

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

Upon the motion (the “**Motion**”)<sup>2</sup> 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

<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.

<sup>2</sup> 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 cash payment of the Director Obligations as set forth in the Motion.
3. To the extent appropriate, as determined in the Debtors' sole discretion, the Debtors will review and reduce the amount of the Director Obligations; *provided that* the Debtors shall consult with counsel to the Official Committee of Unsecured Creditors (the "**Creditors' Committee**") and counsel to the Ad Hoc Committee of Second Lien Noteholders (the "**Second Lien Noteholder Committee**") in connection with such review and any proposed reduction.

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

5. 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.

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 Creditors' Committee, the Second Lien Noteholder Committee 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.

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

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

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

Dated: March 7, 2012  
New York, New York

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