



ordered herein, no other or further notice is necessary; and it after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as provided herein.
2. The Debtors are authorized, but not required, to retain and pay reasonable fees and expenses for the services of various professionals listed on Exhibit A attached hereto in the ordinary course of their businesses (each, an ordinary course professional or “OCP” and, collectively, the “OCPs”),<sup>3</sup> *nunc pro tunc* to the earlier of the Petition Date or the date on which the OCP commenced services, to assist and advise the Debtors in the operation of their businesses and to defend the Debtors in matters arising in the ordinary course of the Debtors’ businesses.
3. The following procedures (the “OCP Procedures”) for the retention of OCPs are hereby approved:
  - a. Within 30 days following the latter of (i) entry of this Order or (ii) the commencement of services for the Debtors, each OCP shall provide the Debtors’ attorneys with (i) a declaration of disinterestedness (each a “**Declaration of Disinterestedness**”), substantially in the form attached hereto as Exhibit B, certifying that such OCP does not represent or hold any interest adverse to the Debtors or their estate with respect to the matter on which the professional is to be employed; and (ii) a completed retention questionnaire substantially in the form attached hereto as Exhibit C (the “**Retention Questionnaire**”).
  - b. The Debtors subsequently shall file the Declaration of Disinterestedness and Retention Questionnaires with this Court and serve a copy upon: (a) the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”), 33 Whitehall Street, 21st Floor, New York, New York 10004; (b) counsel to the agent for the Debtors’ postpetition secured debtor-

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<sup>3</sup> Except as authorized by the Court, the OCP Procedures shall not apply to professionals retained by the Debtors pursuant to separate orders of the Court.

in-possession credit facility, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S. Huebner, Esq.; (c) proposed counsel to the Official Committee of 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.; (d) 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.; and (e) counsel to any other official committee appointed in these chapter 11 cases (collectively, the “**Notice Parties**”).

- c. The Notice Parties shall have 15 days after the filing and service of a Declaration of Disinterestedness and the Retention Questionnaire to object to the retention of the OCP (the “**Objection Deadline**”). Any objecting party shall serve its objection upon the Notice Parties, the Debtors’ attorneys and the relevant OCP on or before the Objection Deadline. If no objections are asserted by the Objection Deadline, the Debtors shall be authorized to retain and employ, *nunc pro tunc* to the earlier of the Petition Date or the date on which the OCP commenced services, and pay each OCP pursuant to sections 327 and 328 of the Bankruptcy Code without the need for a hearing and without further Order of the Court; *provided, however*, that if an objection is asserted by the Objection Deadline and such objection cannot be resolved within 10 days after the Objection Deadline, then the retention of the OCP that is the subject of the objection shall be scheduled for hearing by the Debtors at the next regularly scheduled omnibus hearing date that is no less than 20 days from that date or on a date otherwise agreed to by the parties.
- d. The Debtors are authorized to retain additional OCPs throughout these cases; *provided*, that (i) such OCPs are included on a supplemental version of Exhibit A attached hereto that is filed with this Court and served on the Notice Parties and (ii) such OCPs comply with the OCP Procedures, including that a Declaration of Disinterestedness and a Retention Questionnaire be filed with the Court for each additional OCP; and *further provided*, that subject to the objection procedure described above, the retention of additional OCPs pursuant to sections 327 and 328 of the Bankruptcy Code will be effective as of the date requested in any supplemental list of OCPs or the expiration of the Objection Deadline applicable for each OCP, whichever is earlier.

- e. The Debtors are authorized to retain an OCP and pay such OCP, without formal application to this Court by any OCP, 100% of fees and disbursements to each of the OCPs retained by the Debtors after such OCP (i) has on file with this Court and properly served on the Notice Parties a Declaration of Disinterestedness and the Retention Questionnaire for which the Objection Deadline lapses and no objections are pending and (ii) submits to the Debtors and the Notice Parties an appropriate invoice setting forth in reasonable detail the nature of the services to be rendered after the Petition Date; *provided, however*, that the monthly compensation does not exceed (i) \$50,000 per month for each OCP's fees, excluding expenses and (ii) \$5,000 per month for each OCP's expenses (collectively, the "**OCP Monthly Cap**"); and *further provided*, that any payment of fees or expenses to an OCP first shall be paid in the form of a reduction to any retainer held by such OCP in connection with its engagement by the Debtors.
- f. To the extent that fees or expenses payable to any OCP exceed the OCP Monthly Cap set forth in paragraph (e) above, the OCP shall file a fee application (a "**Fee Application**") with this Court to be heard on notice for the full amount of its fees and expenses for any month where such OCP's compensation exceeds the OCP Monthly Cap in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the "**Local Rules**"), the fee guidelines promulgated by the Executive Office of the United States Trustee, and any applicable orders of this Court, unless the U.S. Trustee agrees otherwise; provided, however, that the Debtors may make an interim payment to the OCP of up to \$50,000 for fees and up to \$5,000 for expenses each month prior to a hearing on the Fee Application so long as the OCP has been retained, either automatically through expiration of the Objection Deadline, or by approval of the Court.
- g. Payment to any one OCP shall not exceed \$500,000 for the entire period in which these chapter 11 cases are pending, subject to further Order of this Court.
- h. Unless the Court orders otherwise, in the event payment to any OCP would exceed \$500,000 for the entire period in which these chapter 11 cases are pending, such OCP shall be required to file a separate application to be retained as a professional pursuant to section 327 or 328 of the Bankruptcy Code.
- i. At three-month intervals during the pendency of these chapter 11 cases, beginning 90 days after the Petition Date, and for each

three-month period thereafter (each, a “**Quarter**”), the Debtors shall file with this Court and serve on the Notice Parties, no later than 30 days after such Quarter, a statement that shall include the following information for each OCP: (i) the name of the OCP; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that OCP during the reported Quarter; (iii) all postpetition payments made to that OCP to date; and (iv) a general description of the services rendered by that OCP.

4. The Debtors may amend the compensation limitations set forth in this Order upon motion to the Court and due notice to parties in interest, including the Notice Parties.

5. 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 Debtors’ postpetition secured debtor-in-possession financing, 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. The requirements set forth in Local Rule 9013-1(b) are satisfied.

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

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

Dated: February 15, 2012  
New York, New York

/s/ Allan L. Gropper  
Allan L. Gropper  
United States Bankruptcy Judge

**EXHIBIT A**

**Ordinary Course Professionals**

	NAME	ADDRESS	SERVICE
1	ABE IKUBO & KATAYAMA	2 8 7 YAESU CHYO-KU TOKYO, 1040028	LEGAL
2	ABRAMS SCOTT & BICKLEY LLP	700 LOUISIANA STREET STE 1800 HOUSTON, TX 77002	LEGAL
3	ALLEN DYER DOPPELT MILBRATH	255 S ORANGE AVE ORLANDO, FL 32818	LEGAL
4	ALSTON & BIRD LLP	1201 WEST PEACHTREE ATLANTA, GA 30309	LEGAL
5	AOYAMA & PARTNERS	1-3-7 SHIROMI CHUO-KU OSAKA, 5400001	LEGAL
9	BAKER & MCKENZIE LLP	1114 AVENUE OF THE AMERICAS NEW YORK, NY 10036-7703	LEGAL
11	BARZANO & ZANARDO	VIA BORGUNUOVO, 10 MILANO, 20101	LEGAL
12	BECK REDDEN & SECREST LLP	1221 MCKINNEY STREET HOUSTON, TX 77010	LEGAL
13	BEIJING HYLANDS LAW FIRM	5TH FLOOR HANWEL PLAZA BEIJING, 100004	LEGAL
14	BEIJING WAN HUI DA INTELLECTUAL	ZHONGGUANCUN STREET SOUTH BEIJING, 100873	LEGAL
16	BENESCH FRIEDLANDER COPLAN AND ARONOFF LLP	200 PUBLIC SQ.2300 CLEVELAND, OH 44114	LEGAL
19	BOTTI & FERRARI SRL	VIA LOCATELLI 5 MILANO, 20124	LEGAL
26	CCPIT PATENT & TRADEMAK LAW OFFICE	158 FUXINGMENNEI STREET BEIJING, 100031	LEGAL
27	CHANCERY CORPORATE SERVICES LIMITED	CHANCERY HOUSE,HIGH STREET BRIDGETOWN, 1128	LEGAL
29	CHINA PATENT AGENT (HK) LIMITED	22 HARBOUR ROAD, WANCHAI HONGKONG, HK	LEGAL
30	CHINA SINDA INTELLECTUAL PROPERTY	B11TH FL,FOCUS PLACE 19 FIN. ST. BEIJING, 100033	LEGAL
32	CONNOLLY BOVE LODGE HUTZ LLP	1007 N.ORANGE ST WILMINGTON, DE 19899	LEGAL
35	COVINGTON & BURLING LLP	1201 PENNSYLVANIA AVENUE NW	LEGAL

	NAME	ADDRESS	SERVICE
		WASHINGTON, DC 20004-2401	
38	CROWELL MORING	1001 PENNSYLVANIA AVENUE PO Box 79773 WASHINGTON, DC 21279	LEGAL
43	DAVIS WRIGHT TREMAINE LLP	1501 FOURTH AVE, SUITE 2600 SEATTLE, WA 98101	LEGAL
44	DAY PITNEY LLP	PO Box 416234 Boston, MA 02241-6234	LEGAL
46	DEWEY & LEBOEUF LLP	1101 NEW YORK AVE N.W WASHINGTON, DC 20005	LEGAL
49	DLA PIPER RUDNICK GRAY CARY US LLP	401 B STREET SAN DIEGO, CA 92101	LEGAL
50	DLA PIPER UK LLP	1 ST PAUL'S PLACE SHEFFIELD, S1 2JX	LEGAL
51	DREW & NAPIER LLC	10 COLLYER QUAY #10-01 SINGAPORE, SG 049315	LEGAL
55	ELLIS LP	COWLEY ROAD CAMBRIDGE, CB40WS	LEGAL
56	ELZABURU	MIGUEL ANGEL 21 MADRID, 28010	LEGAL
60	FILICE BROWN EASSA & MCLEOD LLP	1999 HARRISON ST,SU 180 OAKLAND, CA 94612	LEGAL
61	FIRST LAW LEE & KO	275 YANGJEA-DONG SEOCHO-KU SEOUL, 137-739	LEGAL
63	FIX SPINDELMAN BROVITZ & GOLDMAN	295 WOODCLIFFE DR FAIRPORT, NY 14450	LEGAL
64	FOLEY AND MANSFIELD PLLP	250 MARQUETTE AVENUE MINNEAPOLIS, MN 55401	LEGAL
69	GE CHENG & CO LTD	1901 TOWER E3 ORIENTAL PLAZA BEIJING, 100738	LEGAL
72	GIBSON DUNN & CRUTCHER LLP	PO Box 0723 LOS ANGELES, CA 90084-0723	LEGAL
74	GOWLING LAFLEUR HENDERSON LLP	SUITE 2600 160 ELGIN STREET OTTAWA, ON K1P 1C3	LEGAL
75	GREENBERG TRAUERIG LLP	54 STATE STREET, 6TH FLOOR ALBANY, NY 12207	LEGAL



	NAME	ADDRESS	SERVICE
76	HANSON CURRAN LLP	146 WESTMINSTER STREET PROVIDENCE, RI 02903	LEGAL
77	HARRIS BEACH LLP	99 GARNSEY ROAD PITTSFORD, NY 14534	LEGAL
79	HARTER SECREST & EMERY LLP	1600 BAUSCH & LOMB PLACE ROCHESTER, NY 14604	LEGAL
80	HERBERT SMITH LLP	RUE DE LOXUM 25 BRUSSELS, 1000	LEGAL
81	HICKS MORLEY HAMILTON STEWART	77 KING ST W, 39TH FL TORONTO, ON M5K 1K8	LEGAL
82	HIRSCHLER FLEISCHER A PROFESSIONAL	2100 E.CARY ST. PO Box 500 RICHMOND, VA 23128-0500	LEGAL
83	HISCOCK & BARCLAY LLP	2000 HSBC PLAZA ROCHESTER, NY 14604-2404	LEGAL
84	HOLLAND & HART LLP	PO BOX 8749 DENVER, CO 80201-8749	LEGAL
87	IN TRA EG	PISCHEKSTRASSE 19 STUTTGART, 70184	LEGAL
91	ITOH INTERNATIONAL PATENT OFFICE	20-3 EBISU 4 CHOME SHIBUYA-KU, TOKYO, 1506032	LEGAL
93	JAMES T. CALESHU ATTORNEY AT LAW	225 BUSH ST SAN FRANCISCO, CA 94104	LEGAL
94	JEEKAI & PARTNERS	A129 WEST XUAN WU MEN STREET BEIJING, 100031	LEGAL
98	JSM	10 CHATER ROAD CENTRAL, HK	LEGAL
100	KIM & CHANG	223 NAEJA-DONG JONGO-GU SEOUL, 110-720	LEGAL
102	LADAS & PARRY LLP	1040 AVE. OF THE AMERICAS NEW YORK, NY 10018-3738	LEGAL
106	LEE & LI	201 TUN HAUA NORTH ROAD TAIPEI, 105	LEGAL
107	LEGARRETA Y ASOCIADOS SC	AV PICACHO AJUSCO NO 130-503 MEXICO CITY, DF 14210	LEGAL

	NAME	ADDRESS	SERVICE
108	LITTLER MENDELSON PC	PO BOX 45547 SAN FRANCISCO, CA 94145	LEGAL
110	MARKS & CLERK	CLIFFORD'S INN FETTER LANE LONDON, EC4A 1BZ	LEGAL
111	MARVAL Y O'FARRELL & MAIRAL	AV. LEANDRO N.ALEM 928 BUENOS AIRES, 0 1001	LEGAL
112	MAYER BROWN ROWE & MAW LLP	2027 COLLECTION CENTER DRIVE CHICAGO, IL 60693-0020	LEGAL
113	MCCARTER & ENGLISH LLP	100 MULBERRY STREET NEWARK, NJ 07102	LEGAL
115	MICHEL MUHLSTEIN JUNOD GUYET	17 RUE TOEPFFER GENEVE, 1206	LEGAL
117	MILLER & COMPANY LLC	4929 MAIN STREET KANSAS CITY, MO 64112	LEGAL
118	MOMSEN LEONARDOS & CIA	RUA TEOFILLO OTTONI 63 RIO DE JANEIRO RJ, 20090-080	LEGAL
119	MORGAN LEWIS & BOCKIUS LLP	1701 MARKET STREET PHILADELPHIA, PA 19103	LEGAL
120	NAM SANG SUN	KAL BLD 3F,41-3 SEOSOM-DONG PO BOX 58 SEOUL, 100-813	LEGAL
123	NIXON PEABODY LLP	CLINTON SQUARE PO Box 31051 ROCHESTER, NY 14603-1051	LEGAL
125	NTD PATENT & TRADEMARK AGENCY LTD	UNITS 1805-6 .GREENFIELD TOWER, HONG KONG,	LEGAL
126	OBLON SPIVAK MCCLELLAND MAIER AND NEUSTADT LLP	1940 DUKE STREET ALEXANDRIA, VA 22314	LEGAL
127	STOCK INDUSTRIAL SERVICES A.S.	173 BUYUKDERE CADDESI ISTANBUL, 34394	LEGAL
131	OSLER HOSKIN & HARCOURT LLP	1 FIRST CANADIAN PLACE TORONTO, ON M5X 1B8	LEGAL
133	PHILLIPS LYTLE LLP	1400 FIRST FEDERAL PLAZA ROCHESTER, NY 14614	LEGAL
134	PHILLIPS ORMINDE & FITZPATRICK	367 COLLINS STREET MELBOURNE, 3000	LEGAL
142	REMFROY & SAGAR	NANGAL RAYA BUSINESS CENTRE	LEGAL

	NAME	ADDRESS	SERVICE
		NEW DELHI, 110046	
144	ROBERT B. CALIHAN	16 W. MAIN STREET ROCHESTER, NY 14614	LEGAL
145	ROSSI KIMMS & MCDOWELL LLP	20609 GORDON PARK SQUARE STE 150 ASHBURN, VA 20147	LEGAL
146	SARGENT & KRAHN	AVENIDA ANDRES BELLO 2711 SANTIAGO, 7550611	LEGAL
147	SEIWA PATENT & LAW	3-5-1 TORANOMONMINATU KU TOKYO, 1058423	LEGAL
149	SHATZ SCHWARTZ AND FENTIN PC	1441 MAIN STREET SPRINGFIELD, MA 01103	LEGAL
152	SHERMAN & HOWARD LLC	633 SEVENTEENTH STREET, D78532 DENVER, CO 80202	LEGAL
153	SHIGA INTERNATIONAL PATENT OFFICE	2-3-1 YAESU CHUO-KU, 13 1048453	LEGAL
155	SONDERHOFF & EINSEL	NISHI SHIMBASHI 2-CHOME7-4 MINATO-KU, 13 1050003	LEGAL
156	SONENBERG FORTMANN	HERZOGSPITALSTRAAE 10A MUNCHEN, 80068	LEGAL
158	STEPTOE & JOHNSON LLP	1330 CONNECTICUT AVENUE NW WASHINGTON, DC 20036-1795	LEGAL
161	THE TAMPOSI LAW GROUP PC	159 MAIN ST. NASHUA, NH 03060	LEGAL
162	THE WOLFORD LAW FIRM LLP	16 EAST MAIN STREET ROCHESTER, NY 14614	LEGAL
163	THOMPSON & HENRY PA	1300 2ND AVE.3RD FL. CONWAY, SC 29526	LEGAL
165	TINTI QUINN GROVER & FREY PC	27 CONGRESS STREET SALEM, MA 01970	LEGAL
167	UNITALEN ATTORNEYS AT LAW	7 FL.SCITECH PLACE 22 JIAN GUO MEN BEIJING, 100004	LEGAL
169	VEREENIGDE OCTROOIBUREAUX	PO Box 87930 DEN HAAG, 2508 DH	LEGAL
173	VORYS SATER SEYMOUR AND PEASE LLP	52 E GAY ST. COLUMBUS, OH 43216-1008	LEGAL

	NAME	ADDRESS	SERVICE
174	VOSSIUS & PARTNER	SIEBERTSTRASSE 4 MUNCHEN, 81675	LEGAL
175	WACHTELL, LIPTON, ROSEN & KATZ	51 W.52ND ST. NEW YORK, NY 10018	LEGAL
176	WAGNER & GEYER	GEWUERZMUEHLSTR 5 MUNICH, 80538	LEGAL
177	WARD GREENBERG HELLER REIDY LLP	300 STATE ST.#600 ROCHESTER, NY 14614	LEGAL
179	WHITE AND WILLIAMS LLP	1650 MARKET ST. SUI 1800 PHILADELPHIA, PA 19103	LEGAL
180	WIEDNER & MCAULIFFE LTD	ONE NORTH FRANKLIN 1900 CHICAGO, IL 60606	LEGAL
181	WILSON PETTY KOSMO & TURNER LLP	550 WEST C STREET STE 1050 SAN DIEGO, CA 92101-3532	LEGAL
182	WILSON SONSINI GOODRICH & ROSATI	650 PAGE MILL RD PALO ALTO, CA 94304-1050	LEGAL
183	WINSTON & STRAWN LLP	35 WEST WACKER DRIVE CHICAGO, IL 60601	LEGAL
184	WUESTHOFF & WUESTHOFF	SCHWEIGERSTRASSE 2 MUNCHEN, 81541	LEGAL
185	YKI PATENT ATTORNEYS	1-34-12 KICHIJOJI-HONCHO MUSASHINO-SHI TOKYO, 1800004	LEGAL
186	ZOVICOVA & ZOVIC IP S R O	ZAHRADNICKA 36 BRATISAVA, 821 08	LEGAL
187	A.J. PARK & SON	NEW ZEALAND	LEGAL
188	ADAMS & ADAMS	SOUTH AFRICA	LEGAL
189	ARIAS, FABREGA & FABREGA	PANAMA	LEGAL
190	BARBOSA CARAVIA & CO.	URUGUAY	LEGAL
191	BENTATA ABOGADOS	VENEZUELA	LEGAL

	NAME	ADDRESS	SERVICE
192	BEZZINA & MIFSUD	MALTA & GOZO	LEGAL
193	CABINET SARAH HACHAICHI	TUNISIA	LEGAL
194	CASTILLO LAMAN TAN PANTALEO & SAN JOSE	PHILIPPINES	LEGAL
195	DERIS PATENTS & TRADEMARKS AGENCY LTD.	TURKEY	LEGAL
196	DOMNERN SOMGIAT & BOONMA LIMITED	THAILAND	LEGAL
197	DUNDAR LAW FIRM (CONFLICT MATTERS)	TURKEY	LEGAL
198	ESTUDIO COLMENARES S.R.L.	PERU	LEGAL
199	GILL, GODLONTON & GERRANS	ZIMBABWE	LEGAL
200	GROTH & CO. KB	SWEDEN	LEGAL
201	INTELS	RUSSIA	LEGAL
202	JULIUS AND CREASY	SRI LANKA	LEGAL
203	ONSAGERS AS	NORWAY	LEGAL
204	POLSERVICE	POLAND	LEGAL
205	POPOVIC, POPOVIC, SAMARDZIJA & POPOVIC	SERBIA	LEGAL
206	RAUL CESAR FERREIRA	PORTUGAL	LEGAL
207	ROMINVENT	ROMANIA	LEGAL
208	SABA & CO.	JORDAN	LEGAL
209	SABA & CO.	LEBANON	LEGAL
210	SABA & CO.	SYRIA	LEGAL

	NAME	ADDRESS	SERVICE
211	SHEARN DELAMORE & CO.	MALAYSIA	LEGAL
212	TRAN H. N. & ASSOCIATES	VIETNAM	LEGAL
213	VELLANI & VELLANI	PAKISTAN	LEGAL
214	YUASA & HARA	JAPAN	LEGAL
215	BALLARD SPAHR LLP	BALLARD SPAHR LLP 1735 MARKET STREET, 51ST FLOOR PHILADELPHIA, PA 19103-7599	LEGAL
216	C. BISHOP LAW PC	C BISHOP LAW PC PO BOX 163 DALLAS, TX 75019-0163	LEGAL
217	FELSBERG E ASSOCIADOS	405 LEXINGTON AVENUE, 26TH FLOOR NEW YORK, NY 10174 (WORLDWIDE OFFICES)	LEGAL
218	GILCHRIST & RUTTER PROFESSIONAL CORP.	GILCHRIST & RUTTER PROFESSIONAL CORP. 1299 OCEAN AVENUE, SUITE 900 SANTA MONICA, CA 90401	LEGAL
219	HALLORAN AND SAGE LLP	HALLORAN AND SAGE LLP 225 ASYLUM STREET HARTFORD, CT 06103-1532	LEGAL
220	JEFFREY T. LACEY	JEFFREY T. LACEY 243 OAKWOOD AVENUE EAST AURORA, NY 14052	LEGAL
221	KEVIN J. HOPPER CO., LPA	KEVIN J. HOPPER CO., LPA 7434 JAGER COURT CINCINNATI, OH 45230	LEGAL
222	LEWIS JOHS AVALLONE AVILES, LLP	425 BROAD HOLLOW ROAD MELVILLE, N.Y. 11747	LEGAL
223	MCCARTHY TETRAULT LLP	BOX 48, SUITE 5300 TORONTO DOMINION BANK TOWER TORONTO, ON M5K 1E6	LEGAL
224	PAGE, SCRANTOM, SPROUSE,	SYNOVUS CENTRE 1111 BAY AVENUE, 3RD FLOOR COLUMBUS, GA 31901	LEGAL
225	SPILMAN THOMAS & BATTLE, PLLC	SPILMAN THOMAS & BATTLE, PLLC 360 KANAWHA BOULEVARD, EAST PO BOX 273 CHARLESTON, WV 25321-0273	LEGAL
226	TAFT, STETTINIUS & HOLLISTER LLP	TAFT, STETTINIUS & HOLLISTER LLP 425 WALNUT STREET, SUITE 1800 CINCINNATI, OH 45202-3957	LEGAL
227	WILLIAM SCHIKORA	WILLIAM SCHIKORA 125 WALNUT NORTHVILLE, MI 48167	LEGAL

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	NAME	ADDRESS	SERVICE
228	FRESHFIELDS BRUCKHAUS DERINGER LLP	65 FLEET STREET LONDON EC4Y 1 HS UNITED KINGDON	LEGAL
229	QUARLES & BRADY LLP	300 NORTH LASALLE STREET SUITE 4000 CHICAGO, IL 60654	LEGAL

**EXHIBIT B**

**Declaration of Disinterestedness**



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

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

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**DECLARATION OF DISINTERESTEDNESS**

I, \_\_\_\_\_, declare under penalty of perjury:

1. I am a [**position**] of [**Firm**], located at [**Street, City, State, Zip Code**] (the “**Firm**”).
2. Eastman Kodak Company and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), have requested that the Firm provide [**specific description**] services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties-in-interest in the Debtors’ chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates.

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<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.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties-in-interest in these chapter 11 cases.

5. Neither I nor any principal, partner, director, officer of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor any principal, partner, director, officer of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

7. The Debtors owe the Firm \$[\_\_\_\_\_] for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.*

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing  
is true and correct.

Date: \_\_\_\_\_, 2012

\_\_\_\_\_  
[DECLARANT]

**EXHIBIT C**

**Retention Questionnaire**

**In re EASTMAN KODAK COMPANY, et al.**  
**Chapter 11 Case No. 12-10202 (ALG)**

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY EASTMAN KODAK COMPANY, ET AL., OR ANY OF ITS DEBTOR AFFILIATES (collectively, the “**Debtors**”)

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.  
RETURN IT FOR FILING BY THE DEBTORS, TO:

James Chang  
SULLIVAN & CROMWELL LLP  
125 Broad Street  
New York, New York 10004

Jaime Luton Chapman  
YOUNG CONAWAY STARGATT &  
TAYLOR, LLP  
1270 Avenue of the Americas  
Suite 2210  
New York, New York 10020

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

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2. Date of retention: \_\_\_\_\_

3. Type of services provided:

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4. Brief description of services to be provided:

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5. Arrangements for compensation (hourly, contingent, etc.):

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(a) Average hourly rate (if applicable):

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(b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

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6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$ \_\_\_\_\_

Date claim arose: \_\_\_\_\_

Source of claim: \_\_\_\_\_

7. Prepetition claims against the Debtors held individually by any member, associate or professional employee of the firm:

Name: \_\_\_\_\_

Status: \_\_\_\_\_

Amount of Claim: \$ \_\_\_\_\_

Date claim arose: \_\_\_\_\_

Source of claim: \_\_\_\_\_

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8. Stock of the Debtors currently held by the firm:

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

9. Stock of the Debtors currently held individually by any member, associate or professional employee of the firm:

Name: \_\_\_\_\_

Status: \_\_\_\_\_

\_\_\_\_\_

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

10. Disclose the nature and provide a brief description of any interest materially adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

11. Name of individual completing this form:

\_\_\_\_\_