

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

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In re:

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

POLAROID CORPORATION, ET AL,

Court File No. 08-46617

Debtors.

Court File Nos:

(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)

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

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**ORDER DENYING ORAL MOTION FOR AWARD OF BREAK-UP FEES**

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At St. Paul, Minnesota, this 17th day of April, 2009.

At the close of the hearing on the Debtors' motion for authority to sell certain assets free and clear of liens, conducted on April 16, 2009, the Debtors' Chapter 11 counsel made an oral motion for the award of a "break-up fee" to the two entities that had participated in the auction of those assets earlier that day, and for authority to have that fee paid from the proceeds of the sale of the Debtors' assets. On the rationale read onto the record after that motion was made,

IT IS HEREBY ORDERED that the motion is denied, both for want of compliance with the procedural requirements of the Federal and Local Rules of Bankruptcy Procedure, and on its merits and with prejudice.

NOTICE OF ELECTRONIC ENTRY AND  
FILING ORDER OR JUDGMENT  
Filed and Docket Entry made on **04/17/2009**  
Lori Vosejpka, Clerk, By jrb, Deputy Clerk

BY THE COURT:

*/s/ Gregory F. Kishel*

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GREGORY F. KISHEL  
UNITED STATES BANKRUPTCY JUDGE