

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

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Proposed Counsel to the Debtors and
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**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)
)	(Jointly Administered)
Debtors.)	
)	Ref. No. 9
)	

**NOTICE OF REVISED PROPOSED FINAL ORDER GRANTING DEBTORS' MOTION
FOR INTERIM AND FINAL ORDERS (A) AUTHORIZING, BUT NOT DIRECTING,
DEBTORS TO PAY TAXES AND FEES AND (B) AUTHORIZING AND DIRECTING
ALL FINANCIAL INSTITUTIONS TO HONOR ALL
RELATED PAYMENT REQUESTS**

PLEASE TAKE NOTICE that on January 19, 2012 the Debtors' Motion for
Interim and Final Orders (A) Authorizing, But Not Directing, Debtors to Pay Taxes and Fees and
(B) Authorizing and Directing All Financial Institutions to Honor All Related Payment Requests

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.



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

PLEASE TAKE FURTHER NOTICE that the Debtors have received and incorporated informal comments to the Proposed Final Order (the “**Revised Proposed Final Order**”). Attached hereto as Exhibit A is a blackline reflecting the revisions to the Proposed Final Order. The undersigned counsel will present the Revised Proposed Final 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 Final 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.)	<u>10202 (ALG)</u>
)	(Jointly Administered)

FINAL ORDER (A) ~~A~~ AUTHORIZING, BUT NOT DIRECTING, ~~THE~~ THE DEBTORS TO PAY TAXES AND FEES AND (B) ~~B~~ B AUTHORIZING, ~~BUT NOT DIRECTING, ALL BUT NOT DIRECTING, ALL FINANCIAL INSTITUTIONS TO HONOR ALL RELATED PAYMENT REQUESTS~~

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 interim and final orders (a)-authorizing, but not directing, the Debtors to pay certain income, sales, use, franchise and property taxes and other taxes, assessments, fees (including intellectual property fees) and similar charges and (b)-authorizing, but not directing financial institutions to receive, process, honor, and pay all related checks and electronic payment requests, 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 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

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

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, but not directed, in their discretion, to pay

certain prepetition income, sales, use, franchise and property taxes and other taxes, assessments, fees (including intellectual property fees) and similar charges (as more fully described in the Motion, and collectively, the “**Taxes and Fees**”), including, but not limited to, all of those Taxes and Fees subsequently determined upon audit or otherwise to be owed for periods prior to the Petition Date, *provided*, that the aggregate amount so paid due to adjustments to prepetition income and franchise taxes shall not exceed \$1 million. Each Debtor that operates a Foreign Branch ~~(as defined in the Motion)~~³ is authorized, but not directed, to continue to pay taxes in the ordinary course of business, consistent with past practice, in each jurisdiction in which it operates.—

3. If the Debtors’ payments on account of the Taxes and Fees (other than payments on account of property taxes and intellectual property fees) exceed \$6 million, prompt notice shall be given to (i) the U.S. Trustee, (ii) proposed counsel to the Official Committee of

³ Each of the following Debtors – Kodak Philippines, Ltd., Kodak Portuguesa Limited, Kodak (Near East), Inc., FPC, Inc. and Kodak Americas, Ltd. – operates a foreign branch in one or more of the following jurisdictions: Philippines, Dubai, Turkey, Greece, Peru, Uruguay, Italy and Colombia (collectively, the “**Foreign Branches**”).

Unsecured Creditors (the “Creditors’ Committee”), Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, Attn: Dennis F. Dunne, Esq. and Tyson M. Lomazow, Esq., (iii) counsel to the agent for the Debtors’ postpetition secured debtor-in-possession credit facility, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn.: Marshall S. Huebner, Esq., and (iv) counsel to the Ad Hoc Committee of Second Lien Noteholders (the “Second Lien Noteholder Committee”), Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Michael S. Stamer, Esq. and David H. Botter, Esq.

~~3.4.~~ 4. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

~~4.5.~~ 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 representations or following the Debtors’ instructions.

~~5.6.~~ 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.

~~6.7.~~ 7.8. To the extent that ~~there is~~ any inconsistency exists between this Order and the terms of the ~~interim~~ Debtors' postpetition secured debtor-in-possession financing (the "DIP Financing") or ~~final order~~ any Order of this Court approving ~~the~~ such DIP Financing, ~~if and when entered, and this Order,~~ the terms of such DIP Financing and the ~~interim or final order~~ Order approving the ~~DIP Financing, as applicable, same~~ shall govern control.

~~7.8.~~ 8.9. The requirements set forth in Local Rule ~~9013-1(b)~~ are satisfied.

~~8.9.~~ 9.10. The requirements set forth in Bankruptcy Rule ~~6004(a)~~ are satisfied.

~~9.10.~~ 10.11. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule ~~6004(h)~~ or otherwise.

~~10.11.~~ 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~~

~~United States Bankruptcy Judge~~

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

Allan L. Gropper
United States Bankruptcy Judge