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

In re:)	
EASTMAN KODAK COMPANY, <i>et al.</i> , ¹)	
)	Bankruptcy Case No. 12-10202
Debtors.)	(ALG)
KYOCERA CORPORATION,)	
)	
Plaintiff,)	
v.)	
EASTMAN KODAK COMPANY,)	Adv. Proc. No. 13-01093 (ALG)
)	
Defendant.)	

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.



**DEBTORS' EX PARTE MOTION FOR ENTRY OF AN ORDER
SHORTENING NOTICE WITH RESPECT TO THE DEBTORS' MOTION FOR AN
ORDER PURSUANT TO BANKRUPTCY RULE 9019 APPROVING AND
AUTHORIZING ENTRY INTO THE SETTLEMENT AGREEMENT AND RELEASE
BETWEEN EASTMAN KODAK COMPANY AND KYOCERA CORPORATION**

Eastman Kodak Company (“**Kodak**”) on behalf of itself and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), hereby submits this motion (the “**Motion**”) for entry of an order substantially in the form attached hereto as Exhibit A (the “**Proposed Order**”) shortening notice with respect to the Debtors’ Motion for an Order Pursuant to Bankruptcy Rule 9019 Approving and Authorizing Entry into the Settlement Agreement and Release Between Eastman Kodak Company and Kyocera Corporation (“**Kyocera**” and, collectively with Kodak, the “**Parties**”) (the “**Settlement Motion**”). In support of the Motion, the Debtors respectfully state as follows:

Background

1. On January 19, 2012 (the “**Petition Date**”), each of the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”). The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. These chapter 11 cases are being jointly administered.

2. On January 25, 2012, the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed an Official Committee of Unsecured Creditors (the “**Creditors’ Committee**”) pursuant to section 1102 of the Bankruptcy Code [Bankr. Docket No. 115].

3. Founded in 1880 and long one of the world’s leading material science companies, the Debtors and their non-Debtor affiliates operate an integrated global business

involving a diverse collection of mature and growth businesses and an array of valuable intellectual property. In order to address a shortfall in liquidity in the United States, monetize non-strategic intellectual property, fairly resolve legacy liabilities and focus on their most valuable business lines, the Debtors commenced these chapter 11 cases.

4. As stated in previous filings, the Debtors are pursuing a path to emerge from chapter 11 in 2013 with a strategic focus on their Commercial Imaging business, which is centered on commercial, packaging and functional printing solutions and enterprise services.

Facts Specific to the Relief Requested

5. Contemporaneously with the filing of this Motion, the Debtors filed the Settlement Motion. The Settlement Motion seeks the entry of an order authorizing Kodak to enter into that certain Settlement Agreement and Release, dated April 19, 2013, with Kyocera (the “**Proposed Settlement Agreement**”). The Proposed Settlement Agreement contains the terms of a comprehensive settlement between Kodak and Kyocera and includes a payment to Kodak of \$4,950,000.00.

6. Through this Motion, the Debtors respectfully request that the Court schedule the Settlement Motion to be heard at the hearing scheduled on **May 1, 2013 at 11:30 a.m. (EDT)**, with an objection deadline of **April 30, 2013 at 12:00 p.m. (EDT)**.

Jurisdiction

7. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). The statutory predicates for the relief requested herein are rules 9006(c)(1) and 9007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and rules 9006-1 and 9077-1 of the Local Bankruptcy Rules for the

Southern District of New York (the “**Local Rules**”).

Relief Requested

8. By this Motion, the Debtors seek entry of the *ex parte* Proposed Order shortening the notice period with respect to the Settlement Motion.

Basis for Relief

9. Bankruptcy Rule 9006(c)(1), Local Rule 9006-1(b) and paragraph III.F of the Amended Case Management Procedures, annexed as Exhibit 1 to the Notice of Filing of Amended Case Management Procedures, dated July 13, 2012 [Bankr. Docket No. 1655] (the “**Amended Case Management Procedures**”), provide that the Court may shorten the notice period otherwise required by Local Rule 9006-1 and the Amended Case Management Procedures “for cause shown.” Further, pursuant to Bankruptcy Rule 9007, the Court has authority to determine appropriate notice for conducting a hearing on the matters presented by the Settlement Motion.

10. The Debtors have advised counsel to the Creditors’ Committee and counsel to the Ad Hoc Committee of Second Lien Noteholders (the “**Second Lien Noteholder Committee**”) of their intent to file this Motion, and the Creditors’ Committee and Second Lien Noteholder Committee have expressed no objection to this Motion.

11. The Debtors seek to proceed with the Settlement Motion at the hearing scheduled on May 1, 2013 in the interests of expediency and to obtain finality and certainty with respect to the Parties’ patent-related litigation claims. The Debtors and Kyocera have engaged in extensive arm’s-length negotiations over the past few months and have reached an agreement on the terms set forth in the Proposed Settlement Agreement. The Debtors have consulted with the Creditors’ Committee and the Second Lien Noteholder Committee during the course of those

negotiations.

12. The Proposed Settlement Agreement, *inter alia*, provides for a \$4,950,000.00 payment from Kyocera to Kodak following Court approval of that agreement. Prompt receipt of that payment is in the best interests of the Debtors and all of their stakeholders.

13. The Proposed Settlement Agreement also resolves all of the pending litigations between the Parties and will eliminate the need for the Court and the Parties to continue to expend resources on litigation. Prompt consideration of the Settlement Motion will permit the Parties to conclude their respective litigation activities, providing substantial cost savings to the Debtors and their estates. There are also certain approaching litigation deadlines, including the time for Kodak to respond to Kyocera's adversary complaint and the trial date in *Eastman Kodak Co. v. Kyocera Corp.*, No. 10-CV-6334-CJS-MWP (W.D.N.Y. filed June 22, 2010), that will require the Debtors' attention absent approval of the Proposed Settlement Agreement. For these reasons, the Debtors respectfully request that they be permitted to present the Settlement Motion at the hearing scheduled on **May 1, 2013 at 11:30 a.m. (EDT)**.

14. The Debtors believe that due process is not hindered as a result of the proposed shortening of the notice period and that no party in interest is unduly prejudiced by the shortened notice requested herein. Any party-in-interest will have until **April 30, 2013 at 12:00 p.m. (EDT)** to file and serve any objections to the Settlement Motion.

Notice

15. Notice of this Motion shall be provided to: (a) the U.S. Trustee; (b) Milbank, Tweed, Hadley & McCloy LLP, counsel to the Creditors' Committee; (c) U.S. Bank, National Association, as indenture trustee; (d) Wilmington Trust, National Association, as indenture trustee; (e) the Securities and Exchange Commission; (f) the Internal Revenue Service;

(g) Davis Polk & Wardwell LLP, counsel to Citicorp North America, Inc., as agent for the Debtors' postpetition secured lenders; (h) the Environmental Protection Agency; (i) Akin Gump Strauss Hauer & Feld LLP, counsel to the Second Lien Noteholders Committee and the lead lenders to the Debtors' supplemental post-petition secured financing; (j) Covington & Burling LLP, counsel to Wilmington Trust, National Association, as agent for the Debtors' supplemental post-petition secured lenders; (k) Arent Fox LLP, counsel to the Official Committee of Retired Employees of the Debtors; (l) all parties requesting notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002; and (m) Morrison & Foerster LLP, counsel to Kyocera. The Debtors respectfully submit that further notice of this Motion is neither required nor necessary.

No Prior Request

16. No prior motion for the relief requested herein has been made to this or any other Court.

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court (a) enter an order, substantially in the form attached hereto as Exhibit A, granting the relief requested herein and (b) grant such other and further relief as is just and proper.

Dated: April 22, 2013
New York, New York

/s/ Andrew G. Dietderich
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Debtors in Possession

EXHIBIT A

Proposed Order

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

In re:)	
)	
EASTMAN KODAK COMPANY, <i>et al.</i> , ¹)	Bankruptcy Case No. 12-10202
)	(ALG)
Debtors.)	
KYOCERA CORPORATION,)	
)	
Plaintiff,)	
v.)	Adv. Proc. No. 13-01093 (ALG)
EASTMAN KODAK COMPANY,)	
)	
Defendant.)	
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ORDER SHORTENING NOTICE WITH RESPECT TO THE DEBTORS’ MOTION FOR AN ORDER PURSUANT TO BANKRUPTCY RULE 9019 APPROVING AND AUTHORIZING ENTRY INTO THE SETTLEMENT AGREEMENT AND RELEASE BETWEEN EASTMAN KODAK COMPANY AND KYOCERA CORPORATION

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 an order (this “**Order**”) shortening notice with respect to the Debtors’ Motion for an Order Pursuant to Bankruptcy Rule 9019 Approving and Authorizing Entry into the Settlement Agreement and Release between Eastman Kodak Company and Kyocera Corporation (the “**Settlement Motion**”); it appearing that this Court has jurisdiction to consider

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² Capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Motion.

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 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 21-day notice period, otherwise applicable to the hearing for approval of the Settlement Motion, is shortened pursuant to Bankruptcy Rules 9006(c)(1) and 9007 and Local Rules 9006-1 and 9077-1, so that the hearing to consider the Settlement Motion shall be held on **May 1, 2013, at 11:30 a.m. (EDT)**. The objection deadline shall be **April 30, 2013, at 12:00 p.m. (EDT)**.
3. The Debtors are authorized and empowered to take and perform all actions necessary to implement and effectuate the relief granted in this Order.
4. The requirements set forth in Local Rule 9013-1(b) are satisfied.
5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. This Court retains jurisdiction with respect to all matters arising from or related to the enforcement of this Order.

Dated: April __, 2013
New York, New York

Allan L. Gropper
United States Bankruptcy Judge