

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
CARESTREAM HEALTH, INC., <i>et al.</i> , ¹	)	Case No. 22-10778 (JKS)
)	
Reorganized Debtors.	)	(Jointly Administered)
)	

**REORGANIZED DEBTORS’ MOTION FOR
ENTRY OF A FINAL DECREE (A) CLOSING CERTAIN
OF THE CHAPTER 11 CASES, (B) TRANSFERRING THE
REMAINING CLAIMS TO THE REMAINING CASE, (C) AMENDING THE
CAPTION OF THE REMAINING CASE, AND (D) GRANTING RELATED RELIEF**

The above-captioned reorganized debtors (collectively, the “Reorganized Debtors,” and before the Effective Date of the Plan, the “Debtors”) respectfully state the following in support of this motion:²

Preliminary Statement

1. On September 28, 2022, the Court entered the *Findings of Fact, Conclusions of Law, and Order (I) Approving the Disclosure Statement For, and Confirming, the Joint Prepackaged Chapter 11 Plan of Reorganization of Carestream Health, Inc. and Its Debtor*

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Carestream Health, Inc. (0334); Carestream Health Acquisition, LLC (0333); Carestream Health Canada Holdings, Inc. (7700); Carestream Health Holdings, Inc. (7822); Carestream Health International Holdings, Inc. (5771); Carestream Health International Management Company, Inc. (0532); Carestream Health Puerto Rico, LLC (8359); Carestream Health World Holdings, LLC (1662); and Lumisys Holding Co. (3232). The location of the Reorganized Debtors’ service address is: 150 Verona Street, Rochester, New York 14608.

² A detailed description of the Debtors and their businesses, including the facts and circumstances giving rise to the Debtors’ chapter 11 cases, is set forth in the *Declaration of Scott H. Rosa, Chief Financial Officer of Carestream Health, Inc., in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 16] (the “First Day Declaration”). Capitalized terms used but not defined in this motion have the meanings ascribed to them in the First Day Declaration or in the *Amended Joint Prepackaged Chapter 11 Plan of Reorganization of Carestream Health, Inc. and Its Debtor Affiliates* [Docket No. 159] (as amended, supplemented, or otherwise modified from time to time, the “Plan”), as applicable.

Affiliates, and (II) Granting Related Relief [Docket No. 185] (the “Confirmation Order”) confirming the Plan. The Plan was substantially consummated and the Reorganized Debtors emerged from chapter 11 on September 30, 2022 [Docket No. 188]. Now, the only material remaining matters anticipated to require resolution in connection with these chapter 11 cases are (1) reconciliation of certain trade and tax claims (the “Remaining Claims”) and (2) fee applications for retained professionals (the “Fee Applications”).

2. The Reorganized Debtors are required to file reports each calendar quarter on account of the Closing Cases (as defined herein) and are charged up to \$250,000 in U.S. Trustee fees per entity each quarter based on such entities’ level of cash disbursements. Closure of such cases will allow the Debtors to avoid unnecessarily incurring further U.S. Trustee fees on account of the Closing Cases (“U.S. Trustee Fees”). *See, e.g.*, 28 U.S.C. § 1930(a)(6) (requiring the payment of quarterly fees to the trustee).

3. Therefore, the Reorganized Debtors seek to transfer to *In re Carestream Health Holdings, Inc.*, No. 22-10781 (JKS) (the “Remaining Case”) the Remaining Claims, thus enabling the Reorganized Debtors to close the Closing Cases that remain open unnecessarily, saving time and resources. The Reorganized Debtors believe that their chapter 11 cases are fully administered, other than with respect to the Remaining Claims and the Fee Applications. Leaving the Closing Cases open any longer would impose unnecessary costs on the Reorganized Debtors. Accordingly, the Reorganized Debtors request entry of the Final Decree (as defined herein).

Relief Requested

4. By this motion, the Reorganized Debtors seek entry of a final decree substantially in the form attached hereto as **Exhibit A** (the “Final Decree”): (a) closing the chapter 11 cases of (i) *In re Carestream Health, Inc.*, No. 22-10778 (JKS); (ii) *In re Carestream Health Acquisition, LLC*, No. 22-10779 (JKS); (iii) *In re Carestream Health Canada Holdings, Inc.*, No. 22-10780

(JKS); (iv) *In re Carestream Health International Holdings, Inc.*, No. 22-10782 (JKS); (v) *In re Carestream Health International Management Company, Inc.*, No. 22-10783 (JKS); (vi) *In re Carestream Health Puerto Rico, LLC*, No. 22-10784 (JKS); (vii) *In re Carestream Health World Holdings, LLC*, 22-10785 (JKS); and (viii) *In re Lumisys Holding Co.*, 22-10786 (JKS) (collectively, the “Closing Cases”) and leaving open the case of *In re Carestream Health Holdings, Inc.*, No. 22-10781 (JKS) for the purpose of resolving the Remaining Claims and the Fee Applications; (b) waiving certain reporting requirements pending the close of the Remaining Case; (c) transferring the Remaining Claims in the Closing Cases to the Remaining Case; (d) amending the caption of the Remaining Case; and (e) granting related relief.

5. The Reorganized Debtors propose that the new caption of the Remaining Case shall read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
)	
CARESTREAM HEALTH HOLDINGS, INC., ¹	)	Case No. 22-10781 (JKS)
)	
Reorganized Debtor.	)	(Formerly Jointly Administered under
	)	Lead Case: <i>In re Carestream Health,</i>
	)	<i>Inc.</i> , Case No. 22-10778 (JKS))
)	

¹ The Reorganized Debtor in these chapter 11 cases, along with the last four digits of the Reorganized Debtor’s federal tax identification number is: Carestream Health Holdings, Inc. (7822). The location of the Reorganized Debtor’s service address is: 150 Verona Street, Rochester, New York 14608. On [___], 2022, the Court entered an order [Docket No. [___]] closing the chapter 11 cases of the Reorganized Debtors other than Case No. 22-10781 (JKS).

6. Additionally, the Reorganized Debtors request that the Court waive the requirement of filing a final report under Local Rule 3022-1(c) on account of the closing of the Closing Cases. Upon the filing of a further motion to close the Remaining Case, the Reorganized Debtors will file

a final report with respect to all of the above-captioned chapter 11 cases pursuant to rule 3022-1(c) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”). Accordingly, the Reorganized Debtors in the Closing Cases do not intend to file a final report at this time.

Jurisdiction and Venue

7. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. The Reorganized Debtors confirm their consent, pursuant to rule 9013-1(f) of the Local Rules, to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

8. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

9. The statutory bases for the relief requested herein are section 350(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), rule 3022 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 3022-1.

Background

10. On August 23, 2022 (the “Petition Date”), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. During the pendency of their chapter 11 cases, the Debtors operated their business and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No party requested the

appointment of a trustee or examiner and no official committees were appointed in these chapter 11 cases.

11. On August 24, 2022, the Court entered an order granting procedural consolidation and joint administration of the following cases under *In re Carestream Health, Inc.* [Docket No. 71] (the “Joint Administration Order”):

Debtor	Case No.	Closing Case or Remaining Case
Carestream Health, Inc.	22-10778 (JKS)	Closing Case
Carestream Health Acquisition, LLC;	22-10779 (JKS)	Closing Case
Carestream Health Canada Holdings, Inc.	22-10780 (JKS)	Closing Case
Carestream Health Holdings, Inc.	22-10781 (JKS)	Remaining Case
Carestream Health International Holdings, Inc.	22-10782 (JKS)	Closing Case
Carestream Health International Management Company, Inc.	22-10783 (JKS)	Closing Case
Carestream Health Puerto Rico, LLC	22-10784 (JKS)	Closing Case
Carestream Health World Holdings, LLC	22-10785 (JKS)	Closing Case
Lumisys Holding Co.	22-10786 (JKS)	Closing Case

12. On September 28, 2022, the Court entered the Confirmation Order. *See* Docket No. 185.

13. The Plan became effective on September 30, 2022 (the “Effective Date”). *See Notice of (I) Entry of Order Approving the Debtors’ Disclosure Statement For, and Confirming, the Debtors’ Amended Joint Prepackaged Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code and (II) Occurrence of Effective Date* [Docket No. 188].

14. Prior to the Effective Date, approximately 30 proofs of claim were filed in these chapter 11 cases, over half of which have been resolved. The Reorganized Debtors have been

working diligently, reviewing, reconciling, and resolving the filed claims against the Reorganized Debtors. These remaining claims are currently asserted against Carestream Health Holdings, Inc., Carestream Health, Inc., Carestream Health Puerto Rico, LLC, and Lumisys Holding Co.

15. Further, pursuant to Article II.C. of the Plan, Fee Applications must be filed no later than forty-five days after the Effective Date. Aside from the Fee Applications, no other substantive motions are currently pending in the Closing Cases.

16. While the Reorganized Debtors believe there will be no substantive matters to be resolved in the Closing Cases, to the extent necessary, any remaining matters can be administered in the Remaining Case without any substantive impact on any party in interest. Accordingly, the Reorganized Debtors request entry of the Final Decree closing the Closing Cases.

Basis for Relief

17. 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.” Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, further provides “[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.” Local Rule 3022-1(a) provides “[u]pon written motion, a party in interest may seek the entry of a final decree at any time after the confirmed plan has been fully administered provided that all required fees due under 28 U.S.C. § 1930 have been paid.”

18. The term “fully administered” is not defined in the Bankruptcy Code, the Bankruptcy Rules, or the Local Rules. The Advisory Committee Note to Bankruptcy Rule 3022

(the “Advisory Committee Note”), however, sets forth the following non-exclusive factors to be considered in determining whether a case has been fully administered:

- a. whether the order confirming the plan has become final;
- b. whether deposits required by the plan have been distributed;
- c. whether the property proposed by the plan to be transferred has been transferred;
- d. whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan;
- e. whether payouts under the plan have commenced; and
- f. whether all motions, contested matters, and adversary proceedings have been finally resolved.

Fed. R. Bankr. P. 3022 Advisory Committee Note.

19. All of these factors need not be present before a court will enter a final decree. *Walnut Assocs. v. Saidel*, 164 B.R. 487, 493 (E.D. Pa. 1994) (“[A]ll of the factors in the [Advisory] Committee Note need not be present before the Court will enter a final decree.”). Courts in this district and others adopt the view that “these factors are but a guide in determining whether a case has been fully administered, and not all factors need to be present before the case is closed.” *In re SLI, Inc.*, 2005 WL 1668396, at *2 (Bankr. D. Del. June 24, 2005) (citing *In re Mold Makers, Inc.*, 124 B.R. 766, 768–69 (Bankr. N.D. Ill. 1990)); *see also In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999) (recognizing that bankruptcy courts weigh the factors contained in the Advisory Committee Note when deciding whether to close a case); *In re Jay Bee Enters., Inc.*, 207 B.R. 536, 538 (Bankr. E.D. Ky. 1997) (same).

20. The fact that certain distributions to be made pursuant to a plan remain to be distributed should not be an impediment to the issuance of a final decree. *See Jay Bee*, 207 B.R. at 538 (finding that Bankruptcy Rule 3022 “does not require that a chapter 11 case be kept open until

all awarded fees and allowed claims have been paid in accordance with the confirmed plan or until the statutory fees . . . have been paid”); *JMP-Newcor Int’l*, 225 B.R. 457, 462 (Bankr. N.D. Ill. 1998) (entering a final decree although the debtors still needed to make certain distributions).

21. Furthermore, courts may consider both the substantial consummation of a plan of reorganization and the prevention of further accrual of fees under 28 U.S.C. § 1930(a)(6) (“Section 1930 Fees”) as relevant factors in determining whether to issue a final decree. *See, e.g., In re Gates Cmty. Chapel of Rochester, Inc.*, 212 B.R. 220, 224 (Bankr. W.D.N.Y. 1997) (considering substantial consummation as a factor in determining whether to close a case); *Walnut Assocs.*, 164 B.R. at 493 (same);³ *In re Junior Food Mart of Arkansas, Inc.*, 201 B.R. 522, 524 (Bankr. E.D. Ark. 1996) (closing case “in order that no further [Section 1930] [F]ees accrue”); *Jay Bee*, 207 B.R. at 539 (concluding that “it seems appropriate to close this case to stop the financial drain on the debtor” on account of the continuing accrual of Section 1930 Fees).

22. The foregoing factors weigh strongly in favor of finding that these chapter 11 cases have been “fully administered” within the meaning of section 350 of the Bankruptcy Code, making it appropriate for the Court to enter the Final Decree. In particular:

- a. the Confirmation Order has become final;
- b. substantially all distributions provided for under the Plan for classified claims have been made and any remaining distributions will be made in the ordinary course of the Reorganized Debtors’ businesses;
- c. all material transactions contemplated by the Plan have been completed and the Plan has been substantially consummated within the meaning of section 1101(2) of the Bankruptcy Code;

³ Section 1101(2) of the Bankruptcy Code defines substantial consummation as the: “(A) transfer of all or substantially all of the property proposed by the plan to be transferred; (B) assumption by the debtor or by the successor to the debtor under the plan of the business or of the management of all or substantially all of the property dealt with by the plan; and (C) commencement of distribution under the plan.”

- d. the Reorganized Debtors have assumed the business and management of the assets of the Debtors as reorganized entities;
- e. the Reorganized Debtors have emerged from chapter 11; and
- f. parties in interest are not unfairly prejudiced as these chapter 11 cases may be reopened, if necessary.

23. As noted above, aside from the Remaining Claims (if any) and the Fee Applications, as of the date hereof, the Reorganized Debtors are not aware of any motions, contested matters, or adversary proceedings related to the Reorganized Debtors that are pending or have not otherwise been finally resolved. Section 1930(a)(6) of title 28 of the U.S. Code requires that quarterly fees be paid to the U.S. Trustee after confirmation and consummation of a chapter 11 plan until a debtor's case is closed. The Reorganized Debtors will make any final payments due to the U.S. Trustee and the Clerk of the Court in the ordinary course of business. As such, closing the Closing Cases complies with Local Rule 3022-1.

24. Additionally, closure of the Closing Cases shall not prejudice any party in interest or otherwise negatively affect the administration of the Reorganized Debtors' consolidated estates, which will take place without interruption in the Remaining Case. Furthermore, the entry of the Final Decree closing the Closing Cases is without prejudice to party in interests' rights to petition the Court to reopen any of these Closing Cases pursuant to section 350(b) of the Bankruptcy Code. *See* Bankruptcy Rule 5010. Further, the Court shall retain jurisdiction over any issues relating to the Closing Cases, including any pending contested matters, given that the Remaining Case will not be closed, and the Remaining Case will provide an avenue to resolving any issues that relate

to the Closing Cases. Therefore, no party in interest will be prejudiced if the Closing Cases are closed.

25. Furthermore, closing the Closing Cases will relieve the Court, the U.S. Trustee, and the Reorganized Debtors from each of their administrative burdens with respect to the Closing Cases, including the Reorganized Debtors' obligation to prepare and file post-confirmation reports in the Closing Cases and to pay Section 1930 Fees for the Closing Cases.⁴ The Reorganized Debtors estimate that if the Closing Cases remain open they will incur substantial additional Section 1930 Fees. Closing the Closing Cases will save the Reorganized Debtors a substantial expense that they would otherwise continue to incur while the Closing Cases unnecessarily remain open—a fact that further supports the relief requested in this motion. The ongoing administrative and financial burden on the Closing Cases provides little corresponding benefit to any party in these chapter 11 cases, including the stakeholders of the Closing Cases' estates.

26. Lastly, courts in this jurisdiction have issued final decrees closing chapter 11 cases while retaining jurisdiction over certain pending matters. *See, e.g., In re Alex and Ani, LLC*, No. 21-10918 (CTG) (Bankr. D. Del. Dec. 30, 2021) (closing chapter 11 cases notwithstanding unresolved proofs of claim); *In re Extraction Oil and Gas, Inc.*, No. 20-11548 (CSS) (Bankr. D. Del. Oct. 22, 2021) (closing chapter 11 cases notwithstanding unresolved claims reconciliation process and a pending appeal); *In re LBD Winddown, LLC*, No. 20-11768 (CSS) (Bankr. D. Del. Jan. 8, 2021) (closing chapter 11 cases notwithstanding unresolved claims reconciliation process); *In re Anna Holdings, Inc.*, No. 14-10979 (CSS) (Bankr. D. Del. Jan. 2, 2020) (closing chapter 11

⁴ *See* Plan Article II.E (“[a]fter the Effective Date, the Reorganized Debtors shall file with the Bankruptcy Court separate UST Form 11-PCR reports when they become due. Each and every one of the Debtors and Reorganized Debtors shall remain obligated to pay Quarterly Fees to the Office of the U.S. Trustee until that particular Debtor’s Chapter 11 Case is converted to a case under chapter 7 of the Bankruptcy Code, dismissed, or closed, whichever occurs first.”).

cases notwithstanding unresolved rejections, cure claims, and other outstanding matters); *In re Energy Future Holdings Corp.*, No. 14-10979 (CSS) (Bankr. D. Del. Oct. 3, 2017) (closing chapter 11 cases notwithstanding unresolved claims, transferring such claims and interests to the lead case).⁵

27. For the foregoing reasons, the Reorganized Debtors request that the Court enter the Final Decree closing the Closing Cases. Additionally, pursuant to the Final Decree, the Reorganized Debtors request an amendment of the case caption approved in the Joint Administration Order to reflect the closure of the Closing Cases and ongoing administration under the Remaining Case, given the Remaining Case is not the lead case. Finally, the Reorganized Debtors request that the Court waive the requirement of filing a final report under Local Rule 3022-1(c) on account of the closing of the Closing Cases.

Reservation of Rights

28. The Reorganized Debtors reserve their right to seek to reopen these chapter 11 cases.

Notice

29. The Reorganized Debtors will provide notice of this motion to the following parties or their respective counsel: (a) the U.S. Trustee; (b) the holders of the thirty largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to the DIP Agent; (d) counsel to the First Lien Agent and the Second Lien Agent; (e) counsel to the Crossover Group; (f) the office of the attorney general for each of the states in which the Reorganized Debtors operate; (g) the United States Attorney's Office for the District of Delaware; (h) the Internal Revenue Service;

⁵ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this motion. Copies of these orders are available upon request to the Debtors' counsel.

(i) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

30. No prior request for the relief sought in this motion has been made to this or any other court.

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WHEREFORE, the Reorganized Debtors respectfully request entry of the Final Decree, substantially in the form attached hereto as **Exhibit A**, (a) granting the relief requested herein and (b) granting such other relief as the Court deems appropriate under the circumstances.

Dated: October 21, 2022
Wilmington, Delaware

/s/ Laura Davis Jones

Laura Davis Jones (DE Bar No. 2436)

Timothy P. Cairns (DE Bar No. 4228)

Edward Corma (DE Bar No. 6718)

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Co-Counsel for the Reorganized Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
CARESTREAM HEALTH, INC., <i>et al.</i> , ¹	)	Case No. 22-10778 (JKS)
)	
Reorganized Debtors.	)	(Jointly Administered)
)	

Objection Deadline: November 4, 2022 at 4:00 p.m. (ET)
Hearing Date: November 21, 2022 at 1:00 p.m. (ET)

**NOTICE OF REORGANIZED DEBTORS’
MOTION FOR ENTRY OF A FINAL DECREE (A) CLOSING
CERTAIN OF THE CHAPTER 11 CASES, (B) TRANSFERRING THE
REMAINING CLAIMS TO THE REMAINING CASE, (C) AMENDING THE
CAPTION OF THE REMAINING CASE, AND (D) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that on October 21, 2022, the above-captioned reorganized debtors (the “Reorganized Debtors”) filed the attached *Reorganized Debtors’ Motion for Entry of a Final Decree (A) Closing Certain of the Chapter 11 Cases, (B) Transferring the Remaining Claims to the Remaining Case, (C) Amending the Caption of the Remaining Case, and (D) Granting Related Relief* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that any response or objection to the relief sought in the Motion must be filed with the Bankruptcy Court on or before **November 4, 2022 at 4:00 p.m. prevailing Eastern Time.**

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: Carestream Health, Inc. (0334); Carestream Health Acquisition, LLC (0333); Carestream Health Canada Holdings, Inc. (7700); Carestream Health Holdings, Inc. (7822); Carestream Health International Holdings, Inc. (5771); Carestream Health International Management Company, Inc. (0532); Carestream Health Puerto Rico, LLC (8359); Carestream Health World Holdings, LLC (1662); and Lumisys Holding Co. (3232). The location of the Reorganized Debtors’ service address is: 150 Verona Street, Rochester, New York 14608.

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response or objection upon: (i) the counsel to the Reorganized Debtors, (a) Kirkland & Ellis LLP, Kirkland & Ellis International LLP, 300 North LaSalle Street, Chicago, Illinois 60654, Attn: Patrick J. Nash, Jr., P.C. (patrick.nash@kirkland.com), Tricia Schwallier Collins, Esq. (tricia.schwallier@kirkland.com), and Yusuf U. Salloum, Esq. (yusuf.salloum@kirkland.com), (b) Kirkland & Ellis LLP, Kirkland & Ellis International LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Nicole L. Greenblatt, P.C. (nicole.greenblatt@kirkland.com) and Rachael M. Bentley, Esq. (rachael.bentley@kirkland.com), and (c) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, Wilmington, Delaware 19801, Attn: Laura Davis Jones, Esq. (ljones@pszjlaw.com), Timothy P. Cairns, Esq. (tcairns@pszjlaw.com), and Edward Corma, Esq. (ecorma@pszjlaw.com); (ii) counsel to JPMorgan Chase Bank, N.A., (a) Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Attn: Sandeep Qusba, Esq. (squsba@stblaw.com) and Jonathan Mitnick, Esq. (jonathan.mitnick@stblaw.com) and (b) Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801, Attn: Adam G. Landis, Esq. (landis@lrclaw.com), Matthew B. McGuire, Esq. (mcguire@lrclaw.com), and Matthew R. Pierce, Esq. (pierce@lrclaw.com); (iii) counsel to the Credit Suisse AG, Cayman Island Branch, (a) Freshfields Bruckhaus Deringer US LLP, 601 Lexington Avenue, 31st Floor, New York, New York 10022, Attn: Mark F. Liscio, Esq. (mark.liscio@freshfields.com), Scott D. Talmadge, Esq. (scott.talmadge@freshfields.com), Samantha S. Braunstein, Esq. (samantha.braunstein@freshfields.com), Lacey Nemergut, Esq. (lacey.nemergut@freshfields.com), and Skyler Splinter, Esq. (skyler.splinter@freshfields.com) and (b) Potter Anderson & Corroon LLP, 1313 N. Market Street, 6th Floor, Wilmington,

Delaware 19801, Attn: Jeremy W. Ryan, Esq. (jryan@potteranderson.com), L. Katherine Good, Esq. (kgood@potteranderson.com), Elizabeth R. Schlecker, Esq. (eschlecker@potteranderson.com); (iv) counsel to the Crossover Group, (a) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, Bank of America Tower, New York, New York 10036-6745, Attn: Philip C. Dublin (pdublin@akingump.com), Naomi Moss (nmoss@akingump.com), and Gary A. Ritacco (gritacco@akingump.com) and (b) Troutman Pepper Hamilton Sanders LLP, Hercules Plaza, Suite 5100, 1313 N. Market Street, Wilmington, Delaware 19899-1709, Attn: Evelyn J. Meltzer (evelyn.meltzer@troutman.com), Marcy J. McLaughlin Smith (marcy.smith@troutman.com), and Kenneth A. Listwak (ken.listwak@troutman.com); and (v) the Office of The United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq. (jane.m.leafy@usdoj.gov).

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE RELIEF SOUGHT IN THE MOTION WILL BE HELD ON NOVEMBER 21, 2022 AT 1:00 P.M. PREVAILING EASTERN TIME BEFORE THE HONORABLE J. KATE STICKLES, UNITED STATES BANKRUPTCY COURT JUDGE, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM NO. 6, WILMINGTON, DELAWARE 19801.

Dated: October 21, 2022
Wilmington, Delaware

/s/ Timothy P. Cairns

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-and-

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-and-

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Co-Counsel for the Reorganized Debtors

Exhibit A

Proposed Final Decree

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
CARESTREAM HEALTH, INC.,) Case No. 22-10778 (JKS)
)
Reorganized Debtor.)
)
Tax I.D. No. 20-8190334)

In re:) Chapter 11
)
CARESTREAM HEALTH ACQUISITION, LLC,) Case No. 22-10779 (JKS)
)
Reorganized Debtor.)
)
Tax I.D. No. 20-8190333)

In re:) Chapter 11
)
CARESTREAM HEALTH CANADA) Case No. 22-10780 (JKS)
HOLDINGS, INC.,)
)
Reorganized Debtor.)
)
Tax I.D. No. 20-8627700)

In re:) Chapter 11
)
CARESTREAM HEALTH HOLDINGS, INC.,) Case No. 22-10781 (JKS)
)
Reorganized Debtor.)
)
Tax I.D. No. 20-8627822)

In re:) Chapter 11
)
CARESTREAM HEALTH INTERNATIONAL) Case No. 22-10782 (JKS)
HOLDINGS, INC.,)
)
Reorganized Debtor.)
)
Tax I.D. No. 45-0575771)

In re:	)	Chapter 11
CARESTREAM HEALTH INTERNATIONAL MANAGEMENT COMPANY, INC.,	)	Case No. 22-10783 (JKS)
Reorganized Debtor.)	
Tax I.D. No. 20-8620532)	
In re:	)	Chapter 11
CARESTREAM HEALTH PUERTO RICO, LLC,	)	Case No. 22-10784 (JKS)
Reorganized Debtor.)	
Tax I.D. No. 66-0688359)	
In re:	)	Chapter 11
CARESTREAM HEALTH WORLD HOLDINGS, LLC,	)	Case No. 22-10785 (JKS)
Reorganized Debtor.)	
Tax I.D. No. 32-0411662)	
In re:	)	Chapter 11
LUMISYS HOLDING CO.,	)	Case No. 22-10786 (JKS)
Reorganized Debtor.)	
Tax I.D. No. 77-0133232)	

**FINAL DECREE (A) CLOSING
CERTAIN OF THE CHAPTER 11 CASES,
(B) TRANSFERRING THE REMAINING CLAIMS
TO THE REMAINING CASE, (C) AMENDING THE CAPTION
OF THE REMAINING CASE, AND (D) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)¹ of the above-captioned reorganized debtors (collectively, the “Reorganized Debtors,” and prior to the effective date of their chapter 11 plan, the “Debtors”) for entry of a final decree (this “Final Decree”) closing certain of these chapter 11 cases, other than *In re Carestream Health Holdings, Inc.*, No. 22-10781 (JKS) (the “Remaining Case”), all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Reorganized Debtors, their creditors, and other parties in interest; and this Court having found that the Reorganized Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth in this Final Decree.
2. The following Reorganized Debtors’ chapter 11 cases are hereby closed; *provided, however*, that this Court shall retain jurisdiction as provided in the Confirmation Order and this Final

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

Decree, and the entry of this Final Decree is without prejudice to the rights of the Reorganized Debtors or any party in interest to seek to reopen these chapter 11 cases for good cause shown:

Debtor	Case No.
Carestream Health, Inc.	22-10778 (JKS)
Carestream Health Acquisition, LLC;	22-10779 (JKS)
Carestream Health Canada Holdings, Inc.	22-10780 (JKS)
Carestream Health International Holdings, Inc.	22-10782 (JKS)
Carestream Health International Management Company, Inc.	22-10783 (JKS)
Carestream Health Puerto Rico, LLC	22-10784 (JKS)
Carestream Health World Holdings, LLC	22-10785 (JKS)
Lumisys Holding Co.	22-10786 (JKS)

3. The Remaining Case shall remain open pending further order of the Court, and, from and after the date of entry of this Final Decree, all motions, contested matters, adversary proceedings, notices, and other pleadings relating to any of the Debtors or the Reorganized Debtors shall be filed, administered, and adjudicated in the Remaining Case without the need to reopen any of the Closing Cases.

4. Claims asserted against, and interests asserted in, the Reorganized Debtors in the Closing Cases shall hereby remain unaffected by entry of this Final Decree, other than that all such claims and interests shall be administered in the chapter 11 case of *In re Carestream Health Holdings, Inc.*, No. 22-10781 (JKS), without prejudice to the rights of any stakeholder regarding claims asserted against the interests in the Reorganized Debtors for the Closing Cases.

5. The Clerk of this Court shall enter this Final Decree individually on each of the dockets of the above-captioned chapter 11 cases and each of the dockets of the Closing Cases shall be marked as “Closed.”

6. The Remaining Case shall use the following caption in the case going forward:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
CARESTREAM HEALTH HOLDINGS, INC., ¹	)	Case No. 22-10781 (JKS)
)	
Reorganized Debtor.	)	(Formerly Jointly Administered under
	)	Lead Case: <i>In re Carestream Health,</i>
	)	<i>Inc.</i> , Case No. 22-10778 (JKS))
)	

¹ The Reorganized Debtor in these chapter 11 cases, along with the last four digits of the Reorganized Debtor’s federal tax identification number is: Carestream Health Holdings, Inc. (7822). The location of the Reorganized Debtor’s service address is: 150 Verona Street, Rochester, New York 14608. On [___], 2022, the Court entered an order [Docket No. [___]] closing the chapter 11 cases of the Reorganized Debtors other than Case No. 22-10781 (JKS).

7. From and after the date of entry of this Final Decree, any payments made pursuant to the Plan on account of claims arising prior to the Effective Date shall be reflected in Carestream Health Holdings, Inc.’s post-confirmation quarterly reports regardless of which Debtor or Reorganized Debtor such claims are against.

8. The Reorganized Debtors shall complete any remaining quarterly reports with respect to the Closing Cases and pay all U.S. Trustee fees within thirty (30) days of the due date of such reports.

9. The final report for the Reorganized Debtors in the Closing Cases required under Local Rule 3022-1(c) shall be included as part of a consolidated report for all the Reorganized Debtors and filed in connection with the closure of the Remaining Case.

10. Entry of this Final Decree is without prejudice to (a) the rights of the Reorganized Debtors or any party in interest to seek to reopen any of the Closing Cases for cause pursuant to section 350(b) of the Bankruptcy Code and (b) the rights of the Reorganized Debtors to dispute, before the Court or in an appropriate non-bankruptcy forum, all claims that

were filed against the Debtors in the chapter 11 cases as contemplated by the Plan and the Confirmation Order.

11. Notwithstanding the relief granted in this Final Decree and any actions taken pursuant to such relief, nothing in this Final Decree shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Reorganized Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the rights of the Reorganized Debtors or any other parties in interest to dispute any claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an assumption, adoption, or rejection of any agreement, contract, or lease under section 365 of the Bankruptcy Code; (e) an admission as to the validity, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Reorganized Debtors' estates; (f) a waiver of any claims or causes of action that may exist against any entity; or (g) a waiver or limitation of the rights of the Reorganized Debtors or any other parties in interest under the Bankruptcy Code or any other applicable law.

12. Nothing in this Final Decree shall change the amount or nature of any distribution, or any other substantive rights, that any claim against or interest in any Debtor would have been entitled to under the Plan, the Confirmation Order, the Bankruptcy Code, the Bankruptcy Rules, or otherwise, had this Final Decree not been entered.

13. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Final Decree shall be immediately effective and enforceable upon its entry.

14. The Reorganized Debtors and their agents are authorized to take all actions necessary to effectuate the relief granted in this Final Decree in accordance with the Motion.

15. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Decree.