

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA**

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In re:

Polaroid Corporation, et al.,

Debtors.

(includes:

Polaroid Holding Company;

Polaroid Consumer Electronics, LLC;

Polaroid Capital, LLC;

Polaroid Latin America I Corporation;

Polaroid Asia Pacific LLC;

Polaroid International Holding LLC;

Polaroid New Bedford Real Estate, LLC;

Polaroid Norwood Real Estate, LLC;

Polaroid Waltham Real Estate, LLC)

Court Files No.'s:

08-46617 (GFK)

08-46621 (GFK)

08-46620 (GFK)

08-46623 (GFK)

08-46624 (GFK)

08-46625 (GFK)

08-46626 (GFK)

08-46627 (GFK)

08-46628 (GFK)

08-46629 (GFK)

Chapter 11 Cases  
Judge Gregory F. Kishel

Jointly Administered under  
Case No. 08-46617

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**AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL**

I, Robert T. Noonan, declare under penalty of perjury that:

1. I am a Partner of KPMG LLP ("KPMG"), which maintains offices at 99 High Street, Boston, Massachusetts 02110-2371.

2. This Affidavit is submitted in connection with an Order of the United States Bankruptcy Court for the District of Minnesota, entered on or about January 8, 2009 authorizing the above-captioned Debtors to employ and compensate certain professionals in the ordinary course of business during the pendency of these chapter 11 cases.

3. To the best of my knowledge, KPMG is a "disinterested person" as that term is

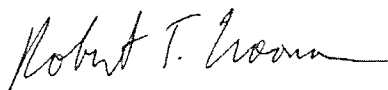
defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, in that, KPMG a) is not a creditor, an equity security holder, or an insider of the Debtors, b) is not and was not, within two years before the date of filing of these chapter 11 cases, a director, officer, or employee of the Debtors; and c) does not have an interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or for any other reason . KPMG did hold a claim against the Debtor in the amount of \$8,400.00, but has waived that claim and is no longer a creditor of the Debtor.

4. To the best of my knowledge, neither KPMG nor any of its employees have any connection with the creditors of the Debtors, the United States Trustee or employees of the United States Trustee, or any other party in interest or their respective attorneys.

5. KPMG has not provided, and will not provide, any professional services to any of the creditors, other parties-in-interest, or their respective attorneys and accountants with regard to any matter related to these chapter 11 cases.

6. KPMG will not share with any other person or entity any compensation for services provided to the Debtors.

Dated: March 30, 2009



\_\_\_\_\_  
Signature

Robert T. Noonan

\_\_\_\_\_  
Printed Name

Partner

\_\_\_\_\_  
Title

## SCHEDULE 2

### DEBTORS AND SIGNIFICANT THIRD-PARTY RELATIONSHIPS

#### Debtors

<b>Polaroid Corporation</b>	<b>Polaroid Asia Pacific, LLC</b>
<b>Polaroid Holding Company</b>	<b>Polaroid International Holding, LLC</b>
<b>Polaroid Consumer Electronics, LLC</b>	<b>Polaroid New Bedford Real Estate, LLC</b>
<b>Polaroid Capital, LLC</b>	<b>Polaroid Norwood Real Estate, LLC</b>
<b>Polaroid Latin America I Corporation</b>	<b>Polaroid Waltham Real Estate, LLC</b>

#### Directors and Polaroid Holding Corporation

Thomas J. Petters, Director & Chairman  
Mary L. Jeffries, President and Chief Executive Officer  
Robert J. McDonough, Treasurer  
Christopher Bergin, Assistant Treasurer

#### Debtors' non-Debtor Subsidiaries & Affiliates

Polaroid Bermuda, Ltd., an entity organized under the laws of Bermuda.  
Polaroid Investment, LLC.  
Polaroid Foundation, Inc., a 501(c)(3) organization.  
Polaroid Collection Foundation, Inc., a 501(c)(3) organization.  
Polaroid Waltham Real Estate, LLC.  
Polaroid Espana, S.A., an entity organized under the laws of Spain.  
Polaroid Eyewear (UK) Limited, an entity organized under the laws of the United Kingdom.  
Polaroid India Private Limited, an entity organized under the laws of India.  
Polaroid Canada Holding Company, an entity organized under the laws of Canada.  
Polaroid Canada, Inc., a corporation organized under the laws of Canada.  
PRD Management Limited, an entity organized under the laws of Bermuda.  
Polaroid (Mauritius) I Limited, an entity organized under the laws of Mauritius.  
Polaroid (Mauritius) II Limited, an entity organized under the laws of Mauritius.  
Polaroid Holdings B.V., an entity organized under the laws of the Netherlands.  
Polaroid Consumer Electronics International, LLC, an entity organized under the laws of Delaware.  
Petters China (Trust), an entity organized under the laws of China.  
Polaroid (Mauritius) III Limited, an entity organized under the laws of Mauritius.  
Polaroid International Trading (Shanghai) Co. Ltd., an entity organized under the laws of China.  
Polaroid Consumer Electronics Mexico, S. de R.L. de CV, an entity organized under the laws of Mexico.  
Polaroid Consumer Electronics Services, S. de R.L. de CV, an entity organized under the laws of Mexico.  
Polaroid Gesellschaft mit beschränkter Haftung, an entity organized under the laws of Germany.  
Polaroid Contracting CV, a partnership organized under the laws of the Netherlands.  
Polaroid do Brasil, Ltda, an entity organized under the laws of Brazil.  
Polaroid International, B.V., an entity organized under the laws of the Netherlands.

Polaroid (Europa), B.V., an entity organized under the laws of the Netherlands.  
Polaroid Trading, B.V., an entity organized under the laws of the Netherlands.  
Polaroid Europe Sagl, an entity organized under the laws of Switzerland.  
Polaroid France, an entity organized under the laws of France.  
Polaroid Consumer Electronics Europe, B.V., an entity organized under the laws of the Netherlands.  
Polaroid (Italia), S.p.A., an entity organized under the laws of Italy.  
Polaroid de Mexico, S.A. de C.V., an entity organized under the laws of Mexico.  
Polaroid Asia Pacific Services Limited, an entity organized under the laws of Hong Kong.  
Alliteration Holding, B.V., an entity organized under the laws of the Netherlands.  
Polaroid Industry China Limited, an entity organized under the laws of China.  
Polaroid (U.K.) Limited, an entity organized under the laws of the United Kingdom.  
Polaroid Leasing, Ltd., an entity organized under the laws of the United Kingdom.  
Polaroid Eyewear (France) EURL, an entity organized under the laws of France.  
Watch City Development, LLC.  
WCD Investors, LLC.  
WCD Property, LLC.

### **Significant Creditors**

Petters Capital, LLC.	Acorn Capital Group, LLC
Petters Company, Inc	Proview Group LTD
Alps Electric Co. Ltd.	Starlite Consumer Electronics
Ritchie Capital Management, LLC	Funai Corporation, Inc.
Acorn Capital Group, LLC	NReady Netware Limited
OS Electronics Co. Ltd.	World Wide Licenses, LTD
Rivet Markcom	Malata Group, LTD
Zink Imaging	Arcsoft, Inc.
Ropes & Gray LLC	PNY Technologies
Adapter Technology Co. Ltd.	Data Exchange Corporation
McDonnell Boehnen Hulbert & Berghoff	Minnesota Wild Hockey Club, LP
Weber Shandwick Worldwide	Skyline Displays Midwest, Inc.
Thule Organization Solutions Inc.	Dong Guan Contel
Huron Consulting Group LLC	Sisvel Spa
Houlihan Lokey Howard & Zukin	Tatung Co.
Kirkland & Ellis	American Systems Corporation
Marketstar	Professional Sports Publications
Watch City Development LLC	Merchandising Technologies, Inc.
Clean Harbors, Inc.	Axis Design

### **Equity Holder**

Petters Group Worldwide, LLC (under the control of Douglas A. Kelley, Court Appointed Receiver) owns and controls 100% of the shares of Polaroid Holding Company, which in turn, owns and controls 100% of remaining Debtors and non-debtor affiliated entities.

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**ORDER APPROVING EMPLOYMENT OF KPMG LLP**

This matter came before the Court on the Affidavit of Ordinary Course Professional, signed by Robert T. Noonan, dated March 30, 2009 (the "Affidavit").

On January 8, 2009 this Court entered an Order Authorizing Debtors to Employ Certain Professionals in the Ordinary Course of the Debtors' Business. Pursuant to this order, Polaroid seeks to employ KPMG LLP as an Ordinary Course Professional during the pendency of these cases. Based on the Affidavit and all the files and records herein:

IT IS HEREBY ORDERED:

1. The employment of KPMG LLP is approved.

2. Debtor is authorized to retain and employ KPMG LLP as ordinary course tax advisors during the pendency of these cases.

3. KPMG LLP shall be compensated timely for its services and reimbursed for any related expenses in accordance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules and any other applicable order of this Court.

Dated: \_\_\_\_\_, 2009

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Gregory F. Kishel  
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA**

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In re

**JOINTLY ADMINISTERED UNDER  
CASE NO. 08-46617:**

POLAROID CORPORATION, ET AL.,  
  
Debtors.

08-46617 (GFK)

(includes:

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Chapter 11 Cases  
Judge Gregory F. Kishel

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**CERTIFICATE OF SERVICE**

Gretchen Luessenheide of the City of New Hope, County of Hennepin, State of Minnesota, being first duly sworn on oath, states that on April 2, 2009 she served the following document:

1. Affidavit of Ordinary Course Professional; and
2. Proposed Order Approving Employment of KPMG LLP

upon

Chad Cooley WCD Property LLC 60 Columbus Circle 18 <sup>th</sup> Floor New York, NY 10023	Richard Chesley Greg Otsuka Paul, Hastings, Janofsky & Walker, LLP 191 N. Wacker Drive, 30 <sup>th</sup> Floor Chicago, IL 60606
Data Exchange Corporation William E. Winfield, Esq. Nordman, Cormany, Hair & Compton, LLP 1000 Town Center Drive, 6 <sup>th</sup> Floor PO Box 9100 Oxnard, CA 93031-9100	Faegre & Benson LLP 90 South Seventh Street 2200 Wells Fargo Center Minneapolis, MN 55402-3901
Houlihan, Lokey Howard & Zukin Capital, Inc. 225 S. 6 <sup>th</sup> Street, Suite 4950 Minneapolis, MN 55402	E. J. Harris Marketstar Corporation 2475 Washington Blvd. Ogden, UT 84401

IKON Financial Services Bky Administration 1738 Bass Road PO Box 13708 Macon, GA 31208-3708	Justin D. Leonard Ball Janik LLP 101 SW Main St., Ste. 1100 Portland, OR 97204
Masatoshi Maeda OS Electronics Company, Ltd 3-16-8 Sotokanda Chiyoda-ku, 1010021	Ray Mai Proview Technology (Shenzhen) Company North Block 23# Shatoukok Free Trade Zone Shenzhen, 518081
PHC Acquisitions, LLC Willkie Farr & Gallagher LLP Attn: Rachel C. Strickland, Esq. 787 Seventh Avenue New York, NY 10019	Daniel Phipps Axis Design 106 West Bagdad Avenue Round Rock, TX 78664
Martin Croyle Croyle & Associates PC 220 Broadway Suite 204 Lynnfield, MA 01940	Alps Electric Co., Ltd. Attn: Junichi Umehara 1-7, Yukigay-otsukamachi Ota-ku, 145-8501 Tokyo, Japan
TW Telecom, Inc. c/o Linda Boyle 10475 Park Meadows Dr. Ste. 400 Littleton, CO 80124	Kelly Mundorff Thule Organization Solutions, Inc. 6303 Dry Creek Pkwy Longmont, CO 80503
Iron Mountain Information Management, Inc. c/o Frank F. McGinn, Esq. Bartlett Hackett Feinberg P.C. 155 Federal Street, 9th Floor Boston, MA 02110	Bryan Krakauer on Behalf of Rhone Holdings II, Ltd. Sidley Austin LLP One South Dearborn Chicago, IL 60603
Covington & Burling, LLP Diane Coffino The New York Times Building 620 Eighth Avenue New York, NY 10018	Sotheby's, Inc. 1334 York Ave. New York, NY 10021

via U.S. Mail to the addresses listed above, and electronically by Notice of Electronic Filing upon all parties who have requested electronic service in these cases by filing the same via ECF with the Bankruptcy Court in the District of Minnesota.

\_\_\_\_\_/e/Gretchen Luessenheide  
Gretchen Luessenheide