

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

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)

**Jointly Administered Under
Case No. 08-46617**

Court File No. 08-46617

Court File Nos.:

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

**AMENDED WITNESS LIST AND EXHIBIT LIST OF THE
UNSECURED CREDITORS COMMITTEE OF PETERS COMPANY, INC.**

TO: The Debtors and other entities listed in Local Rule 9013-3.

1. On April 3, 2009, the Official Committee of Unsecured Creditors of Peters Company, Inc., et al, (“Peters Committee”) filed an amended objection to the Debtors’ Motion Authorizing Sale of Assets, which is scheduled to be heard on April 6, 2009 at 9:30 a.m. in Courtroom No. 2A, at the United States Courthouse, at 316 North Robert Street, St. Paul, Minnesota (the “Hearing”).

WITNESS LIST

2. The Peters Committee hereby gives notice that, if necessary, it may call the following witnesses at trial to testify at the upcoming Hearing:

a. Stephen J. Spencer, of Houlihan Lokey 225 South Sixth Street, Suite 4950, Minneapolis, Minnesota 55402, who may testify regarding the conduct of the auction which took place on March 30-31, 2009, the bids received from the competing bidders at the auction, and valuation issues related to such auction.

b. Jason D. Price, of Houlihan Lokey 225 South Sixth Street, Suite 4950, Minneapolis, Minnesota 55402, who may testify regarding the conduct of the auction which took place on March 30-31, 2009, the bids received from the competing bidders at the auction, and valuation issues related to such auction.

c. Mary L. Jeffries, CEO, Polaroid, 4400 Baker Road, Minnetonka, Minnesota 55343, who may testify regarding the conduct of the auction which took place on March 30-31, 2009, and the bids received from the competing bidders at the auction.

d. Scott Hardy, Polaroid, 4400 Baker Road, Minnetonka, Minnesota 55343, who may testify regarding the conduct of the auction which took place on March 30-31, 2009, and the bids received from the competing bidders at the auction

e. Robert McDonough, Polaroid, 300 Baker Avenue, Concord, Massachusetts 01742, who may testify regarding the conduct of the auction which took place on March 30-31, 2009, and the bids received from the competing bidders at the auction.

f. Michael Kennelly, Regional Managing Director, Central Region, Huron Consulting Group, Inc., 550 West Van Buren, Chicago, IL 60607, who may testify regarding the conduct of the auction which took place on March 30-31, 2009, the bids received from the competing bidders at the auction, and valuation issues related to such auction.

g. Representatives from Hilco Consumer Capital, L.P. and Gordon Brothers Brands, LLC, who may testify regarding the terms of their various bids submitted during the auction.

h. Representatives from Patriarch Partners, LLC, who may testify regarding the terms of their various bids submitted during the auction.

i. In addition, the Petters Committee reserves the right to call any witnesses necessary for rebuttal testimony and/or impeachment of any other witnesses who may testify at the Hearing.

EXHIBIT LIST

3. The Petters Committee hereby gives notice that, if necessary, it may use the following exhibits at trial of this matter:

- a. Transcripts from the auction conducted on March 30-31, 2009.
- b. Term sheets and bid comparison sheets summarizing the bids submitted to the Debtors at the auction conducted on March 30-31, 2009.
- c. The Asset Purchase Agreement between the Debtors and PLR Holdings, LLC dated as of March 30, 2009, signed by PLR Holdings, LLC.
- d. Any exhibits listed on the Debtors' or other parties' exhibit lists.

Dated: April 3, 2009

FAFINSKI MARK & JOHNSON, P.A.

By: /e/ David E. Runck

Connie A. Lahn, #0269219

David E. Runck, #0289954

400 Flagship Corporate Center

775 Prairie Center Drive

Eden Prairie, Minnesota 55344

Telephone: (952) 995-9500

Facsimile: (952) 995-9577

Connie.Lahn@fmjlaw.com

David.Runck@fmjlaw.com

ATTORNEYS FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS
OF PETERS COMPANY, INC., ET AL.