

Andrew G. Dietderich
John J. Jerome
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

Proposed Counsel to the Debtors and Debtors in Possession

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

_____))
In re: )	) Chapter 11
EASTMAN KODAK COMPANY,))
Debtor. )	) Case No. 12-_____ (_____)
_____))
In re: )	) Chapter 11
CREO MANUFACTURING AMERICA LLC,))
Debtor. )	) Case No. 12-_____ (_____)
_____))
In re: )	) Chapter 11
EASTMAN KODAK INTERNATIONAL))
CAPITAL COMPANY, INC., )	) Case No. 12-_____ (_____)
Debtor.))
_____))
In re: )	) Chapter 11
FAR EAST DEVELOPMENT LTD.,))
Debtor. )	) Case No. 12-_____ (_____)
_____))



In re:)
FPC INC.,)
Debtor.)
Case No. 12-_____ (_____))
Chapter 11)

In re:)
KODAK (NEAR EAST), INC.,)
Debtor.)
Case No. 12-_____ (_____))
Chapter 11)

In re:)
KODAK AMERICAS, LTD.,)
Debtor.)
Case No. 12-_____ (_____))
Chapter 11)

In re:)
KODAK AVIATION LEASING LLC,)
Debtor.)
Case No. 12-_____ (_____))
Chapter 11)

In re:)
KODAK IMAGING NETWORK, INC.,)
Debtor.)
Case No. 12-_____ (_____))
Chapter 11)

In re:)
KODAK PHILIPPINES, LTD.,)
Debtor.)
Case No. 12-_____ (_____))
Chapter 11)

In re:)
KODAK PORTUGUESA LIMITED,)
Debtor.)
Chapter 11)
Case No. 12-_____ (_____))

In re:)
KODAK REALTY, INC.,)
Debtor.)
Chapter 11)
Case No. 12-_____ (_____))

In re:)
LASER-PACIFIC MEDIA CORPORATION,)
Debtor.)
Chapter 11)
Case No. 12-_____ (_____))

In re:)
NPEC INC.,)
Debtor.)
Chapter 11)
Case No. 12-_____ (_____))

In re:)
PAKON, INC.,)
Debtor.)
Chapter 11)
Case No. 12-_____ (_____))

In re:)
QUALEX INC.,)
Debtor.)
Chapter 11)
Case No. 12-_____ (_____))

**DEBTORS' MOTION FOR AN ORDER AUTHORIZING JOINT
ADMINISTRATION OF THEIR RELATED CHAPTER 11 CASES**

Eastman Kodak Company (“**Kodak**”), on behalf of itself and its affiliated debtors and debtors in possession in these chapter 11 cases (collectively, the “**Debtors**”), hereby submits this motion (the “**Motion**”) for entry of an order, substantially in the form attached hereto as Exhibit A (the “**Proposed Order**”), authorizing the joint administration of the Debtors’ related chapter 11 cases. In support of this Motion, the Debtors respectfully represent and set forth as follows:

Background

1. On the date hereof (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases. No committees have been appointed or designated.

2. 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.

3. Additional factual background relating to the Debtors’ businesses and the commencement of these chapter 11 cases is set forth in detail in the Declaration of Antoinette P. McCorvey Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of

New York in Support of First Day Pleadings dated January 18, 2012 (the “**First Day Declaration**”), filed contemporaneously with this Motion and incorporated herein by reference.

Jurisdiction

4. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). The statutory predicates for the relief requested herein are section 101(2) of the Bankruptcy Code and rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

Relief Requested

5. By this Motion, the Debtors request entry of the Proposed Order authorizing joint administration of these chapter 11 cases for procedural purposes only. The Debtors request that the Court maintain one file and one docket for all of the jointly administered cases under the case number assigned to Kodak, and that these cases be administered under the following consolidated caption:

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

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

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.

6. The Debtors also request that an entry be made on the docket of each of the Debtors' chapter 11 cases, other than Kodak, that is substantially similar to the following:

An order has been entered in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint administration of the chapter 11 cases of: Eastman Kodak Company; Creo Manufacturing America LLC; Eastman Kodak International Capital Company, Inc.; Far East Development Ltd.; FPC Inc.; Kodak (Near East), Inc.; Kodak Americas, Ltd.; Kodak Aviation Leasing LLC; Kodak Imaging Network, Inc.; Kodak Philippines, Ltd.; Kodak Portuguesa Limited; Kodak Realty, Inc.; Laser-Pacific Media Corporation; NPEC Inc.; Pakon, Inc.; Qualex Inc.; and all further pleadings and other papers shall be filed in, and all further docket entries shall be made in, Case No. 12-_____ (___).

7. The Debtors also seek authority to file the monthly operating reports required by the Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees, issued by the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee"), on a consolidated basis. However, the Debtors intend to track and break out disbursements on a debtor-by-debtor basis.

Basis for Relief

8. The Debtors estimate that, among the 16 Debtor entities, there may be tens of thousands of creditors and other parties in interest in these chapter 11 cases, whose interests may not be limited to the provincial interests of any one particular Debtor. Joint administration will allow for the efficient and convenient administration of all these chapter 11 cases, will yield significant cost savings that will inure to the benefit of all interested parties, and will not harm the substantive rights of any party in interest.

9. Bankruptcy Rule 1015(b) provides that if "two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint

administration of the estates.” As set forth in the First Day Declaration, joint administration is proper on account of the Debtors’ corporate structure. Eastman Kodak Company owns 100% of the equity of: (a) Creo Manufacturing America LLC; (b) Eastman Kodak International Capital Company, Inc.; (c) Far East Development, Ltd.; (d) Kodak (Near East), Inc.; (e) Kodak Americas, Ltd.; (f) Kodak Aviation Leasing LLC; (g) Kodak Imaging Network, Inc.; (h) Kodak Philippines, Ltd.; (i) Kodak Portuguesa Limited; (j) Kodak Realty, Inc.; (k) NPEC Inc.; (l) Pakon, Inc.; (m) Qualex Inc.; and (n) Laser-Pacific Media Corporation. Laser-Pacific Media Corporation owns 100% of the equity of FPC Inc. Therefore, the Debtors are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and the Bankruptcy Rules authorize the Court to grant the relief requested herein.

10. Further, the Debtors operate as an integrated global business with common ownership and control. The Debtors also share a number of financial and operational systems. As a result, many of the motions, hearings and orders that will arise in these cases will affect each and every Debtor. Joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings, objections and hearings. Joint administration also will allow the U.S. Trustee and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

11. Moreover, joint administration will not adversely affect the Debtors’ respective constituencies because this Motion requests only administrative, not substantive, consolidation of the Debtors’ estates. For example, every creditor will be entitled to file a claim against a particular Debtor or its estate (or against multiple Debtors and their respective estates), intercompany claims among the Debtors will be preserved and the Debtors will maintain separate records of assets and liabilities. Parties in interest will therefore not be harmed by the

relief requested, but, instead, will benefit from the cost savings associated with the joint administration of these chapter 11 cases.

12. Joint administration of interrelated chapter 11 cases is routinely approved by courts in this jurisdiction, without controversy, under similar circumstances. *See, e.g., In re AMR Corp.*, Case No. 11-15463 (Bankr. S.D.N.Y. Nov. 29, 2011); *In re Borders Group, Inc.*, Case No. 11-10614 (Bankr. S.D.N.Y. Feb. 16, 2011); *In re Blockbuster Inc.*, Case No. 10-14997 (Bankr. S.D.N.Y. Sept. 23, 2010); *In re Reader's Digest Ass'n, Inc.*, Case No. 09-23529 (Bankr. S.D.N.Y. Aug. 25, 2009); *In re ION Media Networks, Inc., et al.*, Case No. 09-13125 (Bankr. S.D.N.Y. May 21, 2009); *In re Charter Commc'ns, Inc.*, Case No. 09-11435 (Bankr. S.D.N.Y. Mar. 20, 2009); *In re Chemtura Corp.*, Case No. 09-11233 (Bankr. S.D.N.Y. Mar. 19, 2009); *In re Tronox Inc.*, Case No. 09-10156 (Bankr. S.D.N.Y. Jan. 13, 2009); *In re Lyondell Chem. Co.*, Case No. 09-10023 (Bankr. S.D.N.Y. Jan. 7, 2009). The Debtors submit that the present circumstances warrant similar relief in these chapter 11 cases.

13. Accordingly, the Debtors submit that the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors and all other parties in interest.

Notice

14. Notice of this Motion has been provided to: (a) the United States Trustee for the Southern District of New York; (b) the entities listed on the Consolidated List of Creditors Holding the 50 Largest Unsecured Claims; (c) the agent under the prepetition revolving credit facility; (d) the indenture trustee for the prepetition 9.2% Senior Notes due June 1, 2021; (e) the indenture trustee for the prepetition 10.625% Senior Secured Notes due March 15, 2019; (f) the indenture trustee for the prepetition 9.95% Senior Notes due July 1, 2018; (g) the indenture trustee for the prepetition 9.75% Senior Secured Notes due March 1, 2018; (h) the

indenture trustee for the prepetition 7.00% Convertible Senior Notes due April 1, 2017; (i) the Securities and Exchange Commission; (j) the United States Attorney for the Southern District of New York; (k) the Internal Revenue Service; (l) the Environmental Protection Agency; (m) the Pension Benefit Guaranty Corporation; (n) counsel to KPP Trustees Limited, the trustee of the Kodak Pension Plan; (o) counsel to the Ad Hoc Committee of Holders of Senior Secured Notes; and (p) counsel to the agent under the proposed Debtor-In-Possession Credit Agreement. Due to the urgency of the circumstances surrounding this Motion and the nature of the relief requested herein, the Debtors respectfully submit that further notice of this Motion is neither required nor necessary.

No Prior Request

15. The Debtors have not previously sought the relief requested herein from this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: January 19, 2012
New York, New York

/s/ Andrew G. Dietderich

Andrew G. Dietderich
John J. Jerome
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
Joseph M. Barry
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

Proposed 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,)
) Case No. 12-_____ (_____)
Debtor.)
)

In re:)
) Chapter 11
CREO MANUFACTURING AMERICA LLC,)
) Case No. 12-_____ (_____)
Debtor.)
)

In re:)
) Chapter 11
EASTMAN KODAK INTERNATIONAL)
CAPITAL COMPANY, INC.,)
) Case No. 12-_____ (_____)
Debtor.)
)

In re:)
) Chapter 11
FAR EAST DEVELOPMENT LTD.,)
) Case No. 12-_____ (_____)
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In re:)
) Chapter 11
FPC INC.,)
) Case No. 12-_____ (_____)
Debtor.)
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In re:)
) Chapter 11
KODAK (NEAR EAST), INC.,)
) Case No. 12-_____ (_____)
Debtor.)
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In re:)
KODAK AMERICAS, LTD.,)
Debtor.)
Chapter 11)
Case No. 12-_____ (_____))

In re:)
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Debtor.)
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In re:)
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Debtor.)
Chapter 11)
Case No. 12-_____ (_____))

In re:)
KODAK PHILIPPINES, LTD.,)
Debtor.)
Chapter 11)
Case No. 12-_____ (_____))

In re:)
KODAK PORTUGUESA LIMITED,)
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Chapter 11)
Case No. 12-_____ (_____))

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LASER-PACIFIC MEDIA CORPORATION,) Chapter 11
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NPEC INC.,) Chapter 11
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In re:)
PAKON, INC.,) Chapter 11
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Debtor.) Case No. 12-_____ (_____)
)
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In re:)
QUALEX INC.,) Chapter 11
)
Debtor.) Case No. 12-_____ (_____)
)
<hr/>)

ORDER AUTHORIZING THE JOINT ADMINISTRATION OF THE DEBTORS' RELATED CHAPTER 11 CASES

Upon the motion (the "**Motion**")¹ of Eastman Kodak Company ("**Kodak**"), on behalf of itself and its affiliated debtors and debtors in possession in these chapter 11 cases (collectively, the "**Debtors**"), for an order authorizing the joint administration of these related chapter 11 cases; and upon consideration of the First Day Declaration; 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

¹ All capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Motion.

28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having 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 it appearing that proper and adequate notice of the Motion has been given and that, except as otherwise ordered herein, no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 12-[_____] ([____]).
3. The consolidated caption of the jointly administered cases should read as follows:

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

	)	Chapter 11
In re:	)	Case No. 12-_____ (_____)
EASTMAN KODAK COMPANY, <i>et al.</i> , ²	)	(Jointly Administered)
Debtors.)	

4. An entry shall be made on the docket of each of the Debtor’s chapter 11 cases, other than that of Kodak, that is substantially similar to the following:

An order has been entered in accordance with rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint administration of the chapter 11 cases of: Eastman Kodak Company; Creo Manufacturing America LLC; Eastman Kodak International Capital Company, Inc.; Far East Development Ltd.; FPC Inc.; Kodak (Near East), Inc.; Kodak Americas, Ltd.; Kodak Aviation Leasing LLC; Kodak Imaging Network, Inc.; Kodak Philippines, Ltd.; Kodak Portuguesa Limited; Kodak Realty, Inc.; Laser-Pacific Media Corporation; NPEC Inc.; Pakon, Inc.; Qualex Inc.; and all further pleadings and other papers shall be filed in, and all further docket entries shall be made in, Case No. 12-[_____] ([____]).

5. One consolidated docket, one file and one consolidated service list shall be maintained by Kodak and kept by the Clerk of the United States Bankruptcy Court for the Southern District of New York with the assistance of the notice and claims agent retained by the Debtors in these chapter 11 cases.

² 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.

6. The Debtors may file their monthly operating reports required by the Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees, issued by the Office of the U.S. Trustee, on a consolidated basis but shall track and break out disbursements on a debtor-by-debtor basis.

7. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise affecting a substantive consolidation of these chapter 11 cases.

8. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

9. The requirements set forth in Local Rule 9013-1(b) are satisfied.

10. This Court retains jurisdiction with respect to all matters arising from or related to the enforcement of this Order.

Dated: January [•], 2012
New York, New York

United States Bankruptcy Judge