

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

In re:

Eastman Kodak Company, et al.,
Debtors.

Chapter 11

Case No. 12-10202 (ALG)

(Jointly Administered)

ORDER GRANTING

MOTION OF THE BANK OF NEW YORK MELLON, AS QUALIFIED PLAN TRUSTEE, TO ESTIMATE ITS CONTINGENT CLAIMS FOR VOTING PURPOSES ONLY, PURSUANT TO, INTER ALIA, THE ORDER APPROVING DEBTORS' DISCLOSURE STATEMENT AND THE MOTION FOR AN 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 [DOCKET NO. 4167], AND BANKRUPTCY RULE 3018(a)

Upon the Motion of The Bank of New York Mellon (the "BNY Mellon"), as a trustee under the Qualified Plan Trust Agreements (hereinafter defined), files this Motion to Estimate its Contingent and Unliquidated Claims pursuant to, the Order Approving Debtors' Disclosure Statement and the Motion for an 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 [Docket No. 4167], and Bankruptcy Rule 3018(a) ("Rule



3018 Estimation Motion”), and a hearing having been held to consider the relief requested in the Rule 3018 Estimation Motion, and all proceeding before this Court:

THE COURT HEREBY MAKES THE FOLLOWING FINDINGS:

A. This Court has jurisdiction to consider the Rule 3018 Estimation Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b).

B. The predicates for relief sought in the Motion include the Solicitation Order¹ and Bankruptcy Rule 3018(a).

C. While the Debtors stated they intend to assume the Qualified Trust Agreements² have not been assumed as of the Voting Record Date of June 25, 2013 as established by the Solicitation Order.

NOW THEREFORE, IT IS:

ORDERED that the Rule 3018 Estimation Motion is granted; and it is further

ORDERED that the Court temporally allows the following claims of The Bank of New York Mellon, as Qualified Plan Trustee, for voting purposes only, and without prejudice to the rights with respect to the allowance of such claims for any other purpose, as follows:

- a. The KRIP Trustee Claim, arising under the KRIP Trust Agreement, and represented by Proof of Claim filed at Proof of Claim Docket No. 4225, solely for purpose of Rule 3018(a) of the Bankruptcy Code and the Temporary Allowance for Voting as established by the Solicitation Order, and without prejudice to the

¹ Docket No. 4167.

² Capitalized terms not defined herein shall have the meaning ascribed to them in the Rule 3018 Estimation Motion.

rights with respect to the allowance of such claims for any other purpose, shall be an Allowed Temporary Claim for Voting on the Plan in the amount of \$2,000.00.

- b. The Qualex DB Trustee Claim, arising under the Qualex Base Pension Plan Trust Agreement, and represented by Proof of Claim filed at Proof of Claim Docket No. 4222, solely for purpose of Rule 3018(a) of the Bankruptcy Code and the Temporary Allowance for Voting as established by the Solicitation Order, and without prejudice to the rights with respect to the allowance of such claims for any other purpose, shall be an Allowed Temporary Claim for Voting on the Plan in the amount of \$2,000.00.
- c. The SIP Trustee Claim, arising under the Eastman Kodak Employees' Savings and Investment Plan Trust Agreement, and represented by Proof of Claim filed at Proof of Claim Docket No. 4221, solely for purpose of Rule 3018(a) of the Bankruptcy Code and the Temporary Allowance for Voting as established by the Solicitation Order, and without prejudice to the rights with respect to the allowance of such claims for any other purpose, shall be an Allowed Temporary Claim for Voting on the Plan in the amount of \$2,000.00.

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from this Order.

Dated: New York, New York
August 16, 2013

/s/ Allan L. Gropper
United States Bankruptcy Judge