

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re : Chapter 11
POLAROID CORPORATION, et al., : Case No. 01-10864 (PJW)
Debtors. : Jointly Administered
 : **Related Docket No. 3026**

**ORDER GRANTING APPLICATION OF MILLER BUCKFIRE LEWIS YING & CO.,
LLC, FOR (A) ALLOWANCE OF FEES AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD FROM MAY 1, 2002 THROUGH JULY 31, 2002 AND (B) FINAL
ALLOWANCE AND PAYMENT OF FEES AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD FROM OCTOBER 12, 2001 THROUGH JULY 31, 2002**

Miller Buckfire Lewis Ying & Co., LLC ("MBLY"), as the successor to Dresdner Kleinwort Wasserstein, Inc. ("DrKW"),¹ financial advisor and investment banker to the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), having filed an application (the "Application") for an Order (i) allowing compensation and reimbursement of expenses in respect of services rendered for the period from May 1, 2002 through July 31, 2002 (the "Fifth Monthly Period"), (ii) finally allowing compensation and reimbursement of expenses in respect of services rendered for the period from October 12, 2001 through July 31, 2002 (the "Final Period") and (iii) authorizing and directing the Debtors to pay MBLY any and all allowed and unpaid fees and expense reimbursements; and objections to the Application having been filed by the Official Committee of Unsecured Creditors (the "Creditors' Committee") and by shareholders Steven Morgan and Arthur Derek Jarrett (collectively, the "Shareholders"); and it

¹ On July 16th, 2002, the financial restructuring group of DrKW completed its spin-off from DrKW and became Miller Buckfire Lewis & Co., LLC ("MBL"). Pursuant to the terms of the spin-off, DrKW assigned substantially all of its restructuring engagements, including the Debtors,¹ to MBL. On May 22, 2003, MBL changed its name to Miller Buckfire Lewis Ying & Co., LLC.

appearing that MBLY and the Creditors' Committee have agreed to resolve the issues raised by the Creditors' Committee in its objection on the terms set forth in this Order; and MBLY having agreed to reduce the expenses stated in the Application by \$250.00 pursuant to discussions with the Fee Examiner in these cases; and this Court having reviewed the Application and finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) the Application is in compliance with the applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and the Administrative Order, (c) notice of the Application, and any hearing on the Application, was adequate under the circumstances, and (d) all persons with standing have been afforded the opportunity to be heard on the Application; and capitalized terms used but not defined herein being used with their defined meanings as set forth in the Application; and after due deliberation, and good and sufficient cause appearing therefore,

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. Pursuant to Sections 328(a), 330 and 331 of the Bankruptcy Code:

(a) MBLY shall be allowed (i) compensation for professional services rendered during the Fifth Monthly Period in the amount of \$4,100,000.00, consisting of Monthly Fees of \$600,000.00 and a Sale Transaction Fee of \$3,500,000.00 and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Fifth Monthly Period in the amount of \$103,136.52; and

(b) MBLY shall be allowed, as a final matter, (i) compensation for professional services rendered during the Final Period in the amount of \$6,276,577.35 and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Final Period in the amount of \$256,292.53.

2. The portion of the foregoing approved fees and expenses that has not previously been paid by the Debtors, in the total amount of \$4,203,163.52, shall be paid as follows:

(a) MBLY is hereby authorized to apply the sum of \$201,063.07, representing the balance of a retainer held by MBLY, against the approved but unpaid fees and expenses; and

(b) The Debtors are hereby authorized and directed to pay to MBLY, promptly following entry of this Order but in any event prior to December 31, 2003, the sum of \$4,002,100.45.

3. This Order is without prejudice to (a) any further request by MBLY and DrKW for reimbursements of attorneys' fees and expenses and other costs pursuant to the terms of the indemnification provisions that were incorporated into the engagement letters approved by this Court in its "Order Pursuant to Section 327(a) and 328(a) of the Bankruptcy Code Authorizing the Retention and Employment of Dresdner Kleinwort Wasserstein, Inc. as Financial Advisor and Investment Banker to the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date," dated December 11, 2001 or (b) the estates' or their successors' rights to oppose any such request(s).

4. Any and all payments heretofore made to MBLY pursuant to the procedures set forth in the Administrative Order in respect of MBLY's fees and expenses accrued during the pendency of these Chapter 11 cases are hereby ratified and confirmed.

5. This Order resolves all issues raised by the Application and in the objections that were filed with respect to the Application. Except as expressly stated herein, all objections to the Application are hereby overruled.

6. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: December 12, 2003

HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE

**THE UNDERSIGNED STIPULATE AND AGREE
TO THE ENTRY OF THE FOREGOING ORDER:**

MILLER BUCKFIRE LEWIS YING & CO., LLC POLAROID CORPORATION, et al.

By: DEBEVOISE & PLIMPTON

By: SKADDEN ARPS SLATE
MEAGHER & FLOM LLP

By: _____

Michael E. Wiles, Esq.
A Member of the Firm
919 Third Avenue
New York, NY 10022
Tel: 212-909-6000
Fax: 212-909-6836

By:  _____

Gregg M. Galardi, Esq.
Mark L. Desgrosseilliers, Esq.
One Rodney Square
Wilmington, DE 19899
Tel: 302 651-3000
Fax : 302-651-3001

THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

By: AKIN GUMP STRAUSS HAUER & FELD LLP

By: _____

Fred S. Hodara, Esq.
A Member of the Firm
590 Madison Avenue
New York, NY 10022
Tel: 212-872-1000
Fax: 212-872-1002

6. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

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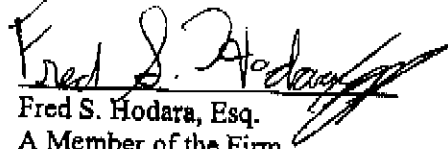
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