

Andrew G. Dietderich
John J. Jerome
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

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

Counsel to the Debtors and
Debtors in Possession¹

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

		Chapter 11
In re:)	
)	
EASTMAN KODAK COMPANY, <i>et al.</i> , ²)	Case No. 12-10202 (ALG)
)	
Debtors.)	(Jointly Administered)
)	
)	Ref. Docket Nos. 3645 and 4245

**NOTICE OF FILING OF REVISED PROPOSED ORDER APPROVING STIPULATION
RESOLVING MOTION PURSUANT TO 11 U.S.C. § 1102(a)(2) FOR APPOINTMENT
OF A COMMITTEE TO REPRESENT HOLDERS OF KERIP AND KURIP CLAIMS**

PLEASE TAKE NOTICE that on April 30, 2013, EKRA Ltd., Sandra Feil, Robert LaRossa, Gary Van Graafeiland, James E. Moxley, Paul Kosieracki, Robert LaPerle, John Chiazza, James Stoffel, Kenneth Hoffman, and Mark Morris (collectively, the “**Movants**”) filed their Motion Pursuant to 11 U.S.C. § 1102(a)(2) for Appointment of a Committee to Represent Holders of KERIP and KURIP Claims [Docket No. 3645] (the “**Motion**”). Eastman

¹ All parties in interest with inquiries regarding this Notice should direct such inquiries to Young Conaway Stargatt & Taylor, LLP.

² 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.



Kodak Company, *et al.* (collectively, the “**Debtors**”), and the Movants reached an agreement resolving the Motion pursuant to the terms and conditions of a stipulation (the “**Stipulation**”) entered into between the parties. On July 9, 2013, the Debtors filed a notice [Docket No. 4245] (the “**Notice of Proposed Order**”) of a proposed form of order (the “**Proposed Order**”) approving the Stipulation, a copy of which was annexed as Exhibit A to the Proposed Order.

PLEASE TAKE FURTHER NOTICE that, subsequent to the filing of the Notice of Proposed Order, the Office of the United States Trustee for the Southern District of New York (the “**United States Trustee**”) contacted the Debtors with an informal response to the Stipulation (the “**Response**”). The Debtors have resolved the Response through certain agreed-upon modifications to the Proposed Order.

Remainder of page intentionally left blank

PLEASE TAKE FURTHER NOTICE that attached hereto as Exhibit 1 is a redline of a revised Proposed Order (the “**Revised Proposed Order**”). The Debtors and the Movants intend to present the Revised Proposed Order to the Honorable Allan L. Gropper, Bankruptcy Judge of the United States Bankruptcy Court for the Southern District of New York, at One Bowling Green, New York, New York 10004, for signature at the omnibus hearing in these chapter 11 cases scheduled for **July 17, 2013 at 11:00 a.m. (ET)**. The United States Trustee has consented to the Court’s entry of the Revised Proposed Order.

Dated: July 16, 2013
New York, New York

/s/ Pauline K. Morgan
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

- and -

Andrew G. Dietderich
John J. Jerome
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

EXHIBIT 1

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

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

**ORDER APPROVING STIPULATION RESOLVING MOTION PURSUANT TO
11 U.S.C. § 1102(a)(2) FOR APPOINTMENT OF A COMMITTEE TO
REPRESENT HOLDERS OF KERIP AND KURIP CLAIMS**

Upon consideration of the Motion Pursuant to 11 U.S.C. § 1102(a)(2) for Appointment of a Committee to Represent Holders of KERIP and KURIP Claims [Docket No. 3645] (the “**Motion**”) filed by EKRA Ltd., Sandra Feil, Robert LaRossa, Gary Van Graafeiland, James E. Moxley, Paul Kosieracki, Robert LaPerle, John Chiazza, James Stoffel, Kenneth Hoffman, and Mark Morris, and that certain Stipulation Resolving Motion Pursuant to 11 U.S.C. § 1102(a)(2) for Appointment of a Committee to Represent Holders of KERIP and KURIP Claims (the “**Stipulation**,” a copy of which is attached hereto as Exhibit A);² and having determined that (i) jurisdiction exists over this matter pursuant to 28 U.S.C §§ 157 and 1334(b), (ii) venue of these chapter 11 cases, the Motion and the Stipulation in this district is proper pursuant to 28 U.S.C. § 157(b), (iii)

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 otherwise defined herein shall have the meanings ascribed to such terms in the Stipulation.

notice of the Motion, the Stipulation and the relief granted by this Order was sufficient, (iv) no other or further notice of the Motion, the Stipulation and the relief granted by this Order is required, (v) the Stipulation and the relief granted by this Order is in the best interest of the Debtors, their estates, their creditors, and other parties in interest, and (vi) good and sufficient cause exists for approving the Stipulation and granting the relief provided for herein; and after due deliberation thereon, **IT IS HEREBY ORDERED**

THAT:

1. This Motion is resolved as provided for in the Stipulation.
2. The Stipulation, [as amended herein](#), is approved. The failure to specifically include or reference any particular provision of the Stipulation in this Order shall not diminish or otherwise impair the effectiveness of such Stipulation, it being this Court's intent that the Stipulation is approved in its entirety, as if fully set forth in this Order.
3. [Paragraph 10 of the Stipulation is hereby amended such that Paragraph 10 thereof shall be deleted in its entirety and replaced with the following:](#)

[Within thirty \(30\) days of the Stipulation Effective Date, the Movants and the undersigned counsel shall be entitled to file with the Court a request \(the "**Substantial Contribution Request**"\), upon appropriate notice and a hearing and accompanied by appropriate supporting documentation \(including, without limitation, reasonably detailed invoices\), pursuant to section 503\(b\)\(3\)\(D\) and \(4\) of the Bankruptcy Code, for the reimbursement of the Movants' actual, necessary expenses \("**Movants' Expenses**"\), if any, and for the reasonable fees and actual, necessary expenses of the Movants' undersigned counsel \("**Counsel's Fees and Expenses**"\) arising from or related to the execution and delivery of this Stipulation and the Approval Order, and the Debtors hereby agree that they shall not object to the Substantial Contribution Request provided that: \(a\) in the](#)

aggregate, any Movants' Expenses and any Counsel's Fees and Expenses shall not exceed \$50,000 (unless otherwise agreed to by Kodak in writing); (b) no Movant shall be entitled to Movants' Expenses arising from or related to any Movant Objection; and (c) Kodak shall retain the right to object to the Substantial Contribution Request if Kodak objects to any Movants' Expenses or any Counsel's Fees and Expenses as unreasonable, in which case any and all rights of the Parties with respect thereto shall be reserved. For the avoidance of doubt, nothing herein is intended or shall be deemed to impair, prejudice, waive or otherwise affect the rights of (x) any interested party other than the Debtors (whose rights with respect to the Substantial Contribution Request shall be governed by this Paragraph 10), including, without limitation, the Office of the United States Trustee for the Southern District of New York, the Official Committee of Unsecured Creditors, and the ad hoc committee of second lien noteholders or (y) the Court, with respect to the Substantial Contribution Request.

4. ~~3.~~ For purposes of determining whether a Holder is a 4(2) Eligible Participant (as defined in the Plan), the Holders shall be deemed to have beneficially owned their respective Allowed Claims, in the face amounts set forth on Exhibit 2(a) attached to the Stipulation, as of June 17, 2013.

5. ~~4.~~ The Debtors are authorized to execute and deliver such documents, and take and perform any and all actions, necessary or appropriate to implement and effectuate the Stipulation.

6. ~~5.~~ The requirements set forth in rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York are satisfied.

7. ~~6.~~ This Order is immediately effective and enforceable, notwithstanding the possible applicability of rule 6004(h) of the Federal Rules of Bankruptcy Procedure or otherwise.

8. ~~7.~~

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

HONORABLE ALLAN L. GROPPER
UNITED STATES BANKRUPTCY JUDGE