



Prior Applications Filed:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
07/02/03	02/24/03 – 03/31/03	\$ 6,225.50	\$ 2,738.61	\$ 6,225.50	\$2,738.61
07/21/03	04/01/03-04/30/03	\$13,968.00	\$ 7,065.52	\$13,968.00	\$7,065.52
09/15/03	05/01/03 – 05/31/03	\$22,350.00	\$ 1,591.19	\$22,350.00	\$1,591.19
10/24/03	06/01/03 – 06/30/03	\$56,238.50	\$22,117.25	\$56,238.50	\$22,117.25
11/21/03	07/01/03 – 07/31/03	\$ 6,632.00	\$ 2,856.78	\$ 6,632.00	\$ 2,856.78
12/03/03	08/01/03 – 08/31/03	\$22,408.50	\$10,987.27	\$22,408.50	\$10,987.27
12/22/03	09/01/03 – 09/30/03	\$ 2,619.50	\$ 3,177.01	\$ 2,619.50	\$ 3,177.01
01/05/04	10/01/03 – 10/31/03	\$ 1,454.50	\$ 1,808.15	\$ 1,454.50	\$ 1,808.50
01/26/04	11/01/03 – 11/30/03	\$ 1,575.00	\$ 586.67	Pending	Pending
01/29/04	12/01/03 – 12/17/03	\$ 1,235.50	\$ 688.25	Pending	Pending

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed <sup>3</sup>	Total Compensation
Scotta E. McFarland	Of Counsel 2000; Member DE Bar 2002; Member CA Bar 1993; TX Bar 1980	\$415.00	.20	\$ 83.00
William L. Ramseyer	Of Counsel 1989; CA Bar 1980	\$375.00	14.10	\$ 5,287.50
Curtis A. Hehn	Associate 2001; DE Bar 2002; PA and NJ Bar 1997	\$300.00	2.10	\$ 630.00

<sup>3</sup> Some professional time that was spent during the Fee Period may be reflected in a supplemental application.

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed <sup>3</sup>	Total Compensation
David W. Carickhoff	Associate 2000; DE, PA and NJ Bar 1998	\$300.00	1.50	\$ 450.00
Michael P. Migliore	Associate 2001; Member of PA Bar since 2002	\$235.00	4.60	\$ 1,081.00
Denise A. Harris	Paralegal 2001	\$170.00	2.00	\$ 340.00
Laurie A. Gilbert	Paralegal 2001	\$135.00	7.20	\$ 972.00

Grand Total: \$8,843.50  
Total Hours: 31.70  
Blended Rate: \$278.97

### COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees Requested
Bankruptcy Litigation	8.90	\$2,134.00
Compensation of Professionals	21.30	\$6,259.50
Plan & Disclosure Statement	1.50	\$ 450.00

### EXPENSE SUMMARY

Expense Category	Service Provider (if Applicable)	Total Expenses
Facsimile (\$1.00/page)		\$ 28.50
Reproduction (\$.15 per page)		\$ 259.28
Working Meals	At NY airport	\$ 103.23
Court Research	Pacer	\$ 259.28
Conference Call	AT&T	\$ 60.86
Travel Expense		\$ 950.00
Hotel Expense	Crowne Plaza	\$ 614.38
Guest Parking		\$ 60.00
Auto Travel	AMS Pacific Limo	\$ 342.25
Air Fare		\$2,742.25

<sup>3</sup> Some professional time that was spent during the Fee Period may be reflected in a supplemental application.

<sup>4</sup> PSZYJ&W may use one or more service providers. The service providers identified herein are the primary service providers for the categories described.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
POLAROID CORPORATION, et al., ) Case No. 01-10864 (PJW)  
) (Jointly Administered)  
Debtors. )  
)  
)  
) **Hearing Date: March 25, 2004 at 2:00 p.m.**

**SUPPLEMENT TO FINAL APPLICATION OF PACHULSKI, STANG,  
ZIEHL, YOUNG, JONES & WEINTRAUB P.C. FOR COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
AS CO-COUNSEL TO THE EXAMINER FOR THE PERIOD FROM  
FEBRUARY 24, 2003 THROUGH DECEMBER 17, 2003**

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 (the “Bankruptcy Rules”), the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated November 5, 2001, (“Administrative Order”) and the Court’s Order Appointing Fee Auditor and Directing Related Procedures Concerning the Payment of Compensation and Consideration of Fee Applications, entered on or about February 5, 2003 (the “Auditor Order”), Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. (“PSZYJ&W”) hereby files this Supplement to Final Application of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. for Compensation for Services Rendered and Reimbursement of Expenses as Co-counsel to the Examiner for the Period from February 24, 2003 through December 17, 2003 (the “Supplemental Application”). By this Supplemental Application PSZYJ&W seeks a final allowance of supplemental compensation in the amount of \$8,843.50 and reimbursement of supplemental actual and necessary expenses in the amount of \$6,591.60 for a total of \$15,435.10 for the period February 24, 2003 through

December 17, 2003 (the “Fee Period”). This request is in addition to the request for fees and costs set forth in PSZYJ&W’s previously filed final fee application. In support of this Supplemental Application, PSZYJ&W respectfully represents as follows:

**Background**

1. Each of the Debtors (collectively, the “Debtors”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, Debtors operated their businesses and managed their properties and assets as debtors in possession. Since the Petition Date, the U.S. Trustee has appointed the Official Committee of Unsecured Creditors, (the “Committee”). By order signed February 10, 2003 this Court approved the appointment of an examiner in these cases, and by order signed February 24, 2003, Perry M. Mandarino, CPA, was appointed examiner. A Plan of Reorganization was confirmed in these cases with an Effective Date of December 17, 2003. On January 30, 2004, PSZYJ&W filed a Final Application of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. for Compensation for Services Rendered and Reimbursement of Expenses as Co-counsel to the Examiner for the Period from February 24, 2003 through December 17, 2003 (the “Final Application”). In the Final Application PSZYJ&W expressly reserved the right to file a supplemental fee application in the event that PSZYJ&W had incurred fees and expenses in addition to the fees and costs requested in the Final Application. Following the filing of the Final Application PSZYJ&W discovered that some costs and fees had been recorded in the wrong client matter, and that such costs and fees had not been included in the Final Application. PSZYJ&W has therefore filed this Supplemental Application seeking final approval of fees and costs set forth herein in addition to those set forth

in the Final Application.

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §157 and §1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. The Debtors' chapter 11 cases are consolidated for procedural purposes only and administered jointly.

4. By this Court's order dated April 15, 2003, the Examiner was authorized to retain PSZYJ&W as his counsel, effective as of February 24, 2003 (the "Retention Order"). The Retention Order authorizes the compensation of PSZYJ&W at PSZYJ&W's hourly rates charged for services of this type and the reimbursement for actual and necessary out-of-pocket expenses incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court.

5. On or about November 5, 2001, the Court signed the Administrative Order, authorizing the filing of monthly and quarterly fee applications. If no party objects to a monthly fee application within 20 days after service the Debtors are authorized to pay 80% of the requested fees and 100% of the requested expenses. All awards of interim fees are subject to final approval by the Court.

6. On or about February 5, 2003, the Court entered its Auditor Order establishing further procedures for interim compensation and reimbursement of expenses of professionals. Pursuant to the procedures set forth in that Auditor Order, professionals serve their fee applications on the fee auditor. The fee auditor shall prepare an initial report, and after an informal response period, shall file a final report. Within twenty days after the fee auditor files a certificate of service of a final report, professionals may file a response with the Court and

a hearing will then be scheduled.

### **Compensation Paid and Its Source**

7. All Services for which PSZYJ&W requests compensation were performed for or on behalf of the Examiner.

8. Except for the amounts paid to PSZYJ&W pursuant to previously approved monthly and quarterly interim applications for compensation and reimbursement, PSZYJ&W has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Supplemental Application. There is no agreement or understanding between PSZYJ&W and any other person other than the shareholders of PSZYJ&W for the sharing of compensation to be received for services rendered in these cases. PSZYJ&W received no retainer in this matter.

### **Fee Statements**

9. The fee statement for the Fee Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each attorney and paraprofessional during the Fee Period.<sup>2</sup> To the best of PSZYJ&W's knowledge, this Supplemental Application complies with Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Auditor Order, and the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "Delaware Local Rules"). PSZYJ&W's time reports are initially handwritten or typewritten by the attorney or paralegal performing the described services. The time reports are organized on a daily basis.

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<sup>2</sup> However, some professional time that was spent during the Fee Period may be reflected in a supplemental application.

PSZYJ&W is particularly sensitive to issues of “lumping,” and unless time was spent in one time frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. PSZYJ&W’s charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code. PSZYJ&W has reduced its charges related to any non-working “travel time” to 50% of PSZYJ&W’s standard hourly rate. To the extent it is feasible, PSZYJ&W attempts to work during travel.

#### **Actual and Necessary Expenses**

10. A summary of actual and necessary expenses incurred by PSZYJ&W for the Fee Period is attached hereto as part of Exhibit A. PSZYJ&W customarily charges \$0.15 per page for photocopying expenses related to cases, such as this one, arising in Delaware. PSZYJ&W’s photocopying machines automatically record the number of copies made when the person that is doing the copying enters the client’s account number into a device attached to the photocopier. PSZYJ&W summarizes each client’s photocopying charges on a daily basis.

11. PSZYJ&W charges \$1.00 per page for out-going facsimile transmissions. There is no additional charge for long distance telephone calls on faxes. The charge for outgoing facsimile reflects PSZYJ&W’s calculation of the actual costs incurred by PSZYJ&W for the machines, supplies and extra labor expenses associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. PSZYJ&W does not charge fax receipts to the Examiner in these cases.

12. Regarding providers of on-line legal research (e.g., LEXIS and WESTLAW), PSZYJ&W charges the standard usage rates these providers charge for



computerized legal research. PSZYJ&W bills its clients the amount charged by such services, with no premium. Any volume discount received by PSZYJ&W is passed on to the client.

13. PSZYJ&W believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, PSZYJ&W believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

#### **Summary of Services Rendered**

14. The names of the shareholders and associates of PSZYJ&W who have rendered professional services in these cases during the Fee Period, and the paralegals and case management assistants of PSZYJ&W who provided services to these attorneys during the Fee Period, are set forth in the attached Exhibit A.

15. PSZYJ&W, by and through such persons, has prepared and assisted in the preparation of various pending orders submitted to the Court for consideration, advised the Examiner on a regular basis with respect to various matters in connection with these cases, and performed all necessary professional services which are described and narrated in detail below. PSZYJ&W's efforts have been particularly extensive due to the size and complexity of Debtors' cases.

#### **Summary of Services by Project**

16. The services rendered by PSZYJ&W during the Fee Period can be grouped into the categories set forth below. PSZYJ&W attempted to place the services provided in the category that best relates to such services. However, because certain services may relate to

one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A.

Exhibit A identifies the attorneys and paraprofessionals who rendered services relating to each category, along with the number of hours for each individual and the total compensation sought for each category.

**A. Bankruptcy Litigation**

17. Time billed to this category relates to litigation in the Bankruptcy Court.

In that regard, during the Fee Period, PSZYJ&W, among other things: (1) performed research; (2) performed work regarding depositions, including attending to notice and subpoena issues; and (3) conferred and corresponded regarding litigation matters.

Fees: \$2,134.00; Total hours: 8.90

**B. Compensation of Professionals**

18. This category relates to services provided in connection with the

compensation of PSZYJ&W. During the Fee Period, among other things, PSZYJ&W:

(1) drafted the March, April, June, July, August, and September 2003 monthly fee applications and drafted the Final fee application; (2) performed work regarding the May 2003 monthly fee application; and (3) monitored the status and timing of fee applications.

Fees: \$6,259.50; Total hours: 21.30

**C. Plan & Disclosure Statement**

19. This category relates to services provided in connection with a Plan of

Reorganization and Disclosure Statement. During the Fee Period PSZYJ&W appeared at the hearing on the Disclosure Statement on October 8, 2003.

Fees: \$450.00; Total hours: 1.50

**Valuation of Services**

Attorneys and paraprofessionals of PSZYJ&W expended a total of 31.70 hours in connection with these cases during the Fee Period, as follows:

Name of Professional Individual	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Scotta E. McFarland	\$415.00	.20	\$ 83.00
William L. Ramseyer	\$375.00	14.10	\$ 5,287.50
Curtis A. Hehn	\$300.00	2.10	\$ 630.00
David W. Carickhoff	\$300.00	1.50	\$ 450.00
Michael P. Migliore	\$235.00	4.60	\$ 1,081.00
Denise A. Harris	\$170.00	2.00	\$ 340.00
Laurie A. Gilbert	\$135.00	7.20	\$ 972.00

Grand Total: \$8,843.50  
Blended Rate: \$278.97

The nature of work performed by these persons is fully set forth in Exhibit A attached hereto.

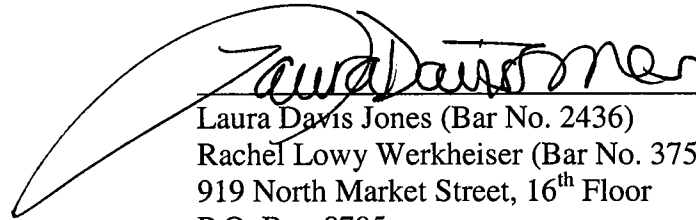
These are PSZYJ&W's normal hourly rates for work of this character. The reasonable value of the services rendered by PSZYJ&W to the Examiner during the Fee Period is \$8,843.50.

In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZYJ&W is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent 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.

WHEREFORE, PSZYJ&W respectfully requests that Court approve, for the period February 24, 2003 through December 17, 2003, a supplemental final allowance to PSZYJ&W in the sum of \$8,843.50 as compensation for necessary professional services rendered, and the sum of \$6,591.60 for reimbursement of actual necessary costs and expenses, for a total of \$15,435.10, that such sums be authorized for payment pursuant to the Administrative and Auditor Orders; and that PSZYJ&W be provided such other and further relief as this Court may deem just and proper.

Dated: 3/18, 2004

PACHULSKI, STANG, ZIEHL, YOUNG, JONES &  
WEINTRAUB P.C.



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Laura Davis Jones (Bar No. 2436)  
Rachel Lowy Werkheiser (Bar No. 3753)  
919 North Market Street, 16<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705 (Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400

Co-Counsel for the Examiner

