

**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)

**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**”)<sup>2</sup> 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 has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing

<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.



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 (i) in the money market fund identified on Exhibit A to this Order, (ii) with the consent of the Official Committee of Unsecured Creditors (the “**Creditors’ Committee**”), and the Ad Hoc Committee of Second Lien Noteholders (the “**Second Lien Noteholder Committee**”), and **after giving notice to** the U.S. Trustee, or in **another** money market fund that (A) only invests in obligations issued or guaranteed by U.S. government agencies, authorities, instrumentalities or sponsored enterprises and (B) carries the highest possible ratings under Standard & Poor’s Rating Group and Moody’s Investors Service, Inc. (a fund (i) or (ii) an “**Approved Money Market Fund**”) or (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; *provided*,

*however*, in no event shall the aggregate balance in Approved Money Market Funds exceed the lesser of (x) \$100,000,000 or (y) 30% of the Debtors consolidated cash.

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.

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.

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

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.

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

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

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

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

Dated: March 12, 2012  
New York, New York

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

**EXHIBIT A**

**Approved Money Market Fund**

<b>Approved Money Market Fund</b>	
1.	Federated Treasury Obligations Fund