to the undersigned, as Voting Nominee, properly executed Ballots casting votes as indicated and containing instructions for the casting of those votes on their behalf (indicate the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. For purposes of this Master Ballot, accrued or unmatured interest should not be included. **Please note: Each beneficial owner must vote all his, her, or its Class 3 Claims either to accept or reject the Plan and may not split such vote).**

ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.

Customer Name or Account Number for Each Beneficial Owner	Principal Amount of Second Lien Notes Claims		Check if the Beneficial Owner checked the "Opt-Out" box in Item 2 of the Beneficial Owner's Ballot
	Accept the Plan	Reject the Plan	
1.	\$	\$	<input type="checkbox"/>
2.	\$	\$	<input type="checkbox"/>
3.	\$	\$	<input type="checkbox"/>
4.	\$	\$	<input type="checkbox"/>
5.	\$	\$	<input type="checkbox"/>
6.	\$	\$	<input type="checkbox"/>
7.	\$	\$	<input type="checkbox"/>
8.	\$	\$	<input type="checkbox"/>
9.	\$	\$	<input type="checkbox"/>
10.	\$	\$	<input type="checkbox"/>
TOTALS	\$	\$	

If you are acting as a nominee for more than ten beneficial owners of Second Lien Notes Claims, please attach additional sheets, as necessary.

Item 3. Additional Ballots Submitted by Beneficial Owners.

The undersigned certifies that it has transcribed below the information, if any, provided in Item 4 of each Ballot received from a beneficial owner:

Your Customer Name or Account Number for Each Beneficial Owner of Second Lien Notes Claims	Transcribe From Item 4 of Beneficial Owner Ballot		
	Customer Account Number(s) (if applicable)	Name of Bank, Broker or Other Nominee Through Which the Second Lien Notes Claims Are Held	Principal Amount of Second Lien Notes Claims Voted
1.			\$
2.			\$
3.			\$
4.			\$
5.			\$
6.			\$
7.			\$
8.			\$
9.			\$
10.			\$

Item 4. Certifications.

By signing this Master Ballot, the undersigned certifies that each beneficial owner of Second Lien Notes Claims listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and certifies and acknowledges that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name of Broker, Bank or other Voting Nominee:

_____ (Print or type)

Participant Number: _____

Name of Proxy Holder or Agent for Broker, Bank or Other Voting Nominee (if applicable):

(Print or type)

Social Security or Federal Tax I.D. No.: _____
(If applicable)

Signature: _____

Print Name: _____

Title: _____
(If appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone: () _____

Date Completed: _____

Email: _____

**THIS MASTER BALLOT MUST BE RECEIVED BY THE NOTICE AND CLAIMS
AGENT AT THE ADDRESS BELOW, BEFORE JULY 31, 2013 AT 8:00 P.M.
(EASTERN TIME), OR THE VOTES TRANSMITTED HEREBY MAY NOT BE
COUNTED.**

**Kurtzman Carson Consultants LLC
Attn: Kodak Balloting Center
599 Lexington Avenue
39th Floor
New York, NY 10022**

**PLEASE NOTE: THE NOTICE AND CLAIMS AGENT WILL *NOT* ACCEPT
BALLOTS OR MASTER BALLOTS BY FACSIMILE TRANSMISSION OR
ELECTRONIC MAIL.**

**ANY BALLOT THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR A
REJECTION OF THE PLAN, OR THAT INDICATES BOTH AN ACCEPTANCE AND
A REJECTION OF THE PLAN WILL NOT BE COUNTED.**

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

VOTING DEADLINE/NOTICE AND CLAIMS AGENT:

The Voting Deadline is July 31, 2013 at 8:00 p.m. (Eastern Time). To have the vote of your customers count, you must complete, sign, and return this Master Ballot so that it is received by the Notice and Claims Agent at the following address no later than the Voting Deadline:

Kurtzman Carson Consultants LLC Attn: Kodak Balloting Center 599 Lexington Avenue 39 th Floor New York, NY 10022 Telephone: (877) 833-4150
--

If you are both the registered owner and beneficial owner of any face amount of the Second Lien Notes Claims and you wish to vote such Second Lien Notes Claims: You may complete, execute, and return to the Notice and Claims Agent a Ballot with respect to the Second Lien Notes Claims that you as beneficial owner wish to vote.

If you are transmitting the votes of any beneficial owners of Second Lien Notes Claims other than yourself, you may *either*:

Complete and execute the Ballot (other than Items 2 and 3) and deliver to the beneficial owner such "prevalidated" Ballot, along with the Disclosure Statement and other materials requested to be forwarded. The beneficial owner should complete Items 2, 3 and 4 of that Ballot and return the completed Ballot to the Notice and Claims Agent so as to be received before the Voting Deadline:

OR

For any Ballots you do not "prevalidate":

Deliver the Ballot to the beneficial owner, along with the Disclosure Statement and other materials requested to be forwarded, and take the necessary actions to enable such beneficial owner to (i) complete and execute such Ballot voting to accept or reject the Plan with respect to its Claim(s), and (ii) return the completed, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Notice and Claims Agent before the Voting Deadline of **July 31, 2013 at 8:00 p.m. (Eastern Time)**; and

With respect to all Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;

- b. In Item 2 of this Master Ballot, indicate the votes to accept or reject the Plan, as transmitted to you by the beneficial owners of the Second Lien Notes Claims. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: BENEFICIAL OWNERS MAY NOT SPLIT THEIR VOTES. EACH BENEFICIAL OWNER MUST VOTE ALL OF THEIR SECOND LIEN NOTES CLAIMS EITHER TO ACCEPT OR REJECT THE PLAN. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE NOTICE AND CLAIMS AGENT IMMEDIATELY.** Any Ballot or Master Ballot which is validly executed but (i) which does not indicate acceptance or rejection of the Plan by the indicated beneficial owner, or (ii) indicates both an acceptance and rejection of the Plan by the indicated beneficial owner, will not be counted as to such beneficial owner;
- c. Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each beneficial owner from Item 4 of each completed Ballot relating to the Second Lien Notes Claims voted;
- d. Review the certification in Item 4 of the Master Ballot;
- e. In Item 4, sign and date the Master Ballot, and provide the remaining information requested;
- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the Notice and Claims Agent to arrange for delivery of the completed Master Ballot to its offices; and
- h. Deliver the completed, executed Master Ballot so as to be *received* by the Notice and Claims Agent before the Voting Deadline. For each completed, executed Ballot returned to you by a beneficial owner, either forward such Ballot (along with your Master Ballot) to the Notice and Claims Agent or retain such Ballot in your files for one year from the Voting Deadline.

PLEASE NOTE:

This Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates (if any) representing their securities. Neither the Debtors nor the Notice and Claims Agent will accept delivery of any such certificates surrendered together with this Master Ballot. Surrender of securities for exchange may only be made by you, and will only be accepted

pursuant to a letter of transmittal which will be furnished to you by the Debtors following confirmation of the Plan by the Bankruptcy Court.

No Ballot or Master Ballot shall constitute or be deemed to be a proof of Claim or an assertion of a Claim.

No fees, commissions, or other remuneration will be payable to any Voting Nominee or other person for soliciting Ballots accepting the Plan. The Debtors will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to the beneficial owners of the Second Lien Notes Claims held by you as a Voting Nominee in a fiduciary capacity.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, THE DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL THE NOTICE AND CLAIMS AGENT, KURTZMAN CARSON CONSULTANTS LLC AT (877) 833-4150.

EXHIBIT G-2
Unsecured Notes Claims (Master Ballots)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	)	Chapter 11
)	
EASTMAN KODAK COMPANY, <i>et al.</i> , ²⁵	)	Case No. 12-10202 (ALG)
)	
Debtors.	)	(Jointly Administered)

**MASTER BALLOT FOR VOTING TO ACCEPT OR REJECT THE
PROPOSED JOINT CHAPTER 11 PLAN OF REORGANIZATION OF
EASTMAN KODAK COMPANY AND ITS DEBTOR AFFILIATES**

**CLASS 4
GENERAL UNSECURED CLAIMS (UNSECURED NOTES CLAIMS)**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS
BALLOT.**

**THIS MASTER BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED
SO THAT IT IS ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS
AGENT ON OR BEFORE JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME)
(THE “VOTING DEADLINE”).**

Eastman Kodak Company (“**Kodak**”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) are soliciting votes with respect to the Debtors’ proposed *Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (as may be amended, modified or supplemented, including the Plan Supplement and all other exhibits and schedules, the “**Plan**”) [Docket No. 3650] as set forth in the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified or supplemented, the “**Disclosure Statement**”) [Docket No. 3651]. The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on

²⁵ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors’ corporate headquarters is: 343 State Street, Rochester, NY 14650.

[●], 2013 (the “**Solicitation Procedures Order**”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot because our records indicate that you are a broker, bank, dealer or other agent or nominee (or as proxy holder or agent) (each of the foregoing, a “**Voting Nominee**”) for holders of Unsecured Notes Claims entitled to vote as General Unsecured Claims in Class 4 as of June 13, 2013 (the “**Record Date**”).

The “**Unsecured Notes**” include the unsecured notes and debentures issued by any Debtor, including (i) the 7.00% Convertible Senior Notes due 2017 and the 7.25% Senior Notes due 2013, issued by Kodak pursuant to the indentures dated, respectively, as of September 23, 2009 and October 7, 2003 between Kodak and U.S. BankNational Association, as successor trustee, and (ii) the 9.95% Debentures due 2018 and the 9.2% Debentures due 2021, issued by Kodak pursuant to the indenture dated January 1, 1988, between Kodak and U.S. BankNational Association, as successor trustee.

This Master Ballot is to be used by you, as a Voting Nominee (or as their proxy holder or agent), for beneficial owners, as of the Record Date, to transmit the votes of such beneficial owners to accept or reject the Plan.

Please take any action required to enable each beneficial owner to timely vote its Unsecured Notes Claim to accept or reject the Plan. **THIS MASTER BALLOT RELATES TO VOTES CAST ON ACCOUNT OF UNSECURED NOTES CLAIMS.**

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have the beneficial owners’ votes counted, you must complete, sign and return this Master Ballot so that it is received by the deadline indicated above to:

Kurtzman Carson Consultants LLC
Attn: Kodak Balloting Center
599 Lexington Avenue
39th Floor
New York, NY 10022
Telephone: (877) 833-4150

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON AN AGENT OF THE DEBTORS OR THE NOTICE AND CLAIMS AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON

**TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF
THEM WITH RESPECT TO THE PLAN.**

IMPORTANT

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE NOTICE AND CLAIMS AGENT, KURTZMAN CARSON CONSULTANTS LLC, ON OR BEFORE THE VOTING DEADLINE OF 8:00 P.M. EASTERN TIME, ON JULY 31, 2013. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED AND RECEIVED ON OR BEFORE THE VOTING DEADLINE AND THE VOTING DEADLINE IS NOT EXTENDED, THE VOTES AND ELECTIONS TRANSMITTED BY THIS MASTER BALLOT MAY NOT BE COUNTED AS EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN.

You should carefully review the Disclosure Statement, the Plan and the instructions contained herein before you transmit votes and elections. You or the beneficial owners of the Unsecured Notes Claims for whom you are the Voting Nominee may wish to seek legal advice concerning the Plan and the classification and treatment of the Unsecured Notes Claims as General Unsecured Claims under the Plan. Such Claims have been placed in Class 4 under the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you and the beneficial owners of the Unsecured Notes Claims for whom you are the Voting Nominee, whether or not such beneficial owners vote and whether or not any votes are transmitted by this Master Ballot.

VOTING DEADLINE: JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME).

Ballots will not be accepted by facsimile transmission or electronic mail.

Item 1. Certification of Authority to Vote.

The undersigned hereby certifies that it:

- is a broker, bank or other Voting Nominee for the beneficial owners of the aggregate principal amount of the Unsecured Notes Claims listed in Item 2 below as of June 13, 2013, or is the registered holder of such securities; or
- is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank or other Voting Nominee of a beneficial owner that on June 13, 2013 was the holder of the aggregate principal amount of the Unsecured Notes Claims listed on Item 2 below; or
- is acting under a proxy granted by a broker, bank or other Voting Nominee for the beneficial owners (please attach a copy of the proxy to the Master Ballot),

and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the beneficial owners of the General Unsecured Claims listed in Item 2.

Item 2. Unsecured Notes Claims (Class 4) Vote on Plan - Number of Beneficial Owners.

The undersigned certifies that the following beneficial owners of the Unsecured Notes Claims, as identified by their respective customers account numbers, were beneficial owners of the Unsecured Notes Claims on June 13, 2013 and have delivered to the undersigned, as Voting Nominee, properly executed Ballots casting votes as indicated and containing instructions for the casting of those votes on their behalf (indicate the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. For purposes of this Master Ballot, accrued or unmatured interest should not be included. **Please note: Each beneficial owner must vote all his, her, or its Class 4 Claims either to accept or reject the Plan and may not split such vote.**)

ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.

Customer Name or Account Number for Each Beneficial Owner	Principal Amount of Unsecured Notes Claims		Check if the Beneficial Owner checked the "Opt-Out" box in Item 2 of the Beneficial Owner's Ballot
	Accept the Plan	Reject the Plan	
1.	\$	\$	<input type="checkbox"/>
2.	\$	\$	<input type="checkbox"/>
3.	\$	\$	<input type="checkbox"/>
4.	\$	\$	<input type="checkbox"/>
5.	\$	\$	<input type="checkbox"/>
6.	\$	\$	<input type="checkbox"/>
7.	\$	\$	<input type="checkbox"/>
8.	\$	\$	<input type="checkbox"/>
9.	\$	\$	<input type="checkbox"/>
10.	\$	\$	<input type="checkbox"/>
TOTALS	\$	\$	

If you are acting as a nominee for more than ten beneficial owners of Unsecured Notes Claims, please attach additional sheets, as necessary.

Item 3. Additional Ballots Submitted by Beneficial Owners.

The undersigned certifies that it has transcribed below the information, if any, provided in Item 4 of each Ballot received from a beneficial owner:

Your Customer Name or Account Number for Each Beneficial Owner of Unsecured Notes Claims	Transcribe From Item 4 of Beneficial Owner Ballot		
	Customer Account Number(s) (if applicable)	Name of Bank, Broker or Other Nominee Through Which the Unsecured Notes Claims Are Held	Principal Amount of Unsecured Notes Claims Voted
1.			\$
2.			\$
3.			\$
4.			\$
5.			\$
6.			\$
7.			\$
8.			\$
9.			\$
10.			\$

Item 4. Certifications.

By signing this Master Ballot, the undersigned certifies that each beneficial owner of Unsecured Notes Claims listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and certifies and acknowledges that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name of Broker, Bank or other Voting Nominee:

_____ (Print or type)

Participant Number: _____

Name of Proxy Holder or Agent for Broker, Bank or Other Voting Nominee (if applicable):

(Print or type)

Social Security or Federal Tax I.D. No.: _____
(If applicable)

Signature: _____

Print Name: _____

Title: _____
(If appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone: () _____

Date Completed:

Email: _____

**THIS MASTER BALLOT MUST BE RECEIVED BY THE NOTICE AND CLAIMS
AGENT AT THE ADDRESS BELOW, BEFORE
JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME), OR THE VOTES TRANSMITTED
HEREBY MAY NOT BE COUNTED.**

**Kurtzman Carson Consultants LLC
Attn: Kodak Balloting Center
599 Lexington Avenue
39th Floor
New York, NY 10022**

**PLEASE NOTE: THE NOTICE AND CLAIMS AGENT WILL *NOT* ACCEPT
BALLOTS OR MASTER BALLOTS BY FACSIMILE TRANSMISSION OR
ELECTRONIC MAIL.**

**ANY BALLOT THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR A
REJECTION OF THE PLAN, OR THAT INDICATES BOTH AN ACCEPTANCE AND
A REJECTION OF THE PLAN WILL NOT BE COUNTED.**

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

VOTING DEADLINE/NOTICE AND CLAIMS AGENT:

The Voting Deadline is July 31, 2013 at 8:00 p.m. (Eastern Time). To have the vote of your customers count, you must complete, sign, and return this Master Ballot so that it is received by the Notice and Claims Agent at the following address no later than the Voting Deadline:

Kurtzman Carson Consultants LLC Attn: Kodak Balloting Center 599 Lexington Avenue 39 th Floor New York, NY 10022 Telephone: (877) 833-4150
--

If you are both the registered owner and beneficial owner of any face amount of the Unsecured Notes Claims and you wish to vote such Unsecured Notes Claims: You may complete, execute, and return to the Notice and Claims Agent a Ballot with respect to the Unsecured Notes Claims that you as beneficial owner wish to vote.

If you are transmitting the votes of any beneficial owners of Unsecured Notes Claims other than yourself, you may *either*:

Complete and execute the Ballot (other than Items 2 and 3) and deliver to the beneficial owner such “prevalidated” Ballot, along with the Disclosure Statement and other materials requested to be forwarded. The beneficial owner should complete Items 2, 3 and 4 of that Ballot and return the completed Ballot to the Notice and Claims Agent so as to be received before the Voting Deadline:

OR

For any Ballots you do not “prevalidate”:

Deliver the Ballot to the beneficial owner, along with the Disclosure Statement and other materials requested to be forwarded, and take the necessary actions to enable such beneficial owner to (i) complete and execute such Ballot voting to accept or reject the Plan with respect to its Claim(s), and (ii) return the completed, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Notice and Claims Agent before the Voting Deadline of **July 31, 2013 at 8:00 p.m. (Eastern Time)**; and

With respect to all Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;

- b. In Item 2 of this Master Ballot, indicate the votes to accept or reject the Plan, as transmitted to you by the beneficial owners of the Unsecured Notes Claims. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: BENEFICIAL OWNERS MAY NOT SPLIT THEIR VOTES. EACH BENEFICIAL OWNER MUST VOTE ALL OF ITS UNSECURED NOTES CLAIMS EITHER TO ACCEPT OR REJECT THE PLAN. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE NOTICE AND CLAIMS AGENT IMMEDIATELY.** Any Ballot or Master Ballot which is validly executed but (i) which does not indicate acceptance or rejection of the Plan by the indicated beneficial owner, or (ii) indicates both an acceptance and rejection of the Plan by the indicated beneficial owner, will not be counted as to such beneficial owner;
- c. Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each beneficial owner from Item 4 of each completed Ballot relating to the Unsecured Notes Claims voted;
- d. Review the certification in Item 4 of the Master Ballot;
- e. In Item 4, sign and date the Master Ballot, and provide the remaining information requested;
- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the Notice and Claims Agent to arrange for delivery of the completed Master Ballot to its offices; and
- h. Deliver the completed, executed Master Ballot so as to be *received* by the Notice and Claims Agent before the Voting Deadline. For each completed, executed Ballot returned to you by a beneficial owner, either forward such Ballot (along with your Master Ballot) to the Notice and Claims Agent or retain such Ballot in your files for one year from the Voting Deadline.

PLEASE NOTE:

This Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates (if any) representing their securities. Neither the Debtors nor the Notice and Claims

Agent will accept delivery of any such certificates surrendered together with this Master Ballot. Surrender of securities for exchange may only be made by you, and will only be accepted pursuant to a letter of transmittal which will be furnished to you by the Debtors following confirmation of the Plan by the Bankruptcy Court.

No Ballot or Master Ballot shall constitute or be deemed to be a proof of Claim or an assertion of a Claim.

No fees, commissions, or other remuneration will be payable to any Voting Nominee or other person for soliciting Ballots accepting the Plan. The Debtors will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to the beneficial owners of the Unsecured Notes Claims held by you as a Voting Nominee in a fiduciary capacity.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, THE DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL THE NOTICE AND CLAIMS AGENT, KURTZMAN CARSON CONSULTANTS LLC AT (877) 833-4150.

EXHIBIT G-3
Second Lien Notes Claims (Beneficial Ballots)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	)	Chapter 11
)	
EASTMAN KODAK COMPANY, <i>et al.</i> , ²⁶	)	Case No. 12-10202 (ALG)
)	
Debtors.	)	(Jointly Administered)

**BENEFICIAL HOLDER BALLOT FOR VOTING TO ACCEPT OR REJECT THE
PROPOSED JOINT CHAPTER 11 PLAN OF REORGANIZATION OF
EASTMAN KODAK COMPANY AND ITS DEBTOR AFFILIATES**

**CLASS 3
SECOND LIEN NOTES CLAIMS**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS
BALLOT.**

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT IT
IS ACTUALLY RECEIVED BY THE VOTING NOMINEE IN SUFFICIENT TIME SO
THAT THE VOTING NOMINEE CAN ENSURE THAT YOUR BALLOT IS
ACTUALLY COUNTED AND SUBMITTED WITH THE MASTER BALLOT.**

**THE VOTING NOMINEE MUST SUBMIT THE MASTER BALLOT SO THAT IT IS
ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE
JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME) (THE “VOTING DEADLINE”).**

Eastman Kodak Company (“**Kodak**”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) are soliciting votes with respect to the Debtors’ proposed *Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (as may be amended, modified or supplemented, including the Plan Supplement and all other exhibits and schedules, the “**Plan**”) [Docket No. 3650] as set forth in the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified or supplemented, the “**Disclosure Statement**”)

²⁶ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors’ corporate headquarters is: 343 State Street, Rochester, NY 14650.

[Docket No. 3651]. The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●], 2013 (the “**Solicitation Procedures Order**”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot because our records indicate that you are a holder of a Second Lien Notes Claim in Class 3 as of June 13, 2013 (the “**Record Date**”). Accordingly, you have a right to vote to accept or reject the Plan. The Plan and Disclosure Statement accompany this Ballot on the enclosed CD-ROM.

The “**Second Lien Notes**” include the 9.75% Senior Secured Notes due March 1, 2018 issued pursuant to an Indenture dated as of March 5, 2010 among Kodak, as issuer, the guarantors, and Wilmington Trust, N.A., as successor indenture trustee to The Bank of New York Mellon, and the 10.625% Senior Secured Notes due March 15, 2019 issued pursuant to an Indenture dated as of March 15, 2011 among Kodak, as issuer, the guarantors, and Wilmington Trust, N.A., as successor indenture trustee to The Bank of New York Mellon.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to your broker, bank, commercial bank, trust company, dealer, or other agent or nominee (the “**Voting Nominee**”) **so that it is received in sufficient time to allow them to execute and deliver a Master Ballot with your instructions..**

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Notice and Claims Agent **immediately** at:

Kurtzman Carson Consultants LLC Telephone: (888) 249-2721 Email: kodakinfo@kccllc.com

Do not submit your Ballot directly to the Notice and Claims Agent. Submit your Ballot to the Voting Nominee.

IMPORTANT

You should carefully review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 3 – Second Lien Notes Claims – under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

In order to ensure that your Ballot is included in the Master Ballot that the Voting Nominee will submit to the Notice and Claims Agent, you should make sure to submit your Ballot so as to be received by the Nominee in sufficient time to allow them to execute and deliver a Master Ballot with your instructions. If your vote is not received by the Voting Nominee prior to the deadline to submit the Master Ballot to the Notice and Claims Agent, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

VOTING DEADLINE: JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME).

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Record Date, June 13, 2013, the undersigned was the holder of Second Lien Notes Claims in Class 3 in the following principal amount (If you do not know the principal amount of your Class 3 Second Lien Notes Claim, please contact your nominee immediately):

\$ _____

The amount of your Claim as set forth above controls for voting purposes only and is without prejudice to your rights or the rights of the Debtors in respect of the amount and classification of your Claim that is ultimately Allowed for purposes of distribution under the Plan, all of which are expressly reserved.

Item 2. Vote on Plan.

The holder of the Class 3 Second Lien Notes Claims set forth in Item 1 votes to (please check one):

<input type="checkbox"/> <u>ACCEPT</u> (vote FOR) the Plan	<input type="checkbox"/> <u>REJECT</u> (vote AGAINST) the Plan <input type="checkbox"/> Opt-Out. The undersigned elects <u>not</u> to grant the releases contained in Article 12 of the Plan.
---	---

Item 3. Optional Release Opt-Out Election.

Check the Opt-Out box above if you elect **not** to grant the releases in Article 12 of the Plan. You may **not** check this box if you have voted to accept the Plan. If you submit your Ballot without this box checked, you will be deemed to consent to the releases set forth in Article 12 of the Plan to the fullest extent permitted by the applicable law.

Item 4. Additional Ballots.

By returning this Ballot, the undersigned certifies that either: (i) he/she has not submitted any other Ballots for or on account of his/her Second Lien Notes Claims held in other accounts or other record names; or (ii) he/she has provided the information specified in the following tables for all other Second Lien Notes Claims for which he/she has submitted additional Ballots (using additional paper if necessary).

Other Ballots Cast in Respect of Second Lien Notes Claims				
Your Customer Account Number With the Master Ballot Agent That Sent You This Ballot	Your Name or Customer Account Number for Other Account For Which Ballot Has Been Submitted	CUSIP OR ISIN NUMBER	Name of Broker, Bank, Dealer, or Other Agent or Nominee for Other Account For Which Ballot Has Been Submitted (if applicable)	Principal Amount of Applicable Second Lien Notes Claims For Which Other Ballot Has Been Submitted

THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS TO THE FULLEST EXTENT PERMITTED UNDER APPLICABLE LAW.

Item 5. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (a) that either: (i) the entity is the holder of the Claims in Class 3 being voted or (ii) the entity is an authorized signatory for an entity that is a holder of the Claims in Class 3 being voted;

- (b) that the entity has received a copy of the Disclosure Statement as part of the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein; and
- (c) that no other Ballots with respect to the amount of the Claims in Class 3 identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Name of Holder:	_____
	(Print or type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____

Phone Number (optional)	_____
E-mail (optional):	_____
Date Completed:	_____

PLEASE COMPLETE, EXECUTE AND RETURN THIS BALLOT IN THE ENVELOPE PROVIDED SO THAT IT IS ACTUALLY RECEIVED BY YOUR VOTING NOMINEE IN SUFFICIENT TIME, SO THAT THE VOTING NOMINEE CAN ENSURE THAT YOUR BALLOT IS ACTUALLY COUNTED AND SUBMITTED WITH THE MASTER BALLOT.

CLASS 3 — SECOND LIEN NOTES CLAIMS

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot.
2. The Bankruptcy Court may confirm the Plan and thereby bind you. Please review the Disclosure Statement for more information.
3. **To ensure that your vote is counted, you must:** (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the broker, bank, deal or other agent or intermediary that sent you this Ballot (the “**Voting Nominee**”) so that it is **actually received by the Voting Nominee in sufficient time to allow them to execute and deliver a Master Ballot with your instructions.**
4. If a Ballot is not received in sufficient time for the Voting Nominee to include your Ballot in the Master Ballot to the Notice and Claims Agent by the Voting Deadline and if the Voting Deadline is not extended, it may not be counted. Additionally, the following Ballots will NOT be counted:
 - any Ballot that partially rejects and partially accepts the Plan;
 - Ballots sent to any Debtor entities, the Debtors’ agents (other than the Voting Nominee) or the Debtors’ financial or legal advisors;
 - Ballots sent by facsimile, e-mail or any other electronic means;
 - any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - any Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - any unsigned Ballot; and/or
 - any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan.
5. The method of delivery of Ballots to the Voting Nominee is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Voting Nominee **actually receives** the originally executed Ballot.

6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.
7. After the Voting Deadline, no Ballot may be withdrawn or modified without the prior consent of the Debtors.
8. You must vote the entirety of any Claim either to accept or reject the Plan and may not split your vote for any such Claim.
9. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors, the Voting Nominee or Notice and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
10. This Ballot does not constitute, and shall not be deemed to be (a) a proof of Claim or (b) an assertion or admission of a Claim.
11. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Voting Nominee, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
12. If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claim(s) indicated on that Ballot, so please complete and return each Ballot you receive.

PLEASE RETURN YOUR BALLOT PROMPTLY.

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE NOTICE AND CLAIMS AGENT AT: (888) 249-2721.**

EXHIBIT G-4
Unsecured Notes Claims (Beneficial Ballots)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	)	Chapter 11
)	
EASTMAN KODAK COMPANY, <i>et al.</i> , ¹	)	Case No. 12-10202 (ALG)
)	
Debtors.	)	(Jointly Administered)

**BENEFICIAL HOLDER BALLOT FOR VOTING TO ACCEPT OR REJECT THE
PROPOSED JOINT CHAPTER 11 PLAN OF REORGANIZATION OF
EASTMAN KODAK COMPANY AND ITS DEBTOR AFFILIATES**

**CLASS 4
GENERAL UNSECURED CLAIMS (UNSECURED NOTES CLAIMS)**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS
BALLOT.**

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT IT
IS ACTUALLY RECEIVED BY THE VOTING NOMINEE IN SUFFICIENT TIME, SO
THAT THE VOTING NOMINEE CAN ENSURE THAT YOUR BALLOT IS
ACTUALLY COUNTED AND SUBMITTED WITH THE MASTER BALLOT.**

**THE VOTING NOMINEE MUST SUBMIT THE MASTER BALLOT SO THAT IT IS
ACTUALLY RECEIVED BY THE NOTICE AND CLAIMS AGENT ON OR BEFORE
JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME) (THE “VOTING DEADLINE”).**

Eastman Kodak Company (“**Kodak**”) and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) are soliciting votes with respect to the Debtors’ proposed *Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (as may be amended, modified or supplemented, including the Plan Supplement and all other exhibits and schedules, the “**Plan**”) [Docket No. 3650] as set forth in the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified or supplemented, the “**Disclosure Statement**”)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors’ corporate headquarters is: 343 State Street, Rochester, NY 14650.

[Docket No. 3651]. The Bankruptcy Court has approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, by entry of an order on [●], 2013 (the “**Solicitation Procedures Order**”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Please note that capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot because our records indicate that you are a holder of a General Unsecured Claim in Class 4 as of June 13, 2013 (the “**Record Date**”). Accordingly, you have a right to vote to accept or reject the Plan. The Plan and Disclosure Statement accompany this Ballot on the enclosed CD-ROM.

The “**Unsecured Notes**” include the unsecured notes and debentures issued by any Debtor, including the 7.00% Convertible Senior Notes due 2017 and the 7.25% Senior Notes due 2013, as applicable, issued by Kodak pursuant to the indentures dated as of September 23, 2009 and October 7, 2003 between Kodak and U.S. BankNational Association, as successor trustee.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to your broker, bank, commercial bank, trust company, dealer, or other agent or nominee (the “**Voting Nominee**”) **so that it is received in sufficient time to allow them to execute and deliver a Master Ballot with your instructions.**

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan and making certain certifications with respect to the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Notice and Claims Agent **immediately** at:

Kurtzman Carson Consultants LLC Telephone: (888) 249-2721 Email: kodakinfo@kccllc.com

Do not submit your Ballot directly to the Notice and Claims Agent. Submit your Ballot to the Voting Nominee.

IMPORTANT

You should carefully review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim. Your Claim has been placed in Class 4 – General Unsecured Claims – under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

In order to ensure that your Ballot is included in the Master Ballot that the Voting Nominee will submit to the Notice and Claims Agent, you should make sure to submit your Ballot so as to be received by the Nominee in sufficient time to allow them to execute and deliver a Master Ballot

with your instructions prior to the Voting Deadline. If your vote is not received by the Voting Nominee prior to the deadline to submit the Master Ballot to the Notice and Claims Agent, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

VOTING DEADLINE: JULY 31, 2013 AT 8:00 P.M. (EASTERN TIME).

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Record Date, June 13, 2013, the undersigned was the holder of General Unsecured Claims in Class 4 in the following amount (if you do not know the principal amount of your Class 4 General Unsecured Claim, please contact your nominee immediately):

\$ _____

The amount of your Claim as set forth above controls for voting purposes only and is without prejudice to your rights or the rights of the Debtors in respect of the amount and classification of your Claim that is ultimately Allowed for purposes of distribution under the Plan, all of which are expressly reserved.

Item 2. Vote on Plan.

The holder of the Class 4 General Unsecured Claims set forth in Item 1 votes to (please check one):

<input type="checkbox"/> <u>ACCEPT</u> (vote FOR) the Plan	<input type="checkbox"/> <u>REJECT</u> (vote AGAINST) the Plan <input type="checkbox"/> Opt-Out. The undersigned elects <u>not</u> to grant the releases contained in Article 12 of the Plan.
---	---

Item 3. Optional Release Opt-Out Election.

Check the Opt-Out box above if you elect **not** to grant the releases in Article 12 of the Plan. You may **not** check this box if you have voted to accept the Plan. If you submit your Ballot without this box checked, you will be deemed to consent to the releases set forth in Article 12 of the Plan to the fullest extent permitted by the applicable law.

Item 4. Additional Ballots.

By returning this Ballot, the undersigned certifies that either: (i) he/she has not submitted any other Ballots for or on account of his/her General Unsecured Claims held in other accounts or other record names; or (ii) he/she has provided the information specified in the following tables for all other General Unsecured Claims for which he/she has submitted additional Ballots (using additional paper if necessary).

Other Ballots Cast in Respect of General Unsecured Claims				
Your Customer Account Number With the Master Ballot Agent That Sent You This Ballot	Your Name or Customer Account Number for Other Account For Which Ballot Has Been Submitted	CUSIP OR ISIN NUMBER	Name of Broker, Bank, Dealer, or Other Agent or Nominee for Other Account For Which Ballot Has Been Submitted (if applicable)	Principal Amount of Applicable Second Lien Notes Claims For Which Other Ballot Has Been Submitted

THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS TO THE FULLEST EXTENT PERMITTED UNDER APPLICABLE LAW.

Item 5. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (a) that either: (i) the entity is the holder of the Claims in Class 4 being voted or (ii) the entity is an authorized signatory for an entity that is a holder of the Claims in Class 4 being voted;
- (b) that the entity has received a copy of the Disclosure Statement as part of the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein; and
- (c) that no other Ballots with respect to the amount of the Claims in Class 4 identified in Item 1 have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Name of Holder:	_____
	(Print or type)
Signature:	_____
Name of Signatory:	_____
	(If other than holder)
Title:	_____
Address:	_____

Phone Number (optional)	_____
E-mail (optional):	_____
Date Completed:	_____

PLEASE COMPLETE, EXECUTE AND RETURN THIS BALLOT IN THE ENVELOPE PROVIDED SO THAT IT IS ACTUALLY RECEIVED BY YOUR VOTING NOMINEE IN SUFFICIENT TIME, SO THAT THE VOTING NOMINEE CAN ENSURE THAT YOUR BALLOT IS ACTUALLY COUNTED AND SUBMITTED WITH THE MASTER BALLOT.

CLASS 4 — GENERAL UNSECURED CLAIMS

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement. Capitalized terms used in the Ballot or in these instructions but not otherwise defined therein or herein shall have the meaning set forth in the Plan, a copy of which also accompanies the Ballot.
2. The Bankruptcy Court may confirm the Plan and thereby bind you. Please review the Disclosure Statement for more information.
3. **To ensure that your vote is counted, you must:** (a) complete the Ballot; (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 of the Ballot; and (c) sign and return the Ballot to the broker, bank, deal or other agent or intermediary that sent you this Ballot (the “Voting Nominee”) so that it is **actually received by the Voting Nominee in sufficient time to allow them to execute and deliver a Master Ballot with your instructions.**
4. If a Ballot is not received in sufficient time for the Voting Nominee to include your Ballot in the Master Ballot to the Notice and Claims Agent by the Voting Deadline and if the Voting Deadline is not extended, it may not be counted. Additionally, the following Ballots will **NOT** be counted:
 - any Ballot that partially rejects and partially accepts the Plan;
 - Ballots sent to any Debtor entities, the Debtors’ agents (other than the Voting Nominee) or the Debtors’ financial or legal advisors;
 - Ballots sent by facsimile, e-mail or any other electronic means;
 - any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim;
 - any Ballot cast by an entity that does not hold a Claim in a Class that is entitled to vote on the Plan;
 - any unsigned Ballot; and/or

- any Ballot not marked to accept or reject the Plan or any Ballot marked both to accept and reject the Plan.
5. The method of delivery of Ballots to the Voting Nominee is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Voting Nominee actually receives the originally executed Ballot.
 6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.
 7. After the Voting Deadline, no Ballot may be withdrawn or modified without the prior consent of the Debtors.
 8. You must vote the entirety of any Claim either to accept or reject the Plan and may not split your vote for any such Claim.
 9. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors, the Voting Nominee or Notice and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
 10. This Ballot does not constitute, and shall not be deemed to be (a) a proof of Claim or (b) an assertion or admission of a Claim.
 11. Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Voting Nominee, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
 12. If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claim(s) indicated on that Ballot, so please complete and return each Ballot you receive.

PLEASE RETURN YOUR BALLOT PROMPTLY.

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,
PLEASE CALL THE NOTICE AND CLAIMS AGENT
AT: (888) 249-2721.**

Exhibit H
Cure Notice

Pauline K. Morgan
Sean T. Greecher
YOUNG CONAWAY STARGATT & TAYLOR, LLP
1270 Avenue of the Americas
Suite 2210
New York, New York 10020
Telephone: (212) 332-8840
Facsimile: (212) 332-8855

Counsel to the Debtors and Debtors in Possession

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

In re:	)	Chapter 11	
EASTMAN KODAK COMPANY, <i>et al.</i> , ¹	)	Case	No. 12-10202 (ALG)
Debtors.	)	(Jointly Administered)	

**NOTICE OF PROPOSED ASSUMPTION AND/OR
ASSIGNMENT OF SPECIFIED CONTRACTS**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE,
PLEASE CONTACT THE RESTRUCTURING HOTLINE AT (888) 249-2721**

PLEASE TAKE NOTICE that pursuant to the order (I) approving the Disclosure Statement; (II) establishing a voting record date for the Plan; (III) approving solicitation packages and procedures for the distribution thereof; (IV) approving the forms of ballots; (V) establishing procedures for voting on the Plan; (VI) establishing notice and objection procedures for confirmation of the Plan; and (VII) establishing procedures for the assumption and/or assignment of executory contracts and unexpired leases under the Plan (the “**Solicitation Procedures Order**”),² entered by the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) on [●], 2013 [Docket No. [●]], Eastman Kodak Company (“**Kodak**”) and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) have established procedures (the “**Cure Procedures**”) to assume and/or assign certain Specified Contracts. Attached hereto as Schedule 1 is a list of the Specified Contracts the Debtors propose to assume and/or assign.

**YOU ARE RECEIVING THIS NOTICE BECAUSE YOU ARE A PARTY
TO ONE OR MORE OF THE SPECIFIED CONTRACTS.**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Eastman Kodak Company (7150); Creo Manufacturing America LLC (4412); Eastman Kodak International Capital Company, Inc. (2341); Far East Development Ltd. (2300); FPC Inc. (9183); Kodak (Near East), Inc. (7936); Kodak Americas, Ltd. (6256); Kodak Aviation Leasing LLC (5224); Kodak Imaging Network, Inc. (4107); Kodak Philippines, Ltd. (7862); Kodak Portuguesa Limited (9171); Kodak Realty, Inc. (2045); Laser-Pacific Media Corporation (4617); NPEC Inc. (5677); Pakon, Inc. (3462); and Qualex Inc. (6019). The location of the Debtors’ corporate headquarters is: 343 State Street, Rochester, NY 14650.

² Capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Solicitation Procedures Order.

PLEASE TAKE FURTHER NOTICE that the cure amounts due with respect to each Specified Contract (the “**Cure Amount**”), if applicable, is set forth on Schedule 1 opposite the contract. The Debtors believe that any and all defaults (other than the filing of these chapter 11 cases) and actual pecuniary losses under the Specified Contracts can be cured by payment of the Cure Amounts. **You should locate your name, your contract and the associated proposed Cure Amount in the attached Schedule 1.**

IF YOU AGREE WITH THE ASSUMPTION AND/OR ASSIGNMENT OF YOUR CONTRACT(S) AND THE PROPOSED CURE AMOUNT(S) LISTED IN SCHEDULE 1 WITH RESPECT TO YOUR CONTRACT(S), YOU ARE NOT REQUIRED TO TAKE ANY FURTHER ACTION.

IF YOU DISAGREE WITH THE ASSUMPTION AND/OR ASSIGNMENT OF YOUR CONTRACT(S) OR THE PROPOSED CURE AMOUNT(S) LISTED IN SCHEDULE 1 WITH RESPECT TO YOUR CONTRACT(S), YOU MAY OBJECT TO THE ASSUMPTION AND/OR ASSIGNMENT OR THE PROPOSED CURE AMOUNT.

PLEASE TAKE FURTHER NOTICE that responses or objections (“**Assumption Objections**”), if any, to any proposed Cure Amount, the assumption and/or assignment of any Specified Contract, adequate assurance of future performance or whether applicable law excuses you from accepting performance by, or rendering performance to, the Reorganized Debtors or any proposed assignee, must (a) be in writing; (b) state with specificity the nature of such objection, and if disputed, the alleged Cure Amount and any and all defaults that must be cured or satisfied in order for such Specified Contract to be assumed and/or assigned (with appropriate documentation in support thereof); (c) comply with the terms of the Solicitation Procedures Order, the Bankruptcy Rules and the Local Rules and (d) be filed electronically with the Bankruptcy Court on the docket of *In re Eastman Kodak Company*, Case No. 12-10202 (ALG), pursuant to the Court’s General Order M-399 (available at <http://www.nysb.uscourts.gov/orders/m399.pdf>), by registered users of the Court’s case filing system and by all other parties in interest on a 3.5 inch disc, preferably in portable document format (PDF), Microsoft Word or any other Windows-based word processing format and served by U.S. mail, overnight delivery, hand delivery or, with the exception of the Court and the United States Trustee, facsimile upon each of the following: (a) the Chambers of the Honorable Allan L. Gropper, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004; (b) the Debtors and their counsel (Young Conaway Stargatt & Taylor LLP, Attn: Pauline K. Morgan and Joseph M. Barry, 1270 Avenue of the Americas, Suite 2210, New York, NY 10020); (c) Milbank, Tweed, Hadley & McCloy LLP, counsel to the Official Committee of Unsecured Creditors (Attn: Dennis F. Dunne, Tyson M. Lomazow and Brian Kinney, 1 Chase Manhattan Plaza, New York, NY 10005); (d) Haskell Slaughter Young & Rediker LLC, counsel to the Official Committee of Retired Employees (Attn: R. Scott Williams and Jennifer B. Kimble, 2001 Park Place, Suite 1400, Birmingham, AL 35203); (e) Davis Polk & Wardwell LLP, counsel to Citicorp North America, Inc., as agent for the Debtors’ post-petition secured lenders (Attn: Brian M. Resnick, 450 Lexington Avenue, New York, NY 10017); (f) Akin Gump Strauss Hauer & Feld LLP, counsel to the Ad Hoc Committee of Second Lien Noteholders and the lead lenders to the Debtors’ supplemental post-petition secured financing (Attn: Michael S. Stamer & Meredith A. Lahaie, One Bryant Park, New York, NY 10036; James Savin, 1333 New Hampshire Avenue, N.W., Washington, DC 20036); (g)

Covington & Burling LLP, counsel to Wilmington Trust, National Association, as agent for the Debtors' supplemental post-petition secured lenders (Attn: Ronald Hewitt, 620 Eighth Avenue, New York, NY 10018), so as to be actually received no later than **July 31, 2013 at 4:00 p.m. (Eastern Time)**. (the "Assumption Objection Deadline").

PLEASE TAKE FURTHER NOTICE that if you file an Assumption Objection satisfying the requirements of the Cure Procedures set forth in the Solicitation Procedures Order, the Debtors shall meet and confer with you in good faith to attempt to resolve any such objection without Court intervention. If the Debtors determine that the objection cannot be resolved without judicial intervention in a timely manner, the Bankruptcy Court shall make all necessary determinations relating to such objection at a hearing which may be held (i) at the Confirmation Hearing or (ii) at such other earlier or later date as the Bankruptcy Court may designate..

PLEASE TAKE FURTHER NOTICE that if you fail to timely file and properly serve an Assumption Objection as provided herein (i) you will be deemed to have forever waived and released any Assumption Objection and consented to the assumption and/or assignment of such contract on the terms set forth in this notice and (ii) you will be barred and estopped forever from asserting or claiming against the Debtors that any additional amounts are due or defaults exist, or conditions to assignment must be satisfied, under such Specified Contract.

PLEASE TAKE FURTHER NOTICE that, if no objections are received by the Assumption Objection Deadline, the assumption and/or assignment of the Specified Contracts shall be deemed authorized and the Cure Amounts set forth in Schedule 1 shall be binding upon you for all purposes and will constitute a final determination of the total cure amounts required to be paid by the Debtors in connection with the assumption and/or assignment of the Specified Contracts. Counsel for the Debtors may then submit to the Bankruptcy Court a form of order granting the requested assumption and/or assignment of the Specified Contracts. Upon authorization of the assumption and/or assignment of the Specified Contracts, any and all previously filed objections with respect thereto shall be deemed resolved.

PLEASE TAKE FURTHER NOTICE that inclusion herein is without prejudice to the Debtors' right to modify their election to assume or to reject any Specified Contract prior to the entry of a final, non-appealable order (which order may be the Confirmation Order), or if there is a dispute as of the Effective Date regarding any of the terms or conditions for the assumption, assignment or cure of a Specified Contract proposed to be assumed by the Debtors or assumed and assigned to any other Person, the Reorganized Debtors shall have until 30 days after the entry of a final, non-appealable order resolving such dispute to determine whether to (a) proceed with assumption and/or assignment in a manner consistent with such order or (b) reject the Specified Contract.

PLEASE TAKE FURTHER NOTICE that the inclusion of an Specified Contract herein (a) is not a final determination that any Specified Contract will, in fact, be assumed, and (b) shall not constitute or be deemed to be a determination or admission by the Debtors that such document is, in fact, an executory contract or unexpired lease within the meaning of section 365 of the Bankruptcy Code (all rights with respect thereto being expressly reserved).

PLEASE TAKE FURTHER NOTICE that the Debtors' assumption and/or assignment of a Specified Contract is subject to approval by the Bankruptcy Court, confirmation of the Plan and the occurrence of the Effective Date. Absent the occurrence of the Effective Date and entry of an Order approving the assumption and/or assignment of the Specified Contracts, the Specified Contracts shall be deemed neither assumed nor assigned and shall in all respects be subject to subsequent assumption or rejection by the Debtors

PLEASE TAKE FURTHER NOTICE that, prior to assumption and/or assignment, nothing herein (i) alters in any way the prepetition nature of the Specified Contracts or the validity, priority or amount of any claims you may have against the Debtors that may arise under such Specified Contract, (ii) creates a postpetition contract or agreement or (iii) elevates to administrative expense priority any claims you may have against the Debtors that may arise under such Specified Contract.

PLEASE TAKE FURTHER NOTICE that dates set forth in this notice are subject to change, and further notice of such changes may not be provided except through announcements in open court and/or the filing of notices and/or amended agendas and/or in accordance with the Solicitation Procedures Order. Parties in interest are encouraged to monitor the electronic court docket and/or the noticing agent website for further updates.

PLEASE TAKE FURTHER NOTICE that Copies of the Motion, Disclosure Statement and Plan may be obtained (i) from the Debtors' Notice and Claims Agent, Kurtzman Carson Consultants, LLC (a) at its website at <http://www.kccllc.net/kodak>, by clicking on the "Court Documents" link, (b) by writing to kodakinfo@kccllc.com or (c) calling (888) 249-2721 or (ii) for a fee via PACER at <https://ecf.nysb.uscourts.gov/>.

Dated: [•], 2013
New York, New York

Pauline K. Morgan
Sean T. Greecher
YOUNG CONAWAY STARGATT & TAYLOR,
LLP
1270 Avenue of the Americas
Suite 2210
New York, New York 10020
Telephone: (212) 332-8840
Facsimile: (212) 332-8855

Counsel to the Debtors and Debtors in Possession

Schedule 1