

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:	)	Jointly Administered under
	)	Case No. 08-46617
)	
Polaroid Corporation, et al.	)	08-46617 (GFK)
)	
Debtors.)	
(includes:)	
Polaroid Holding Company:	)	08-46621 (GFK)
Polaroid Consumer Electronics, LLC:	)	08-46620 (GFK)
Polaroid Capital, LLC:	)	08-46623 (GFK)
Polaroid Latin America I Corporation:	)	08-46624 (GFK)
Polaroid Asia Pacific LLC:	)	08-46625 (GFK)
Polaroid International Holding LLC:	)	08-46626 (GFK)
Polaroid New Bedford Real Estate, LLC:	)	08-46627 (GFK)
Polaroid Norwood Real Estate, LLC:	)	08-46628 (GFK)
Polaroid Waltham Real Estate, LLC)	)	08-46629 (GFK)

Chapter 11 Cases
Judge Gregory F. Kishel

**LIMITED OBJECTION OF SEARS HOLDING MANAGEMENT CORP.
TO ASSUMPTION AND ASSIGNMENT OF CONTRACT**

Sears Holding Management Corp., (“Sears Holding”) by its undersigned attorneys, file this limited objection to the cure amount in the Notice of Change and Initial Notice.

1. The Notice of Change was mailed to Sears Holding at its general headquarters by regular mail and not addressed to the attention of anyone. It was received on April 27, 2009.

2. Based upon the Affidavit of Service, the Initial Notice was sent to Sears Holding in the same manner, but was never received by a responsible party, if anyone.

3. According to Federal Rule of Bankruptcy Procedure 9014(b), in a contested matter a “motion shall be served in the manner provided for service of a summons and complaint by Rule 7004.” Fed. R. Bankr. P. 9014(b). Federal Rule of Bankruptcy Procedure 7004(b) states

that service of process upon a corporation, in addition to those methods of service authorized by Federal Rule of Civil Procedure 4 (e) – (j), may be made through first class mail postage prepaid “by mailing a copy of the summons and complaint to the attention of an officer, a managing or general agent, or to any other agent authorized by appointment or by law to receive service of process and, if the agent is one authorized by statute to receive service and the statute so requires, by also mailing a copy to the defendant.” Fed. R. Bankr. P. 7004(b).

4. Sears Holding was not properly served process in accordance with Federal Rules of Bankruptcy Procedure 7004 and 9014. Both the Initial Notice and the Notice of Change were sent by general mail to Sears Holding’s general headquarters but were not addressed to the attention of an officer, managing or general agent, or to any other agent authorized to receive service of process. *See In re Schoenlein*, 312 B.R. 600 (B.A.P. 6th Cir. 2002) (holding a complaint was not properly served upon a corporation when it was sent attention to an independent contractor rather than an officer, managing or general agent, or any agent authorized to receive service of process); *In re Villa*, 317 B.R. 88, 93 (B.A.P. 9th Cir. 2004) (stating that a motion was not properly served upon a corporation when service was addressed only to the corporation’s post office box and not to any specific corporate officer or any general unnamed officer, managing or general agent). As a result, Sears Holding was not notified of the amount listed as owed in the Initial Notice and was not given the opportunity to timely object to the Initial Notice.

5. Sears Holding is owed \$162,992.07 (net of all recoupment) not the \$64,677.30 stated on Exhibit A (cure amounts) to the Notice.

WHEREFORE, Sears Holding requests the Court deny approval of assumption and assignment of its contract.

GRAY, PLANT, MOOTY,
MOOTY & BENNETT, P.A.

/e/ William J. Fisher
William J. Fisher (MN #167137)
500 IDS Center
80 South 8th Street
Minneapolis, Minnesota 55402
Telephone: (612) 632-3000
Facsimile: (612) 632-4444
william.fisher@gpmlaw.com

Attorneys for Sears Holding
Management Corp.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:	)	Jointly Administered under
	)	Case No. 08-46617
)	
Polaroid Corporation, et al.	)	08-46617 (GFK)
)	
Debtors.)	
(includes:)	
Polaroid Holding Company:	)	08-46621 (GFK)
Polaroid Consumer Electronics, LLC:	)	08-46620 (GFK)
Polaroid Capital, LLC:	)	08-46623 (GFK)
Polaroid Latin America I Corporation:	)	08-46624 (GFK)
Polaroid Asia Pacific LLC:	)	08-46625 (GFK)
Polaroid International Holding LLC:	)	08-46626 (GFK)
Polaroid New Bedford Real Estate, LLC:	)	08-46627 (GFK)
Polaroid Norwood Real Estate, LLC:	)	08-46628 (GFK)
Polaroid Waltham Real Estate, LLC)	)	08-46629 (GFK)

Chapter 11 Cases
Judge Gregory F. Kishel

AFFIDAVIT OF MATTHEW JOLY

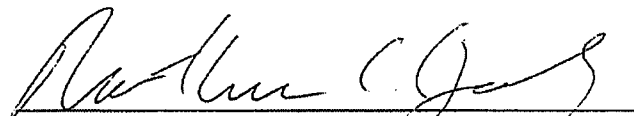
Matthew Joly, being first duly sworn upon oath, states as follows:

1. I am the senior counsel for Sears Holding Management Corp.
2. I received the Notice of Change on April 27, 2009 and located local counsel on April 28, 2009.
3. The Notice was mailed to Sears Holding at its general headquarters by regular mail and not addressed to the attention of anyone.
4. Based upon the Affidavit of Service, the initial Notice was sent to Sears Holding in the same manner, but I never received it.

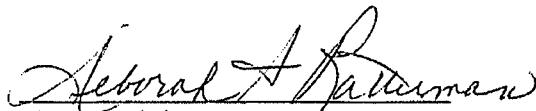
4. Based upon the Affidavit of Service, the initial Notice was sent to Sears Holding in the same manner, but I never received it. Moreover, on my inquiry, the Sears Holdings Law Department intake clerk advised she has no record of any such document in her files.

5. Sears Holding is owed \$162,992.07 (net of all recoupment) not the \$64,677.30 stated on Exhibit A (cure amounts) to the Notice.

FURTHER YOUR AFFIANT SAYETH NOT.


MATTHEW JOLY

SUBSCRIBED and Sworn to before me
this 29th day of April, 2009.


Notary Public

GP:2560943 v1



UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:	)	Jointly Administered under
	)	Case No. 08-46617
)	
Polaroid Corporation, et al.	)	08-46617 (GFK)
)	
Debtors.)	
(includes:)	
Polaroid Holding Company:	)	08-46621 (GFK)
Polaroid Consumer Electronics, LLC:	)	08-46620 (GFK)
Polaroid Capital, LLC:	)	08-46623 (GFK)
Polaroid Latin America I Corporation:	)	08-46624 (GFK)
Polaroid Asia Pacific LLC:	)	08-46625 (GFK)
Polaroid International Holding LLC:	)	08-46626 (GFK)
Polaroid New Bedford Real Estate, LLC:	)	08-46627 (GFK)
Polaroid Norwood Real Estate, LLC:	)	08-46628 (GFK)
Polaroid Waltham Real Estate, LLC)	)	08-46629 (GFK)

Chapter 11 Cases
Judge Gregory F. Kishel

CERTIFICATE OF SERVICE

I hereby certify that on April 29, 2009, I caused the following:

1. Limited Objection of Sears Holding Management Corp. to Assumption and Assignment of Contract; and
2. Affidavit of Matthew Joly

to be filed electronically with the Clerk of Court through ECF, and that ECF will send an e-notice of the electronic filing to the following:

Cass Weil – weilc@moss-barnett.com
James Lodoen – jlodoen@lindquist.com
Sandra Smalley-Fleming ssmalley@lindquist.com
Michael Ridgway – mike.ridgway@usdoj.gov
Douglas Peterson – Douglas.peterson@leonard.com
Michael Doty – mdoty@faegre.com
Richard Chesley – richardchesley@paulhastings.com

George Singer – gsinger@lindquist.com
James Rubenstein – rubenstein@moss-barnett.com
Sarah Doerr – doerrSarah@moss-barnett.com
Andrew Davis – Andrew.davis@leonard.com
James Brand – james.brand@leonard.com
Paul Hastings Janofsky – gregoryotsuka@paulhastings.com
Theresa Dykoschak – tdykoschak@faegre.com

I further certify that I caused a copy of the foregoing documents to be sent via facsimile, to the following non-ECF participants:

James Lodone
George Singer
Lindquist & Venum, PLLP
FAX: 612-371-3207

Stephen I. Spencer
Houlihan Lokey Howard & Zukin Capital, Inc.
FAX: 612-338-2938

Richard H. Chesley
Paul Hastings Janofsky & Walker LLP
FAX: 212-319-4090

PLR Acquisition LLC
c/o Rafael Klotz
Gordon Brothers Brands, LLC
FAX: 617-531-7929

PLR Acquisition LLC
c/o Eric Kaup
Iilco Consumer Capital, LP
FAX: 847-897-0766

Mark Kalla
Chris Lenhart
Dorsey & Whitney LLP
FAX: 612-340-2643

Michael Ridgway
U.S. Trustee's Office
FAX: 612-664-5516

Dated: April 29, 2009

GRAY, PLANT, MOOTY,
MOOTY & BENNETT, P.A.

/e/ William J. Fisher
William J. Fisher (MN# 167137)