

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

In re:)	Chapter 11
EASTMAN KODAK COMPANY, <i>et al.</i> , ¹)	Case No. 12-_____ (_____)
Debtors.)	(Joint Administration Requested)

**DECLARATION OF ANTOINETTE P. MCCORVEY
PURSUANT TO RULE 1007-2 OF THE LOCAL BANKRUPTCY RULES
FOR THE SOUTHERN DISTRICT OF NEW YORK
IN SUPPORT OF FIRST DAY PLEADINGS**

Antoinette P. McCorvey, being duly sworn, deposes and states:

1. I am the Chief Financial Officer and Senior Vice President of Eastman Kodak Company (“**EKC**”), a publicly owned corporation organized under the laws of the State of New Jersey and a debtor and debtor in possession in the above-captioned cases of EKC and certain of its affiliates (collectively, the “**Debtors**”). In such capacity, I am generally familiar with the Debtors’ businesses, day-to-day operations and financial affairs.

2. I submit this declaration (this “**Declaration**”) pursuant to rule 1007-2 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”) in support of the voluntary petitions for relief filed by each of the Debtors under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) and the motions and applications for related relief filed as of January 19, 2012 (the “**Petition Date**”) or concurrently

¹ 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.



herewith (collectively, the “**First Day Pleadings**”). I have reviewed the First Day Pleadings or have otherwise had their contents explained to me and, to the best of my knowledge, insofar as I have been able to ascertain after reasonable inquiry, I believe that approval of the relief requested therein is necessary to minimize disruption to the Debtors’ business operations so as to permit an effective transition into chapter 11, preserve and maximize the value of the Debtors’ estates and, ultimately, achieve a successful reorganization. I also believe that, absent immediate access to additional financing, use of cash collateral and authority to make certain essential preplan payments and otherwise continue conducting ordinary course business operations as set forth herein, and described in greater detail in the First Day Pleadings, the Debtors would suffer immediate and irreparable harm to the detriment of their estates.

3. Except as otherwise indicated, the facts set forth in this Declaration are based upon my review of relevant documents, information provided to me or verified by other executives, employees or the Debtors’ professional advisors, including Sullivan & Cromwell LLP, Young Conaway Stargatt & Taylor, LLP, Lazard Frères & Co. LLC and FTI Consulting, Inc., and my experience, knowledge and information concerning the Debtors’ operations, financials and the film and digital imaging industry generally. Unless otherwise indicated, the financial information contained in this Declaration is unaudited and subject to change. This financial information is presented on a consolidated basis for the Debtors and their non-Debtor affiliates, except where noted. I am authorized to submit this Declaration on behalf of the Debtors, and, if called upon to testify, I would testify competently to the facts set forth herein.

Preliminary Statement

4. The Debtors and their non-Debtor affiliates (collectively, “**Kodak**” or the “**Company**”) operate a globally integrated enterprise. The Company has approximately 17,000

employees worldwide (approximately 9,100 of whom are in the U.S.), and in fiscal year 2011 had sales of approximately \$6.0 billion.

5. Kodak is a materials science company with a long history of innovation and successful commercialization of proprietary technologies. The Company was once the world's leading producer of film and cameras, and today has a diverse collection of mature and growth businesses. Kodak has invested significantly in research and development (“**R&D**”) for over a century, and continues to do so today. The Debtors have approximately 13,100 foreign patents and trademark registrations or pending registration in approximately 160 countries. Additionally, the Debtors have approximately 8,900 patent and trademark registrations and applications in the United States.

6. Over the past several years, the Company has been working to transform itself from a business primarily based on film and consumer photography to a smaller business with a digital growth strategy focused on the commercialization of proprietary digital imaging and printing technologies. Digital businesses generated approximately 75%, or \$4.5 billion, of Kodak's revenue in fiscal year 2011. Kodak's digital products include consumer devices such as self-service photo kiosks and ink jet printers, and business-to-business products and services such as its technologically advanced PROSPER commercial inkjet printing systems, electrophotographic printing systems, digital printing plates, high-volume document scanners and new technologies related to packaging and workflow software solutions.

7. Kodak has transitioned to a digital company, as the market for film based products has declined rapidly over the past ten years. Kodak's global workforce has been reduced from approximately 63,900 employees in 2003 to approximately 17,000 employees in 2011. This transition also has led to a financially smaller Kodak, with revenues declining from

approximately \$13.3 billion in 2003 to about \$6.0 billion in 2011. Kodak has funded its business restructuring costs from a combination of licensing fees generated by Kodak's digital capture patents sale proceeds from the disposition of non-core assets and cash from its cash generating film and digital business.

8. Kodak innovations enabled the digital transformation that has effectively replaced film. In 1975, Kodak scientists invented the first digital camera. Kodak then went on to develop a vast collection of patented technologies to enhance digital image capture and processing, technologies that are used in virtually every modern digital camera, smartphone and tablet, as well as numerous other devices. From 2003 to 2010, the Company negotiated approximately \$3.0 billion of licensing revenue from its digital capture patent portfolio; however, the company only generated \$98 million in licensing revenue in 2011. The Company anticipates substantial future revenue from licensing its intellectual property for use in smartphones and tablets that employ digital cameras, as well as in next-generation products that utilize Kodak technology, or from the disposition of related patents to third parties.

9. Since initiating its digital transformation strategy in 2003, Kodak has generated approximately \$4.0 billion from the sale of assets and businesses, including the Health Group, Remote Sensing Systems, HPA, Light Management Films, Image Sensor Solutions, Eastman Gel, Silver Operations, a variety of chemical operations, OLED and Kodak's ownership interest in Lucky Film.

10. Since 2008, despite Kodak's best efforts, restructuring costs and recessionary forces have continued to negatively impact the Company's liquidity position, ultimately leading to the commencement of these chapter 11 cases. In 2011, Kodak took actions to enhance its cash position, including: (i) issuing \$250 million in senior secured notes due 2019; (ii) entering into a

second amended and restated credit agreement with its lenders that facilitated a draw of approximately \$160 million; and (iii) selling certain non-strategic businesses and assets. Despite these actions, the Company's liquidity has been impaired further by difficulties collecting licensing fees from infringers of Kodak's intellectual property, who Kodak believes have employed a strategy of delay in light of Kodak's liquidity position, and by substantial foreign and U.S. legacy costs.

11. In order to resolve their liquidity challenges, the Debtors, with the assistance of their advisors, have evaluated strategic alternatives for new lending facilities, strategic transactions, intellectual property monetization, and asset sales. The Debtors have determined that seeking the debtor-in-possession financing described in my declaration in support of the Debtors' motion authorizing them to obtain postpetition financing (the "**Financing Declaration**"), and reorganizing under chapter 11 protection is in the long-term best interests of the Debtors, their estates and their stakeholders.

12. To familiarize the Court with the Debtors' businesses, operations, key creditor constituencies and other parties in interest in these chapter 11 cases, together with the relief sought by the Debtors in the First Day Pleadings, this Declaration is organized as follows: Part I describes Kodak's history and the Debtors' current corporate structure and prepetition indebtedness; Part II describes the Debtors' businesses and operations; Part III describes the events leading up to the commencement of these cases and the Debtors' prepetition restructuring initiatives; and Part IV sets forth the relevant facts in support of each First Day Pleading. To the extent not otherwise provided herein, the information required under Local Rule 1007-2, relating to, among other things, the Debtors' businesses, employees, assets and parties in interest in these

chapter 11 cases, is set forth on Schedules 1-12 attached hereto and incorporated by reference herein.

I. **Company Overview**

A. Company History and Corporate Structure

13. Founded in 1880 by George Eastman, the Company helps businesses and consumers unleash the power of pictures and printing. The Company has been headquartered in Rochester, New York since its founding. In 1888, with the slogan “you press the button, we do the rest”, George Eastman put the first film camera into the hands of a world of consumers. In April 1905, Kodak went public, offering shares of its common stock on The New York Stock Exchange. The Company was added to the Dow Jones Industrial Average index in July 1930.

14. Since its founding, Kodak has prided itself on its reputation. In April 2011, for the second year in a row, Kodak ranked among the top 20 “most reputable” American companies by the Reputation Institute, an independent consulting company. The survey was based on nearly 33,000 consumers’ opinions, and measured trust, esteem, admiration and good feelings toward companies. For ten years in a row, Kodak has been named to the Dow Jones Sustainability North American Index, one of the most prestigious and well-known hallmarks of sustainability performance among leading corporations.

15. EKC is incorporated under the laws of New Jersey, which has a corporate governance statute commonly called an “Other Constituency” statute. The Other Constituency statute permits the board of directors, in discharging its duties, to consider the effects of its actions not merely on shareholders and creditors, but also on employees, suppliers, customers, and the community. It states:

In discharging his duties to the corporation and in determining what he reasonably believes to be in the best interest of the

corporation, a director may, in addition to considering the effects of any action on shareholders, consider any of the following: (a) the effects of the action on the corporation's employees, suppliers, creditors and customers; (b) the effects of the action on the community in which the corporation operates; and (c) the long term as well as the short term interests of the corporation and its shareholders, including the possibility that these interests may best be served by the continued independence of the corporation.

N.J. Stat. Ann § 14A:6-1. Consistent with the Other Constituency statute and George Eastman's legacy, Kodak strives to be a good corporate citizen.

16. The Company's worldwide offices operate as an integrated global enterprise. A detailed organizational chart is attached hereto as Exhibit A. The Company has approximately 120 subsidiaries. In fiscal year 2010, the Company earned approximately 57% of its revenue abroad. The percentage of the Company's revenue earned abroad had increased to 67% for the first three quarters of 2011. The Company's patents and intellectual property generally are held by EKC, and the Company's research and administrative functions are located primarily in the United States. As a result, the Debtors have been a net receiver of cash through the Company's ordinary course global intercompany netting and financing system.

17. The Company's international operations are structured for, among other things, tax and regulatory efficiencies. Business units often cross geographic borders. For example, much of the Company's Asian business involves taking semi-raw goods from other entities (*e.g.*, ink produced in New York) and adding value in China by converting them into finished products (*e.g.*, printer cartridges) for sale in other markets. The Company's non-U.S. businesses are expected to be funded primarily from non-U.S. sources and should not be affected by the filing of these chapter 11 proceedings.

18. Orderly funding of the Company's global operations involves intercompany lending and netting by Kodak International Finance Limited, a company organized under the

laws of the United Kingdom (“**KIFL**”). Intercompany netting currently occurs once a month. The Company believes that the continued operation of KIFL in the ordinary course is critical to minimize non-U.S. liquidity requirements and avoid business interruptions within and outside the U.S.

B. Prepetition Capitalization and Indebtedness

19. The Debtors have significant legacy liabilities.² These include \$1.2 billion in non-U.S. pension liabilities (calculated in accordance with U.S. GAAP), \$1.3 billion of Other Post-Employment Benefit (“**OPEB**”) liabilities and approximately \$100 million in environmental liabilities.³

20. As of the Petition Date, the Debtors have outstanding funded debt in an aggregate amount of approximately \$1.6 billion, consisting primarily of approximately:⁴ (a) \$100 million outstanding under the first lien revolving credit facility plus an additional \$96 million in face amount of outstanding letters of credit; (b) \$750 million in principal amount of second lien secured notes; (c) \$400 million in principal amount of convertible notes; and (d) \$283 million in principal amount of other senior unsecured debt. The Debtors also have approximately \$425 million in outstanding trade debt.

II.
Current Businesses and Operations

21. Research and development drives Kodak’s product and service offerings, which in 2011 were organized across three business segments: (i) Graphic Communications Group, (ii) Consumer Digital Imaging Group, and (iii) Film, Photofinishing and Entertainment Group.

² Contingent, unliquidated, disputed; estimate for illustrative purposes.

³ Amounts with respect to OPEB and Pension are based on preliminary estimates as of December 31, 2011.

⁴ Estimate for illustrative purposes only.

Beginning in 2012, the Company reorganized its business into a Commercial and Consumer segment. New segment-based financial reporting will begin with the first quarter 2012 results.

A. Product Offerings

22. Graphic Communications Group (“**GCG**”) has a portfolio of digital products, primarily aimed at business customers, which accounted for 45% of the Company’s consolidated revenue for 2011. GCG generates revenue from a traditional commercial plate and equipment printing business, innovative high-speed commercial inkjet printing (which prints on a variety of surfaces), electrophotographic printing systems, high speed document scanners, workflow software and services to business clients.

23. Consumer Digital Imaging Group (“**CDG**”) offers printers, cameras and accessories to consumers, accounting for 29% of the Company’s consolidated revenue for 2011. CDG generates revenues from digital cameras and accessories, the largest installed base of retail photo kiosks in the world, desktop inkjet printers and Kodak Gallery, an online merchandise and photo sharing service.

24. Film, Photofinishing and Entertainment Group (“**FPEG**”) provides consumers, professionals and the entertainment industry with film and paper products and related software and services. FPEG is the industry leader in large markets, such as motion picture film, and accounted for 26% of the Company’s consolidated revenue for 2011. FPEG sells color motion picture film, services for the entertainment industry, traditional photofinishing products, and specialized industrial film and chemical products.

B. Research and Development

25. Kodak’s digital growth strategy is centered on exploiting its competitive advantage at the intersection of materials science and digital imaging science. Kodak’s materials

science research is relevant both to innovative printing and fundamental scientific disciplines, as illustrated below:

1. **Materials Science (inks, toners, coatings, paper and other media):** Materials, inks, toners and papers used in Kodak systems draw upon a deep understanding of the sophisticated properties of these materials, and Kodak conducts cutting-edge research in polymer science, chemistry modeling and atomic scale assembly.
2. **Nano-/Micro-Scale Devices:** Research includes microfluidic systems that have a wide range of potential applications, such as inkjet printing, blood cell separation, biochemical assays, chemical synthesis, genetic analysis, drug screening, electrochromatography, surface micromachining, laser ablation and mechanical micromilling.
3. **Computational Science:** Research in labeling, organizing, compressing and interacting with digital data.

26. Most of the Company's R&D is performed in the U.S., with R&D taking place in Rochester, New York; Boston, Massachusetts; New Haven, Connecticut; Dayton, Ohio; and San Jose, Emeryville and San Diego, California; however, several comparatively smaller R&D operations are located outside the U.S. in Canada, England, Israel, Germany, Japan, China and Singapore. These groups work in close cooperation with manufacturing units and marketing organizations to develop new products and applications to serve both existing and new markets. Historically, the Company has spent between \$300-500 million per year on R&D.

27. It has been the Company's general practice to protect its investment in R&D and its freedom to use its inventions by obtaining patents. As noted above, the Debtors have approximately 13,100 foreign patents and trademark registrations or pending registrations in approximately 160 countries. Additionally, the Debtors have approximately 8,900 patent and trademark registrations and applications in the United States. Kodak continues to produce patented technologies at a considerable pace, with 590 priority applications filed in 2011 and 482

in 2010. The ownership of these patents contributes to the Company's ability to develop and market innovative products.

28. The Company's major products are not dependent upon a single material patent. Rather, the technologies that underlie the Company's products are supported by an aggregation of patents having various remaining lives and expiration dates. There is no individual patent expiration or group of patent expirations that is expected to have a material impact on the Company's results of operations.

29. As announced publicly on July 20, 2011, the Company has been exploring, and continues to explore, strategic alternatives related to its digital capture and imaging systems and services portfolios of approximately 1,150 patents with related foreign and pending applications (the "**Imaging Portfolio**"). The Imaging Portfolio pertains to capturing, processing, storing, organizing, editing, sharing and monetizing digital images, and is fundamental to the digital imaging industry, including the cell phone, tablet and social networking markets.

30. The Imaging Portfolio comprises one of the world's richest collections of imaging-related intellectual property, reflecting decades of scientific innovation and billions of dollars of investment in R&D.

III.

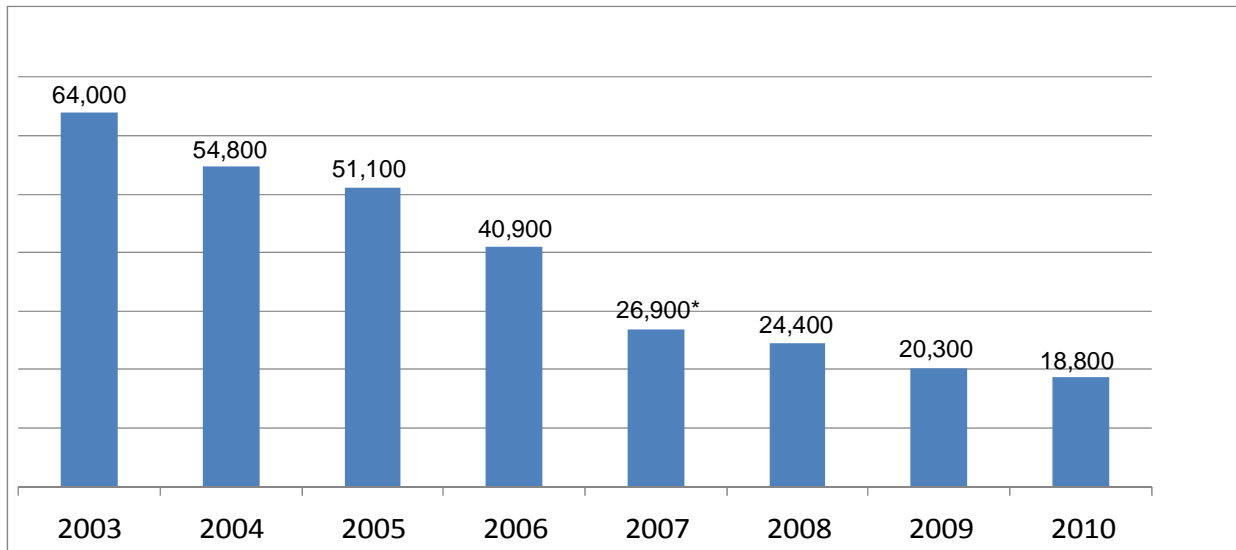
Restructuring Initiatives and Events Leading to Chapter 11

31. At least ten years ago, the Company recognized the inevitable decline in its traditional film business, and began working to restructure its operations. Since 2003, the Company has actively managed its workforce and post-employment benefit costs. The Company's transition to a digital business, however, has been interrupted by a liquidity shortfall, primarily in the United States.

A. Restructuring Initiatives

32. From 2003 to 2010, Kodak reduced its workforce by 50,000 employees, and closed 13 of its 15 film plants and 130 photo labs. The following chart shows the decline in Kodak’s global workforce over this eight-year period.

Worldwide Employment



*The change between 2006 and 2007 reflects the divestiture of 8,100 Health Group employees. During the period from 2003 to 2010, 13 operations and 130 labs were closed.

33. In addition to consistently managing reductions of its workforce, Kodak actively managed its benefit costs, including with respect to U.S. OPEB.⁵ Cost savings came from the Company exercising its unilateral rights to reduce or eliminate certain retiree benefits, in addition to increasing employee and retiree health care contributions. The following shows the declining cost of U.S. retiree benefits over the same eight-year period.

⁵ Kodak has approximately 65,000 retirees worldwide.

Cash Cost for U.S. Retiree Benefits



As of 2010, the U.S. plan represents 93% of total other post-employment benefit plans.

B. Events Leading to Chapter 11

34. There are several key drivers for the Debtors’ near-term liquidity issues. First, market conditions since 2008 have caused losses in Kodak’s historically profitable traditional businesses, reduced revenue, earnings and cash from the Company’s digital cash generating business and delayed revenue generation from Kodak’s digital growth initiatives. Second, legacy post-employment benefits continue to consume a substantial amount of the Debtors’ cash. Third, cash flow from the licensing and sale of intellectual property has been delayed due to litigation tactics employed by a small number of infringing technology companies with strong balance sheets and an awareness of Kodak’s liquidity challenges. Fourth, near the end of 2011, negative publicity and other external issues caused substantial strains on trade credit.

(i) Market Conditions in 2008 to Present

35. Since 2008, the Company has been negatively impacted by market conditions. The Company has seen both a decline in profits from its traditional businesses, such as FPEG,

and slowed revenue growth in its newer initiatives due in part to reduced revenue and earnings from its digital cash generating business.

36. When it began its business transformation, Kodak planned to source funds for restructuring costs and investment in new businesses from its historically profitable film business. Even though Kodak had projected FPEG to generate less cash as film was replaced by digital imaging, the FPEG business was still anticipated to generate substantial cash flow. The rate of the decline of the market for film between 2008 and 2010, however, was significantly steeper than anticipated by nearly all observers: the industry projected a 10% decline, Kodak forecasted a 20% decline and the actual decline was approximately 40%. In addition to demand impairment, increasing commodity prices negatively impacted FPEG's cash flow. FPEG purchased approximately \$300 million of silver in 2011. Silver prices have ranged between 199% and 294% higher than 2008 prices. Because of the lingering effects of the economic crisis, Kodak cannot pass through all of these price increases to its customers.

37. One of the businesses in which Kodak invested heavily was consumer inkjet. The consumer inkjet business runs on the "razor/blade" model – profits are not made on the sale of the printers, but on aftermarket sales of ink and other consumables. Kodak can only expand its market share, and create a market for the highly profitable ink, by increasing its global installed base. However, the financial crisis of 2008 resulted in slower growth in the installed base than Kodak had projected and in lower printer prices in the market, delaying the realization of profits through the sale of ink and consumables.

38. Similarly, during the financial crisis and immediately thereafter, the market for Kodak's commercial products, many of which represent significant investments for the businesses that purchase them, shrank significantly. This reduced the profitability of Kodak's

digital growth initiatives, which require establishing an installed base of Kodak products to create economies of scale and build a market for highly profitable services and consumables.

(ii) Costs of Post-employment Benefits

39. Post-employment benefit liabilities consumed approximately \$245 million of the Debtors' cash in 2011. Kodak's largest single cash cost in 2011 was approximately \$119 million spent on OPEB. The Debtors also made an approximately \$60 million annual contribution to the U.K. pension. Despite actions taken, the Debtors have been unable to reduce the amount of cash consumed by post-employment benefit obligations to make them proportional to a financially smaller Kodak.

(iii) Delays in Licensing of Intellectual Property

40. Revenue generated through monetization of the digital capture portfolio over the past several years has been an integral part of the funding for Kodak's digital transformation. Over 30 companies have licensed the digital capture portfolio, including such leading mobile-device companies as LG, Motorola, Samsung and Nokia, all of which are royalty-bearing to Kodak.

41. When Kodak's financial condition started to deteriorate, Kodak began to experience delays in licensing negotiations with Apple Inc. ("**Apple**"), Research In Motion, Corp. ("**RIM**") and HTC Corporation ("**HTC**"), all of which owe substantial royalties for use of Kodak's digital capture portfolio. Kodak has pursued patent litigation against each of Apple, RIM and HTC to enforce its rights relating to the digital camera functionality included in their smartphone handsets and, in the cases of Apple and HTC, in their tablets. In addition, Kodak believes Apple's operating system itself, which employs object-linking capability, infringes Kodak's patents (now expired) directed to such fundamental technology. The Company expects that these lawsuits, once resolved, will benefit Kodak stakeholders substantially. As an

alternative to lengthy patent litigation, Kodak has explored the sale of the Imaging Portfolio to third parties. However, the Company has faced difficulties executing the sale due to uncertainty about its financial condition.

(iv) Trade Credit and Market Rumors

42. Persistent negative press has caused concern among many of Kodak's suppliers. In the last few weeks leading up to these chapter 11 proceedings, some vendors have stopped shipping and providing services to Kodak, making it more difficult to operate. Vendors also have been demanding shorter payment terms and/or additional guarantees. The Debtors anticipate that approval of the debtor-in-possession financing, together with vendor preplan payment authorization, will provide confidence to the supplier community that Kodak will be a reliable and long-term partner to its global vendors.

C. Discussions Concerning U.K. Pension Plan

43. Although the Debtors are reviewing documentation and reserve rights, the Debtors currently expect KPP Trustees Limited (the "**Trustee**"), the trustee for the Kodak pension plan (the "**Plan**") in the United Kingdom, to have a significant general unsecured claim against Eastman Kodak Company by virtue of the Guaranty Agreement, effective October 9, 2007 (as amended) (the "**Guarantee**"), among EKC, the Trustee and EKC's U.K. subsidiary, Kodak Limited. The Guaranty is governed by English law and on its face, among other things, and subject to certain terms and conditions, guarantees the ability of Kodak Limited to contribute to the Plan (i) the minimum amount of assets necessary such that the Plan will have sufficient assets to make member benefit payments as they are immediately due and payable if the Plan would not otherwise have sufficient assets needed to make such benefit payments; and (ii) such that the Plan will achieve a "Full Funding status" (as defined in the Guaranty) by December 31,

2022. The Debtors have not determined a valuation of the Trustee's potential claim in connection with the Guarantee.

44. As part of the preparation for these proceedings, representatives of the Debtors traveled to London to meet with the Board of Directors of the Trustee and the Pension Regulator of the United Kingdom. The meetings occurred on January 11th and 12th, 2012. At these meetings, representatives of the Debtors discussed confidentially the prospect of these proceedings and our intent that only the U.S. entities of the Kodak group file for chapter 11, and that non-U.S. companies continue to conduct operations in the ordinary course of business. The Debtors' representatives discussed their plans to ensure for adequate funding for European operations during these proceedings. The representatives also informed the Trustee and the Pension Regulator of the Debtors' view that ordinary course operations around the world, and the absence of non-U.S. insolvency proceedings, are in the best interest of the Trustee and critical to maximizing value for all stakeholders of the Debtors, including the Trustee. The Debtors intend to work collaboratively with the Trustee and have invited them to take an active role in the proceedings.

IV.

First Day Pleadings

45. Contemporaneously herewith, the Debtors have filed a number of First Day Pleadings. I believe that, among other things, the relief requested in the First Day Pleadings is necessary to enable the Debtors to operate with minimal disruption during the pendency of these chapter 11 cases. A description of the relief requested and the facts supporting each of the pleadings is set forth below.

A. Administrative Motions

- (i) Debtors' Motion for an Order Authorizing Joint Administration of Their Related Chapter 11 Cases (the "**Joint Administration Motion**")
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46. The Debtors request entry of an order authorizing joint administration of these chapter 11 cases for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

Specifically, the Debtors request that the Court maintain one file and one docket for all of the jointly administered cases under the lead case, Kodak. Further, the Debtors request that an entry be made on the docket of each of the Debtors' chapter 11 cases other than Kodak to indicate the joint administration of these chapter 11 cases. Finally, the Debtors seek authority to file the monthly operating reports required by the Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees, issued by the Office of the United States Trustee for the Southern District of New York (the "**U.S. Trustee**"), on a consolidated basis.

47. Given the integrated nature of the Debtors' businesses, joint administration will allow for the efficient and convenient administration of these chapter 11 cases without harming the substantive rights of any party in interest. Furthermore, joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings, objections and hearings, and will allow the U.S. Trustee and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

48. I believe that the relief requested in the Joint Administration Motion is in the best interests of the Debtors' estates, their creditors and all other parties in interest and will enable the Debtors to continue to operate their businesses in chapter 11 without disruption. Accordingly, on behalf of the Debtors, I respectfully submit that the Joint Administration Motion should be approved.

- (ii) Debtors' Motion for an Order Authorizing the Debtors to (A) Prepare a List of Creditors in Lieu of a Formatted Mailing Matrix, (B) File a Consolidated List of the Debtors' 50 Largest Unsecured Creditors and (C) Mail Initial Notices (the "**Creditor Matrix Motion**")
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49. The Debtors seek entry of an order authorizing the Debtors to (a) prepare a consolidated list of creditors in the format or formats currently maintained in the ordinary course of business in lieu of submitting any required mailing matrix, (b) file a consolidated list of the Debtors' 50 largest unsecured creditors, and (c) mail initial notices through the Debtors' proposed notice and claims agent, Kurtzman Carson Consultants LLC ("**KCC**").

50. The Debtors have many thousands of creditors and, therefore, converting the Debtors' computerized information to a format compatible with the matrix requirements would be an exceptionally burdensome task. Furthermore, the Debtors, working together with KCC, already have prepared a single, consolidated list of the Debtors' creditors in electronic format. The Debtors are prepared to make that list available in electronic format to any party in interest who so requests (or in non-electronic format, at such requesting party's sole cost and expense) in lieu of submitting a mailing matrix to the clerk of the Court.

51. Additionally, because the top 50 creditor lists of several of the Debtors would overlap, and compiling separate top 50 creditor lists for each individual Debtor would consume an excessive amount of the Debtors' scarce time and resources, I believe that allowing the Debtors to file a single, consolidated list of the Debtors' 50 largest unsecured, non-insider creditors will promote efficiency and better aid the U.S. Trustee in its efforts to communicate with these creditors.

52. Finally, KCC's assistance with mailing and preparation of creditor lists and notices will ease administrative burdens that otherwise would fall upon the Court and the U.S. Trustee. Accordingly, I respectfully submit that the Creditor Matrix Motion should be approved.

- (iii) Debtors' Application for an Order Appointing Kurtzman Carson Consultants LLC as Claims and Noticing Agent in these Chapter 11 Cases (the "**Claims and Noticing Agent Retention Application**")⁶
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53. The Debtors anticipate having tens of thousands of potential creditors in these chapter 11 cases. Accordingly, to relieve the Court and the Office of the Clerk of the Court (the "**Clerk's Office**") of the burdens associated with noticing these parties and other related burdens, including maintaining the claims register for these chapter 11 cases, the Debtors propose to engage KCC to act as the Debtors' claims and noticing agent. Engaging KCC is an effective and efficient means for, among other things, providing notice to creditors and parties in interest of the commencement of these chapter 11 cases and other developments in these proceedings. Therefore, I believe that the Court's approval of the Claims and Noticing Agent Retention Application is in the best interests of the Debtors, their estates and creditors. Accordingly, I respectfully submit that the Claims and Noticing Agent Retention Application should be approved.

- (iv) Debtors' Motion for an Order (a) Extending the Time to File (i) Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases and Statements of Financial Affairs and (ii) Reports of Financial Information and (b) Waiving Requirements to File Equity List and Serve Notice of Commencement on Equity Security Holders (the "**Schedules and Statements Motion**")
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54. The Debtors seek entry of an order (a) granting the Debtors an extension of the time to file their (i) schedules of assets and liabilities, schedules of current income and expenditures, schedules of executory contracts and unexpired leases and statements of financial affairs (collectively, the "**Schedules and Statements**") and (ii) reports of financial information with respect to entities in which the Debtors' estates hold a controlling or substantial interest (the

⁶ The Debtors also anticipate filing the Application of the Debtors for an Order Authorizing the Employment and Retention of Kurtzman Carson Consultants LLC as Administrative Agent for the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date.

“**2015.3 Reports**”) or a motion seeking a modification of such reporting requirements and (b) waiving the requirements to (i) file a list of all equity security holders (the “**Equity Holders List**”) within 14 days after the Petition Date and (ii) give notice of the commencement of these chapter 11 cases to all of the Debtors’ equity security holders.

55. The Debtors have tens of thousands of potential creditors and, together with their non-debtor affiliates, operate an integrated global business network comprised of over one hundred domestic and foreign entities. Given the scope and complexity of the Debtors’ businesses, coupled with the limited time and resources available to the Debtors to compile the required information, I submit that requiring the Debtors to complete the Schedules and Statements during the period of time following the Petition Date would be unnecessarily burdensome to the Debtors. Therefore, I believe that an extension of the deadline to file the Schedules and Statements is warranted.

56. Additionally, the Debtors consist of 16 separate entities, many of which may hold a substantial or controlling interest of another entity within the meaning of Bankruptcy Rule 2015.3. I believe that cause exists to extend the deadline for filing the 2015.3 Reports as requested herein, based on (a) the size, complexity and geographic reach of the Debtors’ businesses and (b) the substantial burdens imposed by compliance with Bankruptcy Rule 2015.3 in the early days of these chapter 11 cases. Furthermore, extending the deadline for filing the 2015.3 Reports will enable the Debtors to work with their financial advisors and the U.S. Trustee to determine the appropriate nature and scope of the 2015.3 Reports and any proposed modifications to the reporting requirements established by Bankruptcy Rule 2015.3.

57. Finally, the Debtors submit that preparing the Equity Holders List and sending the notice of commencement of these chapter 11 cases to all parties on the Equity Holders List will

be burdensome, time-consuming, expensive and serve little or no beneficial purpose. Instead, the Debtors will provide the parties on the Equity Holders List with notice of the bar date and an opportunity to assert their interests, in the event that they are required to file proofs of interest. Thus, the relief requested by the Debtors will not prejudice the equity security holders.

58. I believe that the relief requested in the Schedules and Statements Motion is in the best interests of the Debtors' estates, their creditors and all other parties in interest, and will enable the Debtors to continue to operate their businesses in chapter 11 without disruption. Accordingly, I respectfully submit that the Schedules and Statements Motion should be approved.

- (v) Debtors' Motion for an Order Authorizing the Establishment of Certain Notice, Case Management and Administrative Procedures (the "**Case Management Motion**")
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59. The Debtors seek entry of an order authorizing the establishment of certain notice, case management and administrative procedures (the "**Case Management Procedures**"). The Debtors believe that the Case Management Procedures will promote the efficient and orderly administration of these chapter 11 cases by, among other things: (a) limiting service of documents filed in these cases to those parties that have an interest in the subject matter thereof; (b) authorizing electronic service; and (c) fixing monthly omnibus hearings. At the same time, the Case Management Procedures ensure that appropriate notice is provided and do not seek to waive the substantive rights of any party in interest in these chapter 11 cases.

60. I believe that the relief requested in the Case Management Motion is in the best interests of the Debtors' estates, their creditors and all parties in interest and will enable the Debtors to continue to operate their businesses in chapter 11 without disruption. Accordingly, I respectfully submit that the Case Management Motion should be approved.

B. Operational Motions Requesting Immediate Relief⁷

- (i) Debtors' Motion for Interim and Final Orders (a) Authorizing, but Not Directing, the Debtors to Pay Taxes and Fees and (b) Authorizing Financial Institutions to Honor all Related Payment Requests (the "**Taxes Motion**")
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61. The Debtors request entry of interim and final orders authorizing, but not directing, the Debtors to pay certain income, sales, use, franchise and property taxes and other taxes, assessments, fees (including intellectual property fees) and similar charges.

62. In the ordinary course of operating their businesses, the Debtors collect and/or incur income taxes, sales taxes, use taxes, franchise taxes and fees, property taxes and other taxes, assessments, fees (including intellectual property fees) and similar charges (collectively, the "**Taxes and Fees**").⁸ The Debtors remit the Taxes and Fees to various federal, state and local (including foreign) taxing, licensing and other governmental authorities (collectively, the "**Authorities**"). The Debtors pay the Taxes and Fees monthly, quarterly, annually or biennially to the respective Authorities, in accordance with any applicable laws and regulations. The Debtors estimate that payments made pursuant to the proposed form of interim order for the Taxes Motion will not exceed \$4.5 million; however, if payments exceed that amount, the Debtors will promptly notify the U.S. Trustee.

63. The Debtors believe that many of the Taxes and Fees collected prepetition are not property of the Debtors' estates, and must for that reason be turned over to the Authorities. In any event, even if certain Taxes and Fees are not actually the property of the Authorities, they may give rise to priority claims. Moreover, failure to pay the Taxes and Fees could result in

⁷ The proposed orders with respect to these operational motions requesting immediate relief each provide that to the extent there is any inconsistency between the terms of the interim or final order approving the DIP Financing, if and when entered, and the proposed order, the terms of the interim and final order approving the DIP Financing, as applicable, shall govern.

⁸ The Debtors do not seek authority to collect and pay state and federal employee withholding taxes under this Motion, but rather request such authority as part of the Employee Wages and Benefits Motion (as defined below).

Authorities taking actions that might interfere with the Debtors' successful reorganization, including possibly bringing personal liability actions against directors, officers and other employees, which likely would distract key personnel, whose full-time attention to the Debtors' reorganization efforts is essential at this juncture. Any such business disruptions would likely erode the Debtors' customer base and negatively impact these chapter 11 cases. Accordingly, I respectfully submit that the Taxes Motion should be approved.

- (ii) Debtors' Motion for Entry of Interim and Final Orders Authorizing, But Not Directing, Debtors to (a) Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (b) Pay and Honor Employee Medical and Other Benefits and (c) Continue Employee Benefits Programs (the "**Employee Wages and Benefits Motion**")
-

64. The Debtors request the entry of interim and final orders authorizing, but not directing, the Debtors to pay prepetition wages, salaries, commissions and other compensation, taxes, withholdings and related costs and reimbursable employee expenses, pay and honor obligations relating to employee medical, insurance and other benefits programs, and continue their employee medical, insurance and other benefits programs on a postpetition basis.

65. As of the Petition Date, the Debtors employ approximately 9,100 employees, of whom approximately 8,000 are full-time employees (including full-time employees who are on vacation, temporary layoff, leaves of absence, sick leave or short- or long-term disability) regularly scheduled to work a minimum of 35, 37.5 or 40 hours per week, depending on location, on a continuing basis and approximately 1,100 are part-time employees (collectively, the "**Employees**"). The Debtors pay approximately 5,500 of their Employees (61%) on an hourly basis, while the remaining approximately 3,600 (39%) are paid on a salaried basis.

66. In addition to their Employees, the Debtors regularly supplement their workforce through the use of temporary employees and independent contractors. On an annual basis, the Debtors retain temporary employees through temporary staffing agencies (the "**Staffing Agency**

Employees”) and (b) independent contractors (the “**Independent Contractors**”); together with the Employees and the Staffing Agency Employees, the “**Workforce**”).

67. The Workforce performs a variety of critical functions, including sales, customer service, information technology, R&D, engineering, purchasing and a variety of administrative, legal, accounting, finance and management-related tasks. The skills and experience of the Workforce, as well as their relationships with customers and vendors and their knowledge of the Debtors’ infrastructure are essential to the Debtors’ ongoing operations and ability to effectively reorganize their businesses.

68. In providing benefits to the Workforce, the Debtors pay and incur a number of obligations (including employee contributions, claims and administrative fees to benefit providers) such as compensation, deductions and payroll taxes, cash incentive programs, equity plans, termination allowance programs, reimbursement expenses, relocation and expatriates expenses, health benefits, workers’ compensation benefits, vacation time, life insurance, accidental death and disability benefits, retirement and savings benefits and other benefits that the Debtors have historically provided in the ordinary course of business (collectively, and as more fully described herein, the “**Employee Obligations**”). Although the Debtors have honored the Employee Obligations in the ordinary course of business prior to the Petition Date, as of the date hereof, certain Employee Obligations may nevertheless be due and owing.

69. I believe the vast majority of the Workforce relies exclusively on their compensation to pay their daily living expenses. Consequently, the members of the Workforce will be exposed to significant financial difficulties if the Debtors are not permitted to honor obligations for unpaid compensation, benefits and reimbursable expenses. Moreover, if the Debtors are unable to satisfy such obligations, Employee morale and loyalty will be jeopardized

at a time when Employee support is critical. In the absence of such payments, I believe that the Employees may seek alternative opportunities, perhaps with the Debtors' competitors. Such a development would deplete the Workforce, thereby hindering the Debtors' ability to meet their customer obligations and likely diminishing stakeholder confidence in the Debtors' ability to successfully reorganize. Moreover, it is my opinion that loss of valuable Employees and the recruiting efforts that would be required to replace such Employees would be distracting at a time when the Debtors should be focusing on maintaining their operations.

70. I have no doubt that the Debtors must do their utmost to retain the Workforce by, among other things, continuing to honor wage, benefit and related obligations, including the Employee wages and certain benefits that accrued prepetition. Accordingly, I believe that the relief requested is in the best interests of the Debtors' estates and will enable the Debtors to continue to operate their businesses during these chapter 11 cases without disruption so as to avoid immediate and irreparable harm to the Debtors' estates. Accordingly, I respectfully submit that the Employee Wages and Benefits Motion should be approved.

- (iii) Debtors' Motion for an Order Authorizing Restrictions on Certain Transfers of Interests in the Debtors and Establishing Notification Procedures Relating Thereto Pursuant to Sections 105(a) and 362 of the Bankruptcy Code (the "**Transfers Motion**")
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71. The Debtors request that the Court enter an order authorizing the Debtors to establish procedures to protect the potential value of the Tax Attributes (defined below).

72. The Debtors have recently incurred, and are currently incurring, significant net operating losses ("**NOLs**") for U.S. federal income tax purposes. For tax periods through the 2010 tax year, the Debtors have reported on their federal income tax returns, as adjusted to account for certain settlements, (i) approximately \$1.1 billion of consolidated NOLs, and the Debtors estimate that as of December 31, 2011, they have incurred additional NOLs of

approximately \$800 million; (ii) approximately \$592 million of foreign tax credits (“**FTCs**”), and the Debtors estimate that as of December 31, 2011, they have incurred additional FTCs of approximately \$64 million; and (iii) approximately \$17 million of Federal Research and Development Credits (“**R&D Credits**”), and the Debtors estimate that as of December 31, 2011, they have incurred additional R&D Credits estimated to be approximately \$1.5 million. The Debtors also have additional state, local and foreign tax attributes, and may have net unrealized built-in tax losses (collectively, the “**Tax Attributes**”).

73. The Debtors expect to sell significant assets during the pendency of these chapter 11 cases, and in connection with these transactions, they may recognize substantial gain or other income and may, depending on market conditions, recognize significant additional income or gain in connection with certain other events. The Tax Attributes are of significant value to the Debtors and their estates because the Debtors can carry them forward to offset future taxable income. Any reduction in the Debtors’ tax liability would enhance the Debtors’ cash position for the benefit of all parties in interest.

74. The ability of the Debtors to use the Tax Attributes to offset future income, however, is subject to certain statutory limitations. Accordingly, the Debtors are seeking the approval of the procedures set forth in the Transfers Motion to preserve the Debtors’ ability to use their tax attributes and their ability to propose a chapter 11 plan and related transactions that maximize the value of the Tax Attributes following a chapter 11 plan.

75. I believe that the Tax Attributes are extremely valuable assets of the Debtors’ estates, the availability of which will facilitate the Debtors’ successful reorganization and potentially serve to significantly improve creditor recoveries. Accordingly, I respectfully submit that the Transfers Motion should be approved.

- (iv) Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing, But Not Directing, Debtors to (I) Pay Prepetition Claims of Shippers, Warehouseurs, Processors and Lien Claimants and (II) Pay Certain Customs Duties and Similar Incidental Prepetition Import Expenses and (B) Authorizing All Financial Institutions to Honor All Related Payment Requests (the "**Shippers, Lien Claimants and Customs Duties Motion**")
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76. The Debtors request entry of an order authorizing, but not directing, the Debtors to (a) pay certain prepetition claims of shippers, warehouseurs, processors and lien claimants and (b) pay certain prepetition customs duties and similar incidental prepetition import expenses.

77. The Debtors require the delivery of raw materials on a regular basis for the production and distribution of their finished products. The Debtors' pricing policies, marketing strategies and business operations rely on their ability to receive raw materials and distribute finished products in a timely fashion. To maintain their operations and efficiently transport raw materials and finished products, the Debtors depend upon the use of reputable domestic common carriers, truckers, rail carriers, barge owners and stevedores (the "**Shippers**") to deliver raw materials to the Debtors' production facilities and distribute finished products to the Debtors' customers. At any given time, there are numerous shipments of raw materials, works in progress and finished products en route to or from the Debtors' manufacturing facilities. If the Debtors do not pay prepetition ordinary course obligations owed to these Shippers, the Shippers might refuse to deliver or release such property to the Debtors until they are paid.

78. In the ordinary course of their businesses, the Debtors also rely upon certain third-party contractors to store raw materials and finished products (the "**Warehouseurs**"). These Warehouseurs hold the Debtors' goods and may refuse to release them pending payment from the Debtors in satisfaction of their claims, thereby disrupting the Debtors' operations. Furthermore, the Debtors rely on third-party processors to manufacture or finish goods to the Debtors' exact specifications (the "**Processors**," and, together with the Shippers and Warehouseurs, the

“**Possessory Lien Holders**”). At any given time, in the ordinary course of business, the Processors may be performing services on, and therefore have possession of, the Debtors’ supplies, raw materials, works in progress and finished goods.

79. The Debtors also rely on a number of third parties for maintenance and repair of machinery, tools and equipment used at and outside their facilities, as well as of the facilities themselves. Under applicable state law, under certain circumstances, many parties maintaining and repairing the Debtors’ property have a right to assert and perfect construction, materialmen’s, mechanics’ or other similar statutory liens, which attach to the Debtors’ property (the “**Statutory Lien Claimants**”). The Statutory Lien Claimants will be entitled to assert and perfect liens against the Debtors’ property during these chapter 11 cases with respect to their prepetition claims against the Debtors (such claims, to the extent of a valid statutory lien right under applicable state law, the “**Statutory Lien Claims**”).

80. In the ordinary course of business, the Debtors purchase from overseas certain of the raw materials, parts, components, finished goods, tooling, machinery and equipment that they use in the operation of their businesses, and then import such goods into the U.S. (the “**Imported Goods**”). Without the continued and uninterrupted purchase and delivery of the Imported Goods, the Debtors could not continue business in the ordinary course with their suppliers and maintain the continued and uninterrupted distribution of their finished products. If the associated Customs Duties⁹ are not timely paid, the United States Customs and Border Protection Agency and other similar authorities may demand liquidated damages, assess interest, impose sanctions or take other precipitous actions on account of the unpaid Customs Duties.

⁹ Customs Duties shall be defined as customs duties and similar incidental import expenses, including, without limitation, any prepetition amounts owed to the Debtors’ customs brokers, even if the Debtors incurred the relevant liability prior to the Petition Date.

81. In light of the foregoing, the Debtors request authorization, but not direction, to pay (a) any amounts owed to the Possessory Lien Holders, (b) the Statutory Lien Claims and (c) the Customs Duties to the extent that the Debtors determine, in the exercise of their business judgment, that such payment is critical to ensure the continued operation of the Debtors' businesses on a postpetition basis; *provided, however*, that within 21 days after the Petition Date, the Debtors only will pay such amounts to the extent that the Debtors determine, in the exercise of their business judgment, that such payment is necessary to avoid immediate and irreparable harm to the Debtors; *provided further*, that in no event shall the Debtors pay any Shipping Charges, Statutory Lien Claims or Customs Duties before such amounts are due and payable. I believe that such relief is in the best interests of the Debtors, their estates and creditors, and will enable the Debtors to continue to operate their businesses in chapter 11 without disruption. Accordingly, I respectfully submit that the Shippers, Lien Claimants and Customs Duties Motion should be approved.

- (v) Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing, But Not Directing, Debtors to Maintain and Administer Customer Programs and Honor Related Prepetition Obligations to Customers and (B) Authorizing All Financial Institutions to Honor All Related Payment Requests (the "**Customer Programs Motion**")
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82. The Debtors seek entry of an order authorizing, but not directing, the Debtors to (a) continue to maintain and administer prepetition customer programs, promotions and practices and pay and otherwise honor their obligations to customers relating thereto in the ordinary course of business consistent with past practice and (b) continue to develop and/or maintain and implement their customer programs postpetition in the ordinary course of business consistent with past practice, as the Debtors determine is necessary in the exercise of the Debtors' business judgment.

83. The Debtors have been at the forefront of highly competitive industries for more than 100 years, including film, digital imaging and printing, and have achieved this by engendering strong brand loyalty among their end-user consumers and establishing substantial credibility among distributors, merchants and competitors. To develop and sustain their positive reputation in the marketplace, the Debtors have dedicated extensive time and resources to creating and implementing a wide variety of programs and practices designed to acquire and retain customers, grow market share and, ultimately, generate sales and enhance long-term viability. The Debtors believe such programs and practices have been successful business strategies that play an important role in the purchasing decisions of customers within the Debtors' markets and distribution channels.

84. The Debtors market and sell their products both directly to retail and business consumers and merchants as well as through distributors (collectively, the "**Customers**"). In the ordinary course of business, the Debtors develop and implement a diverse range of customer programs and practices to attract these consumers and distributors, which, for purposes of the Customer Programs Motion, are organized into the following broad categories (as each of the same may be amended, modified or supplemented from time to time in the ordinary course, collectively, the "**Customer Programs**"):

1. Warranties. Consistent with industry practice, the Debtors maintain warranty policies, which the Debtors believe are essential to their reputation and encourage a greater number of orders. The Debtors provide warranties on both the consumables sold to consumers and merchants and equipment, such as photo-printing kiosks, installed at various retail and commercial locations. To further support their Customers' concerns and questions regarding problems with products or services, the Debtors engage third-party call centers to answer questions and take repair service requests.
2. Refunds, billing adjustments and other credits. Consistent with industry practice, the Debtors maintain return policies for the benefit of, and make certain billing adjustments and issue various other minor credits to, their

Customers. The Debtors believe that these practices are essential to their reputation and encourage a greater number of orders from their Customers.

3. Purchasing incentives and marketing allowances. In the ordinary course of business, the Debtors offer various consumer purchasing incentives and marketing allowances in an effort to, among other things, attract new consumers and/or market cross- or up-selling opportunities to existing Customers. Although the nature and extent of these consumer promotions tend to vary over time and among businesses, customary examples include rebates, price protection or free gifts with the purchase of the Debtors' products.
4. Revenue Sharing Programs. The Debtors engage in various revenue sharing programs. In a typical arrangement, the Debtors collect all proceeds, take their agreed upon percentage, and remit the remainder to the Customer at a later date. The Debtor typically remits the predetermined share of the revenue back to the Customer on a monthly or bi-monthly basis.
5. Financing Programs. The Debtors maintain various financing programs with financial institutions that allow Customers to finance high-cost products. Customers lease the products from the applicable financial institution, and make monthly lease payments to the financial institution lessor. The financial institution pays the Debtors the full purchase price of the financed product.
6. Trade Associations. The Debtors participate in several trade shows sponsored by associations for which it is a member throughout the year as a way to showcase their latest products with potential and existing Customers. In order to maintain a consistent presence, deposits and equipment purchased and designed for the shows must be placed up to a year in advance to secure a prime location.
7. Indemnification and limitations on liability. To incentivize merchants and distributors to purchase the Debtors' products and services, the Debtors frequently provide indemnity and other limitations on liability. For example, the Debtors typically indemnify Customers from any claim that an electronic consumable, such as an inkjet printer, infringes a U.S. patent or a copyright enforceable in the U.S., and generally indemnify purchasers from any personal or bodily injury or property damage caused by a defect in the product.

85. It is critically important to the Debtors' long-term viability that they maintain the loyalty and trust of their Customers, preserve their brand equity and protect their reputation,

particularly while operating in chapter 11. The Debtors must be able to assure their Customers and send a strong message to the marketplace that they are willing and able to honor their prepetition obligations to their Customers and continue to maintain and/or develop, implement and administer their Customer Programs in the ordinary course of business consistent with the same integrity and accountability for which they are well known. Therefore, I believe that maintaining the Customer Programs will help preserve the Debtors' valuable relationships with their Customers and goodwill, which will inure to the benefit of all the Debtors' creditors and benefit their estates. Accordingly, I respectfully submit that the Customer Programs Motion should be approved.

- (vi) Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing, But Not Directing, Debtors to Pay Certain Prepetition Claims of Critical Vendors and Approving Related Procedures and (B) Authorizing All Financial Institutions to Honor All Related Payment Requests (the "**Critical Vendors Motion**")

86. The Debtors request entry of an order authorizing, but not directing, the Debtors to pay certain prepetition claims (the "**Critical Vendor Claims**") of their Critical Vendors (as defined below) up to an aggregate cap of \$40 million (the "**Critical Vendor Cap**") in accordance with certain procedures set forth more fully in the Critical Vendors Motion, to the extent that the Debtors determine, in the exercise of their business judgment, that such payment is critical to ensure that a Critical Vendor will provide essential goods and services to the Debtors on a postpetition basis; *provided, however*, that within 21 days after the Petition Date, the Debtors only will make payments to a Critical Vendor to the extent that the Debtors determine, in the exercise of their business judgment, that such payment is necessary to avoid immediate and irreparable harm to the Debtors; *provided further*, that in no event shall the Debtors pay any Critical Vendor Claims before such amounts are due and payable.

87. In order to stabilize the Debtors' operations, and to smoothly transition into chapter 11, it is imperative that the Debtors normalize their global supply relationships. Failure to do so would result in extremely adverse business effects given the current pressure on the Debtors' already strained supply chain. The Debtors believe that the majority of their vendors will be comforted by the increased liquidity made available to them under the Debtors' anticipated debtor-in-possession financing; therefore, the Debtors are optimistic that their trade terms ultimately will stabilize over the course of these chapter 11 cases. In some limited instances, however, the Debtors anticipate that certain vendors may refuse to do business with the Debtors unless those vendors are paid their prepetition claims in full.

88. With the assistance of their professional advisors, the Debtors have spent significant time reviewing and analyzing their books and records and consulting operations management and purchasing personnel to identify certain critical business relationships and/or suppliers of goods and services, the loss of which could immediately and irreparably harm the Debtors' businesses, shrink their market share, reduce their enterprise value and/or impair going-concern viability (the "**Critical Vendors**"). The Debtors only propose to pay Critical Vendor Claims, up to the Critical Vendor Cap, where such payment is necessary to ensure that the particular Critical Vendor will provide necessary goods and services to the Debtors postpetition.

89. To ensure that the Debtors' business operations will be minimally impacted during these chapter 11 cases, the Debtors seek to condition payments to a Critical Vendor upon an agreement by such Critical Vendor to: (a) provide normal, reasonable and customary price, service, quality and payment terms ("**Customary Trade Terms**") to the Debtors on a postpetition basis; and (b) continue to extend Customary Trade Terms to the Debtors' non-debtor foreign subsidiaries (the "**Debtors' Foreign Affiliates**") and not attempt to recover from the

Debtors' Foreign Affiliates any prepetition amounts due to such vendor from the Debtors, to the extent applicable.

90. The Debtors also propose that if a Critical Vendor refuses to supply goods and/or services to the Debtors on Customary Trade Terms following receipt of payment on its Critical Vendor Claim, or fails to comply with any other agreement entered into between such Critical Vendor and the Debtors, the Debtors may declare that such Critical Vendor is in breach of its agreement. To the extent that such Critical Vendor fails to cure such default or reach a more favorable alternative agreement with the Debtors, the Debtors may: (a) seek injunctive relief to compel performance pursuant to the existing agreement; (b) declare the payment of the applicable Critical Vendor Claim an avoidable postpetition transfer pursuant to section 549(a) of the Bankruptcy Code; and (c) demand that the creditor immediately return such payments in respect of the Critical Vendor Claim to the extent that the aggregate amount of such payments exceeds the postpetition obligations then outstanding without giving effect to alleged setoff rights, recoupment rights, adjustments or setoffs of any type whatsoever.

91. Authority to satisfy the Critical Vendor Claims in the initial days of these chapter 11 cases without disrupting the Debtors' operations will send a clear signal to the marketplace that the Debtors are willing and, importantly, able to conduct business as usual. Given the highly competitive nature of the industries in which the Debtors operate and the fact that, in many instances, the Debtors' competitors are ready and willing to attempt to fill any voids created by these cases, it is imperative that the Debtors be able to pay or otherwise satisfy the Critical Vendor Claims. Doing so is necessary to ensure that the Debtors maintain their reputation and market share notwithstanding the commencement of these cases. Any loss of reputation and

market share could have a ripple effect throughout the Debtors' businesses and, in turn, jeopardize their reorganization efforts.

92. For the foregoing reasons, I believe that the relief requested in the Critical Vendors Motion is in the best interests of the Debtors, their estates and creditors. Accordingly, I respectfully submit that the Critical Vendors Motion should be approved.

(vii) Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing, But Not Directing, Debtors to Pay Prepetition Claims of Certain Foreign Vendors and Approving Related Procedures and (B) Authorizing All Financial Institutions to Honor All Related Payment Requests (the "**Foreign Vendors Motion**")

93. The Debtors request entry of an order authorizing, but not directing, the Debtors to pay certain prepetition claims (the "**Foreign Vendor Claims**") of their Foreign Vendors (as defined below) up to an aggregate cap of \$60 million (the "**Foreign Vendor Cap**") in accordance with certain procedures set forth more fully in the Foreign Vendors Motion, to the extent that the Debtors determine, in the exercise of their business judgment, that such payment is critical to ensure that a Foreign Vendor will provide essential goods and services to the Debtors on a postpetition basis; *provided, however*, that within 21 days after the Petition Date, the Debtors only will make payments to a Foreign Vendor to the extent that the Debtors determine, in the exercise of their business judgment, that such payment is necessary to avoid immediate and irreparable harm to the Debtors; *provided further*, that in no event shall the Debtors pay any Foreign Vendor Claims before such amounts are due and payable.

94. Given the size, sophistication and global nature of their businesses, the Debtors regularly transact business with vendors located outside of the U.S. and its territories. Certain of these foreign vendors provide goods and services that are absolutely essential to the Debtors' operations and may refuse to continue to do business with the Debtors after the commencement of these chapter 11 cases (the "**Foreign Vendors**"). Notably, these Foreign Vendors include

vendors, service providers or other non-governmental entities that are not known to have assets within the U.S. that would be subject to the jurisdiction of the Court and that would otherwise be available to satisfy a judgment entered by the Court if such entities were to violate the automatic stay or take any actions contrary to an order of the Court. The Debtors only propose to pay Foreign Vendor Claims, up to the Foreign Vendor Cap, where such payment is necessary to ensure that particular Foreign Vendor will provide necessary goods and services to the Debtors postpetition.

95. As with Critical Vendors, the Debtors seek to condition payments to a Foreign Vendor upon an agreement by such Foreign Vendor to: (a) provide Customary Trade Terms to the Debtors and, to the extent applicable, the Debtors' Foreign Affiliates on a postpetition basis, and (b) not attempt to recover from the Debtors' Foreign Affiliates any prepetition amounts due to such vendor from the Debtors, to the extent applicable. Furthermore, the Debtors also propose that if a Foreign Vendor refuses to supply goods and/or services to the Debtors on Customary Trade Terms following receipt of payment on its Foreign Vendor Claim, or fails to comply with any other agreement entered into between such Foreign Vendor and the Debtors, the Debtors may seek to exercise remedies substantially similar to those set forth immediately above in connection with the Critical Vendors Motion.

96. Any delay in payments that could cause any of the Foreign Vendors to terminate, especially suddenly, their complex relationship with the Debtors would impose significant and unnecessary administrative burdens at a critical stage of these chapter 11 cases. In addition to the concerns associated with all essential vendors, it is critical that the Debtors have the flexibility to deal with their Foreign Vendors, as they may have confused and guarded reactions to U.S. bankruptcy laws and process. The Debtors believe that many such vendors may threaten

to cease supplying the Debtors unless the Debtors make payments on account of prepetition obligations. Although the Debtors believe any such threats may in theory be actionable as a violation of the automatic stay and, in other instances, the Debtors are willing to replace one recalcitrant foreign vendor with another one willing to do business, there are certain Foreign Vendors as to which any short-term disruption could harm the Debtors' ability to receive raw materials necessary to produce numerous key products or finished goods necessary to fulfill outstanding orders, or otherwise jeopardize the Debtors' ability to operate going forward.

97. In light of the foregoing, I believe that the relief requested in the Foreign Vendors Motion is in the best interests of the Debtors, their estates and creditors. Accordingly, I respectfully submit that the Foreign Vendors Motion should be approved.

(viii) Debtors' Motion for Interim and Final Orders Authorizing the Debtors to (A) Continue Using Their Existing Cash Management System, Bank Accounts and Business Forms, (B) Maintain Existing Investment Practices, (C) Continue Intercompany Transactions and (D) Provide Postpetition Intercompany Claims Administrative Expense Priority (the "**Cash Management Motion**")

98. The Debtors request the entry of an order authorizing the Debtors to continue using their existing cash management system, bank accounts and business forms, continue intercompany transactions and providing postpetition intercompany claims administrative expense priority, and maintain their existing investment practices.

(a) *The U.S. Banking System*

99. In the ordinary course of business, the Debtors utilize a coordinated, centralized cash management system (the "**U.S. Banking System**") through which funds are received, aggregated and disbursed to pay various business-related expenses. The Debtors maintain current and accurate accounting records of all daily cash transactions with third parties and by and between Debtor entities.

100. The Debtors' businesses and financial affairs are exceedingly complex, requiring the collection, disbursement and movement of funds through numerous bank accounts. The U.S. Banking System is an essential business practice that the Debtors utilize in the ordinary course to manage their finances as efficiently as possible and to ensure the availability of cash when and where necessary in the Debtors' enterprise.

101. The U.S. Banking System is managed primarily by the Debtors' U.S. Treasury Operations team with assistance from the Debtors' U.S. Purchasing Operations team, both located in Rochester, New York.¹⁰ The U.S. Banking System facilitates certain control, forecasting, reporting and monitoring processes that are vital to the Debtors' operations and management of their cash flows. The U.S. Banking System is composed of approximately 66 bank accounts (collectively, the "**Bank Accounts**") maintained at 12 banks. The focal point of the Debtors' U.S. Banking System is a concentration account maintained at Citibank. The Debtors also maintain concentration accounts at Mellon Bank, PNC Bank, Bank of America, KeyBank and two branches of Citizens Alliance Bank.

102. The continued use of the U.S. Banking System will facilitate the transition into these chapter 11 cases by, among other things, avoiding administrative inefficiencies and expenses and minimizing delays in payment of postpetition debts. The Debtors respectfully submit that parties in interest will not be harmed by their maintenance of the existing U.S. Banking System because, with the assistance of their professionals, the Debtors have implemented appropriate mechanisms to ensure that unauthorized payments will not be made on account of obligations incurred prior to the Petition Date.

(b) *The Debtors' Existing Business Forms and Checks*

¹⁰ The U.S. Treasury Operations team also participates in cash management of non-Debtor Canadian affiliates Kodak Graphic Communications Canada Company ("**KGCCC**") and Kodak Canada Inc.

103. In the ordinary course of business, the Debtors use a multitude of check types. Additionally, the Debtors use a variety of correspondence and business forms, including, but not limited to, letterhead, purchase orders and invoices. To minimize the expense to the Debtors' estates associated with developing and/or purchasing entirely new forms, the delay in conducting business prior to obtaining such forms and the confusion of employees, customers and suppliers, the Debtors seek authority to continue to use all correspondence and business forms as such forms existed immediately prior to the Petition Date, without reference therein to the Debtors' status as debtors in possession. The Debtors will use their reasonable best efforts to mark "debtor in possession" on their business forms as soon as reasonably practicable following the Petition Date.

104. The Debtors have prepared communications materials to distribute to the various parties with whom they conduct business, which will, among other things, inform such parties of the commencement of these chapter 11 cases. The Debtors believe that these direct communications will provide adequate notice of the Debtors' status as debtors in possession.

(c) Intercompany Transactions

105. The Debtors' businesses are operationally and functionally linked, both to each other and to those of their non-Debtor affiliates. In order to permit ordinary course operations of the Debtors' businesses and to preserve the value of their investments in their non-Debtor subsidiaries, certain intercompany transactions (the "**Intercompany Transactions**") must be preserved. If the Intercompany Transactions are discontinued, the Debtors' operations will be significantly disrupted.

106. At any given time, claims may exist among the Debtors and among the Debtors and their non-Debtor affiliates. These claims result from the Intercompany Transactions made in the ordinary course of business that are an essential component of the U.S. Banking System. The

Intercompany Transactions ensure that cash and materials are available to support the operations of Debtors and are necessary for the operation of non-Debtor affiliates expected to produce long-term value to the Debtors' estates. Maximization of the Debtors' equity interests in their subsidiaries and affiliates is in the best interest of the Debtors, their estates and all parties in interest.

(d) Investment Practices

107. During the course of these chapter 11 cases, the Debtors will invest any excess cash (a) in certain money market accounts (the "**Money Market Funds**") that (i) only invest in obligations issued or guaranteed by U.S. government agencies, authorities, instrumentalities or sponsored enterprises and (ii) carry the highest possible ratings under Standard & Poor's Ratings Services and Moody's Investor Service, Inc. or (b) in banking institutions that are designated as authorized depositories by the U.S. Trustee Operating Guidelines and Financial Reporting Requirements for Debtors in Possession and Trustees. By investing in the Money Market Funds, the Debtors will be able to earn interest on excess cash, as contemplated by section 345(a) of the Bankruptcy Code, without incurring the administrative costs and compliance risk associated with managing a portfolio of direct purchases of U.S. Government Securities.

108. Given the substantial economic scale and geographic reach of the Debtors' business operations, I believe that any disruption to the U.S. Banking System could impede a successful reorganization of the Debtors' businesses. I believe that the relief requested in the Cash Management Motion is in the best interests of the Debtors' estates and will enable the Debtors to operate their businesses during these chapter 11 cases without disruption. Accordingly, I respectfully submit that the Cash Management Motion should be approved.

(ix) Debtors' Considerations Related to Venue

109. The Debtors considered their venue options in light of the best interests of the Debtors, their estates and their stakeholders.

110. The initial chapter 11 petition was filed by Debtor Kodak Realty Inc. (“**Kodak Realty**”), a corporation organized under the laws of the State of New York since 1965, and a 100% owned subsidiary of EKC. The Debtors determined that the Southern District of New York (“**SDNY**”) is the optimal venue for the Debtors’ chapter 11 cases, balancing each of the following considerations: the location of Kodak’s (i) creditors and their advisors, (ii) employees and retirees, (iii) professional advisors, (iv) postpetition lenders and their advisors, and (v) operations and assets.

111. Although Kodak is headquartered in Rochester, New York, its employees, operations and assets are located throughout the world. Moreover, approximately 70% of Kodak’s sales and half of its employees are located outside the United States. Even within the United States, Kodak has major operations and employees in, among other places, Atlanta, Dayton and San Diego. As a global business, Kodak’s creditors are substantially international. In addition to holders of its public debt securities, Kodak anticipates working constructively with significant creditors from the United Kingdom, as well as other foreign jurisdictions, who have substantial claims against the Debtors. For these reasons, the Debtors believe that SDNY is the most convenient point of access for all parties involved, and will lend itself well to the economic and efficient administration of the Debtors’ chapter 11 cases.

112. Kodak is mindful, however, of its substantial and important connection to Rochester. In particular, Kodak intends to give its Rochester stakeholders, such as its resident employees and retirees, access to information through its restructuring website, for which there is a link on www.kodak.com, advertisements that will run in local Rochester papers that will

contain website and phone numbers for more information on these chapter 11 cases, and other communications directed at resident stakeholders. Additionally, Kodak has arranged with CourtCall to provide no cost listen-only access to hearings for those non-attorney stakeholders outside the New York City area for which paying CourtCall's normal rates would be a financial hardship.

V.
Local Rule 1007 Disclosures

113. Pursuant to and in accordance with Bankruptcy Rule 1007(d) and Local Rule 1007-2, the following information is attached hereto and incorporated by reference herein:

114. *Schedule 1.* Schedule 1 sets forth a list of the names and addresses and, where available, telephone numbers of the creditors holding the 50 largest unsecured claims against the Debtors (on a consolidated basis), excluding insiders, and (where available) the name of the person familiar with the Debtors' account. This list also includes the amount of each claim, and, if appropriate, an indication whether such claim is contingent, unliquidated, disputed or partially secured, subject to the Debtors' rights to dispute the validity of any claims.

115. *Schedule 2.* Schedule 2 sets forth a list of the names and addresses of the creditors holding the five largest secured claims against the Debtors (on a consolidated basis). This list also includes the amount of each claim, a brief description of the type of collateral securing the claim, and whether the claim or lien is disputed, subject to the Debtors' rights to dispute the validity of any claims. The value of the collateral securing these claims remains undetermined.

116. *Schedule 3.* Schedule 3 sets forth a summary of the assets and liabilities of the Debtors on a consolidated basis, as of June 30, 2009, which has not been audited and is subject to change.

117. *Schedule 4.* Schedule 4 lists the number and classes of shares of stock, debentures, and other securities of the Debtors that are publicly held and the number of holders thereof.

118. *Schedule 5.* Schedule 5 sets forth a list of the Debtors' property that is in the possession or custody of any custodian, public officer, mortgagee, pledgee, assignee of rents or secured creditor (other than bank accounts which may be subject to claims or setoff), or agent for any such entity.

119. *Schedule 6.* Schedule 6 sets forth a list of the premises owned, leased or held under other arrangement from which the Debtors operate their business.

120. *Schedule 7.* Schedule 7 sets forth a list of the locations of the Debtors' substantial assets and books and records, and the nature, location and value of any assets held by the Debtors outside the territorial limits of the U.S.

121. *Schedule 8.* Schedule 8 sets forth a list identifying the nature and present status of each action or proceeding, pending or threatened, against the Debtors or their property, where a judgment against the Debtors or a seizure of their property may be imminent.

122. *Schedule 9.* Schedule 9 sets forth a list of the names of the individuals who comprise the Debtors' existing senior management, their tenure with the Debtors and a brief summary of their relevant responsibilities and experience.

123. *Schedule 10.* Schedule 10 sets forth a list identifying the estimated amount of the gross weekly payroll to employees (exclusive of officers and directors) and the estimated amount to be paid to officers, directors, stockholders, and financial and business consultants retained by the Debtors, for the thirty-day period following the filing of the Debtors' chapter 11 petitions.

124. *Schedule 11.* Schedule 11 sets forth a list of the estimated cash receipts and disbursements, net cash gain or loss, and unpaid obligations and receivables expected to accrue but remaining unpaid (other than professional fees), for the thirty-day period following the filing of the Debtors' chapter 11 petitions.

125. *Schedule 12.* Schedule 12 sets forth a list of the committees formed prior to the filing of the Debtors' chapter 11 petitions..

126. Notwithstanding anything in this Declaration or on any of the exhibits attached hereto to the contrary, nothing contained in this Declaration or on any of the exhibits or schedules attached hereto is intended to be, or should be deemed or construed as, an admission with respect to: (a) the liability for, the amount of, the enforceability of or the validity of any claim; (b) the existence, validity, enforceability or perfection of any lien, mortgage, charge, pledge or other grant of security for any claim; (c) the proper characterization of any transaction or financing as a sale or financing; or (d) any interest, or lack of interest, of the Debtors in property. The Debtors specifically reserve the right to challenge any claim or any transaction or any alleged security for any claim on any and all bases, and to seek turnover of any property to the full extent permitted under the Code.

Conclusion

127. To minimize any loss of value to their business, the Debtors' immediate objective is to engage in business as usual following the commencement of these chapter 11 cases with as little interruption to the Debtors' operations as possible. If this Court grants the relief requested in the First Day Pleadings, I believe the prospect of achieving these objectives—to the maximum benefit of the Debtors' estates, creditors and parties in interest—will be substantially enhanced.

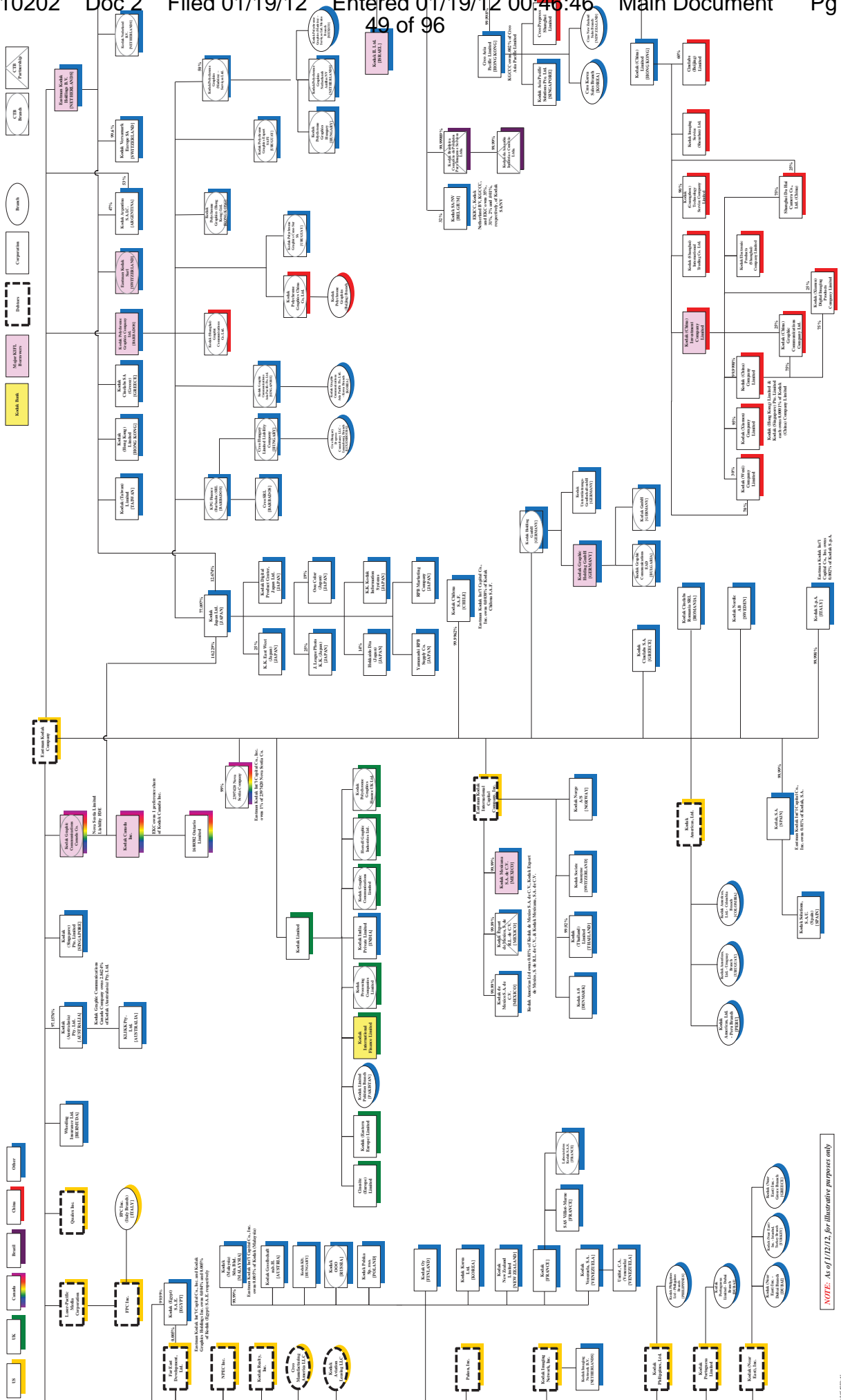
Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct.

Dated: January 18, 2012
New York, New York

By: /s/ Antoinette P. McCorvey
Name: Antoinette P. McCorvey
Title: Chief Financial Officer
and Senior Vice President

EXHIBIT A
CORPORATE CHART

Eastman Kodak Company
Corporate Structure



NOTE: As of 1/12/12, for illustrative purposes only

SCHEDULES 1-12

Local Rule 1007-2(a)

Schedule 1

Consolidated List of the Holders of the 50 Largest Unsecured Claims of the Debtors

Schedule 1

Consolidated List of 50 Largest Unsecured Claims (Excluding Insiders)¹

Pursuant to Local Rule 1007-2(a)(4), the following is a list of creditors holding, as of November 21, 2011, the 50 largest unsecured claims against the Debtors, on a consolidated basis, excluding claims of insiders as defined in 11 U.S.C. § 101.

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	DOLLAR AMOUNT OF CLAIM (if secured also state value of security)
The Bank of New York Mellon as Indenture Trustee	The Bank of New York Mellon, as Indenture Trustee ATTN: Corporate Trust Administration 101 Barclay Street, 8W New York, NY 10286 Tel: (212) 815-4779 Fax: (732) 667-9185	Unsecured Notes (2017 Sr. Unsecured Convertibles - 7.00%)		406,066,667
The Bank of New York Mellon as Indenture Trustee	The Bank of New York Mellon as Indenture Trustee ATTN: Corporate Trust Administration 101 Barclay Street, 8W New York, NY 10286 Tel: (212) 815-4779 Fax: (732) 667-9185	Unsecured Notes (2013 Sr. Unsecured Notes - 7.25%)		252,416,667
AOF IMAGING TECHNOLOGY (USA) INC.	AOF IMAGING TECHNOLOGY (USA) INC. ATTN: Albert Lin - VP 2/F., Continental Electric Building, No. 17 Wang Chiu Road Kowloon Bay, Kowloon Hong Kong Tel: 86-769-85535435 ext 6143 Fax: 86-769-85534957 Email: albertlin@sintai.com	Trade Debt		31,187,577

¹ The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. All claims are subject to customary offsets, rebates, discounts, reconciliations, credits, and adjustments, which are not reflected on this Schedule.

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	DOLLAR AMOUNT OF CLAIM (if secured also state value of security)
ATLC, Ltd.	ATLC, Ltd. ATTN: Ed Andre 100 Rialto Place, Suite 950 Melbourne, FL 32901 Tel: (321) 725-9605 Fax: (321) 725-1527 ----- Rumberger, Kirk & Caldwell, P.A. ATTN: David C. Willis, Esquire 300 S. Orange Ave., Suite 1400 (32801) P.O. Box 1873 Tel: (407) 839-2186 Fax: (407) 835-2086	Settlement Agreement and Release		26,400,000
CAL-COMP OPTICAL ELECTRONICS	CAL-COMP OPTICAL ELECTRONICS ATTN: Nova Chen - Director CP2 Div., Computer Peripherals BU 147, Section 3, Beishen Rd. Shengkeng Shiang, Taipei Taiwan 222, R.O.C. Tel: 886-2-7705-8001 ext 27410 (w) Email: hsumin@kinpogroup.com	Trade Debt		23,687,280
ALTEK CORPORATION	ALTEK CORPORATION ATTN: Jason Lin - VP 3F, No. 10, Li-Hsin Road Science-Based Industrial Park, Hsinchu Taiwan Tel: 886-3-578-4567 ext 1102 (Hsinchu) 886-2-875-6620 ext 3606 (Taipei) Email: JasonLin@altek.com.tw	Trade Debt		22,008,354
Sun Chemical Corporation	WEESP UNLIMITED ATTN: G.R. E. Jurgens, Managing Director Glenside Works, Mil Lane, palmerston, Dublin 20, Ireland Tel: 353 01 6206868 Fax: 353 01 6262573	Term Note		20,000,000

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	DOLLAR AMOUNT OF CLAIM (if secured also state value of security)
SONY STUDIOS	SONY STUDIOS ATTN: Stefan Litt 10202 W. Washington Blvd Culver City, CA 90232 Tel: (310) 244-6268 Email: stefan_litt@spe.sony.com	Trade Debt	Contingent	16,666,667
WARNER BROTHERS	WARNER BROTHERS ATTN: Darcy Antonellis 4000 Warner Blvd Burbank, CA 91522 Tel: (818) 977-4016 darcy.antonellis@warnerbros.com	Trade Debt	Contingent	14,175,000
XPEDX	XPEDX ATTN: Steve Bowden 6285 Tri Ridge Blvd. Loveland, Ohio 45140 Tel: (513) 965-2918 Email: steve.bowden@ipaper.com	Trade Debt		12,949,939
Nokia Corporation	Nokia Corporation ATTN: Vice President Intellectual Property Rights P.O. Box 226 FIN-00045 Nokia Group Finland Tel: 358-7180-08000 Email: iproyaltyreporting@nokia.com	Amended and Restated Sensor Agreement		12,000,000

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	DOLLAR AMOUNT OF CLAIM (if secured also state value of security)
PRIMAX ELECTRONICS LIMITED	PRIMAX ELECTRONICS LIMITED ATTN: Jack Pan - President No. 669, Ruey Kuang Road Neihu Taipei, Taipei Taiwan, R.O.C. Tel: 886-2-2798-9008 Fax: 886-2-8797-7730	Trade Debt		11,585,196
WALMART	WALMART ATTN: Kevin Oconnor 702 SW 8th Street Bentonville, Arkansas 72716 Tel: (479) 273-6281 Email: kevin.oconnor@wal-mart.com	Trade Debt		11,421,973
The Bank of New York Mellon as Indenture Trustee	The Bank of New York Mellon as Indenture Trustee ATTN: Corporate Trust Administration 101 Barclay Street, 8W New York, NY 10286 Tel: (212) 815-4779 Fax: (732) 667-9185	Unsecured Notes (2021 Sr. Unsecured Notes - 9.20%)		10,220,209
NBC Universal Inc. (UNIVERSAL STUDIOS & UNIVERSAL - FEATURES)	NBC Universal Inc. ATTN: Marcia Haynes 100 Universal City Plaza Universal City, CA 91608 Tel: (818) 777-3741 Email: marcia.haynes@nbcuni.com	Trade Debt	Contingent	9,275,570
TARGET	TARGET ATTN: Nik Nayar 1000 Nicollet Mall Minneapolis, MN 55403 Tel: (612) 696-8234 Email: nikhil.nayar@target.com	Trade Debt		9,009,509

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	DOLLAR AMOUNT OF CLAIM (if secured also state value of security)
BEST BUY	BEST BUYATTN: Lisa Farrell7601 Penn Ave South Richfield, MN 55423-3645 Tel: (612) 291-5608 Email: lisa.farrell@bestbuy.com	Trade Debt		8,397,115
PARAMOUNT STUDIOS	PARAMOUNT STUDIOS ATTN: Mark Christiansen 5555 Melrose Ave Los Angeles, CA 90038 Tel: (323) 956-7722 Email: mark_christiansen@paramount.com	Trade Debt	Contingent	6,750,000
SANYO ELECTRIC CO., LTD.	SANYO ELECTRIC CO., LTD. ATTN: Satoru Hotta - VP 5-5, Keihan-hondori 2-chome Moriguchi City, Osaka 570-8677 Japan Tel: 81-6-6994-1045 Email: Ryusuke.Date@sanyo.com	Trade Debt		4,994,354
OFFICE MAX	OFFICE MAX ATTN: Igor Anshakov 263 Shuman Blvd. Naperville, IL 60563 Tel: (630) 864-6423 Email: igoranshakov@officemax.com	Trade Debt		4,658,704
PREFERRED CARE INC	PREFERRED CARE INC ATTN: Lisa Brubaker - Exec. VP 220 Alexander St Rochester, NY 14607 Tel: (585) 258-8674 Email: lbrubaker@mvphhealthcare.com	Employee Benefits		4,350,643

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	DOLLAR AMOUNT OF CLAIM (if secured also state value of security)
DISNEY STUDIOS	DISNEY STUDIOS ATTN: Jeff Miller 500 S Buena Vista Burbank, CA 91521 Tel: (818) 560-3050 Email: jeff.miller@disney.com	Trade Debt	Contingent	4,162,500
FELIX SCHOELLER HOLDING GMBH & CO. KG	FELIX SCHOELLER HOLDING GMBH & CO. KG ATTN: Guido Hofmeyer, Sr VP PO Box 3667 D-49026 Osnabruck, Lower Saxony Germany Tel: (05 41) 38 00-0 Fax: (05 41) 38 00-425 Email: ghofmeyer@felix-Schoeller.com	Trade Debt		4,105,358
NANJING WANLIDA TECHNOLOGY CO LTD	NANJING WANLIDA TECHNOLOGY CO LTD ATTN: Jason Zeng - VP No. 618, Jiahe Road Xiamen, Fujian China 361006 Tel: 86-592-5700999 (8354) Email: jason@Malata.com	Trade Debt		3,663,550
FLEXTRONICS INTERNATIONAL LTD.	FLEXTRONICS INTERNATIONAL LTD. ATTN: EC Sykes -President Industrial 1007 Gibraltar Drive, Building # 7 Milipitas, CA 95035 Tel: (408) 576-5060 Email: ec.sykes@flextronics.com	Trade Debt		3,478,974
STAPLES	STAPLES ATTN: Mark Mettler 500 Staples Drive Framingham, MA 01702 Tel: (508) 253-5000 Fax: Email: mark.mettler@staples.com	Trade Debt		3,182,384

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	DOLLAR AMOUNT OF CLAIM (if secured also state value of security)
CVS	CVS ATTN: Jim Shiels 1 CVS Drive Woonsocket, RI 02895 Tel: (401) 770-2400 Email: jashiel@cvscaremark.com	Trade Debt		3,168,410
WYNIT	WYNIT ATTN: Pete Richichi 5801 East Taft Rd North Syracuse, New York 13212 Tel: (315) 437-1086 Email: prichichi@wynit.com	Trade Debt		3,126,229
The Bank of New York Mellon as Indenture Trustee	The Bank of New York Mellon as Indenture Trustee ATTN: Corporate Trust Administration 101 Barclay Street, 8W New York, NY 10286 Tel: (212) 815-4779 Fax: (732) 667-9185	Unsecured Notes (2018 Sr. Unsecured Notes - 9.95%)		3,104,000
AMAZON.COM	AMAZON.COM ATTN: Heather Cartwright 701 5th Ave Seattle, Washington 98104 Tel: (206) 683-7447 Email: heacart@amazon.com	Trade Debt		3,027,401
OFFICE DEPOT	OFFICE DEPOT ATTN: Randy Wick 6600 North Military Trail Boca Raton, FL 33496 Tel: (561) 438-4800 Email: randy.wick@officedepot.com	Trade Debt		2,899,193

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	DOLLAR AMOUNT OF CLAIM (if secured also state value of security)
ALCOA, INC.	ALCOA, INC. ATTN: Jennifer Fredieu - Account Manager 2300 North Wright Road Alcoa, TN 37701-3141 Tel: (865) 977-2386 Email: Jennifer.Fredieu@alcoa.com	Trade Debt		2,817,978
RYDER SYSTEM, INC.	RYDER SYSTEM, INC. ATTN: Steve Sensing VP-General Manager 1000 Corporate Centre Drive, Suite 350 Franklin, TN 37067 Tel: (615) 771-4039 x208 Fax: (615) 771-9914 Email: ssensing@ryder.com	Trade Debt		2,711,174
SAMS WHOLESALE CLUB	SAMS WHOLESALE CLUB ATTN: Joe Hartsig 2101 Simple Savings Drive Bentonville, Arkansas 72716 Tel: (479) 273-4000 Email: joe.hartsig@samsclub.com	Trade Debt		2,709,212
ADECCO S.A.	ADECCO S.A.ATTN: Deborah J. Cave-Harnden National Account Manager 1330 Lexington Ave Rochester, NY 14606 Tel: (585) 546-1660 Fax: (585) 262-3266 Email: deborah.cave@adeccona.com	Trade Debt		2,484,451
GE RICHARDS GRAPHIC SUPPLIES CO INC	GE RICHARDS GRAPHIC SUPPLIES CO INC ATTN: Jeff Wagner 928 Links Avenue (PO Box 339) Landisville, PA 17538 Tel: (717) 940-2384 Email: jwagner@gerichards.com	Trade Debt		2,345,011

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	DOLLAR AMOUNT OF CLAIM (if secured also state value of security)
DEUTSCH INC	DEUTSCH INC ATTN: Erica Grau - EVP, Dir. Of Client and Agency Operations 111 8th Ave. NY, NY 10011 Tel: (212) 981-8091 Fax: (212) 981-7525 Email: erica.grau@deutschinc.com	Trade Debt		2,295,056
MATSUSHITA ELECTRIC INDUSTRIAL CO., LTD.	MATSUSHITA ELECTRIC INDUSTRIAL CO., LTD. ATTN: Rick Martin 1-1 Matsushita-cho Moriguchi City, Osaka 570-8511 Japan Tel: (704) 992-1657 Email: rick.martin@us.panasonic.com	Trade Debt		2,274,068
JOHNSON CONTROLS, INC.	JOHNSON CONTROLS, INC. ATTN: Tom Bourke, VP and GM 507 E Michigan St, PO Box 423 Milwaukee, WI 53201-0423 Tel: (810) 714-0445 Email: thomas.f.bourke@jci.com	Trade Debt		2,247,999
TORAY INDUSTRIES, INC.	TORAY INDUSTRIES, INC. ATTN: Richard R. Schloesser - CEO 50 Belver Avenue North Kingstown, RI 02852-7500 Tel: (401) 294-4511 ext 2203 Email: rick.schloesser@toraytpa.com	Trade Debt		1,924,227
SANMINA-SCI CORPORATION	SANMINA-SCI CORPORATION ATTN: Tom Clawson - President Industrial 2700 North First Street San Jose, CA 95134 Tel: (408) 964-3298 Email: tom.clawson@sanmina-sci.com	Trade Debt		1,912,926

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	DOLLAR AMOUNT OF CLAIM (if secured also state value of security)
COLLINS INK CORP.	COLLINS INK CORP. ATTN: Lawerance Gamblin-Owner 1201 Edison Drive Cincinnati, OH 45216 Tel: (513) 948-9000 Email: lgamblin@collinsink.com	Trade Debt		1,889,468
INTERNATIONAL BUSINESS MACHINES CO	INTERNATIONAL BUSINESS MACHINES CO ATTN: Anthony Martinez - GM Managed Business Process Services 3301 Carrack Court Raleigh, NC 27613 Tel: (914) 766-4810 Email: tmart@us.ibm.com	Trade Debt		1,874,781
CHAMPION PHOTOCHEMISTRY INTERNATIONAL	CHAMPION PHOTOCHEMISTRY INTERNATIONAL ATTN: R. Fraser Mason - CEO PO Box 44105 RPO Wexford Plaza Brampton, ON L6Z 4V7, Canada Tel: (905) 670-7900 Fax: (905) 670-2581 Email: fraser@championphotochemistry.com	Trade Debt		1,746,376
OPTIMATION TECHNOLOGY INC	OPTIMATION TECHNOLOGY INC ATTN: Bill Pollock, President and CEO 50 High Tech Drive Rush, NY 14543 Tel: (585) 321-2300 Fax: (585) 321-2700 Email: bill.pollock@optimation.us	Trade Debt		1,736,932
MOSAIC SALES SOLUTIONS	MOSAIC SALES SOLUTIONS ATTN: Angie Damron-Beene Senior Director, Client Services 6051 N State Hwy 161 Irving, TX 75038-2236 Tel: (972) 870-4824 (direct) Fax: (972) 870-4845 Email: aidan.tracey@mosaic.com	Trade Debt		1,663,980

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE	NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	DOLLAR AMOUNT OF CLAIM (if secured also state value of security)
CRANEL INCORPORATED	CRANEL INCORPORATED ATTN: Craig Wallace 8999 Gemini Pkwy Columbus, Ohio 43240-2010 Tel: (614) 431-8000 Email: cwallace@cranel.com	Trade Debt		1,645,643
WIPRO LIMITED	WIPRO LIMITED ATTN: NS Bala - Senior VP 425 National Ave # 200 Mountain View, CA 94043 Tel: (650) 316-3522 Fax: (650) 316-3467 Email: nsbala@wipro.com	Trade Debt		1,640,773
State of California Franchise Tax Board	State of California Franchise Tax Board ATTN: Ms. Mary Genoese 1212 Avenue of the Americas – 4th Floor New York, NY 10036-1601 Tel: (718) 687-0145 (cell) Fax: (212) 575-1524 Email: mary.genoese@ftb.ca.gov	Tax Claim	Contingent, Unliquidated, and Disputed	Unknown, but estimated at over \$1,640,772
New York State Department of Taxation and Finance, Buffalo District Office	New York State Department of Taxation and Finance, Buffalo District Office ATTN: Mr. David Agnew 77 Broadway, Suite 112 Buffalo, NY 14203-1670 Tel: (716) 855-5843 Email: david.agnew@tax.ny.gov	Tax Claim	Contingent, Unliquidated, and Disputed	Unknown, but estimated at over \$1,640,772

Schedule 2

Consolidated List of Holders of 5 Largest Secured Claims

Schedule 2

Consolidated List of Holders of 5 Largest Secured Claims

Pursuant to Local Rule 1007-2(a)(5), the following lists the creditors holding, as of November 28, 2011, the five largest secured, noncontingent claims against the Debtors, on a consolidated basis, excluding claims of insiders as defined in 11 U.S.C. § 101.

Creditor¹	Mailing Address & Phone Number	Amount of Claim (in millions)	Type of Collateral	Value of Collateral (in millions)	Disputed
The Bank of New York Mellon	101 Barclay Street, 8W New York, NY 10286 ATTN: Corporate Trust Administration Telephone: (212) 815-4779 Facsimile: (732) 667-9185	\$517.6	All US assets, except for any asset which is or thereafter becomes a "Principal Property" as defined in the 1988 Indenture	Undetermined	
The Bank of New York Mellon	101 Barclay Street, 8W New York, NY 10286 ATTN: Corporate Trust Administration Telephone: (212) 815-4779 Facsimile: (732) 667-9185	\$258.6	All US assets, except for any asset which is or thereafter becomes a "Principal Property" as defined in the 1988 Indenture	Undetermined	
Bank of America, N.A.	20975 Swenson Drive, Suite 200, Waukesha, WI 53038 Attn: Brittany Seibert (Operations) 200 Front Street West Toronto, Ontario, M5V 3L2, ATTN: Medina Sales De Andrade (Credit), Teresa Tsui (Operations)	\$264.2	All US assets, except for any asset which is or thereafter becomes a "Principal Property" as defined in the 1988 Indenture and all assets of Kodak Canada in Canada	Undetermined	
PNC Merchant Services	Two PNC Plaza 620 Liberty Avenue Pittsburgh, PA 15222 Attn: Cristina Attai	\$3.5	Cash Reserve	\$3.5	
Imaging Financial Services, Inc. d/b/a EKCC	1120 Crosspointe Lane Suite 8-10 Webster, NY 14580 Telephone: (585) 545-2937 Fax: (585) 545-2976	\$3.1	Cash Reserve and equipment	\$3.1	

¹ The information set forth herein shall not constitute an admission of liability by, nor is it binding on, the Debtors.

Schedule 3

Condensed Consolidated Balance Sheet

Schedule 3

**Condensed Consolidated Balance Sheet¹ (unaudited)
as of September 30, 2011 and December 31, 2010**

(dollars in millions)

	September 30,	December 31,
	2011	2010
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 862	\$ 1,624
Receivables, net	1,052	1,196
Inventories, net	892	746
Deferred income taxes	59	120
Other current assets	<u>85</u>	<u>100</u>
Total current assets	2,950	3,786
Property, plant and equipment, net of accumulated depreciation of \$4,970 and \$4,985, respectively	948	1,037
Goodwill	285	294
Other long-term assets	<u>919</u>	<u>1,109</u>
TOTAL ASSETS	<u>\$ 5,102</u>	<u>\$ 6,226</u>
LIABILITIES AND EQUITY (DEFICIT)		
Current Liabilities		
Accounts payable, trade	\$ 673	\$ 959
Short-term borrowings and current portion of long-term debt	210	50
Accrued income and other taxes	37	343
Other current liabilities	<u>1,397</u>	<u>1,468</u>
Total current liabilities	2,317	2,820
Long-term debt, net of current portion	1,356	1,195
Pension and other postretirement liabilities	2,552	2,661
Other long-term liabilities	<u>526</u>	<u>625</u>
Total liabilities	<u>6,751</u>	<u>7,301</u>
Commitments and Contingencies (Note 7)		
Equity (Deficit)		
Common stock, \$2.50 par value	978	978
Additional paid in capital	1,114	1,105
Retained earnings	4,273	4,969
Accumulated other comprehensive loss	<u>(2,079)</u>	<u>(2,135)</u>
	4,286	4,917
Less: Treasury stock, at cost	<u>(5,937)</u>	<u>(5,994)</u>
Total Eastman Kodak Company shareholders' deficit	(1,651)	(1,077)
Noncontrolling interests	<u>2</u>	<u>2</u>
Total deficit	<u>(1,649)</u>	<u>(1,075)</u>
TOTAL LIABILITIES AND DEFICIT	<u>\$ 5,102</u>	<u>\$ 6,226</u>

¹ This consolidated balance sheet includes Eastman Kodak Corporation and its Debtor and non-Debtor subsidiaries.

Schedule 4

Publicly Held Securities

Schedule 4

Publicly Held Securities

Pursuant to Local Rule 1007-2(a)(7), the following lists the number and classes of shares of stock, debentures, and other securities of the Debtors that are publicly held (“**Securities**”) and the number of holders thereof. The Securities held by the Debtors’ directors and officers are listed separately.

Eastman Kodak Company Common Stock

Type of Security	Number of Shares	Approximate Number of Record Holders	As of
Common Stock \$2.50 par value	269,954,791 shares outstanding	50,096	October 28, 2011

Eastman Kodak Company Common Stock Held by the Debtors’ Non-Employee Directors¹

Name of Non-Employee Director	Number of Shares Owned	As of
Richard S. Braddock	410,698.34	January 3, 2012
Timothy M. Donahue	153,731.33	March 1, 2011
Michael J. Hawley	137,327.71	March 1, 2011
William Hernandez	144,925.09	March 1, 2011
Douglas R. Lebda	178,653.71	July 6, 2011
Kyle P. Legg	58,797	May 3, 2011
Delano E. Lewis	147,183.71	March 1, 2011
William G. Parrett	127,706	March 1, 2011
Joel Seligman	94,758	March 1, 2011

¹ Includes stock owned and options to purchase stock, stock appreciation rights, deferred stock, restricted stock and phantom stock units held by the director.

Name of Non-Employee Director	Number of Shares Owned	As of
Denis F. Strigl	113,213	March 1, 2011

**Eastman Kodak Company Common Stock
Held by the Debtors' Executive Officers²**

Name of Executive Officer	Number of Shares Owned	As of
Antonio M. Perez	5,968,904.12	January 5, 2012
Philip J. Faraci	1,647,163	January 5, 2012
Antoinette P. McCorvey	306,910	January 5, 2012
Pradeep Jotwani	687,201	June 6, 2011
Laura Quatela	409,184	January 5, 2012

² Includes stock owned and options to purchase stock, stock appreciation rights, deferred stock and restricted stock awarded under incentive plans held by the executive officer.

Public Bonds and Notes³

Type of Security	Aggregate Principal Face Amount	Approximate Number of Record Holders	As of
10.625% Senior Secured Notes due March 15, 2019	\$250,000,000	Undetermined	September 30, 2011
9.75% Senior Secured Notes due March 1, 2018	\$500,000,000	Undetermined	September 30, 2011
7.0% Convertible Senior Notes due April 1, 2017	\$400,000,000	Undetermined	September 30, 2011
7.25% Senior Unsecured Notes due 2013	\$250,000,000	Undetermined	September 30, 2011

³ The Debtors are unable to approximate the number of record holders of their public bonds as only information regarding the registered holder, typically the depository company, is available.

Schedule 5

Debtors' Property Not in the Debtors' Possession

Schedule 5

Debtors' Property Not in the Debtors' Possession

Pursuant to Local Rule 1007-2(a)(8), the following lists the Debtors' property that is in the possession or custody of any custodian, public officer, mortgagee, pledge, assignee of rents, secured creditor, or agent for any such entity.

In the ordinary course of business, on any given day, property of the Debtors (including security deposits or other collateral with counterparties to certain commercial relationships) is likely to be in the possession of various third parties, including maintenance providers, shippers, common carriers, materialmen, custodians, public officers, secured creditors, letter of credit and surety providers, or agents, where the Debtors' ownership interest is not affected. Because of the constant movement of this property, providing a comprehensive list of the persons or entities in possession of the property, their addresses and telephone numbers, and the location of any court proceeding affecting the property would be impractical.

Schedule 6

Owned or Leased Properties

Schedule 6

Owned or Leased Properties

Pursuant to Local Rule 1007-2(a)(9), the following lists the property or premises owned, leased or held under other arrangement from which the Debtors operate their businesses.

Owned or Lease Address	City	State	Zip Code	Country
1 Grace Street	Middleway	West Virginia	25430	USA
115 Canal Landing Blvd	Greece	New York	14626	USA
1349 Ridgeway Avenue	Rochester	New York	14615	USA
1361 Ridgeway Avenue	Rochester	New York	14615	USA
1391 Ridgeway Avenue	Rochester	New York	14615	USA
1447 St. Paul Street	Rochester	New York	14621	USA
1669 Lake Avenue (Eastman Business Park)	Rochester	New York	14650	USA
1999 Lake Avenue	Rochester	New York	14650	USA
2000 Lake Avenue, Building 81, Floors Basement, 1, 3, 4 and 5	Rochester	New York	14650	USA
2144 East State Street Ext.	Trenton	New Jersey	08619	USA
2235 Langdon Farm Road	Cincinnati	Ohio	45237	USA
2255 Mt. Read Blvd.- Service Road	Rochester	New York	14650	USA
961 Ridge Road West	Rochester	New York	14650	USA

Owned or Lease Address	City	State	Zip Code	Country
2363 Langdon Farm Road	Cincinnati	Ohio	45237	USA
2720 E Frontage Road	Weatherford	Oklahoma	73096	USA
343 State Street	Rochester	New York	14650	USA
4575 Highway 91 North	Mountain City	Tennessee	37683	USA
821 N Cahuenga Blvd	Hollywood	California	90038	USA
823-835 Seward Street	Hollywood	California	90038	USA
9952 Eastman Park Drive	Windsor	Colorado	80550	USA
One Polychrome Park	Columbus	Georgia	31907	USA
Riverside Avenue Extension	East Greenbush	New York	12061	USA
5430 Pinnacle Point Drive Suite 100	Rogers	Arkansas	72758	USA
3110 San Fernando Road	Burbank	California	91506	USA
1399 64th Street	Emeryville	California	94608	USA
1480 64th Street Suite 300	Emeryville	California	94608	USA
16275 Technology Drive	San Diego	California	92127	USA
6700 Santa Monica Blvd	Los Angeles	California	90038	USA
1017 N. Las Palmas	Los Angeles	California	90038	USA

Owned or Lease Address	City	State	Zip Code	Country
2300 Geng Road Suite 220	Palo Alto	California	94303	USA
15 Bank Street	Stamford	Connecticut	06901	USA
1250 H Street NW Suite 800	Washington	DC	20005	USA
4301 Vineland Road Suites E-7, 8, 9, 10, 11, 12	Orlando	Florida	32811	USA
5224 Miller Road, Section 2B Building B	Columbus	Georgia	31909	USA
770 Acco Plaza Drive Space A	Wheeling	Illinois	60090	USA
One Imation Way	Oakdale	Minnesota	55128	USA
6750 France Avenue South 200	Edina	Minnesota	55435	USA
1414 & 1422 Hoff Industrial Drive	O'Fallon	Missouri	63366	USA
4020 Stirrup Creek Drive Building 2A (Premises 100)	Durham	North Carolina	27703	USA
Greater Rochester International Airport, 1150 Scottsville Road	Rochester	New York	14624	USA
2600 Manitou Road	Rochester	New York	14624	USA
360 W 31St Street Floors 1& 2	New York	New York	10001	USA
50 Main Street Suite 1000	White Plains	New York	10606	USA
3000 Research Boulevard	Dayton	Ohio	45420	USA
2640 Manitou Road Building 9	Rochester	New York	14624	USA

Owned or Lease Address	City	State	Zip Code	Country
2640 Manitou Road Bldg. 13	Rochester	New York	14624	USA
1669 Lake Avenue	Rochester	New York	14650	USA
88 Prestige Park Circle	East Hartford	Connecticut	06108	USA
401 Merritt 7 Corporate Park	Norwalk	Connecticut	06851	USA
1355 Rock Mountain Blvd	Stone Mountain	Georgia	30085	USA
3003 Summit Blvd 11th, 12th	Atlanta	Georgia	30394	USA
3003 Summit Blvd – Basement storage	Atlanta	Georgia	30394	USA
5224 Miller Road Space 6, Bldg. A	Columbus	Georgia	31909	USA
5224 Miller Road Suite 3B	Columbus	Georgia	31909	USA
3100 Research Blvd. Pod 7	Kettering	Ohio	45420	USA
88 Corporate Center, Unit 2901, Valero cor.Sedeno Street, Salcedo Village	Makati City	Metro Manila		Philippines
Land Adjacent to Plot B14, Al Saffa Park	Dubai			United Arab Emirates

Schedule 7

Location of Debtors' Assets, Books and Records

Location of Debtors' Substantial Assets

Books and Records

Debtors' Assets Outside the United States

Schedule 7

Location of Debtors' Assets, Books and Records

Pursuant to Local Rule 1007-2(a)(10), the following lists the locations of the Debtors' substantial assets, the location of their books and records, and the nature, location, and value of any assets held by the Debtors outside the territorial limits of the United States.

Location of Debtors' Substantial Assets

The Debtors have substantial assets located in each of the U.S. states at the locations reflected on Schedule 7.

Books and Records

The Debtors' books and records are located at Corporate Headquarters, 343 State Street, Rochester, New York, 14650.

Debtors' Assets Outside the United States

The Debtors' assets located outside of the United States include various raw materials, finished goods and fixed assets. The aggregate net book value of all assets located outside the United States as of December 31, 2011 is approximately \$13.5 million.

Schedule 8

Litigation

Schedule 8

Litigation

Pursuant to Local Rule 1007-2(a)(11), to the best of the Debtors' knowledge and belief, the Debtors are not aware of any actions or proceedings, pending or threatened, against the Debtors or their properties where a judgment against the Debtors or a seizure of their property may be imminent.

Schedule 9

Senior Management

Schedule 9

Senior Management of Eastman Kodak Company

Pursuant to Local Rule 1007-2(a)(12), the following provides the names of the individuals who comprise the Debtors’ existing senior management, a description of their tenure with the Debtors, and a brief summary of their relevant responsibilities and experience.

Name / Position	Experience / Responsibilities
<p>Antonio M. Perez, <i>Chairman and Chief Executive Officer</i> Eastman Kodak Company</p>	<p>Since joining the company in April 2003, Kodak’s current Chairman and Chief Executive Officer, Antonio M. Perez, has led the worldwide transformation of Kodak from a business based on film to one based primarily on digital technologies.</p> <p>Mr. Perez brings to the task his experience from a 25-year career at Hewlett-Packard Company, where he was a corporate vice president, a member of the company’s Executive Council and President of HP’s Consumer Business. Prior to that assignment, Mr. Perez served as President and CEO of HP’s inkjet imaging business for five years.</p> <p>After HP, Mr. Perez was President and CEO of Gemplus International, a leading Smart Card-based solution provider in the fast-growing wireless and financial markets, where he led the effort to take the company public.</p> <p>An American citizen born in Spain, Mr. Perez studied electronic engineering, marketing, and business in Spain and France. In 2009, he received an honorary doctorate degree from the University of Rochester.</p> <p>Effective January 1, 2012, Mr. Perez announced the creation of a new and simpler business structure for Kodak, one designed to increase productivity, reduce costs, and accelerate Kodak’s transformation into a digital company that delivers sustainable profits and creates value for its stakeholders. The new structure consists of two segments – the Commercial Segment and the Consumer Segment – which replace Kodak’s 3 former business groups, the Graphic Communications Group, the Consumer Digital Group and the Film, Photofinishing and Entertainment Group.</p> <p>The Commercial and Consumer Segments will report into the newly formed Chief Operating Office. That Office will be co-</p>

	<p>lead by Phil Faraci (Commercial Segment) and Laura Quatela (Consumer Segment). Each reports to Chairman and Chief Executive Officer, Antonio M. Perez.</p>
<p>Philip J. Faraci <i>President and Chief Operating Officer</i> Eastman Kodak Company</p>	<p>Philip Faraci joined Kodak as Director, Inkjet Systems Program in December 2004. In February 2005, he was elected a Senior Vice President of the company. In June 2005, he was also named Director, Corporate Strategy & Business Development. Mr. Faraci was named President and Chief Operating Officer, Eastman Kodak Company, in September 2007. Effective January 1, 2012, his focus is on the Company's <i>Commercial Segment</i> and its sales and regional operations.</p> <p>Prior to joining Kodak, Mr. Faraci served as Chief Operating Officer of Phogenix Imaging and President and General Manager of Gemplus Corporation's Telecom Business Unit. Prior to these roles, he spent 22 years at Hewlett-Packard, where he served as Vice President and General Manager of the Consumer Business Organization and Senior Vice President and General Manager for the Inkjet Imaging Solutions Group.</p> <p>Mr. Faraci holds a BA in applied mechanics from the University of California, San Diego, and is a graduate of the University's Executive Program for Scientists and Engineers.</p>
<p>Laura G. Quatela <i>President and Chief Operating Officer</i> Eastman Kodak Company</p>	<p>Laura G. Quatela was named President and Chief Operating Officer, alongside Philip J. Faraci, effective January 1, 2012. In these roles, Ms. Quatela will focus on the Company's <i>Consumer Segment</i>. Previously at Kodak Ms. Quatela was appointed General Counsel and elected a senior vice president effective January 1, 2011; she held those offices together with that of Chief Intellectual Property Officer, which she had been appointed in January 2008. As Chief Intellectual Property Officer, she was responsible for IP strategy and policy, the Senior IP Strategy Council, and external IP affairs.</p> <p>Prior to those appointments, Ms. Quatela was Managing Director, Intellectual Property Transactions and, since August 2006, a corporate vice president. She joined Kodak in 1999 and initially held various positions in the Marketing, Antitrust, Trademark & Litigation staff in the company's Legal Department. She was promoted to Director of Corporate Commercial Affairs, Vice President Legal and Assistant General Counsel in 2004.</p> <p>Prior to joining Kodak, Quatela was in-house counsel at Clover Capital Management, Inc., SASIB Railway GRS, and Bausch & Lomb Inc. In private law practice, she had been a defense</p>

	<p>litigator specializing in mass tort cases.</p> <p>Quatela is a graduate of Denison University, B.A., International Politics (1979) and Case Western Reserve University School of Law, J.D. (1982).</p>
<p>Antoinette P. McCorvey</p> <p><i>Chief Financial Officer and Senior Vice President</i></p> <p>Eastman Kodak Company</p>	<p>Antoinette (Ann) McCorvey was elected Chief Financial Officer and Senior Vice President, Eastman Kodak Company, effective November 5, 2010. She reports to Kodak Chairman and Chief Executive Officer, Antonio M. Perez.</p> <p>Ms. McCorvey is responsible for worldwide financial operations, including Corporate Financial Planning and Analysis, Treasury, Audit, Controllershship, Tax, Investor Relations, Aviation, Corporate Business Development, Worldwide Information Systems, and Global Purchasing.</p> <p>Ms. McCorvey joined Kodak in December 1999 as Director, Finance, Imaging Materials Manufacturing. In March 2007, she was appointed Director & Vice President of Investor Relations. The Board of Directors elected her a corporate vice president in December 2007.</p> <p>Prior to joining Kodak, Ms. McCorvey had a 20-year career with Monsanto/Solutia. Her last assignment at Solutia, Inc. (the former Chemical Company of Monsanto) was Vice President/General Manager of Nylon, Plastics, Polymers and Industrial Fibers.</p> <p>Ms. McCorvey earned a degree in Finance and Accounting and an MBA from the University of West Florida in Pensacola.</p>
<p>Patrick M. Sheller</p> <p><i>General Counsel, Secretary and Chief Administrative Officer</i></p> <p>Eastman Kodak Company</p>	<p>Patrick M. Sheller, who has been Secretary of the company since 2009, was named General Counsel December 22, 2011 and Chief Administrative Officer as of January 1, 2012. As Chief Administrative Officer, Sheller oversees Administration and will have day-to-day management responsibility for Legal, Human Resources, Worldwide Information Services, Health, Safety and Environmental, and Communications & Public Affairs. As General Counsel, Sheller reports to Kodak Chairman and Chief Executive Officer Antonio M. Perez; as CAO, Sheller reports to Chief Operating Officer Quatela.</p> <p>Mr. Sheller joined Kodak in 1993 as Marketing, Antitrust & Litigation counsel to the company's former Health Group and has held several roles within Kodak's Legal Department.</p> <p>Before joining Kodak, Mr. Sheller was in private law practice</p>

	<p>with the Washington, D.C. firm McKenna & Cuneo (now McKenna, Long & Aldridge) where he specialized in antitrust and health care law. From 1986 to 1989, he worked for the Federal Trade Commission in Washington, D.C., where he served as an Attorney Advisor to Chairman Daniel Oliver and as a Staff Attorney in the Commission’s Bureau of Competition.</p> <p>Mr. Sheller is a graduate of St. Lawrence University and Albany Law School of Union University.</p>
<p>Terry R. Taber <i>Chief Technical Officer and Senior Vice President</i> Eastman Kodak Company</p>	<p>Terry R. Taber joined Kodak in 1980. In January 2009, he was named Chief Technical Officer reporting to Kodak Chairman and CEO Antonio M. Perez. The Board of Directors elected him a corporate vice president in December 2008, and then a senior vice president in December 2010.</p> <p>Mr. Taber was previously the Chief Operating Officer of Kodak’s Image Sensor Solutions (ISS) business, a leading developer of advanced CCD and CMOS sensors serving imaging and industrial markets. Prior to joining ISS in 2007, Mr. Taber held a series of senior positions in Kodak’s research and development and product organizations. During his 30 years at Kodak, Mr. Taber has been involved in new materials research, product development and commercialization, manufacturing, and executive positions in R&D and business management.</p> <p>He was the worldwide consumer film business product manager from 1999 to 2002, and then became an Associate Director of R&D from 2002 to 2005, followed by a position as the director of Materials & Media R&D from 2005 to 2007.</p> <p>Mr. Taber received a B.S. degree in Chemistry from Purdue University and a Ph.D. in Organic Chemistry from the California Institute of Technology. He also received an M.S. in General Management from MIT as a Kodak Sloan Fellow.</p>
<p>Pradeep Jotwani <i>President of the Consumer Business and Chief Marketing Officer</i> Eastman Kodak Company</p>	<p>Mr. Pradeep Jotwani was appointed President of the Consumer Business effective January 10, 2012. This appointment expands his responsibilities to include all of Kodak’s consumer digital and traditional product lines. In this position, Mr. Jotwani reports to the Chief Operating Office. He remains Chief Marketing Officer and Senior Vice President and in those capacities he reports to Kodak Chairman and Chief Executive Officer Antonio M. Perez. As CMO, Mr. Jotwani is responsible for customer relationship management, brand management, business-to-business and business-to-consumer marketing, communications and public affairs, online commerce, and the company’s website, www.kodak.com.</p>

	<p>Mr. Jotwani joined Kodak in September 2010 as President, Consumer Digital Imaging Group, Chief Marketing Officer, and Senior Vice President.</p> <p>Mr. Jotwani left Hewlett-Packard Company in 2007 as Senior Vice President, Supplies, Imaging and Printing Group. Prior to that assignment, he was President of HP's Consumer Business Organization, which he formed.</p> <p>Mr. Jotwani earned a degree in Mechanical Engineering from the Indian Institute of Technology, Kanpur, in 1975, and two years later, a Master's in Industrial Engineering from the University of Wisconsin. He received an MBA from Stanford University's Graduate School of Business in 1982.</p>
<p>Brad W. Kruchten <i>President of Graphics and Entertainment & Commercial Film</i> Eastman Kodak Company</p>	<p>Effective January 1, 2012, Brad Kruchten was appointed President of the newly formed Graphics and Entertainment & Commercial Film business. Mr. Kruchten was previously President of the Film, Photofinishing & Entertainment Group (FPEG), which position encompassed responsibility for all silver halide products. Mr. Kruchten was named President of FPEG in 2009. The Board of Directors elected him a senior vice president in 2009 as well.</p> <p>Prior to his current position, Mr. Kruchten was also worldwide General Manager for Retail Printing. Before that, Mr. Kruchten was the General Manager for the Consumer and Professional film business. The Board of Directors elected him a corporate vice president in July 2002. Kruchten's career at Kodak began in 1982 as a Quality Engineer. Prior to joining Kodak, Kruchten worked as a project engineer at Inland Steel and as a tool designer for General Motors Corp.</p> <p>A native of Flint, Michigan, Mr. Kruchten has a B.S. in Engineering from Michigan State University, an M.S. in Statistics and Quality Management from the Rochester Institute of Technology, and has attended the Executive Management Development program at Penn State University.</p>
<p>Gustavo Oviedo <i>Chief Customer Officer and General Manager, Worldwide Regional Operations and Vice President</i></p>	<p>Gustavo Oviedo was named Chief Customer Officer and General Manager of Worldwide Regional Operations effective January 1, 2011. He reports to Kodak Chairman and Chief Executive Officer Antonio M. Perez.</p> <p>Previously, Mr. Oviedo was General Manager, Worldwide Sales and Customer Operations, Consumer Digital Imaging and Graphic Communications Groups. The Board of Directors</p>

<p>Eastman Kodak Company</p>	<p>elected him a corporate vice president in December 2007.</p> <p>Mr. Oviedo’s international career spans more than 25 years working in the United States, Latin America, Asia and Europe. Before joining Kodak (KPG), he spent over 20 years with Schneider Electric, a leader in electromechanical and electronic products, where he held positions of increasing responsibility in regional management.</p> <p>Mr. Oviedo earned a business degree from The Universidad del Salvador, Buenos Aires, Argentina. He is fluent in English, Spanish, Portuguese, and French.</p>
<p>Eric H. Samuels <i>Chief Accounting Officer and Corporate Controller</i> Eastman Kodak Company</p>	<p>Eric H. Samuels was appointed Corporate Controller and Chief Accounting Officer in July 2009, and he reports to Ann McCorvey, Kodak’s Chief Financial Officer. Mr. Samuels previously served as Kodak’s Assistant Corporate Controller and brings to his new position nearly 20 years of leadership experience in corporate finance and public accounting. He joined Kodak in 2004 as Director, Accounting Research and Policy.</p> <p>Prior to joining Kodak, Mr. Samuels had a 14-year career in public accounting during which he served as a senior manager at KPMG LLP’s Department of Professional Practice (National Office) in New York City. Prior to joining KPMG in 1996, he worked in Ernst & Young’s New York City office.</p> <p>A native of Rochester, N.Y., Mr. Samuels attended the State University of New York College at Oneonta, where he graduated with a B.S. degree in Business Economics. He is a Certified Public Accountant in New York and a member of the American Institute of Certified Public Accountants.</p>
<p>William G. Love <i>Treasurer</i> Eastman Kodak Company</p>	<p>Mr. Love joined Eastman Kodak Company in October of 1997 as director, Treasury Operations. He was appointed Assistant Treasurer in December of 1999 with responsibilities for domestic and international treasury operations, including operations of Kodak’s Treasury Center in the UK, currency and commodity risk management, and financing. Mr. Love was elected Treasurer on October 2, 2000. As Treasurer, Mr. Love is responsible for global treasury operations and strategy, insurance risk management, financing, capital markets, Credit and Collections, and worldwide pension investments.</p> <p>Prior to joining Kodak, Mr. Love worked two and a half years for RJR Nabisco Company as Senior Director of Treasury,</p>

	<p>responsible for international treasury operations. Before joining RJR Nabisco, he worked 11 years at IBM, holding various positions in corporate treasury, finance, and information systems management. Previous to IBM, he worked for six years at the Research Institute of America, holding several positions in accounting and information systems.</p> <p>Mr. Love earned an MBA in Finance from Fordham University and a BS in Computer Science from Mercy College.</p>
<p>Doug Edwards <i>President of Digital and Functional Printing</i> Eastman Kodak Company</p>	<p>Doug Edwards was appointed President of Digital and Functional Printing effective January 1, 2012. Mr. Edwards was named General Manager and Vice President of Prepress Solutions, Graphic Communications Group, and Vice President of Eastman Kodak Company in October 2006. From April 2005 to October 2006, Mr. Edwards was General Manager and Vice President of Prepress Consumables and Graphic Communications Group.</p> <p>Before joining Kodak, Mr. Edwards was Vice President of Research and Product Development, New Business and Strategy Development for Kodak Polychrome Graphics (KPG), a 50/50 joint venture between Eastman Kodak Company and Sun Chemical Corporation. From April 1998 through 2001, Mr. Edwards was KPG Vice President, Research and Product Development.</p> <p>Mr. Edwards joined KPG in 1998 from International Paper's Imaging Products Division. He spent two years with worldwide responsibility for technology and product commercialization as Horsell Anitec's Vice President, Product and Manufacturing Process Development. Before joining International Paper, Mr. Edwards spent 8 years with Zeneca Specialties and ICI Colors & Fine Chemicals in the U.K. in a variety of senior marketing, manufacturing and research positions. Mr. Edwards started his industrial career with Ilford Ltd, Ciba-Geigy in 1985 as a research chemist.</p> <p>Mr. Edwards gained his PhD in 1985 from the University of London in superconducting organic materials, sponsored by Ciba-Geigy and the British Government's Science & Engineering Research Council. Mr. Edwards also has a BSc in Chemistry from London University.</p>
<p>Dolores Kruchten <i>President of the Enterprise Services</i></p>	<p>Dolores Kruchten was appointed President of the Enterprise Services and Solutions business effective January 1, 2012. She previously held the position of General Manager of Business Solutions and Services. In May 2007, the Board of Directors</p>

<p><i>and Solutions Business</i></p> <p>Eastman Kodak Company</p>	<p>elected Ms. Kruchten a corporate vice president.</p> <p>Prior to holding these positions, Ms. Kruchten was General Manager of Document Imaging and Vice President of Graphic Communications Group and General Manager of Global Services and Graphic Communications Group.</p> <p>Ms. Kruchten’s career at Kodak began in 1981, and she has held leadership positions in many parts of the company, including Site Management, Product Management, Storage Product Business, and Business Imaging Systems. She has led global organizations that included R&D, product manufacturing, sales, service, and marketing for digital, media, and traditional products.</p> <p>Ms. Kruchten earned a Bachelor of Technology Degree in Mechanical Engineering from Rochester Institute of Technology in 1987.</p>
<p>Tim Lynch</p> <p><i>Chief Intellectual Property Officer</i></p> <p>Eastman Kodak Company</p>	<p>Tim Lynch was appointed Chief Intellectual Property Officer effective January 1, 2012. Mr. Lynch had previously held since January 2008, the position of Managing Director of Intellectual Property Transactions. In that role, he was responsible for strategic and royalty-bearing licensing activities. The Board of Directors elected him a corporate vice president in December 2010.</p> <p>Mr. Lynch joined Kodak in 1997 as a member of the Corporate and Regulatory Legal Staff, supporting M&A and other transactional activities of the company. He has held increasingly responsible positions in the Intellectual Property area since 2004.</p> <p>Prior to joining Kodak, Mr. Lynch was in-house counsel at GE Capital and associated with the firm of Nixon Hargrave Devans & Doyle (now Nixon Peabody).</p> <p>Mr. Lynch holds a B.A. in communications and political science from St. John Fisher College and a J.D. from the University of Dayton School of Law. He is a member of the New York Bar.</p>

Schedule 10

Payroll

Schedule 10

Payroll

Pursuant to Local Rule 1007-2(b)(1)-(2)(A) and (C), the following provides the estimated amount of weekly payroll to the Debtors' employees (not including officers, directors, and stockholders) and the estimated amount to be paid to officers, stockholders, directors, and financial and business consultants retained by the Debtors, for the 30-day period following the filing of the chapter 11 petitions.

Payments to Employees (Not Including Officers, Directors, and Stockholders)	\$52,335,000 ¹
Payments to Officers, Stockholders, and Directors	\$415,000 ²
Payments to Financial and Business Consultants³	\$0 ⁴

¹ Amount represents a rounded estimate of two bi-weekly payroll runs.

² Amount represents a rounded estimate of two bi-weekly payroll runs for Section 16 employees, and \$0 for directors' fees.

³ This does not include any payments to the Debtors' attorneys or auditors.

⁴ Pursuant to the interim compensation procedures to be proposed in these chapter 11 cases, the Debtors do not anticipate making any payments to financial or business consultants within 30 days following the filing of the chapter 11 petitions.

Schedule 11

**Cash Receipts and Disbursements,
Net Cash Gain or Loss, Unpaid Obligations and Receivables**

Schedule 11

**Cash Receipts and Disbursements,
Net Cash Gain or Loss, Unpaid Obligations and Receivables**

Pursuant to Local Rule 1007-2(b)(3), the following provides, for the 30-day period following the filing of the chapter 11 petition, the estimated cash receipts and disbursements, net cash gain or loss, and obligations and receivables expected to accrue that remain unpaid, other than professional fees.

Cash Receipts	\$190M
Cash Disbursements	\$355M
Net Cash Loss	\$165M
Unpaid Obligations	\$80M
Unpaid Receivables	\$120M

Schedule 12

Committees

Schedule 12

Committees

Pursuant to Local Rule 1007-2(a)(3), prior to the Petition Date, certain holders of the Debtors' Second Lien Secured Notes formed an ad hoc committee represented by Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036-6745. To the best of the Debtors' knowledge and belief, no additional committees have been organized prior to the Petition Date.