

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

In re:)	Chapter 11
EASTMAN KODAK COMPANY, <i>et al.</i> , ¹)	Case No. 12-10202 (ALG)
Debtors.)	(Jointly Administered)

**ORDER (I) SCHEDULING A HEARING TO
CONSIDER APPROVAL OF DISCLOSURE STATEMENT;
(II) FIXING TIME FOR FILING OBJECTIONS THERETO;
AND (III) APPROVING FORM AND MANNER OF NOTICE RELATED THERETO**

The debtors and debtors in possession in the above-captioned cases (the “**Debtors**”) (A) having proposed and filed with this Court²: (i) *Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (as may be amended, modified or supplemented, including by the Plan Supplement and all other exhibits and schedules, the “**Plan**”) [Docket No. 3650], a copy of which was filed with the Court on April 30, 2013; (ii) the related *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified or supplemented, the “**Disclosure Statement**”) [Docket No. 3651]; and (B) consistent with the *Order Authorizing the Establishment of Certain Notice, Case Management, and Administrative Procedures* [Docket No. 362], as amended [Docket No. 1655], the Debtors having informed the Court of its intention to file and serve a motion (the “**Motion**”) seeking, among other things,

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.

² Capitalized terms used but not defined herein have the meanings given to them in the Plan.



entry of an order (I) approving the Disclosure Statement; (II) establishing a voting record date for the Plan; (III) establishing an initial administrative claims bar date; (IV) approving solicitation packages and procedures for the distribution thereof; (V) approving the forms of ballots; (VI) establishing procedures for voting on the Plan; (VII) establishing notice and objection procedures for confirmation of the Plan; and (VIII) establishing procedures for the assumption and/or assignment of executory contracts and unexpired leases under the Plan (substantially in the form to be annexed to the Motion, the “**Disclosure Statement Order**”) on or before May 23, 2013; and no deadline for the filing of objections to the Motion having been established except as set forth herein; and no hearing on the Motion having been scheduled except as set forth herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED and DECREED that:

1. Pursuant to section 1125 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 2002 and 3017 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), a hearing (the “**Disclosure Statement Approval Hearing**”) shall be held before the Honorable Allan L. Gropper of the United States Bankruptcy Court for the Southern District of New York on **June 13, 2013 at 11:00 a.m. (ET)**, or as soon thereafter as counsel may be heard, in the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, to consider the entry of the Disclosure Statement Order granting the relief requested in the Motion.

2. Objections, if any, to the approval of the Disclosure Statement or any of the other relief sought by the Debtors in the Motion shall: (i) be made in writing; (ii) state with particularity the grounds therefor (and, if an objection is to the adequacy of the information

contained in the Disclosure Statement, include proposed language that the objecting party would request to be included in the Disclosure Statement in proposed resolution of such objection); (iii) be filed with the Bankruptcy Court with a copy served upon the Chambers of the Honorable Allan L. Gropper, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004; and (iv) be served upon (a) the U.S. Trustee; (b) the Debtors and their counsel (Sullivan & Cromwell LLP, Attn: Andrew G. Dietderich, Michael H. Torkin and Mark U. Schneiderman, 125 Broad Street, New York, NY 10004); (c) Milbank, Tweed, Hadley & McCloy LLP, counsel to the Official Committee of Unsecured Creditors (Attn: Dennis F. Dunne, Tyson M. Lomazow and Brian Kinney, 1 Chase Manhattan Plaza, New York, NY 10005); (d) Haskell Slaughter Young & Rediker LLC, counsel to the Official Committee of Retired Employees (Attn: R. Scott Williams and Jennifer B. Kimble, 2001 Park Place, Suite 1400, Birmingham, AL 35203); (e) Davis Polk & Wardwell LLP, counsel to Citicorp North America, Inc., as agent for the Debtors' post-petition secured lenders (Attn: Brian M. Resnick, 450 Lexington Avenue, New York, NY 10017); (f) Akin Gump Strauss Hauer & Feld LLP, counsel to the Ad Hoc Committee of Second Lien Noteholders and the lead lenders to the Debtors' supplemental post-petition secured financing (Attn: Michael S. Stamer, David Botter, Abid Qureshi, Alexis Freeman and Rachel Ehrlich Albanese, One Bryant Park, New York, NY 10036); (g) Covington & Burling LLP, counsel to Wilmington Trust, National Association, as agent for the Debtors' supplemental post-petition secured lenders (Attn: Ronald Hewitt, 620 Eighth Avenue, New York, NY 10018), so as to be received no later than **June 7, 2013 at 4:00 p.m. (ET)** (the "**Objection Deadline**").

3. If an objection to the Motion is not filed and served as provided herein, the objecting party may be barred from asserting such objection and may not be

heard at the Disclosure Statement Approval Hearing. If no responses or objections are received by the Objection Deadline, the relief may be granted as requested in the Motion without further notice.

4. In accordance with Bankruptcy Rules 2002(b) and 3017, notice of the Disclosure Statement Approval Hearing shall be deemed adequate and sufficient if, on or before May 10, 2013: (A) (i) copies of this Order, the Plan, and the Disclosure Statement are served by overnight mail upon: (a) the U.S. Trustee; (b) Milbank, Tweed, Hadley & McCloy LLP, counsel to the Official Committee of Unsecured Creditors (Attn: Dennis F. Dunne, Tyson M. Lomazow and Brian Kinney, 1 Chase Manhattan Plaza, New York, NY 10005); (c) Haskell Slaughter Young & Rediker LLC, counsel to the Official Committee of Retired Employees (Attn: R. Scott Williams and Jennifer B. Kimble, 2001 Park Place, Suite 1400, Birmingham, AL 35203); (d) Davis Polk & Wardwell LLP, counsel to Citicorp North America, Inc., as agent for the Debtors' post-petition secured lenders (Attn: Brian M. Resnick, 450 Lexington Avenue, New York, NY 10017); (e) Akin Gump Strauss Hauer & Feld LLP, counsel to the Ad Hoc Committee of Second Lien Noteholders and the lead lenders to the Debtors' supplemental post-petition secured financing (Attn: Michael S. Stamer, David Botter, Abid Qureshi, Alexis Freeman and Rachel Ehrlich Albanese, One Bryant Park, New York, NY 10036); and (f) Covington & Burling LLP, counsel to Wilmington Trust, National Association, as agent for the Debtors' supplemental post-petition secured lenders (Attn: Ronald Hewitt, 620 Eighth Avenue, New York, NY 10018); (ii) copies of this Order and a notice, substantially in the form of Exhibit A hereto (the "**Disclosure Statement Approval Hearing Notice**"), are served by e-mail, fax or overnight mail upon: (a) all parties who have filed a request for service of all pleadings pursuant to Bankruptcy Rule 2002 as of May 7, 2013; (b) the Internal Revenue Service; (c) the Environmental Protection

Agency; and (d) the Securities and Exchange Commission; and (iii) the Disclosure Statement Approval Hearing Notice is served on (a) all other creditors by first class mail or, in the case of approximately 57,000 creditors who were customers of Kodak Gallery, by electronic mail and (b) equity security holders by first class mail or, in the event that such equity security holder ordinarily receives electronic communications from such holder's broker or bank, through electronic service; and (B) in accordance with the *Order Authorizing the Establishment of Certain Notice, Case Management, and Administrative Procedures* [Docket No. 362], as amended [Docket No. 1655], the Debtors file and serve the Motion on or before May 23, 2013.

5. The Disclosure Statement Approval Hearing may be adjourned by the Debtors from time to time without further notice to creditors or parties in interest other than by an announcement in the Bankruptcy Court of such adjournment being announced in open Court, or by a notice of adjournment filed with the Court.

Dated: New York, New York
May 8, 2013

s/Allan L. Gropper
THE HONORABLE ALLAN L. GROPPER
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Disclosure Statement Approval Hearing Notice

Andrew G. Dietderich
Brian D. Glueckstein
Michael H. Torkin
Mark U. Schneiderman
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588

Counsel to the Debtors and Debtors in Possession

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

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

NOTICE OF DISCLOSURE STATEMENT APPROVAL HEARING

TO: ALL KNOWN CREDITORS OF THE DEBTORS AND OTHER PARTIES IN INTEREST IN THE ABOVE CAPTIONED CHAPTER 11 CASES

PLEASE TAKE NOTICE that on April 30, 2013, Eastman Kodak Company (“**Kodak**”) and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified or supplemented, the “**Disclosure Statement**”) [Docket No. 3651] with the United States Bankruptcy Court for the Southern District of New York (the “**Court**”). The Debtors submitted the Disclosure Statement pursuant to section 1125 of the Bankruptcy Code for use in the solicitation of votes on the Debtors’ *Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (as may be amended, modified or supplemented, including the Plan Supplement and all other exhibits and schedules, the “**Plan**”) [Docket No. 3650], a copy of which was filed with the Court on April 30, 2013. The Debtors expect to file an amended Plan and Disclosure Statement prior to the Disclosure Statement Approval Hearing (as defined below) and reserve the right to amend, supplement or modify such documents further. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan or Disclosure Statement, as the context so requires.

PLEASE TAKE FURTHER NOTICE that a hearing currently is scheduled before the Honorable Allan L. Gropper, United States Bankruptcy Judge for the Southern District of New York, for **11:00 a.m. (ET) on June 13, 2013** (the “**Disclosure Statement Approval Hearing**”) at the Court, One Bowling Green, New York, NY 10004 to consider, among other things, entry of an order (I) approving the Disclosure Statement; (II) establishing a voting record date for the Plan; (III) establishing an initial administrative claims bar date; (IV) approving solicitation packages and procedures for the distribution thereof; (V) approving the forms of ballots; (VI) establishing procedures for voting on the Plan; (VII) establishing notice and objection procedures for confirmation of the Plan; and (VIII) establishing procedures for the assumption and/or assignment of executory contracts and unexpired leases under the Plan (the “**Order**”). The Debtors will file and serve a motion seeking approval of the Order (the “**Motion**”) with the Court on or before May 23, 2013, consistent with the *Order Authorizing the Establishment of Certain Notice, Case Management, and Administrative Procedures* [Docket No. 362], as amended [Docket No. 1655].

PLEASE BE ADVISED THAT THE DISCLOSURE STATEMENT APPROVAL HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE DEBTORS WITHOUT FURTHER NOTICE OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the adequacy of the Disclosure Statement and the Motion must be filed electronically with the Court on the docket of *In re Eastman Kodak Company*, Case No. 12-10202 (ALG), pursuant to the Court's General Order M-399 (available at <http://www.nysb.uscourts.gov/orders/m399.pdf>), by registered users of the Court's case filing system and by all other parties in interest on a 3.5 inch disc, preferably in portable document format, Microsoft Word or any other Windows-based word processing format and served by U.S. mail, overnight delivery, hand delivery or, with the exception of the Court and the United States Trustee, facsimile upon each of the following: (a) the Chambers of the Honorable Allan L. Gropper, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004; (b) the Debtors and their counsel (Sullivan & Cromwell LLP, Attn: Andrew G. Dietderich, Michael H. Torkin and Mark U. Schneiderman, 125 Broad Street, New York, NY 10004); (c) Milbank, Tweed, Hadley & McCloy LLP, counsel to the Official Committee of Unsecured Creditors (Attn: Dennis F. Dunne, Tyson M. Lomazow and Brian Kinney, 1 Chase Manhattan Plaza, New York, NY 10005); (d) Haskell Slaughter Young & Rediker LLC, counsel to the Official Committee of Retired Employees (Attn: R. Scott Williams and Jennifer B. Kimble, 2001 Park Place, Suite 1400, Birmingham, AL 35203); (e) Davis Polk & Wardwell LLP, counsel to Citicorp North America, Inc., as agent for the Debtors' post-petition secured lenders (Attn: Brian M. Resnick, 450 Lexington Avenue, New York, NY 10017); (f) Akin Gump Strauss Hauer & Feld LLP, counsel to the Ad Hoc Committee of Second Lien Noteholders and the lead lenders to the Debtors' supplemental post-petition secured financing (Attn: Michael S. Stamer, David Botter, Abid Qureshi, Alexis Freeman and Rachel Ehrlich Albanese, One Bryant Park, New York, NY 10036); (g) Covington & Burling LLP, counsel to Wilmington Trust, National Association, as agent for the Debtors' supplemental post-petition secured lenders (Attn: Ronald Hewitt, 620 Eighth Avenue, New York, NY 10018), so as to be actually received no later than **June 7, 2013 at 4:00 p.m. (ET)**. A hard copy of any objection to the adequacy of the Disclosure Statement or the Motion also must be delivered via first class mail to the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, by the objection deadline.

PLEASE TAKE FURTHER NOTICE that only those objections that are timely filed, served and received will be considered at the Disclosure Statement Approval Hearing. Failure to file a timely objection may result in entry of a final order approving the Disclosure Statement and the Motion as requested by the Debtors without further notice.

PLEASE TAKE FURTHER NOTICE that copies of the Disclosure Statement and Plan may be obtained (i) from the Debtors' Notice and Claims Agent, Kurtzman Carson Consultants, LLC (a) at its website at <http://www.kccllc.net/kodak>, by clicking on the "Court Documents" link, (b) upon request by electronic mail to kodakinfo@kccllc.com or (c) upon request by calling the Kodak restructuring hotline at (888) 249-2721 or (ii) for a fee via PACER at <https://ecf.nysb.uscourts.gov/>.

Dated: May 10, 2013
New York, New York

Andrew G. Dietderich
Brian D. Glueckstein
Michael H. Torkin
Mark U. Schneiderman
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588

**IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE,
PLEASE CONTACT THE RESTRUCTURING HOTLINE AT (888) 249-2721**