

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

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In re:)	Chapter 11
EASTMAN KODAK COMPANY, <i>et al.</i> , ²)	Case No. 12-10202 (ALG)
Debtors.)	(Jointly Administered)
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.)	

JOINT STIPULATION STAYING ADVERSARY PROCEEDING NO. 12-01747

Eastman Kodak Company on behalf of itself and its affiliated debtors and debtors in possession in these chapter 11 cases (collectively, the "**Debtors**") and the Official Committee of Retired Employees of Eastman Kodak Company, *et al.* (the "**Retiree Committee**"), appointed pursuant to Section 1114 of Title 11 of the United States Code (the "**Bankruptcy Code**"), through their undersigned counsel, have agreed to stay adversary proceeding *Official Committee of Retired Employees of Eastman Kodak Company, et al. v. Eastman Kodak Company, et al.*,

² 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.



Case No. 12-01747 (the “**Adversary Proceeding**”), for the following reasons and on the following terms and conditions:

WHEREAS, on January 19, 2012, the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code [Dkt. No. 1];

WHEREAS, the Debtors are operating their business and managing their businesses pursuant to sections 1107(a) and 1108 of the Bankruptcy Code and no trustee or examiner has been appointed in these cases;

WHEREAS, these chapter 11 cases are being jointly administered under Case No. 12-10202 (ALG);

WHEREAS, on April 16, 2012, the Court entered an *Order Directing the Appointment of a Section 1114 Committee* [Dkt No. 852];

WHEREAS, on May 3, 2012, the U.S. Trustee appointed seven retired employees of the Debtors as members of the Retiree Committee [Dkt. No 1097] and subsequently amended the appointment on May 17, 2012 [Dkt. No. 1206];

WHEREAS, on July 9, 2012, the Retiree Committee filed the *Complaint of Retiree Committee for Declaratory Judgment* [Adv. Pro. Dkt. No. 1] seeking a declaratory judgment that section 1114 of the Bankruptcy Code applies to all "retiree benefits" (as the term is defined in section 1114(a) of the Bankruptcy Code) ("**Retiree Benefits**"), whether or not those benefits are vested;

WHEREAS, the Debtors have provided the Retiree Committee's advisors with a proposal to modify Retiree Benefits (the "**Proposal**");

WHEREAS, the treatment of Retiree Benefits under the Proposal is not based on whether the benefits are vested or not vested, and the Debtors represent that they are participating in negotiations in good faith under section 1114;

WHEREAS, on August 10, 2012, the Debtors filed a Motion to Dismiss, or in the Alternative, to Stay the Complaint of Retiree Committee for Declaratory Judgment [Adv. Pro. Dkt. No. 4]; and

WHEREAS, the Debtors and the Retiree Committee wish to avoid litigation of the Adversary Proceeding at this time;

NOW THEREFORE, the Debtors and the Retiree Committee hereby stipulate as follows:

1. The Adversary Proceeding is stayed until the earlier of (a) the date the Debtors file a motion or application to modify retiree benefits (under section 1114 of the Bankruptcy Code or otherwise) or (b) December 31, 2012.

2. The Debtors will answer or otherwise respond to the Adversary Proceeding Complaint within 10 business days after the expiration of the stay.

ARENT FOX LLP

By: /s/ Andrew I. Silfen _____

Print Name: Andrew I. Silfen

Title: Partner

Counsel for the Official Committee of Retired Employees of Eastman Kodak Company, et al.

Dated: September 11, 2012

SULLIVAN & CROMWELL LLP

By: /s/ Andrew G. Dietderich _____

Print Name: Andrew G. Dietderich

Title: Partner

Counsel for Eastman Kodak Company, et al.

Dated: September 11, 2012

IT IS SO ORDERED.

New York, New York

Dated: September 19, 2012

s/Allan L. Gropper _____

Honorable Allan L. Gropper

United States Bankruptcy Judge