

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)
POLAROID CORPORATION, et al.,) Chapter 11
Debtors.) Case No. 01-10864 (PJW)
) Jointly Administered
)
) Hearing Date: March 25, 2004 at 2:00 p.m.
) Objection Deadline: March 18, 2004 at 4:00 p.m.

NOTICE OF APPLICATION

TO: The United States Trustee, counsel for the Pre-Petition Agent, counsel for the Purchaser and those parties which have filed a notice of appearance pursuant to Bankruptcy Rule 2002.

The **Twenty-Seventh Interim and Final Application of Young Conaway Stargatt & Taylor, LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Interim Period from December 1, 2003 Through December 16, 2003 and the Final Period from October 23, 2001 Through December 16, 2003** (the "Application") has been filed with the Bankruptcy Court. The Application seeks allowance of interim fees in the amount of \$8,864.00 and interim expenses in the amount of \$16,636.51 and final fees in the amount of \$245,574.50 and final expenses in the amount of \$143,388.22.

You are required to file a response to the attached Application on or before March 18, 2004 at 4:00 p.m. with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801.

At the same time, you must also serve a copy of the response on the Plan Administrator's attorneys:

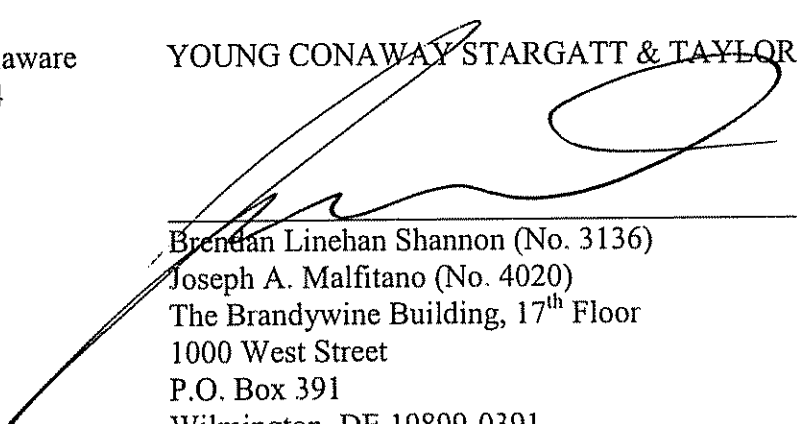
Brendan Linehan Shannon, Esq. Young Conaway Stargatt & Taylor The Brandywine Building 1000 West Street, 17 th Floor P.O. Box 391 Wilmington, DE 19899	Nava Hazan, Esq. Akin, Gump, Strauss, Hauer & Feld, L.L.P. 590 Madison Avenue New York, NY 10022
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HEARING ON THE APPLICATION will be held on March 25, 2004 at 2:00 p.m. before the Honorable Peter J. Walsh, United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801, only if an objection is timely filed.

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

Dated: Wilmington, Delaware
February 2, 2004

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Brendan Linehan Shannon (No. 3136)
Joseph A. Malfitano (No. 4020)
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- and -

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

TWENTY-SEVENTH INTERIM AND FINAL APPLICATION OF YOUNG CONAWAY STARGATT & TAYLOR, LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE INTERIM PERIOD FROM DECEMBER 1, 2003 THROUGH DECEMBER 16, 2003 AND THE FINAL PERIOD FROM OCTOBER 23, 2001 THROUGH DECEMBER 16, 2003

Name of Applicant: Young Conaway Stargatt & Taylor, LLP

Authorized to Provide Professional Services to: The Official Committee of Unsecured Creditors

Date of Retention: October 23, 2001

Interim Period for which compensation and reimbursement is sought: December 1, 2003 through December 16, 2003

Final Period for which compensation and reimbursement is sought: October 23, 2001 through December 16, 2003

Interim Amount of Compensation sought as actual, reasonable and necessary: \$8,864.00

Interim Amount of Expense Reimbursement sought as actual, reasonable and necessary: \$16,636.51

Final Amount of Compensation sought as actual, reasonable and necessary: \$245,574.50¹

Final Amount of Expense Reimbursement sought as actual, reasonable and necessary: \$143,388.22

This is an: _____ interim X final application

This application includes 1.40 hours with a value of \$138.00 incurred in connection with preparation of Fee Applications.

¹ YCS&T has voluntarily reduced its fees by \$307.50

Previous Applications:

Fee Application	Period Covered	Fees	Expenses	Approved
First Interim Docket No. 588	10/23/01 – 10/31/01	\$4,020.50	\$328.07	100% of Fees 100% of Expenses
Second Interim Docket No. 602	11/1/01 – 11/30/01	\$10,006.00	\$2,040.78	100% of Fees 100% of Expenses
Third Interim Docket No. 612	12/1/01 – 12/31/01	\$6,265.50	\$2,668.38	100% of Fees 100% of Expenses
Fourth Interim Docket No. 746	1/1/02 – 1/31/02	\$5,681.00	\$4,209.69	100% of Fees 100% of Expenses
Fifth Interim Docket No. 869	2/1/02 – 2/28/02	\$6,316.50	\$3,854.14	100% of Fees 100% of Expenses
Sixth Interim Docket No. 940	3/1/02 – 3/31/02	\$17,368.00	\$3,060.39	100% of Fees 100% of Expenses
Seventh Interim Docket No. 1012	4/1/02 – 4/30/02	\$30,024.50	\$5,986.75	100% of Fees 100% of Expenses
Eighth Interim Docket No. 1145	5/1/02 – 5/31/02	\$22,322.50 ²	\$10,222.90	100% of Fees 100% of Expenses
Ninth Interim Docket No. 1366	6/1/02 – 6/30/02	\$21,617.50	\$7,460.73	100% of Fees 100% of Expenses
Tenth Interim Docket No. 2218	7/1/02 – 7/31/02	\$11,742.50	\$2,749.12	100% of Fees 100% of Expenses
Eleventh Interim Docket No. 2219	8/1/02 – 8/30/02	\$1,845.50	\$1,807.08	100% of Fees 100% of Expenses

² Fees were reduced by \$1,306.50 pursuant to discussions with the fee auditor.

Twelfth Interim Docket No. 2220	9/1/02 – 9/30/02	\$2,601.00 ³	\$3,023.88	100% of Fees 100% of Expenses
Thirteenth Interim Docket No. 2221	10/1/02 – 10/31/02	\$3,780.50 ⁴	\$1,738.54	100% of Fees 100% of Expenses
Fourteenth Interim Docket No. 2222	11/1/02 – 11/30/02	\$5,896.00	\$3,782.59	100% of Fees 100% of Expenses
Fifteenth Interim Docket No. 2223	12/1/02 – 12/31/02	\$3,557.00	\$2,152.18	100% of Fees 100% of Expenses
Sixteenth Interim Docket No. 2460	1/1/03 – 1/31/03	\$8,114.50	\$6,904.50	100% of Fees 100% of Expenses
Seventeenth Interim Docket No. 2461	2/1/03 – 2/28/03	\$3,242.00	\$1,541.55	100% of Fees 100% of Expenses
Eighteenth Interim Docket No. 2559	3/1/03 – 3/31/03	\$6,445.50	\$5,981.43	100% of Fees 100% of Expenses
Nineteenth Interim Docket No. 2638	4/1/03 – 4/30/03	\$7,459.50	\$2,508.22	100% of Fees 100% of Expenses
Twentieth Interim Docket No. 2716	5/1/03 – 5/31/03	\$9,490.00	\$3,061.02	80% of Fees 100% of Expenses
Twenty-First Interim Docket No. 2808	6/1/03 – 6/30/03	\$5,680.00	\$5,870.81	80% of Fees 100% of Expenses
Twenty-Second Interim Docket No. 2983	7/1/03 – 7/31/03	\$4,382.00	\$4,714.17	80% of Fees 100% of Expenses
Twenty-Third Interim Docket No. 3242	8/1/03 – 8/31/03	\$3,761.00	\$3,814.47	80% of Fees 100% of Expenses
Twenty-Fourth Interim Docket No. 3314	9/1/03 – 9/30/03	\$4,376.50	\$5,388.00	80% of Fees 100% of Expenses
Twenty-Fifth Interim Docket No. 3524	10/01/03 – 10/31/03	\$16,166.50	\$7,865.40	80% of Fees 100% of Expenses

³ Fees were reduced by \$55.00 pursuant to discussions with the fee auditor.

⁴ Fees were reduced by \$22.00 pursuant to discussions with the fee auditor.

Twenty-Sixth Interim Docket No. 3738	11/01/03 – 11/30/03	\$13,910.00 ⁵	\$24,016.92	Pending
Current Interim	12/1/03 – 12/16/03	\$8,864.00	\$16,636.51	Pending

Professionals Totals from October 23, 2001 through December 16, 2003

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Robert S. Brady	Partner since 1998. Joined firm as an associate in 1990. Member of DE Bar since 1990.	\$400.00	36.10	\$14,382.00
Brendan L. Shannon	Partner since 2000. Joined firm as an associate in 1992. Member of DE Bar since 1992.	\$410.00	212.70	\$81,050.00
Joseph A. Malfitano	Joined firm as an associate in 2000. Member of DE Bar since 2000.	\$285.00	163.20	\$44,659.00
Edmon L. Morton	Joined firm as an associate in 1999. Member of DE Bar since 1999.	\$260.00	0.60	\$156.00
Sheldon N. Sandler	Joined firm as a partner in 1981. Member of DE Bar since 1966.	\$335.00	1.20	\$402.00
Curtis J. Crowther	Joined firm as an associate in 2001. Member of DE and PA Bars since 1994.	\$325.00	32.60	\$9,797.50
Pauline K. Morgan	Partner since 2000. Joined firm as an associate in 1997. Member of PA and NJ Bars since 1987. Member of DE Bar since 1997.	\$380.00	25.20	\$9,576.00

⁵ Fees were reduced by \$144.00 pursuant to discussions with the fee auditor.

Jennifer Noel	Joined firm as an associate in 2000. Member of DE Bar since 2000.	\$280.00	17.50	\$4,882.00
Maribeth L. Minella	Joined firm as an associate in 2001. Member of DE Bar since 2002.	\$245.00	68.00	\$16,570.00
Erin D. Edwards	Joined firm as an associate in 2003. Member of DE Bar since 2003 (12/15/2003).	\$190.00	1.80	\$342.00
Kevin M. Profit	Joined firm as an associate in 2001. Member of DE Bar since 2002.	\$220.00	4.20	\$924.00
Scott A. Holt	Partner since 2003. Joined firm as an associate in 1995. Member of DE Bar since 1995.	\$290.00	1.50	\$435.00
Stefanie Hubloue	Paralegal for 2 years.	\$120.00	401.30	\$45,505.00
Chandra Rudloff	Paralegal for 3 years.	\$120.00	3.70	\$399.50
Debbie Laskin	Paralegal for 17 years.	\$150.00	4.80	\$688.00
Marnie Powell	Paralegal for 2 years.	\$110.00	12.00	\$1,320.00
Brenda Walters	Paralegal for 18 years.	\$165.00	171.90	\$8,415.00
Stephanie Warren	Paralegal for 1 year.	\$95.00	24.60	\$861.00
Kimberly Beck	Paralegal for 5 years	\$120.00	3.20	\$354.00
Michael Girello	Paralegal for 5 years.	\$135.00	1.70	\$229.50
Stephen Kirsch	Paralegal for 1 year.	\$110.00	0.70	\$77.00
John A. Capuano	Investigator	\$110.00	1.70	\$187.00
Jim Corrigan	Paralegal	\$125.00	5.60	\$700.00
Joshua Klein	Paralegal < 1 year	\$95.00	1.20	\$114.00
Patsy Petlock	Case Management Assistant	\$35.00	29.10	\$1,011.50
Amy Lucey	Case Management Assistant	\$35.00	34.60	\$1,218.00
Diane Norvell	Case Management Assistant	\$35.00	19.00	\$665.00
Cindy Huang	Case Management Assistant	\$35.00	3.60	\$126.00
Lisa Talley	Case Management Assistant	\$35.00	9.00	\$315.00
Todd Johnson	Case Management Assistant	\$35.00	0.40	\$14.00
Joanna Bosik	Case Management Assistant	\$35.00	1.10	\$38.50
Leigh C. Paradise	Case Management Assistant	\$35.00	0.60	\$21.00

Annie Gray	Case Management Assistant	\$35.00	2.00	\$70.00
Joel McKenzie	Case Management Assistant	\$35.00	2.00	\$70.00
Grand Total:			1,180.40	\$245,574.50

INTERIM COMPENSATION BY INDIVIDUAL

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Brendan L. Shannon	Partner since 2000. Joined firm as an associate in 1992. Member of DE Bar since 1992.	\$410.00	.50	\$205.00
Timothy J. Snyder	Partner since 1991. Joined firm as an associate in 1985. Member of DE Bar since 1985 and PA Bar since 1981.	\$370.00	.30	\$111.00
Joseph A. Malfitano	Joined firm as an associate in 2000. Member of DE Bar since 2000.	\$285.00	8.40	\$2,394.00
Maribeth L. Minella	Joined firm as an associate in 2001. Member of DE Bar since 2002.	\$245.00	5.20	\$1,274.00
Brenda Walters	Paralegal 18 years	\$165.00	6.90	\$1,138.50
Jim Corrigan	Paralegal	\$5.60	5.60	\$700.00
Stefanie Hubloue	Paralegal 2 years	\$120.00	19.60	\$2,352.00
John A. Capuano	Investigator	\$110.00	1.70	\$187.00
Joshua Klein	Paralegal < 1 year	\$95.00	1.20	\$114.00
Amy Lucey	Clerk	\$35.00	8.30	\$290.50
Leigh C. Paradise	Clerk	\$35.00	.20	\$7.00
Lisa Talley	Clerk	\$35.00	1.50	\$52.50
Patsy Petlock	Clerk	\$35.00	1.10	\$38.50
Grand Total:			60.50	\$8,864.00
Blended Rate:				\$146.51 / hour

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hour	Total Fees
Case Administration (docketing, calendar preparation, paperflow) (1001)	14.00	\$1,669.00
Court Hearings (attendance and preparation) (1002)	14.60	\$2,542.50
Claims Analysis, Objections & Resolutions (1007)	7.30	\$1,082.50
Other Adversary Proceedings (1011)	20.10	\$2,996.50
Creditor Inquiries (1013)	.20	\$49.00
Retention of Professionals / Fee Issues (1017)	2.90	\$386.50
Fee Application Preparation (1018)	1.40	\$138.00
TOTALS	60.50	\$8,864.00

EXPENSE SUMMARY

Expenses Category (Examples)	Total Expenses
Photocopy Charges @ \$0.15 per page	\$14,771.55
Postage	\$1,248.72
Long Distance Telephone	\$59.97
Facsimile (per page)	\$115.00
Delivery – Parcels, Inc.	\$45.00
Computerized Legal Research	\$146.30
AP Outside Duplication Services	\$249.97
TOTAL DISBURSEMENTS	\$8,864.00

IN THE UNITED STATES BANKRUPTCY COURT
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In re:)
POLAROID CORPORATION, et al.,) Chapter 11
) Case No. 01-10864 (P JW)
) Jointly Administered
Debtors.)

TWENTY-SEVENTH INTERIM AND FINAL APPLICATION OF YOUNG CONAWAY STARGATT & TAYLOR, LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE INTERIM PERIOD FROM DECEMBER 1, 2003 THROUGH DECEMBER 16, 2003 AND THE FINAL PERIOD FROM OCTOBER 23, 2001 THROUGH DECEMBER 16, 2003

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, the law firm of Young Conaway Stargatt & Taylor, LLP (hereinafter "YCS&T") hereby moves this Court for reasonable compensation for professional legal services rendered as counsel to the Official Committee of Unsecured Creditors (the "Committee") in the interim amount of \$8,864.00 together with reimbursement for actual and necessary expenses incurred in the amount of \$16,636.51 for the interim period commencing December 1, 2003 through and including December 16, 2003 (the "Interim Fee Period") and for fees in the final amount of \$245,574.50 together with reimbursement for actual and necessary expenses incurred in the amount of \$143,388.22 for the final period commencing October 23, 2001 through and including December 16, 2003 (the "Final Fee Period"). In support of its Application, YCS&T respectfully represents as follows:

1. YCS&T was employed to represent the Committee in connection with these chapter 11 cases, pursuant to an Order entered by this Court on December 27, 2001, *nunc pro tunc* October 23, 2002. The Order authorized YCS&T to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

2. All services for which compensation is requested by YCS&T were performed for or on behalf of the Committee.

SUMMARY OF SERVICES RENDERED

3. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Interim Fee Period showing the amount of \$8,864.00 due for fees and Exhibit B is a detailed statement of expenses paid during the Interim Fee Period showing the amount of \$16,636.51 for reimbursement of expenses.

4. The services rendered by YCS&T during the Interim Fee Period are grouped into the categories set forth in Exhibit A. The attorneys and paralegals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

DISBURSEMENTS

5. YCS&T has incurred out-of-pocket disbursements during the Interim Fee Period in the amount of \$16,636.51. This disbursement sum is broken down into categories of charges, including, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. A complete review by category of the expenses incurred for the Interim Fee Period may be found in the attachments hereto as Exhibit B.

6. Costs incurred for overtime and computer assisted research are not included in YCS&T's normal hourly billing rates and, therefore, are itemized and included in YCS&T's

disbursements. Pursuant to Local Rule 2016-2, YCS&T represents that its rate for duplication is \$.15 per page, its rate for outgoing telecopier transmissions is \$1.00 per page (excluding related long distance transmission charges), there is no charge for incoming telecopier transmissions and there is no surcharge for computerized research.

VALUATION OF SERVICES

7. Attorneys and paraprofessionals of YCS&T have expended a total of 60.50 hours in connection with this matter during the Interim Fee Period.

8. The amount of time spent by each of these persons providing services to the Committee for the Interim Fee Period is fully set forth in the detail attached hereto as Exhibit A. These are YCS&T's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by YCS&T for the Period as co-counsel for the Committee in these cases under Chapter 11 is \$8,864.00.

9. YCS&T believes that the time entries included in Exhibit A attached hereto and the expense breakdown set forth in Exhibit B hereto are in compliance with the requirements of Local Rule 2016-2.

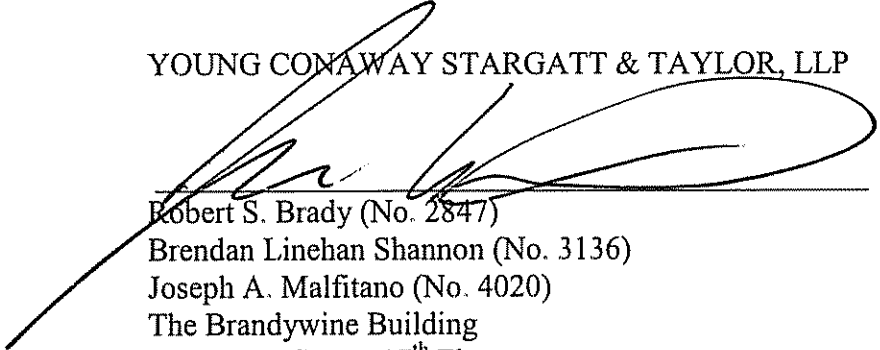
10. In accordance with the factors enumerated in 11 U.S.C. §330, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other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

11. This Interim Application covers the period December 1, 2003 through and including December 16, 2003, and the Final Fee Period covers the period from the commencement of the Chapter 11 cases on October 23, 2001 through the effective date of the plan on December 16, 2003.

WHEREFORE, YCS&T requests that interim allowance be made to it in the sum of \$8,864.00 as compensation for necessary professional services rendered to the Committee for the Interim Fee Period, and the sum of \$16,636.51 for reimbursement of actual necessary costs and expenses incurred during that interim period and final allowance be made to it in the sum of \$245,574.50 as compensation for necessary professional services rendered to the Committee for the Final Fee Period, and the sum of \$143,388.22 for reimbursement of actual necessary costs and expenses incurred for the final period, and further requests such other and further relief as this Court may deem just and proper.

Dated: Wilmington, Delaware
February 2, 2004

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Robert S. Brady (No. 2847)
Brendan Linehan Shannon (No. 3136)
Joseph A. Malfitano (No. 4020)
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

Counsel for the Official Committee of Unsecured Creditors

VERIFICATION


STATE OF DELAWARE)
) SS:
NEW CASTLE COUNTY)

Brendan Linehan Shannon, after being duly sworn according to law, deposes and says:

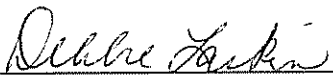
1. I am a partner with the applicant firm, Young Conaway Stargatt & Taylor, LLP and have been admitted to the Bar of the Supreme Court of Delaware since 1992.

2. I have personally performed some of the legal services rendered by Young Conaway Stargatt & Taylor, LLP as counsel to the Official Committee of Unsecured Creditors and am thoroughly familiar with all other work performed on behalf of the committee of unsecured creditors by the lawyers in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.


Brendan Linehan Shannon

SWORN TO AND SUBSCRIBED before me this 2 day of February, 2004.



Notary Public
My Commission Expires: _____

DEBBIE E. LASKIN
Notary Public - State of Delaware
My Comm. Expires Dec. 21, 2004

Exhibit A

YOUNG CONAWAY STARGATT & TAYLOR, LLP

(302) 571-6600
(800) 253-2234 (DE ONLY)

THE BRANDYWINE BUILDING
1000 WEST STREET, 17TH FLOOR
WILMINGTON, DELAWARE 19801

(302) 571-1253 FAX
www.ycst.com

P O BOX 391
WILMINGTON, DELAWARE 19899-0391

TAX ID No. 51-0082644

TO: Polaroid
Polaroid

01/19/2004

File No. 058670

For Professional Services Rendered For:

Bill No 40268580

Polaroid
Billing Period Through December 16, 2003

Total Fees	\$	8,864.00
Total Expenses		<u>16,636.51</u>
Total	\$	<u>25,500.51</u>

WHEN REMITTING PAYMENT, KINDLY REFERENCE FILE NO. 058670.1001 AND SEND TO THE ATTENTION
OF ACCOUNTING DEPT.

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

AGGREGATE TIME SUMMARY BY MATTER

MATTER	TOTAL HOURS	TOTAL AMOUNT
058670.1001 Case Administration	14.00	\$ 1,669.00
058670.1002 Court Hearings	14.60	2,542.50
058670.1007 Claims Analysis, Objections and Resolutions	7.30	1,082.50
058670.1011 Other Adversary Proceedings	20.10	2,996.50
058670.1013 Creditor Inquiries	0.20	49.00
058670.1017 Retention of Professionals/Fee Issues	2.90	386.50
058670.1018 Fee Application Preparation	1.40	138.00
Total:	60.50	\$ 8,864.00

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid
Billing Period Through December 16, 2003

ATTORNEY TIME SUMMARY BY MATTER

MATTER 058670.1001		<u>TOTAL</u>	<u>HOURLY</u>	<u>TOTAL</u>
Case Administration		<u>HOURS</u>	<u>RATE</u>	
Joseph A. Malfitano	Associate	2.50 x \$	285.00 = \$	712.50
Brenda Walters	Paralegal	0.60 x \$	165.00 =	99.00
Stefanie Hubloue	Paralegal	5.60 x \$	120.00 =	672.00
Patsy Petlock	Clerk	1.10 x \$	35.00 =	38.50
Amy Lucey	Clerk	3.70 x \$	35.00 =	129.50
Leigh C. Paradise	Clerk	0.20 x \$	35.00 =	7.00
Lisa Talley	Clerk	0.30 x \$	35.00 =	10.50
Total:		14.00	\$	1,669.00

MATTER 058670.1002		<u>TOTAL</u>	<u>HOURLY</u>	<u>TOTAL</u>
Court Hearings		<u>HOURS</u>	<u>RATE</u>	
Brendan L. Shannon	Partner	0.50 x \$	410.00 =	205.00
Joseph A. Malfitano	Associate	1.90 x \$	285.00 =	541.50
Maribeth L. Minella	Associate	3.20 x \$	245.00 =	784.00
Stefanie Hubloue	Paralegal	8.20 x \$	120.00 =	984.00
Amy Lucey	Clerk	0.80 x \$	35.00 =	28.00
Total:		14.60	\$	2,542.50

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid
 Billing Period Through December 16, 2003

MATTER 058670.1007		<u>TOTAL</u>	<u>HOURLY</u>	<u>TOTAL</u>
Claims Analysis, Objections and Resolutions		HOURS	RATE	
Timothy J. Snyder	Partner	0.30 x \$	370.00 =	111.00
Joseph A. Malfitano	Associate	1.20 x \$	285.00 =	342.00
Maribeth L. Minella	Associate	1.10 x \$	245.00 =	269.50
Stefanie Hubloue	Paralegal	2.30 x \$	120.00 =	276.00
Lisa Talley	Clerk	1.00 x \$	35.00 =	35.00
Amy Lucey	Clerk	1.40 x \$	35.00 =	49.00
Total:		7.30	\$	1,082.50

MATTER 058670.1011		<u>TOTAL</u>	<u>HOURLY</u>	<u>TOTAL</u>
Other Adversary Proceedings		HOURS	RATE	
Joseph A. Malfitano	Associate	2.00 x \$	285.00 =	570.00
Maribeth L. Minella	Associate	0.70 x \$	245.00 =	171.50
Brenda Walters	Paralegal	6.30 x \$	165.00 =	1,039.50
Jim Corrigan	Paralegal	5.60 x \$	125.00 =	700.00
Stefanie Hubloue	Paralegal	2.30 x \$	120.00 =	276.00
John A. Capuano	Investigator	1.70 x \$	110.00 =	187.00
Amy Lucey	Clerk	1.50 x \$	35.00 =	52.50
Total:		20.10	\$	2,996.50

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid
 Billing Period Through December 16, 2003

MATTER 058670.1013		<u>TOTAL</u>	<u>HOURLY</u>	<u>TOTAL</u>
Creditor Inquiries		<u>HOURS</u>	<u>RATE</u>	
Maribeth L. Minella	Associate	0.20 x \$	245.00 =	49.00
Total:		0.20	\$	49.00

MATTER 058670.1017		<u>TOTAL</u>	<u>HOURLY</u>	<u>TOTAL</u>
Retention of Professionals/Fee Issues		<u>HOURS</u>	<u>RATE</u>	
Joseph A. Malfitano	Associate	0.80 x \$	285.00 =	228.00
Stefanie Hubloue	Paralegal	1.00 x \$	120.00 =	120.00
Amy Lucey	Clerk	0.90 x \$	35.00 =	31.50
Lisa Talley	Clerk	0.20 x \$	35.00 =	7.00
Total:		2.90	\$	386.50

MATTER 058670.1018		<u>TOTAL</u>	<u>HOURLY</u>	<u>TOTAL</u>
Fee Application Preparation		<u>HOURS</u>	<u>RATE</u>	
Stefanie Hubloue	Paralegal	0.20 x \$	120.00 =	24.00
Joshua Klein	Paralegal	1.20 x \$	95.00 =	114.00
Total:		1.40	\$	138.00
Aggregate Total:		60.50	\$	8,864.00

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

AGGREGATE TIME SUMMARY PAGE BY INDIVIDUAL

	<u>TOTAL</u> <u>HOURS</u>		<u>HOURLY</u> <u>RATE</u>		<u>TOTAL</u>
Brendan L. Shannon, Partner	0.50	\$	410.00	\$	205.00
Timothy J. Snyder, Partner	0.30	\$	370.00		111.00
Joseph A. Malfitano, Associate	8.40	\$	285.00		2,394.00
Maribeth L. Minella, Associate	5.20	\$	245.00		1,274.00
Brenda Walters, Paralegal	6.90	\$	165.00		1,138.50
Jim Corrigan, Paralegal	5.60	\$	125.00		700.00
Stefanie Hubloue, Paralegal	19.60	\$	120.00		2,352.00
John A. Capuano, Investigator	1.70	\$	110.00		187.00
Joshua Klein, Paralegal	1.20	\$	95.00		114.00
Amy Lucey, Clerk	8.30	\$	35.00		290.50
Leigh C. Paradise, Clerk	0.20	\$	35.00		7.00
Lisa Talley, Clerk	1.50	\$	35.00		52.50
Patsy Petlock, Clerk	1.10	\$	35.00		38.50
Total:	60.50			\$	8,864.00

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid
Billing Period Through December 16, 2003

MATTER 058670.1001 - Case Administration

Date	Description	Attorney	Time
12/1/03	Review and evaluate incoming pleadings and correspondence for distribution to co-counsel and client	SHUBL	0.40
12/2/03	Coordinate docketing and filing of pleadings and correspondence	PPETL	0.20
12/2/03	Review and evaluate incoming pleadings and correspondence for distribution to co-counsel and client	ALUCE	1.40
12/2/03	Update 2002 service list	SHUBL	0.10
12/3/03	Coordinate docketing and filing of pleadings and correspondence	PPETL	0.20
12/3/03	Review and evaluate incoming pleadings and correspondence for distribution to co-counsel and client	ALUCE	0.10
12/3/03	Update 2002 service list	SHUBL	0.10
12/3/03	Update critical dates	SHUBL	1.70
12/3/03	Update 2002 service list	SHUBL	0.20
12/3/03	Update docket	SHUBL	0.20
12/3/03	Review and evaluate incoming pleadings and correspondence for distribution to co-counsel and client	SHUBL	0.50
12/4/03	Coordinate docketing and filing of pleadings and correspondence	PPETL	0.20
12/4/03	Update critical dates	SHUBL	0.10
12/5/03	Coordinate docketing and filing of pleadings and correspondence	PPETL	0.10
12/5/03	Review and evaluate incoming pleadings and correspondence for distribution to co-counsel and client	SHUBL	0.20
12/5/03	Draft certification of counsel and order denying motion of Stephen Morgan	SHUBL	0.60
12/8/03	Review and evaluate incoming pleadings and correspondence for distribution to co-counsel and client	ALUCE	0.50
12/8/03	Amend certification of counsel regarding motion to deny Morgan motion	SHUBL	0.20
12/8/03	Update critical dates	SHUBL	0.30

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

Date	Description	Attorney	Time
12/8/03	File and serve certification of counsel regarding motion to deny motion of Stephen Morgan	SHUBL	0.20
12/9/03	E-mails J. Corrigan re: address search for Shiers and Polizzotto	BWALT	0.20
12/9/03	Review "objection" of STS counsel (03-51599)	BWALT	0.20
12/9/03	Telephone from M. Powell re: agenda	BWALT	0.10
12/9/03	E-mail to A.S.K. Financial re: agenda preparation	BWALT	0.10
12/9/03	Coordinate docketing and filing of pleadings and correspondence	PPETL	0.10
12/9/03	Work with co-counsel regarding transition issues post effective date	JMALF	1.00
12/9/03	Review and evaluate incoming pleadings and correspondence for distribution to co-counsel and client	SHUBL	0.20
12/9/03	Update critical dates	SHUBL	0.20
12/10/03	Review and evaluate incoming pleadings and correspondence for distribution to co-counsel and client	ALUCE	0.60
12/11/03	Review and evaluate incoming pleadings and correspondence for distribution to co-counsel and client	ALUCE	0.40
12/11/03	Work with co-counsel regarding transition issues for post effective date case administration	JMALF	1.50
12/11/03	Update critical dates	SHUBL	0.20
12/12/03	Coordinate docketing and filing of pleadings and correspondence	PPETL	0.20
12/12/03	Review and evaluate incoming pleadings and correspondence for distribution to co-counsel and client	ALUCE	0.30
12/15/03	Serve various certifications of counsel	SHUBL	0.20
12/15/03	Coordinate docketing and filing of pleadings and correspondence	LPARA	0.20

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

Date	Description	Attorney	Time
12/15/03	File affidavit of service re: Order DENYING Notice and Request for Motion for Reconsideration Scheduled for November 10, 2003 of Order (1) Authorizing and Approving Asset Purchase Agreement, (2) Sale of Substantially All of the Debtors's 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; Application for Interim Professional Compensation and Reimbursement of Expenses as Counsel to the Committee of Unsecured Creditors (TWENTY-FIFTH)	LTALL	0.30
12/16/03	Coordinate docketing and filing of pleadings and correspondence	PPETL	0.10
12/16/03	Review and evaluate incoming pleadings and correspondence for distribution to co-counsel and client	ALUCE	0.40

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

MATTER 058670.1001 - Case Administration

TIME SUMMARY

<u>Attorney</u>	<u>Hours/Rate</u>	<u>Amount</u>
Joseph A. Malfitano, Associate	2.50 hours at \$285.00/per hour =	712.50
Brenda Walters, Paralegal	0.60 hours at \$165.00/per hour =	99.00
Stefanie Hubloue, Paralegal	5.60 hours at \$120.00/per hour =	672.00
Patsy Petlock, Clerk	1.10 hours at \$35.00/per hour =	38.50
Amy Lucey, Clerk	3.70 hours at \$35.00/per hour =	129.50
Leigh C. Paradise, Clerk	0.20 hours at \$35.00/per hour =	7.00
Lisa Talley, Clerk	0.30 hours at \$35.00/per hour =	10.50
Total Hours: 14.00		<hr/> \$1,669.00

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

MATTER 058670.1002 - Court Hearings

Date	Description	Attorney	Time
12/3/03	Update December 16, 2003 agenda	SHUBL	1.20
12/5/03	Update December 16, 2003 agenda	SHUBL	0.20
12/8/03	Update December 16, 2003 agenda	SHUBL	0.20
12/9/03	Review and comment on draft agenda for December 12 and December 16 hearings	JMALF	0.70
12/9/03	Update 12/16/2003 agenda	SHUBL	0.50
12/11/03	Update 12/16/2003 agenda	SHUBL	1.00
12/11/03	Revise 12/16/2003 agenda	SHUBL	0.50
12/11/03	Prepare 12/12/2003 hearing binder	SHUBL	0.40
12/12/03	Working with J. Malfitano regarding preparaton of agenda and status of pending pleadings regarding upcoming omnibus hearing	BSHAN	0.50
12/12/03	Coordinate service re: Notice of agenda of matters scheduled for hearing on December 16, 2003 @ 11:00 a.m.	ALUCE	0.50
12/12/03	Attend hearing regarding Miller Buckfire final fee application (includes time waiting to be heard)	JMALF	0.40
12/12/03	Review pleadings in preparation for hearing regarding Miller Buckfire final fee application	JMALF	0.80
12/12/03	Prepare 12/16/2003 hearing binders	SHUBL	1.10
12/12/03	Prepare and finalize 12/16/2003 agenda for filing	SHUBL	1.00
12/12/03	File and serve 12/16/2003 agenda	SHUBL	0.60
12/15/03	Coordinate service re: Notice of amended agenda of matters scheduled for hearing on December 16, 2003 @ 9:30 a.m.	ALUCE	0.30
12/15/03	Prepare amended 12/16/2003 agenda	SHUBL	0.50
12/15/03	File and serve amended 12/16/2003 agenda	SHUBL	0.50
12/15/03	Assist with preparations regarding 12/16/2003 hearing	SHUBL	0.50
12/16/03	Prepare for December 16, 2003 omnibus hearing	MMINE	0.50

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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Billing Period Through December 16, 2003

Date	Description	Attorney	Time
12/16/03	Attend December 16, 2003 omnibus hearing	MMINE	2.70

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid
Billing Period Through December 16, 2003

MATTER 058670.1002 - Court Hearings

TIME SUMMARY

Attorney

<u>Hours/Rate</u>	<u>Amount</u>
Brendan L. Shannon, Partner 0.50 hours at \$410.00/per hour =	205.00
Joseph A. Malfitano, Associate 1.90 hours at \$285.00/per hour =	541.50
Maribeth L. Minella, Associate 3.20 hours at \$245.00/per hour =	784.00
Stefanie Hubloue, Paralegal 8.20 hours at \$120.00/per hour =	984.00
Amy Lucey, Clerk 0.80 hours at \$35.00/per hour =	28.00
Total Hours: 14.60	<hr/> \$2,542.50

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid
 Billing Period Through December 16, 2003

MATTER 058670.1007 - Claims Analysis, Objections and Resolutions

Date	Description	Attorney	Time
12/2/03	Prepare claims binders for submission to court	SHUBL	0.50
12/2/03	Prepare notice of submission of claims	SHUBL	0.20
12/2/03	File and serve notice of submission of proofs of claim	SHUBL	0.20
12/5/03	File affidavit of service re: Objection to Claim 15th Claim Objection (Substantive)	LTALL	0.30
12/9/03	Work with co-counsel regarding resolution of outstanding claim objections	JMALF	0.30
12/12/03	File Certificate of counsel re: docket no. 3255 (Twelfth substantive omnibus objection to claims)	ALUCE	0.20
12/12/03	File Certification of counsel re: docket no. 2859 (Eighth substantive omnibus objection to claims)	ALUCE	0.20
12/12/03	File Certificate of counsel re: docket no. 2698 (Fifth substantive omnibus objection to claims)	ALUCE	0.20
12/12/03	File Certificate of counsel re: docket no. 2697 (Fourth substantive omnibus objection to claims)	ALUCE	0.20
12/12/03	File Certificate of counsel re: docket no. 2102 (Fourth non-substantive omnibus objection to claims)	ALUCE	0.20
12/12/03	File Certificate of counsel re: docket no. 2549 (Third substantive omnibus objection to claims)	ALUCE	0.20
12/12/03	File Certificate of counsel re: docket no. 2754 (Sixth substantive omnibus objection to claims)	ALUCE	0.20
12/12/03	Prepare certification of counsel regarding twelfth substantive objection for filing	SHUBL	0.20
12/12/03	Prepare certification of counsel regarding fifth substantive objection for filing	SHUBL	0.20
12/12/03	Prepare certification of counsel regarding eighth substantive objection for filing	SHUBL	0.20
12/12/03	Prepare certification of counsel regarding fourth substantive objection for filing	SHUBL	0.20

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

Date	Description	Attorney	Time
12/12/03	Prepare certification of counsel regarding fourth non-substantive objection for filing	SHUBL	0.20
12/12/03	Prepare certification of counsel regarding third substantive objection for filing	SHUBL	0.20
12/12/03	Prepare certification of counsel regarding sixth substantive objection for filing	SHUBL	0.20
12/15/03	Emails re: ESOP/Claims	TSNYD	0.30
12/15/03	Work with co-counsel regarding various claim objections	JMALF	0.90
12/15/03	Phone call to/from P. Tanaka re: consolidating claim objections and preference actions (3 calls)	MMINE	0.30
12/15/03	Lexis/legal research re: whether ESOP holder is an equity holder	MMINE	0.80
12/16/03	File affidavit of service re: Order Approving the Official Committee of Unsecured Creditors' Nineteenth Non-Substantive Omnibus Objection to Claims	LTALL	0.70

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

MATTER 058670.1007 - Claims Analysis, Objections and Resolutions

TIME SUMMARY

<u>Attorney</u>	<u>Hours/Rate</u>	<u>Amount</u>
Timothy J. Snyder, Partner	0.30 hours at \$370.00/per hour =	111.00
Joseph A. Malfitano, Associate	1.20 hours at \$285.00/per hour =	342.00
Maribeth L. Minella, Associate	1.10 hours at \$245.00/per hour =	269.50
Stefanie Hubloue, Paralegal	2.30 hours at \$120.00/per hour =	276.00
Amy Lucey, Clerk	1.40 hours at \$35.00/per hour =	49.00
Lisa Talley, Clerk	1.00 hours at \$35.00/per hour =	35.00
Total Hours: 7.30		<hr/> \$1,082.50

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

MATTER 058670.1011 - Other Adversary Proceedings

Date	Description	Attorney	Time
12/1/03	Serve G. Weinig notice of adjournment (03-56579)	BWALT	0.20
12/1/03	Update service	BWALT	0.10
12/1/03	Update status chart	BWALT	0.10
12/1/03	Prepare affidavit of service re: notice of adjournment	BWALT	0.30
12/1/03	Update critical dates	BWALT	0.20
12/1/03	File affidavit of service in adversary actions	BWALT	0.60
12/1/03	Send copies of signed stipulations to P. Tanaka and Adam Ford (defendant's counsel)	BWALT	0.20
12/1/03	Telephone to A. Ford re: corrections to Linder and Mackin stipulations	BWALT	0.20
12/1/03	Review answer (03-56456) of Ralph Norwood and E-mail to P. Tanaka	BWALT	0.30
12/1/03	Coordinate service re: Notice and Motion of the Official Committee of Unsecured Creditors and Future Plan Administrator for entry of order (i) compelling Polaroid Holding Company and pre-petition agent to comply with terms of sale order and asset purchase agreement and (ii) determining obligations of estates under sale order and asset purchase agreement	ALUCE	1.50
12/1/03	Review and revise motion to compel compliance with sale order	JMALF	1.60
12/1/03	Draft notice regarding motion to compel compliance with sale order	SHUBL	0.20
12/1/03	Prepare motion to compel compliance with sale order for filing	SHUBL	0.60
12/1/03	File and serve motion to compel compliance with sale order	SHUBL	1.50
12/5/03	E-mail from P. Tanaka re: additional extension stipulations	BWALT	0.10
12/8/03	Review "extension" stipulation for filing	BWALT	0.20
12/8/03	E-mail to P. Tanaka re: stipulations	BWALT	0.10

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

Date	Description	Attorney	Time
12/8/03	Update service	BWALT	0.10
12/8/03	Review Poggi adversary and e-mail Paul Tanaka re: Poggi adversary	BWALT	0.30
12/8/03	[cfw] M. Minella re: "extension" stipulations and waiver language	BWALT	0.10
12/8/03	E-mail from P. Tanaka re: alias summons for Poggi adversary	BWALT	0.10
12/8/03	Telephone to D. Westwood of C. Loizides re: stipulations	BWALT	0.20
12/8/03	E-mail C. Westwood signed stipulation	BWALT	0.20
12/8/03	Review service of all returned complaints	BWALT	0.20
12/8/03	Prepare alias summonses for 03-56450, 56474, 56459	BWALT	0.30
12/8/03	Serve Poggi, Smyth and McCarthy with alias summons	BWALT	0.50
12/8/03	File alias summonses and certificates of service	BWALT	0.40
12/8/03	Review correspondence from D. Westwood re: stipulations to extend time to answer	MMINE	0.10
12/8/03	Review and execute stipulations to extend time to answer (9)	MMINE	0.40
12/9/03	Conference with DROWE re. needs. Search for background on Storm to locate old phone numbers. Choice Point search.	JCORR	1.40
12/9/03	Attempt to locate Ian Shiers. Choice Point Search. Contact Brookline Police Department and post office for information.	JCORR	1.50
12/9/03	E-mail from P. Tanaka re: Gettens dismissal	BWALT	0.20
12/9/03	Mail copy of dismissals to N. Gettens	BWALT	0.20
12/9/03	Review correspondence to/from P. Tehaka re: additional extensions of time to answer	MMINE	0.20
12/9/03	Located Leonard Polizzotto	JCAPU	1.50
12/10/03	Conference with BSHAN and BWALT re. status of investigation. Continue locating Mr. Shiers. Contact Massachusetts Special Investigation Unit. Conference with BWALT re. background on Shiers with Polaroid. Send request to Postal Fraud Investigator, Donna Maternia.	JCORR	2.20

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

Date	Description	Attorney	Time
12/10/03	[cfw] J. Corrigan and J. Capuano re: search results	BWALT	0.40
12/10/03	E-mail to P. Tanaka re: Shiers search	BWALT	0.10
12/10/03	Review secured lenders response to motion to compel compliance with sale order	JMALF	0.40
12/10/03	Talked to BWALT about Polizzotto.	JCAPU	0.20
12/11/03	Check on replies from postal source and MASS. Special Investigation unit. Develop another source with contacts in Australia. Send email to postal source.	JCORR	0.20
12/12/03	Emails to and from Postal source re. address of Shiers. Exact address in Australia provided. To BWALT.	JCORR	0.30
12/12/03	E-mail to P. Tanaka re: location of Ian Shiers	BWALT	0.10
12/16/03	File stipulation (extension) 03-56407	BWALT	0.30

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

MATTER 058670.1011 - Other Adversary Proceedings

TIME SUMMARY

<u>Attorney</u>	<u>Hours/Rate</u>	<u>Amount</u>
Joseph A. Malfitano, Associate	2.00 hours at \$285.00/per hour =	570.00
Maribeth L. Minella, Associate	0.70 hours at \$245.00/per hour =	171.50
John A. Capuano, Investigator	1.70 hours at \$110.00/per hour =	187.00
Jim Corrigan, Paralegal	5.60 hours at \$125.00/per hour =	700.00
Brenda Walters, Paralegal	6.30 hours at \$165.00/per hour =	1,039.50
Stefanie Hubloue, Paralegal	2.30 hours at \$120.00/per hour =	276.00
Amy Lucey, Clerk	1.50 hours at \$35.00/per hour =	52.50
Total Hours: 20.10		<hr/> \$2,996.50

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

MATTER 058670.1013 - Creditor Inquiries

Date	Description	Attorney	Time
12/10/03	Phone call from D. Hayes re: purchase of general unsecured claim	MMINE	0.10
12/10/03	Correspondence to N. Hazan re: D. Hayes / Sodex inquiry	MMINE	0.10

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

MATTER 058670.1013 - Creditor Inquiries

TIME SUMMARY

Attorney

<u>Hours/Rate</u>	<u>Amount</u>
Maribeth L. Minella, Associate	
0.20 hours at \$245.00/per hour =	49.00
Total Hours: 0.20	<hr/> \$49.00

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

MATTER 058670.1017 - Retention of Professionals/Fee Issues

Date	Description	Attorney	Time
12/2/03	Telephone call with counsel for the debtors regarding payment of Houlihan success fee	JMALF	0.20
12/2/03	Telephone call with Houlihan regarding success fee payment (several calls)	JMALF	0.40
12/4/03	Telephone call with Rene Weiss regarding Houlihan's final fee application	JMALF	0.20
12/4/03	Prepare notice regarding 12th interim fee application of Houlihan Lokey	SHUBL	0.20
12/4/03	File and serve 12th interim fee application of Houlihan Lokey	SHUBL	0.30
12/4/03	Coordinate services for Houlihan Lokey Howard & Zukin's twelfth interim fee application	LTALL	0.10
12/4/03	Coordinate services for notice of Houlihan Lokey Howard & Zukin's twelfth interim fee application	LTALL	0.10
12/8/03	Prepare certification of counsel regarding transaction fee of Houlihan Lokey	SHUBL	0.30
12/12/03	File Certification of counsel re: docket no. 1567 (Fourth interim application of Houlihan Lokey Howard & Zukin)	ALUCE	0.20
12/12/03	Finalize for filing and coordinate service of Notice/Fifteenth interim application of Wind Down Associates, LLC	ALUCE	0.50
12/12/03	File and Coordinate service re: of Notice of filing of Exhibit G to twelfth interim application of Houlihan Lokey Howard & Zukin	ALUCE	0.20
12/12/03	Prepare notice of filing exhibit to fee application	SHUBL	0.20

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

MATTER 058670.1017 - Retention of Professionals/Fee Issues

TIME SUMMARY

Attorney

<u>Hours/Rate</u>	<u>Amount</u>
Joseph A. Malfitano, Associate 0.80 hours at \$285.00/per hour =	228.00
Stefanie Hubloue, Paralegal 1.00 hours at \$120.00/per hour =	120.00
Amy Lucey, Clerk 0.90 hours at \$35.00/per hour =	31.50
Lisa Talley, Clerk 0.20 hours at \$35.00/per hour =	7.00
Total Hours: 2.90	<hr/> \$386.50

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

MATTER 058670.1018 - Fee Application Preparation

Date	Description	Attorney	Time
12/2/03	Draft 25th interim fee application of Young Conaway Stargatt & Taylor for October 2003	JKLEI	1.20
12/2/03	Prepare notice to 25th interim fee application of YCST	SHUBL	0.20

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

MATTER 058670.1018 - Fee Application Preparation

TIME SUMMARY

Attorney

<u>Hours/Rate</u>	<u>Amount</u>
Stefanie Hubloue, Paralegal	
0.20 hours at \$120.00/per hour =	24.00
Joshua Klein, Paralegal	
1.20 hours at \$95.00/per hour =	114.00
Total Hours: 1.40	<hr/> \$138.00

Exhibit B

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Polaroid

Billing Period Through December 16, 2003

AGGREGATE ITEMIZED DISBURSEMENTS

<u>Description</u>		<u>Amount</u>
/ AP Outside Duplication Svcs	\$	249.97
/ Computerized Legal Research		146.30
Delivery		45.00
, Facsimile		115.00
: Long Distance Telephone		59.97
' Photocopy Charges		14,771.55
Postage		1,248.72
Total Disbursements:	\$	16,636.51

Young, Conaway, Stargatt and Taylor
 PROFORMA BILLING WORKSHEET 42918
 FOR BILLING PROFORMA NUMBER 42918

CONTROL. 51443

MATTER: 058670.1001 Case Administration

CLIENT. 058670 Polaroid

(Continued)

UNBILLED TIME- DATE WORKED	INDEX NO.	DESCRIPTION	BILLING		RECORDED		BILLING		REVISED		STATUS	
			RATE	HOURS	VALUE	HOURS	VALUE	HOURS	VALUE	CURRENT	BNC	B/O
12/16/03	PPETL	2995179 Coordinate docketing and filing of pleadings and correspondence	35.00	0.10	3.50	0.10	3.50	0.10	3.50			B
INCLUDED TIME FOR MATTER: 058670.1001			14.00	1669.00	14.00	1669.00						
EXCLUDED TIME (Time on Hold)			0.00	0.00	0.00	0.00						
TIME AFTER CUTOFF DATE					10.50	905.50						

 INCLUDED TIME FOR MATTER: 058670.1001
 EXCLUDED TIME (Time on Hold)
 TIME AFTER CUTOFF DATE

STATUS CODE LEGEND

B Billable
 BNC Bill - No Charge
 B/O Billable - reduce value to "0"
 H Timeslip on Hold (Excluded)
 X Excluded from Instruction
 NB Non-Billable
 BNP Timeslip will not show on Statement

WORKING CREDIT ALLOCATION

MATTER	TIMEKEEPER	RECORDED VALUE	BILLING VALUE	ALLOCATED VALUE	REVISED VALUE	PERCENT
058670.1001	Case Administration					
0582	JMALF Joseph A. Malfitano	712.50	712.50	712.50		42.69
0317	BWALT Brenda Walters	99.00	99.00	99.00		5.93
0676	SHUBL Stefanie Hubloue	672.00	672.00	672.00		40.26
0543	PPETL Patsy Petlock	38.50	38.50	38.50		2.31
0552	ALUCE Amy Lucey	129.50	129.50	129.50		7.76
0743	LPARA Leigh C. Paradise	7.00	7.00	7.00		0.42
0746	LTALL Lisa Talley	10.50	10.50	10.50		0.63
TOTALS FOR MATTER: 058670.1001		1,669.00	1,669.00	1,669.00		

 TOTALS FOR INSTRUCTION: 42918
 1,669.00 1,669.00 1,669.00

UNBILLED EXPENSE DETAILS THROUGH 12/16/2003

UNBILLED EXPENSES	MATTER: 058670.1001	Case Administration	RECORDED VALUE	BILLING VALUE	REVISED VALUE	STATUS
DATE CODE	INDEX NO.	CHECK # INVOICE	ORIG DESCRIPTION	VALUE	VALUE	BNC B/O H X BNP
12/01/03	S001	1195252	BWALTPhotocopy Charges	0.60	0.60	B
			0317			
12/01/03	S001	1195253	BWALTPhotocopy Charges	60.00	60.00	B
			0317			

VENDOR NAME:

Young, Conaway, Stargatt and Taylor
 PROFORMA BILLING WORKSHEET
 FOR BILLING PROFORMA NUMBER 42918

CONTROL. 51443

CLIENT: 058670 Polaroid MATTER: 058670.1001 Case Administration

UNBILLED EXPENSES		(Continued)				RECORDED		BILLING		REVISED		STATUS	
EXPENSE	INDEX NO.	CHECK #	INVOICE	ORIG	DESCRIPTION	VALUE	VALUE	VALUE	VALUE	CURRENT	B/0	H X	BNP
DATE	CODE												
12/01/03	S001	VENDOR NAME: 1195270			SHUBLPhotocopy Charges 0676	0.20	0.20	0.20		B			
12/01/03	S001	VENDOR NAME: 1195271			SHUBLPhotocopy Charges 0676	10.60	10.60	10.60		B			
12/01/03	S001	VENDOR NAME: 1195272			SHUBLPhotocopy Charges 0676	12.20	12.20	12.20		B			
12/01/03	S001	VENDOR NAME: 1195273			SHUBLPhotocopy Charges 0676	13.60	13.60	13.60		B			
12/01/03	S001	VENDOR NAME: 1195274			SHUBLPhotocopy Charges 0676	23.40	23.40	23.40		B			
12/01/03	S002	VENDOR NAME: 1196972			BWALT12/1 Postage	7.90	7.90	7.90		B			
12/01/03	S002	VENDOR NAME: 1197010			SHUBL12/1 Postage	2.12	2.12	2.12		B			
12/01/03	S003	VENDOR NAME: 1195663			RBRADLong Distance Telephone 6630	0.83	0.83	0.83		B			
12/02/03	S001	VENDOR NAME: 1199049			SHUBLPhotocopy Charges 0676	6.80	6.80	6.80		B			
12/02/03	S001	VENDOR NAME: 1199050			ALUCEPhotocopy Charges 0552	21.00	21.00	21.00		B			
12/02/03	S001	VENDOR NAME: 1199051			SHUBLPhotocopy Charges 0676	2.40	2.40	2.40		B			
12/02/03	S001	VENDOR NAME: 1199053			DLASKPhotocopy Charges 0531	3,476.20	3,476.20	3,476.20		B			
12/02/03	S002	VENDOR NAME: 1197074			SHUBL12/2 Postage	436.80	436.80	436.80		B			
12/02/03	S002	VENDOR NAME: 1197075			SHUBL12/2 Postage	518.70	518.70	518.70		B			
12/02/03	S003	VENDOR NAME: 1199086			RBRADLong Distance Telephone 6630	3.74	3.74	3.74		B			
12/03/03	S001	VENDOR NAME: 1199054			SHUBLPhotocopy Charges 0676	93.20	93.20	93.20		B			
12/03/03	S001	VENDOR NAME: 1199055			SHUBLPhotocopy Charges 0676	140.60	140.60	140.60		B			

Young, Conway, Stargatt and Taylor
 PROFORMA BILLING WORKSHEET
 FOR BILLING PROFORMA NUMBER 42918

CONTROL: 51443

MATTER: 058670.1001 Case Administration

CLIENT: 058670 Polaroid

(Continued)

DATE	EXPENSE CODE	INDEX NO.	CHECK #	INVOICE	ORIG	DESCRIPTION	RECORDED VALUE	BILLING VALUE	REVISED VALUE	CURRENT	STATUS	
12/03/03	S001					LTALLPhotocopy Charges 0746	11.40	11.40		B		
VENDOR NAME: 1199062												
12/03/03	S002					SHUBL12/3 Postage	5.75	5.75		B		
VENDOR NAME: 1197130												
12/03/03	S002					SHUBL12/3 Postage	12.20	12.20		B		
VENDOR NAME: 1197140												
12/03/03	S002					SHUBL12/3 Postage	90.60	90.60		B		
VENDOR NAME: 1197145												
12/03/03	S002					SHUBL12/3 Postage	3.10	3.10		B		
VENDOR NAME: 1197146												
12/03/03	S002					SHUBL12/3 Postage	1.70	1.70		B		
VENDOR NAME: 1197147												
12/04/03	S001					SHUBLPhotocopy Charges 0676	9.00	9.00		B		
VENDOR NAME: 1199056												
12/04/03	S001					SHUBLPhotocopy Charges 0676	56.40	56.40		B		
VENDOR NAME: 1199058												
12/04/03	S002					SHUBL12/4 Postage	74.48	74.48		B		
VENDOR NAME: 1197310												
12/04/03	S002					SHUBL12/4 Postage	2.40	2.40		B		
VENDOR NAME: 1197311												
12/04/03	S002					SHUBL12/4 Postage	7.60	7.60		B		
VENDOR NAME: 1197312												
12/08/03	053					RERADDelivery - Payee:Parcels, Inc. - D.D.R.	5.00	5.00		B		
VENDOR NAME: 1197223 51494												
12/08/03	053					Parcels, Inc. - D.D.R. JPATTDelivery - Payee:Parcels, Inc. - D.D.R.	35.00	35.00		B		
VENDOR NAME: Parcels, Inc. - D.D.R. 1197251 51494												
12/08/03	S001					BWALTPhotocopy Charges 0317	15.00	15.00		B		
VENDOR NAME: Parcels, Inc. - D.D.R. 1199059												
12/08/03	S002					BWALT12/8 Postage	3.87	3.87		B		
VENDOR NAME: 1197425												
12/09/03	S001					JCAPUPhotocopy Charges REPORT 0725	4.80	4.80		B		
VENDOR NAME: 1199060												
12/09/03	S003					RBRADLong Distance Telephone 6665	7.90	7.90		B		
VENDOR NAME: 1199088												
12/10/03	S001					BSHANPhotocopy Charges 0156	25.80	25.80		B		
VENDOR NAME: 1201855												

Young, Conaway, Stargatt and Taylor
 PROFORMA BILLING WORKSHEET
 FOR BILLING PROFORMA NUMBER 42918

MATTER: 058670.1001 Case Administration

CONTROL: 51443

CLIENT: 058670 Polaroid

(Continued)

UNBILLED EXPENSES		EXPENSE		INVOICE		DESCRIPTION		RECORDED	BILLING	REVISED	STATUS		
DATE	CODE	INDEX NO.	CHECK #	INVOICE	ORIG	DESCRIPTION	VALUE	VALUE	VALUE	CURRENT	B	H	X
12/10/03	S003					RBRADLong Distance Telephone 6665	7.49	7.49			B		
VENDOR NAME: 1202187													
12/11/03	053					RBRADDelivery - Payee:Parcels, Inc. - D.D.R.	5.00	5.00			B		
VENDOR NAME: 1202296 51574													
12/11/03	901					RBRADAP Outside Duplication Svcs - Payee:Parcels, Inc. - D.D.R. FOR PERIOD ENDING 11/30 AND 12/5	249.97	249.97			B		
VENDOR NAME: Parcels, Inc. - D.D.R. 1202261 51688													
12/11/03	S001					ESHANPhotocopy Charges 0156	18.80	18.80			B		
VENDOR NAME: 1202979													
12/11/03	S001					SHUBLPhotocopy Charges 0676	2.00	2.00			B		
VENDOR NAME: 1202980													
12/11/03	S001					SHUBLPhotocopy Charges 0676	5.00	5.00			B		
VENDOR NAME: 1202981													
12/11/03	S001					SHUBLPhotocopy Charges 0676	0.40	0.40			B		
VENDOR NAME: 1202982													
12/11/03	S001					SHUBLPhotocopy Charges 0676	0.40	0.40			B		
VENDOR NAME: 1202983													
12/11/03	S001					SHUBLPhotocopy Charges 0676	4.80	4.80			B		
VENDOR NAME: 1202984													
12/11/03	S001					SHUBLPhotocopy Charges 0676	1.00	1.00			B		
VENDOR NAME: 1202985													
12/11/03	S001					SHUBLPhotocopy Charges 0676	1.60	1.60			B		
VENDOR NAME: 1202986													
12/11/03	S001					SHUBLPhotocopy Charges 0676	0.80	0.80			B		
VENDOR NAME: 1202988													
12/11/03	S001					SHUBLPhotocopy Charges 0676	3.20	3.20			B		
VENDOR NAME: 1202989													
12/11/03	S001					SHUBLPhotocopy Charges 0676	0.40	0.40			B		
VENDOR NAME: 1202991													

Young, Conaway, Stargatt and Taylor
 PROFORMA BILLING WORKSHEET
 FOR BILLING PROFORMA NUMBER 42918

CONTROL: 51443

CLIENT: 058670 Polaroid
 MATTER: 058670.1001 Case Administration

UNBILLED EXPENSES		(Continued)									
DATE	EXPENSE CODE	INDEX NO.	CHECK #	INVOICE	ORIG	DESCRIPTION	RECORDED VALUE	BILLING VALUE	REVISED VALUE	CURRENT	STATUS
										B/O	H X BNP
12/11/03	S003					RBRADLong Distance Telephone 7786	4.57	4.57		B	
VENDOR NAME: 1203802											
12/12/03	903					BSHANLong Distance Telephone - Payee:Cingular Wireless (Cellular One)	29.26	29.26		B	
VENDOR NAME: 1202442 51653											
12/12/03	S001					SHUBLPhotocopy Charges 0676	557.20	557.20		B	
VENDOR NAME: 1202993											
12/12/03	S001					SHUBLPhotocopy Charges 0676	156.40	156.40		B	
VENDOR NAME: 1202995											
12/12/03	S001					SHUBLPhotocopy Charges 0676	104.40	104.40		B	
VENDOR NAME: 1202997											
12/12/03	S001					SHUBLPhotocopy Charges 0676	179.00	179.00		B	
VENDOR NAME: 1202999											
12/12/03	S001					ALUCEPhotocopy Charges 0552	11.80	11.80		B	
VENDOR NAME: 1211642											
12/12/03	S002					SHUBL12/12 Postage	54.60	54.60		B	
VENDOR NAME: 1202710											
12/12/03	S002					SHUBL12/12 Postage	11.05	11.05		B	
VENDOR NAME: 1202718											
12/12/03	S003					RBRADLong Distance Telephone 7786	1.19	1.19		B	
VENDOR NAME: 1203803											
12/15/03	S001					SHUBLPhotocopy Charges 0676	469.00	469.00		B	
VENDOR NAME: 1204558											
12/15/03	S001					SHUBLPhotocopy Charges 0676	139.20	139.20		B	
VENDOR NAME: 1204559											
12/15/03	S001					SHUBLPhotocopy Charges 0676	562.80	562.80		B	
VENDOR NAME: 1204560											
12/15/03	S003					RBRADLong Distance Telephone 7786	4.99	4.99		B	
VENDOR NAME: 1205278											
12/15/03	S053I					RBRADComputerized Legal Research J83J87P MINELLA,	266.00	146.30		B	
VENDOR NAME: 1205769											

Young, Conaway, Stargatt and Taylor
 PROFORMA BILLING WORKSHEET
 FOR BILLING PROFORMA NUMBER 42918

CONTROL: 51443

MATTER: 058670.1001 Case Administration

CLIENT: 058670 Polaroid

UNBILLED EXPENSES (Continued)

DATE	EXPENSE CODE	INDEX NO.	CHECK #	INVOICE	ORIG	DESCRIPTION	RECORDED VALUE	BILLING VALUE	REVISED VALUE	CURRENT	B	H	X	BNP
MARIBETH														
	VENDOR NAME:													
12/16/03	S001	1220334			RBRAD	Photocopy Charges	(4,923.85)	(4,923.85)			B			
	VENDOR NAME:													
12/16/03	S002	1206420			MMINE	12/16 Postage	15.85	15.85			B			
	VENDOR NAME:													
12/16/03	S007	1204813			SHUBL	Facsimile	27.00	27.00			B			
	VENDOR NAME:													
12/16/03	S007	1204815			SHUBL	Facsimile	27.00	27.00			B			
	VENDOR NAME:													
12/16/03	S007	1204817			SHUBL	Facsimile	21.00	21.00			B			
	VENDOR NAME:													
12/16/03	S007	1204819			SHUBL	Facsimile	27.00	27.00			B			
	VENDOR NAME:													
12/16/03	S007	1204821			SHUBL	Facsimile	3.00	3.00			B			
	VENDOR NAME:													
12/16/03	S007	1204822			SHUBL	Facsimile	6.00	6.00			B			
	VENDOR NAME:													
12/16/03	S007	1204824			SHUBL	Facsimile	4.00	4.00			B			
	VENDOR NAME:													
INCLUDED EXPENSES FOR MATTER: 058670.1001							16,756.21	16,636.51						
EXCLUDED EXPENSES (Expenses on Hold)							0.00	0.00						
EXPENSES AFTER CUTOFF DATE								8,400.65						

STATUS CODE LEGEND
 B Billable
 H Expense on Hold (Excluded)
 X Excluded from Instruction
 BNC Bill - No Charge
 B/O Billable - reduce value to "0"
 NB Non-Billable
 BNP Expense will not show on Statement

EXPENSE CODE SUMMARY

Young, Conaway, Stargatt and Taylor
 PROFORMA BILLING WORKSHEET
 FOR BILLING PROFORMA NUMBER 42918

CONTROL: 51443

CLIENT: 058670 Polaroid MATTER: 058670.1001 Case Administration

EXPENSE CODE	DESCRIPTION	RECORDED VALUE	BILLING VALUE
053	Delivery	45.00	45.00
901	AP Outside Duplication Svcs	249.97	249.97
903	Long Distance Telephone	29.26	29.26
S001	Photocopy Charges	14,771.55	14,771.55
S002	Postage	1,248.72	1,248.72
S003	Long Distance Telephone	30.71	30.71
S007	Facsimile	115.00	115.00
S063I	Computerized Legal Research	266.00	146.30
EXPENSE TOTAL		16,756.21	16,636.51

TOTAL EXPENSES FOR INSTRUCTION: 42918
 =====
 16,756.21
 =====

BILL HISTORY

BILL NUMBER	DATE	FEES	BILLED EXPENSES	ON-ACCOUNT	CASH RECEIVED	LAST PAY DATE	RECEIVABLE WRITTEN-OFF	OUTSTANDING BALANCE
136713	01/29/02	1,229.00	2,040.78	0.00	3,269.78	06/10/02	0.00	0.00
136717	01/29/02	2,103.50	2,668.38	0.00	4,771.88	06/10/02	0.00	0.00
137137	02/07/02	840.50	328.07	0.00	1,168.57	06/10/02	0.00	0.00
138790	03/15/02	2,794.00	4,209.69	0.00	7,003.69	06/10/02	0.00	0.00
139822	03/27/02	1,700.50	3,854.14	0.00	5,554.64	06/10/02	0.00	0.00
140263	04/19/02	1,753.00	3,060.39	0.00	4,813.39	06/10/02	0.00	0.00
141330	05/14/02	2,180.50	5,986.75	0.00	2,180.50	10/28/02	0.00	5,986.75
142615	06/20/02	1,807.50	10,222.90	0.00	1,807.50	10/28/02	0.00	10,222.90
144025	07/09/02	1,519.50	7,460.73	0.00	8,980.23	10/21/02	0.00	0.00
40258734	01/28/03	1,026.50	2,749.12	0.00	3,775.62	07/30/03	0.00	0.00
40258737	01/28/03	671.50	1,807.08	0.00	2,478.58	07/30/03	0.00	0.00
40258741	01/28/03	506.50	3,023.88	0.00	3,530.38	07/30/03	0.00	0.00
40258743	01/28/03	906.00	1,738.54	0.00	2,644.54	07/30/03	0.00	0.00
40258747	01/28/03	890.00	3,782.59	0.00	4,672.59	07/30/03	0.00	0.00
40258749	01/28/03	587.50	2,152.18	0.00	2,739.68	07/30/03	0.00	0.00
40260536	03/26/03	1,159.00	6,904.50	0.00	8,063.50	05/06/03	0.00	0.00
40260540	03/26/03	837.50	1,541.55	0.00	2,379.05	05/06/03	0.00	0.00
40261473	05/05/03	775.00	5,981.43	0.00	6,756.43	07/14/03	0.00	0.00
40262129	05/28/03	734.50	2,508.22	0.00	3,242.72	07/07/03	0.00	0.00
40262811	06/17/03	578.50	3,061.02	0.00	3,639.52	07/14/03	0.00	0.00
40263588	07/16/03	629.50	5,870.81	0.00	0.00		0.00	6,500.31
40264543	08/19/03	506.50	4,714.17	0.00	0.00		0.00	5,220.67
40265800	10/09/03	472.00	3,814.47	0.00	0.00		0.00	4,286.47
40266145	10/27/03	556.00	5,388.00	0.00	0.00		0.00	5,944.00
40267257	11/26/03	1,215.50	7,865.40	0.00	0.00		0.00	9,080.90
40268223	01/08/04	613.50	24,016.92	0.00	0.00		0.00	24,630.42
TOTAL:		28,593.50	126,751.71	0.00	83,472.79		0.00	71,872.42

TRUST BALANCE