



SO ORDERED.

SIGNED this 27th day of October, 2012.

Dale L. Somers

Dale L. Somers
United States Bankruptcy Judge

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

In re:)	
)	
)	Case No. 12-22602
DICKINSON THEATRES, INC.,)	
a Kansas corporation,)	Chapter 11
)	
Debtor.)	

**ORDER AUTHORIZING THE DEBTOR TO RETAIN AND EMPLOY
PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS,
NUNC PRO TUNC TO THE DATE OF THE FILING OF THE PETITION**

Upon consideration of the motion (the "Motion")¹ of Dickinson Theatres, Inc. (the "Debtor"), for entry of an order, pursuant to Sections 105 and 327 of the Title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the Debtor's retention, employment, compensation, and reimbursement of expenses for certain professionals used in the ordinary course of the Debtor's business, *nunc pro tunc* to the filing of the Petition [Docket No. 1]; and the Court having reviewed the Motion and having determined that the relief requested in the

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Motion is in the best interests of the Debtor, its estate, creditors and other parties in-interest; and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court; and the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) venue for this matter is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, and (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that notice of the Motion was good and sufficient under the particular circumstances and that no other or further notice need be given; and upon the record herein; and after due deliberation thereon; and all objections to the Motion having been overruled, withdrawn, or otherwise resolved; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** in its entirety.
2. The Debtors are hereby authorized and empowered to employ and retain, pursuant to Sections 105 and 327 of the Bankruptcy Code, the Ordinary Course Professionals, *nunc pro tunc*, to September 21, 2012, which may be retained as set forth herein without the need for any further hearing, and without the need to file individual retention applications for each such Ordinary Course Professional.
3. Each Ordinary Course Professional shall file a statement pursuant to Bankruptcy Rule 2014 (the "2014 Statement"). The 2014 Statement shall be filed as promptly as reasonably practical after the entry of this Order or the filing of a Supplement (as hereinafter defined). Notwithstanding anything to the contrary herein, the Debtor shall not make any payments to an Ordinary Course Professional or an Additional Ordinary Course Professional (as hereinafter defined), until such professional has filed a 2014 Statement and (i) the Objection Deadline with respect to the 2014 Statement (as hereinafter defined) has expired with no objections having been

filed or (ii) the Court enters an order authorizing the Debtors to retain such party as an Ordinary Course Professional or an Additional Ordinary Course Professional.

4. The Debtor may seek to employ and retain Ordinary Course Professionals by filing and serving on the Notice Parties a supplement (the "Supplement") listing the name of the Ordinary Course Professional, along with a brief description of the services to be rendered thereby. Each Notice Party shall have twenty (20) days after the filing by an Additional Ordinary Course Professional of a Rule 2014 Statement (the "Objection Deadline") to object to the retention of such Ordinary Course Professional. Any Notice Party objecting to the Debtor's proposed employment and retention of any Ordinary Course Professional shall file with the Court and serve any such objection upon the Ordinary Course Professional and the Notice Parties on or before the Objection Deadline. If no such objection is filed by the Objection Deadline, then the Debtor is authorized, without the need for further Order or hearing, to employ and retain such Ordinary Course Professional and the terms of this Order shall otherwise govern the retention and payment of the applicable Ordinary Course Professional. If any such objection cannot be resolved within twenty (20) days after the objection is filed, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date or such other date otherwise agreeable to the Ordinary Course Professional, the Debtor and the Notice Party filing the objection. If the Court overrules or otherwise denies any such objection, then the terms of this Order shall govern the retention and payment of the applicable Ordinary Course Professional.

5. Subject to the limitations set forth below, if no objections are filed with respect to the Rule 2014 Statement by the Notice Parties or the Court enters an order permitting the Debtor to retain a party as an Ordinary Course Professional, the Debtor shall be authorized to pay,

without formal application to the Court by any Ordinary Course Professional, and upon the submission to the Debtor of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date, 100% of the fees and disbursements requested by any Ordinary Course Professional and calculated in accordance with such Professional's standard billing practices (without prejudice to the Debtor's right to dispute any such invoices); provided, however, that if such fees and disbursements for any Ordinary Course Professional exceed \$5,000.00 in any one month or \$50,000.00 for the entire Chapter 11 Cases (collectively, the "Ordinary Course Professional Cap") then that Ordinary Course Professional shall submit copies of its monthly invoices summarizing in reasonable detail the services rendered and expenses incurred in connection therewith (the "Monthly Invoices") to the Notice Parties.

6. Any Notice Party may object to the payment of fees and expenses above the Ordinary Course Professional Cap by serving a written objection upon the Ordinary Course Professional, the Debtor, and the other Notice Parties within ten (10) days of receiving the Monthly Invoices. The objection shall state the nature of the objection and identify the amount of the fees or costs to which the objection is made. In the absence of any timely objection, the Debtor would be authorized to pay 100% of the fees and expenses above the Ordinary Course Professional Cap. All objections not resolved by the parties would be preserved and presented to the Court by the objecting party at the next scheduled omnibus hearing.

7. The Debtor is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

8. The relief granted herein shall be expressly subject to: (a) the conditions of any interim or final cash collateral order entered in these cases, and (b) the limitations of any budget approved in conjunction with cash collateral.

9. Any compensation to be provided to the Ordinary Course Professionals is explicitly subject to the Budget filed with the Final Order (A) Authorizing Debtor to Obtain Post-petition Financing From Peoples Bank; (B) Granting Liens and Superpriority Claims in Favor of Peoples Bank; (C) Authorizing Use of Peoples Bank's Cash Collateral; and (D) Granting Adequate Protection to Peoples Bank (*See Docket No. 12*); provided, that such compensation or expense reimbursement of any of the Ordinary Course Professionals shall not be paid from the Budgeted Professional Fees described therein.

10. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

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Order prepared by:

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