

**Hearing Date: December 7, 2016 at 10:00 a.m. (Eastern Time)**  
**Response Deadline: November 30, 2016 at 4:00 p.m. (Eastern Time)**

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

In re:

EASTMAN KODAK COMPANY, *et al.*,<sup>2</sup>

Reorganized Debtors.

)  
) Chapter 11

)  
) Case No. 12-10202 (MEW)

)  
) (Jointly Administered)  
)  
)  
)

**REORGANIZED DEBTORS' MOTION FOR A FINAL  
DECREE AND ORDER (I) CLOSING THE REMAINING  
CHAPTER 11 CASE AND (II) GRANTING RELATED RELIEF**

Eastman Kodak Company (“**Kodak**”), on behalf of itself and its affiliates

(collectively, as applicable, the “**Debtors**” or the “**Reorganized Debtors**”), hereby submits this

motion (the “**Motion**”) for entry of an order, substantially in the form attached hereto as Exhibit

<sup>1</sup> All parties in interest with inquiries regarding this Motion should direct such inquiries to Young Conaway Stargatt & Taylor, LLP.

<sup>2</sup> 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.



A (the “**Proposed Order**”), pursuant to section 350(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”), Rule 3022 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 3022-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), issuing a final decree and closing the chapter 11 case of Eastman Kodak Company, Case No. 12-10202 (the “**Remaining Case**”), and granting related relief. In support of this Motion, the Reorganized Debtors respectfully represent and set forth as follows:

### **Background**

1. On January 19, 2012 (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under chapter 11 of the Bankruptcy Code. In addition, on January 19, 2012, this Court entered an Order [Docket No. 47] appointing Kurtzman Carson Consultants, LLC (“**KCC**”) as the claims and noting agent in these chapter 11 cases.

2. On January 25, 2012, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed the Official Committee of Unsecured Creditors (the “**Creditors’ Committee**”) pursuant to section 1102 of the Bankruptcy Code.

3. On June 26, 2013, the Court entered an order [Docket No. 4167] approving the Debtors’ *First Amended Disclosure Statement for Debtors’ First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 4143], and on August 23, 2013, the Court entered an order [Docket No. 4966] (the “**Confirmation Order**”) confirming the *First Amended Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and Its Debtor Affiliates* (as may be amended, modified or supplemented, including the plan supplement and all other exhibits and schedules, the “**Plan**”).<sup>3</sup> The Effective Date of the

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<sup>3</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

Plan occurred at 12:01 a.m. (Eastern Time) on September 3, 2013. See Docket No. 5015.

### **Facts Specific to the Relief Requested**

#### **A. The Closed Cases**

4. On November 3, 2014, the Reorganized Debtors filed the *Reorganized Debtors' Motion for an Order (I) Entering Final Decree and Closing Chapter 11 Cases; (II) Terminating Engagement of Claims and Noticing Agent; and (III) Estimating the Maximum Amount of Certain Claims Asserted Pursuant to Section 502(h) of the Bankruptcy Code for Purposes of Allowance and Distribution Under the Plan* [Docket No. 6608] (the “**Initial Case Closing Motion**”). On December 22, 2014, the Court entered an order [Docket No. 6647] (the “**Initial Case Closing Order**”), pursuant to which it closed fifteen of the Reorganized Debtors' sixteen jointly administered chapter 11 cases and left the Remaining Case open in order to address certain remaining open matters, including then pending avoidance actions commenced by the Kodak GUC Trust (the “**Trust**”) against the parties listed on Exhibit L of the Plan (the “**Avoidance Actions**”). In addition, the Initial Case Closing Order terminated, with certain limited exceptions, the appointment of KCC as the claims and noticing agent and directed the Reorganized Debtors to make a distribution to the Trust on behalf of holders of Contingent Section 502(h) Claims (as defined in the Initial Case Closing Order) (the “**Reserved 502(h) Distribution**”).<sup>4</sup>

#### **B. The Avoidance Actions**

5. On the Effective Date, the Trust was established for the sole purpose of

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<sup>4</sup> Under the terms of the Initial Case Closing Order, KCC is required to prepare a final claims register for the Clerk of the Court and box and transport all claims to the Federal Archives upon the closing of the Remaining Case. In addition, KCC was required to serve as the Reorganized Debtors' Distribution Agent for the purposes of making final Plan Distributions, and, to the extent requested by the Trustee (as defined below), as the Distribution Agent to the Trustee in connection with the distribution of the Trust assets on substantially the same terms by which KCC was retained by the Reorganized Debtors.

liquidating the Trust's assets and Alan D. Halperin, Esq. was appointed as the trustee of the Trust (the "**Trustee**"). Pursuant to sections 3.03 and 3.07 of the Kodak GUC Trust Agreement, the Trustee has the sole authority to maintain, prosecute, settle, dismiss, abandon, or otherwise dispose of the Avoidance Actions. In January of 2014, the Trustee, through his counsel, filed approximately 750 complaints commencing Avoidance Actions in this Court. As of the date of this Motion, the Trustee has resolved each of the Avoidance Actions.<sup>5</sup>

### C. The Claims Reconciliation Process

6. More than 7,000 Claims and requests for payment of General Administrative Claims (the "**Requests for Payment**") were filed in these chapter 11 cases. The Reorganized Debtors, in consultation with their professionals, including their undersigned counsel and KCC, actively engaged in reconciling the Claims and Requests for Payment filed in these chapter 11 cases. As a result of those efforts, the Reorganized Debtors have filed eighty-two (82) omnibus objections (the "**Omnibus Objections**") to a number of the Claims and Requests for Payment. This Court has entered orders with respect to all of the Omnibus Objections. In addition, the Reorganized Debtors have entered into stipulations consensually resolving certain Claims and Requests for Payment.

7. As noted in the Initial Case Closing Motion, the Reorganized Debtors Allowed certain contingent General Unsecured Claims filed against Kodak by certain defendants relating to *In re Eastman Kodak Co. ERISA Litig.*, Case No. 6:12-cv-06051-DGL (W.D.N.Y.) (the "**ERISA Litigation**"). No Debtor was a party to the ERISA Litigation. The Claims assert

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<sup>5</sup> As of the date of this Motion, the following three Avoidance Actions remain open: (1) *The Kodak GUC Trust v. The Incentive Group, Inc.*, Adv. Proc. No. 14-01425 (MEW); (2) *The Kodak GUC Trust v. NTK Technologies, Inc.*, Adv. Proc. No. 14-01321 (MEW); and (3) *The Kodak GUC Trust v. IAC Productions LLC*, Adv. Proc. No. 14-01187 (MEW). The Reorganized Debtors understand from the Trustee that the foregoing Avoidance Actions are being dismissed or will be dismissed prior to the hearing on this Motion.

indemnification for any amounts in excess of the extent of available coverage under the Debtors' pre-Effective Date directors' and officers' insurance policies (collectively, the "**ERISA Litigation Indemnity Claims**"). Since the entry of the Initial Case Closing Order, the parties to the ERISA Litigation have entered into a settlement agreement (the "**ERISA Litigation Settlement**"). The ERISA Litigation Settlement has been approved by the United States District Court for the Western District of New York in a Judgement and Final Order dated October 4, 2016, which dismissed the ERISA Litigation with prejudice (the "**Final Order**"). The ERISA Litigation Settlement became effective on November 3, 2016, when the time for any appeal of the Final Order expired. The Debtors have no obligations under the ERISA Litigation Settlement and the settlement amount is well within the coverage limits of the applicable insurance policies. As a result of the ERISA Litigation Settlement, the ERISA Litigation Indemnity Claims are moot, and the Reorganized Debtors have made a supplemental distribution of the Unsecured Creditor New Common Stock and Warrants set aside in connection with the ERISA Litigation Indemnity Claims to the Trustee for the benefit of all other Allowed General Unsecured Claims.

8. The remaining appeal related to the Debtors' chapter 11 cases has also been resolved since the entry of the Initial Case Closing Order. As described in the Initial Case Closing Motion, on February 20, 2014, Valentin Anselmo Ortega Lopez ("**Mr. Ortega**") filed an untimely Notice of Appeal [Docket No. 6303] from this Court's *Order Sustaining Debtors' Forty-Sixth Omnibus Objection to Claims as to Proof of Claim 6715 of Valentin Ortega*, dated January 27, 2014 [Docket No. 6231] (the "**Ortega Claim Order**"). The Ortega Claim Order disallowed and expunged the proof of claim filed by Mr. Ortega as it was plainly based upon Mr. Ortega's ownership of Equity Interests in Kodak, which were cancelled pursuant to the Plan. On

August 22, 2016, the United States District Court for the Southern District of New York (the “**District Court**”) entered an order denying the appeal and affirming the Ortega Claim Order. On September 19, 2016, the District Court dismissed Mr. Ortega’s appeal. Mr. Ortega has not appealed the District Court’s decision.

9. Accordingly, all of the Claims and Requests for Payment have been fully reconciled. Moreover, the Reorganized Debtors have completed all Distributions required to be made by them under the Plan, along with the Reserved 502(h) Distribution required under the Initial Case Closing Order.

### **Jurisdiction**

10. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). The statutory predicates for the relief requested herein are section 350(a) of the Bankruptcy Code, Bankruptcy Rule 3022, and Local Rule 3022-1.

### **Relief Requested**

11. By the Motion, the Reorganized Debtors seek entry of the Proposed Order (i) closing the Remaining Case, provided, however, that the Court shall retain such jurisdiction as is set forth in Article XIV of the Plan; and (ii) granting related relief.

### **Basis for Relief**

12. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” 11 U.S.C. § 350(a). Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, further provides that “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing

the case.” Fed. R. Bankr. P. 3022.

13. The term “fully administered” is not defined in either the Bankruptcy Code or the Bankruptcy Rules. The Advisory Committee Note to Bankruptcy Rule 3022, however, sets forth the following non-exclusive factors to be considered in determining whether a case has been fully administered:

- whether the order confirming the plan has become final;
- whether deposits required by the plan have been distributed;
- whether the property proposed by the plan to be transferred has been transferred;
- whether the debtor [or its successor] has assumed the business or management of the property dealt with by the plan;
- whether payments under the plan have commenced; and
- whether all motions, contested matters, and adversary proceedings have been finally resolved.

See, e.g., In re Union Home & Indus. Inc., 375 B.R. 912, 916 (B.A.P. 10th Cir. 2007)

(recognizing that bankruptcy courts weigh the factors contained in the Advisory Committee Note when deciding whether to close a case); In re Johnson, 402 B.R. 851, 856 (Bankr. N.D. Ind. 2009) (same); In re Mold Makers, Inc., 124 B.R. 766, 768 (Bankr. N.D. Ill. 1990) (weighing the factors contained in the Advisory Committee Note when deciding whether to close the debtor’s chapter 11 case). The Editors’ Comment to Bankruptcy Rule 3022 describes it as “a flexible Rule to permit the court to determine that an estate is fully administered and should be closed even though payments or other activities involving the debtor and its creditors might continue.” In re Gould, 437 B.R. 34, 37-38 (Bankr. D. Conn. 2010) (quoting Fed. R. Bankr. P. 3022 ed. cmt). The Editors’ Comment further notes that “the Advisory Committee interprets ‘fully administered’ very loosely and encourages courts to use substantially more discretion in deciding

whether to close a Chapter 11 case than Code § 350 and the Rule literally read.” Id.

14. Courts in this district have recognized that the above factors are non-exclusive and are “plainly an aid or checklist that serves to insure that there is no unfinished business before the Court or in the case.” In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc., 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999); In re IDC Servs., Inc., 1998 U.S. Dist. LEXIS 13449, at \*10-11 (S.D.N.Y. Aug. 28, 1998) (stating that the factors provide a “flexible standard” and holding that the bankruptcy court was not clearly erroneous in closing the debtor’s case when the plan had been confirmed and all disputed claims, save one, had been resolved). The entry of a final decree is essentially an administrative task. Kliegl Bros, 238 B.R. at 541; see In re Gould, 437 B.R. at 38 (noting that a final decree “simply delineates on the docket that the case is closed; it represents the administrative conclusion of the case for record keeping purposes”) (quoting In re Fibermark, Inc., 369 B.R. 761, 765, 767 (Bankr. D. Vt. 2007)).

15. In addition to the factors set forth in the Advisory Committee Note, in determining whether to issue a final decree, courts have considered whether the plan of reorganization has been substantially consummated. Johnson, 402 B.R. at 856 (considering substantial consummation as a factor in determining whether to close a case); In re Gates Cmty. Chapel of Rochester, Inc., 212 B.R. 220, 224 (Bankr. W.D.N.Y. 1997) (same); Walnut Assocs. v. Sidel, 164 B.R. 487, 493 (E.D. Pa. 1994) (same).

16. The Remaining Case has been “fully administered” within the meaning of section 350 of the Bankruptcy Code. The Plan has been substantially consummated within the meaning of section 1101(2) of the Bankruptcy Code more than two years ago, making it appropriate for the Court to enter a final decree closing the Remaining Case. Among other things:



- the Confirmation Order entered with respect to the Plan has become final and non-appealable;
- the Debtors have emerged from chapter 11 as reorganized entities;
- all property proposed to be transferred pursuant to the Plan has been transferred;
- the Reorganized Debtors have assumed the business and management of the property dealt with by the Plan;
- the Avoidance Actions have been resolved; and
- the Distributions required to be made by the Reorganized Debtors under the Plan have been completed.

17. In addition, as of the date of this Motion, no motions, contested matters or adversary proceedings by or against the Reorganized Debtors are pending in the Remaining Case. Moreover, the Reorganized Debtors have paid all quarterly fees to the U.S. Trustee and have made arrangements to satisfy any remaining U.S. Trustee quarterly fees when they become due and payable. Finally, pursuant to Local Rule 3022-1, a closing report is attached hereto as Exhibit B.

18. Based on the foregoing, the Reorganized Debtors request entry of a final decree closing the Remaining Case.

**Notice**

19. Notice of this Motion has been provided to: (a) the U.S. Trustee, (b) counsel to the former Creditors' Committee, (c) counsel to the former Official Committee of Retired Employees, (d) Counsel to the Kodak GUC Trust, (e) Mr. Ortega, and (f) all parties requesting notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002. The Reorganized Debtors respectfully submit that further notice of this Motion is neither required nor necessary.

**Prior Request**

20. Other than the Initial Case Closing Motion, the Reorganized Debtors have not previously sought the relief requested herein from this or any other court.

WHEREFORE, for the reasons set forth herein, the Reorganized Debtors respectfully request that the Court (a) enter the Proposed Order and (b) grant such other and further relief as may be just and proper.

Dated: November 7, 2016  
New York, New York

*/s/ Sean T. Greecher*

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Counsel to the Reorganized Debtors

**EXHIBIT A**

**Proposed Order**

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

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

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**FINAL DECREE AND ORDER (I) CLOSING THE REMAINING  
CHAPTER 11 CASE AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)<sup>2</sup> of Eastman Kodak Company, on behalf of itself and its affiliates (collectively, as applicable, the “**Debtors**” or the “**Reorganized Debtors**”), for entry of an order pursuant to section 350(a) of the Bankruptcy Code, Bankruptcy Rule 3022, and Local Rule 3022-1, (i) closing the chapter 11 case of Eastman Kodak Company, Case No. 12-10202 (the “**Remaining Case**”) and (ii) granting related relief; and 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 it

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms that are not defined herein have the meanings ascribed to such terms in the Motion.

appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. Pursuant to section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, the Remaining Case is hereby closed effective as of the date of this Order (the “**Closing Date**”); provided however, that the Court shall retain such jurisdiction as is provided in Article XIV of the Plan, and the entry of this final decree is without prejudice to the rights of any party in interest to seek to reopen the Remaining Case.
3. For the purposes of calculating U.S. Trustee fees pursuant to 28 U.S.C. § 1930(A)(6), disbursements made by Kodak up to the Closing Date will be included in the calculation, and the Reorganized Debtors will provide the necessary post-confirmation reporting of total disbursements and pay the appropriate quarterly fee with respect to the Remaining Case no later than thirty (30) days after the Closing Date. No minimum quarterly fees will be payable with respect to the Remaining Case for periods after the Closing Date.
4. Other than to (a) prepare final claims registers for the Clerk of the United States Bankruptcy Court for the Southern District of New York (the “**Clerk of the Court**”) pursuant to the guidelines for implementing 28 U.S.C. § 156(c) and (b) box and transport all claims to the Federal Archives, KCC shall have no further obligations to the Court, the Debtors, the Reorganized Debtors, their estates or creditors, or any party in interest with respect to these chapter 11 cases, except as otherwise set forth in the Initial Case Closing Order.

5. The terms and conditions of this Order will be immediately effective and enforceable upon its entry.

6. This Court shall retain jurisdiction to hear and to determine all matters arising from or related to implementation of this Order.

New York, New York  
Date: [•], 2016

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Michael E. Wiles  
United States Bankruptcy Judge

**EXHIBIT B**

**Final Report**



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

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In re:  EASTMAN KODAK COMPANY, <i>et al.</i> , <sup>1</sup>  Reorganized Debtors.	) ) ) ) ) ) ) )	Chapter 11  Case No. 12-10202 (MEW)  (Jointly Administered)
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**CLOSING REPORT IN CHAPTER 11 CASES**

To the best of my knowledge and belief, the following is a breakdown in these cases:

FEES AND EXPENSES (from case inception):<sup>2</sup>

\$103,465,497.96 FEES for ATTORNEYS for DEBTORS

\$141,767,356.84 OTHER PROFESSIONAL FEES and ALL EXPENSES

N/A TRUSTEE FEE (if applicable)

N/A FEE for ATTORNEY for TRUSTEE (if applicable)

See Schedule 2 % DIVIDEND PAID/TO BE PAID

\_\_\_\_\_ FUTURE DIVIDENDS (check if % of future dividend under plan not yet able to be determined)

<sup>1</sup> 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.

<sup>2</sup> A breakdown of all fees and expenses paid to professionals in the chapter 11 cases is attached as Schedule 1 hereto.

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YES INITIAL DISTRIBUTION UNDER THE PLAN COMPLETED

OTHER: (explain)

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Dated: November 7, 2016  
New York, New York

/s/ Sean T. Greecher  
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Counsel to the Reorganized Debtors

**SCHEDULE 1**

**Professional Fees and Expenses**

<b>Professional</b>	<b>Fees</b>	<b>Expenses</b>
Sullivan & Cromwell LLP	\$61,880,115.65	\$762,421.17
Young Conaway Stargatt & Taylor, LLP	\$4,301,472.50	\$84,433.06
Linklaters LLP	\$5,438,509.13	\$158,872.19
Lazard Freres & Co., LLC	\$27,586,119.58	\$436,931.41
Groom Law Group	\$1,247,399.80	\$11,684.23
PricewaterhouseCoopers LLP	\$31,942,903.98	\$1,643,769.00
Ernst & Young LLP	\$33,462,158.01	\$1,902,807.12
Brinks Hofer Gilson & Lione	\$10,674,901.25	\$321,996.83
Wilmer Cutler Pickering Hale & Dorr LLP	\$10,249,949.09	\$356,965.56
K&L Gates LLP	\$3,703,731.73	\$425,531.47
Nixon Peabody LLC	\$2,771,831.83	\$160,502.26
Deloitte Consulting LLP	\$1,800,024.00	\$1,861.21
Deloitte Tax LLP	\$57,919.10	\$0.00
Phillips Lytle LLP	\$217,612.65	\$342.95
Jones Day	\$416,135.33	\$403.79
Harter Secrest & Emery LLP	\$2,563,839.00	\$22,410.57
Milbank, Tweed, Hadley & McCloy LLP	\$15,067,219.75	\$491,284.15
Togut Segal & Segal LLP	\$786,503.00	\$15,674.82
Global IP Law Group, L.L.C.	\$1,312,500.00	\$39,511.07
Alvarez & Marsal North America, LLC	\$7,564,186.00	\$214,401.80

<b>Professional</b>	<b>Fees</b>	<b>Expenses</b>
Jefferies & Company, Inc.	\$6,224,048.07	\$45,953.93
Arent Fox LLP	\$2,597,652.76	\$49,118.02
Haskell Slaughter Young & Rediker, LLC	\$560,461.00	\$30,220.47
The Segal Company	\$421,965.85	\$13,869.51
Zolfo Cooper, LLC	\$1,631,194.00	\$33,570.49
Luskin, Stern & Eisler LLP	\$392,249.25	\$739.51
Kurtzman Carson Consultants	\$134,975.90	\$0.00
AP Services, LLC	\$3,000,000.00	\$0.00

**SCHEDULE 2**

**Distributions**

<b>Class</b>	<b>Distribution</b>
Class 1 – Other Priority Claims	Paid in full in cash.
Class 2 – Other Secured Claims	Paid in full in cash.
Class 3 – Second Lien Notes Claims	Payment in cash of the pro rata share of the Second Lien Agreed Amount plus the Second Lien Settlement Amount. In addition, the Debtors paid all reasonable and documented fees and expenses incurred by the Second Lien Noteholder Professionals through the Effective Date payable under (a) the Second Lien Notes Indentures and (b) an order of the Bankruptcy Court.
Class 4 – General Unsecured Claims	<p>The Reorganized Debtors have completed the following distributions to holders of General Unsecured Claims:</p> <ul style="list-style-type: none"> <li>• Pro rata share of the Unsecured Creditor New Common Stock Pool;</li> <li>• Pro rata share of (x) the 125% Warrants and (y) the 135% Warrants; and</li> <li>• Applicable Rights Offerings Consideration.</li> </ul> <p>Pursuant to the Plan, the Kodak GUC Trustee is responsible for making pro rata distributions of the assets of the Kodak GUC Trust to holders of General Unsecured Claims.</p>
Class 5 – KPP Claims	The holders of the KPP Claims received such consideration as provided in the KPP Global Settlement.
Class 6 – Retiree Settlement Unsecured Claim	<p>The Reorganized Debtors have completed the following distributions to holders of the Retiree Settlement Unsecured Claim:</p> <ul style="list-style-type: none"> <li>• Pro rata share of the Unsecured Creditor New Common Stock Pool;</li> <li>• Pro rata share of (x) the 125% Warrants and (y) the 135% Warrants;</li> <li>• Applicable Rights Offerings Consideration.</li> </ul> <p>Pursuant to the Plan, the Kodak GUC Trustee is responsible for making pro rata distributions of the</p>

	assets of the Kodak GUC Trust to holders of the Retiree Settlement Unsecured Claim.
Class 7 – Convenience Claims	Payment in cash in an amount equal to 4.5% of the Allowed Convenience Claim.
Class 8 – Subsidiary Convenience Claims	Paid in full in cash.
Class 9 – Equity Interests	None.
Class 10 – Section 510(b) Claims	None.

**Hearing Date: December 7, 2016 at 10:00 a.m. (Eastern Time)**  
**Response Deadline: November 30, 2016 at 4:00 p.m. (Eastern Time)**

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Counsel to the Reorganized Debtors<sup>1</sup>

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

In re:	)	Chapter 11
EASTMAN KODAK COMPANY, <i>et al.</i> , <sup>2</sup>	)	Case No. 12-10202 (MEW)
Reorganized Debtors.	)	(Jointly Administered)

**NOTICE OF REORGANIZED DEBTORS' MOTION FOR A FINAL DECREE AND  
ORDER (I) CLOSING THE REMAINING CHAPTER 11 CASE AND (II) GRANTING  
RELATED RELIEF**

**PLEASE TAKE NOTICE** that on the date hereof, Eastman Kodak Company, *et al.* (collectively the "**Reorganized Debtors**"), filed the Reorganized Debtors' Motion for a Final Decree and Order (I) Closing the Remaining Chapter 11 Case and (II) Granting Related Relief (the "**Motion**"). The undersigned counsel will present the Motion to the Honorable Michael E. Wiles, Bankruptcy Judge of the United States Bankruptcy Court for the Southern District of New

<sup>1</sup> All parties in interest with inquiries regarding the Motion should direct such inquiries to Young Conaway Stargatt & Taylor, LLP.

<sup>2</sup> The 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 Reorganized Debtors' corporate headquarters is: 343 State Street, Rochester, NY 14650.

York (the “**Court**”), at One Bowling Green, New York, New York 10004, at a hearing to be held on **December 7, 2016 at 10:00 a.m. (Eastern Time)** (the “**Hearing**”).

**PLEASE TAKE FURTHER NOTICE** that responses or objections, if any, to the relief requested in the Motion must be filed electronically with the Court on the docket of *In re Eastman Kodak Company*, Case No. 12-10202 (ALG), pursuant to the Court’s General Order M-399 (available at <http://www.nysb.uscourts.gov/orders/m399.pdf>), by registered users of the Court’s case filing system and by all other parties in interest on a 3.5 inch disc, preferably in portable document format, Microsoft Word or any other Windows-based word processing format and served by U.S. mail, overnight delivery, hand delivery or, with the exception of the Court, facsimile upon (a) the Chambers of the Honorable Michael E. Wiles, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 and (b) the Reorganized Debtors and their counsel, so as to be actually received no later than **November 30, 2016 at 4:00 p.m. (Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE** that only those objections that are timely filed, served and received will be considered at the Hearing. Failure to file a timely objection may result in entry of a final order granting the Motion as requested by the Debtors without further notice. Any objecting parties are required to attend the Hearing, and failure to attend in person or by counsel may result in relief being granted or denied upon default.



**PLEASE TAKE FURTHER NOTICE** that copies of the Motion may be obtained from the Court's website, <https://ecf.nysb.uscourts.gov/> or, free of charge, the website of the claims and noticing agent, <http://www.kccllc.net/kodak>.

Dated: November 7, 2016  
New York, New York

*/s/ Sean T. Greecher*  
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