

**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 AUTHORIZING THE DEBTORS TO (A) EXECUTE A BACKSTOP
COMMITMENT AGREEMENT AND (B) INCUR, PERFORM AND ABIDE BY
THE INITIAL COMMITMENT PROVISIONS**

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**”) Order Authorizing the Debtors to (A) Execute a Backstop Commitment Agreement and (B) Incur, Perform and Abide by the Initial Commitment Provisions; 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 with the Bankruptcy Rules, the Local Rules and the Case Management Procedures for these chapter 11 cases, and

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



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ordered herein, no other or further notice is necessary; and any objections (if any) to the Motion having been withdrawn or overruled on the merits; and after due deliberation thereon; and good and sufficient cause appearing therefor;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, pursuant to section 363 of the Bankruptcy Code, to execute the Backstop Commitment Agreement and incur, perform and abide by the Initial Commitment Provisions.
3. To the extent due and payable, the Backstop Commitment Fees, Expense Reimbursement and Indemnification Obligations shall be entitled to priority as administrative expense claims under sections 503(b) and 507 of the Bankruptcy Code payable without further order of this Court and paid when due in accordance with the terms of the Backstop Commitment Agreement without reduction or offset.
4. The Backstop Parties' right to terminate the Backstop Commitment Agreement pursuant to and in accordance with Article IX therein is approved and upon such termination the Backstop Commitment Fees, if any, payable pursuant to the terms of the Backstop Commitment Agreement shall be paid without reduction or offset.
5. 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.
6. The requirements set forth in Local Rule 9013-1(b) are satisfied.
7. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy 6004(h) or otherwise.

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

Dated: June 26, 2013
New York, New York

s/Allan L. Gropper

Allan L. Gropper
United States Bankruptcy Judge