

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

-----	x	
In re:	:	Chapter 11
	:	
Eastman Kodak Company, <i>et al.</i>	:	Case No. 12-10202
	:	
Debtors.	:	Jointly Administered
-----	x	

**STIPULATION AND AGREED ORDER**

This Stipulation and Agreed Order is entered into as of August 16, 2013, among the Debtors,<sup>1</sup> and Century and INA (as defined on the signature block below).

WHEREAS, the Bankruptcy Court may approve and enter this Stipulation and Agreed Order as a core matter pursuant to 11 U.S.C. §§ 105 and 1129, Bankruptcy Rule 9019, and 28 U.S.C. § 157 and in accordance with the jurisdiction granted to the Bankruptcy Court pursuant to 28 U.S.C. § 1334.

NOW THEREFORE, IT IS HEREBY STIPULATED, AGREED AND ORDERED BY THE BANKRUPTCY COURT, AS FOLLOWS:

1. Section 8.1 of the First Amended Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates (the "Plan") provides that all Executory Contracts will be rejected by the Plan on its Effective Date pursuant to section 365 of the Bankruptcy Code. The Debtors will not assume any general or excess liability insurance policies issued by Century or INA, as defined in the signature block below (collectively, the "Century/INA Policies"). The Debtors stipulate that any and all such insurance policies are Executory Contracts as that term is defined in the Plan. As a result, all of the Century/INA Policies are rejected and Century and INA shall have no further obligations under the Century/INA policies as of the Effective Date of the Plan (as defined in the Plan).

2. This stipulation does not impact any other ACE policies, including workers compensation policies, which are being handled separately.

3. Century and INA withdraw the Interrogatories and Requests for Admission served on July 18, 2013, and any potential Plan objection by Century and INA is similarly resolved.

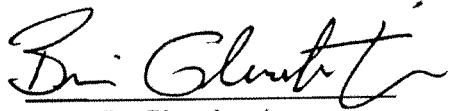
4. This Stipulation and Agreed Order shall be binding on all Parties hereto and all holders of claims, interests and demands against the Debtors and their estates, as well as any and all successors and assigns (including without limitation any trustee or reorganized entity). Toward that end, the Parties hereby agree (a) to file this Stipulation in the Bankruptcy Case within five (5) days after it has been executed by all Parties, and (b) to use best efforts to obtain

<sup>1</sup> Capitalized terms not defined herein shall have the meaning ascribed to them in the Plan.



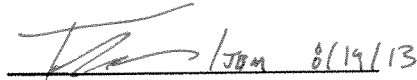
approval of this Stipulation and Agreed Order by the Bankruptcy Court in the Bankruptcy Case as soon thereafter as is reasonably practicable prior to or at the Confirmation Hearing.

Dated: August 16, 2013  
New York, New York



Brian D. Glueckstein  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, NY 10004  
Telephone (212) 558-4000

*Attorneys for Debtors*



Tancred Schiavoni  
O'Melveny & Myers LLP  
7 Times Square  
New York, NY 10036  
Telephone (212) 326-2000  
Fax (212) 326-2061

*Attorneys for INA; Century Indemnity Company, both in its own capacity for certain policies including those listed on Appendix A and in its capacity as successor-in-interest to CCI Insurance Company, as successor-in-interest to the Insurance Company of North America; ACE American Insurance Company, formerly CIGNA Insurance Company; ACE Property and Casualty Insurance Company, f/k/a CIGNA Property & Casualty Insurance Company, as successor-in-interest to Motor Vehicle Casualty Company but only as respects policies issued through Cravens, Dragan & Company, Pacific Coast ("Century and INA")*

SO ORDERED:

s/Allan L. Gropper  
Honorable Allan L. Gropper  
United States Bankruptcy Judge

Dated: New York, New York  
August 21, 2013

**Appendix A**

**Century/INA Policies**

<b><u>POLICY NUMBER</u></b>	<b><u>POLICY PERIOD</u></b>
XCP 143400	1/1/1979 to 1/1/1980
XCP 156510	1/1/1985 to 1/1/1986
XLP G0 313604-8	1/1/1986 to 1/1/1987
XLP G0 968945-A	1/1/1987 to 1/1/1988
XBC 151503	1/1/1978 to 1/1/1979
XCP 143411	1/1/1979 to 1/1/1980
GLP GO 312981-0	10/17/1983 to 10/17/1984
XCP 157239	1/1/1985 to 1/1/1986
CIZ 42 69 24	1/1/1984 to 1/1/1985
MZ 046426	1/1/1979 to 1/1/1980
MZ 046444	1/1/1980 to 1/1/1981
MZ 046467	1/1/1981 to 1/1/1982
MZ 046771	1/1/1982 to 1/1/1983
MZ 046829	1/1/1983 to 1/1/1984