

of submitting any required mailing matrix, (b) file a consolidated list of the Debtors' 50 largest unsecured creditors, and (c) mail initial notices through their proposed claims and noticing agent.

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.

Facts Specific to the Relief Requested

4. The Debtors comprise 16 entities involved in these chapter 11 cases. The

Debtors estimate that they have tens of thousands of creditors on a consolidated basis.

5. Contemporaneously with the filing of this motion, and in accordance with General Order M-409 (as defined below), the Debtors have filed an application to retain Kurtzman Carson Consultants LLC (“**KCC**”) as their claims and noticing agent in these chapter 11 cases (the “**Proposed Claims and Noticing Agent**”). If that motion is granted, KCC will, among other things, (a) assist with the consolidation of the Debtors’ computer records into a creditor database and prepare creditor lists, (b) mail notices to the parties in such database, including, without limitation, the notice of commencement of these chapter 11 cases and (c) undertake any other mailings directed by the Court, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) or required by the Bankruptcy Code or the Bankruptcy Rules (as defined below). The Debtors believe that using KCC for this purpose will maximize administrative efficiency in these chapter 11 cases and reduce the administrative burdens that would otherwise fall upon the Court and the U.S. Trustee.

6. After consulting with KCC, the Debtors believe that preparing the consolidated list in the format or formats currently maintained by the Debtors in the ordinary course of business will be sufficient to permit KCC to promptly provide notices to all applicable parties. Indeed, with the assistance of KCC, the Debtors will be prepared to provide parties in interest with a computer-readable consolidated list of creditors upon request and will be capable of undertaking all mailings required during the pendency of these chapter 11 cases.

7. Accordingly, the Debtors believe that maintaining their lists of creditors in electronic format rather than preparing and filing separate matrices will maximize efficiency, increase accuracy and reduce costs to the benefit of these estates.

Jurisdiction

8. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this Court 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 sections 105(a), 342(a) and 521 of the Bankruptcy Code, rules 1007(a)(1) and (d) and 2002(a) and (f) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), rules 1007-1 and 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”) and Amended General Order M-409 of the United States Bankruptcy Court for the Southern District of New York (“**General Order M-409**”).

Relief Requested

9. By this motion, the Debtors seek entry of the Proposed Order authorizing the Debtors to (a) prepare a consolidated list of creditors in the format or formats currently maintained in the ordinary course of business in lieu of submitting any required mailing matrix, (b) file a consolidated list of the Debtors’ 50 largest unsecured creditors, and (c) mail initial notices through the Proposed Claims and Noticing Agent.

Basis for Relief

A. The Debtors Should Be Authorized to Prepare a List of Creditors in Lieu of Submitting a Formatted Mailing Matrix.

10. Unless a debtor’s schedules of assets and liabilities are filed simultaneously with a chapter 11 petition, section 521(a) of the Bankruptcy Code, Bankruptcy Rule 1007(a)(1) and Local Rule 1007-2 require a debtor to file a list containing the name and address of each creditor. In addition, Bankruptcy Rule 1007(d) requires a debtor to file a list containing the name, address and claim of the creditors holding the 20 largest unsecured claims

against the debtor and, further, Bankruptcy Rule 2002(a)(1) provides that the clerk (or other person as directed by the court) must give the debtor, the trustee, all creditors and any indenture trustee at least 21 days' notice by mail of the meeting of creditors under section 341 of the Bankruptcy Code. Bankruptcy Rule 2002(f)(1) also provides that notice of "the order for relief" shall be sent by mail to all creditors.

11. Permitting the Debtors to maintain a consolidated list of their creditors in electronic format only, in lieu of filing a creditor matrix, is warranted under the circumstances of these chapter 11 cases. Indeed, because the Debtors have many thousands of creditors, converting the Debtors' computerized information to a format compatible with the matrix requirements would be an exceptionally burdensome task and would greatly increase the risk and recurrence of error with respect to information already intact on computer systems maintained by the Debtors or their agents.

12. Accordingly, the Debtors, working together with the Proposed Claims and Noticing Agent, already have prepared a single, consolidated list of the Debtors' creditors in electronic format. The Debtors are prepared to make that list available in electronic format to any party in interest who so requests (or in non-electronic format at such requesting party's sole cost and expense) in lieu of submitting a mailing matrix to the clerk of this Court. The Debtors submit that the proposed maintenance of an electronic list of creditors by the Proposed Claims and Noticing Agent is warranted under the facts and circumstances present here and is consistent with the applicable provisions of the Local Rules.

13. Moreover, this Court has regularly granted relief similar to that requested herein. *See, e.g., In re Hostess Brands, Inc.*, Case No. 12-22052 (Bankr. S.D.N.Y. Jan 12, 2012); *In re The Great Atlantic & Pacific Tea Co., Inc.*, Case No. 10-24549 (Bankr. S.D.N.Y. Dec. 14,

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.*, Case No. 09-13125 (Bankr. S.D.N.Y. May 21, 2009); *In re Chemtura Corp.*, Case No. 09-11233 (Bankr. S.D.N.Y. Apr. 1, 2009); *In re Charter Commc'ns., Inc.*, Case No. 09-11435 (Bankr. S.D.N.Y. Mar. 30, 2009); *In re Tronox Inc.*, Case No. 09-10156 (Bankr. S.D.N.Y. Jan. 13, 2009); *In re Wellman, Inc.*, Case No. 08-10595 (Bankr. S.D.N.Y. Feb. 25, 2008). The Debtors submit that the present circumstances warrant similar relief in these chapter 11 cases.

B. The Debtors Should Be Authorized to File a Single Consolidated Creditor List.

14. Bankruptcy Rule 1007(d) provides that a debtor shall file “a list containing the name, address and claim of the creditors that hold the 20 largest unsecured claims, excluding insiders.” Because the Debtors share many of the same creditors and generally operate as a unified corporate entity, the Debtors request authority to file a single, consolidated list of their 50 largest general unsecured creditors.

15. Because the top 20 lists of several of the individual Debtors would overlap, and certain other Debtors may have fewer than 20 identifiable unsecured creditors, the Debtors submit that filing separate top 20 creditor lists would be of limited utility. In addition, the exercise of compiling separate top 20 creditor lists for each individual Debtor would consume an excessive amount of the Debtors' scarce time and resources. Further, the Debtors believe that a single, consolidated list of the Debtors' 50 largest unsecured, non-insider creditors will aid the U.S. Trustee in her efforts to communicate with those creditors. Accordingly, the Debtors submit that filing a consolidated list of their 50 largest unsecured creditors is appropriate under the facts and circumstances present here, and is consistent with the applicable provisions of the Local Rules.

16. Moreover, this Court has regularly granted relief similar to that requested herein. *See, e.g., In re Hostess Brands, Inc.*, Case No. 12-22052 (Bankr. S.D.N.Y. Jan 12, 2012); *In re Borders Group, Inc.*, Case No. 11-10614 (Bankr. S.D.N.Y. Feb. 16, 2011); *In re The Great Atlantic & Pacific Tea Co., Inc.*, Case No. 10-24549 (Bankr. S.D.N.Y. Dec. 14, 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.*, Case No. 09-13125 (Bankr. S.D.N.Y. May 21, 2009); *In re Chemtura Corp.*, Case No. 09-11233 (Bankr. S.D.N.Y. Apr. 1, 2009); *In re Charter Commc'n., Inc.*, Case No. 09-11435 (Bankr. S.D.N.Y. Mar. 30, 2009); *In re Tronox Inc.*, Case No. 09-10156 (Bankr. S.D.N.Y. Jan. 13, 2009). The Debtors submit that the present circumstances warrant similar relief in these chapter 11 cases.

C. The Debtors Should Be Authorized to Mail the Notice of Commencement Through KCC.

17. The Debtors propose that KCC undertake all mailings directed by the Court, the U.S. Trustee or as required by the Bankruptcy Code, including, without limitation, the notice of commencement of these chapter 11 cases. KCC's assistance with mailing and preparation of creditor lists and notices will ease administrative burdens that otherwise would fall upon the Court and the U.S. Trustee. With such assistance, the Debtors will be prepared to file a computer-readable consolidated list of creditors and also will be capable of undertaking all necessary mailings.

Notice

18. Notice of this Motion has been provided to: (a) the U.S. Trustee; (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

19. 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

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Proposed Counsel to the Debtors and
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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-_____ (___)
Debtors.)	(Joint Administration Requested)
)	

**ORDER AUTHORIZING THE DEBTORS TO (A) PREPARE
A LIST OF CREDITORS IN LIEU OF A FORMATTED MAILING
MATRIX, (B) FILE A CONSOLIDATED LIST OF THE DEBTORS’
50 LARGEST UNSECURED CREDITORS AND (C) MAIL INITIAL NOTICES**

Upon the motion (the “**Motion**”)² 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 Debtors to (a) prepare a consolidated list of creditors in the format or formats currently maintained in the ordinary course of business in lieu of submitting any required mailing matrix, (b) file a consolidated list of the Debtors’ 50 largest unsecured creditors and (c) mail initial notices through their proposed claims and noticing agent; 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 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

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

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 sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized to file a consolidated list of their 50 largest unsecured creditors in lieu of each Debtor filing a list of its 20 largest unsecured creditors.
3. In lieu of submitting a formatted mailing matrix, the Debtors shall make available a single, consolidated list of all of the Debtors' creditors in electronic format upon reasonable request by parties in interest (or in non-electronic format at such requesting party's sole cost and expense).
4. The Debtors, with the assistance of KCC (upon this Court's authorization to engage KCC as the Debtors' claims and noticing agent), are authorized, but not directed, to undertake all mailings directed by this Court, the U.S. Trustee or as required by the Bankruptcy Code, including, without limitation, the notice of commencement of these chapter 11 cases and any other correspondence that the Debtors may wish to send to creditors.
5. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
6. 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