

Hearing Date: March 8, 2012 at 10:00 a.m. (Eastern Time)

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

)	Chapter 11
In re:)	
)	Case No. 12-10202 (ALG)
EASTMAN KODAK COMPANY, <i>et al.</i> , ¹)	
)	(Jointly Administered)
Debtors.)	
)	Ref. No. 15
)	

NOTICE OF REVISED PROPOSED SUPPLEMENTAL FINAL ORDER IN CONNECTION WITH DEBTOR’S MOTION FOR INTERIM AND FINAL ORDERS (A) AUTHORIZING, BUT NOT DIRECTING, THE DEBTORS (I) CONTINUE USING THEIR EXISTING CASH MANAGEMENT SYSTEM, BANK ACCOUNTS AND BUSINESS FORMS, (II) MAINTAIN INVESTMENT PRACTICES AND (III) CONTINUE INTERCOMPANY TRANSACTIONS, (B) PROVIDING POSTPETITION INTERCOMPANY CLAIMS ADMINISTRATIVE EXPENSE PRIORITY AND (C) AUTHORIZING, BUT NOT 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.



PLEASE TAKE NOTICE that on January 19, 2012, Eastman Kodak Company, *et al.*, (collectively the “**Debtors**”) filed the Debtor’s Motion for Interim and Final Orders (A) Authorizing, but not Directing, the Debtors (I) Continue Using Their Existing Cash Management System, Bank Accounts and Business Forms, (II) Maintain Investment Practices and (III) Continue Intercompany Transactions, (B) Providing Postpetition Intercompany Claims Administrative Expense Priority and (C) Authorizing, but not Directing, All Financial Institutions to Honor All Related Payment Requests (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 16, 2012 [Docket No. 376].

PLEASE TAKE FURTHER NOTICE that on February 24, 2012, the Debtors filed a Notice of Proposed Supplemental Final Order [Docket No. 420] (the “**Notice**”). Attached as Exhibit A to the Notice was a proposed supplemental final order (the “**Proposed Supplemental Final Order**”). Since February 24, 2012, the Debtors have revised the Proposed Supplemental Final Order; attached hereto as Exhibit A is a blackline reflecting these revisions. The undersigned counsel will present the revised 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 **March 8, 2012 at 10:00 a.m. (Eastern Time)**.

Dated: March 6, 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:

EASTMAN KODAK COMPANY, *et al.*,¹

Debtors.

)
) Chapter 11

)
) Case No. 12-10202 (ALG)

)
) (Jointly Administered)

**FINAL ORDER AUTHORIZING, BUT NOT DIRECTING, THE
DEBTORS TO (A) CONTINUE USING THEIR EXISTING BANK
ACCOUNTS,
(B) OPEN NEW BANK ACCOUNTS AND (C) MAINTAIN INVESTMENT
PRACTICES**

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 (the “**Orders**”) (a) authorizing the Debtors to (i) continue using their existing cash management system, bank accounts and business forms, (ii) maintain investment practices and (iii) continue intercompany transactions, (b) providing postpetition intercompany claims administrative expense priority; and (c) authorizing, but not directing, all financial institutions to honor all related payment requests, and upon consideration of the First Day Declaration; and this Court having entered an interim Order with respect to the Motion on an interim basis on January 20, 2012, [Docket No. 53] and an initial final Order with respect to the Motion on February 16, 2012 [Docket No. 376], and it appearing that this Court

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

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. Notwithstanding section 345 of the Bankruptcy Code, the Debtors are

authorized, but not required, to (a) invest excess cash ~~in (i)~~ (i) in the money market account (the “Approved Money Market Account”) identified on Exhibit A to this Order, (ii) with the consent of the Official Committee of Unsecured Creditors (the “Creditors’ Committee”), the Ad Hoc Committee of Second Lien Noteholders (the “Second Lien Noteholder Committee”) and the U.S. Trustee, in money market accounts that (A) only invest in obligations issued or guaranteed by U.S. government agencies, authorities, instrumentalities or sponsored enterprises and (B) carry the highest possible ratings under Standard & Poor’s Rating Group and Moody’s Investors Service, Inc. or ~~(iii)~~ (iii) in an Authorized Depository; (including, for the avoidance of doubt, certificates of deposit or other time deposits of such Authorized Depository); and (b) continue to use, with the same account numbers, all of the bank accounts in existence as of the Petition Date, including, without limitation, those accounts identified on Exhibits C and E to the

Motion (collectively, the “**Bank Accounts**”) and treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession.

3. The Debtors are authorized to open any new bank accounts or close any existing Bank Accounts as they may deem necessary and appropriate in their sole discretion; provided, however, that the Debtors may only open a new bank account with a banking institution designated as an authorized depository under the U.S. Trustee Guidelines (an “Authorized Depository”), unless first obtaining the consent of the U.S. Trustee; and provided further that the Debtors shall obtain the consent of the DIP Agent (as defined below) to all requests to close any Bank Account or open any new bank accounts; and provided further that the Debtors shall provide counsel to the Creditors’ Committee and the Second Lien Noteholder Committee with prior notice of any new bank accounts; provided, however, that notwithstanding the foregoing, the Debtors are authorized to open new Promotions Accounts at Citizens Alliance Bank as they may deem necessary and appropriate in their sole discretion, and shall provide the DIP Agent and counsel to the Creditors’ Committee and the Second Lien Noteholder Committee with prior notice of any new Promotions Accounts.

~~3.4.~~ To the extent that any inconsistency exists between this Order and the terms of the DIP Facility or any Order of this Court approving such DIP Facility, the DIP Facility and the Order approving the same shall control.

~~4.5.~~ The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

~~5.6.~~ 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 DIP Agent, 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. The requirements set forth in Local Rule 9013-1(b) are satisfied.

~~7.8.~~ 8. The requirements set forth in Bankruptcy Rule 6004(a) are satisfied.

~~8.9.~~ 9. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

~~9.10.~~ 10. This Court retains jurisdiction with respect to all matters arising from or related to the enforcement of this Order.

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

Allan L. Gropper
United States Bankruptcy Judge

EXHIBIT A

Approved Money Market Account

[Approved Money Market Account](#)

[1. Federated Treasury Obligations Fund](#)