

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)	
	)		
	)		

**SUPPLEMENTAL AFFIDAVIT OF SERVICE**

I, Michael J. Hill, depose and say that I am employed by Kurtzman Carson Consultants LLC (KCC), the claims and noticing agent for the Debtors.

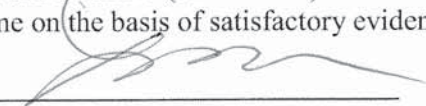
1. On July 18, 2013 at my direction and under my supervision, employees of KCC caused the following documents to be served via First Class mail on the service list attached hereto as **Exhibit A:**
  - **1145 Rights Exercise Form in Connection with the First Amended Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and Its Debtor Affiliates [attached hereto as Exhibit B]**
  - **Business Reply Envelope**
2. On August 2, 2013 at my direction and under my supervision, employees of KCC caused the following documents to be served via Overnight mail on the service list attached hereto as **Exhibit C:**
  - **1145 Rights Exercise Form in Connection with the First Amended Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and Its Debtor Affiliates [attached hereto as Exhibit B]**
  - **Business Reply Envelope**

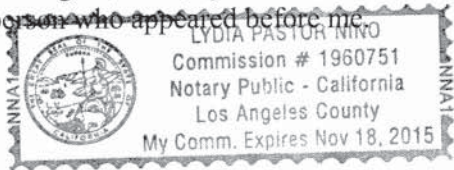
Dated: August 9, 2013

\_\_\_\_\_  
*/s/ Michael J. Hill*  
Michael J. Hill

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 9<sup>th</sup> of August, 2013, by Michael J. Hill, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: \_\_\_\_\_  




<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.



# **Exhibit A**

COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP
Corre Opportunities Fund, L.P.	Attn Claims Processing (Bankruptcy)	1370 Avenue of the Americas, 29th Floor		New York	NY	10019
Hain Capital Investors, LLC	Attn Amanda Rapoport	301 Route 17, 7th Fl		Rutherford	NJ	07070-0000
Joseph Pinzone, as Administrator of the Estate of Vincenzo Pinzone, Deceased	Valdebenito & Ardito LLP	1399 Franklin Avenue, Ste 303		Garden City	NY	11530
Media Technologies Licensing, LLC	Attn Jasmin Yang Esq.	c o Snell & Wilmer LLP	350 South Grand Avenue Ste 2600	Los Angeles	CA	90073
Robert Berman		20260 Cottagewood Road		Deephaven	MN	55331
STWB Inc.	William E. Kelleher Jr.	Esq. Cohen & Grigsby P.C.	625 Liberty Avenue	Pittsburgh	PA	15222-3152
Walker, Robert		46 PINE BROOK CIR		Penfield	NY	14526-1963

## **Exhibit B**

**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)

**INSTRUCTIONS TO 1145 RIGHTS EXERCISE FORM IN CONNECTION WITH  
THE FIRST AMENDED JOINT CHAPTER 11 PLAN OF REORGANIZATION  
OF EASTMAN KODAK COMPANY AND ITS DEBTOR AFFILIATES**

**1145 RIGHTS OFFERING  
EXPIRATION DATE**

**All 1145 Rights Exercise Forms  
and payments of the Subscription Purchase Price  
must be received by the Subscription Agent  
no later than  
5:00 p.m. (Eastern Time) on August 9, 2013  
(the “1145 Rights Offering Expiration Date”).**

**These 1145 Rights Offering Procedures have been approved by the Bankruptcy Court pursuant to the Rights Offering Procedures Order.**

**The 1145 Rights Offering, the distribution of each 1145 Right and the issuance of each 1145 Rights Offering Share are being conducted under the Amended Plan.**

**Each 1145 Right and 1145 Rights Offering Share is being distributed and issued by the Debtors without registration under the Securities Act, in reliance upon the exemption provided in section 1145 of the Bankruptcy Code.**

**None of the 1145 Rights distributed in connection with these 1145 Rights Offering Procedures have been or will be registered under the Securities Act, nor any State or local law requiring registration for offer or sale of a security, and no 1145 Rights may be sold or independently transferred.**

<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.

**None of the 1145 Rights Offering Shares have been or will be registered under the Securities Act, nor any State or local law requiring registration for offer or sale of a security.**

**The 1145 Rights Offering is being conducted in good faith and in compliance with the Bankruptcy Code. In accordance with section 1125(e) of the Bankruptcy Code, a debtor or any of its agents that participates, in good faith and in compliance with the applicable provisions of the Bankruptcy Code, in the offer, issuance, sale, or purchase of a security, offered or sold under the plan, of the debtor, of an affiliate participating in a joint plan with the debtor, or of a newly organized successor to the debtor under the plan, is not liable, on account of such participation, for violation of any applicable law, rule, or regulation governing the offer, issuance, sale, or purchase of securities.**

On June 27, 2013, Eastman Kodak Company (“**Kodak**”), together with its affiliated debtors and debtors in possession (collectively, the “**Debtors**”), filed the revised *First Amended Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (as may be amended, modified or supplemented from time to time, the “**Amended Plan**”) and the revised *First Amended Disclosure Statement for Debtors’ First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (as may be amended, modified or supplemented from time to time, the “**Amended Disclosure Statement**”). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Amended Plan.

Pursuant to the Amended Plan, each 1145 Eligible Participant (as defined below) has the right, but not the obligation, to purchase all or a portion of its 1145 Available Shares (as defined in the accompanying 1145 Rights Offering Procedures).

An “**1145 Eligible Participant**” means a Person that satisfies the following criteria: (a) such Person is the beneficial owner of an 1145 Eligible Claim as of July 26, 2013 (or such later date as the Debtors may determine in consultation with the Creditors’ Committee and the Requisite Backstop Parties, the “**1145 Claim Determination Date**”) and (b) such Person is the beneficial owner of such 1145 Eligible Claim on the Effective Date.

You have received the attached 1145 Rights Exercise Form because you are an 1145 Eligible Participant.

Please use this 1145 Rights Exercise Form to execute your election. In order to participate in the 1145 Rights Offering, you **must** duly complete, execute and return the attached 1145 Rights Exercise Form, together with your full payment for the exercise of your 1145 Rights, to Kurtzman Carson Consultants (the “**Subscription Agent**”) on or before the 1145 Rights Offering Expiration Date set forth above.

**Please refer to Sections 9 and 10 of the Amended Disclosure Statement and Article 5.8 of the Amended Plan for information regarding the issuance of New Common Stock pursuant to the Amended Plan, including applicable transfer restrictions.**

For further information on how to participate in the 1145 Rights Offering, please see the accompanying 1145 Rights Offering Procedures. If you have any questions about the 1145 Rights Exercise Form or the Rights Offering Procedures, please contact the Subscription Agent at (888) 249-2721.

**If your 1145 Rights Exercise Form is not properly completed, executed and received by the Subscription Agent by the 1145 Rights Offering Expiration Date, your 1145 Rights will terminate and be cancelled.**

To purchase New Common Stock pursuant to the 1145 Rights Offering:

1. **Review** the total amount of your 1145 Eligible Claims as indicated in Item 1. (Note that this may vary from your asserted General Unsecured Claim amount.)
2. **Review** the number of 1145 Available Shares you are eligible to purchase, as calculated in Item 2a.
3. **Complete** Item 2b by entering the whole number of 1145 Available Shares you wish to purchase.
4. **Complete** Item 3.
5. **Carefully review and complete** the certification, representations and acknowledgements in Item 4.
6. **Return the 1145 Rights Exercise Form** in the enclosed pre-addressed envelope so that it is received by the Subscription Agent on or before the 1145 Rights Offering Expiration Date. You may also deliver your completed 1145 Rights Exercise Form to the Subscription Agent via email at [kodakinfo@kcellc.com](mailto:kodakinfo@kcellc.com) or via facsimile at (212) 702-0864.
7. **Pay the Subscription Purchase Price** to the Subscription Agent by wire transfer of immediately available funds so that it is received by the Subscription Agent on or before the 1145 Rights Offering Expiration Date. Call the Subscription Agent, Kurtzman Carson Consultants, at (877) 833-4150, to confirm receipt of payment.

***Before electing to participate in the 1145 Rights Offering, all 1145 Eligible Participants should review the Amended Disclosure Statement (including the risk factors described in the section entitled “Additional Factors to be Considered Prior to Voting” and the section entitled “1145 Securities – Subsequent Transfers”), the Amended Plan, in addition to the accompanying 1145 Rights Offering Procedures and the instructions contained herein. You may wish to seek legal advice concerning the 1145 Rights Offering.***

**1145 RIGHTS EXERCISE FORM IN CONNECTION WITH THE  
FIRST AMENDED JOINT CHAPTER 11 PLAN OF REORGANIZATION  
OF EASTMAN KODAK COMPANY AND ITS DEBTOR AFFILIATES**

**1145 RIGHTS OFFERING EXPIRATION DATE**

All 1145 Rights Exercise Forms  
and payments of the Subscription Purchase Price  
must be received by the Subscription Agent  
no later than  
5:00 p.m. (Eastern Time) on August 9, 2013  
(the "1145 Rights Offering Expiration Date").

Please refer to Sections 9 and 10 of the Amended Disclosure Statement  
and Article 5.8 of the Debtors' First Amended Joint Chapter 11 Plan  
of Reorganization (the "Amended Plan") for information regarding  
the issuance of New Common Stock pursuant to the Amended Plan,  
including applicable transfer restrictions.

Please consult the accompanying 1145 Rights Offering Procedures and  
Instructions for additional information with respect to  
this 1145 Rights Exercise Form.

**These 1145 Rights Offering Procedures have been approved by the Bankruptcy Court pursuant to the Rights Offering Procedures Order.**

**The 1145 Rights Offering, the distribution of each 1145 Right and the issuance of each 1145 Rights Offering Share are being conducted under the Amended Plan.**

**Each 1145 Right and 1145 Rights Offering Share is being distributed and issued by the Debtors without registration under the Securities Act, in reliance upon the exemption provided in section 1145 of the Bankruptcy Code.**

**None of the 1145 Rights distributed in connection with these 1145 Rights Offering Procedures have been or will be registered under the Securities Act, nor any State or local law requiring registration for offer or sale of a security, and no 1145 Rights may be sold or independently transferred.**

**None of the 1145 Rights Offering Shares have been or will be registered under the Securities Act, nor any State or local law requiring registration for offer or sale of a security.**

**The 1145 Rights Offering is being conducted in good faith and in compliance with the Bankruptcy Code. In accordance with section 1125(e) of the Bankruptcy Code, a debtor or any of its agents that participates, in good faith and in compliance with the applicable provisions of the Bankruptcy Code, in the offer, issuance, sale, or purchase of a security, offered or sold under the plan, of the debtor, of an affiliate participating in a joint plan with the debtor, or of a newly organized successor to the debtor under the plan, is not liable, on account of such participation, for violation of any applicable law, rule, or regulation governing the offer, issuance, sale, or purchase of securities.**



PackID: <PackID>

**Item 1. Amount of 1145 Eligible Claims.** Pursuant to the Amended Plan, each 1145 Eligible Participant (as defined below) is entitled to participate in the 1145 Rights Offering to the extent of such 1145 Eligible Participant’s “1145 Eligible Claims”.

An “1145 Eligible Participant” means a Person that satisfies all of the following criteria: (a) such Person is the beneficial owner of an 1145 Eligible Claim as of July 26, 2013 (or such later date as the Debtors may determine in consultation with the Creditors’ Committee and the Requisite Backstop Parties, the “1145 Claim Determination Date”) and (b) such Person is the beneficial owner of such 1145 Eligible Claim on the Effective Date.

For purposes of this 1145 Rights Exercise Form, the total amount of your 1145 Eligible Claims is:

\$ \_\_\_\_\_ <Eligible Amount> \_\_\_\_\_<sup>1</sup>

**Item 2. 1145 Rights.** Each 1145 Eligible Participant is entitled to purchase a number of 1145 Available Shares corresponding to the total amount of its 1145 Eligible Claims.

To participate in the 1145 Rights Offering, please review Item 2a below, and read and complete Items 2b and 3 below.

**2a. Calculation of Number of 1145 Available Shares.** The number of 1145 Available Shares for which you may subscribe pursuant to the 1145 Rights Offering is calculated as follows:

_____ <Eligible Amount> (Amount of 1145 Eligible Claims from Item 1 above)	X	0.0021428571 <sup>2</sup>	=	_____ <1145 Shares> (Number of 1145 Available Shares, rounded down to nearest whole share)
---	---	---------------------------	---	---

**2b. Exercise Amount.** By filling in the following blanks, you are indicating your intention to purchase the number of 1145 Available Shares specified below (please specify a whole number of 1145 Available Shares not greater than the figure in Item 2a), at a Per Share Price of \$11.94, on the terms of and subject to the conditions set forth in the Amended Plan and 1145 Rights Offering Procedures.

_____ (Indicate the number of 1145 Available Shares you elect to purchase)	X	\$11.94 (Per Share Price)	=	\$ _____ Subscription Purchase Price
---	---	---------------------------------	---	---

**Payment of the Subscription Purchase Price indicated above will be due by wire transfer prior to the 1145 Rights Offering Expiration Date, to be made in accordance with the instructions below. An 1145 Eligible Participant shall be deemed to have relinquished and waived all rights to participate in the 1145 Rights**

<sup>1</sup> (Note that this may vary from your asserted General Unsecured Claim amount.)

<sup>2</sup> Amount calculated by dividing six million shares of New Common Stock by the estimated total valid amount of Claims represented by General Unsecured Claims and the Retiree Settlement Unsecured Claim, which amount has been determined in consultation with the Requisite Backstop Parties and Creditors’ Committee in order to ensure compliance with section 1145 of the Bankruptcy Code.

**Offering if the Subscription Agent for any reason does not receive from an 1145 Eligible Participant, on or before the 1145 Rights Offering Expiration Date, (i) a duly completed and executed 1145 Rights Exercise Form and (ii) payment of the Subscription Purchase Price by or on behalf of such 1145 Eligible Participant.**

**Wire Delivery Instructions:**

Account Name: Computershare Inc AAF for KCC Client Funding Eastman Kodak  
Account No.: 4426855327  
ABA/Routing No.: 026009593  
Bank Name: Bank of America  
Bank Address: New York, New York  
Ref: Funding for Eastman Kodak Rights Offering

**Item 3.** In the event that monies funded by you are to be returned pursuant to the accompanying 1145 Rights Offering Procedures, please provide your wire instructions and address. In the event you do not provide wire instructions, any refund to which you are entitled will be sent to your address:

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Wire Transfer Information: \_\_\_\_\_

**Item 4. Certification.** I certify that (i) I am the holder, or the authorized signatory of the holder, of the amount of 1145 Eligible Claims listed under Item 1 above, (ii) I am, or such holder is, entitled to participate in the 1145 Rights Offering to the extent of my, or such holder's, 1145 Eligible Claims as indicated under Item 2a above, (iii) I have received and reviewed a copy of the Amended Plan, the Amended Disclosure Statement (including the risk factors described in the section entitled "Additional Factors to be Considered Prior to Voting" and the section entitled "1145 Securities – Subsequent Transfers") and the 1145 Rights Offering Procedures and (iv) I understand that my participation in the 1145 Rights Offering is subject to all of the terms and conditions set forth in the Amended Plan and 1145 Rights Offering Procedures. This certification is not an admission as to the ultimate allowed amount of such 1145 Eligible Claims.

I represent and warrant that:

- (a) I am an 1145 Eligible Participant.
- (b) I recognize and understand that the 1145 Rights are not detachable from 1145 Eligible Claims, and may only be exercised by an 1145 Eligible Participant.
- (c) I will not accept a distribution of New Common Stock offered pursuant to the 1145 Rights Offering Procedures with respect to an 1145 Eligible Claim if, at the time of distribution, I do not own such 1145 Eligible Claim.
- (d) By accepting such a distribution of New Common Stock, I will be deemed to be the owner of such 1145 Eligible Claim.
- (e) If I transfer any portion of my 1145 Eligible Claim after the 1145 Claim Determination Date, the corresponding 1145 Rights will be cancelled, and neither I nor the transferee of such 1145 Eligible Claim will receive 1145 Rights Offering Shares in connection with such transferred 1145 Eligible Claim.

- (f) I will not accept a distribution of New Common Stock offered on account of any 1145 Eligible Claim pursuant to the 1145 Rights Offering with a value in excess of the value I receive on account of such 1145 Eligible Claim pursuant to the Amended Plan (without giving effect to the distribution of 1145 Rights).

As of the Effective Date of the Amended Plan, by virtue of my election to exercise 1145 Rights, I hereby waive and release, to the fullest extent permitted under applicable law, all rights, claims or causes of action against the Debtors, the Reorganized Debtors, the Creditors' Committee, the Backstop Parties and the Subscription Agent, and each of their respective affiliates, officers, directors, counsel and advisors, arising out of or related to the 1145 Rights Offering and the receipt, delivery, disbursements, calculations, transmission or segregation of cash, 1145 Rights and 1145 Rights Offering Shares, except to the extent such rights, claims or causes of action arise from any act of gross negligence or willful or intentional misconduct or fraud.

**BEFORE ELECTING TO PARTICIPATE IN THE 1145 RIGHTS OFFERING, ALL 1145 ELIGIBLE PARTICIPANTS SHOULD REVIEW THE AMENDED DISCLOSURE STATEMENT (INCLUDING THE RISK FACTORS DESCRIBED IN THE SECTION ENTITLED "ADDITIONAL FACTORS TO BE CONSIDERED PRIOR TO VOTING" AND THE SECTION ENTITLED "1145 SECURITIES – SUBSEQUENT TRANSFERS") AND THE AMENDED PLAN, THE ACCOMPANYING 1145 RIGHTS OFFERING PROCEDURES AND THE INSTRUCTIONS CONTAINED HEREIN. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE 1145 RIGHTS OFFERING.**

I acknowledge that by executing this 1145 Rights Exercise Form the undersigned holder will be bound to pay for the 1145 Rights Offering Shares that it has subscribed for pursuant to the instructions that will be set forth in a separate notice and that the undersigned holder may be liable to the Debtors to the extent of any nonpayment.

Date: \_\_\_\_\_, 2013

Name of 1145  
Eligible Participant: \_\_\_\_\_ <CreditorName> \_\_\_\_\_ <NameID>  
(Print or Type)

Social Security or Federal Tax I.D. No.: \_\_\_\_\_  
(Optional)

Signature: \_\_\_\_\_

Name of Person Signing: \_\_\_\_\_  
(If other than as given above)

Title (if corporation, partnership or LLC): \_\_\_\_\_

<CreditorNoticeName>  
< ADDRESS 1 >  
< ADDRESS 2 >  
< ADDRESS 3 >  
< CITY >, < STATE > < ZIP >  
< COUNTRY >

Street Address: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email: \_\_\_\_\_

**PLEASE NOTE: NO EXERCISE OF 1145 RIGHTS WILL BE VALID UNLESS A PROPERLY COMPLETED AND SIGNED 1145 RIGHTS EXERCISE FORM, TOGETHER WITH YOUR FULL PAYMENT FOR THE EXERCISE OF SUCH RIGHTS, IS RECEIVED BY THE SUBSCRIPTION AGENT ON OR BEFORE THE 1145 RIGHTS OFFERING EXPIRATION DATE.**

The 1145 Rights Offering Shares will be registered only in the name of the 1145 Eligible Participant. Please indicate on the lines provided below the 1145 Eligible Participant's name and address as you would like it to be reflected in the transfer agent's records for registration of the 1145 Rights Offering Shares.

Registration Line 1: \_\_\_\_\_

Registration Line 2: \_\_\_\_\_  
(if needed)

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Address 3: \_\_\_\_\_

Address 4: \_\_\_\_\_

Claim: <Claim> / CreditorID: <KCC CreditorID> PackID: <PackID>

## **Exhibit C**

Exhibit C  
 Pg 14 of 14  
 Served via Overnight Mail

COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP
Bowery Opportunity Fund, L.P.		1325 Avenue of the Americas, 28th Fl		New York	NY	10019
Deutsche Bank Securities Inc.	Attn Matt Weinstein	60 Wall St 3rd Fl		New York	NY	10005
JPMorgan Chase Bank, N.A.	Attn Jeffrey L. Panzo	383 Madison Avenue Floor 37	Mail Code NYI-M138	New York	NY	10179
United States Debt Recovery XII, LP		5575 Kietzke Lane Suite A		Reno	NV	89511