

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**

	)	Chapter 11
In re:	)	
	)	Case No. 12-10202 (ALG)
EASTMAN KODAK COMPANY, <i>et al.</i> , <sup>1</sup>	)	
	)	(Jointly Administered)
Debtors.	)	
	)	<b>Ref No. 3763</b>

**NOTICE OF FILING OF REVISED PROPOSED ORDER  
(I) APPROVING THE DISCLOSURE STATEMENT; (II) ESTABLISHING A VOTING  
RECORD DATE FOR THE PLAN; (III) APPROVING SOLICITATION PACKAGES  
AND PROCEDURES FOR THE DISTRIBUTION THEREOF; (IV) APPROVING THE  
FORMS OF BALLOTS; (V) ESTABLISHING PROCEDURES FOR VOTING ON THE  
PLAN; (VI) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR  
THE CONFIRMATION OF THE PLAN; AND (VII) ESTABLISHING PROCEDURES  
FOR THE ASSUMPTION AND/OR ASSIGNMENT OF EXECUTORY CONTRACTS  
AND UNEXPIRED LEASES UNDER THE PLAN**

**PLEASE TAKE NOTICE** that on May 23, 2013, Eastman Kodak Company, *et al.* (collectively, the “**Debtors**”), filed a motion for an order (I) approving the Disclosure

<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.



Statement<sup>2</sup>; (II) establishing a voting record date for the Plan; (III) approving solicitation packages and procedures for the distribution thereof; (IV) approving the forms of ballots; (V) establishing procedures for voting on the Plan; (VI) establishing notice and objection procedures for confirmation of the Plan; and (VII) establishing procedures for the assumption and/or assignment of executory contracts and unexpired leases under the Plan [Docket No. 3763] (the “**Motion**”).

**PLEASE TAKE FURTHER NOTICE** that the Debtors have revised the Proposed Order to reflect a new emergence timeline and to provide additional time between the date the Debtors must serve a Cure Notice and the Assumption Objection Deadline. The revised Proposed Order is attached hereto as Exhibit A. For ease of reference, a blackline reflecting revisions to the Proposed Order is attached hereto as Exhibit B.

---

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Dated: June 21, 2013  
New York, New York

/s/ Andrew G. Dietderich  
\_\_\_\_\_  
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

- and -

Pauline K. Morgan  
Joseph M. Barry  
YOUNG CONAWAY STARGATT &  
TAYLOR, LLP  
1270 Avenue of the Americas  
Suite 2210  
New York, New York 10020  
Telephone: (212) 332-8840  
Facsimile: (212) 332-8855

Counsel to the Debtors and  
Debtors in Possession

**EXHIBIT A**

**Revised 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)
_____ )	

**ORDER (I) APPROVING THE DISCLOSURE STATEMENT; (II) ESTABLISHING A VOTING RECORD DATE FOR THE PLAN; (III) APPROVING SOLICITATION PACKAGES AND PROCEDURES FOR THE DISTRIBUTION THEREOF; (IV) APPROVING THE FORMS OF BALLOTS; (V) ESTABLISHING PROCEDURES FOR VOTING ON THE PLAN; (VI) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR THE CONFIRMATION OF THE PLAN; AND (VII) ESTABLISHING PROCEDURES FOR THE ASSUMPTION AND/OR ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES UNDER THE PLAN**

Upon the motion (the “**Motion**”)<sup>2</sup> 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**”) pursuant to sections 365, 1123, 1125, 1126 and 1128 of the Bankruptcy Code, Rules 2002, 3001, 3003, 3016, 3017, 3018, 3020, 6004 and 6006 of the Bankruptcy Rules and Rules 3018-1 and 3020-1 of the Local Bankruptcy Rules (I) approving the Disclosure Statement; (II) establishing a voting record date for the Plan; (III) approving solicitation packages and procedures for the distribution thereof; (IV) approving

<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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

the forms of ballots; (V) establishing procedures for voting on the Plan; (VI) establishing notice and objection procedures for confirmation of the Plan; and (VII) establishing procedures for the assumption and/or assignment of executory contracts and unexpired leases under the Plan; 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 a hearing having been held on **June 25, 2013** (the “**Disclosure Statement Hearing**”) at which all parties in interest were offered an opportunity to be heard with respect to the Disclosure Statement and the Motion; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having reviewed (a) the Disclosure Statement, all modifications thereof and objections thereto, (b) the Motion and objections, responses and replies thereto and (c) arguments of counsel made and the evidence proffered or adduced at the Disclosure Statement Hearing; and the Court having found that the legal and factual bases set forth in the Motion and at the Disclosure Statement Hearing establish just cause for the relief granted herein 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 this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided, based on a review of the Service Affidavits relating to the Disclosure Statement Hearing Notice; and objections (if any) to the Motion having been withdrawn or overruled on the merits; and after due deliberation thereon; and good and sufficient cause appearing therefor;

THE COURT FINDS THAT:

1. Notice. The notice of the Motion and the Disclosure Statement Hearing, as provided in the manner described in the Motion, was sufficient and appropriate under the

circumstances, complied with the Order Scheduling the Disclosure Statement Hearing and the requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Order Authorizing the Establishment of Certain Notice, Case Management, and Administrative Procedures [Docket No. 362], as amended [Docket No. 1655] (the “**Amended Case Management Procedures**”) and no other further notice need be provided.

2. Disclosure Statement. The Disclosure Statement (together with the exhibits thereto) complies with all the requirements of section 1125 of the Bankruptcy Code and provides Holders of Claims entitled to vote on the Plan with adequate information within the meaning of section 1125 of the Bankruptcy Code.

3. Solicitation and Confirmation Timeline. The timing for filing and serving objections, if any, set forth herein provides parties in interest sufficient time to review carefully all of the solicitation materials, consider the Plan, the Plan Supplement and any other documents related to confirmation and enables parties in interest, prior to the Confirmation Hearing, to make informed decisions regarding voting on the Plan and objecting to the Plan.

4. Ballots. The Ballots, Master Ballots and Beneficial Ballots (collectively, the “**Ballots**”), substantially in the forms attached to the Motion as Exhibit F and Exhibit G, adequately address the particular needs of these chapter 11 cases while remaining sufficiently consistent with Official Form No. 14 and, together with the accompanying instructions, provide for a fair and equitable voting process appropriate for Holders of Claims in Classes 3, 4, 5, 6, 7 and 8 that are entitled to vote on the Plan (the “**Voting Classes**”). Ballots need not be provided to Holders of Claims in Classes 1 and 2 because those classes are classified as being unimpaired by the Plan and are conclusively presumed to accept the Plan in accordance with section 1126(f) of the Bankruptcy Code. Ballots also need not be provided to Holders of Claims in Classes 9

and 10 because those Classes are receiving no distribution under the Plan, and therefore, are deemed to reject the Plan in accordance with section 1126(g) of the Bankruptcy Code.

5. Solicitation Packages and Notices of Non-Voting Status. The Solicitation Package and various notices of non-voting status provide sufficient information to, as applicable: (i) Holders of Claims in Voting Classes to enable them to make informed decisions with respect to whether to vote to accept or reject the Plan in accordance with Bankruptcy Rules 2002, 3016 and 3017; (ii) Holders of Claims and Equity Interests in non-Voting Classes of their non-voting status; (iii) Holders of contingent or disputed Claims of their non-voting status and the procedures for the temporary allowance of such claims; and (iv) all other parties in interest in these chapter 11 cases with respect to the Plan and the effect of confirmation thereof in satisfaction of the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Bankruptcy Rules and Amended Case Management Procedures.

6. Confirmation Hearing Notice. The form and manner of notice of the date, time and location of the Confirmation Hearing, the deadline for objecting to confirmation of the Plan and information regarding the discharge, injunction, exculpation and release provisions set forth in Article 12 of the Plan in substantially in the form attached to the Motion as Exhibit C (the “**Confirmation Hearing Notice**”), together with publication of same, constitutes good and sufficient notice to Holders of Claims and Equity Interests in Voting Classes and known and unknown creditors and parties in interest in these chapter 11 cases, in satisfaction of the requirements of due process and the provisions of the Bankruptcy Code, Bankruptcy Rules, Local Bankruptcy Rules and Amended Case Management Procedures.

IT IS THEREFORE HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.



**A. Approval of the Disclosure Statement**

2. The Disclosure Statement is approved pursuant to section 1125(a)(1) of the Bankruptcy Code and Bankruptcy Rule 3017(b) and, to the extent not withdrawn, settled or otherwise resolved, any objections to the approval of the Disclosure Statement are overruled.

3. The Debtors are authorized to make non-material changes (*e.g.*, changes not materially adverse to the recoveries of any Class of creditors) to the Disclosure Statement, the Plan and related documents (including the appendices thereto and exhibits hereto) with prior notice to counsel to the Second Lien Committee, the Requisite Backstop Parties (as defined in the Plan) and the Creditors' Committee, before distributing Solicitation Packages to each creditor or other party in interest in accordance with the terms of this Order without further order of the Court, provided that the Debtors shall file redlined copies with the Court of any modified pages marked to reflect changes from the prior version.

**B. Establishing Dates and Deadlines**

4. The following dates and deadlines are hereby established with respect to voting on and confirmation of the proposed Plan:

- a. **June 25, 2013 at 5:00 p.m. (Eastern Time)** shall be the date for determining: (a) the Holders of Claims entitled to receive a Solicitation Package; (b) the Holders of Claims entitled to vote to accept or reject the Plan; and (c) whether Claims have been properly transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the Holder of such Claim (the "**Voting Record Date**");
- b. The Debtors shall distribute Solicitation Packages as well as the Confirmation Hearing Notice on or before 7 days from entry of this order (the "**Solicitation Mailing Deadline**");
- c. **July 12, 2013 at 5:00 p.m. (Eastern Time)** shall be the deadline for the Debtors to request a claim be expunged, reclassified, or allowed in a reduced amount for voting purposes;

- d. **July 19, 2013 at 5:00 p.m. (Eastern Time)** shall be the deadline for Holders of Claims and Equity Interests to file and serve motions under Bankruptcy Rule 3018(a) (the “**Rule 3018(a) Motion Deadline**”) provided, however, that if Debtors have requested a Claim be reclassified and/or modified to a fixed, reduced amount pursuant to an objection to such Claim, by motion or objection after July 5, 2013 but prior to July 12, 2013, they will cause such motion or objection to be served on the applicable parties in interest by overnight or electronic mail;
- e. **July 19, 2013** shall be the deadline to publish the Confirmation Hearing Notice;
- f. **July 30, 2013** shall be the deadline to provide Cure Notice;
- g. All Holders of Claims entitled to vote on the Plan must complete, execute and return their Ballots so that they are **actually received** by the Notice and Claims Agent pursuant to the Voting and Tabulation Procedures, on or before **August 9, 2013 at 8:00 p.m. (Eastern Time)** (the “**Voting Deadline**”);
- h. **August 9, 2013 at 4:00 p.m. (Eastern Time)** shall be the date by which objections to the Confirmation of the Plan must be filed with the Court and served so as to be **actually received** by the Notice Parties (the “**Confirmation Objection Deadline**”);
- i. **August 9, 2013 at 4:00 p.m. (Eastern Time)** shall be the deadline for Specified Contract counterparties to file and serve Assumption Objections (the “**Assumption Objection Deadline**”);
- j. The Voting Report shall be filed by **August 16, 2013**, four days prior to the Confirmation Hearing. For the avoidance of doubt, the Debtors are relieved from Local Bankruptcy Rule 3018-1; and
- k. The Court shall consider Confirmation of the Plan at the hearing to be held on **August 20, 2013 at 11:00 a.m. (Eastern Time)** (the “**Confirmation Hearing**”).

**C. Approving Solicitation Packages, Notices of Non-Voting Status and Distribution Procedures**

- 5. By the Solicitation Mailing Deadline, the Debtors will cause the Notice and Claims Agent to distribute by first-class, postage prepaid mail to Holders of Claims in the Voting Classes who are entitled to vote a solicitation package (the “**Solicitation Package**”)

containing an electronic copy on CD-ROM or conformed printed version (as indicated below) of the following:

- a. A printed cover letter, substantially in the form attached hereto as Exhibit B: (i) describing the contents of the Solicitation Package, the contents of any enclosed CD-ROM and instructions for how hard copies of any materials provided on CD-ROM can be obtained at no charge, and (ii) urging the Holders in each of the voting Classes to vote to accept the Plan;
- b. A printed copy of the Confirmation Hearing Notice;
- c. as applicable, a printed Ballot (as defined below), together with a pre-addressed, postage prepaid return envelope;
- d. the Disclosure Statement and the exhibits thereto (including the Plan and the exhibits thereto) in electronic format on a CD-ROM;
- e. this order (without exhibits) in electronic format on a CD-ROM; and
- f. after consultation with the Debtors, a letter from the Creditors' Committee.

6. With respect to the Gallery Customers, the Solicitation Package shall be served in an entirely electronic form by electronic mail to such creditors, provided that that Ballots will be sent only to those Gallery Customers entitled to vote on the Plan, and further provided that pre-addressed, postage prepaid return envelope will not be sent electronically but will be available upon request. To avoid duplication and reduce expenses, any creditor who has filed duplicate claims (whether against the same or multiple Debtors) which are classified under the Plan in the same Class, shall be provided with only one Solicitation Package for voting their Claims with respect to that Class.

7. No solicitation packages or other notices need be transmitted to any person to whom the Debtors mailed a Disclosure Statement Hearing Notice and such notice was returned as undeliverable.

8. Holders of Claims in Classes 1 and 2, which are conclusively presumed to have accepted the Plan, shall receive the notice substantially in the form attached to the Motion as Exhibit D, which is hereby approved.

9. Holders of Claims or Equity Interests in Classes 9 and 10, which are deemed to reject the Plan, shall receive the notice substantially in the form attached to the Motion as Exhibit E, the form of which is hereby approved.

10. The Distribution Procedures for the Solicitation Packages, Unimpaired Creditor Notice and Notice of Non-Voting Status for Classes Deemed to Reject the Plan as set forth in the Motion, are hereby approved.

**D. Approval of Forms of Ballots and Voting and Tabulation Procedures**

11. The form of Ballots are hereby approved.

12. Voting Nominees must retain the original Ballot and an electronic copy of the same for a period of one year after the Effective Date, unless otherwise ordered by the Court.

13. The Debtors are authorized to solicit, receive and tabulate votes to accept or reject the Plan in accordance with the Voting and Tabulation Procedures, including the Procedures for Determining Claim Amounts for Voting, the Procedures for Temporary Allowance of Claims, and the Tabulation Procedures, each as set forth below, all of which are hereby approved.

14. The following shall be the procedures for determining Claim amounts for voting purposes (the “**Procedures for Determining Claim Amounts for Voting**”):

- a. Unless otherwise specified in subparagraphs (b)-(h) below, each Holder of a Claim who has timely filed a Proof of Claim and is entitled to vote to accept or reject the Plan may vote the face amount of such Claim as of the Voting Record Date.
- b. A Claim that is scheduled in the Schedules (provided that such Claim is not scheduled as contingent, unliquidated, disputed,

undetermined, or in a \$0.00 amount), and with respect to which no Proof of Claim has been filed, shall be deemed allowed, solely for purposes of voting, in the amount set forth in the Schedules.

- c. Claims scheduled as contingent, unliquidated, disputed, undetermined in amount, or in a \$0.00 amount, for which no Proof of Claim has been filed, shall not be entitled to vote.
- d. Proofs of Claim filed for \$0.00 shall not be entitled to vote.
- e. Subject to subparagraphs (f) - (h) below, if a Claim is partially liquidated and partially unliquidated, such Claim shall be allowed for voting purposes only in the liquidated amount.
- f. If the Debtors have requested that a Claim be reclassified and/or modified to a fixed, reduced amount pursuant to an objection to such Claim, by motion or objection prior to **July 12, 2013**, such Holder's Claim shall be counted in the reduced amount requested by the Debtors and/or in the requested category, unless otherwise estimated or modified by the Court.
- g. If a creditor has requested that a Claim be reclassified and/or allowed in an estimated amount pursuant to a Rule 3018(a) Motion, then such creditor's Claim shall be counted in the amount estimated or allowed by the Court or in such other amount to which the Debtors and such creditor mutually agree.
- h. If the Debtors have requested that a Claim be expunged pursuant to an objection to such Claim, by motion or objection prior to **July 12, 2013**, such Holder's Claim shall be disallowed for voting purposes, unless otherwise estimated or allowed by the Court.
- i. Timely-filed Proofs of Claim that are filed in their entirety as contingent, unliquidated, undetermined and/or disputed shall vote in the amount of \$1.00.

15. The following shall be the procedures for temporary allowance of claims

(the "**Procedures for Temporary Allowance of Claims**"):

- a. Rule 3018(a) Motions must: (i) be made in writing, (ii) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules, (iii) set forth the name of the party asserting the Rule 3018(a) Motion, (iv) state with particularity the legal and factual bases for the Rule 3018(a) Motion, (v) be set for hearing at the Confirmation Hearing and (vi) be served by personal service, overnight delivery, first class mail or facsimile so as to be received

by the Notice Parties (as defined below) no later than the Rule 3018(a) Motion Deadline.

- b. Any party that timely files a Rule 3018(a) motion will be provided with an appropriate provisional Ballot and a pre-addressed, postage prepaid envelope within two (2) business days from the Rule 3018(a) Motion Deadline. Such parties must then return a duly-completed, properly exercised provisional ballot to the Notice and Claims Agent on or before the Voting Deadline (unless the Debtors extend the deadline in their sole discretion to facilitate a reasonable opportunity for such creditor to vote upon the Plan). This affords parties voting provisional Ballots approximately three weeks to vote on the Plan.
- c. In the event that the Debtors and such party are unable to resolve any issues raised by the Rule 3018(a) Motion, (a) the parties in interest may object to the Rule 3018(a) Motion at any time on or prior to **August 9, 2013 at 5:00 p.m. (Eastern Time)**, (b) the Notice and Claims Agent shall inform the Court at or prior to the Confirmation Hearing whether including such provisional Ballot would affect the outcome of the voting to accept or reject the respective Plan in the relevant class in which the provisional Ballot was cast and (c) the Court then shall determine whether the provisional Ballot should be counted as a vote on the Plan. Such a procedure will help ensure an efficient tabulation of Ballots to be completed accurately by the Confirmation Hearing.

16. The following shall be the voting procedures and standard assumptions in tabulating Ballots (the “**Tabulation Procedures**”):

- a. Votes Not Counted. The following Ballots will not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:
  - i. any Ballot received by the Notice and Claims Agent after the Voting Deadline, unless the Debtors (with prior notice to the Creditors’ Committee, the Requisite Backstop Parties and the Second Lien Committee) shall have granted in writing an extension of the Voting Deadline with respect to such Ballot;
  - ii. any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim;

- iii. any Ballot cast by an Entity that (A) does not hold a Claim in a Class that is entitled to vote on the Plan or (B) is not otherwise entitled to vote pursuant to the procedures described herein;
  - iv. any Ballot sent to the Debtors, the Debtors' agents and/or representatives (other than the Notice and Claims Agent) or the Debtors' financial or legal advisors;
  - v. any unsigned Ballot;
  - vi. any Ballot not received in its executed, original form;
  - vii. any Ballot that is received by the Notice and Claims Agent by facsimile or other means of electronic transmission; or
  - viii. any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
- b. Multiple Ballots. If multiple Ballots are received from the same Holder of a Claim with respect to the same claim prior to the Voting Deadline, the latest dated Ballot timely received shall count for voting purposes, subject to contrary order of the Court; provided, however, that in instances where ambiguity exists with respect to which Ballot was the latest dated, the Notice and Claims Agent has the right to contact the respective claimant to determine such claimant's intent and calculate the vote according thereto.
- c. No Vote Splitting. A Holder must vote the entirety of a Claim to either accept or reject the Plan and may not split the vote for any such Claim.
- d. Ballots Signed by Representative. If a Ballot is signed by a trustee, executor, administrator, guardian, attorney in fact or other person acting in a fiduciary or representative capacity, such person shall be required to indicate such capacity when signing the Ballot. The Debtors may request proper evidence of such representative's authority to sign the Ballot prior to accepting such Ballot.
- e. Defective Ballots. Subject to contrary order of the Court, the Debtors may, in their sole discretion but with prior notice to the Creditors' Committee, waive any defects or irregularities as to any particular Ballot at any time (including the timeliness of the submission of a Ballot), either before or after the Voting Deadline; provided, however, that:
- i. any such waivers shall be documented in the voting reports completed by the Notice and Claims Agent;

- ii. neither the Debtors, nor any other entity, will be under any duty to provide notification of such defects or irregularities other than as provided in the voting reports prepared by the Notice and Claims Agent, nor will any of them incur any liability for failure to provide such notification; and
  - iii. unless waived by the Debtors, subject to contrary order of the Court, any defects or irregularities associated with the delivery of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted.
- f. No Class Votes. If no votes to accept or reject the Plan are received with respect to a particular class, such class shall be deemed to have voted to accept the Plan.
- g. Lack of Good Faith Designation. In the event a designation for lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected by such Claim.

**E. Approval of the Notice and Objection Procedures for Confirmation of the Plan**

17. The form of notice of the Confirmation Hearing substantially in the form attached to the Motion as Exhibit C is hereby approved.

18. The Confirmation Hearing Notice Procedures, and the Plan Objection Procedures, as set forth in the Motion, are hereby approved.

**F. Approval of the Assumption and Fixing of Cure Amounts Related to Executory Contracts and Unexpired Leases and Deadline to Object Thereto**

19. The Assumption Procedures, as set forth in the Motion, are hereby approved. The Cure Notice, substantially in the form attached to the Motion as Exhibit H, is hereby approved.

**G. Other**

20. The requirements set forth in Local Bankruptcy Rule 9013-1(b) are satisfied by the contents of the Motion.



21. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

22. The Debtors and the Notice and Claims Agent are hereby authorized and empowered to take all actions necessary to implement the relief granted in this Order.

23. Nothing in the Motion or this Order, nor as a result of any payment made pursuant to this Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code or a waiver of the right of the Debtors, or shall impair the ability of the Debtors, to contest the validity and amount of any payment made pursuant to this Order.

24. Nothing in this Order shall be construed as a waiver of the right of the Debtors or any other party in interest, as applicable, to object to a proof of claim after the Voting Record Date.

25. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to this Order.

Dated: \_\_\_\_\_, 2013  
New York, New York

\_\_\_\_\_  
Allan L. Gropper  
United States Bankruptcy Judge

**EXHIBIT B**

**Blackline of Revised 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)
_____ )	

**ORDER (I) APPROVING THE DISCLOSURE STATEMENT; (II) ESTABLISHING A VOTING RECORD DATE FOR THE PLAN; (III) APPROVING SOLICITATION PACKAGES AND PROCEDURES FOR THE DISTRIBUTION THEREOF; (IV) APPROVING THE FORMS OF BALLOTS; (V) ESTABLISHING PROCEDURES FOR VOTING ON THE PLAN; (VI) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR THE CONFIRMATION OF THE PLAN; AND (VII) ESTABLISHING PROCEDURES FOR THE ASSUMPTION AND/OR ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES UNDER THE PLAN**

Upon the motion (the “**Motion**”)<sup>2</sup> 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**”) pursuant to sections 365, 1123, 1125, 1126 and 1128 of the Bankruptcy Code, Rules 2002, 3001, 3003, 3016, 3017, 3018, 3020, 6004 and 6006 of the Bankruptcy Rules and Rules 3018-1 and 3020-1 of the Local Bankruptcy Rules (I) approving the Disclosure Statement; (II) establishing a voting record date for the Plan; (III) approving solicitation packages and procedures for the distribution thereof; (IV) approving

<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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

the forms of ballots; (V) establishing procedures for voting on the Plan; (VI) establishing notice and objection procedures for confirmation of the Plan; and (VII) establishing procedures for the assumption and/or assignment of executory contracts and unexpired leases under the Plan; 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 a hearing having been held on **June 13~~25~~<sup>25</sup>, 2013** (the “**Disclosure Statement Hearing**”) at which all parties in interest were offered an opportunity to be heard with respect to the Disclosure Statement and the Motion; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having reviewed (a) the Disclosure Statement, all modifications thereof and objections thereto, (b) the Motion and objections, responses and replies thereto and (c) arguments of counsel made and the evidence proffered or adduced at the Disclosure Statement Hearing; and the Court having found that the legal and factual bases set forth in the Motion and at the Disclosure Statement Hearing establish just cause for the relief granted herein 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 this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided, based on a review of the Service Affidavits relating to the Disclosure Statement Hearing Notice; and objections (if any) to the Motion having been withdrawn or overruled on the merits; and after due deliberation thereon; and good and sufficient cause appearing therefor;

THE COURT FINDS THAT:

1. Notice. The notice of the Motion and the Disclosure Statement Hearing, as provided in the manner described in the Motion, was sufficient and appropriate under the

circumstances, complied with the Order Scheduling the Disclosure Statement Hearing and the requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Order Authorizing the Establishment of Certain Notice, Case Management, and Administrative Procedures [Docket No. 362], as amended [Docket No. 1655] (the “**Amended Case Management Procedures**”) and no other further notice need be provided.

2. Disclosure Statement. The Disclosure Statement (together with the exhibits thereto) complies with all the requirements of section 1125 of the Bankruptcy Code and provides Holders of Claims entitled to vote on the Plan with adequate information within the meaning of section 1125 of the Bankruptcy Code.

3. Solicitation and Confirmation Timeline. The timing for filing and serving objections, if any, set forth herein provides parties in interest sufficient time to review carefully all of the solicitation materials, consider the Plan, the Plan Supplement and any other documents related to confirmation and enables parties in interest, prior to the Confirmation Hearing, to make informed decisions regarding voting on the Plan and objecting to the Plan.

4. Ballots. The Ballots, Master Ballots and Beneficial Ballots (collectively, the “**Ballots**”), substantially in the forms attached to the Motion as Exhibit F and Exhibit G, adequately address the particular needs of these chapter 11 cases while remaining sufficiently consistent with Official Form No. 14 and, together with the accompanying instructions, provide for a fair and equitable voting process appropriate for Holders of Claims in Classes 3, 4, 5, 6, 7 and 8 that are entitled to vote on the Plan (the “**Voting Classes**”). Ballots need not be provided to Holders of Claims in Classes 1 and 2 because those classes are classified as being unimpaired by the Plan and are conclusively presumed to accept the Plan in accordance with section 1126(f) of the Bankruptcy Code. Ballots also need not be provided to Holders of Claims in Classes 9

and 10 because those Classes are receiving no distribution under the Plan, and therefore, are deemed to reject the Plan in accordance with section 1126(g) of the Bankruptcy Code.

5. Solicitation Packages and Notices of Non-Voting Status. The Solicitation Package and various notices of non-voting status provide sufficient information to, as applicable: (i) Holders of Claims in Voting Classes to enable them to make informed decisions with respect to whether to vote to accept or reject the Plan in accordance with Bankruptcy Rules 2002, 3016 and 3017; (ii) Holders of Claims and Equity Interests in non-Voting Classes of their non-voting status; (iii) Holders of contingent or disputed Claims of their non-voting status and the procedures for the temporary allowance of such claims; and (iv) all other parties in interest in these chapter 11 cases with respect to the Plan and the effect of confirmation thereof in satisfaction of the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Bankruptcy Rules and Amended Case Management Procedures.

6. Confirmation Hearing Notice. The form and manner of notice of the date, time and location of the Confirmation Hearing, the deadline for objecting to confirmation of the Plan and information regarding the discharge, injunction, exculpation and release provisions set forth in Article 12 of the Plan in substantially in the form attached to the Motion as Exhibit C (the “**Confirmation Hearing Notice**”), together with publication of same, constitutes good and sufficient notice to Holders of Claims and Equity Interests in Voting Classes and known and unknown creditors and parties in interest in these chapter 11 cases, in satisfaction of the requirements of due process and the provisions of the Bankruptcy Code, Bankruptcy Rules, Local Bankruptcy Rules and Amended Case Management Procedures.

IT IS THEREFORE HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.

**A. Approval of the Disclosure Statement**

2. The Disclosure Statement is approved pursuant to section 1125(a)(1) of the Bankruptcy Code and Bankruptcy Rule 3017(b) and, to the extent not withdrawn, settled or otherwise resolved, any objections to the approval of the Disclosure Statement are overruled.

3. The Debtors are authorized to make non-material changes (*e.g.*, changes not materially adverse to the recoveries of any Class of creditors) to the Disclosure Statement, the Plan and related documents (including the appendices thereto and exhibits hereto) with prior notice to counsel to the Second Lien Committee, [the Requisite Backstop Parties \(as defined in the Plan\)](#) and the Creditors' Committee, before distributing Solicitation Packages to each creditor or other party in interest in accordance with the terms of this Order without further order of the Court, provided that the Debtors shall file redlined copies with the Court of any modified pages marked to reflect changes from the prior version.

**B. Establishing Dates and Deadlines**

4. The following dates and deadlines are hereby established with respect to voting on and confirmation of the proposed Plan:

- a. **June ~~13~~25, 2013 at 5:00 p.m. (Eastern Time)** shall be the date for determining: (a) the Holders of Claims entitled to receive a Solicitation Package; (b) the Holders of Claims entitled to vote to accept or reject the Plan; and (c) whether Claims have been properly transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the Holder of such Claim (the "**Voting Record Date**");
- b. The Debtors shall distribute Solicitation Packages as well as the Confirmation Hearing Notice on or before 7 days from entry of this order (the "**Solicitation Mailing Deadline**");
- c. **July ~~11~~12, 2013 at 5:00 p.m. (Eastern Time)** shall be the deadline for the Debtors to request a claim be expunged, reclassified, or allowed in a reduced amount for voting purposes;

- d. **July 9~~19~~**, 2013 at 5:00 p.m. (Eastern Time) shall be the deadline for Holders of Claims and Equity Interests to file and serve motions under Bankruptcy Rule 3018(a) (the “**Rule 3018(a) Motion Deadline**”) provided, however, that if Debtors have requested a Claim be reclassified and/or modified to a fixed, reduced amount pursuant to an objection to such Claim, by motion or objection after ~~June 24~~July 5, 2013 but prior to July ~~12~~, 2013, they will cause such motion or objection to be served on the applicable parties in interest by overnight or electronic mail;
- e. **July 12~~19~~**, 2013 shall be the deadline to publish the Confirmation Hearing Notice;
- f. **July 23~~30~~**, 2013 shall be the deadline to provide Cure Notice;
- g. All Holders of Claims entitled to vote on the Plan must complete, execute and return their Ballots so that they are **actually received** by the Notice and Claims Agent pursuant to the Voting and Tabulation Procedures, on or before **July 31~~August 9~~**, 2013 at **8:00 p.m. (Eastern Time)** (the “**Voting Deadline**”);
- h. **July 31~~August 9~~**, 2013 at 4:00 p.m. (Eastern Time) shall be the date by which objections to the Confirmation of the Plan must be filed with the Court and served so as to be **actually received** by the Notice Parties (the “**Confirmation Objection Deadline**”);
- i. **July 31~~August 9~~**, 2013 at 4:00 p.m. (Eastern Time) shall be the deadline for Specified Contract counterparties to file and serve Assumption Objections (the “**Assumption Objection Deadline**”);
- j. The Voting Report shall be filed by **August 6~~16~~**, 2013, ~~three~~four days prior to the Confirmation Hearing. For the avoidance of doubt, the Debtors are relieved from Local Bankruptcy Rule 3018-1; and
- k. The Court shall consider Confirmation of the Plan at the hearing to be held on **August 9~~20~~**, 2013 at 11:00 a.m. (Eastern Time) (the “**Confirmation Hearing**”).

**C. Approving Solicitation Packages, Notices of Non-Voting Status and Distribution Procedures**

5. By the Solicitation Mailing Deadline, the Debtors will cause the Notice and Claims Agent to distribute by first-class, postage prepaid mail to Holders of Claims in the Voting Classes who are entitled to vote a solicitation package (the “**Solicitation Package**”)



containing an electronic copy on CD-ROM or conformed printed version (as indicated below) of the following:

- a. A printed cover letter, substantially in the form attached hereto as Exhibit B: (i) describing the contents of the Solicitation Package, the contents of any enclosed CD-ROM and instructions for how hard copies of any materials provided on CD-ROM can be obtained at no charge, and (ii) urging the Holders in each of the voting Classes to vote to accept the Plan;
- b. A printed copy of the Confirmation Hearing Notice;
- c. as applicable, a printed Ballot (as defined below), together with a pre-addressed, postage prepaid return envelope;
- d. the Disclosure Statement and the exhibits thereto (including the Plan and the exhibits thereto) in electronic format on a CD-ROM;
- e. this order (without exhibits) in electronic format on a CD-ROM; and
- f. after consultation with the Debtors, a letter from the Creditors' Committee.

6. With respect to the Gallery Customers, the Solicitation Package shall be served in an entirely electronic form by electronic mail to such creditors, provided that that Ballots will be sent only to those Gallery Customers entitled to vote on the Plan, and further provided that pre-addressed, postage prepaid return envelope will not be sent electronically but will be available upon request. To avoid duplication and reduce expenses, any creditor who has filed duplicate claims (whether against the same or multiple Debtors) which are classified under the Plan in the same Class, shall be provided with only one Solicitation Package for voting their Claims with respect to that Class.

7. No solicitation packages or other notices need be transmitted to any person to whom the Debtors mailed a Disclosure Statement Hearing Notice and such notice was returned as undeliverable.

8. Holders of Claims in Classes 1 and 2, which are conclusively presumed to have accepted the Plan, shall receive the notice substantially in the form attached to the Motion as Exhibit D, which is hereby approved.

9. Holders of Claims or Equity Interests in Classes 9 and 10, which are deemed to reject the Plan, shall receive the notice substantially in the form attached to the Motion as Exhibit E, the form of which is hereby approved.

10. The Distribution Procedures for the Solicitation Packages, Unimpaired Creditor Notice and Notice of Non-Voting Status for Classes Deemed to Reject the Plan as set forth in the Motion, are hereby approved.

**D. Approval of Forms of Ballots and Voting and Tabulation Procedures**

11. The form of Ballots are hereby approved.

12. Voting Nominees must retain the original Ballot and an electronic copy of the same for a period of one year after the Effective Date, unless otherwise ordered by the Court.

13. The Debtors are authorized to solicit, receive and tabulate votes to accept or reject the Plan in accordance with the Voting and Tabulation Procedures, including the Procedures for Determining Claim Amounts for Voting, the Procedures for Temporary Allowance of Claims, and the Tabulation Procedures, each as set forth below, all of which are hereby approved.

14. The following shall be the procedures for determining Claim amounts for voting purposes (the “**Procedures for Determining Claim Amounts for Voting**”):

- a. Unless otherwise specified in subparagraphs (b)-(h) below, each Holder of a Claim who has timely filed a Proof of Claim and is entitled to vote to accept or reject the Plan may vote the face amount of such Claim as of the Voting Record Date.
- b. A Claim that is scheduled in the Schedules (provided that such Claim is not scheduled as contingent, unliquidated, disputed,

undetermined, or in a \$0.00 amount), and with respect to which no Proof of Claim has been filed, shall be deemed allowed, solely for purposes of voting, in the amount set forth in the Schedules.

- c. Claims scheduled as contingent, unliquidated, disputed, undetermined in amount, or in a \$0.00 amount, for which no Proof of Claim has been filed, shall not be entitled to vote.
- d. Proofs of Claim filed for \$0.00 shall not be entitled to vote.
- e. Subject to subparagraphs (f) - (h) below, if a Claim is partially liquidated and partially unliquidated, such Claim shall be allowed for voting purposes only in the liquidated amount.
- f. If the Debtors have requested that a Claim be reclassified and/or modified to a fixed, reduced amount pursuant to an objection to such Claim, by motion or objection prior to **July 12, 2013**, such Holder's Claim shall be counted in the reduced amount requested by the Debtors and/or in the requested category, unless otherwise estimated or modified by the Court.
- g. If a creditor has requested that a Claim be reclassified and/or allowed in an estimated amount pursuant to a Rule 3018(a) Motion, then such creditor's Claim shall be counted in the amount estimated or allowed by the Court or in such other amount to which the Debtors and such creditor mutually agree.
- h. If the Debtors have requested that a Claim be expunged pursuant to an objection to such Claim, by motion or objection prior to **July 12, 2013**, such Holder's Claim shall be disallowed for voting purposes, unless otherwise estimated or allowed by the Court.
- i. Timely-filed Proofs of Claim that are filed in their entirety as contingent, unliquidated, undetermined and/or disputed shall vote in the amount of \$1.00.

15. The following shall be the procedures for temporary allowance of claims

(the "**Procedures for Temporary Allowance of Claims**"):

- a. Rule 3018(a) Motions must: (i) be made in writing, (ii) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules, (iii) set forth the name of the party asserting the Rule 3018(a) Motion, (iv) state with particularity the legal and factual bases for the Rule 3018(a) Motion, (v) be set for hearing at the Confirmation Hearing and (vi) be served by personal service, overnight delivery, first class mail or facsimile so as to be received

by the Notice Parties (as defined below) no later than the Rule 3018(a) Motion Deadline.

- b. Any party that timely files a Rule 3018(a) motion will be provided with an appropriate provisional Ballot and a pre-addressed, postage prepaid envelope within two (2) business days from the Rule 3018(a) Motion Deadline. Such parties must then return a duly-completed, properly exercised provisional ballot to the Notice and Claims Agent on or before the Voting Deadline (unless the Debtors extend the deadline in their sole discretion to facilitate a reasonable opportunity for such creditor to vote upon the Plan). This affords parties voting provisional Ballots approximately three weeks to vote on the Plan.
- c. In the event that the Debtors and such party are unable to resolve any issues raised by the Rule 3018(a) Motion, (a) the parties in interest may object to the Rule 3018(a) Motion at any time on or prior to ~~July 31~~ August 9, 2013 at 5:00 p.m. (Eastern Time), (b) the Notice and Claims Agent shall inform the Court at or prior to the Confirmation Hearing whether including such provisional Ballot would affect the outcome of the voting to accept or reject the respective Plan in the relevant class in which the provisional Ballot was cast and (c) the Court then shall determine whether the provisional Ballot should be counted as a vote on the Plan. Such a procedure will help ensure an efficient tabulation of Ballots to be completed accurately by the Confirmation Hearing.

16. The following shall be the voting procedures and standard assumptions in tabulating Ballots (the “**Tabulation Procedures**”):

- a. Votes Not Counted. The following Ballots will not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:
  - i. any Ballot received by the Notice and Claims Agent after the Voting Deadline, unless the Debtors (with prior notice to the Creditors’ Committee, the Requisite Backstop Parties and the Second Lien Committee) shall have granted in writing an extension of the Voting Deadline with respect to such Ballot;
  - ii. any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of the Claim;

- iii. any Ballot cast by an Entity that (A) does not hold a Claim in a Class that is entitled to vote on the Plan or (B) is not otherwise entitled to vote pursuant to the procedures described herein;
  - iv. any Ballot sent to the Debtors, the Debtors' agents and/or representatives (other than the Notice and Claims Agent) or the Debtors' financial or legal advisors;
  - v. any unsigned Ballot;
  - vi. any Ballot not received in its executed, original form;
  - vii. any Ballot that is received by the Notice and Claims Agent by facsimile or other means of electronic transmission; or
  - viii. any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan.
- b. Multiple Ballots. If multiple Ballots are received from the same Holder of a Claim with respect to the same claim prior to the Voting Deadline, the latest dated Ballot timely received shall count for voting purposes, subject to contrary order of the Court; provided, however, that in instances where ambiguity exists with respect to which Ballot was the latest dated, the Notice and Claims Agent has the right to contact the respective claimant to determine such claimant's intent and calculate the vote according thereto.
- c. No Vote Splitting. A Holder must vote the entirety of a Claim to either accept or reject the Plan and may not split the vote for any such Claim.
- d. Ballots Signed by Representative. If a Ballot is signed by a trustee, executor, administrator, guardian, attorney in fact or other person acting in a fiduciary or representative capacity, such person shall be required to indicate such capacity when signing the Ballot. The Debtors may request proper evidence of such representative's authority to sign the Ballot prior to accepting such Ballot.
- e. Defective Ballots. Subject to contrary order of the Court, the Debtors may, in their sole discretion but with prior notice to the Creditors' Committee, waive any defects or irregularities as to any particular Ballot at any time (including the timeliness of the submission of a Ballot), either before or after the Voting Deadline; provided, however, that:
- i. any such waivers shall be documented in the voting reports completed by the Notice and Claims Agent;

- ii. neither the Debtors, nor any other entity, will be under any duty to provide notification of such defects or irregularities other than as provided in the voting reports prepared by the Notice and Claims Agent, nor will any of them incur any liability for failure to provide such notification; and
  - iii. unless waived by the Debtors, subject to contrary order of the Court, any defects or irregularities associated with the delivery of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted.
- f. No Class Votes. If no votes to accept or reject the Plan are received with respect to a particular class, such class shall be deemed to have voted to accept the Plan.
- g. Lack of Good Faith Designation. In the event a designation for lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected by such Claim.

**E. Approval of the Notice and Objection Procedures for Confirmation of the Plan**

17. The form of notice of the Confirmation Hearing substantially in the form attached to the Motion as Exhibit C is hereby approved.

18. The Confirmation Hearing Notice Procedures, and the Plan Objection Procedures, as set forth in the Motion, are hereby approved.

**F. Approval of the Assumption and Fixing of Cure Amounts Related to Executory Contracts and Unexpired Leases and Deadline to Object Thereto**

19. The Assumption Procedures, as set forth in the Motion, are hereby approved. The Cure Notice, substantially in the form attached ~~hereto~~[to the Motion](#) as Exhibit H, is hereby approved.

**G. Other**

20. The requirements set forth in Local Bankruptcy Rule 9013-1(b) are satisfied by the contents of the Motion.

21. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

22. The Debtors and the Notice and Claims Agent are hereby authorized and empowered to take all actions necessary to implement the relief granted in this Order.

23. Nothing in the Motion or this Order, nor as a result of any payment made pursuant to this Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code or a waiver of the right of the Debtors, or shall impair the ability of the Debtors, to contest the validity and amount of any payment made pursuant to this Order.

24. Nothing in this Order shall be construed as a waiver of the right of the Debtors or any other party in interest, as applicable, to object to a proof of claim after the Voting Record Date.

25. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to this Order.

Dated: \_\_\_\_\_, 2013  
New York, New York

\_\_\_\_\_  
Allan L. Gropper  
United States Bankruptcy Judge