

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., :
Debtors. : Jointly Administered
 : Hrg: 3/25/04 @ 2:00 p.m. (Eastern)
 : Obj. Due: 3/3/04 @ 4:00 p.m. (Eastern)
- - - - - x

**NOTICE OF 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 February 2, 2004,
the above-captioned debtors and debtors-in-possession
(the "Debtors") filed the attached **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** (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, 824 Market Street, Wilmington, Delaware 19801, and served so as to be received by the following parties (the "Notice Parties") no later than **4:00 p.m. Eastern time on March 3, 2004** (the "Objection Deadline"): (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) former counsel to the Committee and 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.); (v) counsel to One Equity Partners, Dechert, 30 Rockefeller Plaza, New York, NY 10112 (Attn: Joel H.

Levitin, Esq.) and Dechert, 4000 Bell Atlantic Tower 1717 Arch Street, Philadelphia, PA 19103-2793 (Attn: Carmen J. Romano, Esq.); and (vi) 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.).

PLEASE TAKE FURTHER NOTICE that a hearing will be held with respect to the Application 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. Only those objections made in writing, timely filed with the Bankruptcy Court and received by the Notice Parties by the Objection Deadline, in accordance with the above procedures will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED AND RECEIVED IN

ACCORDANCE WITH THE ABOVE PROCEDURES, THE RELIEF REQUESTED IN THE APPLICATION MAY BE GRANTED WITHOUT FURTHER NOTICE OR A HEARING.

Dated: Wilmington, Delaware
February 2, 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

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FOR THE DISTRICT OF DELAWARE

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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**

Name of Applicant: Skadden, Arps, Slate, Meagher & Flom
LLP and Its Affiliated Law Practice Entities

Authorized to Provide Professional Services to: Polaroid
Corporation, et al.

Date of Retention: As of October 12, 2001
Period for which compensation and reimbursement are
sought: 10/12/01 - 12/17/03 (the "Entire Case Period")

Amount of Compensation sought
as actual, reasonable, and necessary: \$6,149,419.50
Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$914,452.30
This is a: monthly interim X final application

The total approximate time expended for preparation of this fee application (and the fee applications for November and December, 2003) is estimated to be approximately 45.9 hours (as set forth, in part, herein), and the corresponding compensation requested is estimated to be no more than approximately \$20,000.00. Work on certain monthly and interim applications and on this final application that occurred after the conclusion of the Entire Case Period has been included in the foregoing estimate and in this application, as has an estimate of time required after the filing of this application to prepare for and attend the hearing on this application.

Prior Applications: See chart on next page.

<u>FILING DATE/ DOCKET NO.</u>	<u>PERIOD COVERED</u>	<u>TOTAL FEES REQUESTED</u>	<u>TOTAL EXPENSES REQUESTED</u>	<u>CERTIFICATE OF NO OBJECTION DOCKET NO.</u>	<u>AMOUNT OF FEES PAID</u>	<u>AMOUNT OF EXPENSES PAID</u>	<u>AMOUNT OF HOLDBACK FEES TO BE PAID</u>
MONTHLY APPLICATIONS							
02/01/2002 Docket No. 553	10/12/2001 to 10/31/2001	\$265,841.50	\$79,435.10	Docket No. 716	\$265,841.50	\$79,435.10	\$0.00
02/04/2002 Docket No. 565	11/1/2001 to 11/30/2001	\$251,246.00	\$48,987.30	Docket No. 717	\$251,246.00	\$48,987.30	\$0.00
02/04/2002 Docket No. 566	12/1/2001 to 12/31/2001	\$461,257.50	\$54,693.43	Docket No. 718	\$461,257.50	\$54,693.43	\$0.00
05/20/2002 Docket No. 1013	1/1/2002 to 1/31/2002	\$261,005.50	\$40,658.40	Docket No. 1134	\$261,005.50	\$40,658.40	\$0.00
06/21/2002 Docket No. 1191	2/1/2002 to 2/28/2002	\$160,179.00	\$25,966.77	Docket No. 1302	\$160,179.00	\$25,966.77	\$0.00
07/02/2002 Docket No. 1234	3/1/2002 to 3/31/2002	\$276,305.50	\$34,161.60	Docket No. 1343	\$276,305.50	\$34,161.60	\$0.00
07/30/2002 Docket No. 1347	4/1/2002 to 5/31/2002	\$1,180,591.50	\$105,212.53	Docket No. 1399	\$1,180,591.50	\$105,212.53	\$0.00
08/23/2002 Docket No. 1402	6/1/2002 to 6/30/2002	\$694,303.50	\$76,110.71	Docket No. 1455	\$694,303.50	\$76,110.71	\$0.00
10/02/2002 Docket No. 1497	7/1/2002 to 7/31/2002	\$503,079.00	\$50,959.74	Docket No. 1532	\$503,079.00	\$50,959.74	\$0.00
10/11/2002 Docket No. 1511	8/1/2002 to 8/31/2002	\$202,327.50	\$73,570.02	Docket No. 1558	\$202,327.50	\$73,570.02	\$0.00
10/30/2002 Docket No. 1548	9/1/2002 to 9/30/2002	\$109,273.00	\$34,852.33	Docket No. 1620	\$109,273.00	\$34,852.33	\$0.00
12/03/2002 Docket No. 1650	10/1/2002 to 10/31/2002	\$75,747.50	\$17,048.78	Docket No. 1694	\$75,747.50	\$17,048.78	\$0.00
01/30/2003 Docket No. 2204	11/1/2002 to 11/30/2002	\$73,253.50	\$15,011.19	Docket No. 2345	\$73,253.50	\$15,011.19	\$0.00
02/20/2003 Docket No. 2344	12/1/2002 to 12/31/2002	\$61,569.50	\$10,445.10	Docket No. 2426	\$61,569.50	\$10,445.10	\$0.00
03/26/2003 Docket No. 2459	1/1/2003 to 1/31/2003	\$152,757.00	\$30,765.39	Docket No. 2833	\$152,757.00	\$30,765.39	\$0.00

04/07/2003 Docket No. 2479	2/1/2003 to 2/28/2003	\$122,355.00	\$27,172.13	Docket No. 2546	\$122,355.00	\$27,172.13	\$0.00
05/02/2003 Docket No. 2552	3/1/2003 to 3/31/2003	\$165,005.00	\$14,661.98	Docket No. 2615	\$165,005.00	\$14,661.98	\$0.00
05/27/2003 Docket No. 2624	4/1/2003 to 4/30/2003	\$209,987.50	\$37,998.65	Docket No. 2700	\$209,987.50	\$37,998.65	\$0.00
07/15/2003 Docket No. 2788	5/1/2003 to 5/31/2003	\$175,972.50	\$25,994.46	Docket No. 2886	\$140,778.00	\$25,994.46	\$35,194.50
08/08/2003 Docket No. 2895	6/1/2003 to 6/30/2003	\$138,449.50	\$19,863.34	Docket No. 3005	\$110,759.60	\$19,863.34	\$27,689.90
09/15/2003 Docket No. 3030	7/1/2003 to 7/31/2003	\$104,300.50	\$13,647.49	Docket No. 3233	\$83,440.40	\$13,647.49	\$20,860.10
09/29/2003 Docket No. 3077	8/1/2003 to 8/31/2003	\$138,732.50	\$14,104.95	Docket No. 3277	\$110,986.00	\$14,104.95	\$27,746.50
10/28/2003 Docket No. 3310	9/1/2003 to 9/30/2003	\$86,037.00	\$19,810.65	Docket No. 3442	\$0.00	\$0.00	\$105,847.65
11/25/2003 Docket No. 3473	10/1/2003 to 10/31/2003	\$125,199.50	\$15,516.22	Docket No. 3673	\$100,159.60	\$15,516.22	\$25,039.90
01/12/2004 Docket No. 3705	11/1/2003 to 11/30/2003	\$117,282.50	\$23,563.88	Docket No. TBD	\$0.00	\$0.00	\$140,846.38
01/21/2004 Docket No. 3747	12/1/2003 to 12/17/2003	\$37,361.00	\$4,240.16	Docket No. TBD	\$0.00	\$0.00	\$41,601.16
	TOTAL	\$6,149,419.50	\$914,452.30	TOTAL	\$5,772,208.10	\$866,837.61	\$424,826.09
INTERIM APPLICATIONS							
02/15/02 Docket No. 627 (First Interim)	10/12/01 - 12/31/01	\$978,345.00	\$183,115.83	Sept. 27, 2002 Docket No. 1481 (Order)	\$978,345.00	\$183,115.83	\$0.00
07/02/02 Docket No. 1237 (Second Interim)	01/01/02 - 03/31/02	\$697,490.00	\$100,786.77	Sept. 27, 2002 Docket No. 1481 (Order)	\$697,490.00	\$100,786.77	\$0.00
08/23/02 Docket No. 1404 (Third Interim)	04/01/02 - 06/30/02	\$1,874,895.00	\$180,323.24	Sept. 27, 2002 Docket No. 1481 (Order)	\$1,874,895.00	\$180,323.24	\$0.00
11/12/02 Docket No. 1578 (Fourth Interim)	07/01/02 - 09/30/02	\$814,679.50	\$159,382.09	July 16, 2003 Docket No. 2802 (Order)	\$814,679.50	\$159,382.09	\$0.00
02/20/03 Docket No. 2347 (Fifth Interim)	10/01/02 - 12/31/02	\$200,570.50	\$42,505.07	July 16, 2003 Docket No. 2802 (Order)	\$200,570.50	\$42,505.07	\$0.00

05/02/03 Docket No. 2553 (Sixth Interim)	01/01/03 - 03/31/03	\$440,117.00	\$72,599.50	July 16, 2003 Docket No. 2802 (Order)	\$440,117.00	\$72,599.50	\$0.00
08/11/03 Docket No. 2897 (Seventh Interim)	05/01/03 - 06/30/03 ¹	\$314,422.00	\$45,857.80	N/A	\$251,537.60	\$45,857.80	\$62,884.40
11/21/03 Docket No. 3456 (Eighth Interim)	07/01/03 - 09/30/03	\$329,070.00	\$47,563.09	N/A	\$194,426.40	\$27,752.44	\$154,454.25
01/22/04 Docket No. 3745 (Ninth Interim)	10/01/03 - 12/31/03	\$279,843.00	\$43,320.26	N/A	\$100,159.60	\$15,516.22	\$207,487.44
	TOTAL	\$ 5,929,432.00	\$ 875,453.65	TOTAL	\$ 5,552,220.60	\$ 827,838.96	\$ 424,826.09

¹ The 20% "hold-back" for fees requested in the April 2003 fee application was paid in accordance with the Order Granting Payment of Fees and Expenses Requested in Interim Fee Application Requests (Docket No. 2802) entered on July 16, 2003.

**TIME SUMMARY TO INTERIM FEE APPLICATION OF
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
(OCTOBER 12, 2001 THROUGH AND INCLUDING DECEMBER 17, 2003)**

<u>NAME</u>	<u>YEAR OF ADMIS- SION</u>	<u>RATE</u>	<u>HOURS</u>	<u>AMOUNT</u>
<u>PARTNERS</u>				
Allison L. Amorison	1993	\$480	373.30	\$179,184.00
		520	2.40	1,248.00
Clifford H. Aronson	1980	675	3.70	2,497.50
Kenneth Berlin	1982	630	1.80	1,134.00
Margaret A. Brown	1979	610	42.50	25,925.00
James R. Carroll	1990	545	18.40	10,028.00
		595	30.20	17,969.00
Eric M. Davis	1992	480	316.70	152,016.00
		520	1.20	624.00
Mitchell S. Ettinger	1983	610	4.70	2,867.00
Louis S. Freeman	1968	695	54.70	38,016.50
John P. Furfaro	1981	610	1.90	1,159.00
Gregg M. Galardi	1991	580	1022.20	592,876.00
		625	118.20	73,875.00
Cliff Gross	1989	610	7.10	4,331.00
Joseph W. Halliday	1964	695	2.10	1,459.50
Seth E. Jacobson	1988	580	58.30	33,814.00
David S. Kurtz	1980	695	163.00	113,285.00
Andre LeDuc	1978	650	8.00	5,200.00
		680	28.60	19,448.00
Matthew J. Matule	1994	495	1.90	940.50
		520	1.00	520.00

Edward J. Meehan	1985	580	119.80	69,484.00
		625	55.30	34,562.50
J. Gregory Milmoe	1976	695	75.00	52,125.00
		725	3.00	2,175.00
William C. Pelster	1967	675	2.70	1,822.50
Robert B. Pincus	1980	695	97.60	67,832.00
Carl S. Rauh	1966	725	4.60	3,335.00
Robert S. Saunders	1991	515	117.00	60,255.00
		570	0.30	171.00
	TOTAL PARTNERS		2737.20	\$1,570,179.00
<u>COUNSEL</u>				
John E. Besser	1967	470	156.20	73,414.00
Janet L. Dhillon	1992	485	285.20	138,322.00
Henry C. Eisenberg	1985	470	4.10	1,927.00
Joseph P. Nisa	1988	470	20.90	9,823.00
Calvin Siemer	1993	470	27.20	12,784.00
	TOTAL COUNSEL		493.60	\$236,270.00
<u>ASSOCIATES</u>				
Wystan M. Ackerman	2002	265	19.30	5,114.50
		295	48.20	14,219.00
Faiz Ahmad	2002	295	25.70	7,581.50
Seth M. Beausang	2002	265	5.20	1,378.00
Theresa V. Brown-Edwards	1998	365	12.80	4,672.00
Madison L. Cashman	1999	330	186.60	61,578.00
Christopher Chow	2001	295	346.40	102,188.00
		335	26.90	9,011.50
Eben P. Colby	2002	295	10.90	3,215.50
Steven J. Daniels	1996	415	184.80	76,692.00

		455	1.10	500.50
Eric M. Davis	1992	460	25.50	11,730.00
Susan K. DeClercq	1999	375	286.80	107,550.00
		395	10.60	4,187.00
Frederic Deportere	1993	430	50.90	21,887.00
Mark L. Desgrosseilliers	1999	330	1912.80	631,224.00
		375	1432.10	537,037.50
		395	575.70	227,401.50
Sarah E. Downing	2002	295	110.60	32,627.00
		335	35.70	11,959.50
Jamie L. Edmonson	1996	365	4.60	1,679.00
Laura Engelhardt	2001	295	38.70	11,416.50
Jose A. Esteves	1995	415	5.80	2,407.00
Deborah G. Evans	1995	435	4.70	2,044.50
Mick Ferrucci	2001	295	21.30	6,283.50
Chipman L. Flowers Jr.	2000	330	250.80	82,764.00
		375	17.00	6,375.00
Andrew S. Gold	1998	365	5.30	1,934.50
Melissa M. Goldstein	1996	395	38.30	15,128.50
Rosemary S. Goodier	1997	395	66.90	26,425.50
Matthew M. Greenberg	1997	435	0.60	261.00
Carl G. Guida	1995	430	9.50	4,085.00
Ammen Haddad	1998	365	92.20	33,653.00
Kristin E. Hickman	1999	330	18.80	6,204.00
Cheri L. Hoff	1993	455	3.10	1,410.50
Belle H. Hsu	1997	380	25.50	9,690.00
Peter X. Huang	1998	395	48.40	19,118.00
Jo-Anne R. Kaplan	1998	415	10.80	4,482.00

Ilan Katz	1999	365	135.40	49,421.00
Eric W. Kaup	1995	365	1343.90	490,523.50
		395	197.40	77,973.00
		415	33.90	14,068.50
Antonio La Pergola	2001	265	171.20	45,368.00
Thomas R. Lane	1999	365	399.30	145,744.50
		395	23.50	9,282.50
Karen M. Lee	1996	455	15.30	6,961.50
Risa M. Levine	2001	230	17.50	4,025.00
Daniel S. Liberman	2002	295	332.20	97,999.00
Todd J. Lloyd	2001	230	27.90	6,417.00
Tero Louko	2000	415	3.00	1,245.00
Urfan Malik	2000	295	9.50	2,802.50
Matthew J. Matule	1994	430	37.90	16,297.00
Steven P. Miriani	1987	430	104.00	44,720.00
Giorgio A. Motta	1997	395	158.80	62,726.00
Katherine J. Neikirk	2001	265	52.10	13,806.50
Timothy P. Olson	1997	395	7.20	2,844.00
Wenseng Pan	1999	365	36.20	13,213.00
Paul Patrow	2000	375	12.10	4,537.50
William Pham	1999	365	22.00	\$8,030.00
Alexander D. Rose	2001	330	33.90	11,187.00
Christopher A. Rose	1997	380	27.10	10,298.00
Gary A. Rubin	1999	330	20.50	6,765.00
Rena M. Samole	2000	335	71.20	23,852.00
		375	18.00	6,750
Eric B. Sensenbrenner	1996	395	7.30	2,883.50
Ethan Simon	2002	265	100.20	26,553.00
		295	9.30	2,743.50

Keith A. Simon	1999	330	307.00	101,310.00
Susan J. Smith	2001	230	26.50	6,095.00
Matthew R. Stevens	2001	230	7.90	1,817.00
Nathan L. Stuart	2002	230	10.20	2,346.00
Stephen S. Sypherd	2002	240	3.70	888.00
		280	26.10	7,308.00
Jenelle M. Todryk-Baird	2001	230	7.50	1,725.00
Julie A. Tostrup	1998	380	6.60	2,508.00
Karen E. Walther	2001	230	4.20	966.00
Sara E. Wraight	2002	280	18.60	5,208.00
Michael M. Yurkewicz	1998	295	167.20	49,324.00
Michelle A. Zamarin	1999	365	394.60	144,029.00
		395	124.70	49,256.50
		TOTAL ASSOCIATES	10503.50	\$3,688,933.00
<u>Summer/Winter Associates</u>				
Alexa N. Paliwal	N/A	170	8.70	1,479.00
Matthew P. Ward	N/A	170	22.60	3,842.00
		TOTAL SUMMER/WINTER ASSOCIATES	31.30	\$5,321.00
<u>PARAPROFESSIONALS</u>				
Evelyn N. Abegglen		80	4.90	392.00
Adela C. Acevedo		110	29.30	3,223.00
		130	18.30	2,379.00
Katherine V. Aldrich		110	4.20	462.00
John Ariola Jr.		130	6.90	897.00
Bryan A. Bain		160	13.50	2,160.00
Christopher Bauer		160	0.70	112.00
Joseph J. Belmar		80	2.30	184.00
Mark E. Bennett		160	72.10	11,536.00

		195	4.00	780.00
Caroline P. Blair		110	11.90	1,309.00
Neda Bolourchi		160	6.00	960.00
Darron Brown		80	0.70	56.00
Matthew P. Buchwald		130	5.70	741.00
Jeffrey J. Buck		60	144.40	23,104.00
Lynn T. Buckley		150	104.80	15,720.00
Erin Budd		110	10.80	1,188.00
Elizabeth A. Buntten		170	9.90	1,683.00
JoAnn M. Buss		80	11.10	888.00
Karen J. Carrillo		130	7.00	910.00
Pauline P. Chow		150	405.90	60,885.00
Nicholas Claassen		80	16.70	1,336.00
		110	4.60	506.00
Margaret Dash		120	2.50	300.00
Adrienne Dessy		110	3.90	429.00
Thinley Dorjee		80	12.30	984.00
Antonio Ebanks		120	17.00	2,040.00
Martha F. Ellerson		160	12.00	1,920.00
Megan L. Engebretson		80	50.20	4,016.00
Joanne Episcopo		70	139.40	9,758.00
Scott Fenwick		160	4.00	640.00
William R. Fieberg		160	2.90	464.00
Jamie Fine		110	89.50	9,845.00
		130	33.90	4,407.00
Diane Foose		150	7.90	1,185.00
Shirin Foroudi		110	33.10	3,641.00
		130	3.60	468.00
Daniel R. Friedman		130	28.40	3,692.00

Brendan J. Gallagher		130	4.20	546.00
Autumn Gieseke		160	4.00	640.00
Jennifer Grace-Umoete		160	29.40	4,704.00
David Grimm		110	3.60	396.00
Mark J. Groh		130	6.70	871.00
David W. Gruner		130	27.00	3,510.00
Kyle Hankey		80	305.80	24,464.00
		110	316.00	34,760.00
Christopher M. Heaney		150	602.00	90,300.00
		160	433.60	69,376.00
Timothy Holden		195	6.20	1,209.00
Denecchi L. Jackson		80	0.70	56.00
John D. Jaros		80	0.80	64.00
Constance A. Kaplan		120	9.20	1,104.00
Jason M. Karaffa		110	6.60	726.00
		130	9.50	1,235.00
K.C. Kenna		80	5.00	400.00
		110	6.40	704.00
Kattie L. Kingsley		110	134.50	14,795.00
		130	194.40	25,272.00
Carolyn T. Kwiatkowski		160	3.90	624.00
Wendy K. LaManna		160	60.90	9,744.00
Kierstin M. Lange		130	74.10	9,633.00
Peter M. Langland-Hassan		130	4.50	585.00
Peggy J. Laurel		120	8.30	996.00
Leslie C. Leach		160	1.20	192.00
Catherine D. Ledyard		170	47.00	7,990.00
Lisa A. LeVert		110	6.70	737.00

Mikael Levey		80	11.30	904.00
Mia M. Marbury		160	6.80	1,088.00
Andrew B. Marcus		120	16.60	1,992.00
Rebecca Mayer		110	434.30	47,773.00
		130	55.40	7,202.00
Larkin Moore		110	1.50	165.00
Josh Moroz		160	53.30	8,528.00
Tesfa D. Myrie		130	8.50	1,105.00
Angeline M. Negrón		80	123.40	9,872.00
John F. Norwell		130	12.90	1,677.00
John A. Nowicki		195	1.10	214.50
Wiley Owens		80	7.70	616.00
Solon Phillips		160	2.90	464.00
Erika N. Pont		150	74.90	11,235.00
		195	2.40	468.00
Matthew Reidy		160	7.50	1,200.00
Eunice Rim		130	16.10	2,093.00
Kenneth E. Roache		60	6.20	372.00
Ty Robinson		80	3.10	248.00
Joseph J. Roman		80	5.90	472.00
Ronald Romero		110	21.20	2,332.00
William E. Ross		120	3.00	360.00
Samuel R. Rowely		110	7.60	836.00
Yolande Scott-Clarke		120	4.40	528.00
Venda A. Skinner		80	516.80	41,344.00
Jason Skorupka		195	1.40	273.00
Janet w. Slater		160	10.70	1,712.00
Jason L. Smith		130	5.90	767.00
Sima S. Soto		130	33.70	4,381.00

Martha H. Stow		105	1.00	105.00
Clark S. Taylor		160	72.10	11,536.00
		195	13.60	2,652.00
Irene R. Thrasher		80	66.10	5,288.00
Bernadette Tosti		110	21.40	2,354.00
Daniel Triggs		130	10.80	1,404.00
Natalee Vernon		110	4.00	440.00
Omari R. Ware		110	6.90	759.00
Cynthia M. Way		150	3.80	570.00
Ronald E. Wittman, Jr.		195	2.50	487.50
Toby M. Worscheck		80	1.20	96.00
Kristin M. Wright		160	1.20	192.00
Stephen A. Wright		90	2.10	168.00
		110	0.30	33.00
David J. Young		160	3.40	544.00
Tracy I. Yuan		160	4.00	640.00
Edward Zeltser		110	3.50	385.00
	TOTAL PARAPROFESSIONALS		5322.90	\$658,708.00
	TOTAL		19088.50	\$6,159,411.00²
BLENDED HOURLY RATE				\$322.68

² This number is greater than the amount requested in the final fee application because of reductions made to the total fees charged to the client after discussions with the Fee Examiner.

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Asset Analysis and Recovery	63.80	\$24,631.00
Asset Dispositions	5768.00	\$2,080,063.00
Automatic Stay (Relief Actions)	108.20	\$35,317.50
Business Operation	141.30	\$65,533.00
Case Administration	2237.70	\$426,711.50
Claims Administration and Objections	281.50	\$99,368.00
Consignment/Reclamation/Trust Fund Claim	26.60	\$8,616.00
Creditors Meetings/Committee	681.30	\$263,004.00
Disclosure Statement/Voting Issues	369.10	\$140,435.00
Employee Matters	663.90	\$253,597.00
Environmental Matters	18.50	\$6,639.50
Executory Contracts/Personalty	283.20	\$99,908.00
Financing	450.10	\$179,940.00
General Corporate Advice	186.50	\$91,757.50
Insurance	36.80	\$16,794.00
Labor Matters	50.90	\$21,894.00
Leases (Real Property)	111.80	37,632.50
Litigation (General)	1908.30	\$596,012.00
Nonworking Travel Time	263.70	\$110,234.50
Press/Public Affairs	17.70	\$9,646.50
Real Estate (Owned)	30.00	\$9,767.50
Regulatory Matters	188.70	\$51,671.00

Project Category	Total Hours	Total Fees
Reorganization Plan	460.60	\$195,741.00
Reports and Schedules	445.90	\$134,651.50
Retention/Fee Matters (SASM&F)	494.50	\$156,964.50
Retention/Fee Matter/Objections (Other)	784.90	\$221,037.00
Secured Claims	1.40	\$657.00
Tax Matters	288.70	\$127,246.50
U.S. Trustee Matters	15.60	\$7,980.50
Utilities	11.80	\$3,894.00
Vendor Matters	208.10	\$70,295.00
Examiner	2489.40	\$611,771.00
TOTAL	19088.50	\$6,159,411.00³

³ This number is greater than the amount requested in the final fee application because of reductions made to the total fees charged to the client after discussions with the Fee Examiner.

EXPENSE SUMMARY

Expense Category	Total Expenses
Computer Legal Research	\$82,046.13
Long Distance Telephone	\$34,907.21
Outside Telephone	\$1,197.89
In-House Reproduction (@\$.10 per page)	\$146,415.90
Outside Reproduction	\$304,612.77
Outside Research	\$31,729.92
Filing/Court Fees	52448.77
Court Reporting	\$17,785.37
Local Travel	\$156.57
Out-of-Town Travel	\$125,180.80
Business Meals	\$6,769.83
Other Out-Of-Pocket	\$1,380.02
Courier & Express Carriers (e.g. Federal Express)	\$84,444.67
Postage	\$17,407.20
Professional Fees	\$1,124.02
Reproduction - color	\$223.00
Other	\$6,622.23
TOTAL	\$914,452.30

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

- - - - - x
In re: : Chapter 11
POLAROID CORPORATION, :
et al., : Case No. 01-10864 (PJW)
Debtors. : Jointly Administered
: Hrg: 3/25/04 @ 2:00 p.m. (Eastern)
: Obj. Due: 3/3/04 @ 4:00 p.m. (Eastern)

- - - - - x
**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**

Skadden, Arps, Slate, Meagher & Flom LLP and its affiliated law practice entities ("Skadden, Arps"), counsel for Polaroid Corporation and certain of its subsidiaries and affiliates in their capacities as debtors and debtors-in-possession in these jointly administered chapter 11 cases (collectively, for purposes of this application, the "Debtors"), hereby files its final application for allowance and payment of compensation for services rendered and reimbursement of expenses incurred (the "Final Application") for the period from October 12, 2001 through and including December 17, 2003 (the "Entire Case Period"). Through the Final Application, Skadden, Arps also seeks approval of certain fees and expenses incurred after the Entire Case Period in connection with preparing and filing

certain fee applications (including but not limited to the Final Application) and in connection with transferring pending matters in these bankruptcy cases to counsel for the Plan Administrator. In support of the Final Application and the request for approval of fees incurred after the Entire Case Period, Skadden, Arps respectfully represents the following:

JURISDICTION

1. The Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. Venue is proper under 28 U.S.C. §§ 1408 and 1409. This is a core proceeding under 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

CASE BACKGROUND

3. On October 12, 2001 (the "Petition Date"), the Debtors⁴ each filed a voluntary petition in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11

⁴ The Debtors were Polaroid Corporation, Inner City, Inc., Polaroid Asia Pacific Limited, Polaroid Latin America Corporation, Polaroid Digital Solutions, Inc. ("PDSI"), Polaroid Eyewear, Inc., Polaroid ID Systems, Inc. ("PIDS"), Polaroid Malaysia Limited, PRD Capital, Inc., PRD Investment, Inc., International Polaroid Corporation, Mag-Media Ltd., PMC, Inc., Polaroid Asia Pacific International Inc., Polaroid Dry Imaging, LLC, Polaroid Eyewear FarEast, Inc., Polaroid Memorial Drive LLC, Sub Debt Partners Corp., Polaroid Online Services, Inc., Polaroid Partners, Inc., and Polint, Inc.

U.S.C. §§ 101-1330 (as amended, the "Bankruptcy Code"). The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. On October 23, 2001, an official committee of unsecured creditors was appointed (the "Committee"). On January 15, 2002, this Court entered an Order Appointing an Official Committee of Retirees (the "Retiree Committee"). On or about March 15, 2002, the Official Committee of Retirees (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 "Reinstatement Motion"). On or about April 1, 2002, the Debtors objected to the Reinstatement Motion on numerous substantive and procedural grounds. On the evening of April 4, 2002, less than two days prior to the hearing on the Reinstatement Motion, the Retiree Committee submitted a reply (the "Reply"), raising numerous new arguments in support of the Reinstatement Motion. The Debtors subsequently filed a response to the Reply and prepared for a hearing on the Reinstatement Motion on June 12, 2002 (the "June 12 Hearing"). Prior to the June 12 Hearing, however, the Debtors, the Agent for the Debtors' Prepetition Lenders, the Commit-

tee and the Retiree Committee agreed to a settlement of the Reinstatement Motion (the "Settlement"). After a contested hearing, on November 19, 2002, the Court approved the Settlement.

5. On April 18, 2002, the Debtors filed a Motion for Order (I) Authorizing and Approving (A) Sale of Substantially All of the Debtors' Assets to OEP Imaging Corporation, or a Party Making a Higher or Better Offer, Free and Clear of Liens, Claims, Encumbrances and Interests, and (B) Assumption and Assignment of Certain Related Executory Contracts and Unexpired Leases, and (II) (A) Establishing Competitive Bidding Procedures in Connection with the Sale, (B) Approving Bid Protections, Including Expense Reimbursement and Termination Payment, (C) Setting Sale Hearing and Objection Deadline, (D) Authorizing and Approving Form and Manner of Notice of Bidding Procedures and Sale Hearing, (E) Determining that Such Sale is Exempt from Any Stamp, Transfer, Recording, or Similar Tax, and (F) Deeming the Purchaser a "Successor" to the Debtors under Section 1145(a) of the Bankruptcy Code and (III) Granting Related Relief (the "Sale Motion").

6. On April 29, 2002, the Debtors filed their first reorganization plan with the Court. On June 26, 2002, the Debtors conducted an auction in connection with the Sale Motion. Following the auction, OEP Imaging Corporation ("OEP") emerged as the successful bidder for substantially all of the Debtors' assets.

7. The Sale to OEP was subsequently approved by the Court after a contested hearing on June 28, 2002. On July 3, 2002, the Court entered the Order Authorizing and Approving (1) Asset Purchase Agreement (the "APA"), (2) Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances to OEP Imaging Corporation, (3) Assumption and Assignment to OEP Imaging Corporation of Certain Executory Contracts and Unexpired Leases, and (4) Certain Related Relief (the "Sale Order").

8. The Sale to OEP closed on July 31, 2002. On July 12, 2002, Stephen J. Morgan, through his attorneys, filed a notice of appeal with respect to the Sale Order (the "First Notice of Appeal"). Mr. Morgan subsequently filed an Amended Notice of Appeal on or about September 9, 2002 (the "Amended Appeal"). The First Notice of Appeal and the Amended Notice of Appeal (collectively, the "Appeal") are currently pending in the United States District Court for the District of Delaware (the "District Court"), case number 02-1353 (JJF)

9. On January 15, 2003, the Debtors and the Committee filed the Amended Joint Plan of Reorganization of Primary PDC, Inc. (f/k/a Polaroid Corporation) and its Debtor Subsidiaries and the Official Committee of Unsecured Creditors and related Disclosure Statement (Docket No. 2106). On March 21, 2003, the Debtors and the Committee filed the Second Amended Joint Plan of Reorganization of

Primary PDC, Inc. (f/k/a Polaroid Corporation) and its Debtor Subsidiaries and the Official Committee of Unsecured Creditors (Docket No. 2443) and the corresponding disclosure statement. On September 11, 2003, the Debtors and the Committee filed the Third Amended Joint Plan of Reorganization of Primary PDC, Inc. (f/k/a Polaroid Corporation) and its Debtor Subsidiaries and the Official Committee of Unsecured Creditors (the "Third Plan") (Docket No. 3024) and its accompanying disclosure statement (the "Disclosure Statement").

10. A hearing on the adequacy of the Disclosure Statement and on the solicitation procedures requested by the Committee and the Debtors was held on October 8, 2003. On October 9, 2003, the Court entered an order (Docket No. 3170) (the "Disclosure Statement Order") approving the Disclosure Statement (as amended) and an order (Docket No. 3173) (the "Solicitation Order") approving the solicitation procedures in connection with the Third Plan.

11. Following the solicitation of the Third Plan in accordance with the Disclosure Statement Order and the Solicitation Order, on or about November 14, 2003, a hearing (the "Confirmation Hearing") was held on the confirmation of the Third Plan. At the Confirmation Hearing the Court confirmed the Third Plan (as amended). On November 18, 2003, the Court entered its Findings of Fact, Conclusions of Law and Order Confirming the Third Amended Joint Plan of Reorganization of Primary PDC, Inc. (f/k/a Polaroid

Corporation) and its Debtor Subsidiaries and the Official Committee of Unsecured Creditors (Docket No. 3432) (the "Confirmation Order").

12. No trustee has been appointed in the Debtors' chapter 11 cases. On January 16, 2003, however, the Court held a hearing to consider a series of letters (the "Requests") alleging accounting irregularities by the Debtors. Over the objections of, among others, the Debtors and the Committee, the Court entered an order, dated February 10, 2003 (Docket No. 2270) (the "Examiner Order"), directing the United States Trustee to appoint an examiner to investigate these allegations. The Court subsequently approved the appointment of Perry M. Mandarino, CPA, as the examiner (the "Examiner").

13. As set forth in the Examiner Order, the Examiner was charged with the following inquiry:

[W]ith respect to the period between one year before the filing of the Debtors' chapter 11 petitions and one year after the date of such filings, investigate whether the accounting methods, accounting practices or accounting irregularities alleged in the Requests materially undervalued the assets of the Debtors and/or resulted in an inappropriate liquidation of the Debtors' assets (the "Investigation" [or the "Examination"]).

Examiner Order ¶ 2(a).

14. The Examiner conducted the Investigation for approximately six months. In the course of the Investigation, the Examiner reviewed over three hundred thousand (300,000) pages of documents provided by the Debtors and other parties, deposed thirteen (13)

individuals pursuant to Bankruptcy Rule 2004 and met with or interviewed sixteen (16) other individuals.

15. On August 22, 2003, the Examiner issued his report in the Bankruptcy Cases (Docket No. 2934) (the "Report"). In the Report, the Examiner found, among other things, that:

[b]ased on the Investigation as conducted by the Examiner with the assistance of his professionals, . . . the accounting methods, accounting practices or accounting irregularities alleged in the Requests, and those additional matters revealed by the Investigation, did not materially undervalue and/or result in an inappropriate liquidation of the Debtors' assets.

Report at 8.

16. Furthermore, the Examiner uncovered no evidence that "the Bankruptcy Court's decision to approve the Sale was not warranted." Id. at 16. The Examiner also found "no support" for the allegation that "Polaroid's financial condition in the months prior to the [Petition Date] . . . was sufficient to sustain the Debtors as a going concern without the need for commencing their Chapter 11 Cases." Id. at 8. Finally, the Examiner found that any lack of public disclosure because of the Debtors' inability to file certain reports with the Securities and Exchange Commission, did not adversely affect the Sale because sufficient information was available to prospective bidders in the Debtors' data room (established in connection with the Sale). Id. at 66, 69-70, 72, 76.

17. Following the filing of the Report, as noted above, the Debtors and the Committee filed the Third Plan. On December 17, 2003 (the "Effective Date"), the Third Amended Plan became effective. In accordance with paragraph 28 of the Confirmation Order, on the Effective Date, among other things, the Board of Directors and officers of Primary PDC, Inc., f/k/a Polaroid Corporation, were deemed to have resigned and the Designated Representative (as defined in the Plan) was deemed the sole director and shareholder of Reorganized Polaroid (as defined in the Plan).

18. This Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. Venue is proper under 28 U.S.C. §§ 1408 and 1409. This Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

19. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code.

RETENTION OF SKADDEN, ARPS

20. On October 17, 2001, the Debtors applied to the Court for an order authorizing them to retain Skadden, Arps pursuant to an engagement agreement dated August 20, 2001 (the "Engagement Agreement") as their bankruptcy counsel, effective as of the Petition Date, to provide the following professional services:

- (a) advise the Debtors with respect to their powers and duties as debtors and debtors-in-possession in the

continued management and operation of their businesses and properties;

- (b) attend meetings and negotiate with representatives of creditors and other parties in interest and advise and consult on the conduct of the chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- (c) take all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on their behalf, the defense of any actions commenced against those estates, negotiations concerning all litigation in which the Debtors may be involved and objections to claims filed against the estates;
- (d) prepare on behalf of the Debtors all motions, applications, answers, orders, reports and papers necessary to the administration of the estates;
- (e) negotiate and prepare on the Debtors' behalf plan(s) of reorganization, disclosure statement(s) and all related agreements and/or documents and take any necessary action on behalf of the Debtors to obtain confirmation of such plan(s);
- (f) advise the Debtors in connection with any sale of assets;
- (g) appear before this Court, any appellate courts, and the United States Trustee and protect the interests of the Debtors' estates before such courts and the United States Trustee; and
- (h) perform all other necessary legal services and provide all other necessary legal advice to the Debtors in connection with the Bankruptcy Cases.⁵

⁵ Information concerning the experience and standing at the bar of Skadden, Arps senior attorneys on this engagement are described in the application and related materials filed by Skadden, Arps in support of its retention in this case (the "Retention Application") (Docket No. 53), which is incorporated herein by reference.

21. On November 8, 2001, the Court entered an order (the "Retention Order") authorizing the Debtors to employ Skadden, Arps as their counsel effective as of the Petition Date pursuant to the terms of the Engagement Agreement. A copy of the Retention Order is attached hereto as Exhibit A.

PROFESSIONAL PAYMENT PROCEDURES

22. Also on November 8, 2001, this 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"). A copy of the Administrative Order is attached hereto as Exhibit B.

23. Pursuant to the terms of the Administrative Order, professionals of the Debtors and the Committee were authorized to submit monthly applications for compensation (the "Monthly Applications"). If no objection was filed to a Monthly Application within twenty (20) days of the date of filing that application, then payment without further order of eighty percent (80%) of the fees and one hundred percent (100%) of the expenses set forth in the applicable Monthly Application was authorized. As set forth above, Skadden, Arps filed Monthly Applications for all periods through the Effective Date.

24. Every three (3) months beginning with the three-month period ending in December 2001, each professional was to file a

quarterly interim fee application (each a "Quarterly Fee Application"). This Court would then make a determination, after hearing (each an "Interim Fee Hearing"), if the remaining twenty percent (20%) of fees sought in the preceding months (the "Hold-Back"), as set forth in the Quarterly Fee Applications, could be paid by the Debtors. Skadden, Arps filed all required Quarterly Fee Applications through the Effective Date. Moreover, during the course of these bankruptcy cases, the Court held two (2) Interim Fee Hearings following which orders were entered granting the Debtors authority to pay outstanding Hold-Backs.

25. The Third Plan requires the filing of all final fee applications by no later than forty-five (45) days after the Effective Date, or February 2, 2004.⁶ It further provides for an objection deadline of thirty (30) days after the filing date of each final fee application. Accordingly, this Final Application has been filed in accordance with the requirements of the Third Plan.

PREPETITION RETAINER FUNDS

26. As disclosed to the Court in the initial retention declaration filed by Skadden, Arps,⁷ and the First Monthly Fee

⁶ Because the Effective Date occurred on December 17, 2003, the forty-fifth day would be January 31, 2004 (a Saturday). Accordingly, the deadline for filing final fee applications is Monday, February 2, 2004.

⁷ See Declaration of David S. Kurtz under Fed. R. Bankr. P. 2014 and 2016 in Support of Application for Order under 11 U.S.C. §§ 327(a) and

(continued...)

Application for the Period from October 12, 2001 through October 31, 2001 (Docket No. 553), Skadden, Arps held retainer funds as of the Petition Date in the amount of approximately \$250,000.00 as well as "on-account" cash and other funds for a total of \$650,000.00 (the "Retainer") to be applied against fees and disbursements incurred by Skadden, Arps. Skadden, Arps advised the Court that the Retainer would be used to satisfy prepetition fees and expenses that were identified and accounted for after the Petition Date, with the balance to be applied against post-petition fees and expenses as soon as practicable. Skadden, Arps subsequently applied the remaining funds against post-petition fees and expenses and accordingly no longer holds any funds of the Debtors as a retainer.

RELIEF REQUESTED

27. By this Final Application, Skadden, Arps seeks entry of an order granting final approval, and directing payment, to the extent not already paid, of (a) compensation in the amount of \$6,149,419.50 for professional services rendered during the Entire Case Period as counsel to the Debtors in these chapter 11 cases, which amount is derived solely from the applicable hourly billing rates of the firm's personnel who rendered such services, (b) reim-

² (...continued)

329 Authorizing Employment and Retention of Skadden, Arps, Slate, Meagher & Flom (Illinois) and Affiliated Law Practice Entities as Attorneys for Debtors-in-Possession, dated October 12, 2001 (Docket No. 53).

bursement of actual and necessary out-of-pocket disbursements and charges in the amount of \$914,452.30, incurred in the rendition of required professional services on behalf of the Debtors during the Entire Case Period, (c) compensation in the amount of approximately \$19,144.50 for services rendered after the Effective Date in connection with (i) preparing this Final Application and certain additional monthly and interim fee applications and (ii) the transfer of certain active matters to counsel for the Plan Administrator and (d) reimbursement of actual and necessary out-of-pocket disbursements and charges in the amount of \$1,948.65 incurred after the Effective Date also in connection with such matters. The amounts of compensation and reimbursement sought herein are net of certain voluntary reductions made by Skadden, Arps, which voluntary reductions aggregate in excess of \$370,371.44.⁸

BASIS FOR RELIEF

28. Skadden, Arps submits that the legal services and advice that it rendered to the Debtors during these chapter 11 cases were necessary and beneficial to the Debtors, their creditors and their estates. Throughout these cases, Skadden, Arps provided a high level of service to the Debtors. Skadden, Arps devoted substantial time to researching, drafting, analyzing, negotiating, and

⁸ For further information about the voluntary reductions, see the discussion of Retention/Fee Matters (SASM&F), in paragraph J.

litigating numerous issues. Indeed, Skadden, Arps' efforts on behalf of the Debtors culminated in the Sale and subsequent negotiation, documentation, confirmation and consummation of the Third Plan.

29. During the Entire Case Period, attorneys and paraprofessionals of Skadden, Arps devoted a total of 19,088.50 hours to the representation of the Debtors in their chapter 11 cases. Of the aggregate time expended, 2,737.20 hours were spent by partners, 493.60 hours were spent by counsel, 10,503.50 hours were spent by associates, 31.30 hours were spent by summer associates and 5,322.90 hours were spent by paraprofessionals. Schedules showing the name and position of each partner, counsel, associate, summer associate and paraprofessional, together with that person's date of admission to the bar (if applicable), hours worked during the Entire Case Period and hourly billing rate is provided at the front of this Final Application.

30. In addition, the detail by matter of legal services rendered in these bankruptcy cases for the Debtors by Skadden, Arps after the Effective Date (through January 28, 2004) is attached hereto as Exhibit C.⁹ A schedule showing the name and position of

⁹ The time detail reflects efforts by Skadden, Arps following the Effective Date through January 28, 2004, i.e. from December 18, 2003 through and including January 28, 2004. Skadden, Arps reserves the right to supplement this detail and to seek further approval from the
(continued...)

the associate and paraprofessionals who rendered services for the Reorganized Polaroid (as defined in the Third Plan) after the Effective Date, together with the associate's first date of admission to the bar, hours worked after the Effective Date and hourly billing rate is provided below:

<u>NAME</u>	<u>YEAR OF ADMISSION</u>	<u>RATE</u>	<u>HOURS</u>	<u>AMOUNT</u>
<u>ASSOCIATES</u>				
Mark L. Desgrosseilliers	1999	\$395	47.90	\$18,920.50
	TOTAL ASSOCIATES		47.90	\$18,920.50
<u>PARAPROFESSIONALS</u>				
Christopher M. Heaney		\$160	0.50	\$ 80.00
Venda A. Skinner		80	1.80	144.00
	TOTAL PARAPROFESSIONALS		2.30	\$224.00
	TOTAL		50.20	\$19,144.50
BLENDDED HOURLY RATE				\$381.36

31. Skadden, Arps' attorneys, legal assistants, and support staff billed their services in this case after the Effective Date, as they have through the course of the bankruptcy cases, to

⁹ (...continued)
 Court at the hearing on this Final Application or thereafter (or to seek payment from the Plan Administrator) for work performed after January 28, 2004, or for work performed after the Effective Date that is not reflected herein.

matters corresponding to particular activities in the bankruptcy cases. The following is a summary chart of those matters:

Project Category	Total Hours	Total Fees
Creditors Meetings/Committee	1.90	\$750.50
Reorganization Plan	1.70	\$671.50
Retention/Fee Matters (SASM&F)	45.90	\$17,446.00
Retention/Fee Matter/Objections (Other)	0.70	\$276.50
TOTAL	50.20	\$19,144.50

32. Skadden, Arps professionals also incurred certain expenses after the Effective Date. The following is a summary by matter number of the expenses incurred by Skadden, Arps after the Effective Date:

Expense Category	Total Expenses
In-House Reproduction (@\$.10 per page)	\$655.40
Outside Reproduction	\$1,193.50
Business Meals	\$44.50
Courier & Express Carriers (e.g. Federal Express)	\$55.25
TOTAL	\$1,948.65

The detail of expenses incurred after the Effective Date by matter number is attached hereto as Exhibit D.¹⁰

DESCRIPTION OF SERVICES RENDERED

33. It is not practical within the confines of this Final Application to describe in detail the many issues, conferences, telephone conversations, negotiations, filings, hearings and other matters that occupied the time of Skadden, Arps professionals on behalf of the Debtors during the Entire Case Period. Skadden, Arps' Monthly Applications on file in these cases provide summary descriptions of the services rendered by Skadden, Arps during the subject time periods for substantive project categories occupying significant amounts of professional time for such periods. Moreover, the time records attached to each such Monthly Application contain the detailed descriptions of each task performed during the subject time periods. The detail for the expenses incurred during the subject time periods is also included in such Monthly Applications.

34. This Final Application highlights, as set forth below, the most significant services performed by Skadden, Arps for the Debtors during these cases by focusing on project categories

¹⁰ The expense detail sets forth expenses incurred by Skadden, Arps and/or posted on Skadden Arps' billing system between December 18, 2003 and January 28, 2004. Skadden, Arps reserves the right to supplement this detail and to seek further approval from the Court at the hearing on this Final Application or thereafter (or to seek payment from the Plan Administrator) for fees incurred after January 28, 2004, or for fees incurred after the Effective Date that are not reflected herein.

with aggregate fees of at least \$50,000.00 for the Entire Case Period. A summary by project category of the matters on which Skadden, Arps professional spent time during the Entire Case Period is provided at the front of this Final Application.

A. Asset Dispositions
(Amount Sought: \$2,080,063.00)

Skadden, Arps professionals assisted the Debtors with various issues relating to asset dispositions, including advising the Debtors of the requirement for court approval of non-ordinary course dispositions and the determination of whether particular dispositions were ordinary course or would require court approval. During the course of these bankruptcy cases, professionals at Skadden, Arps assisted the Debtors in disposing of substantially all of their assets pursuant to the Sale and of disposing of certain other discrete assets in separate sales.

The majority of time spent by professionals at Skadden, Arps was devoted to matters related to the Sale. As set forth above, Skadden, Arps filed the Sale Motion on April 18, 2002. Prior to the filing of the Sale Motion, however, Skadden, Arps assisted the Debtors and other professionals employed by the Debtors in certain due diligence tasks undertaken by OEP and other potential bidders. In addition, professionals at Skadden, Arps negotiated with, among others, the proposed stalking horse bidder and assisted the Debtors in the preparation of the Sale Motion and proposed sale and bidding procedures orders. Finally, Skadden, Arps negotiated the terms of a proposed asset purchase agreement with counsel for OEP and other parties-in-interest and reviewed and commented on draft versions of such asset purchase agreement circulated by counsel for OEP.

As an initial step, following the filing of the Sale Motion, Skadden, Arps worked to obtain approval from this Court of suitable procedures for bidding on the Debtors' assets. Objections to the proposed bidding procedures were filed by numerous parties, including the United States Trustee, the Committee, Stephen J. Morgan (an equity security holder of the Debtors), PD Winter Street, LLC, the Agent for the Debtors'

Prepetition Lenders and certain other parties-in-interest. After a contested, multi-day evidentiary hearing, and after a series of negotiations between (among others) the Debtors and the Committee, the Court approved revised bidding procedures. Skadden, Arps then assisted the Debtors in the due diligence and sale and auction procedures established by the Court. Skadden, Arps also responded to certain discovery requests by the Committee in connection with the Sale. Among other things, professionals at Skadden, Arps conducted the auction and represented the interests of the Debtors and their estates at such auction. Skadden, Arps also represented the Debtors at the Sale Hearing, which was also heavily contested, lasted two days and required the Debtors to make an extensive evidentiary presentation in support of the Sale Motion. Prolonged negotiations with the Committee, the Debtors' Prepetition Lenders, the Retiree Committee and OEP ultimately led to the presentation of the APA at the Sale Hearing in a form that was acceptable to the Debtors, OEP and the major creditor constituencies of the Debtors.

As noted above, the Sale was approved by the Court on July 3, 2002 and closed on July 31, 2002. Professionals at Skadden, Arps continued to assist the Debtors in the closing of the Sale by, among other things, preparing certain corporate documents required for the closing, reviewing and assembling a variety of schedules and other documents also required for the closing, negotiating certain amendments to the APA, assisting Donlin, Recano with numerous service issues and filing required documents with the Court.

Prior to the Closing Date, a motion to reconsider the sale order (the "Motion to Reconsider") was filed. In addition, as noted above, Mr. Morgan filed the Appeal. Professionals at Skadden, Arps assisted the Debtors in responding to and ultimately resolving the Motion to Reconsider. Skadden, Arps took certain steps required by the Bankruptcy Rules in connection with the Appeal and attempted (along with professionals employed by the Committee) to have such Appeal dismissed. Indeed, a motion to dismiss the Appeal is currently pending before the District Court. In addition, multiple motions have been filed by Fuji with respect to the Sale and the assignment of a license agreement between the Debtors and Fuji. Skadden, Arps has worked with the Debtors and OEP to respond as appropriate to these motions. Finally, Skadden, Arps assisted the Debtors in successfully defeating a motion initially filed by

counsel for Messrs. Maiorelli and Cardinale (equity security holders of the Debtors), but later adopted by Mr. Morgan, to reconsider the Sale Order.

Notwithstanding the Appeal, the Sale closed and was substantially consummated on July 31, 2002. Among other things, the Sale resolved the claims of the Debtors' Prepetition Lenders and served as the basis for the Third Plan, jointly proposed by the Debtors and the Committee.

Aside from the Sale, relatively early in the case, professionals at Skadden, Arps assisted the Debtors and their professionals in obtaining Court approval of the sale of certain other assets of the Debtors, including the Debtors' identification business. After obtaining approval of certain bid procedures in connection with the PIDS sale, Skadden, Arps assisted the Debtors in their efforts to provide due diligence to prospective bidders and represented the Debtors at an auction of these assets. Through the auction, Skadden, Arps and the other professionals retained by the Debtors were able to obtain considerable value for the Debtors and their estates. In addition, Skadden, Arps prepared and filed a motion to approve the sale of the Debtors' transducer business, the assets of PDSI. The PDSI sale was ultimately approved by the Court. Finally, Skadden, Arps obtained approval of the Sale of certain intellectual and other property of the Debtors to EDP and to Appareo Software.

During the Entire Case Period, Skadden, Arps professionals devoted a total of 5,768 hours to matters involving asset dispositions, for which compensation in the amount of \$2,080,063.00 is sought.

B. Examiner-Related Matters
(Amount Sought: \$611,771.00)

As noted above, during the Bankruptcy Cases, in response to the Requests, the Court ordered the appointment of the Examiner. Believing that the allegations were without merit and that the Sale was appropriate, the Debtors filed multiple objections to the appointment of the Examiner. Although the objections were ultimately unsuccessful, the Debtors believed that the appointment of the Examiner was not warranted and that such appointment would serve only to provide certain equity security holders with "free" (and otherwise impermissible)

discovery in connection with potential securities actions against the Debtors, certain professionals of the Debtors and certain current and former officers and directors of the Debtors. Because the appointment of an Examiner was not in the best interests of the Debtors' estates, in the Debtors' judgment, Skadden, Arps filed objections to such an appointment.

Notwithstanding the objections of the Debtors, the Committee and the Debtors' Prepetition Lenders, however, the Court ultimately appointed Mr. Mandarino to investigate the allegations raised and to determine if such alleged activities in any way undermined the legitimacy of the Sale. Skadden, Arps assisted the Debtors and certain of the Debtors' professionals in responding to the extensive discovery requests of the Examiner. In addition, Skadden, Arps attorneys attended the depositions conducted by the Examiner. Skadden, Arps also prepared and filed several objections to a series of attempts by various parties dissatisfied with the Report to expand the Examination or to appoint additional examiners. Finally, Skadden, Arps professionals assisted the Debtors in preparing for and attending several hearings at which the Examiner gave interim status reports, attempts to expand the scope of the Examination were successfully rebuffed and requests by equity security holders to violate the order pertaining to discovery and use of materials obtained through the Examination (or to obtain Court approval for violations that had already occurred) were denied.

Ultimately, as noted above, the Examiner concluded that the allegations raised by various parties in the Bankruptcy Cases had no basis. Importantly the Examiner found that "the accounting methods, accounting practices or accounting irregularities alleged in the Requests, and those additional matters revealed by the Investigation, did not materially undervalue and/or result in an inappropriate liquidation of the Debtors' assets." In addition, the Examiner found no evidence that the Court's decision to grant the Sale Order was unwarranted.

During the Entire Case Period, Skadden, Arps professionals devoted a total of 2,489.40 hours to matters relating to the Examination, for which compensation in the amount of \$611,711.00 is sought.

C. Litigation Matters
(Amount Sought: \$596,012.00)

As of the Petition Date, the Debtors were parties to a number of lawsuits pending in state and federal courts. Skadden, Arps assisted the Debtors and their litigation counsel where necessary to understand the implications of chapter 11 for continued prosecution of Debtor litigation against third parties. Skadden, Arps also provided advice concerning the automatic stay, options for liquidating pending litigation claims against the Debtors in bankruptcy or non-bankruptcy forums, the ramifications of available insurance coverage and settlement opportunities.

Specific services rendered by Skadden, Arps included representation of the Debtors in connection with a qui tam filed in the United States District Court for the District of Massachusetts and in connection with an adversary proceeding filed by Mr. Shiers, a former employee of the Debtors. In the qui tam action, the Skadden, Arps filed motions to dismiss on the Debtors' behalf and also assisted the Debtors in responding to discovery. Ultimately Skadden, Arps and counsel for the Committee were able to negotiate a resolution of this matter with the United States and Mr. Brouder. In the Shiers matter, professionals at Skadden, Arps responded to a motion by Mr. Shiers to resolve a dispute involving Mr. Shiers' employment agreement and resignation. Skadden, Arps also prepared and filed an answer to the complaint filed by Mr. Shiers and assisted the Debtors in responding to certain discovery requested by Mr. Shiers. With the assistance of Skadden, Arps, the Debtors and Mr. Shiers were able to reach a settlement of their disputes and the adversary proceeding was resolved.

Skadden, Arps professionals devoted significant time on the Debtors' behalf responding to discovery requests from parties-in-interest in the bankruptcy cases. Substantial discovery requests were received from, among others, the Committee (in connection with the Sale and the Debtors' proposed settlement of certain adequate assurance issues raised by the Debtors' Prepetition Lenders), the Retiree Committee (in connection with the Retiree Committee's motion to reinstate certain retiree benefits and the Retiree Committee's opposition to the Debtors' proposed Key Employee Retention Plan (the "KERP")), and Mr. Stephen J. Morgan. The 2004 request filed by Mr. Morgan required responses by the Debtors and a series of

contested hearings. Skadden, Arps assisted the Debtors in filing their responses to Mr. Morgan's overly broad discovery requests and represented the Debtors at several hearings during which this discovery request was addressed. Moreover, Skadden, Arps assisted the Debtors in assembling the more limited discovery ultimately ordered by the Court. Discovery requests were also received from Fuji in connection with the motion to reconsider the Sale Order allowing the assignment of the license agreement between Fuji and the Debtors (discussed above) filed by Fuji. Skadden, Arps negotiated with Fuji with respect to these discovery requests and helped the Debtors respond promptly to the discovery upon which the parties ultimately agreed.

Mr. Morgan filed several motions during the course of the Bankruptcy Cases which occupied significant time of professionals at Skadden, Arps. Among other motions and objections, Mr. Morgan filed a motion to dismiss the Bankruptcy Cases which led to a contested hearing and required Skadden, Arps to prepare and file a response and prepare and examine witnesses at the hearing. In addition, Mr. Morgan filed motions to appoint himself trustee and compel a shareholder meeting and to obtain a protective order with respect to the termination of the Debtors' 401K plan. These motions required the Debtors, through their attorneys, Skadden, Arps, to respond and to prepare for and attend contested hearings. Mr. Morgan also filed numerous objections during the course of the bankruptcy cases. These objections in turn required Skadden, Arps to prepare for several contested hearings on the Debtors' behalf.

Additional time and expense incurred responding initially to the Requests were also billed to litigation-related matters. Moreover, following the filing of the Report, a number of class action securities lawsuits were filed against current and former officers and directors of the Debtors. Skadden, Arps monitored these filings on the Debtors' behalf, worked with the Debtors to notify the proper insurance carriers and analyzed the impact such filings might have on the proceeds of the Debtors' director and officer insurance policies.

Skadden, Arps also assisted the Debtors with respect to certain third party discovery requested by, among others, a party in a divorce proceeding involving a former employee of the Debtors, an insurance company that had paid a theft claim submitted by the Debtors prior to the Petition Date and a party

in a patent dispute with a third party. Additional discovery requests were received from various governmental or quasi-governmental agencies, including a grand jury subpoena from the United States Department of Justice, a subpoena from the United States Securities and Exchange Commission (the "SEC"), a subpoena from the Pension Benefit Guaranty Corporation (the "PBGC") and a subpoena from the United States Department of Labor. Skadden, Arps worked with the Debtors, other professionals employed by the Debtors and the specific agencies to limit the discovery where possible and to respond as promptly as possible to such discovery.

Skadden, Arps advised the Debtors concerning the Debtors' right to remove certain lawsuits under Rule 9027 of the Bankruptcy Rules. Skadden, Arps preserved the this right for the Debtors through the Effective Date by preparing, filing and obtaining court approval of several motions to extend the removal deadline.

Finally, professionals at Skadden, Arps responded to a number of complaints filed against the Debtors after the Petition Date and despite the protections from such lawsuits afforded by the automatic stay of Bankruptcy Code section 362. Generally, following the filing of a suggestion of bankruptcy and the receipt by plaintiff's counsel of a letter from Skadden, Arps advising such counsel of the automatic stay, such complaints were withdrawn with respect to the Debtors.

During the Entire Case Period, Skadden, Arps professionals devoted a total of 1908.30 hours to litigation matters, for which compensation of \$596,012.00 is sought.

D. Case Administration
(Amount Sought: \$426,711.50)

Skadden, Arps devoted substantial resources to the efficient administration of the Bankruptcy Cases. These efforts involved tasks that were typical of the time necessarily expended in any large, complex chapter 11 case and were aimed at ensuring that the Debtors conducted their affairs in accordance with the Bankruptcy Code and applicable non-bankruptcy law.

In particular, Skadden, Arps professionals devoted time to (a) coordinating required notices and mailings, (b) reviewing creditor correspondence, (c) preparing for and attending hear-

ings, (d) conducting conferences with the Debtors' management, professionals and various interested parties, (e) monitoring the Court's docket and (f) maintaining on a daily basis various files and databases critical to running the Debtors' chapter 11 cases.

More specifically, on an almost daily basis, Skadden, Arps professionals advised the Debtors' management with respect to specific business questions posed by management and by events occurring in the Bankruptcy Cases. Additionally, Skadden, Arps prepared for, attended, and represented the Debtors on all matters presented to the Court at omnibus hearings and other hearings, which typically involved multiple complex issues. Moreover, prior to each hearing, Skadden, Arps drafted and filed hearing agendas detailing the matters to be heard during that court hearing and prepared hearing binders for use by the Court at each hearing.

Lastly, Skadden, Arps paraprofessionals maintained on a daily basis various materials critical to enabling Skadden, Arps and others to promptly address issues that arose during the Debtors' cases. Skadden, Arps docketed all pleadings and orders filed in the cases and worked with the Debtors and Donlin, Recano & Company, Inc. ("Donlin, Recano"), the Debtors' claims and noticing agent, to ensure that all entities entitled to notice were kept apprized of significant events in the cases. In addition, Skadden, Arps professionals and paraprofessionals maintained a case calendar to ensure that the numerous deadlines in the cases were met.

During the Entire Case Period, Skadden, Arps professionals devoted a total of 2,237.70 hours to case administration matters, for which compensation in the amount of \$426,711.50 is sought.

E. Creditor Meetings/Committees
(Amount Sought: \$263,004.00)

Throughout the Bankruptcy Cases, Skadden, Arps professionals addressed numerous matters involving the Debtors' creditors and creditor representatives and, in particular, the Committee. In addition, Skadden, Arps professionals worked on retiree issues raised by the Retiree Committee and responded to numerous requests by Mr. Morgan and other parties-in-interest to appoint an equity committee in the Bankruptcy Cases.

Early in these cases, Skadden, Arps assisted the Debtors in preparing for, and attended and participated in, the meeting conducted by the U.S. Trustee to form and appoint the members of the Committee. Skadden, Arps also assisted the Debtors from time to time in preparing presentations for the Committee regarding the Debtors' operational status, business plans, reorganization goals, and pending bankruptcy matters. Communications with counsel for the Committee were conducted by or coordinated through Skadden, Arps.

On behalf of the Debtors, Skadden, Arps professionals also assisted in responding to discovery requests from the Committee and the Retiree Committee. In particular, as noted above (some time and expense in connection with such responses was billed during the bankruptcy cases to litigation-related matters), Skadden, Arps prepared on the Debtors' behalf responses to discovery from the Committee in connection with the Sale. After extensive negotiations, the Debtors, through the efforts of Skadden, Arps, were able to reach agreement with the Committee with respect to the Sale.

Skadden, Arps also worked on the Debtors' behalf to prepare an order appointing the Retiree Committee that was acceptable to the Debtors. At the Debtors' request, professionals at Skadden, Arps prepared a response to certain retention motions filed by the Retiree Committee and negotiated with the Retiree Committee to impose limits on the scope and cost of any investigation conducted by the Retiree Committee. Skadden, Arps also provided assistance to the Debtors in connection with an objection filed by the Debtors to the Retiree Committee's efforts to expand the scope of the Retiree Committee's authorized investigation and to increase the cap on their budget. After a series of negotiations, which negotiations were conducted by professionals at Skadden, Arps on behalf of the Debtors, the Retiree Committee and the Debtors reached an agreement with respect to the Retiree Committee's motion to extend the time for responding to a severance offer from the Debtors to certain former employees.

Professionals at Skadden, Arps spent considerable time responding to discovery requests from the Retiree Committee and preparing for and participating in depositions conducted by the Retiree Committee. When the Retiree Committee filed its motion to reinstate retiree benefits, Skadden, Arps professionals spent additional time reviewing such motion and preparing

and filing a response to the motion. Despite efforts to settle the dispute with the Retiree Committee, the motion was scheduled for hearing and postponed on the date of the scheduled hearing to allow further settlement discussions. When a settlement was not ultimately reached, the matter was again scheduled for hearing and supplemental briefing occurred. After Skadden, Arps professionals prepared for two contested hearings on the matter, the motion was finally settled. Professionals at Skadden, Arps then prepared a motion for approval of the settlement, addressed service issues in connection with such motion and prepared for a contested hearing. Following several contested hearings on the settlement, the Court approved the settlement in November, 2002. Thereafter, additional time was spent by Skadden, Arps professionals reviewing the Retiree Trust Agreement and addressing issues in connection with the payment of settlement funds to such trust.

In addition, several motions were filed by Mr. Morgan over the course of the bankruptcy cases seeking the appointment of an equity committee. Professionals at Skadden, Arps reviewed each such motion and prepared and filed appropriate responses. Additional time was spent responding to certain discovery requests from Mr. Morgan in connection with his motions for the appointment of an equity committee. (Time and expenses for responding to such discovery requests were also billed to litigation-related matters.) The Court held several hearings to consider the requests at which hearings the objections filed by the Debtors were sustained.

During the Entire Case Period, Skadden, Arps professionals devoted a total of 681.30 hours to creditor meetings and committee matters, for which compensation in the amount of \$263,004.00 is sought.

F. Employee Matters
(Amount Sought: \$253,597.00)

Skadden, Arps worked with the Debtors to address various employee-related issues, in particular those arising as a result of the chapter 11 filing. Skadden, Arps worked closely with the Debtors before the filing and immediately thereafter to ensure that appropriate relief was in place to protect the compensation and benefits of the Debtors' employees and to avoid the attrition and morale problems that often plague employers in bankruptcy.

Skadden, Arps completed their review of the Debtors' compensation and benefit programs and then finalized, filed and obtained court approval of the "first day" motion seeking authority to continue all such programs. Skadden, Arps assisted the Debtors in addressing various issues that arose from time to time with respect to interpretation of and compliance with the authorizing order. In addition, Skadden, Arps professionals obtained approval from the Court of several severance programs that permitted the Debtors to continue to down-size and restructure their ongoing operations during the pendency of the Bankruptcy Cases.

Skadden, Arps also devoted significant attention, working with the Debtors and their employment consultants, to the development of a key employee retention plan that would incentivize valuable employees to remain with the Debtors for the duration of the chapter 11 cases. Skadden, Arps prepared and filed a motion for approval of the key employee retention plan. After a series of negotiations with the Committee and the Retiree Committee, Skadden, Arps obtained for the Debtors an initial court order partially approving the retention program. Skadden, Arps then proceeded to assist the Debtors in their response to certain discovery requests from the Committee and the Retiree Committee and represented the interests of the Debtors and their estates at depositions in connection with the retention plan. Ultimately, with the assistance of Skadden, Arps, the Debtors obtained a court order approving the plan with certain agreed modifications. Skadden, Arps' lawyers also participated in the documentation and implementation of the key employee retention plan.

Skadden, Arps also expended significant resources on the Debtors' behalf on pension plan issues that arose during the bankruptcy cases. Among other things, Skadden, Arps professionals worked to respond to discovery requests from the PBGC (time worked and expenses incurred in connection with this were also billed to litigation-related matters) and also assisted the Debtors in their negotiations with the PBGC over the termination of the Polaroid Pension Plan (the "Pension Plan"). On September 12, 2002, the Debtors and the PBGC reached an agreement to terminate the Pension Plan effective as of the Closing Date.

During the Entire Case Period, Skadden, Arps professionals devoted a total of 663.90 hours to employee matters, for which compensation in the amount of \$253,597.00 is sought.

G. Retention/Fee Matters/Objections (Others)
(Amount Sought: \$221,037.00)

Skadden, Arps assisted the Debtors with professional retention and compensation matters for both chapter 11 and ordinary course professionals.

Skadden, Arps assisted and represented the Debtors in their retention of numerous professionals needed by the Debtors to advance their chapter 11 cases, including the drafting and filing of numerous retention applications.

In particular, Skadden, Arps assisted the Debtors with applications to retain: (i) Donlin, Recano as claims, noticing and balloting agent, (ii) Zolfo Cooper as bankruptcy consultant and special financial advisor, (iii) KPMG LLP as auditors, accountants, and tax service providers, (iv) Groom Law Group as ERISA counsel for the Debtors, (v) Bingham Dana as special international counsel for the Debtors, (vi) Barnes, Richardson & Colburn as Customs and International Trade Attorneys for the Debtors and (vii) Dresdner Kleinwort Wasserstein, Inc., Financial Advisor and Investment Banker to the Debtors.

Moreover, in connection with the settlement of a tax issue with the Massachusetts Department of Revenue, Skadden, Arps advised the Debtors on their retention of Arthur Andersen and subsequently Ernst & Young, LLP ("E&Y"). In this regard, Skadden, Arps also prepared necessary applications, declarations and orders, and provided certain advice on various disclosure obligations. Following objections filed by Mr. Morgan, Skadden, Arps worked on the Debtors' behalf to quickly respond to discovery requests from Mr. Morgan with respect to the settlement and the payment of E&Y on a final basis. Skadden, Arps prepared for and successfully represented the Debtors' interests at a contested hearing on the retention of E&Y and a contested hearing with respect to the re-retention of Kroll, Zolfo, Cooper.

Skadden, Arps assisted the Debtors on retention and compensation procedures applicable to ordinary course professionals by providing such professionals with instructions on com-

pleting the necessary retention declarations and by assisting with the quarterly reporting of payments to such professionals. Skadden, Arps also assisted the Debtors in tracking and reporting on payment obligations to chapter 11 professionals by updating and circulating a periodic report.

Skadden, Arps professionals also worked with the Debtors, the Committee and Miller, Buckfire, Lewis, Ying & Co., LLC ("MBLY") to negotiate a successful resolution with respect to the final fee application of MBLY.

Skadden, Arps coordinated and noticed all interim fee application hearings and all hearings on final fee applications for the chapter 11 professionals. Skadden, Arps also attended, on the Debtors' behalf, certain depositions held in connection with the approval of fees and expenses requested by counsel for the Retiree Committee. In addition, Skadden, Arps reviewed on the Debtors' behalf the many fee applications filed over the course of the Bankruptcy Cases by professionals employed by the Debtors, the Committee, the Retiree Committee and the Examiner.

During the Entire Case Period, Skadden, Arps professionals devoted a total of 784.90 hours to retention and compensation matters involving other professionals, for which compensation in the amount of \$221,037.00 is sought.

H. Reorganization Plan Matters
(Amount Sought: \$195,741.00)

Following the Sale, the focus of the Debtors and their counsel and the Committee and its counsel during these cases has been on the development and implementation of a plan to distribute the proceeds from the Sale to the Debtors' unsecured creditors. This focus required significant time and attention from Skadden, Arps' various professionals. As a result of Skadden, Arps' efforts, working closely with the Debtors' management team and other professionals initially and the Committee, its professionals, and the Debtors' other professional advisors after the Sale, a joint plan of reorganization was confirmed for the Debtors and the Committee just over two years after the Sale.

To allow sufficient time to develop a consensual plan, both before and after the consummation of the Sale, Skadden,

Arps professionals assisted in obtaining orders extending the exclusive period for filing chapter 11 plans and obtaining acceptances of such plans. Skadden, Arps negotiated with the Committee and its professionals on the Debtors' behalf with respect to the extensions of the exclusive periods, ultimately agreeing to co-exclusivity with the Committee after the Sale. Extensions of exclusivity were successfully obtained, despite repeated opposition from certain parties in interest, through the Confirmation Date.

Skadden, Arps attorneys participated in numerous plan strategy sessions with the Debtors and the Committee's professionals. Skadden, Arps advised the Debtors with respect to the legal requirements of a plan of reorganization under the Bankruptcy Code, and the legal ramifications of various plan structures. In addition, Skadden, Arps assisted the Debtors and their financial advisors on issues regarding classification and treatment of secured and unsecured claims and tax considerations in connection with the Third Plan.

Skadden, Arps also analyzed numerous other issues that arose during plan negotiations between and among the Debtors and their advisors on the one hand, and counsel for the Committee on the other hand. Skadden, Arps researched a myriad of legal issues relating to plan structure, classification, treatment, voting and confirmation matters, and the plans were drafted accordingly. Among other things, Skadden, Arps attorneys worked with counsel for the Committee to develop certain funding mechanisms for the Third Plan, including mechanisms to ensure payment to holders of smaller claims.

Skadden, Arps filed the Debtors' initial plan of reorganization on April 29, 2002. As the plan process moved forward, Skadden, Arps revised the plan and re-filed it as a joint plan with the Committee on January 15, 2003. The joint plan was amended on two more occasions, March 21, 2003 and September 11, 2003, and filed and served by Skadden, Arps on both such occasions. The Third Plan was filed in final form for solicitation purposes by Skadden, Arps on October 13, 2003. Prior to confirmation of the Third Plan, professionals at Skadden, Arps negotiated on the Debtors' behalf with significant parties-in-interest, including but not limited to the Committee, the PBGC, the SEC, the United States Trustee and the United States Department of Justice in order to resolve as many objections or

potential objections to the Third Plan as possible before the Confirmation Hearing.

Skadden, Arps professionals also prepared for implementation of the Third Plan, identifying necessary actions and documents, preparing a comprehensive implementation checklist, drafting closing documents, and coordinating with various banking, tax, corporate and securities teams. These efforts included reviewing and commenting on documents drafted by counsel for the Committee (including documents in a plan supplement filed on October 11, 2003).

Skadden, Arps professionals devoted time to preparing for a contested confirmation hearing. Time was spent researching numerous issues expected to be raised in opposition to the Third Plan. Additional time was spent preparing witnesses for the hearing. Moreover, Skadden, Arps professionals assisted the Committee's professionals with the preparation of various pleadings in support of the Debtors' request for confirmation, including a legal brief and supporting declarations of a representative of the Debtors, a representative of the Committee's financial advisor and a representative of the claims and noticing agent; and responses needed to address objections to confirmation that were received from various parties-in-interest.

As a result of the efforts of Skadden, Arps and the Committee's professionals, after a contested confirmation hearing, the Debtors and the Committee obtained an order confirming the plan on November 18, 2003 (Docket No. 3432).

Following confirmation of the Third Plan, Skadden, Arps professionals supervised implementation of the Third Plan, along with counsel for the Committee, to insure compliance with the Third Plan in all respects.

During the Entire Case Period, Skadden, Arps professionals devoted a total of 460.6 hours to reorganization plan matters, for which compensation in the amount of \$195,741.00 is sought.

I. Financing
(Amount Sought: \$179,940.00)

Skadden, Arps professionals dedicated time during the Bankruptcy Cases to assisting the Debtors in their efforts to obtain authority to use cash collateral, procure postpetition

debtor-in-possession financing, and ultimately to resolve the claims of their Prepetition Lenders.

Specifically, at the commencement of these cases, Skadden, Arps professionals assisted the Debtors in their efforts to finalize and obtain court approval of a cash collateral order. Skadden, Arps provided extensive advice and services to the Debtors in connection with negotiating, drafting and revising documents and pleadings related to the Debtors' use of cash collateral, including an emergency cash collateral motion and order governing short-term usage of cash collateral, granted on October 12, 2001, and a "first day" cash collateral motion and order governing usage of cash collateral for the pendency of the Bankruptcy Cases, which was granted on a final basis on November 5, 2001. Skadden, Arps also assisted the Debtors from time to time with the resolution of issues arising under the terms of the approved cash collateral stipulation.

Skadden, Arps professionals also devoted significant legal resources to the Debtors' efforts to obtain debtor-in-possession ("DIP") financing. Specifically, Skadden, Arps assisted with the preparation of a DIP credit agreement, analyzing the proposed lending transaction, participating in negotiations with counsel for the Secured Lenders, reviewing and commenting on credit agreement documents prepared by the Secured Lenders, and drafting certain portions of the supporting documentation. Additionally, Skadden, Arps prepared and filed a motion for approval of the DIP credit agreement and provided comments on the proposed approval order.

As a result of the efforts of Skadden, Arps and the Debtors' other retained professionals, the Debtors received authority to obtain DIP financing from the Debtors' Post-Petition Lenders. After approval was obtained, Skadden, Arps professionals assisted in the documentation and closing of the DIP financing transaction.

Following approval of the DIP financing, Skadden, Arps continued to represent the Debtors in negotiations with the Debtors' Prepetition Lenders and other parties, notably Fleet Bank, the issuer of certain letters of credit, and PD Winter Street, LLC, a beneficiary of such letters of credit. Finally, Skadden, Arps spent considerable time addressing concerns raised by the United States Trustee with respect to a waiver of investment guidelines requested by the Debtors. Skadden, Arps

represented the Debtors successfully at a contested hearing with respect to the requested waiver. On February 13, 2002, the Court entered an order granting the requested waiver.

During the Entire Case Period, Skadden, Arps professionals devoted a total of 450.10 hours to financing matters, for which compensation in the amount of \$179,940.00 is sought.

J. Retention/Fee Matters (SASM&F)
(Amount Sought: \$156,964.50)

Skadden, Arps' role as bankruptcy counsel to the Debtors required compliance by it with the retention and compensation procedures imposed by the Bankruptcy Code and the Bankruptcy Rules. Under established case law, Skadden, Arps is permitted to be compensated for its compliance activities.

Specifically, as required, Skadden, Arps prepared, filed and obtained court approval of a retention application. In support of the retention application, Skadden, Arps identified key parties in interest, reviewed its client database to ascertain any connections with such parties-in-interest and drafted and filed a detailed declaration disclosing all such connections. Skadden, Arps was also required to update and supplement its declaration as additional information became known to it. The reasonable time expended by Skadden, Arps in connection with these retention projects was billed to the client.

Skadden, Arps also complied with the requirements of the Administrative Order with respect to compensation for services rendered and reimbursement of expenses incurred. Specifically, Skadden, Arps prepared and filed twenty-six (26) Monthly Applications, nine (9) Quarterly Fee Applications and this Final Application.

The preparation of each of the Monthly Applications was time consuming because such preparation required inclusion of detailed time records and expense statements submitted by numerous bankruptcy and non-bankruptcy timekeepers in compliance with applicable bankruptcy rules. Skadden, Arps professionals and paraprofessionals reviewed all time entries to ensure compliance with the rules, and this resulted in corrections to time entries and in some cases significant reductions in fees.

Moreover, as part of its review process, Skadden, Arps routinely eliminated substantially all of the time entries of de minimis timekeepers.

In the aggregate, as a result of its thorough review process, Skadden, Arps made voluntary reductions to fees and expenses in the aggregate amount of approximately \$370,371.44. Although the review process is necessary in any event, these reductions more than compensate the Debtors for the cost of the process.

During the Entire Case Period, Skadden, Arps professionals devoted a total of 494.6 hours to retention and fee matters involving Skadden, Arps, for which compensation in the amount of \$155,964.50 is sought.

K. Disclosure Statement/Voting Issues
(Amount Sought: \$140,435.00)

Skadden, Arps professionals also devoted significant time to matters related to the development of a disclosure statement to accompany, ultimately, the Third Plan, obtaining approval of that disclosure statement and the process of soliciting votes on the Third plan.

Initially, Skadden, Arps filed a plan without a disclosure statement. Skadden, Arps prepared and filed a motion to obtain explicit approval from the Court to file the initial plan without a disclosure statement. After a contested hearing, the Court entered an order allowing such filing.

Skadden, Arps' work on the disclosure statement included drafting disclosures of background information describing the Debtors, their businesses, management and financial condition, descriptions of the chapter 11 case history and developments, plan provision summaries, and various other sections of the disclosure statement document. The draft document was updated, supplemented and revised from time to time to incorporate new developments in the cases, additional information received from the Debtors, revisions to the plan, and comments provided by the Debtors and their various professional advisors. Skadden, Arps' banking, tax, corporate and securities lawyers all assisted with refinements to the document to reflect their areas of responsibilities. Skadden, Arps professionals coordinated with and assisted the Debtors as necessary to disclose and

include financial information needed in the disclosure statement, including valuation information, projections, consolidated and separate liquidation analyses, and claim amounts by class. Following the closing of the Sale, Skadden, Arps professionals continued to work closely with the Committee and its professionals on a disclosure statement to accompany the joint plan that the Committee and the Debtors would ultimately submit.

As noted above, in 2003, the Debtors and the Committee filed three versions of their joint plan. Skadden, Arps handled various service issues that arose in connection with these filings. In addition, Skadden, Arps subsequently handled requests for copies of the disclosure statement and addressed numerous inquiries from creditors about the disclosure statement and plan process and the status and proposed treatment of claims. Skadden, Arps subsequently revised and supplemented the disclosure statement to reflect comments from the Committee, the U.S. Trustee, the PBGC and other parties-in-interest, and to otherwise update the document in preparation for the disclosure statement hearing.

The Court held a hearing on October 8, 2003 to consider the adequacy of the disclosure statement. In advance of the hearing, formal objections filed with the Court were reviewed, analyzed and, in all but a few cases, resolved by Skadden, Arps, either with explanation, negotiation or the addition of new language. The disclosure statement was subsequently approved by order of the Court dated October 9, 2003.

Skadden, Arps also prepared a motion, granted by the Court on October 9, 2003, that sought approval of, among other things, procedures for soliciting votes on the Third Plan. This motion reflected significant work by Skadden, Arps on solicitation procedures, pleadings and forms. Skadden, Arps also prepared customized ballots for voting classes; notices of disputed claim status for holders of contingent, unliquidated and disputed claims, non-voting status for holders of unimpaired claims, and deemed rejecting status for holders of claims and interests receiving no distributions under the Third Plan; and confirmation hearing notices for mailing and publication.

Skadden, Arps' disclosure statement related work also included finalizing all appendices and solicitation documents

for delivery to the printer, and coordinating with the printer and Donlin, Recano to ensure proper assembly of complete solicitation packages for mailing. Skadden, Arps helped the Debtors and Donlin, Recano classify claims by plan class and identify groups of claimants and other parties in interest entitled to receive the special notices approved by the Court.

Based upon the procedures developed and assistance provided by Skadden, Arps, the voting process was conducted properly. Moreover, the Third Plan was accepted by the one class eligible to vote.

During the Entire Case Period, Skadden, Arps professionals devoted a total of 369.10 hours to disclosure statement and voting issues, for which compensation in the amount of \$140,435.00 is sought.

L. Reports and Schedules
(Amount Sought: \$134,651.50)

Skadden, Arps assisted the Debtors throughout the course of these cases in satisfying their filing and reporting obligations under the Bankruptcy Code, the Bankruptcy Rules and the U.S. Trustee's Guidelines.

A substantial portion of the work performed in this area occurred during the initial months of these cases and related to the requirement for filing schedules of assets, liabilities and executory contracts and separate statements of financial affairs (collectively, the "Schedules and Statements"). Skadden, Arps finalized, filed and obtained court approval of a motion seeking an extension of the 15-day deadline for filing Schedules and Statements, and then continued to work with the Debtors to ensure the completion of the Schedules and Statements by the requested extended date.

Skadden, Arps professionals spent extensive time assisting the Debtors in the preparation of separate Schedules and Statements for each of the Debtors, which process included an extensive on-site review by Skadden, Arps of the many documents possessed by the Debtors relevant to the Schedules and Statements. The process also included meetings, teleconferences and correspondence with the Debtors' officers and employees to compile and verify information necessary to prepare and finalize the Schedules and Statements. Additionally, Skadden, Arps

professionals analyzed, reviewed and revised the draft Schedules and Statements generated from the compiled documents and other information, and worked with the claims and noticing agent to finalize the Schedules and Statements. The Schedules and Statements were filed on December 17, 2001 (Docket Nos. 320-362).

Subsequently, Skadden, Arps professionals revised and filed amended schedules. Moreover, throughout these cases, Skadden, Arps professionals assisted the Debtors in the preparation of their monthly operating reports (the "Reports"). This included advising the Debtors with respect to the information to be compiled and submitted with the Reports, and reviewing, revising and filing the Reports. Skadden, Arps professionals also responded to questions and negotiated with the U.S. Trustee regarding the particular documents and other schedules to be submitted with the Reports.

During the Entire Case Period, Skadden, Arps professionals devoted a total of 445.9 hours to reports and schedules, for which compensation in the amount of \$134,651.50 is sought.

M. Tax Matters

(Amount Sought: \$127,246.50)

Skadden, Arps tax professionals devoted considerable time to researching, analyzing, evaluating and advising the Debtors with respect to various tax issues arising in the chapter 11 cases, including the implications of federal, state and local tax laws and the tax implications associated with the Sale.

In particular, Skadden, Arps professionals worked closely with the Debtors' tax experts, and other professional advisors both in the United States and overseas on analysis of the tax impact of the Sale, developed strategies for preserving the Debtors' tax attributes, drafted and finalized tax-related disclosures to be included in the disclosure statement, and worked on tax issues in connection with the Retiree Settlement (at the direction of the Court).

Additionally, Skadden, Arps tax professionals considered the impact of new stock to be issued under the plan and in connection with the Sale and the tax implications of certain stock grants by the Debtors in the past. Finally, Skadden, Arps professionals devoted considerable time to objecting to

and attempting to resolve a significant claim filed by the California Franchise Tax Board. Although Skadden, Arps successfully objected to the claim, the California Franchise Tax Board has sought reconsideration of the order disallowing the claim. This request remains pending, despite the efforts of Skadden, Arps and counsel for the Committee to reach a consensual resolution of the claim with the California Franchise Tax Board.

During the Entire Case Period, Skadden, Arps professionals devoted a total of 288.70 hours to tax matters, for which compensation in the amount of \$127,246.50 is sought.

N. Executory Contracts/Personalty
(Amount Sought: \$99,908.00)

Throughout the Entire Case Period, Skadden, Arps professionals assisted the Debtors in evaluating their various contractual relationships with numerous third parties, including vendors, equipment lessors, and service contractors, to determine whether such contracts were important or necessary to the ongoing operation of their businesses.

In particular, Skadden, Arps professionals advised the Debtors about their rights and obligations under the Bankruptcy Code with respect to certain contracts and leases, assisted in the analysis, research and overall consideration of issues impacting the Debtors' decisions to assume or reject certain contracts and leases (such as determining their status as executory and unexpired), and assisted the Debtors with the legal framework for calculating cure costs and rejection damages associated with each contract and lease. Skadden, Arps also prepared and updated a comprehensive chart of all contracts and leases that tracked the disposition of such contracts and leases pursuant to court orders or the provisions of the plan.

Skadden, Arps professionals worked with the Debtors to advance the process of identifying and rejecting nonessential contracts and leases, thereby eliminating their administrative expense obligations for such contracts and leases. To this end, Skadden, Arps prepared and filed numerous rejection motions.

In addition, Skadden, Arps responded to motions to compel assumption or rejection that were filed or threatened by non-debtor parties, and negotiated and obtained court approval of stipulations resolving the motions of International Specialty Products, Inc. and ISP Freetown Fine Chemicals, Inc., and NHMG Financial Services, Inc. Additional time was spent in connection with the Sale negotiating with various parties to contracts that were to be assumed and assigned as part of the Sale.

During the Entire Case Period, Skadden, Arps professionals devoted a total of 282.20 hours to executory contract matters, for which compensation in the amount of \$99,908.00 is sought.

O. Claims Administration and Objections
(Amount Sought: \$99,368.00)

Although, in accordance with the terms of the Sale Order, the bulk of the analysis of and objections to claims filed by various potential unsecured creditors was handled by professionals for the Committee, throughout these cases, Skadden, Arps assisted the Debtors with the bankruptcy claims process, including the review, reconciliation and ultimate allowance or disallowance of asserted claims. Importantly, Skadden, Arps professionals devoted time to objecting to and attempting to consensually resolve certain tax claims asserted by the California Franchise Tax Board (significant time with respect to this issue was also billed to tax-related matters).

In particular, Skadden, Arps helped formulate appropriate claims bar date procedures, including a proof of claim form, bar date notices and mailing and publication processes. Skadden, Arps also assisted the Debtors and Donlin, Recano, as claims agent, in verifying the inclusion of all known claimants in the bar date notice database, finalizing the court-approved proof of claim forms and notices and implementing proper noticing by mail and by publication consistent with the bar date order. Skadden, Arps negotiated on the Debtors' behalf with counsel for the Retiree Committee with respect to the ultimate form of bar date order. Skadden, Arps also assisted the Debtors in the development of various scripts and talking points to be used in response to creditor inquiries about the bar date and in the drafting of special bar date communications to employees, customers and vendors.

Skadden, Arps monitored proof of claim filings and the claims reports issued by Donlin, Recano, assisted in responses to certain parties concerning proof of claim filing issues, participated in the development of and implemented strategies for dealing with individual claims, reclamation claims and mechanics lien claims, and worked with various government agencies, the Committee and the Retiree Committee to consensually resolve certain proof of claim filing issues.

Skadden, Arps assisted the Debtors, the Committee and Donlin, Recano with the commencement and administration of the claims objection process. In this regard, attorneys from Skadden, Arps devoted time to meeting, either telephonically or in person, with the Debtors, the Committee's professionals, Donlin, Recano and other professionals to review claims and prepare a strategy for addressing unresolved claims. In this regard, Skadden, Arps reviewed certain objections to claims, addressed responses filed by claimants, prepared for the hearings, and represented the Debtors' interests at such hearings with respect to such objections. As the plan confirmation hearing approached, Skadden, Arps worked to focus the attention of the Committee and the Debtors on claims that could be potential impediments to confirmation, and on claims-related deadlines that would be imposed pursuant to the Third Plan. These issues required giving expedited attention to claims alleging administrative, priority or secured status. Skadden, Arps assisted the Debtors in reviewing, analyzing and developing strategies for the handling of such claims.

During the Entire Case Period, Skadden, Arps professionals devoted a total of 281.50 hours to claims administration matters, for which compensation in the amount of \$99,368.00 is sought.

P. General Corporate Advice
(Amount Sought: \$91,757.50)

Skadden, Arps professionals advised the Debtors with respect to general corporate matters and responded to questions of the Debtors' officers and employees with respect to general bankruptcy matters, including the Debtors' rights and obligations under the Bankruptcy Code and Bankruptcy Rules. Additionally, at various times during these cases, Skadden, Arps professionals prepared for and participated in various board of directors' meetings.

Skadden, Arps professionals also analyzed, prepared and revised various SEC filings and related documents to ensure compliance with the federal securities laws. (Related services were also charged to the separate project category for Regulatory matters).

During the Entire Case Period, Skadden, Arps professionals devoted a total of 186.50 hours to general corporate advice, for which compensation in the amount of \$91,757.50 is sought.

Q. Vendor Matters
(Amount Sought: \$70,295.00)

Skadden, Arps provided extensive services to the Debtors during the initial months of these chapter 11 cases directed at assisting the Debtors with strategies for maintaining their vendor relationships.

Skadden, Arps professionals assisted the Debtors in their efforts to identify vendors that were most critical to the ongoing success of the Debtors' operations and to obtain "first day" relief intended to address the concerns of such vendors. Accordingly, Skadden, Arps finalized and filed "first day" motions for (a) authorization to pay the prepetition claims of critical vendors, (b) authorization to pay certain prepetition shipping, warehousing and distribution charges and prepetition import/export obligations and (c) authorization to pay prepetition claims of foreign vendors. Such motions were intended, and indeed were essential to ensure that the Debtors' businesses would not be disrupted by a discontinuation of certain vendor relationships caused by the commencement of the chapter 11 cases.

As a result of Skadden, Arps' efforts and assistance, the Court approved payment of prepetition critical vendor claims, prepetition shipping, warehousing and distribution charges and prepetition foreign vendor claims. Thereafter, Skadden, Arps worked with the Debtors' management and their other professionals to implement the Debtors' vendor payment strategies in a manner that would provide maximum benefit to the Debtors' estate, in accordance with the provisions of the Bankruptcy Code and the orders of the Court.

Additionally, in the weeks immediately following the Debtors' chapter 11 filings, Skadden, Arps professionals pro-

vided important on-site and telephonic support to the Debtors' management and employees, to assist them in addressing complex and urgent vendor-related inquiries. Accordingly, Skadden, Arps professionals facilitated the Debtors' efforts to maintain an uninterrupted flow of goods and services critical to the Debtors' businesses, helped the Debtors restore normalized trade credit terms with their key vendors, and minimized vendor-related business disruptions typically associated with chapter 11 filings. Among other things, Skadden, Arps professionals participated in numerous conferences and telephonic meetings with vendors.

During the Entire Case Period, Skadden, Arps professionals devoted a total of 208.10 hours to vendor matters, for which compensation in the amount of \$70,295.00 is sought.

R. Business Operations
(Amount Sought: \$65,533.00)

Throughout these chapter 11 cases, Skadden, Arps professionals assisted the Debtors with various matters involving business operations. Initially, Skadden, Arps professionals assisted the Debtors in maintaining their normal business operations by carefully explaining the chapter 11 process to various employees and vendors of the Debtors. Attorneys at Skadden, Arps also spent time reviewing various business plans proposed by the Debtors, certain cash flow analyses and budget forecasts provided to the Prepetition Lenders and/or the Committee. During the course of the Bankruptcy Cases, Skadden, Arps professionals also spent time responding to several audit requests from the Debtors' auditors and auditors for OEP and analyzing various legal issues in connection with such requests.

Additionally, Skadden, Arps assisted the Debtors with various matters arising out of the Pension Plan. Finally, following the Sale, professionals at Skadden, Arps assisted the Debtors in transitioning on-going business operations to OEP and in working towards closing down certain non-operating entities.

During the Entire Case Period, Skadden, Arps professionals devoted a total of 141.30 hours to matters involving the Debtors' business operations, for which compensation in the amount of \$65,533.00 is sought.

S. Regulatory Matters
(Amount Sought: \$51,671.00)

Skadden, Arps assisted the Debtors throughout these cases with various securities issues and SEC compliance matters.

Services rendered by Skadden, Arps included advice concerning Form 8-K filing requirements and the preparation and filing from time to time of a Form 8-K to announce important milestones, including the commencement of these bankruptcy cases, the sale of PIDS, the sale of substantially all of the Debtors' assets, the agreement reached with the PBGC to terminate the Pension Plan and the filing of the Third Plan.

Skadden, Arps also provided advice and assisted the Debtors with the preparation of Form 8-Ks for each of the monthly operating reports filed by the Debtors prior to the Effective Date.

During the Entire Case Period, Skadden, Arps professionals devoted a total of 188.70 hours to regulatory matters, for which compensation of \$51,671.00 is sought.

T. Other Matters
(Aggregate Amount Sought: \$293,704.50)

Skadden, Arps professionals also devoted time to numerous other matters for the Debtors, the time value of which is less than \$50,000.00 for each matter. These matters include, among other things, asset analysis and recovery, automatic stay (relief actions), consignment/reclamation/trust fund issues, environmental matters, insurance-related matters, labor matters, real property leases, press/public affairs, real estate (owned), secured claims, United States Trustee matters and utilities. Services relating to these matters were all necessary to the success of the Debtors' cases. In addition, Skadden, Arps professionals billed time to matters specifically designated for non-working travel.¹¹ The total time value of all such matters was \$293,707.50.

¹¹ In accordance with Del. Bankr. LR 2016-2(d)(viii), non-working travel time is billed at fifty percent (50%) of regular hourly rates.

ALLOWANCE OF COMPENSATION

35. Section 330 of the Bankruptcy Code authorizes the Court to award "reasonable compensation for actual, necessary services rendered by the professional person . . ." 11 U.S.C. § 330. In order to evaluate a request for allowance of fees by a professional person, a court must determine whether the services rendered were actual and necessary and the fees requested are reasonable. Skadden, Arps respectfully submits that its request for a final award of compensation for the Entire Case Period satisfies that standard.

36. Gregg M. Galardi was the principal Skadden, Arps partner working on the Bankruptcy Cases. Mr. Galardi is a member of the firm's corporate restructuring department, and the principal Skadden, Arps attorney working on the engagement from the firm's Delaware office. Mr. Galardi has extensive experience in reorganization cases including debtor representation before this Court in In re Little Rock Groceries, Inc. and County Seat Stores, Inc., In re The IT Group, Inc., In re Diamond Bands Operating Corp., In re ICG Communications, Inc., In re Stone & Webster, Inc. and In re Tokheim Corp..

37. Because of the benefits realized by the Debtors, the nature of these cases, the standing at the bar of the attorneys who rendered services, the amount of work done, the time consumed, and

the skill required, Skadden, Arps requests final approval of compensation earned during the Entire Case Period for a total of \$6,149,419.50. In addition, Skadden, Arps seeks final approval of approximately \$19,144.50 in fees incurred after the Effective Date through January 28, 2004 (plus fees for any additional time incurred after the Effective Date that has not yet been posted to Skadden, Arps' billing system), in connection with transferring certain pending matters to counsel for the Plan Administrator and preparing fee applications required to be filed. Skadden, Arps reserves the right to return to this Court to seek payment services performed or expenses incurred during the Entire Case Period or after the Effective Date (to the extent necessary) but not yet reflected in the firm's accounting system because of customary delays, or to amend the amounts listed herein to correct any inadvertent bookkeeping errors.

38. Skadden, Arps achieved cost efficiencies by employing a streamlined case management structure. Instead of assigning various attorneys to the myriad of tasks that arose during the Debtors' cases, Skadden, Arps identified and employed a core group of attorneys who were assigned responsibility for specific matters and types of matters. This allowed (a) certain attorneys to work almost exclusively on certain discrete matters in the Debtors' cases, (b) Skadden, Arps to staff the case with as little partner

involvement as possible and (c) Skadden, Arps to avoid the performance of duplicative or unnecessary work.

39. Other than between Skadden, Arps and its affiliated law practices and their members, no agreement or understanding exists between Skadden, Arps and any other person or persons for the sharing of compensation received or to be received for professional services rendered in or in connection with these cases, nor will any be made except as permitted under section 504(b)(1) of the Bankruptcy Code.

40. Skadden, Arps has received no promise of payment for professional services rendered in these cases other than in accordance with the provisions of the Bankruptcy Code.

REIMBURSEMENT OF EXPENSES

41. Section 330(a)(1)(B) of the Bankruptcy Code provides for reimbursement to approved professionals for all "actual, necessary expenses."

42. According to the Engagement Agreement entered into between Skadden, Arps and the Debtors, Skadden, Arps and the Debtors have agreed that Skadden, Arps' bundled rate structure will apply to these cases. Therefore, Skadden, Arps is not seeking to be separately compensated for certain staff, clerical and resource charges. Moreover, under the bundled rate structure applicable to the Debtors, copying costs are charged at \$0.10 per page, computerized

research and telephone calls are billed at provider cost without reference to Skadden, Arps' internal capital costs or overhead, and document production (including secretarial and word processing time), facsimile services, proofreading, overtime meals and overtime travel allowances are not charged for separately on an incurrence basis.

43. Consistent with the firm's policy with respect to its other clients, Skadden, Arps is seeking reimbursement for other charges and disbursements incurred as out-of-pocket expenses in the rendition of necessary services to the Debtors and their estates. These charges and disbursements include, among other things, costs for telephone charges, photocopying, travel, business meals, computerized research, messengers, couriers, postage, witness fees and other fees related to trials and hearings.

44. A complete description of each expense incurred during these cases can be obtained in the Monthly Applications. Additionally, a chart summarizing the expenses for the Entire Case Period is included at the front of this Final Application. Skadden, Arps' policy requires all attorneys to retain and submit for review receipts and/or invoices for all disbursements incurred through outside vendors. Skadden, Arps maintains all receipts and/or invoices related to each client's disbursement account in a central storage facility, and such records can be produced upon request.

45. Skadden, Arps has disbursed, and requests reimbursement for, \$914,452.30, which represents actual, necessary expenses incurred in the rendition of professional services in these cases during the Entire Case Period. In addition, Skadden, Arps seeks reimbursement of expenses incurred or posted to Skadden, Arps' billing system after the Effective Date of \$1,948.65.

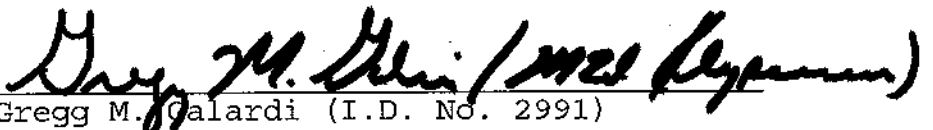
CERTIFICATE OF COMPLIANCE AND WAIVER

46. Finally, the undersigned representative of Skadden, Arps certifies that he has reviewed the requirements of Del. Bankr. LR 2016-2 and that the Final Application substantially complies with that Local Rule. To the extent that the Final Application does not comply in all respects with the requirements of Del. Bankr. LR 2016-2, Skadden, Arps believes such deviations are not material and respectfully requests that any such requirement be waived.

WHEREFORE, Skadden, Arps respectfully requests that the Court enter an order granting final approval, and directing payment of (i) compensation for professional services rendered as attorneys for the Debtors during the Entire Case Period in the sum of \$6,149,419.50; (ii) reimbursement of actual and necessary expenses incurred during the Entire Case Period in the sum of \$914,452.30; (iii) compensation for professional services rendered as attorneys for the Debtors after the Effective Date in the sum of approximately

\$19,144.50;¹² and (iv) reimbursement of actual and necessary expenses incurred after the Effective Date in the sum of approximately \$1,948.65;¹³ and that the Court grant such other and further relief as is just and proper.

Dated: Wilmington, Delaware
February 2, 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
(302) 651-3000

Former Attorneys for Debtors and
Debtors-in-Possession

¹² Subject to the right of Skadden, Arps to seek payment of additional fees for services rendered after the Effective Date from the Plan Administrator and/or through an application with this Court.

¹³ Subject to the right of Skadden, Arps to seek reimbursement for additional expenses incurred after the Effective Date from the Plan Administrator and/or through an application with this Court.

EXHIBIT A

51

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.,             :
Debtors.              : Jointly Administered
-----X

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ORDER UNDER 11 U.S.C. §§ 327(a) AND 329
AUTHORIZING EMPLOYMENT AND RETENTION, NUNC PRO TUNC, OF
SKADDEN, ARPS, SLATE, MEAGHER & FLOM (ILLINOIS)
AND AFFILIATES AS ATTORNEYS FOR DEBTORS-IN-POSSESSION

This matter having come before the Court on the Application, dated October 17, 2001 (the "Application") of Polaroid Corporation ("Polaroid") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession (collectively, the "Debtors"), for an order, under 11 U.S.C. §§ 327(a) and 329, authorizing employment and retention of Skadden, Arps, Slate, Meagher & Flom (Illinois) and its affiliated law practice entities (collectively, "Skadden, Arps") under a general retainer as their attorneys; and the Court having reviewed the Application and the Affidavit and Statement of David S. Kurtz, a member of Skadden, Arps, Slate, Meagher & Flom (Illinois), sworn to October 12, 2001; and the

DKT. NO. 134
DT. FILED 11/9/01

Court being satisfied with the representations made in the Application and affidavits that Skadden, Arps represents no interest adverse to the estates, that it is a "disinterested person" as that term is defined under section 101(14) of the Bankruptcy Code, that its employment is necessary and in the best interests of the Debtors' estates, creditors and other parties-in-interest; and it appearing that notice of the Application was good and sufficient under the particular circumstances and that no other or further notice need be given; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application be, and it hereby is,

GRANTED.

2. Pursuant to sections 327(a) and 329 of the Bankruptcy Code, the Debtors, as debtors and debtors-in-possession be, and they hereby are, authorized to employ and retain Skadden, Arps as their attorneys under a general retainer, nunc pro tunc, as of the commencement of these cases, to perform the services set forth in the Application.

3. Skadden, Arps shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules and Local Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court.

4. Skadden, Arps is authorized to apply the Initial Retainer to pay any fees, charges and disbursements relating to services rendered to the Debtors prior to the Petition Date that remain unpaid as of such date and shall add and hold the remaining portion of the Initial Retainer as the Final Retainer for application to fees, charges and disbursements relating to services rendered subsequent to the Petition Date as may be further ordered by the Court.

Dated: Wilmington, Delaware

~~October~~ 2001

Nov. 5


United States Bankruptcy Judge

EXHIBIT B

5.

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., :
:
 Debtors. : Jointly Administered
:
----- - x

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 331
ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

This matter having come before the Court on the motion, dated October 17, 2001 (the "Motion")¹ of Polaroid Corporation ("Polaroid") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession (collectively, the "Debtors"), for an order under 11 U.S.C. §§ 105(a) and 331 establishing procedures for interim compensation and reimbursement of expenses of professionals retained by order of this Court (the "Professionals"); and the Court having reviewed the Motion and determined that the relief requested in the Motion is in the best interests of the Debtors, their estates,

¹ Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Motion.

their creditors and other parties-in-interest; and it appearing that notice of the Motion was good and sufficient under the particular circumstances and that no other or further notice need be given; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion be, and it hereby is, GRANTED.

2. Except as may otherwise be provided in Court orders authorizing the retention of specific Professionals, all Professionals in these cases may seek interim compensation in accordance with the following procedure:

(a) No earlier than the 25th day of each month following the month for which compensation is sought (the "Monthly Fee Application Date"), each Professional will prepare a monthly statement of all fees and costs incurred (the "Monthly Fee Application") during the preceding month, which Monthly Fee Application shall include detailed itemizations of the services and hours expended by matter and professional, and a summary statement of the status of prior compensation requests, but which summary need not include the narrative discussion generally included in interim fee applications or a

notarized certification of the Professional. The Monthly Fee Application shall comply with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), applicable Third Circuit law and the Local Rules of this Court, shall be filed with this Court and shall be served on the following parties (collectively, the "Notice Parties"): (i) Polaroid Corporation, 784 Memorial Drive, Cambridge, MA 02139 (Attn: Neal D. Goldman, Esq.); (ii) counsel for the Debtors, Skadden, Arps, Slate, Meagher & Flom (Illinois), 333 West Wacker Drive, Chicago, IL 60606 (Attn: David S. Kurtz, Esq.) and Skadden, Arps, Slate, Meagher & Flom LLP, One Rodney Square, P.O. Box 636, Wilmington, DE 19899 (Attn: Gregg M. Galardi, Esq.); (iii) counsel for the Debtors' prepetition lenders, Davis Polk & Wardwell, 450 Lexington Avenue, New York, NY 10017 (Attn: John Fouhey); (iv) counsel for the Debtors' proposed postpetition lenders, Morgan, Lewis & Bockius, 101 Park Avenue, New York, NY 10178 (Attn: Robert Scheibe, Esq.); (v) counsel to the Committee(s); and (vi) Mark S. Kenney, Office of the United States Trustee, Room 2313, 844 North King Street, Wilmington, Delaware, 19801.

(b) Each Notice Party shall have twenty (20) days after service of a Monthly Fee Application to

object (the "Objection Deadline"). Upon the expiration of the Objection Deadline, each Professional may file a certificate of no objection or a certificate of partial objection with the Court, whichever is applicable, after which the Debtor is authorized to pay each Professional an amount (the "Actual Interim Payment") equal to the lesser of (i) 80 percent of the fees and 100 percent of the expenses requested in the Monthly Fee Application (the "Maximum Payment") or (ii) 80 percent of the fees and 100 percent of the expenses not subject to an objection.

(c) If any Notice Party objects to a Professional's Monthly Fee Application, it must file a written objection with the court and serve it on the Professional and each of the Notice Parties so that it is received on or before the Objection Deadline. Thereafter, the objecting party and the Professional may attempt to resolve the objection on a consensual basis. If the parties are unable to reach a resolution of the objection within 20 days after service of the objection, then the Professional may either (i) file a response to the objection with the Court, together with a request for payment of the difference, if any, between the Maximum Payment and the Actual Interim Payment made to the affected

Professional (the "Incremental Amount"); or (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time the Court will consider and dispose of the objection, if requested by the parties.

(d) Beginning with the three-month period ending in December 2001, at three-month intervals or at such other intervals convenient to the Court, each of the Professionals must file with the Court and serve on the Notice Parties an interim fee application ("Interim Fee Application") for compensation and reimbursement of expenses sought in the Monthly Fee Applications filed during such period (the "Interim Fee Period"). In addition to the service requirement in the previous sentence, each Professional shall serve notice of its Interim Fee Application Request (which identifies the Professional seeking compensation, discloses the period for which the fees and reimbursement of expenses are being sought, and describes the amount of the fees and expenses sought) on all parties that have entered their appearance pursuant to Bankruptcy Rule 2002. Each Professional must file its Interim Fee Application Request within 45 days after the end of the Interim Fee Period for which the request seeks allowance of fees and reim-

bursement of expenses. Each Professional must file its first Interim Fee Application Request on or before February 15, 2002, and the first Interim Fee Application Request should cover the Interim Fee period from the Filing Date through and including December 31, 2001. Any Professional that fails to file an Interim Fee Application Request when due will be ineligible to receive further interim payments of fees or expenses under these procedures until such time as a further Interim Fee Application Request is submitted by the Professional.

(e) The Debtors shall request that the Court schedule a hearing on the Interim Fee Applications Request at least once every six months, or at such other intervals as the Court deems appropriate. Upon allowance by the Court of a Professional's Interim Fee Application, the Debtors shall be authorized to promptly pay such Professional all fees (including the twenty percent (20%) holdback pursuant to subparagraph b. above) and costs not previously paid pursuant to the Monthly Statements.

(f) The pendency of an objection to payment of compensation or reimbursement of expenses will not disqualify a professional from the future payment of compensation or reimbursement of expenses.

(g) Neither the payment of or the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses, nor the filing of or failure to file an objection will bind any party in interest or the Court with respect to the allowance of interim or final applications for compensation and reimbursement of expenses of Professionals.

(h) All fees and expenses paid to Professionals are subject to disgorgement until final allowance by the Court.

3. Each member of the Committee(s) in these cases shall be permitted to submit statements of expenses (excluding Committee member counsel fees and expenses) and supporting vouchers to counsel for the Committee(s), who shall collect and file such requests for reimbursement in accordance with the foregoing procedure for monthly and interim compensation and reimbursement of Professionals.

4. Notice of interim and final fee applications and any hearings thereon given in accordance with the compensation procedures set forth above shall be deemed sufficient and adequate and in full compliance with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, and the Local Rules of this Court.

5. The Debtors shall include all payments to Professionals on their monthly operating reports, detailed so as to state the amount paid to each Professional.

6. All time periods set forth in this Order shall be calculated in accordance with Fed. R. Bankr. P. 9006(a).

7. Any and all other and further notice of the relief requested in the Motion is dispensed with and waived.

Dated: Wilmington, Delaware
November 5, 2001


United States Bankruptcy Judge

Exhibit C

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

Polaroid Corporation (DIP)
Creditors Meetings/Committee

Bill Date: 01/29/04
Bill Number: 996686

NAME	DATE	HOURS	DESCRIPTION
DESGROSSEILLIER ML	12/18/03	1.90	CONTINUE TO PREPARE/DRAFT ORDER RE: RETIREE TRUST AND STIPULATION (.7); RESEARCH RE: SAME (1.2).
		1.90	
Total Associate		1.90	
MATTER TOTAL		<u>1.90</u>	

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

Polaroid Corporation (DIP)
Reorganization Plan

Bill Date: 01/29/04
Bill Number: 996686

NAME	DATE	HOURS	DESCRIPTION
DESGROSSEILLIER ML	12/18/03	1.70	WORK ON ISSUES RE: COMMON STOCK TRANSFER IN CONNECTION WITH EFFECTIVE DATE (1.3); RESPOND TO CREDITOR INQUIRIES RE: CASE STATUS AND DISTRIBUTION DATE (.4).
		1.70	
Total Associate		1.70	
MATTER TOTAL		<u>1.70</u>	

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

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

Bill Date: 01/29/04
Bill Number: 996686

NAME	DATE	HOURS	DESCRIPTION
DESGROSSEILLIER ML	12/18/03	0.60	WORK ON NOVEMBER FEE APPLICATION AND TIME DETAIL (.6).
DESGROSSEILLIER ML	01/05/04	1.90	REVIEW/REVISE NOVEMBER TIME AND EXPENSE DETAIL (1.2); PREPARE/DRAFT FEE APPLICATION, NOTICE AND CERTIFICATE OF SERVICE FOR NOVEMBER (.7).
DESGROSSEILLIER ML	01/06/04	1.30	PREPARE FOR FINAL FEE APPLICATION HEARING (1.3).
DESGROSSEILLIER ML	01/07/04	2.60	CONTINUE TO PREPARE FOR FINAL FEE APPLICATION HEARING (2.6).
DESGROSSEILLIER ML	01/12/04	3.30	FINALIZE TIME AND EXPENSE DETAIL FOR NOVEMBER 2003 FEE APPLICATION (.6); FINALIZE AND PREPARE NOVEMBER FEE APPLICATION FOR FILING (2.7).
DESGROSSEILLIER ML	01/13/04	3.30	REVIEW TIME DETAIL RE: FINAL FEE HEARING (2.2); WORK ON FINAL FEE APPLICATION, NOTICE AND ORDER (1.1).
DESGROSSEILLIER ML	01/14/04	3.60	REVIEW/REVISE TIME DETAIL FOR TIME THROUGH AND INCLUDING DECEMBER 17, 2003 (.6); PREPARE/DRAFT DECEMBER FEE APPLICATION (.4); REVIEW TIME AND EXPENSE DETAIL IN CONNECTION WITH FINAL FEE APPLICATION (2.6).
DESGROSSEILLIER ML	01/15/04	3.30	CONTINUE TO PREPARE/DRAFT DECEMBER FEE APPLICATION (.7); CONTINUE TO WORK ON FINAL FEE APPLICATION (2.6).
DESGROSSEILLIER ML	01/20/04	2.70	REVIEW PRIOR FEE APPLICATIONS IN CONNECTION WITH PREPARING FINAL FEE APPLICATION (2.7).
DESGROSSEILLIER ML	01/21/04	3.60	FINALIZE EDITS TO DECEMBER TIME DETAIL (.6); FINALIZE EDITS TO DECEMBER FEE APPLICATION AND PREPARE SAME FOR FILING (1.8); CONTINUE TO WORK ON FINAL FEE APPLICATION (1.2).

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

DESGROSSEILLIER ML	01/22/04	6.40	WORK ON NINTH INTERIM FEE APPLICATION (.7); CONTINUE TO WORK ON FINAL FEE APPLICATION (2.6); CONTINUE TO REVIEW PRIOR FEE APPLICATIONS IN PREPARATION FOR FINAL FEE APPLICATION HEARING (3.1).
DESGROSSEILLIER ML	01/23/04	4.40	CONTINUE TO PREPARE/DRAFT FINAL FEE APPLICATION (2.3); REVIEW PRIOR FEE APPLICATIONS IN PREAPRATION FOR HEARING (2.1).
DESGROSSEILLIER ML	01/27/04	1.30	CONTINUE TO WORK ON FINAL FEE APPLICATION (1.3).
DESGROSSEILLIER ML	01/28/04	5.30	CONTINUE TO PREPARE/DRAFT FINAL FEE APPLICATION (3.2); REVIEW PRIOR FEE APPLICATIONS RE: SAME (2.1).
		43.60	
Total Associate		43.60	
HEANEY CM	01/22/04	0.50	PREPARE 9TH INTERIM FEE APPLICATION (.3); ASSIST WITH FILING OF 9TH INTERIM FEE APPLICATION (.2).
		0.50	
Total Legal Assistant		0.50	
SKINNER VA	01/23/04	1.80	ORGANIZE FOR FINAL FEE APPLICATION HEARING (1.8).
		1.80	
Total Legal Assist Support		1.80	
MATTER TOTAL		<u>45.90</u>	

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

Polaroid Corporation (DIP)
Retention/Fee Matters/Objections (Others)

Bill Date: 01/29/04
Bill Number: 996686

NAME	DATE	HOURS	DESCRIPTION
DESGROSSEILLIER ML	12/18/03	0.70	WORK ON NOTICE OF FINAL FEE HEARING (.3); CONTACT WITH PROFESSIONALS RE: SAME (.4).
		0.70	
Total Associate		0.70	
MATTER TOTAL		<u>0.70</u>	
CLIENT TOTAL		<u>50.20</u>	

Exhibit D

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

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

Bill Date: 01/29/04
Bill Number: 996686

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	01/16/04	Copy Center, D	263.30
In-house Reproduction	01/20/04	Copy Center, D	0.60
In-house Reproduction	01/23/04	Copy Center, D	391.50
		TOTAL IN-HOUSE REPRODUCTION	\$655.40
Non-standard/Outside Reproduction	01/09/04	Ikon Document Services	1193.50
		TOTAL NON-STANDARD/OUTSIDE REPRODUCTION	\$1,193.50
Business Meals	12/16/03	The Greenery Caterers	44.50
		TOTAL BUSINESS MEALS	\$44.50
Messengers/ Courier	01/10/04	Blue Marble Logistics, LLC	31.25
Messengers/ Courier	01/18/04	Parcels Inc.	24.00
		TOTAL MESSENGERS/ COURIER	\$55.25
		TOTAL MATTER	\$1,948.65
		TOTAL CLIENT	\$1,948.65

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. :
: Related Docket No. ____
- - - - - x

ORDER GRANTING PAYMENT OF FEES AND EXPENSES
REQUESTED IN 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

This Court having previously authorized the employment of the Skadden, Arps, Slate, Meagher & Flom, LLP ("Skadden, Arps") in the cases of the above-captioned debtors (collectively, the "Debtors"); a Notice of Hearing (the "Notice")¹ on the Final Fee Application of Skadden, Arps having been filed and served; the Court having conducted a hearing on the Final Fee Application of Skadden, Arps and having determined that the Final Fee Application seeks reasonable compensation for actual,

¹ All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Notice.

necessary services rendered by Skadden, Arps in these cases and reimbursement for actual, necessary expenses incurred in the rendition of such services; it appearing that the Notice has been properly and adequately served and that no other or further notice is necessary; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The fees and expenses requested in the Final Fee Application, including any fees and expenses incurred after the Effective Date for preparing the Final Fee Application or otherwise, are hereby approved and allowed on a final basis in the amounts set forth on Exhibit A attached to this Order.

2. Reorganized Polaroid and/or the Plan Administrator are hereby authorized and directed to promptly pay Skadden, Arps the difference, if any, between the allowed amount of fees and expenses approved by this Order and the actual payments received by Skadden, Arps. Such payment shall be made no later than five (5) business days from the entry of this order as a final order of this Court

3. Skadden, Arps is authorized to apply any retainer funds previously advanced by the Debtors against any amounts approved by this Order.

4. This Order is without prejudice to the rights of Skadden, Arps to seek further allowance and payment of compensation and reimbursement of expenses upon application to this Court.

Dated: Wilmington, Delaware
March __, 2004

Honorable Peter J. Walsh
United States Bankruptcy Court Judge

Exhibit A

<u>FILING DATE/ DOCKET NO.</u>	<u>PERIOD COVERED</u>	<u>TOTAL FEES REQUESTED</u>	<u>TOTAL EXPENSES REQUESTED</u>	<u>AMOUNT OF FEES PAID</u>	<u>AMOUNT OF EXPENSES PAID</u>	<u>AMOUNT OF FEES TO BE PAID</u>	<u>AMOUNT OF EXPENSES TO BE PAID</u>
MONTHLY APPLICATIONS							
02/01/2002 Docket No. 553	10/12/2001 to 10/31/2001	\$265,841.50	\$79,435.10	\$265,841.50	\$79,435.10	\$0.00	\$0.00
02/04/2002 Docket No. 565	11/1/2001 to 11/30/2001	\$251,246.00	\$48,987.30	\$251,246.00	\$48,987.30	\$0.00	\$0.00
02/04/2002 Docket No. 566	12/1/2001 to 12/31/2001	\$461,257.50	\$54,693.43	\$461,257.50	\$54,693.43	\$0.00	\$0.00
05/20/2002 Docket No. 1013	1/1/2002 to 1/31/2002	\$261,005.50	\$40,658.40	\$261,005.50	\$40,658.40	\$0.00	\$0.00
06/21/2002 Docket No. 1191	2/1/2002 to 2/28/2002	\$160,179.00	\$25,966.77	\$160,179.00	\$25,966.77	\$0.00	\$0.00
07/02/2002 Docket No. 1234	3/1/2002 to 3/31/2002	\$276,305.50	\$34,161.60	\$276,305.50	\$34,161.60	\$0.00	\$0.00
07/30/2002 Docket No. 1347	4/1/2002 to 5/31/2002	\$1,180,591.50	\$105,212.53	\$1,180,591.50	\$105,212.53	\$0.00	\$0.00
08/23/2002 Docket No. 1402	6/1/2002 to 6/30/2002	\$694,303.50	\$76,110.71	\$694,303.50	\$76,110.71	\$0.00	\$0.00
10/02/2002 Docket No. 1497	7/1/2002 to 7/31/2002	\$503,079.00	\$50,959.74	\$503,079.00	\$50,959.74	\$0.00	\$0.00
10/11/2002 Docket No. 1511	8/1/2002 to 8/31/2002	\$202,327.50	\$73,570.02	\$202,327.50	\$73,570.02	\$0.00	\$0.00
10/30/2002 Docket No. 1548	9/1/2002 to 9/30/2002	\$109,273.00	\$34,852.33	\$109,273.00	\$34,852.33	\$0.00	\$0.00
12/03/2002 Docket No. 1650	10/1/2002 to 10/31/2002	\$75,747.50	\$17,048.78	\$75,747.50	\$17,048.78	\$0.00	\$0.00
01/30/2003 Docket No. 2204	11/1/2002 to 11/30/2002	\$73,253.50	\$15,011.19	\$73,253.50	\$15,011.19	\$0.00	\$0.00

02/20/2003 Docket No. 2344	12/1/2002 to 12/31/2002	\$61,569.50	\$10,445.10	\$61,569.50	\$10,445.10	\$0.00	\$0.00
03/26/2003 Docket No. 2459	1/1/2003 to 1/31/2003	\$152,757.00	\$30,765.39	\$152,757.00	\$30,765.39	\$0.00	\$0.00
04/07/2003 Docket No. 2479	2/1/2003 to 2/28/2003	\$122,355.00	\$27,172.13	\$122,355.00	\$27,172.13	\$0.00	\$0.00
05/02/2003 Docket No. 2552	3/1/2003 to 3/31/2003	\$165,005.00	\$14,661.98	\$165,005.00	\$14,661.98	\$0.00	\$0.00
05/27/2003 Docket No. 2624	4/1/2003 to 4/30/2003	\$209,987.50	\$37,998.65	\$209,987.50	\$37,998.65	\$0.00	\$0.00
07/15/2003 Docket No. 2788	5/1/2003 to 5/31/2003	\$175,972.50	\$25,994.46	\$140,778.00	\$25,994.46	\$35,194.50	\$0.00
08/08/2003 Docket No. 2895	6/1/2003 to 6/30/2003	\$138,449.50	\$19,863.34	\$110,759.60	\$19,863.34	\$27,689.90	\$0.00
09/15/2003 Docket No. 3030	7/1/2003 to 7/31/2003	\$104,300.50	\$13,647.49	\$83,440.40	\$13,647.49	\$20,860.10	\$0.00
09/29/2003 Docket No. 3077	8/1/2003 to 8/31/2003	\$138,732.50	\$14,104.95	\$110,986.00	\$14,104.95	\$27,746.50	\$0.00
10/28/2003 Docket No. 3310	9/1/2003 to 9/30/2003	\$86,037.00	\$19,810.65	\$0.00	\$0.00	\$105,847.65	\$19,810.65
11/25/2003 Docket No. 3473	10/1/2003 to 10/31/2003	\$125,199.50	\$15,516.22	\$100,159.60	\$15,516.22	\$25,039.90	\$0.00
11/12/2004 Docket No. 3705	11/1/2003 to 11/30/2003	\$117,282.50	\$23,563.88	\$0.00	\$0.00	\$117,282.50	\$23,563.88
11/21/2004 Docket No. 3747	12/1/2003 to 12/17/2003	\$37,361.00	\$4,240.16	\$0.00	\$0.00	\$37,361.00	\$4,240.16
	TOTAL PRE- EFFECTIVE DATE	\$6,149,419.50	\$914,452.30	\$5,772,208.10	\$866,837.61	\$397,022.05	\$47,614.69
	TOTAL POST EFFECTIVE DATE					\$19,144.50	\$1,948.65

CERTIFICATE OF SERVICE

I, Mark L. Desgrosseilliers, hereby certify that on the 2nd day of February, 2004, I caused the foregoing **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
Polaroid Fee Application Parties

Kevin Pond
Polaroid Corporation
f/k/a 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
New York, NY 10022
By Overnight Courier

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

Robert Scheibe, Esq.
Morgan, Lewis & Bockius LLP
101 Park Avenue
New York, NY 10178
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
Managing Director
BTB Associates LLC
#2 Pettinaro Drive
Millville, DE 19970
By Overnight Courier

Carmen J. Romano, Esq.
Dechert
4000 Bell Atlantic Tower
1717 Arch Street
Philadelphia, PA 19103-2793
By Overnight Courier

Joel H. Levitin, Esq.
Dechert
30 Rockefeller Plaza
New York, NY 10112
By Overnight Courier

Adam Harris, Esquire
O'Melveny & Myers LLP
30 Rockefeller Plaza
New York, New York 10112-0002
By Overnight Courier

Mark S. Stickel
Wind Down Associates, LLC
2701 North Rocky Point Drive
Suite 183
Tampa, FL 22607
By Overnight Courier

Mr. Stephen J. Morgan
19 Pheasant Hollow Road
Natick, MA 01760
By Overnight Courier

John D. Gignac
6 High Street
Southborough, MA 01772
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