

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. :
: Hrg: 3/25/04 @ 2:00 p.m. (Eastern)
:
- - - - -X

**NOTICE OF FILING OF SUPPLEMENT TO FINAL
APPLICATION OF SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP AND AFFILIATES FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
INCURRED AS COUNSEL TO THE DEBTORS FOR THE PERIOD OF
OCTOBER 12, 2001 THROUGH AND INCLUDING DECEMBER 17, 2003**

PLEASE TAKE NOTICE that on March 18, 2004, the above-captioned debtors and debtors-in-possession (the "Debtors") filed the Supplement (the "Supplement") to Final Application of Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates ("Skadden, Arps") for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtors for the Period of October 12, 2001 through and including December 17, 2003 (the "Application"), attached hereto as Exhibit A.

The Supplement sets forth additional time and expenses incurred by Skadden, Arps after December 17,

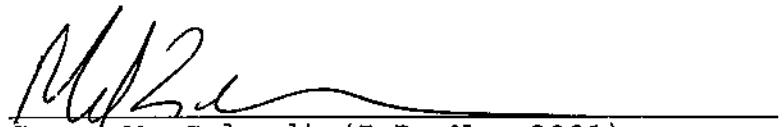
2003 (the "Effective Date") related to transferring certain pending matters to counsel for the Plan Administrator, preparing and filing the Application, preparing and filing applications for certain other professionals of the above-captioned debtors and preparing for the hearing with respect to the Application. In addition, the Supplement sets forth certain expenses incurred prior to and after the Effective Date that were not reflected in the Application.

The total of all fees set forth in this Supplement is \$13,665.00. The total of all expenses for which reimbursement is sought as set forth in the Supplement is \$4,531.63. The amounts of compensation and reimbursement sought herein are net of certain voluntary reductions made by Skadden, Arps, which voluntary reductions aggregate \$6,216.00. Accordingly, Skadden, Arps seeks approval, through this Supplement and the Application, of approximately \$32,809.50 for fees and \$6,480.28 for expenses that were incurred or posted to Skadden, Arps' billing system after the Effective Date.

PLEASE TAKE FURTHER NOTICE that a hearing will be held with respect to the Application and the Supple-

ment on **March 25, 2004 at 2:00 p.m. Eastern time** before the Honorable Peter J. Walsh in the United States Bankruptcy Court, 824 Market Street, Wilmington, Delaware 19801.

Dated: Wilmington, Delaware
 March 18, 2004



Gregg M. Galardi (I.D. No. 2991)
Mark L. Desgrosseilliers (I.D. No. 4083)
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
One Rodney Square
P.O. Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

Former Attorneys for Debtors and
Debtors-in-Possession

EXHIBIT A

**SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
AND AFFILIATES**

Polaroid Corporation (DIP)
784 Memorial Drive
Cambridge, Massachusetts 02139

March 18, 2004
Bill No.: 1005272
TIN: 13-1777230

PLEASE REMIT TO:			
<u>By Check:</u>	SASM & F LLP P.O. Box 1764 White Plains, NY 10602	<u>By Wire:</u>	In US Dollars to: Citibank, N.A., New York A.B.A. Number: 021000089 For Credit To Account: 30060143 Reference Bill No.: 1005272

Invoice # 1005272

Re: Corporate Advice, Financing and Special Projects

TO PROFESSIONAL SERVICES RENDERED
through March 17, 2004 in connection
with various matters

For Retention/Fee Matters (SASM&F)	\$	19,881.50
Less Fee Accommodation	(<u>6,216.00)</u>
		13,665.50

Charges and Disbursements

Courier, Express		
Delivery and Postage	\$	924.40
Telecommunications		37.09
Outside Research Services		1,256.77
Court Reporting		26.40
Reproduction and Document Preparation		2,051.53
Travel Expenses		235.44
Total Disbursements		<u>4,531.63</u>
	\$	18,197.13

PAYMENT DUE UPON RECEIPT.

MAY INCLUDE PROFESSIONAL SERVICES, CHARGES AND DISBURSEMENTS FROM AFFILIATES.

PROFESSIONAL SERVICES, CHARGES AND DISBURSEMENTS WHICH HAVE NOT BEEN RECORDED AS OF THE ABOVE
DATE WILL BE BILLED SUBSEQUENTLY.

Polaroid Corporation (DIP)
Monthly Omnibus Statement (March, 2004)
March 18, 2004 - Summary Page 2

Total Fees	\$	13,665.50
Total Charges and Disbursements		<u>4,531.63</u>
Grand Total	\$	18,197.13

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Polaroid Corporation (DIP)
Retention/Fee Matters (SASM&F)

Bill Date: 03/18/04
Bill Number: 1005272

NAME	DATE	HOURS	DESCRIPTION
DESGROSSEILLIER ML	01/05/04	0.40	WORK ON ISSUES RE: TRAVELER'S DISCOVERY (.2); CONVERSATION WITH COUNSEL FOR THE PLAN ADMINISTRATOR AND COUNSEL FOR TRAVELER'S RE: SAME (.2).
DESGROSSEILLIER ML	01/29/04	5.50	REVIEW/REVISE FINAL FEE APPLICATION (3.3); PREPARE FOR HEARING ON SAME (2.2).
DESGROSSEILLIER ML	01/30/04	3.80	CONTINUE TO REVIEW AND REVISE FINAL FEE APPLICATION (3.1); WORK ON FEE APPLICATION ISSUES RE: OTHER RETAINED PARTIES (.7).
DESGROSSEILLIER ML	02/02/04	4.80	FINALIZE EDITS TO FINAL FEE APPLICATION (1.8); WORK ON FINAL FEE APPLICATION OF BINGHAM DANA AND NOTICES RE: SAME (.9); WORK ON FINAL FEE APPLICATION OF RIEMER & BRAUNSTEIN AND NOTICES RE: SAME (.4); WORK ON FINAL FEE APPLICATION OF ZOLFO AND NOTICES RE: SAME (.3); WORK ON FINAL FEE APPLICATION OF KPMG AND NOTICES RE: SAME (1.4).
DESGROSSEILLIER ML	02/05/04	4.80	CONTINUE TO PREPARE FOR HEARING ON FINAL FEE APPLICATION (3.8); CONTINUE TO PREPARE/DRAFT FINAL FEE ORDER (.9); PREPARE/DRAFT CERTIFICATES OF NO OBJECTION FOR NOVEMBER FEES (.1).
DESGROSSEILLIER ML	02/06/04	2.20	CONTINUE TO WORK ON FINAL FEE ORDER (2.2).
DESGROSSEILLIER ML	02/09/04	1.70	CONTINUE TO WORK ON FINAL FEE ORDER (1.7).
DESGROSSEILLIER ML	02/11/04	0.90	WORK ON ISSUES RE: FINAL FEE ORDER AND FEES AND EXPENSES CHARGED BY OTHER PROFESSIONALS TO DATE (.9).
DESGROSSEILLIER ML	02/18/04	0.60	FINALIZE FEE APPLICATION ORDER RE: GROOM AND KPMG FEES (.6).
DESGROSSEILLIER ML	02/27/04	0.80	CONTINUE TO WORK ON PREPARING FOR FINAL FEE APPLICATION HEARING (.8).
DESGROSSEILLIER ML	03/02/04	1.10	WORK ON OBTAINING FEE EXAMINER REPORTS FOR HEARING BINDER FOR FINAL FEE HEARING (.9); WORK ON ISSUES RE: BROUDER QUI TAM TRANSITION (.2).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

DESGROSSEILLIER ML	03/10/04	0.30	PREPARE/DRAFT CERTIFICATES OF NO OBJECTION RE: FINAL FEE APPLICATIONS FOR SKADDEN, BINGHAM, KPMG AND RIEMER & BRAUNSTEIN (.3).
		26.90	
Total Associate		26.90	
HEANEY CM	01/30/04	0.40	OBTAIN/ORDER SIGNED ORDERS IN PREPARATION OF FILING OF FINAL FEE APPLICATION (.4).
HEANEY CM	02/02/04	1.10	FILE, SERVE AND DISTRIBUTE FINAL FEE APPLICATION OF BINGHAM (.2); FILE, SERVE AND DISTRIBUTE FINAL FEE APPLICATION OF RIEMER (.1); FILE, SERVE AND DISTRIBUTE FINAL FEE APPLICATION OF KROLL ZC (.2); FILE, SERVE AND DISTRIBUTE FINAL FEE APPLICATION OF KPMG (.2); FILE, SERVE AND DISTRIBUTE FINAL FEE APPLICATION OF SKADDEN (.4).
HEANEY CM	02/09/04	1.40	WORK ON INDEX OF FEE APPLICATIONS (1.4).
HEANEY CM	02/10/04	4.10	REVIEW FEE CHART REGARDING FEE APPLICATIONS REQUIRED FOR FINAL FEE APP HEARING (.4); OBTAIN OUTSTANDING FEE EXAMINER REPORTS (.6); OBTAIN OUTSTANDING FEE APPLICATIONS AND CORRESPONDING CERTIFICATES OF NO OBJECTION (3.1).
HEANEY CM	02/12/04	0.70	PREPARE FILE AND DISTRIBUTE CERTIFICATES OF NO OBJECTION (.3); REVIEW FEE APPLICATION CHART FOR OUTSTANDING APPLICATIONS (.4).
		7.70	
Total Legal Assistant		7.70	
SKINNER VA	01/05/04	3.80	PREPARE FOR ELECTRONIC FILING AND FILED CERTIFICATES OF NO OBJECTION (.3); DOCUMENT RETRIEVAL OF COURT DOCUMENTS FOR BINDER (3.5).
SKINNER VA	01/30/04	2.60	DOCUMENT RETRIEVAL FROM IMAGEBASE (2.6).
SKINNER VA	02/03/04	2.90	DOCUMENT RETRIEVAL OF COURT DOCUMENTS FROM IMAGEBASE (2.9).
SKINNER VA	02/05/04	0.50	PREPARE FOR ELECTRONIC FILING AND FILED CERTIFICATES OF NO OBJECTION (.5).
SKINNER VA	02/09/04	4.30	PREPARE FOR ELECTRONIC FILING AND FILED CERTIFICATES OF NO OBJECTIONS (.5); ASSEMBLED HEARING BINDERS FOR HEARING (3.8).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

SKINNER VA	02/17/04	1.80	DOCUMENT RETRIEVAL FOR BINDERS (1.8).
SKINNER VA	02/25/04	3.80	DOCUMENT RETRIEVAL FOR BINDERS (3.8).
		19.70	
THRASHER IR	02/02/04	2.10	PREPARE FILINGS AND FILE MONTHLY FEE APPS (1.2); ASSIST WITH SERVICE AND DISTRIBUTION (.5); PREPARE FILINGS AND FILE CERTIFICATES OF NO OBJECTION (.4).
THRASHER IR	03/10/04	0.80	PREPARE FILINGS AND FILE CERTIFICATES OF NO OBJECTIONS (.8).
		2.90	
Total Legal Assistant Support		22.60	
TOTAL TIME		<u>57.20</u>	
CLIENT TOTAL		<u>57.20</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Polaroid Corporation (DIP)
Retention/Fee Matters (SASM&F)

Bill Date: 03/18/04
Bill Number: 1005272

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	02/03/04	Copy Center, D	58.60
In-house Reproduction	02/06/04	Copy Center, D	3.40
In-house Reproduction	02/13/04	Copy Center, D	15.20
In-house Reproduction	02/17/04	Copy Center, D	116.70
		TOTAL IN-HOUSE REPRODUCTION	\$193.90
Telephone Expense	01/31/04	Telecommunications, D	0.65
Telephone Expense	01/31/04	Telecommunications, D	1.64
Telephone Expense	01/31/04	Telecommunications, D	2.80
Telephone Expense	01/31/04	Telecommunications, D	22.55
Telephone Expense	02/29/04	Telecommunications, D	0.35
Telephone Expense	02/29/04	Telecommunications, D	7.00
Telephone Expense	03/12/04	Telecommunications, D	2.10
		TOTAL TELEPHONE EXPENSE	\$37.09
Postage	01/22/04	Office Admin, D	189.63
		TOTAL POSTAGE	\$189.63
Non-standard/Outside Reproduction	02/04/04	Vendor Refunds	-769.80
Non-standard/Outside Reproduction	02/11/04	On-Site Sourcing, Inc.	349.23
Non-standard/Outside Reproduction	02/11/04	On-Site Sourcing, Inc.	2278.20
		TOTAL NON-STANDARD/OUTSIDE REPRODUCTION	\$1,857.63
Out-of-Town Travel	08/04/03	Hotel Dupont	235.44
		TOTAL OUT-OF-TOWN TRAVEL	\$235.44
Messengers/ Courier	01/08/04	Dist Serv/Mail/Page, D	18.79
Messengers/ Courier	01/12/04	Dist Serv/Mail/Page, D	7.74
Messengers/ Courier	01/12/04	Dist Serv/Mail/Page, D	8.79
Messengers/ Courier	01/12/04	Dist Serv/Mail/Page, D	12.29
Messengers/ Courier	01/12/04	Dist Serv/Mail/Page, D	18.79
Messengers/ Courier	01/13/04	Dist Serv/Mail/Page, D	7.74

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Messengers/ Courier	01/13/04	Dist Serv/Mail/Page, D	7.74
Messengers/ Courier	01/13/04	Dist Serv/Mail/Page, D	7.74
Messengers/ Courier	01/13/04	Dist Serv/Mail/Page, D	7.74
Messengers/ Courier	01/13/04	Dist Serv/Mail/Page, D	7.74
Messengers/ Courier	01/13/04	Dist Serv/Mail/Page, D	7.74
Messengers/ Courier	01/13/04	Dist Serv/Mail/Page, D	7.74
Messengers/ Courier	01/13/04	Dist Serv/Mail/Page, D	11.24
Messengers/ Courier	01/13/04	Dist Serv/Mail/Page, D	17.74
Messengers/ Courier	01/17/04	Blue Marble Logistics, LLC	18.75
Messengers/ Courier	01/21/04	Dist Serv/Mail/Page, D	7.74
Messengers/ Courier	01/21/04	Dist Serv/Mail/Page, D	8.79
Messengers/ Courier	01/21/04	Dist Serv/Mail/Page, D	8.79
Messengers/ Courier	01/21/04	Dist Serv/Mail/Page, D	8.79
Messengers/ Courier	01/21/04	Dist Serv/Mail/Page, D	8.79
Messengers/ Courier	01/21/04	Dist Serv/Mail/Page, D	8.79
Messengers/ Courier	01/21/04	Dist Serv/Mail/Page, D	8.79
Messengers/ Courier	01/21/04	Dist Serv/Mail/Page, D	12.29
Messengers/ Courier	01/21/04	Dist Serv/Mail/Page, D	18.79
Messengers/ Courier	01/22/04	Dist Serv/Mail/Page, D	7.74
Messengers/ Courier	01/22/04	Dist Serv/Mail/Page, D	7.74
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Messengers/ Courier	01/22/04	Dist Serv/Mail/Page, D	7.74
Messengers/ Courier	01/22/04	Dist Serv/Mail/Page, D	17.74
Messengers/ Courier	01/22/04	Dist Serv/Mail/Page, D	17.74
Messengers/ Courier	01/24/04	Blue Marble Logistics, LLC	18.75
Messengers/ Courier	01/25/04	Parcels Inc.	22.50
Messengers/ Courier	01/31/04	Office Admin, D	8.00
Messengers/ Courier	02/02/04	Dist Serv/Mail/Page, D	7.78
Messengers/ Courier	02/02/04	Dist Serv/Mail/Page, D	7.78

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Outside Research/Internet Services	01/12/04	Pacer Service Center	760.83
Outside Research/Internet Services	02/29/04	Parcels Inc.	94.70
		TOTAL OUTSIDE RESEARCH/INTERNET SERVICES	\$1,256.77
		TOTAL MATTER	\$4,531.63

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Polaroid Corporation (DIP)
Retention/Fee Matters (SASM&F)

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DESGROSSEILLIER ML	02/02/04	4.80	FINALIZE EDITS TO FINAL FEE APPLICATION (1.8); WORK ON FINAL FEE APPLICATION OF BINGHAM DANA AND NOTICES RE: SAME (.9); WORK ON FINAL FEE APPLICATION OF RIEMER & BRAUNSTEIN AND NOTICES RE: SAME (.4); WORK ON FINAL FEE APPLICATION OF ZOLFO AND NOTICES RE: SAME (.3); WORK ON FINAL FEE APPLICATION OF KPMG AND NOTICES RE: SAME (1.4).
DESGROSSEILLIER ML	02/05/04	4.80	CONTINUE TO PREPARE FOR HEARING ON FINAL FEE APPLICATION (3.8); CONTINUE TO PREPARE/DRAFT FINAL FEE ORDER (.9); PREPARE/DRAFT CERTIFICATES OF NO OBJECTION FOR NOVEMBER FEES (.1).
DESGROSSEILLIER ML	02/06/04	2.20	CONTINUE TO WORK ON FINAL FEE ORDER (2.2).
DESGROSSEILLIER ML	02/09/04	1.70	CONTINUE TO WORK ON FINAL FEE ORDER (1.7).
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DESGROSSEILLIER ML	03/02/04	1.10	WORK ON OBTAINING FEE EXAMINER REPORTS FOR HEARING BINDER FOR FINAL FEE HEARING (.9); WORK ON ISSUES RE: BROUDER QUI TAM TRANSITION (.2).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES


DESGROSSEILLIER ML	03/10/04	0.30	PREPARE/DRAFT CERTIFICATES OF NO OBJECTION RE: FINAL FEE APPLICATIONS FOR SKADDEN, BINGHAM, KPMG AND RIEMER & BRAUNSTEIN (.3).
		26.90	
Total Associate		26.90	
HEANEY CM	01/30/04	0.40	OBTAIN/ORDER SIGNED ORDERS IN PREPARATION OF FILING OF FINAL FEE APPLICATION (.4).
HEANEY CM	02/02/04	1.10	FILE, SERVE AND DISTRIBUTE FINAL FEE APPLICATION OF BINGHAM (.2); FILE, SERVE AND DISTRIBUTE FINAL FEE APPLICATION OF RIEMER (.1); FILE, SERVE AND DISTRIBUTE FINAL FEE APPLICATION OF KROLL ZC (.2); FILE, SERVE AND DISTRIBUTE FINAL FEE APPLICATION OF KPMG (.2); FILE, SERVE AND DISTRIBUTE FINAL FEE APPLICATION OF SKADDEN (.4).
HEANEY CM	02/09/04	1.40	WORK ON INDEX OF FEE APPLICATIONS (1.4).
HEANEY CM	02/10/04	4.10	REVIEW FEE CHART REGARDING FEE APPLICATIONS REQUIRED FOR FINAL FEE APP HEARING (.4); OBTAIN OUTSTANDING FEE EXAMINER REPORTS (.6); OBTAIN OUTSTANDING FEE APPLICATIONS AND CORRESPONDING CERTIFICATES OF NO OBJECTION (3.1).
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		7.70	
Total Legal Assistant		7.70	
SKINNER VA	01/05/04	3.80	PREPARE FOR ELECTRONIC FILING AND FILED CERTIFICATES OF NO OBJECTION (.3); DOCUMENT RETRIEVAL OF COURT DOCUMENTS FOR BINDER (3.5).
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SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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THRASHER IR	03/10/04	0.80	PREPARE FILINGS AND FILE CERTIFICATES OF NO OBJECTIONS (.8).
		2.90	
Total Legal Assistant Support		22.60	
TOTAL TIME		<u>57.20</u>	
CLIENT TOTAL		<u>57.20</u>	

CERTIFICATE OF SERVICE

I, Mark L. Desgrosseilliers, hereby certify that on the 18th day of March, 2004, I caused the foregoing Notice of Filing of Supplement to Final Application of Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Debtors for the Period of October 12, 2001 through and including December 17, 2003 to be served on the parties listed on Exhibit A, attached hereto, in the manner indicated thereon.



Mark L. Desgrosseilliers

EXHIBIT A
Fee Application Parties

Mr. Kevin Pond
President & Secretary
Primary PDC, Inc.
1265 Main Street
Waltham, MA 02451
By Overnight Courier

Mark Kenney, Esq.
Office of the U.S. Trustee
844 King Street
Wilmington, DE 19899
By Hand-Delivery

Brendan Linehan Shannon, Esq.
Young Conaway Stargatt & Taylor
LLP
The Brandywine Building, 17th
Floor
1000 West Street
P.O. Box 391
Wilmington, DE 19899
By Hand-Delivery

Fred Hodara, Esq.
Philip Dublin, Esq.
Akin, Gump, Strauss, Hauer
& Feld, L.L.P.
590 Madison Avenue
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By Overnight Courier

Marshall Huebner, Esq.
Kurt Hoffman, Esq.
Davis, Polk & Wardwell
450 Lexington Avenue
New York, NY 10017
By Overnight Courier

William H. Sudell, Jr., Esq.
Morris Nichols, Arsht & Tunnell
1201 North Market Street
Wilmington, DE 19899
By Hand-Delivery

Robert F. Troisio
BTB Associates LLC
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Millville, DE 19970
By Overnight Courier

Carmen J. Romano, Esq.
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4000 Bell Atlantic Tower
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By Overnight Courier

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O'Melveny & Myers LLP
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Mr. Stephen J. Morgan
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By Overnight Courier

John D. Gignac
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By Overnight Courier

Arthur Derek Jarrett
24 Stony Brook Road
Weston, MA 02493
By Overnight Courier

G. Michael Gignac
2 Meservey Lane
Lynnfield, MA 01940
By Overnight Courier