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**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)

**DEBTORS’ *EX PARTE* MOTION FOR ENTRY OF AN ORDER SHORTENING
NOTICE WITH RESPECT TO THE DEBTORS’ MOTION FOR AN ORDER
(A) APPROVING PROCEDURES FOR RIGHTS OFFERINGS AND (B) AUTHORIZING
THE DEBTORS TO CONDUCT THE RIGHTS OFFERINGS IN CONNECTION WITH
THE FIRST AMENDED JOINT CHAPTER 11 PLAN OF REORGANIZATION OF
EASTMAN KODAK COMPANY AND ITS DEBTOR AFFILIATES**

Eastman Kodak Company (“**Kodak**”) on behalf of itself and its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), file this motion (this “**Motion to Shorten Notice**”) for the entry of an order substantially in the form attached hereto as Exhibit A shortening notice with respect to the *Debtors’ Motion for an Order (A) Approving Procedures for Rights Offerings and (B) Authorizing the Debtors To Conduct the Rights Offerings in Connection with the First Amended Joint Chapter 11 Plan of Reorganization of Eastman Kodak*

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.



Company and Its Debtor Affiliates (the “**Rights Offerings Procedures Motion**”).² In support of this Motion to Shorten Notice, the Debtors respectfully state as follows:

Background

1. On January 19, 2012, 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 [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.

Facts Specific to the Relief Requested

4. Contemporaneously with the filing of this Motion to Shorten Notice, the Debtors filed the Rights Offerings Procedures Motion. Among other things, the Rights Offerings Procedures Motion seeks (a) approval of the Rights Offerings Procedures and the Rights

² All capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Rights Offerings Procedures Motion.

Offerings Forms and (b) authorization for the Debtors to conduct the Rights Offerings pursuant to the Rights Offerings Procedures, the Backstop Commitment Agreement and the Amended Plan.

5. The Debtors, the Backstop Parties and the Creditors' Committee have worked tirelessly over the past several weeks to finalize the terms of the Rights Offerings and the Backstop Commitment Agreement as expeditiously as possible. This process was complex and time consuming, and the Debtors and the Creditors' Committee have sought continuously to improve the terms of the Backstop Commitment Agreement and the Rights Offerings until shortly before the filing of the Rights Offerings Procedures Motion. This lengthy process has borne fruit, as the Debtors have finalized an Amended Plan, a Backstop Commitment Agreement and two Rights Offerings,³ each of which are fully endorsed by the Creditors' Committee.

6. The Backstop Commitment Agreement, together with the Rights Offerings, is the cornerstone of the Amended Plan and therefore is integral to the Amended Disclosure Statement which will be presented to the Court at a hearing on June 25, 2013. This hearing cannot be delayed. The Debtors' debtor-in-possession credit facilities (the "**DIP Facilities**") each provide for an event of default under such facility if the Court has not entered an order approving a disclosure statement on or prior to June 30, 2013. An event of default under either DIP Facility would threaten the Debtors' entire restructuring process. Therefore, through this Motion to Shorten Notice, the Debtors respectfully request that the Court schedule the Rights Offerings Procedures Motion to be heard at a hearing on **June 25, 2013 at 2:00 p.m.**

³ The Debtors expect to file the *First Amended Disclosure Statement for Debtors' First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (together with all exhibits, annexes and schedules thereto, in each case, and as may be amended, modified or supplemented from time to time, the "**Amended Disclosure Statement**"), which will reflect the terms of the Amended Plan, the Rights Offerings and the Backstop Agreement, as soon as practicable prior to the disclosure statement approval hearing scheduled for June 25, 2013.

(ET), with an objection deadline of **June 24, 2013 at 4:00 p.m. (ET)**.

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 2002, 9006 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 to Shorten Notice, the Debtors seek entry of an *ex parte* order shortening the notice period with respect to the Rights Offerings Procedures Motion.

Basis for Relief

9. Bankruptcy Rules 2002(a)(2) and 9006(c), 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 [Docket No. 1655] (the “**Amended Case Management Procedures**”) provide that the Court may shorten the notice period otherwise required by Bankruptcy Rule 2002(a)(2), Local Rule 9006-1 and the Amended Case Management Procedures for the proposed use of property of the estate outside the ordinary course of business “for cause.” Further, pursuant to Bankruptcy Rule 9007, the Court has authority to determine appropriate notice for conducting a hearing on the matters presented by the Rights Offerings Procedures Motion.

10. As required by paragraph III.E of the Amended Case Management Procedures, the Debtors have advised counsel to the Creditors’ Committee and the Ad Hoc Committee of Second Lien Noteholders (the “**Second Lien Committee**”) of their intent to file

this Motion to Shorten Notice. The Creditors' Committee has agreed with the Debtors' determination to file the Rights Offerings Procedures Motion on shortened notice.

11. The Debtors seek to proceed with the Rights Offerings Procedures Motion at a hearing on June 25, 2013 in the interests of expediency and minimizing costs for the Debtors' estates. Delaying consideration of the Rights Offerings Procedures Motion would create unnecessary costs and administrative burden for the Debtors and their estates. For these reasons, the Debtors seek to proceed with the Rights Offerings Procedures Motion at a hearing to be held on June 25, 2013 at 2:00 p.m. (ET).

12. 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. Parties will have until **June 24, 2013 at 4:00 p.m. (ET)** to file and serve any objections to the Rights Offerings Procedures Motion.

Notice

13. Notice of this Motion to Shorten Notice shall be provided to: (a) the U.S. Trustee; (b) Milbank, Tweed, Hadley & McCloy LLP, counsel to the Official Committee of Unsecured Creditors; (c) Haskell Slaughter Young & Rediker, LLC, counsel to the Official Committee of Retired Employees; (d) U.S. Bank, National Association, as indenture trustee; (e) Wilmington Trust, National Association, as indenture trustee; (f) the Securities and Exchange Commission; (g) the Internal Revenue Service; (h) Davis Polk & Wardwell LLP, counsel to Citicorp North America, Inc., as agent for the Debtors' postpetition secured lenders; (i) the Environmental Protection Agency; (j) 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 lenders; (k) Covington & Burling LLP, counsel to Wilmington Trust, National Association, as agent for the Debtors' supplemental post-petition secured lenders; (l)

all parties requesting notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002; (m) Simpson Thacher & Bartlett LLP, counsel to GSO Capital Partners; and (n) Kramer Levin Naftalis & Frankel LLP and Kasowitz Benson Torres & Friedman LLP, each as counsel to certain Backstop Parties. The Debtors respectfully submit that further notice of this Motion to Shorten Notice is neither required nor necessary.

No Prior Request

14. 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: June 19, 2013
New York, New York

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EXHIBIT A

Proposed Order

**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 SHORTENING NOTICE WITH RESPECT TO THE DEBTORS' MOTION FOR AN ORDER (A) APPROVING PROCEDURES FOR RIGHTS OFFERINGS AND (B) AUTHORIZING THE DEBTORS TO CONDUCT THE RIGHTS OFFERINGS IN CONNECTION WITH THE FIRST AMENDED JOINT CHAPTER 11 PLAN OF REORGANIZATION OF EASTMAN KODAK COMPANY AND ITS DEBTOR AFFILIATES

Upon the motion (the “**Motion to Shorten Notice**”)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 (A) Approving Procedures for Rights Offerings and (B) Authorizing the Debtors To Conduct the Rights Offering in Connection with the First Amended Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and Its Debtor Affiliates* (the “**Rights Offerings Procedures Motion**”); it appearing that this Court has jurisdiction to consider the Motion to Shorten Notice pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of these chapter 11 cases and the Motion to Shorten Notice in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a

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core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that the relief requested in the Motion to Shorten Notice 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 to Shorten Notice is GRANTED as set forth herein.
2. The 21-day notice period, otherwise applicable to the hearing for approval of the Rights Offerings Procedures Motion, is shortened pursuant to Bankruptcy Rules 2002, 9006 and 9007 and Local Bankruptcy Rules 9006-1 and 9077-1, so that the hearing to consider the Rights Offerings Procedures Motion shall be held on **June 25, 2013, at 2:00 p.m. (ET)**. The objection deadline shall be **June 24, 2013, at 4:00 p.m. (ET)**.
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: June ____, 2013
New York, New York

Allan L. Gropper
United States Bankruptcy Judge