

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

- - - - - x
In re: : Chapter 11
POLAROID CORPORATION, : Case No. 01-10864 (PJW)
et al., : Jointly Administered
Debtors. : Obj. Due: 5/23/02 @ 4:00 p.m.
- - - - - x

**NOTICE OF FILING OF MONTHLY APPLICATION FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF BINGHAM
DANA LLP AS INTERNATIONAL COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM MARCH 1, 2002 THROUGH MARCH 31, 2002**

PLEASE TAKE NOTICE that on May 3, 2002, the
above-captioned debtors and debtors-in-possession (the
"Debtors") filed the attached **Monthly Application for
Allowance of Compensation and Reimbursement of Expenses
of Bingham Dana LLP as International Counsel to the
Debtors for the Period from March 1, 2002 through March
31, 2002** (the "Application").

PLEASE TAKE FURTHER NOTICE that objections, if
any, to the Application or the relief requested therein
must be made in writing, filed with the United States
Bankruptcy Court for the District of Delaware (the
"Bankruptcy Court"), 824 Market Street, Wilmington,
Delaware 19801, and served so as to be received by: (i)

the undersigned counsel to the Debtors; (ii) counsel for the Debtors' prepetition lenders, Davis, Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: John Fouhey, Esq.); (iii) counsel for the Debtors' postpetition lenders, Morgan, Lewis & Brockius, 101 Park Avenue, New York, NY 10178 (Attn: Robert Scheibe, Esq.); (iv) counsel to the Committee, Young Conaway Stargatt & Taylor LLP, The Brandywine Building, 17th Floor, 1000 West Street, P.O. Box 391, Wilmington, DE 19899 (Attn: Brendan Linehan Shannon, Esq.) and Akin, Gump, Strauss, Hauer & Feld, L.L.P., 590 Madison Avenue, New York, NY 10022 (Attn: David H. Botter, Esq.); (v) Bingham Dana LLP, One State Street, Hartford, CT 06103 (Attn: Evan D. Flaschen, Esq. and Anthony J. Smits, Esq.); and (vi) the Office of the United States Trustee, J. Caleb Boggs Federal Office Building, 844 King Street, Suite 2313, Wilmington, DE 19801 (Attn: Mark S. Kenney, Esq.) (collectively, the "Notice Parties") no later than **4:00 p.m. Eastern time on May 23, 2002.**

PLEASE TAKE FURTHER NOTICE that if no objections to the Application are timely filed and served in accordance with the above procedures, an order may be entered granting the relief requested in the Application without further notice or a hearing. If an objection is

properly filed and served in accordance with the above procedures, a hearing to consider the Application will be held before the Honorable Peter J. Walsh in the United States Bankruptcy Court, 824 Market Street, Wilmington, Delaware 19801 on a date and at a time to be determined. Only those objections made in writing and timely filed with the Bankruptcy Court and received by the Notice Parties will be considered by the Bankruptcy Court at such hearing.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS
NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE
APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: Wilmington, Delaware
May 3, 2002

David S. Kurtz
Eric W. Kaup
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM (ILLINOIS)
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

- and -



Gregg M. Galardi (No. 2991)
Mark L. Desgrosseilliers (No. 4083)
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
One Rodney Square
P.O. Box 636
Wilmington, Delaware 19899
(302) 651-3000

Attorneys for Debtors and
Debtors-in-Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: :
POLAROID CORPORATION, et al., : Chapter 11
 : Case No. 01-10864 (PJW)
 :
 : Jointly Administered
 Debtors. :
 : Hrg. Date: TBD
 : Obj. Due: 5/25/02 at 4:00 p.m.

MONTHLY APPLICATION FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF BINGHAM DANA LLP
AS INTERNATIONAL COUNSEL TO THE DEBTORS FOR
THE PERIOD FROM MARCH 1, 2002 THROUGH MARCH 31, 2002

Name of Applicant: BINGHAM DANA LLP
Authorized to Provide Professional Services to: Debtors
Date of Retention: November 5, 2001
Period for which Compensation and
Reimbursement is sought: 3/1/02 through 3/31/02
Total Amount of Compensation sought as
actual, reasonable and necessary for applicable period: \$17,839.50
Total Amount of Expense Reimbursement sought as
actual, reasonable and necessary for applicable period: \$ 851.26
Total Amount of Compensation Paid as actual,
reasonable and necessary for applicable period: \$ 0.00
Total Amount of Expense Reimbursement Paid as
actual, reasonable and necessary for applicable period: \$ 0.00

This is a monthly application.

ATTACHMENT B TO FEE APPLICATION

[See attached Summary of Timekeepers]

CTDOCS:1495369.1

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Case Administration	5.4	\$ 653.00
Fee/Employment Applications	4.0	641.50
Non-Working Travel Time	2.1	735.00
International Planning	20.0	7,100.00
U.K.	8.3	3,130.00
Netherlands	4.7	1,695.00
Australia	11.1	3,885.00
TOTAL	55.6	\$17,839.50

EXPENSE SUMMARY

Expense Category	Total Expenses
Fax	\$ 141.00
Federal Express	13.55
General Travel	74.10
Lexis Research	46.00
Meals	111.84
Photocopy	156.60
Telephone Charges	198.34
Toll Calls	109.83
Total	\$851.26

Dated: Hartford, Connecticut
May 2, 2002

BINGHAM DANA LLP



Evan D. Flaschen (ct10660)
Anthony J. Smits (ct19901)
One State Street
Hartford, CT 06103
(860) 240-2700

INTERNATIONAL COUNSEL TO DEBTORS

CTDOCS:1495369.1

Polaroid Corporation, et al.
Chapter 11 Case No. 01-10864 (PJV) (Jointly Administered)

Fees for the Period March 1, 2002 through March 31, 2002

Matter	Description	Total
01	Case Administration	\$653.00
02	Fee/Employment Applications	\$641.50
15	Non-Working Travel Time	\$735.00
18	International Planning	\$7,100.00
21	UK	\$3,130.00
22	Netherlands	\$1,695.00
26	Australia	\$3,885.00
		<hr/> <u>\$17,839.50</u>

Bingham Dana LLP

Polaroid Corporation, et al.
Chapter 11 Case No. 01-10864 (PJW) (Jointly Administered)

Fees for the Period March 1, 2002 through March 31, 2002

SUMMARY OF TIMEKEEPERS

Timekeeper Name	Position	Yr Admitted	Expertise	Hourly Rate	Hours Billed	Total
Boelitz, Anna M.	Associate	1997	020	\$350.00	42.5	\$14,875.00
Kelly, William E.	Partner	1973	020	\$500.00	1.5	\$750.00
Smits, Anthony J.	Partner	1994	020	\$450.00	1.5	\$675.00
Urizar, Oscar	Associate	1996	020	\$350.00	1.0	\$350.00
TOTAL FOR ATTORNEYS					46.5	\$16,650.00
BLENDED RATE				\$358.06		
Gary, Stephanie Y.	Docket Clerk	n/a	020	\$120.00	5.2	\$624.00
Miller, Linda J.	Paralegal	n/a	020	\$145.00	3.9	\$565.50
TOTAL FOR NON-ATTORNEYS					9.1	\$1,189.50
Grand Total					55.6	\$17,839.50

Legend:

001 Library Research Staff
020 Business/Project Finance/Restructuring
030 Litigation
050 Tax

Bingham Dana LLP

