

Hearing Date: July 26, 2016 at 10:00 a.m.
Objection Deadline: July 19 2016 at 4:00 p.m.

HALPERIN BATTAGLIA BENZIJA, LLP

Christopher J. Battaglia, Esq.
Carrie E. Essensfeld, Esq.
40 Wall Street, 37th Floor
New York, New York 10005
(212) 765-9100

*Counsel for Plaintiff Alan D. Halperin,
Trustee of the Kodak GUC Trust*

**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 HEARING ON MOTION TO EXTEND THE
TERMINATION DATE OF THE KODAK GUC TRUST**

PLEASE TAKE NOTICE that a hearing shall be held on **July 26, 2016 at 10:00 a.m.** (**Prevailing New York Time**) (the "Hearing") before the Honorable Michael E. Wiles, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, New York, New York 10004, to consider the *Motion to Extend the Termination Date of the Kodak GUC Trust* (the "Motion").

¹The Reorganized 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 objections, if any, to the relief sought in the Motion shall be in writing, state with particularity the basis for the objection, and be filed with the Bankruptcy Court in accordance with the Local Rules of the Bankruptcy Court of the Southern District of New York (the “Local Rules”) by users of the Bankruptcy Court’s case filing system, and by all other parties, on a 3.5 inch disk, with a hard copy to Chambers, and served in accordance with the Local Rules and upon counsel for Plaintiff, Alan D. Halperin, Trustee of the Kodak GUC Trust, as follows : Halperin Battaglia Benzija, LLP, 40 Wall Street, 37th Floor, New York, New York 10005, Attn: Carrie E. Essenfeld, so as to be received no later than **4:00 p.m. on July 19, 2016** (the “Objection Deadline”).

Dated: New York, New York
June 20, 2016

HALPERIN BATTAGLIA BENZIJA, LLP

/s/ Carrie E. Essenfeld

Christopher J. Battaglia, Esq.

Carrie E. Essenfeld, Esq.

40 Wall Street, 37th Floor

New York, New York 10005

Tel: 212-765-9100

Fax: 212-765-0964

cbattaglia@halperinlaw.net;

cessenfeld@halperinlaw.net

Counsel for Alan D. Halperin,

Trustee of the Kodak GUC Trust

HALPERIN BATTAGLIA BENZIJA, LLP
Christopher J. Battaglia, Esq.
Carrie E. Essensfeld, Esq.
40 Wall Street, 37th Floor
New York, New York 10005
(212) 765-9100

*Counsel for Plaintiff Alan D. Halperin,
Trustee of the Kodak GUC Trust*

**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 (MEW)
Debtors.)	(Jointly Administered)

**MOTION TO EXTEND THE TERMINATION
DATE OF THE KODAK GUC TRUST**

TO THE HONORABLE MICHAEL E. WILES,
UNITED STATES BANKRUPTCY JUDGE:

Alan D. Halperin, Esq., as the Trustee (the “Trustee”) of the Kodak GUC Trust (the “Trust”) established pursuant to the confirmed Chapter 11 Plan of the above-captioned Debtors (the “Debtors”), by and through its undersigned counsel, hereby files this motion (the “Motion”) to extend the termination date of the Trust for one (1) year to September 3, 2017, and in support thereof respectfully represents as follows:

Jurisdiction and Venue

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized 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 Reorganized Debtors’ corporate headquarters is 343 State Street, Rochester, NY 14650.

1. The Court has subject matter jurisdiction to consider this motion pursuant to 28 U.S.C. §§ 1331 and 1334.

2. Consideration of this motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A)(F) and (O).

3. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409(a) because this is the district where the above-mentioned Debtors' chapter 11 cases were pending.

General Factual Background

The Debtors' Bankruptcy Cases

4. On January 19, 2012 (the "Petition Date"), each of the Debtors commenced a case by filing a voluntary petition for relief in this Court under chapter 11 of the Bankruptcy Code.

5. On or about June 24, 2013, the Debtors filed their *First Amended Disclosure Statement For First Amended Joint Chapter 11 Plan Of Reorganization Of Eastman Kodak Company And Its Debtor Affiliates* [Docket No. 4141] (the "Disclosure Statement").

6. On June 18, 2013, the Debtors filed their First Amended Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and Its Debtor Affiliates [Docket No. 4073] (as amended, modified, or supplemented, including plan supplements and all other exhibits and schedules, the "Plan").

7. On June 26, 2013, the Court approved the Debtors' First Amended Disclosure Statement for Debtors' First Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code [Docket No. 4143] in connection with the Plan. Subsequently, on August 23, 2013, the Court entered an order confirming the Plan. The Plan became effective on September 3, 2013 (the "Effective Date").

8. The Plan established the Trust as a liquidating trust, effective as of the Effective Date, for the sole purpose of liquidating the Trust assets, with no objective to continue or engage in the conduct of a trade or business except, to the extent reasonably necessary to, and consistent with, the liquidating purpose of the Trust and the Plan.

9. Pursuant to Sections 3.03 and 3.07 of the Kodak GUC Trust Agreement (the “Trust Agreement”), after the Effective Date, only the Trustee has authority to maintain, prosecute, settle, dismiss, abandon, or otherwise dispose of avoidance actions against the parties listed on Exhibit L to the Plan supplement (the “Avoidance Actions”). The Trustee is vested with the right to, among other things, compromise, adjust, arbitrate, sue on or defend, abandon, or otherwise resolve or settle claims in favor of, or against, the Trust (including the Kodak GUC Trust Avoidance Actions). Furthermore, the Trustee may enter into and consummate settlements and compromises of the Kodak GUC Trust Avoidance Actions without notice to, or approval by, the Court.

10. At this point, all Avoidance Actions are fully and finally resolved and the Trustee is in the process of preparing to make a distribution.

The Trust Term

11. The Trust Agreement provides that the Trust shall terminate on the earlier of the date the Trust Assets are fully administered or the third anniversary of the Effective Date, *i.e.*, September 3, 2016 (the “Termination Date”) unless the Bankruptcy Court, determines that a a fixed period extension is necessary to facilitate or complete the recovery and liquidation of the Kodak TUC Trust Assets.²

² Section 9.01 of the Trust Agreement states as follows:

The Kodak GUC Trust shall be dissolved, in accordance with Section 9.02 hereof, no later than the third anniversary of the Effective Date, unless the Bankruptcy Court, upon motion by the Kodak
{00256661.1 / 1019-001 }

Relief Requested

12. The Trustee has resolved all avoidance actions and is in a position to make a distribution to the Trust beneficiaries (the "Distribution"). Then, the Trustee will need additional time to discover the quantity of uncashed and returned distribution checks and to make a determination as to whether an additional and final distribution is warranted. The Trustee will also need additional time to fulfill various tax, accounting, and administrative functions relating to the termination of the Trust. As such, the Trustee, with the approval of the Trust Advisory Board, seeks a one year extension of the Termination Date through and including September 3, 2017.

13. Consequently, by this Motion, the Trustee seeks entry of an order in the form attached hereto as Exhibit A, extending the term of the Trust for another one (1) year through September 3, 2017. The Trustee has been working diligently to prepare the Distribution, and will still need to complete the administrative wind down of the Trust. Thus, the Trustee submits that extension of the Termination Date for another year is necessary and warranted under the circumstances, will not unreasonably prolong the length of the Trust or cause the declared purpose of the Trust to be lost or abandoned.

GUC Trustee, Trust Advisory Board, or any party in interest, within the three-month period prior to the third anniversary (or at least three months prior to the end of any extension period), determines that a fixed period extension (not to exceed three years, together with any prior extensions, without a favorable letter ruling from the Internal Revenue Service that any further extension would not adversely affect the status of the Kodak GUC Trust as a liquidating trust for federal income tax purposes) is necessary to facilitate or complete the recovery and liquidation of the Kodak GUC Trust Assets.

Reservation of Rights

14. The Trustee reserves its rights to seek additional extensions of the term of the Trust in accordance with the terms of the Trust Agreement.

Notice

15. Notice of this Motion has been provided to (i) the U.S. Trustee, (ii) the attorneys for the Reorganized Debtors, and (iii) all parties who have filed a notice of appearance in this case. The Trustee submits that no other or further notice need be given.

WHEREFORE, the Trustee respectfully requests that the Court enter an order substantially in the form of Exhibit A, extending the Termination Date through and including September 3, 2017, and granting such other or further relief as is just and proper.

Dated: New York, New York
June 20, 2016

HALPERIN BATTAGLIA BENZIJA, LLP

/s/ Carrie E. Essenfeld
Christopher J. Battaglia, Esq.
Carrie E. Essenfeld, Esq.
40 Wall Street, 37th Floor
New York, New York 10005
Tel: 212-765-9100
Fax: 212-765-0964
cbattaglia@halperinlaw.net;
cessenfeld@halperinlaw.net

*Counsel for Alan D. Halperin,
Trustee of the Kodak GUC Trust*

**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 (MEW)
Debtors.)	(Jointly Administered)

**ORDER GRANTING MOTION TO EXTEND THE
TERMINATION DATE OF THE KODAK GUC TRUST**

Upon consideration of the motion (the “Motion”) the Kodak GUC Trust (the “Trust”) established pursuant to the confirmed Chapter 11 Plan of the above-captioned Debtors (the “Debtors”), for entry of an order extending the Termination Date for one year; and, after due deliberation; it is hereby

ORDERED that the Motion is GRANTED as set forth herein; and it is further

ORDERED that the term of the Trust is hereby extended for an additional one year through and including September 3, 2017; and it is further

ORDERED that nothing in this order shall prohibit the Trustee from seeking additional extensions of the term of the Trust in accordance with the terms of the Trust Agreement.

Dated: New York, New York
July __, 2016

UNITED STATES BANKRUPTCY JUDGE

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized 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 Reorganized Debtors’ corporate headquarters is 343 State Street, Rochester, NY 14650.