

EXHIBIT C TO APPLICATION

(Proposed Order)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF KANSAS**

In re:

Dickinson Theatres, Inc.,

Debtor.

Chapter 11

Case No. 12-22602 (DLS)

**ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF DICKINSON THEATRES, INC. TO RETAIN AND EMPLOY
KELLEY DRYE & WARREN LLP AS LEAD COUNSEL, NUNC PRO TUNC TO
OCTOBER 4, 2012, AND FOR ONGOING AND INTERIM COMPENSATION**

Upon the application (the "Application") dated October 16, 2012 of the Official Committee of Unsecured Creditors (the "Committee") of Dickinson Theatres, Inc. (the "Debtor") for an order, pursuant to sections 327, 328, and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014, 2016, and 5002, and Local Bankruptcy Rules 2014.1 and 2016.1, authorizing the Committee to retain and employ the law firm of Kelley Drye & Warren LLP ("Kelley Drye"), *nunc pro tunc* to October 4, 2012, and for allowing ongoing and interim compensation; and upon the Affidavits of Eric R. Wilson and Benjamin Blaustein, dated October 11, 2012 (respectively,

the “Wilson Affidavit” and the “Blaustein Affidavit”); and finding that adequate notice of the Application having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Application is approved; and it is further

ORDERED that, based on the representations made in the Application and the Wilson and Blaustein Affidavits, that Kelley Drye and its attorneys are “disinterested” persons, as that term is defined in section 101(14) of the Bankruptcy Code, and that they neither hold nor represent any interest adverse to the Committee or the Debtor’s estate with respect to the matters upon which they are to be engaged and, therefore, are qualified as professional persons to represent the Committee as lead counsel in this case; and

ORDERED that, in accordance with sections 327(a), 328(a) and 1103(a) of the Bankruptcy Code, and Bankruptcy Rules 2014, 2016, and 5002, and Local Bankruptcy Rules 2014.1 and 2016.1, the Committee is hereby authorized and empowered to employ and retain the Kelley Drye as lead counsel to represent the Committee in this case, *nunc pro tunc* to October 4, 2012, in accordance with Kelley Drye’s hourly rates and disbursement policies as set forth in the Wilson and Blaustein Affidavits; and it is further

ORDERED that Kelley Drye shall apply for compensation and reimbursement in accordance with the procedures set forth in the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, any order entered by this Court establishing interim compensation procedures, and any other procedures as may be fixed by further orders of this Court; and it is further

ORDERED that Kelley Drye is authorized to receive payment of 100% of its fees and 100% of its expenses on an interim and ongoing basis; however, this Court's approval of an

application in which Kelley Drye states an intention to be compensated at a specific hourly rate does not constitute approval of the hourly rate or other terms of compensation and approval of the terms of compensation will be considered by the court when Kelley Drye makes a final application for allowance of compensation.

#####

Order Submitted by:

GRIMES & REBEIN, L.C.

By: _____
Cynthia F. Grimes KS#12075/MO#38917
15301 W. 87th St. Pkwy, Suite 200
Lenexa, KS 66219
Tel: (913) 888-4800 x 104
Fax: (913) 888-0570
cgrimes@grimesandrebein.com

KELLEY DRYE & WARREN LLP

By: _____
Eric R. Wilson
101 Park Avenue
New York, New York 10178
Tel: (212) 808-7800
Fax: (212) 808-7897

Proposed Attorneys for the Official Committee of Unsecured
Creditors of Dickinson Theatres, Inc.