

Hearing Date: February 28, 2012 at 11:00 a.m. (Eastern Time)

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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)
Debtors.)	(Jointly Administered)
)	Ref. No. 10
)	

**NOTICE OF PROPOSED SUPPLEMENTAL FINAL ORDER IN CONNECTION WITH
DEBTORS' MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS
AUTHORIZING, BUT NOT DIRECTING, DEBTORS TO (A) PAY CERTAIN
PREPETITION WAGES AND REIMBURSABLE EMPLOYEE EXPENSES, (B) PAY
AND HONOR EMPLOYEE MEDICAL AND OTHER BENEFITS
AND (C) CONTINUE EMPLOYEE BENEFIT PROGRAMS**

PLEASE TAKE NOTICE that on January 19, 2012, Eastman Kodak Company,
et al., (collectively the "**Debtors**") filed the Debtors' Motion for Entry of Interim and Final
Orders Authorizing, But Not Directing, Debtors to (A) Pay Certain Prepetition Wages and

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.



Reimbursable Employee Expenses, (B) Pay and Honor Employee Medical and Other Benefits and (C) Continue Employee Benefit Programs (the “**Motion**”). Attached as Exhibit B to the Motion was the proposed final order (the “**Proposed Final Order**”).

PLEASE TAKE FURTHER NOTICE that a final order, incorporating certain revisions to the Proposed Final Order, was entered by this Court on February 15, 2012 [Docket No. 357].

PLEASE TAKE FURTHER NOTICE that attached hereto as Exhibit A is a proposed supplemental final order in connection with the Motion (the “**Proposed Supplemental Final Order**”). The undersigned counsel will present the Proposed Supplemental 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 28, 2012 at 11:00 a.m. (Eastern Time)**.

Dated: February 24, 2012
New York, New York

/s/ Andrew G. Dietderich

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EXHIBIT A

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

In re:)

) Chapter 11

EASTMAN KODAK COMPANY, *et al.*,¹)

) Case No. 12-10202 (ALG)

Debtors.)

) (Jointly Administered)

**ORDER AUTHORIZING, BUT NOT DIRECTING, THE DEBTORS TO CONTINUE
CERTAIN OBLIGATIONS TO DIRECTORS**

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 entry of an order: (i) authorizing, but not directing, the Debtors (a) to pay certain prepetition wages, salaries, commissions and other compensation, taxes, withholdings and reimbursable employee expenses, (b) to pay and honor obligations relating to employee medical, insurance and other benefits programs and (c) to continue their employee medical, insurance and other benefits programs on a postpetition basis; and (ii) 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 this Court having entered an interim order with

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

respect to the Motion on January 20, 2012, [Docket No. 55] and a final order with respect to the Motion on February 15, 2012 [Docket No. 357]; and this Court having adjourned the Debtors' request for an order (the "**Order**") for the authorization to continue the Director Obligations to the extent requested in the Motion to a hearing held before this Court on February 28, 2012; 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 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, to continue the Director Obligations to the extent requested in the Motion.
3. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
4. Nothing herein shall be deemed to authorize the payment of any amounts or the incurrence of any obligation that would violate section 503(c) of the Bankruptcy Code.
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 Official Committee of Unsecured Creditors, the Ad Hoc Committee of Second Lien Noteholders or the agent for the Debtors' postpetition secured debtor-in-possession credit facility, 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 Bankruptcy Rule 6004(a) are satisfied.

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

8. 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

Allan L. Gropper
United States Bankruptcy Judge