

**United States Bankruptcy Court
District of Minnesota**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Polaroid Corporation	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN(if more than one, state all): 22-3856546	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN(if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): 4400 Baker Road Minnetonka, MN	Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE 55343	ZIP CODE
County of Residence or of the Principal Place of Business: Hennepin	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):	ZIP CODE

<p align="center">Type of Debtor (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____</p>	<p align="center">Nature of Business (Check one box)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <hr/> <p align="center">Tax-Exempt Entity (Check box, if applicable)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code.)</p>	<p align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <hr/> <p align="center">Nature of Debts (Check one box)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
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<p align="center">Filing Fee (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b) See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>	<p align="center">Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</p> <hr/> <p>Check all applicable boxes</p> <p><input type="checkbox"/> A plan is being filed with this petition</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p>
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<p>Statistical/Administrative Information</p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>	<p>THIS SPACE IS FOR COURT USE ONLY</p>																				
<p>Estimated Number of Creditors</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td><td>50-99</td><td>100-199</td><td>200-999</td><td>1,000-5,000</td><td>5,001-10,000</td><td>10,001-25,000</td><td>25,001-50,000</td><td>50,001-100,000</td><td>Over 100,000</td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
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<p>Estimated Assets</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>\$100,000,001 to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More than \$1 billion</td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
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Name of Debtor	Case #	Date Filed	Relationship	District	Judge
Petters Group Worldwide, LLC	08-45258	10/11/08	Affiliate	Minnesota	Gregory F. Kishel
Polaroid Corporation	TBD	12/18/08	Affiliate	Minnesota	TBD
Polaroid Holding Company	TBD	12/18/08	Affiliate	Minnesota	TBD
Polaroid Consumer Electronics, LLC	TBD	12/18/08	Affiliate	Minnesota	TBD
Polaroid Capital, LLC	TBD	12/18/08	Affiliate	Minnesota	TBD
Polaroid Latin America I Corporation	TBD	12/18/08	Affiliate	Minnesota	TBD
Polaroid Asia Pacific LLC	TBD	12/18/08	Affiliate	Minnesota	TBD
Polaroid International Holding LLC	TBD	12/18/08	Affiliate	Minnesota	TBD
Polaroid New Bedford Real Estate, LLC	TBD	12/18/08	Affiliate	Minnesota	TBD
Polaroid Norwood Real Estate, LLC	TBD	12/18/08	Affiliate	Minnesota	TBD
Polaroid Waltham Real Estate, LLC	TBD	12/18/08	Affiliate	Minnesota	TBD

**United States Bankruptcy Court
District of Minnesota**

In re Polaroid Corporation

Case No. _____

Debtor

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
Petters Capital, LLC 4400 Baker Road Minnetonka, MN 55343			DISPUTED	\$183,998,000.00 SECURED VALUE:
Petters Company, Inc 4400 Baker Road Minnetonka, MN 55343			DISPUTED	\$29,471,534.00 SECURED VALUE:
Polaroid Norwood Real Estate, LLC 300 Baker Avenue Concord, MA 01742				\$16,475,172.00
Alps Electric Co Ltd 1 7 Yukigaya Otsuka Cho OTA KU Tokyo, Japan 1458501	Alps Electric Co Ltd 81-3-5499-8090 Alps Electric Co Ltd 1 7 Yukigaya Otsuka Cho OTA KU Tokyo, Japan 1458501	Trade Debt		\$16,353,794.85
Polaroid Holding Company 4400 Baker Road Minnetonka, MN 55343				\$14,514,624.00
OS ELECTRONICS CO LTD AKIHABARA SANWA TOYO BLDG 5F TOKYO, JAPAN 1010021	OS Electronics Co Ltd 81-332555985 OS ELECTRONICS CO LTD AKIHABARA SANWA TOYO BLDG 5F TOKYO, JAPAN 1010021	Trade Debt		\$2,831,120.00

In re Polaroid Corporation

Case No. _____

Debtor

Chapter 11**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>
Polaroid Asia Pacific, LLC 300 Baker Avenue Concord, MA 01742				\$2,703,328.00
RIVET MARKCOM PO BOX 7247-6589 C/O ZIPATONI PHILADELPHIA, PA 19170-6589	Rivet Markcom 312-799-4000 RIVET MARKCOM PO BOX 7247-6589 C/O ZIPATONI PHILADELPHIA, PA 19170-6589	Trade Debt		\$1,741,581.80
Zink Imaging 6900 Konica Drive Whitsett, NC 27377	Zink Imaging 781-761-5353 Zink Imaging 6900 Konica Drive Whitsett, NC 27377	Trade Debt		\$1,509,912.00
Ropes & Young LLC PO Box 414265 Boston, MA 02241-4265	Ropes & Young LLC 212-596-9000 Ropes & Young LLC PO Box 414265 Boston, MA 02241-4265	Trade Debt		\$1,200,653.01
Adapter Technology Co. Ltd. 6F-No 259 Lian-Cheng Rd Chung Ho City	Adapter Technology Co. Ltd. Adapter Technology Co. Ltd. 6F-No 259 Lian-Cheng Rd Chung Ho City	Trade Debt		\$570,249.60
MCDONNELL BOEHNEN HULBERT&BERGHOFF 300 SOUTH WACKER DRIVE Chicago, IL 60606	McDonnell Boehnen 312-913-0001 MCDONNELL BOEHNEN HULBERT&BERGHOFF 300 SOUTH WACKER DRIVE Chicago, IL 60606	Trade Debt		\$514,717.39

In re Polaroid Corporation

Case No. _____

Debtor

Chapter 11**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

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Weber Shandwick Worldwide 8000 Norman Center Dr. Minneapolis, MN 55437	Weber Shandwick Worldwide 952-832-5000 Weber Shandwick Worldwide 8000 Norman Center Dr. Minneapolis, MN 55437	Trade Debt		\$309,205.28
Thule Organization Solutions Inc. Dept CH 19134 DBA Case Logic Palatine, IL 60055-9134	Thule Organization Solutions Inc. 800-447-4848 Thule Organization Solutions Inc. Dept CH 19134 DBA Case Logic Palatine, IL 60055-9134	Trade Debt		\$230,989.82
HURON CONSULTING GROUP LLC 4795 PAYSHERE CIRCLE CHICAGO, IL 60674-4795	Huron Consulting Group LLC HURON CONSULTING GROUP LLC 4795 PAYSHERE CIRCLE CHICAGO, IL 60674-4795	Trade Debt		\$218,088.01
HOULIHAN LOKEY HOWARD & ZUKIN 225 SOUTH SIXTH STREET, STE 4950 MINNEAPOLIS, MN 55402	Houlihan Lokey Howard & Zukin HOULIHAN LOKEY HOWARD & ZUKIN 225 SOUTH SIXTH STREET, STE 4950 MINNEAPOLIS, MN 55402	Trade Debt		\$165,577.10
Kirkland & Ellis 200 E. Randolph Drive Chicago, IL 60601-6436	Kirkland & Ellis Kirkland & Ellis 200 E. Randolph Drive Chicago, IL 60601-6436	Trade Debt		\$159,007.42
MARKETSTAR 2475 WASHINGTON BLVD OGDEN, UT 84401	Marketstar MARKETSTAR 2475 WASHINGTON BLVD OGDEN, UT 84401	Trade Debt		\$138,409.05

In re Polaroid Corporation

Debtor

Case No. _____

Chapter 11**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

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Watch City Development LLC 60 Columbus Circle New York, NY 10023	Watch City Development LLC 212-801-1069 Watch City Development LLC 60 Columbus Circle New York, NY 10023	Trade Debt		\$111,651.77
Clean Harbors 42 Longwater Dr. Norwell, MA 02061	Clean Harbors 781-792-5000 Clean Harbors 42 Longwater Dr. Norwell, MA 02061	Trade Debt		\$108,149.53

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, Mary L. Jeffries, Chief Executive Officer of the Corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date:

December 18, 2008

Signature:

Mary L. Jeffries**Mary L. Jeffries, Chief Executive Officer**

(Print Name and Title)

Penalty for making a false statement or concealing property. Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C §§ 152 and 3571.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Polaroid Corporation

SIGNATURE DECLARATION

Debtor(s).

Case No. _____

- PETITION, SCHEDULES & STATEMENTS
 CHAPTER 13 PLAN
 SCHEDULES AND STATEMENTS ACCOMPANYING VERIFIED CONVERSION
 AMENDMENT TO PETITION, SCHEDULES & STATEMENTS
 MODIFIED CHAPTER 13 PLAN
 OTHER (Please describe: _____)

I **Mary L. Jeffries**, the undersigned debtor(s) or authorized representative of the debtor,
make the following declarations under penalty of perjury:

- The information I have given my attorney and provided in the electronically filed petition, statements, schedules, amendments, and/or chapter 13 plan, as indicated above, is true and correct;
- The information provided in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case is true and correct;
- **[individual debtors only]** If no Social Security Number is included in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case, it is because I do not have a Social Security Number;
- I consent to my attorney electronically filing with the United States Bankruptcy Court my petition, statements and schedules, amendments, and/or chapter 13 plan, as indicated above, together with a scanned image of this Signature Declaration and the completed "Debtor Information Pages," if applicable; and
- **[corporate and partnership debtors only]** I have been authorized to file this petition on behalf of the debtor.

Date: December 18, 2008

x Mary L. Jeffries
Signature of Debtor or Authorized Representative

Mary L. Jeffries
Printed Name of Debtor or Authorized Representative

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

STATEMENT OF AUTHORITY TO SIGN AND FILE PETITIONS

I, Douglas A. Kelley, declare under penalty of perjury that I am the Court Appointed Receiver of Thomas J. Petters, Petters Company, Inc., Peters Group Worldwide, LLC, and all affiliates, subsidiaries, divisions, successors or assigns owned 100% or controlled by the foregoing, which includes the entities listed below. As the Court Appointed Receiver, I hereby declare as follows:

It is in the best interest of the following entities:

Polaroid Corporation;
Polaroid Holding Company;
Polaroid Consumer Electronics, LLC;

(hereinafter the "Companies") to file voluntary petitions in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

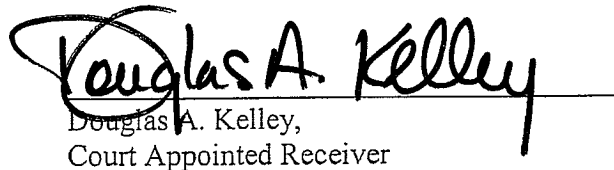
As the Court Appointed Receiver of the Companies, I authorize Mary L. Jeffries, Chief Executive Officer, to execute and deliver all documents necessary to perfect the filing of Chapter 11 voluntary bankruptcy cases on behalf of the Companies; and

As the Court Appointed Receiver, I authorize Mary L. Jeffries, or any other duly appointed Officer, to appear in all bankruptcy proceedings on behalf of the Companies, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Companies in connection with such bankruptcy case; and

As the Court Appointed Receiver, I am authorized to employ James A. Lodoen, attorney, and the law firm of Lindquist & Vennum P.L.L.P., to represent the Companies in such bankruptcy cases.

Executed on: _____

12/18/08



Douglas A. Kelley,
Court Appointed Receiver

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MINNESOTA**

In re: Polaroid Corporation;
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
Debtor.

Bky. TBA
Ch. 11

**NOTICE OF INTENTION TO
SEEK EXPEDITED HEARING**

The debtor in the above Chapter 11 case, gives notice that it intends to seek expedited hearings on the following matters (check all that apply):

 x JOINT MOTION FOR ORDER DIRECTING JOINT ADMINISTRATION OF
RELATED BANKRUPTCY CASES

 x MOTION FOR ORDER EXTENDING TIME TO FILE SCHEDULES,
STATEMENT OF FINANCIAL AFFAIRS AND CERTAIN LISTS
REQUIRED BY BANKRUPTCY RULE 1007(c)

 x MOTION RE MAINTENANCE OF BANK ACCOUNTS AND EXISTING
CASH MANAGEMENT SYSTEMS

 x MOTION TO PAY PRE-PETITION WAGES, SALARIES, AND RELATED
BENEFITS

 x *Regarding Case Administration and Cash Collateral*
MOTION ~~FOR ORDER AUTHORIZING USE OF CASH COLLATERAL~~

 MOTION FOR APPROVAL OF POST-PETITION SECURED AND SUPER
PRIORITY FINANCING PURSUANT TO SECTION 364(c) OF THE
BANKRUPTCY CODE

 x MOTION, PURSUANT TO SECTION 366 OF THE BANKRUPTCY CODE,
FOR ENTRY OF INTERIM ORDER (1) DETERMINING ADEQUATE
ASSURANCE OF PAYMENT FOR FUTURE UTILITY SERVICES AND (2)
RESTRAINING UTILITY COMPANIES FROM DISCONTINUING,
ALTERING, OR REFUSING SERVICE

 MOTION FOR ORDER ESTABLISHING NOTICE AND ADMINISTRATIVE
PROCEDURES

x

MOTION FOR ORDER AUTHORIZING THE RETENTION OF PROFESSIONALS

MOTION FOR ORDER AUTHORIZING THE FILING OF DOCUMENTS UNDER SEAL

x

MOTION FOR ORDER AUTHORIZING PAYMENT OF CERTAIN PREPETITION CUSTOMER CLAIMS IN THE ORDINARY COURSE OF BUSINESS (E.G., GIFT CERTIFICATES, LAYAWAY CLAIMS; WARRANTY CLAIMS; REFUND POLICIES)

MOTION FOR ORDER AUTHORIZING PAYMENT OF SALES AND USE TAXES

MOTION FOR ORDER AUTHORIZING DEBTORS TO RETURN GOODS PURSUANT TO SECTION 546(g) OF THE BANKRUPTCY CODE

MOTION FOR ORDER AUTHORIZING POSTPETITION DELIVERY OF GOODS ORDERED BY CUSTOMERS PREPETITION

MOTION FOR ORDER AUTHORIZING PAYMENT OF CUSTOMS DUTIES

MOTION FOR ORDER AUTHORIZING PAYMENT OF CONTRACTORS IN SATISFACTION OF LIENS

MOTION FOR ORDER AUTHORIZING DEBTORS TO HONOR CERTAIN PREPETITION CLAIMS OF SHIPPERS, FREIGHT HANDLERS AND WAREHOUSERS

MOTION FOR ORDER PERMITTING DEBTOR TO HONOR WORKERS' COMPENSATION PROGRAMS AND PAY INSURANCE OBLIGATIONS

MOTION FOR ORDER APPROVING THE ESTABLISHMENT OF RECLAMATION PROCEDURES

MOTION FOR ORDER REJECTING LEASES

OTHERS (list):

MOTION FOR AN ORDER TO ESTABLISH ELECTRONIC MAIL PROCEDURES