

Andrew G. Dietderich  
Marc R. Trevino  
Michael H. Torkin  
Robin D. Fessel  
SULLIVAN & CROMWELL LLP  
125 Broad Street  
New York, New York 10004  
Telephone: (212) 558-4000  
Facsimile: (212) 558-3588

Lonie A. Hassel (admitted *pro hac vice*)  
Edward J. Meehan (admitted *pro hac vice*)  
GROOM LAW GROUP, CHTD  
1701 Pennsylvania Avenue, N.W.  
Washington, DC 20006-5811  
Telephone: (202) 857-0620  
Facsimile: (202) 659-4503

Counsel to the Debtors and  
Debtors in Possession

Counsel to the Debtors and  
Debtors in Possession

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

<hr/>		)	
In re:		)	Chapter 11
		)	
EASTMAN KODAK COMPANY, <i>et al.</i> , <sup>1</sup>		)	Case No. 12-10202 (ALG)
Debtors.		)	(Jointly Administered)
<hr/>		)	
OFFICIAL COMMITTEE OF RETIRED		)	
EMPLOYEES OF EASTMAN KODAK		)	
COMPANY, <i>et al.</i> ,		)	
		)	
	Plaintiffs;	)	Adv. Proc. No. 12-01747
		)	
v.		)	
		)	
EASTMAN KODAK COMPANY, <i>et al.</i> ,		)	
		)	
	Defendants.	)	
<hr/>		)	

<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.



**DEFENDANT DEBTOR'S MOTION TO DISMISS, OR  
IN THE ALTERNATIVE, TO STAY THE COMPLAINT OF  
RETIREE COMMITTEE FOR DECLARATORY JUDGMENT**

Defendant Eastman Kodak Company, on behalf of itself and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”), moves this Court for an order under Fed. R. Civ. P. 12(b)(1), made applicable to this proceeding by Fed. R. Bankr. P. 7012, dismissing or in the alternative, staying, until December 31, 2012 unless the Court so orders otherwise but in no event earlier than 90 days following the date hereof, the Complaint of Retiree Committee for Declaratory Judgment for failure to state a claim upon which relief may be granted. In support, the Debtors rely on the arguments and authorities set forth in the Defendant Debtor’s Memorandum of Law in Support of its Motion to Dismiss, or in the Alternative, to Stay the Complaint of Retiree Committee for Declaratory Judgment.

Dated: August 13, 2012  
New York, New York

/s/ Andrew G. Dietderich  
\_\_\_\_\_  
Andrew G. Dietderich  
Marc R. Trevino  
Michael H. Torkin  
Robin D. Fessel  
SULLIVAN & CROMWELL LLP  
125 Broad Street  
New York, New York 10004  
Telephone: (212) 558-4000  
Facsimile: (212) 558-3588

- and -

Lonie A. Hassel (admitted *pro hac vice*)  
Edward J. Meehan (admitted *pro hac vice*)  
GROOM LAW GROUP, CHTD  
1701 Pennsylvania Avenue, N.W.  
Washington, DC 20006-5811  
Telephone: (202) 857-0620  
Facsimile: (202) 659-4503

Counsel to the Debtors and  
Debtors in Possession

**Exhibit A**

**Proposed Order**

**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)
_____ )	
OFFICIAL COMMITTEE OF RETIRED )	
EMPLOYEES OF EASTMAN KODAK )	
COMPANY, <i>et al.</i> , )	
Plaintiff; )	Adv. Proc. No. 12-01747
v. )	
EASTMAN KODAK COMPANY, <i>et al.</i> , )	
Defendants. )	
_____ )	

**ORDER GRANTING MOTION TO DISMISS  
UNDER FED. R. BANKR. P. 7012 AND FED. R. CIV. P. 12(B)(1)**

Upon Defendant Debtor’s Motion to Dismiss, or in the Alternative, to Stay the Complaint of Retiree Committee for Declaratory Judgment (the “**Motion**”) for entry of an order dismissing this adversary proceeding and Defendant Debtor’s Memorandum of Law in Support of its Motion to Dismiss, or in the Alternative, to Stay the Complaint of Retiree Committee for

<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.

Declaratory Judgment (the “**Memo of Law**”);<sup>2</sup> 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 this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided in accordance with the Federal Rules of Bankruptcy Procedure, the Local Rules for the United States Bankruptcy Court for the Southern District of New York and the Case Management Procedures for these chapter 11 cases, and that, except as otherwise ordered herein, no other or further notice is necessary; and objections (if any) to the Motion having been withdrawn or overruled;

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. This adversary proceeding is **DISMISSED WITHOUT PREJUDICE**.

Dated: [•], 2012  
New York, New York

---

Allan L. Gropper  
United States Bankruptcy Judge

---

<sup>2</sup> All capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Motion or the Memo of Law.