

**Hearing Date: February 15, 2012 at 11:00 a.m. (Eastern Time)**

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Proposed 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> , <sup>1</sup>	)		Case No. 12-10202 (ALG)
Debtors.	)		(Jointly Administered)
	)		Ref. No. 28

**NOTICE OF REVISED PROPOSED ORDER GRANTING DEBTORS' MOTION FOR AN ORDER (A) AUTHORIZING, BUT NOT DIRECTING, THE DEBTORS TO CONTINUE PREPETITION INSURANCE COVERAGE AND PAY PREPETITION OBLIGATIONS RELATING THERETO AND (B) AUTHORIZING, BUT NOT DIRECTING, ALL FINANCIAL INSTITUTIONS TO HONOR ALL RELATED PAYMENT REQUESTS**

**PLEASE TAKE NOTICE** that on January 19, 2012 the Debtors' Motion for an Order (A) Authorizing, but not Directing, the Debtors to Continue Prepetition Insurance Coverage and Pay Prepetition Obligations Relating Thereto and (B) Authorizing, but not

<sup>1</sup> 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.



Directing, All Financial Institutions to Honor All Related Payment Requests (the “**Motion**”).

Attached as Exhibit A to the Motion was the proposed order (the “**Proposed Order**”).

**PLEASE TAKE FURTHER NOTICE** that the Debtors have received and incorporated informal comments to the Proposed Order (the “**Revised Proposed Order**”).

Attached hereto as Exhibit A is a blackline reflecting the revisions to the Proposed Order. The undersigned counsel will present the Revised Proposed Order to the Honorable Allan L. Gropper, in Room 617 of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), One Bowling Green, New York, New York 10004, at a hearing to be held on **February 15, 2012 at 11:00 a.m. (Eastern Time)**.

Dated: February 13, 2012  
New York, New York

/s/ Andrew G. Dietderich  
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**EXHIBIT A**

**Blackline of Proposed Order**

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

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

**ORDER (A) AUTHORIZING, BUT NOT DIRECTING, THE DEBTORS TO CONTINUE PREPETITION INSURANCE COVERAGE AND PAY PREPETITION OBLIGATIONS RELATING THERETO AND (B) AUTHORIZING, BUT NOT DIRECTING, ALL FINANCIAL INSTITUTIONS TO HONOR ALL RELATED PAYMENT REQUESTS**

Upon the motion (the “**Motion**”)<sup>2</sup> 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 (a) authorizing the Debtors to continue their prepetition Insurance Policies and to pay any prepetition amounts related to those Insurance Policies, including payment of brokers’ fees arising thereunder or in connection therewith, to the extent the Debtors determine that such payments are necessary or appropriate to maintain adequate insurance coverage for the Debtors’ estates and assets and (b) authorizing, but not directing, financial institutions to receive, process, honor and pay all checks presented for payment and electronic payment requests related to the foregoing, solely to the extent the Debtors have sufficient funds standing to their credit with such financial institutions; and ~~upon consideration of the First Day Declaration; and~~ it appearing that this Court has jurisdiction to consider the

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 used but otherwise not defined herein shall have the meanings set forth in the Motion.

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 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 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 Debtors are authorized, in their sole discretion to continue to administer insurance coverage currently in effect and pay any prepetition amounts related to the Insurance Policies, including payment of Brokers' fees arising thereunder or in connection therewith, to the extent that the Debtors determine in their discretion that such payments are necessary or appropriate to maintain adequate insurance coverage for the Debtors' estates and assets.
3. The Debtors are authorized to revise, extend, supplement or change insurance coverage as needed, including entering into new insurance policies, through renewal of the Insurance Policies or purchase of new policies; provided, however, that nothing herein authorizes the Debtors to purchase any "tail coverage" in respect of its existing director and officer liability insurance policies without consultation with the Official Committee of Unsecured Creditors (the "Creditors' Committee") and on notice to the Ad Hoc Committee of Second Lien Noteholders (the "Second Lien Noteholder Committee") or further order of this Court.

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

5. In accordance with this Order (or other order of this Court), each of the financial institutions at which the Debtors maintain their accounts relating to the payment of the obligations described in the Motion is authorized, but not directed, to (a) receive, process, honor and pay all checks presented for payment and to honor all fund transfer requests made by the Debtors related thereto, to the extent that sufficient funds are on deposit in those accounts and (b) accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of this Court, whether such checks, drafts, wires or transfers are dated prior to, on or subsequent to the Petition Date, and shall have no duty of further inquiry nor any liability for relying on such representation or following the Debtors' instructions.-

6. 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, [the Second Lien Noteholder Committee, the Creditors' Committee or the agent for the DIP Financing \(as defined below\)](#), or shall impair the ability of the Debtors, or any other party in interest, [to the extent applicable](#), to contest the validity and amount of any payment made pursuant to this Order.

7. To the extent that ~~there is~~ any inconsistency [exists](#) between [this Order and the terms of the interim or final order approving Debtors' postpetition secured debtor-in-possession financing \(the "DIP Financing, if and when entered, and this Order,"\)](#) or any Order

of this Court approving such DIP Financing, the terms of the ~~interim or final order~~ DIP Financing and the Order approving the ~~DIP Financing, as applicable, same~~ shall ~~govern~~ control.

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

9. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied.

10. The requirements set forth in Bankruptcy Rule 6004(a) are satisfied.

~~10.~~ 11. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h).

~~11.~~ 12. This Court retains jurisdiction with respect to all matters arising from or related to the enforcement of this Order.

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

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Allan L. Gropper  
United States Bankruptcy Judge