

**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 INTENT TO SELL, TRADE
OR OTHERWISE TRANSFER KODAK STOCK**

PLEASE TAKE NOTICE THAT [Name of Prospective Seller] hereby provides notice of its intention to sell, trade or otherwise transfer one or more shares of Eastman Kodak Company (“**Kodak**”) common stock (the “**Kodak Common Stock**”), and Kodak securities that are convertible to Kodak Common Stock (“**Kodak Convertible Securities**” and, together with Kodak Common Stock, “**Kodak Stock**”) or an Option (as defined below) with respect to any of the foregoing (the “**Proposed Transfer**”).

PLEASE TAKE FURTHER NOTICE THAT [Name of Prospective Seller] currently beneficially Owns:

- (i) _____ shares of Kodak Common Stock and/or Options to acquire _____ shares of Kodak Common Stock,
- [(ii) _____ shares of Kodak Convertible Securities and/or Options to acquire _____ shares of Kodak Convertible Securities,]

PLEASE TAKE FURTHER NOTICE THAT, pursuant to the Proposed Transfer, [Name of Prospective Seller] proposes to sell, trade or otherwise transfer:

- (i) _____ shares of Kodak Common Stock and/or Options to acquire _____ shares of Kodak Common Stock,

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.

[(ii) _____ shares of Kodak Convertible Securities and/or Options to acquire _____ shares of Kodak Convertible Securities,]

If the Proposed Transfer is permitted to occur, [Name of Prospective Seller] will Own:

(i) _____ shares of Kodak Common Stock and/or Options to acquire _____ shares of Kodak Common Stock,

[(ii) _____ shares of Kodak Convertible Securities and/or Options to acquire _____ shares of Kodak Convertible Securities,]

PLEASE TAKE FURTHER NOTICE THAT the taxpayer identification number of [Name of Prospective Seller] is _____.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, [Name of Prospective Seller] hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain Debtors' Motion For An Order Authorizing Restrictions on Certain Transfers of Interests in the Debtors and Establishing Notification Procedures Relating Thereto Pursuant to Sections 105(a) and 362 of the Bankruptcy Code (the "**Motion**") and the final order of the Bankruptcy Court made pursuant to the Motion, this Notice is being (a) filed with the United States Bankruptcy Court for the Southern District of New York, and (b) served upon (i) the Debtors, c/o Eastman Kodak Company, 343 State Street, Rochester, New York 14650 (Attn: Patrick M. Sheller, Esq.); (ii) Sullivan & Cromwell LLP, 125 Broad Street, New York, New York 10004 (Attn: Michael H. Torkin, Esq. and Noam B. Katz, Esq.), counsel for the Debtors; (iii) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Brian M. Resnick, Esq. and Hilary Dengel, Esq.), counsel for the agent for the Debtors' postpetition secured debtor-in-possession financing; and (iv) Milbank, Tweed, Hadley & McCloy LLP, One Chase Manhattan Plaza, New York, New York 10005 (Attn: Russell J. Kestenbaum and Drew Batkin), proposed counsel to the Official Committee of Unsecured Creditors.

PLEASE TAKE FURTHER NOTICE that the Debtors have 15 calendar days after the filing of this Notice to approve the Proposed Transfer described herein. If the Debtors do not approve the Proposed Transaction in this time, such Proposed Transfer shall be deemed rejected.

PLEASE TAKE FURTHER NOTICE that any further transactions contemplated by [Name of Prospective Seller] that may result in [Name of Prospective Seller] purchasing, acquiring or otherwise accumulating shares of Kodak Stock (or Options with respect thereto) will each require an additional notice filed with the Court to be served in the same manner as this Notice.

For purposes of this Notice, (a) "**Ownership**" (or any variation thereof of Kodak Stock and Options to acquire Kodak Stock) shall be determined in accordance with applicable

rules under section 382 of title 26 of the United States Code (the “**Tax Code**”), the U.S. Department of Treasury regulations (“**Treasury Regulations**”) promulgated thereunder and rulings issued by the Internal Revenue Service, and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (i) direct and indirect ownership (*e.g.*, a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (ii) ownership by a holder’s family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock and (iii) in certain cases, the ownership of an Option to acquire Kodak Stock, (b) any variation of the term “**Ownership**” (*e.g.*, Own) shall have the same meaning and (c) an “**Option**” to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

Respectfully submitted,

(Name of Prospective Seller)

By: _____
Name: _____
Title: _____

Address: _____

:

Telephone: _____
Facsimile: _____

Date: _____