

Hearing Date: June 25, 2013 at 2:00 p.m. (Eastern Time)

Andrew G. Dietderich
Michael H. Torkin
David R. Zylberberg
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> , ¹)	Case No. 12-10202 (ALG)
Debtors.)	(Jointly Administered)

**NOTICE OF FILING OF AMENDED EXHIBIT TO 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**

PLEASE TAKE NOTICE that on June 19, 2013, Eastman Kodak Company, *et al.* (collectively, the “**Debtors**”), filed 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 (the “**Motion**”) [Docket No. 4082].

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.



PLEASE TAKE FURTHER NOTICE that on June 24, 2013, the Debtors filed a Notice of Filing of Amended Exhibits to 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 [Docket No. 4121].

PLEASE TAKE FURTHER NOTICE that the Debtors have further amended Exhibit A (Proposed Order) to the Motion. The further amended Exhibit A is attached hereto as Exhibit 1.

Dated: June 24, 2013
New York, New York

/s/ Andrew G. Dietderich
Andrew G. Dietderich
Michael H. Torkin
David R. Zylberberg
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

EXHIBIT 1

Amended 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 (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**”)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**”) approving certain Rights Offerings Procedures and Rights Offerings Forms; 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 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 this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided in accordance

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

with the Bankruptcy Rules, the Local Rules and the Case Management Procedures for these chapter 11 cases, and that, except as otherwise ordered herein, no other or further notice is necessary; and any 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;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

2. The Debtors are authorized to commence and conduct the Rights

Offerings in accordance with the Rights Offerings Procedures, the Backstop Commitment Agreement and the Amended Plan.

3. The Rights Offerings Procedures attached hereto as Exhibit 1 and Exhibit 2, and incorporated herein by reference, are fair and reasonable and are hereby approved.

4. The Rights Offerings Forms attached hereto as Exhibit 3, Exhibit 4 and Exhibit 5, and incorporated herein by reference, provide sufficient information to enable each interested 1145 Eligible Participant and 4(2) Eligible Participant (as applicable) to duly participate in the Rights Offerings.

5. The following dates and deadlines for the implementation of the Rights Offerings, as provided in the Rights Offerings Procedures, are reasonable and appropriate and allow a reasonable amount of time for 1145 Eligible Participants and 4(2) Eligible Participants to make an informed decision regarding whether to exercise their 1145 Rights or 4(2) Rights (as applicable), and such dates and deadlines are hereby approved and established, subject to modification by the Debtors with the reasonable consent of the Creditors' Committee and the Requisite Backstop Parties:

- **Record Date for 1145 Rights Exercise Form Distribution: June 18, 2013.** The date as of which a Person must have been a holder of a General Unsecured Claim or Retiree

Settlement Unsecured Claim in order to receive an 1145 Rights Exercise Form on the 1145 Rights Offering Commencement Date (as defined below).

- **Distribution of 4(2) Certification Forms: no later than June 28, 2013.** The date on which the Subscription Agent (as defined below) will distribute the 4(2) Certification Form to creditors identified by the Debtors and the Subscription Agent as potential 4(2) Eligible Participants.
- **1145 Rights Offering Commencement Date: no later than July 8, 2013.** The date on which the 1145 Rights Exercise Form is first mailed or otherwise made available to 1145 Eligible Participants.
- **4(2) Certification Date: July 19, 2013, at 5:00 p.m. (Eastern Time).** Deadline to confirm qualification as a 4(2) Eligible Participant by completing and submitting the 4(2) Certification Form to the Subscription Agent (as defined below). A 4(2) Eligible Participant must have held the requisite amount of General Unsecured Claims and/or Retiree Settlement Unsecured Claims as of ~~April 30~~June 17, 2013, or must be a Backstop Party.
- **4(2) Rights Offering Commencement Date: no later than July 23, 2013.** The date on which the 4(2) Rights Exercise Form is first mailed or otherwise made available to 4(2) Eligible Participants.
- **Claim Determination Date: July 26, 2013.** The date as of which the amount of an 1145 Eligible Participant's 1145 Eligible Claims, or a 4(2) Eligible Participant's 4(2) Eligible Claims, is fixed (to the extent not previously fixed) for purposes of the Rights Offerings Procedures.
- **Rights Offerings Expiration Date: August 9, 2013, at 5:00 p.m. (Eastern Time).** Expiration date of Rights Offerings and deadline to exercise 1145 Rights and 4(2) Rights and submit payment for 1145 Rights Offering Shares and 4(2) Rights Offering Shares. Unless duly exercised on or before the Rights Offerings Expiration Date in accordance with the Rights Offerings Procedures, all 1145 Rights and 4(2) Rights will expire.

6. The Debtors' designation of Kurtzman Carson Consultants LLC as the Subscription Agent for the Rights Offerings is hereby approved.

7. Neither the Debtors nor any 1145 Eligible Participant or 4(2) Eligible Participant shall be deemed to have made any admission or waiver as to the ultimate allowed amount of any Claim by virtue of participation in the Rights Offerings.

8. The Debtors are authorized and empowered to execute and deliver such documents, and to take and perform all actions necessary to implement and effectuate the relief granted in this Order.

9. The requirements set forth in Local Rule 9013-1(b) are satisfied.

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

11. This Court retains jurisdiction with respect to all matters arising from or related to the enforcement of this Order.

Dated: _____, 2013
New York, New York

Allan L. Gropper
United States Bankruptcy Judge