

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

In re : Chapter 11
POLAROID CORPORATION, et al., :
Debtors : (Jointly Administered)
: **Objection Deadline: November 17, 2002 @ 4:00 p.m.**
: **Hearing: November 19, 2002 @ 9:30 a.m.**

NOTICE OF FILING OF FINAL FEE APPLICATION

TO: ALL APPLICABLE PARTIES IN INTEREST

Effective Organizations, (“EO”), Communications Consultant to The Official Committee of Retirees of Polaroid Corporation, in the chapter 11 cases of the above-captioned debtors and debtors in possession (the “Debtors”), has filed its Final Application of Effective Organizations for Allowance of Compensation and for Reimbursement of Disbursements as Communications Consultant to the Official Committee of Retirees of Polaroid Corporation (the “Application”).

EO, hereby applies for an award of reasonable compensation and reimbursement of disbursements in the above-captioned chapter 11 cases, for professional legal services rendered to the Retiree Committee in the amount of \$39,050.00 and for reimbursement of expenses in the amount of \$307.50 for the period of December 20, 2001 through and including July 31, 2002.

Objections to the Application, if any, must be filed on or before November 17, 2002 at 4:00 p.m. (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 5th Floor, 824 Market Street, Wilmington, Delaware 19801.

PLEASE TAKE NOTICE that objections to the Application, if any, must be made in writing, filed with the United State Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Wilmington, De 19801 and served on the following: (i) Polaroid Corporation, 1265 Main Street, Waltham, MA 02451, Attn: Kevin Pond; (ii) counsel for the Debtors, Skadden Arps Slate Meagher & Flom LLP, 333 West Wacker Drive, Chicago, IL 60606, Attn: David S. Kurtz, Esq. and Skadden Arps Slate Meagher & Flom LLP, One Rodney Square, Wilmington, DE 19899-0636, Attn: Gregg M. Galardi, Esq.; (iii) counsel for the pre-petition lenders, Davis Polk & Wardell, 450 Lexington Avenue, New York, NY, 10017, Attn: Marshall Huebner, Esq.; (iv) counsel for the post-petiton lenders, Morgan Lewis & Bockius, LLP, 101 Park Avenue, New York, NY 10178, Attn: Robert Schiebe, Esq. and Morris Nichols Arsh & Tunnell, 1201 N. Market Street, Wilmington, DE 19801, Attn: William H. Suddell, Jr., Esq.; (v) counsel to the Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld, LP, 590 Madison Avenue, New York, NY 10022, Attn: Fred Hodara, Esq. and Young Conaway Stargatt & Taylor, LLP, The Brandywine Bldg., 1000 West Street, 17th Floor, Wilmington, DE 19801, Attn: Brendan Shannon, Esq.; and (vi) counsle to the Committee of Retirees, Greenberg

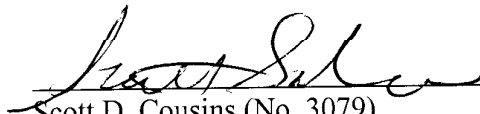
Traurig, LLP, One International Place, 3rd Floor, Boston, MA 02110, Attn: Alfred Gray, Jr., Esq. and Greenberg Traurig, LLP, LLP, The Brandywine Bldg., 1000 West Street, Suite 1540, Wilmington, DE 19801, Attn: Scott Cousins, Esq. on or before November 14, 2002 at 4:00 p.m.

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

A HEARING ON THE APPLICATION WILL BE HELD ON NOVEMBER 19, 2002 AT 9:30 A.M. BEFORE THE HONORABLE PETER J. WALSH, U.S. BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 6TH FLOOR, WILMINGTON, DE 19801.

Dated: October 28, 2002

GREENBERG TRAUIG, LLP



Scott D. Cousins (No. 3079)

Scott Salerni (No. 4040)

The Brandywine Building
1000 West Street, Suite 1540
Wilmington, DE 19801
(302) 661-7000

and

GREENBERG TRAUIG, LLP

Alfred A. Gray, Jr.
One International Place
Third Floor
Boston, Massachusetts 02110
(617) 310-6000

Counsel for the Official Committee of Retirees of
Polaroid Corporation

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

In re : Chapter 11
POLAROID CORPORATION, et al., : Case No. 01-10864 (PJW)
Debtors : (Jointly Administered)
: **Objection Deadline: November 17, 2002 @ 4:00 p.m.**
: **Hearing: November 19, 2002 @ 9:30 a.m.**

**FINAL APPLICATION OF EFFECTIVE ORGANIZATIONS
FOR ALLOWANCE OF COMPENSATION AND FOR REIMBURSEMENT
OF DISBURSEMENTS AS COMMUNICATIONS CONSULTANT TO THE
OFFICIAL COMMITTEE OF RETIREES OF POLAROID CORPORATION**

Name of Applicant: Greenberg Traurig, LLP

Authorized to Provide Professional Services to: Official Committee of Retirees

Date of Retention: Retention order entered March 1, 2002
Nunc Pro Tunc to December 20, 2001

Period for which compensation and reimbursement is sought: December 20, 2001 through July 31, 2002

Amount of Compensation sought as actual, reasonable and necessary \$39,050.00

Amount of Expense Reimbursement sought as actual, reasonable and necessary \$307.50

This is a ___ interim ___ monthly X final fee application.

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Facilitating Communications/Organizing Meetings (101)	248.6	\$31,075.00
Assistance and Preparation of Press Releases/Public Statements (102)	33.7	\$4,212.50
Maintaining, Updating and Serving as Webmaster (103)	19.5	\$2,437.50
Travel (104)	20.0	\$1,250.00
Totals	322.2	\$39,050.00

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

In re	:	Chapter 11
	:	
POLAROID CORPORATION, et al.,	:	Case No. 01-10864 (PJW)
	:	
Debtors	:	(Jointly Administered)
	:	
	:	Objection Deadline: 11/17/02 @ 4:00 p.m.
	:	Hearing: 11/19/02 @ 9:30 a.m.

**FINAL APPLICATION OF EFFECTIVE ORGANIZATIONS
FOR ALLOWANCE OF COMPENSATION AND FOR REIMBURSEMENT
OF DISBURSEMENTS AS COMMUNICATIONS CONSULTANT TO THE
OFFICIAL COMMITTEE OR RETIREES OF POLAROID CORPORATION**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, and Rule 2016-2 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), Effective Organizations (“**EO**”) hereby applies (the “**Application**”) for an award of reasonable compensation in the above captioned chapter 11 cases of Polaroid Corporation, et al. (the “**Debtors**” or “**Polaroid**”), for professional legal services rendered as communications consultant to the Official Committee of Retirees of Polaroid Corporation (the “**Retiree Committee**”) in the amount of \$39,050.00 together with reimbursement for actual and necessary expenses incurred in the amount of \$307.50 for the period of December 20, 2001 through and including July 31, 2002 (the “**Application Period**”). In support of the Application, EO respectfully represents as follows:

Background

1. On October 12, 2001 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors’ chapter 11 cases have been procedurally consolidated and are being jointly administered. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On June 28, 2002, this Court approved the sale of substantially all of the Debtors’ assets to One Equity Partners.

2. On or about December 2, 2001, the Ad Hoc Committee of Retirees of Polaroid Corporation was established and on December 20, 2001, the Ad Hoc Committee filed a motion pursuant to section 1114 of the Bankruptcy Code for the appointment of an Official Committee of Retirees (the “**Retiree Committee**”). By order dated January 15, 2002, this Court appointed the Retiree Committee. Under this order, the fees for professionals retained by the Retiree Committee were initially capped at \$80,000 (the “**Initial Cap**”). Subsequently, the Retiree Committee selected EO to serve as its communications consultant and on April 5, 2002, this Court approved EO’s retention, *nunc pro tunc*, to December 20, 2001.

3. On March 15, 2002, the Retiree Committee filed a motion to (A) Reinstate The Polaroid Retiree Health Plan and (B) Authorize the Retiree Committee to Serve As the Authorized Representative; or in the Alternative, (X) Increase the Initial Cap on Fees and Expenses of Professionals and (Y) Expand the Scope of the Investigation (the

“**1114 Motion**”). Pursuant to the 1114 Motion, the Retiree Committee requested that the Court reinstate the Polaroid Retiree Health Plan due to Polaroid's failure to effectively terminate this plan before filing for bankruptcy. In addition, the Retiree Committee asked for permission to serve as the "authorized representative" of affected retirees under section 1114 of the Bankruptcy Code.

4. On June 12, 2002, the Debtors, Official Committee of Unsecured Creditors, Agent for the Postpetition Lenders, Agent for the Prepetition Lenders, and the Retiree Committee announced and outlined the proposed settlement of the 1114 Motion for the Court.

5. On July 17, 2002, the Debtors filed a motion pursuant to section 9019 of the Bankruptcy Code for Approval of Stipulation and Order Settling Claims and Controversies Between Debtors, Official Committee of Unsecured Creditors, Agent for the Postpetition Lenders, Agent for the Prepetition Lenders and Official Committee of Retirees and Providing for Release (the “**Settlement Motion**”).

6. Under the Settlement Motion, Debtors have agreed to transfer potential breach of fiduciary claims with respect to the termination of retiree welfare benefits to a trust (the “**Retiree Trust**”) established by the Retiree Committee. Debtors further agreed to grant the Retiree Trust and its members relief from the automatic stay to pursue their fiduciary claims and to seek recovery from the proceeds of the Debtor's insurance policy, which has a face value of \$25 million. In return, the Retiree Committee agreed not to seek recovery from the plan fiduciaries personally and not to participate further in the bankruptcy process. The

settlement also includes payment of \$650,000 (the “**Settlement Amount**”) in professional fees for the services rendered by the Retiree Committee’s professionals during the Application Period. The difference, if any, between the Settlement Amount and any amount ultimately approved by this Court as compensation for the professionals employed by the Retiree Committee shall be paid to the Retiree Trust and distributed to affected retirees *pro rata*. The Settlement also puts aside \$100,000, which will be used to pay the deductible and/or self-insured retention for the Debtors’ insurance policy from which the Retiree Trust will seek recovery.

7. On November 8, 2001, the Court entered an Administrative Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “**Administrative Order**”).

8. Pursuant to the Administrative Order, if no objection is filed to a Monthly Application within twenty (20) days of the date of filing of that application, then professionals may be paid eighty percent (80%) of the fees and one hundred percent (100%) of the expenses set forth in the applicable monthly Application.

9. Every three (3) months beginning with the three-month period ending in December 2001, this Court will then make a determination, after hearing, if the remaining twenty percent (20%) of fees sought in the preceding three (3) months will be paid.

10. Due to the limitation of fees under the Initial Cap available to the professionals retained by the Retiree Committee, EO did not file monthly or interim fee

applications pursuant to the Administrative Order.¹ The approved Settlement Motion now provides a Settlement Amount from which the Retiree Committee's professionals' fees will be paid, subject further to the Court's approval of such fees.

11. Accordingly, EO is filing this Application for compensation for professional services rendered and reimbursement of disbursements made in these cases during the Application Period.

Relief Requested

12. This Application is the final fee application to be filed by EO in these cases. In connection with the professional services described below, by this Application, EO seeks compensation in the amount of \$39,050.00 and expense reimbursement of \$307.50. A brief description of (i) Michele M. Jalbert, the sole proprietor of EO performing the services; (ii) the date the services were performed; (iii) a brief description of the nature of the services and the time expended; and (iv) summary of the fees and hours of each professional and other timekeeper by Project Category, is set forth in Exhibit A.² Attached hereto as Exhibit B is a description of the Project Categories that Ms. Jalbert used when recording time on matters in these cases.

¹ On June 12, 2002, EO filed a First Interim Application for the Allowance of Compensation and Reimbursement of Disbursements as Communications Consultant to the Retiree Committee, and, although no objections to this application were filed, the application was never presented to the Court and EO has not received any compensation or relief requested therein. The Application which is the subject of this Motion includes the compensation and relief requested in EO's First Interim Application.

² Exhibit A was prepared from daily diary entries prepared by Ms. Jalbert, with the time being recorded in segments of sixths of an hour (10 minute increments). Information contained in invoices sent to the Debtors in connection with services during the Application Period may differ slightly from Exhibit A, reflecting mostly editing changes.

Summary of Services Rendered

13. EO rendered the following services during the Application Period as communications consultant to the Retiree Committee:

(a) Facilitating Communications/Organizing Meetings (101) – EO facilitated communications between the Retiree Committee and its constituents, government officials including Senator Edward Kennedy and Congressman William Delahunt, the media, and the general public that showed interest in these proceedings. EO also participated in certain conference calls with the Retiree Committee and its counsel, Greenberg Traurig, LLP, to provide updates on interests from the press, government officials, and to develop communications strategies.

(b) Assistance and Preparation of Press Releases/Public Statements (102) – EO assisted the Retiree Committee in the preparation of press releases, public statements and responses to media inquiries. EO organized and attended filmings of the Retiree Committee by various television broadcast stations.

(c) Maintaining, Updating and Serving as Webmaster (103) – EO served as the webmaster of the Retiree Committee's website, www.retireeinfo.com, in order to provide thousands of Polaroid retirees with updates of the investigation, the court proceedings, and to respond to inquiries submitted via email by Polaroid retirees. EO also handled voicemail inquiries left by retirees on the retiree hotline which was posted on the website.

(d) Travel (104) – EO traveled to and from Massachusetts to Washington, D.C. to attend legislative hearings with Retiree Committee members; to and from Wilmington, DE to attend the 1114 Motion hearing; and to and from various other meetings

with the Retiree Committee and Greenberg Traurig.

14. For the Application Period, EO seeks allowance of compensation in the amount of \$39,050.00 in connection with the professional services described above.

15. During the Application Period, EO incurred or disbursed actual and necessary costs and expenses related to these cases in the amount of \$307.50.

16. Pursuant to Rule 2016-2 of the Local Rules, EO represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

(a) Copy Charges are \$.15 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, acquisition, maintenance, storage and operation of copy machines, together with a margin for recovery of lost expenditures. In addition, the Firm often utilizes outside copier services for high volume projects, and this Application seeks the recovery of those costs, if applicable.

(b) Incoming facsimiles are not billed.

(c) Out-going facsimiles are billed at the rate of \$1.00 per page. The costs represents operator time, maintaining several dedicated facsimile telephone lines, supplies and equipment, and includes a margin for recovery of lost expenditures.

(d) Toll telephone charges are not billed.

CERTIFICATION

17. This Application has been prepared in accordance with the Bankruptcy Code, the Bankruptcy Rules and Rule 2016-2 of the Local Rules for the United States Bankruptcy Court for the District of Delaware. EO hereby certifies that it has reviewed Rule 2016-2 and that this Application complies with that rule. EO has exercised reasonable billing

judgment and has either reduced its fees or not sought reimbursement in relation to a number of tasks performed and expenses incurred for the benefit of the Retiree Committee.

18. No agreement or understanding exists between EO and any other person for the sharing or division of compensation to be received by EO for services rendered in or in connection with these cases and EO has not shared in the compensation of any other person in connection with these cases.

19. EO performed the services for which it is seeking compensation on behalf of or for the Retiree Committee.

20. EO reserves the right to supplement this Application prior to a hearing. Further, EO specifically reserves the right to file subsequent applications for, and to seek final approval of the fees and expenses requested herein.

21. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested for compensation and expense reimbursement is fair and reasonable given (a) the complexity of the cases, (b) the time expended, (c) the nature and extend of the services, rendered, (d) the value of such services and (e) the costs of comparable services other than in a case under this title.

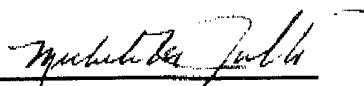
22. EO has sent a copy of this Application to the Debtors, Official Committee of Unsecured Creditors, Agent for the Pre-Petition Lenders and the Retiree Committee Chairperson.

WHEREFORE, EO respectfully requests that the Court enter an order allowing compensation in the sum of \$39,050.00 as compensation for professional services rendered, and the sum of \$307.50 for reimbursement of actual and necessary costs and

necessary costs and expenses incurred by it in these cases from December 20, 2001 through and including July 31, 2002, and that the Debtors be authorized and directed to pay EO all outstanding amounts due hereunder.

Dated: October 28, 2002

EFFECTIVE ORGANIZATIONS

By: 
Michèle M. Jalbert
9 Westview Avenue
Natick, MA 01760

Communications Consultant to the Official Committee
of Retirees of Polaroid Corporation

EXHIBIT A

Effective Organizations
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Principal
9 Westview Avenue □ Natick, MA 01760
PH: 508-655-4389 □ FX: 508-655-6068 □ E: jalberm@earthlink.net

FOR: Communications consulting services in support of the Official Committee of Retirees of Polaroid Corporation from December 20, 2001 through January 31, 2002.

Category 101 - Facilitating Communications/Organizing Meetings

DATE	TIME	DESCRIPTION
01/02/02	.20	Phone conversation with member of PRA Board re: communications process.
01/03/01	4.20	Respond to requests from former Polaroid employees to be added to retiree e-mail communications list, verify employment and update list. Contact GT-Law public relations agency to plan for upcoming media activity.
01/05/02	.50	Planning for trip to Delaware for court hearing on January 15, 2002.
01/13/02	2.00	Respond to requests from former Polaroid employees to be added to retiree e-mail communications list, verify employment and update list.
01/15/02	6.10	Review material prepared by Retiree Committee member for meeting; contact several other Polaroid retirees to determine if full set of issues described; provide feedback. Respond to various media inquiries re: press release, coordinate with Retiree Committee members.
01/17/02	4.00	Attend meeting with Congressman William Delahunt, Senator Edward Kennedy and Polaroid retirees. Debrief with S. Cousins.
01/18/02	1.00	Participate in Retiree Committee conference call to update on interest from press, political and Polaroid retirees; plan upcoming communication activities.
01/19/02	1.20	Develop follow-up material per Senator Kennedy, Representative Delahunt's request.
01/20/02	.50	Respond to requests from former Polaroid employees to be added to retiree e-mail communications list, verify employment and update list.
01/25/02	5.00	Participate in Retiree Committee conference call to update on interest from press, political and Polaroid retirees; plan upcoming communication activities. Participate in Committee planning session regarding communications process, how committee will move forward and roles/responsibilities.
01/26/02	2.20	Respond to requests from former Polaroid employees to be added to retiree e-mail communications list, verify employment and update list.
01/29/02	2.20	Draft form to gather information from broad group of retirees, circulate for feedback, revise. Strategize with GT-LAW on how to respond to Senator Kennedy's request for a Polaroid retiree to appear at HELP hearing.
01/30/02	3.30	Work with various committee members re: communications protocol and need to coordinate press inquiries. Planning with A. Gray, and S. Cousins on how to communicate with members of formers officers' group.
Total	34.0	

Category 102 - Assistance and Preparation of Press Releases/Public Statements

DATE	TIME	DESCRIPTION
01/10/02	4.00	Respond to media inquiry from NBC Nightly News. Phone calls to determine availability of Polaroid retirees, set up Medford retiree for filming on location, work with reporters.
01/12/02	3.50	Gather input, draft initial press release for January 15, hearing, circulate for feedback. Phone call with S. Morgan re: Equity Committee background.
01/14/02	5.20	Rework press release and send to public relations agency for distribution. Respond to inquiry from Congressman William Delahunt's office re: possible attendees at briefing meeting. Phone calls to determine availability of retirees and desired focus of meeting.
01/24/01	2.40	Respond to inquiry from People Magazine, contact former Polaroid employees in various states to provide reporter with examples. Follow-up response to additional questions from reporter.
01/28/02	5.50	Lunch with A. McCarthy. Attend filming of Retiree Committee in Arlington by WGBH-Channel 2. Send copy of Congressional Delegation letter to A. McCarthy.
01/29/02	2.20	Follow-up with producers, planning for additional footage for Emily Rooney Show.
01/30/01	2.30	Coordinate filming at GT-LAW Boston for WGBH segment.
01/31/01	2.10	Coordinate and prep Retiree Committee Chair and others to appear on WGBH segment. Phone call with S. Cousins re: Betty Moss appearance before Senate sub-committee.
Total	28.6	

Category 103 - Maintaining, Updating and Serving as Webmaster

DATE	TIME	DESCRIPTION
01/04/02	.30	Input for web site to A. Gray.
01/30/02	.30	Provide feedback on web site questions.
Total	1.0	

Total hours at \$125.00/hour

63.60

Total billed:

\$7950.00

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FOR: Communications consulting services in support of the Official Committee of Retirees of Polaroid Corporation from February 1, 2002 through February 28, 2002

Category 101 - Facilitating Communications/Organizing Meetings

DATE	TIME	DESCRIPTION
02-01-02	5.20	Committee conference call and follow-up (1.40); discussion with B. Moss, financial advisor, attorneys on content for testimony (2.50); review draft of "white paper" (.30); respond to questions from J. Krasner of Boston Globe (.20)
02-02-02	4.30	Attend Speak-Out with K. Farmer, respond to questions from politicians, press in attendance
02-03-02	7.10	Draft B. Moss testimony for upcoming HELP Committee. (5.0) Updates and changes to B. Moss testimony (2.10)
02-04-02	3.30	Work with B. Moss, attorneys, on various aspects of preparing for testimony (2.40) ; contact J. Krasner (.30); shift to K. Farmer for hearing (.40)
02-05-02	1.30	Finalize and send K. Farmer testimony to D. Forbes of Senator Kennedy's office (1.10); respond to questions from J. Krasner (.20)
02-07-02	8.00	Attend HELP hearing and respond to various inquiries
02-08-02	1.10	Committee conference call and follow-up (1.10)
02-11-02	2.10	Collect and summarize input from retirees regarding notification process
02-13-02	.40	Request pension studies from S. Colcord (.10); response to various questions from Congressman Delahunt's office (.30)
02-15-02	.20	Follow-up to Congressman Delahunt re questions
02-15-02	.30	Respond to questions from J. Krasner
02-18-02	.20	Review materials from K. Farmer and send final letter drafts (DOL, HELP Committee) to Rep. Delahunt's staff
02-16-02		
02-19-02	2.30	Conference call with Americana insurance brokers, follow-up note to A Sankaran (1.20); Prepare e-mail responses and review with attorneys (.20); review and finalize survey questionnaire and cover letter (.30). Call with S. Cousins regarding retiree communication, other updates (.20)
02-22-02	1.20	Committee conference call and follow-up notes
02-26-02	1.30	Meeting with A. McCarthy
02-27-02	.30	Phone call with J. Carr regarding DOL interest, follow-up
Total	41.00	

Category 103 - Maintaining, Updating and Serving as Webmaster

DATE	TIME	DESCRIPTION
02-19-02	.30	Work with K. Greaves on setting up web site
02-21-02	.10	Work with K. Greaves on setting up web site
Total	.40	

Category 104 – Travel

02-06-02	4.00	Travel to Washington to attend HELP hearing
02-07-02	4.00	Return to Boston from Washington
02-06-02		Expenses for air fare 277.50; \$30.00 for cab fare
Total	8.00	

Total hours at \$125.00/hour	41.40
Total hours at \$62.50/hour	8.00
Travel expenses	\$307.50
Total billed:	\$5982.50

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FOR: Communications consulting services in support of the Official Committee of Retirees of Polaroid Corporation from March 1, 2002 through March 31, 2002

Category 101 - Facilitating Communications/Organizing Meetings

DATE	TIME	DESCRIPTION
03-04-02	2.40	Confer with A. Gray regarding communications approach with Committee member, follow-up e-mail to mailing list for clarification. Develop response. Confer with S. Cousins. Call with Committee member regarding communication of general information and process
03-05-02	3.50	Confer with A. Gray regarding pension questions and how to respond to inquiry. Develop response. Update committee. (2.30) Confer with various members of Delahunt's staff on Congressional intent of 1114. (1.20)
03-07-02	1.20	Respond to questions from J. Krasner (.40), update survey for retirees (.40)
03-11-02	1.30	Respond to questions from J. Krasner (.10), collect input on fee for employment information aspect (1.20).
03-12-02	4.40	Committee conference call and follow-up (2.30), discuss option of additional committee members from officers' group and how to respond. Research and respond to questions from J. Krasner (1.10)
03-15-02	1.10	Respond to questions from press, Delahunt's office regarding 1114 motion
03-16-02	.30	Confer with attorneys regarding position of Committee on bonus plan
03-18-02	1.20	Respond to questions from J. Pope (.30), confer with attorneys on communications related to bonus plan
03-19-02	2.10	Confer with attorneys regarding how respond to PRA; respond to questions from Delahunt's staff
03-20-02	.30	Phone conference with attorneys regarding developments with PRA
03-25-02	.40	Confer with A. Sankaran on communications issues re: depositions
03-29-02	1.10	Committee conference call and follow-up
Total	21.30	

Total hours at \$125.00/hour
Total billed:

21.50
\$2687.50

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FOR: Communications consulting services in support of the Official Committee of Retirees of Polaroid Corporation from April 1, 2002 through April 31, 2002

Category 101 - Facilitating Communications/Organizing Meetings

DATE	TIME	DESCRIPTION
04-02-02	1.20	Committee conference call and follow-up
04-03-02	.30	Respond to questions from Congressman's Delahunt's staff
04-04-02	1.40	Planning for Delaware trip; summarize questions from mailing list
04-05-02	4.10	Committee conference call and follow-up (1.30); respond to press inquiries from Globe, Herald (1.40); Respond to questions from Congressman's Delahunt's staff (1.0)
04-08-02	1.10	Planning for meeting with PRA Board (1.20); respond to questions from Congressman's Delahunt's staff (.10)
04-09-02	1.40	Meeting with PRA Board, A Gray
04-10-02	.50	Respond to questions from J. Krasner
04-11-02	.20	Respond to questions from A.McCarte at Boston Herald
04-12-02	1.00	Committee conference call
04-18-02	3.40	Respond to questions from J. Krasner, G. Gatlin, J. Pope of AP, T. McLaughlin of Reuters
04-19-02	1.50	Committee conference call and follow-up (1.20); respond to questions from NECN (.30)
04-23-02	3.30	Respond to questions from J. Krasner, B. Lantagne at Secretary of State Galvin's office (2.0); arrange for retiree interview with S Jones of Washington Post (.50); respond to questions from Congressman Delahunt's staff (.40)
04-24-02	2.40	Respond to questions from S. Jones (.50); call with Committee member to discuss communications strategy (.30); arrange for interview with retiree and J. Krasner (1.20).
04-26-02	2.00	Committee conference call and follow-up (1.20); respond to questions from B. Lantagne (.40)
04-29-02	.50	Respond to questions from G. Gatlin (.30); respond to questions regarding contacting MA Attorney General's and Secretary of State's offices (.20)
04-30-02	.50	Update Committee on Polaroid announcement (.10), respond to questions from Congressman Delahunt's staff, G. Gatlin (.40)
Total	27.20	

Total hours at \$125.00/hour
Total billed:

27.20
\$3400.00

Effective Organizations
Effective Transitions ♦ Effective Me!

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FOR: Communications consulting services in support of the Official Committee of Retirees of Polaroid Corporation from May 1 through May 31, 2002

Category 101 - Facilitating Communications/Organizing Meetings

DATE	TIME	DESCRIPTION
05/01/02	1.40	Confer with attorneys via e-mail regarding questions related to the Equity Committee initiative, Attorney General filing, other issues. Conference call with A. Gray on same.
05/02/02	.30	Confer with attorneys via e-mail about plans for web site position statements.
05/03/02	2.20	Prep for conference call. Participate in Retiree Committee conference call to update on interest from press, political and Polaroid retirees; plan upcoming communication activities. (2.0) Update attorneys on developing questions re: Committee positions. (.20)
05/06/02	7.20	Confer with attorneys about retiree questions regarding outcome of hearing on Equity Committee motion, possible responses. Edit material. (3.30) Conference call with attorneys and Committee Chair re: follow-up discussions after meeting. (1.30) Initial planning for Committee meeting on May 14. (2.20)
05/07/02	4.20	Confer with attorneys via e-mail about questions concerning bidding/sale procedures. (.40) Preliminary planning for May 22 PRA meeting. Conference call with Chair re: same.(3.10) Respond to questions for PRA meeting about resource to respond to pensions, contact Congressman Delahunts office about next steps. (1.30)
05/10/02	2.10	Attend meeting with Secretary of State Galvin's Securities staff and A, Gray to answer questions and plan strategy.
05/11/02	1.10	Conference call with A. Gray, S. Cousins re: failure to deliver settlement, likely next steps and communications options. Conference call with Committee chair to update on plans.
05/12/02	1.40	Confer with attorneys via e-mail about emerging questions about strategy, how to respond and answer retiree questions. Evaluate shift in strategy and begin developing communications.
05/13/02	3.20	Participate in GT-LAW conference call to update re: communications options. (2.0) Finalize arrangements for Committee meeting in Lincoln on May 14, 2002. (1.20)
05/14/02	6.00	Participate in Committee planning meeting.
05/16/02	2.20	Respond to ideas for upcoming PRA meeting. Conference calls with A. Gray, K. Farmer on same.
Total	31.50	

Category 102 - Assistance and Preparation of Press Releases/Public Statements

DATE	TIME	DESCRIPTION
05/03/02	.40	Respond to inquiry from Secretary of State William Galvin's office, plan meeting.
05/13/02	2.40	Draft press release re: series of actions. Circulate with attorneys for feedback, revise. Prepare for Committee review.
05/14/02	1.50	Respond to media inquires re: new actions by committee. Planning with Congressman Delahunt's office for upcoming PRA meeting.
Total	5.10	

Category 103 - Maintaining, Updating and Serving as Webmaster

DATE	TIME	DESCRIPTION
05/04/02	7.40	Edit web material outlining Committee positions on key issues and confer with attorneys on questions raised in the material, draft responses and circulate for feedback. (5.20) Respond to requests from former Polaroid employees to be added to retiree e-mail communications list, verify employment and update list. (2.20)
05/05/02	4.10	Rework web page drafts with feedback from attorneys, committee members.
05/06/02	3.40	Work with GT-LAW systems group to update web site with new material and finalize links, excerpts, etc.
05/14/02	.30	Update web site with press release and other material
Total	16.00	

Category 104 - Travel

05/14/02	1.30	Travel to and from Committee meeting in Lexington
Total	1.30	

Total hours at \$125.00/hour	53.00
Total hours at \$62.50/hour	1.30

Total billed: \$ 6706.25

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FOR: Communications consulting services in support of the Official Committee of Retirees of Polaroid Corporation from June 1, 2002 through June 31, 2002

Category 101 - Facilitating Communications/Organizing Meetings

DATE	TIME	DESCRIPTION
06-01-02	.40	Planning informational meeting
06-03-02	.50	Planning informational meeting, confer with attorneys on settlement agreement questions
06-04-02	.30	Confer with attorneys on motion for order extending date for filing proofs of claim
06-06-02	4.40	Confer with S. Cousins regarding appearance on Live Money (.20) follow-up on Globe question (1.20) planning for informational meeting (3.0) confer with S. Cousins on reaction to exclusivity issue (.30), respond to questions from W. Delahunt staff (2.0)
06-07-02	.30	Update S. Cousins on activities
06-09-02	4.40	Work on response to S. Morgan objection (1.10) planning informational meeting (3.30)
06-10-02	2.10	Planning for informational meeting
06-11-02	3.10	Communicate meeting date and time to various constituencies (.20), objection response reviewed, approved and distributed to committee (2.50)
06-12-02	6.00	Attend hearing in Delaware, respond to J. Krasner, G. Gatlin, others
06-13-02	10.30	Develop draft for review and confer with attorneys re outcome of hearing (5.0); respond to press inquiries, retiree questions (2.30); participate in committee conference call (1.20), review material on final severance offer extension (.20), planning for informational meeting (1.20)
06-14-02	.40	Respond to questions from W. Delahunt's office
06-15-02	6.20	Draft presentation for informational meeting
06-16-02	5.40	Circulate presentation and update as necessary, participate in Committee conference call
06-17-02	8.00	Prepare and host informational meeting session
06-18-02	2.20	Follow-up to meeting attendee questions, respond to requests for presentation materials
06-19-02	5.10	Follow-up to meeting attendee questions, respond to requests for presentation materials (4.10), research and respond to questions from W. Delahunt's staff (1.0)
06-20-02	.40	Respond to requests for presentation materials
06-25-02	3.20	Respond to questions from W. Delahunt's staff (.20); respond to inquiry from M. Fennel at NECN, coordinate with G. Dicker for interview (3.0)
06-26-02	1.10	Respond to inquiries from various media, Delahunt's office
06-27-02	1.20	Confer with attorneys regarding final version of settlement, committee reaction and potential questions
06-28-02	1.30	Committee conference call and follow-up
Total	66.50	

Category 104 – Travel

DATE	TIME	DESCRIPTION
06-12-02	7.30	Travel to and from Delaware to attend hearing
06-17-02	1.10	Travel to and from informational briefing
Total	8.40	

Total hours at \$125.00/hour	66.50
Total hours at \$62.50/hour	8.40

Total billed: \$8837.50

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FOR: Communications consulting services in support of the Official Committee of Retirees of Polaroid Corporation from July 1, 2002 through July 31, 2002

Category 101 - Facilitating Communications/Organizing Meetings

DATE	TIME	DESCRIPTION
07-01-02	1.20	Confer with attorneys regarding COBRA coverage, status update on Polaroid, how to handle PRA
07-02-02	.30	Confer with attorneys on specific COBRA question from retiree; respond to retiree question on Kennedy contact
07-08-02	8.20	Planning for Retiree Committee meeting; note to S. Colcord for info; develop update; confer with S. Salerni on retiree questions, update A. Gray; respond to questions from W. Delahunt's staff; draft Q & A on valuation questions; confer with S. Cousins
07-09-02	.50	Revise Q & A, respond to retiree question re: COBRA coverage
07-10-02	4.20	Retiree Committee meeting – Cape Cod
07-11-02	.40	Respond to questions from G. Gatlin, W. Delahunt's staff
07-12-02	.20	Confer with S. Cousin re W. Delahunt's questions
07-15-02	.20	Respond to questions from J. Krasner
07-17-02	.20	Respond to questions from W. Delahunt's staff
07-18-02	2.40	Confer with attorneys on shutting down mailing list, mailing settlement to retiree; draft transmittal letter for settlement; respond to questions from Delahunt's staff
07-22-02	4.10	Confer with attorneys on Globe article, potential response, draft points; draft article; respond to questions from W. Delahunt's office; collect e-mail background on S. Morgan for S. Cousins
07-23-02	1.20	Recommendation on response to questions from retiree; respond to questions from W. Delahunt's staff
07-26-02	1.40	Confer with attorneys about retiree questions, questions from Delahunt
07-31-02	.20	Update A. gray on deceased retirees whose spouses have contacted Retiree Committee, circulate material on closing announcement
Total	27.10	

Category 103 - Maintaining, Updating and Serving as Webmaster

DATE	TIME	DESCRIPTION
07-08-02	.40	Updates on OEP purchase of assets, etc.
07-10-02	.20	Updates to web
07-18-02	.20	Updates to web with Delahunt material
07-19-02	.30	Draft for web site on LTD issue
07-29-02	.20	Response on COBRA
Total	2.10	

Category 104 – Travel

07-10-02	2.30	Travel to and from Retiree Meeting on Cape
Total	2.30	

Total hours at \$125.00/hour 29.20
Total hours at \$62.50 2.30

Total billed: \$3793.75

EXHIBIT B

ACTION CODE	MATTER NAME
101	Facilitating Communications/Organizing Meetings
102	Assistance and Preparation of Press Releases/Public Statements
103	Maintaining, Updating and Serving as Webmaster
104	Travel

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

In re POLAROID CORPORATION, et al., Debtors	Chapter 11 Case No. 01-10864 (PJW) (Jointly Administered)
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CERTIFICATION

Michele M. Jalbert, after being duly sworn according to law, deposes and says:

1. I am the sole proprietor of Effective Organizations ("EO"), and am duly authorized to make this Certification on behalf of EO. I make this certification in support of the Final Application Of Effective Organizations For Allowance Of Compensation And For Reimbursement Of Disbursements As Communications Consultant To The Official Committee Or Retirees Of Polaroid Corporation for the period of December 20, 2001 through and including July 31, 2002.

2. I have reviewed the requirements of Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"). The facts set forth in the foregoing Application are true and correct, and to the best of my knowledge, information and belief are in compliance with the Local Rules.



Michele M. Jalbert

SWORN TO AND SUBSCRIBED before me this 29th day of OCTOBER, 2002.



Notary Public

My Commission Expires:

**SABINO LAGATTOLLA
NOTARY PUBLIC
MY COMMISSION EXPIRES SEPT. 17, 2004**

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

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

**ORDER ALLOWING COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES**

Effective Organizations (“EO”), communications consultant to the Official Committee of Retirees of Polaroid Corporation (the “Retiree Committee”), having filed its final application for allowance of compensation and reimbursement of expenses (the “**Application**”); and creditors and other parties in interest having received notice of the date, time and place of a hearing on the Application; and the hearing on the Application having been held, and no objections or responses to the Application having been filed, and the Court having considered the Application; it is

ORDERED that the Application of EO is granted, and EO is allowed compensation in the sum of \$39,050.00 for services rendered and is allowed \$307.50 as reimbursement for actual, necessary expenses incurred; and it is further

ORDERED that, pursuant to and upon approval of the Settlement Motion, the Debtors are authorized and directed to make payment of \$39,357.50 to EO for such allowed compensation and expenses, less any amount already paid on account of such compensation and expenses, within ten (10) days from the date of this order.

Dated: _____, 2002

Peter J. Walsh
United States Bankruptcy Judge


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

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

CERTIFICATE OF SERVICE

I, Scott Salerni, hereby certify that I am an attorney at Greenberg Traurig, LLP, which is counsel for the Official Committee of Retirees, and on the 28th of October, 2002, I caused copies of the Notice of Filing of Final Fee Application and the Final Application of Effective Organizations for Allowance of Compensation and for Reimbursement of Disbursements as Communications Consultant to the Official Committee of Retirees to Polaroid Corporation to be served upon the attached Cored Service List via First Class U.S. Mail

Dated: October 28, 2002



Scott Salerni (ID 4040)

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