

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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:
In re: : Chapter 11
:
POLAROID CORPORATION, : Case No. 01-10864 (PJW)
:
 et al., :
: Jointly Administered
Debtors. :
: Hrg: 3/25/04 @ 2:00 p.m. (Eastern)
: Obj. Due: 3/3/04 @ 4:00 p.m. (Eastern)
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NOTICE OF FILING OF APPLICATION OF RIEMER & BRAUNSTEIN
LLP FOR ALLOWANCE AS A FINAL AWARD THE PREVIOUSLY
REQUESTED INTERIM COMPENSATION PURSUANT TO NOVEMBER 5,
2001 ORDER PURSUANT TO SECTIONS 327 AND 328 OF THE
BANKRUPTCY CODE AUTHORIZING EMPLOYMENT OF PROFESSIONALS
UTILIZED IN THE ORDINARY COURSE OF BUSINESS

TO: ALL PARTIES ON THE ATTACHED SERVICE LIST

PLEASE TAKE NOTICE that on February 2, 2004,
the above-captioned debtors and debtors-in-possession
(the "Debtors") filed the attached Application of Riemer
& Braunstein LLP for Allowance as a Final Award the
Previously Requested Interim Compensation Pursuant to
November 5, 2001 Order Pursuant to Sections 327 and 328
of the Bankruptcy Code Authorizing Employment of Profes-
sionals Utilized in the Ordinary Course of Business (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 Plan Administrator for the Reorganized Polaroid, c/o Primary PDC, Inc., 1265 Main Street, Waltham, MA 02451 (Attn: Messrs. Kevin Pond and Mark Stickel); (ii) former counsel for the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, One Rodney Square, P.O. Box 636, Wilmington, Delaware 19899-0636 (Attn: Gregg M. Galardi, Esq.); (iii) counsel for the Debtors' prepetition lenders, Davis, Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Marshall Huebner, Esq.); (iv) counsel for the Debtors' postpetition lenders, Morgan, Lewis & Brockius, 101 Park Avenue, New York, NY 10178 (Attn: Robert Scheibe, Esq.); (v) counsel to the Plan Administrator, 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:

Fred Hodara, Esq.); (vi) Riemer & Braunstein LLP, Three Center Plaza, Boston, MA 02108 (Attn: Alan L. Braunstein, Esq.); and (vii) 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 March 3, 2004.**

PLEASE TAKE FURTHER NOTICE that 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 **March 25, 2004 at 2:00 p.m. Eastern time.** 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
February 2, 2004



Gregg M. Galardi (No. 2991)
Mark L. Desgrosseilliers (No. 4083)
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

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(302) 651-3000

Former Attorneys for Debtors and
Debtors-in-Possession

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

**APPLICATION OF RIEMER & BRAUNSTEIN LLP FOR ALLOWANCE AS A FINAL
AWARD THE PREVIOUSLY REQUESTED INTERIM COMPENSATION PURSUANT
TO NOVEMBER 5, 2001 ORDER PURSUANT TO SECTIONS 327 AND 328 OF THE
BANKRUPTCY CODE AUTHORIZING EMPLOYMENT OF PROFESSIONALS
UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

Riemer & Braunstein LLP (the "Law Firm"), hereby requests this Court to allow as final the prior interim awards and payments made in accordance with the **Order Pursuant to Sections 327 and 328 of the Bankruptcy Code Authorizing Employment of Professionals Utilized in the Ordinary Course of Business**. The Law Firm's final allowance request is for services including services rendered in November and December, 2001 which exceed \$30,000.00 respectively, and which require Court approval pursuant to 11 U.S.C. §§330 and Local Rule 2016. The services rendered in this case regarded the sale of the Debtors' Photo ID Government Business. In further support of the within application, the Law Firm respectfully states as follows:

1. Pursuant to the Order Pursuant to Sections 327 and 328 of the Bankruptcy Code Authorizing Employment of Professionals Utilized in the Ordinary Course of Business (the "November 5th Order"), the Law Firm represented the Debtors in connection with negotiating and documenting the sale of the Debtors' identification division, as well as post-closing matters relating to certain prior sales of the Debtors' various business assets.

2. In accordance with the November 5th Order, the Debtors were authorized to employ ordinary course professionals, including the Law Firm.

3. Pursuant to Paragraph 3 of the November 5th Order, the Debtors were authorized to pay, without formal application to the Court, the requested interim fees and disbursements of each designated ordinary course professional upon submission to the Debtors of an invoice setting forth, in reasonable detail, the nature of the services rendered after the Petition Date, and calculated in

accordance with such professional's standard billing practices (without prejudice to the Debtors' right to dispute any such invoices). The Debtor did not dispute any of the Law Firms invoices. As noted in Paragraph 4 of the November 5th Order, payments to an ordinary course professional were subject to the approval of the Court in accordance with 11 U.S.C. §§330 and 331, if payments to such professional exceeded Thirty Thousand (\$30,000.00) Dollars in any one (1) month, or Three Hundred Thousand (\$300,000.00) Dollars during the entire case.

4. The Law Firm was paid for its October 2001 invoices (for post-petition services) which in the aggregate did not exceed Thirty Thousand (\$30,000.00) Dollars.¹

5. The Law Firm has rendered legal services to the Debtors in connection with the sale of the Government Id Businesses for the months of November and December, 2001 as follows:

6. For the month of November, 2001, the Law Firm incurred and sought as interim, aggregate fees of \$35,466.50, and expenses and disbursements in the amount of \$1,226.79. Additionally, for the month of December, 2001, the Law Firm incurred and sought aggregate fees of \$52,013.50, and expenses of \$820.77 (the "Interim Application").

7. The Law Firm did not incur more than \$30,000.00 in any month subsequent to December, 2001, nor did the aggregate of the Law Firms services exceed the aggregate amount of \$300,000.00, as set forth in the November 5th Order. Accordingly, the Law Firm seeks allowance as final the amounts incurred by the Law Firm pursuant to its invoices, including the November and December, 2001 services.

8. The Law Firm previously submitted in its interim application the itemized monthly statement of services detailed with specificity, concerning the services rendered by the Law Firm during the month of November, 2001 and December, 2001.

9. Annexed hereto as Exhibit "D" is a summary of the hours incurred by each respective attorney for the Law Firm in connection with the amount of fees requested in the Interim Application.

¹The actual total for all of the invoices rendered from the Petition Date of October 12, 2001 to October 31, 2001 totaled \$11,416.50 in fees and \$86.43 in expenses.

10. Annexed hereto as Exhibit "E" is an itemization of the aggregate expenses incurred for the months of November and December, 2001 as previously submitted in the Interim Application.

11. The Law Firm has rendered fees in this case at the same hourly rates that it charges for similar cases in other matters outside the bankruptcy field.

12. There is no agreement or understanding between the Law Firm and any other person for the sharing of compensation requested in the within Application, except among the partners of Riemer & Braunstein LLP.

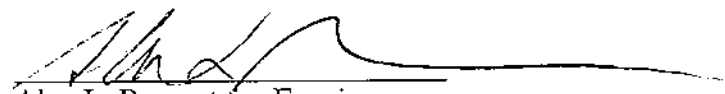
WHEREFORE, the Law Firm of Riemer & Braunstein LLP, respectfully request that this Court enter an Order (1) awarding the Law Firm final compensation in the amount of \$87,480.00 and expenses in the amount \$2,047.56 in connection with the services rendered for the months of November and December 2001; and (2) allowance as final all previous payments for invoices pursuant to the November 5, 2001 order for ordinary course professionals; and (3) granting the Law Firm such other and further relief as this Court deems just and proper.

Respectfully submitted,

RIEMER & BRAUNSTEIN LLP

By its Attorneys,

Dated: January 29, 2004



Alan L. Braunstein, Esquire
BBO# 546042
Riemer & Braunstein LLP
Three Center Plaza
Boston, Massachusetts 02108
(617) 523-9000

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EXHIBIT "D"
POLAROID CORPORATION
Summary of Services Rendered for November, 2001

<u>ATTORNEY/PARALEGAL</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEE</u>
A.W. Jacobs	275.00	86.40	\$23,760.00
B.D. Berman	205.00	51.80	\$10,619.00
A.L. Braunstein	375.00	2.60	\$975.00
G.Moroney	125.00	0.90	\$112.50
Totals		141.70	\$35,466.50

POLAROID CORPORATION
Summary of Services Rendered for December , 2001

<u>ATTORNEY/PARALEGAL</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEE</u>
A.W. Jacobs	275.00	135.10	\$37,152.50
B.D. Berman	205.00	71.00	\$14,555.00
R.N. Braunstein	395.00	0.30	\$118.50
A.L. Braunstein	375.00	0.50	\$187.50
Totals		206.90	\$52,013.50

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EXHIBIT "E"
POLAROID CORPORATION
Summary of Expenses Rendered for November and December, 2001

DISBURSEMENTS

(November, 2001)

Photocopies	\$578.80
Long Distance Telephone	\$16.82
Travel Expenses	\$392.71
Air Travel	\$175.50
Taxi	\$25.00
Courier Services	\$12.00
Storage Retrieval	\$15.00
Meals	\$10.96
Totals (November)	\$1,226.79

DISBURSEMENTS

(December, 2001)

Photocopies	\$180.00
Parking -Other	\$6.00
Long Distance Telephone	\$380.04
Courier Services	\$120.00
Taxi	\$48.00
Federal Express, etc.	\$41.22
Meals	\$136.01
Travel Expenses	\$17.50
Totals (December)	\$928.77

Total Expenses Requested \$2,155.56

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

**PROPOSED ORDER RE: APPLICATION OF RIEMER & BRAUNSTEIN LLP FOR
FINAL COMPENSATION PURSUANT TO NOVEMBER 5TH ORDER PURSUANT TO
SECTIONS 327 AND 328 OF THE BANKRUPTCY CODE AUTHORIZING
EMPLOYMENT OF PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF
BUSINESS**

This matter having come before the Court pursuant to Application of Riemer & Braunstein LLP for Final Compensation Pursuant to the November 5th Order Pursuant to Sections 327 and 328 of the Bankruptcy Code Authorizing Employment of Professionals Utilized in the Ordinary Course of Business, notice having been given, and cause appearing therefore:

IT IS HEREBY ORDERED THAT the Application of the Law Firm of Riemer & Braunstein LLP is allowed as final in the amounts previously requested for services rendered and expenses incurred during the months of November and December 2001, and for the invoices paid in the ordinary course.

IT IS SO ORDERED:

Peter J. Walsh
Bankruptcy Judge

CERTIFICATE OF SERVICE

I, Mark L. Desgrosseilliers, hereby certify that on the 2nd day of February, 2004, I caused the foregoing Application of Riemer & Braunstein LLP for Allowance as a Final Award the Previously Requested Interim Compensation Pursuant to November 5, 2001 Order Pursuant to Sections 327 and 328 of the Bankruptcy Code Authorizing Employment of Professionals Utilized in the Ordinary Course of Business to be served on the parties listed on Exhibit A, attached hereto, in the manner indicated thereon.


Mark L. Desgrosseilliers

EXHIBIT A

Kevin Pond
Polaroid Corporation
f/k/a Primary PDC, Inc.
1265 Main Street
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By Overnight Courier

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