

**EXHIBIT A**  
**TO APPLICATION**  
**(Atkinson Declaration)**

Deleted: IN THE UNITED STATES  
BANKRUPTCY COURT  
FOR THE DISTRICT OF KANSAS  
In re:  
DICKINSON THEATRES, INC. -  
Debtor. [1]

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

In re:

DICKINSON THEATRES, INC.

Debtor.

Chapter 11

Case No. 12-22602

**DECLARATION OF MICHAEL ATKINSON**

MICHAEL ATKINSON, being of full age, hereby states:

1. My name is Michael Atkinson. I am a Managing Director of Protiviti Inc. (“Protiviti” or the “Firm”), located at 1 East Pratt Street, Suite 800, Baltimore, MD 21202. I am over the age of 18 and competent to testify as to the facts set forth and will do so if called upon.

2. I am familiar with the matters set forth herein and make this declaration in support of the Application of the Official Committee of Unsecured Creditors (the “Committee”) of Dickinson Theatres, Inc. (the “Debtor”) for authorization to retain and employ Protiviti, *nunc pro tunc* to October 15, 2012, as financial advisor to the Committee.

**PROTIVITI’S QUALIFICATIONS**

3. Protiviti is a restructuring, crisis management, and transaction services firm with broad experience providing financial advisory and related restructuring services to debtors, creditors committees, secured lenders, and other parties in interests in mid and large size chapter 11 proceedings throughout the country.

4. Protiviti and its employees are duly qualified to perform all functions that are required in relation to their proposed employment as financial advisor to the Committee.

5. Protiviti will provide the following financial advisory services to the extent requested by the Committee and as agreed upon by Protiviti:

- (a) Assist the Committee's review of the financial and cash flow projections to evaluate the feasibility of the Debtor's projections included in its proposed Plan of Reorganization.
- (b) Assist the Committee and its counsel in developing strategies and related negotiations with the Debtors and other interested parties with respect to elements of the Debtor's treatment to the unsecured creditors or alternative proposals; and
- (c) Performing all other services as may be required and in the interests of the creditors.

**PROTIVITI'S DISINTERESTEDNESS**

6. Based on the information available to me, Protiviti and its employees are disinterested parties as defined in 11 U.S.C. § 101(14), and neither hold nor represent any interest adverse to the Debtor, the Debtor's estate, or the Committee on the matters upon which they are to be engaged and their employment would be in the best interests of the Debtor's estate.

7. Based on the information available to me, neither Protiviti nor its employees have any connections with the Debtor, its creditors, any other party in interest, their respective attorneys and accountants, the Office of the United States Trustee for Region 20 or any person employed in such office.

**PROTIVITI'S DISCLOSURE PROCEDURES**

8. Protiviti is a large and diversified organization that encompasses the representation of many financial institutions and commercial corporations. In preparing this declaration (the "Declaration"), I used a set of procedures (the "Firm Disclosure Procedures") developed by Protiviti to ensure compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules regarding the retention of professionals. Pursuant to the Firm Disclosure Procedures, I performed, or caused to be performed, the actions described below to identify Protiviti's connections to parties in interest in these proceedings.

9. In preparing this Affidavit, I submitted or caused to be submitted for review under our conflicts check system the names of various parties in interest in this case (each, an “Interested Party,” and, collectively, the “Interested Parties”), as received from the Committee’s counsel. The identities of the Interested Parties are set forth on Exhibit A attached hereto and incorporated herein by reference. The results of our conflicts check were compiled and analyzed by Protiviti employees.

**DISCLOSURES OF PROTIVITI’S CONNECTIONS**

10. To the best of my knowledge, based on the review procedures described above, Protiviti has “connections” to the Interested Parties as further detailed in Exhibit A.

11. Neither I, nor any professional or employee employed by Protiviti, as far as I have been able to ascertain, has any connection that would be materially adverse to the Debtor, its creditors, or any other parties in interest, the Committee’s respective attorneys and accountants, or any other Interested Party. The work that Protiviti, as a global consulting firm with approximately 2,500 consultants, has performed previously or is currently performing is totally unrelated in both scope and nature of Protiviti’s proposed representation of the Committee.

12. I am not related to and, to the best of my knowledge, no other employee of Protiviti is related to: (a) any United States Bankruptcy Judge for the District of Kansas or any of the District Judges for the District of Kansas who handle bankruptcy cases; or (b) the United States Trustee for the District of Kansas or any person employed by such office.

13. Based on the foregoing and except as provided herein, to the best of my knowledge, information and belief formed after reasonable inquiry, Protiviti does not represent or hold any interest adverse to the Debtor or the Committee with respect to the matters as to

which the Committee seeks to employ Protiviti. No member of Protiviti is or has been, within two years from the date of the filing of the Debtor's petition, a director, an officer, or an employee of the Debtor. No member of Protiviti is in control of the Debtor or is a relative of a general partner, director, officer, or person in control of the Debtor. No member of Protiviti is a general or limited partner in a partnership or limited liability corporation in which the Debtor is also a general or limited partner. I thus believe Protiviti is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

14. I understand that there is a continuing duty to disclose any adverse interest and change in disinterestedness, and will therefore continue to search conflicts as I learn of additional key stakeholders and other parties in interest in this case. If those searches result in information warranting disclosure, Protiviti will disclose such information to the Court, the Debtor, and the United States Trustee by filing a supplemental affidavit.

#### **PROTIVITI'S COMPENSATION**

15. Protiviti has provided and agrees to provide assistance to the Committee in accordance with the terms and conditions set forth in the Application and the Agreement.

16. All of the services that Protiviti will provide to the Committee will be (i) at the request of the Committee and (ii) performed in accordance with customary market practice of the investment banking and financial advisory profession.


17. Protiviti charges its clients for certain reasonable expenses associated with an assignment. Except as necessary to comply with an applicable order of this Court, all such expense billings are in accordance with Protiviti's customary practices.

18. Protiviti's professionals will maintain summarily time records in one tenth hour increments to support and document actual and necessary costs and expenses incurred in connection with its services in this chapter 11 case.

19. Protiviti's fee structure proposed in this case is reasonable. No promises have been received by Protiviti, nor any member thereof, as to payment or compensation in connection with this case, other than in accordance with the provisions set forth herein. Protiviti has no agreement with any other entity to share with such entity any compensation received by Protiviti or such entity.

I declare under penalty of perjury that, to the best of my knowledge, and after reasonable inquiry, the foregoing is true and correct.

Executed this 22nd day of October, 2012.

A handwritten signature in black ink, consisting of a stylized, cursive 'M' followed by a long horizontal stroke.

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Michael Atkinson

**EXHIBIT A**  
**TO ATKINSON DECLARATION**

(Conflicts Search List)

**Debtor**

Dickinson Theatres, Inc.	No connection found.
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**Creditors Holding Secured Claims**

People's Bank	No connection found.
First Community Bank	No connection found.
Hawthorn Bank	No connection found.
6801 West 107th, LLC	No connection found.

**Creditors Holding Unsecured Non-Priority Claims**

A T & T	AT&T Inc. is a client of Protiviti in an unrelated matter.
A T & T (ARKANSAS)	AT&T Inc. is a client of Protiviti in an unrelated matter.
A T & T LONG DISTANCE	AT&T Inc. is a client of Protiviti in an unrelated matter.
A+ FIRE & SAFETY	No connection found.
ACCENT LIGHTING INC.	No connection found.
ACCURATE MECHANICAL & PLUMBING	No connection found.
ADMIRAL PEST CONTROL	No connection found.
ADVANCE TERMITE & PEST CNTRL	No connection found.
AIRGAS	Client of Protiviti in an unrelated matter.
Alarm Monitoring , Inc.	No connection found.
ALLIED WASTE SERVICES #	No connection found.
ALL-WIRE, LLC	No connection found.
AMERICAN FUN FOOD CO.	No connection found.
AMERICAN PAPER & TWINE CO.	No connection found.
AMERICAN WASTE CONTROL, INC.	No connection found.
AMERIPEST.US	No connection found.
ANTEATER EXTERMINATING, INC.	No connection found.
APS	APS Healthcare is a client of Protiviti in an unrelated matter.
ARANDA JANITORIAL SERVICES	No connection found.
ATMSS	No connection found.
BALLANTYNE STRONG INC.	Client of Protiviti in an unrelated matter.

BECK MECHANICAL INC.	No connection found.
BENNETT UNIFORM MFG., INC.	No connection found.
BETCO SCAFFOLDS	No connection found.
BEVERAGE CARBONATION SERV.CORP	No connection found.
BOMAN ELECTRIC, LLC	No connection found.
BTC BROADBAND	No connection found.
CARTRIDGE WORLD WICHITA	No connection found.
CBS FILMS, INC	No connection found.
CENTERPOINT ENERGY	Client of Protiviti in an unrelated matter.
CENTRAL ARKANSAS SECURITY	No connection found.
CENTRAL MECHANICAL SERV. INC.	No connection found.
CFM DISTRIBUTORS, INC.	No connection found.
CHENAL CINEMAS, LLC	No connection found.
CHRISTIE DIGITAL SYSTEMS INC.	No connection found.
CINEMA SCENE	No connection found.
CITY OF BLUE SPRINGS UTILITY	No connection found.
CITY OF EMPORIA	No connection found.
CITY OF JUNCTION CITY	No connection found.
CITY OF MESA	No connection found.
CITY OF SHAWNEE	No connection found.
CITY OF WICHITA	No connection found.
COCA-COLA	The Coca-Cola Company is a client of Protiviti in an unrelated matter.
COCA-COLA BOTTLING CO.	The Coca-Cola Company is a client of Protiviti in an unrelated matter.
COCA-COLA BOTTLING FL/ ARK	The Coca-Cola Company is a client of Protiviti in an unrelated matter.
COCA-COLA BTLG OF MID-AMERICA	The Coca-Cola Company is a client of Protiviti in an unrelated matter.
COMMERCIAL TRADE SERVICES, LLC	No connection found.
CUSTOM FACILITY SERVICES, LLC	No connection found.
DATASAT DIGITAL ENTERTAINMENT, formerly: Beaufort Calif. Inc.	No connection found.
DELUXE ECHOSTAR LLC	No connection found.
DICKINSON THEATRE- IMPERIAL 3	No connection found.
DICKINSON THEATRE- PENN SQUARE	No connection found.
DICKINSON THEATRE-PALM VALLEY	No connection found.



DICKINSON THEATRES- GATEWAY 12	No connection found.
DICKINSON THEATRES- WESTSIDE 4	No connection found.
DICKINSON THEATRES-ARROWHEAD	No connection found.
DICKINSON THEATRES-BLUE SPRGS8	No connection found.
DICKINSON THEATRES-EASTGLEN16	No connection found.
DICKINSON THEATRES-FLINTHILLS8	No connection found.
DICKINSON THEATRES-GR. MALL 16	No connection found.
DICKINSON THEATRES-MALL8 HUTCH	No connection found.
DICKINSON THEATRES-NORTHGLEN14	No connection found.
DICKINSON THEATRES-NORTHROCK14	No connection found.
DICKINSON THEATRES-PALAZZO	No connection found.
DICKINSON THEATRES-STARWORLD20	No connection found.
DICKINSON THEATRES-WESTGLEN 18	No connection found.
DOCTOR'S LAWN & LANDSCAPE, INC	No connection found.
DRAKE PLUMBING CO.	No connection found.
ENTERGY	Entergy Corporation is a client of Protiviti in an unrelated matter.
ERIK WEAVER	No connection found.
EXTREME LIGHTING SUPPLY, INC.	No connection found.
FIRST DEFENSE EXTINGUISHER CO.	No connection found.
FOCUS FEATURES	No connection found.
GOLD MEDAL PRODUCTS	No connection found.
GRAINGER	W.W. Grainger Inc. is a client of Protiviti in an unrelated matter.
GRANITE TELECOMMUNICATIONS	No connection found.
GREAT PLAINS COCA-COLA	The Coca-Cola Company is a client of Protiviti in an unrelated matter.
HAMCO KANSAS CITY, INC.	No connection found.
HARKNESS SCREENS LTD	No connection found.
HARTLEYS EXECUTIVE CLEANERS	No connection found.
HARVEST GRAPHICS	No connection found.
HEARTLAND TECHNOLOGY SOLUTION	No connection found.
HEMMERT ELECTRIC	No connection found.
ICE MASTERS INC.-KC	No connection found.
IMAX CORPORATION	Client of Protiviti in an unrelated matter.
INLAND ELECTRIC CO., INC.	No connection found.
INTERSTATE ELECTRICAL SUPPLY	No connection found.
J & J LOCKSMITH SERVICE	No connection found.
JOHNSON COUNTY WASTEWATER	No connection found.

JOHNSTONE SUPPLY OF LENEXA	No connection found.
KANSAS CITY POWER & LIGHT CO.	Parent Great Plains Energy, Inc. is a client of Protiviti in an unrelated matter.
KANSAS FIRE EQUIPMENT CO.INC	No connection found.
KANSAS GAS SERVICE	Parent ONEOK is a client of Protiviti in an unrelated matter.
KCMO WATER SERV. DEPT	No connection found.
KENTON BROTHERS, INC.	No connection found.
KIMAK PEST MANAGEMENT, INC.	No connection found.
KORNIS ELECTRIC SUPPLY INC.	No connection found.
LACHELLE SPENCER	No connection found.
LAZER RUNNER (CANADA) INC.	No connection found.
LEAVENWORTH MALL, LLC	No connection found.
LEE'S SUMMIT WATER UTILITIES	No connection found.
LIBERTY UTILITIES	No connection found.
LIGHTING, INC.	No connection found.
LIONS GATE	No connection found.
LOVE BOTTLING CO.	No connection found.
LYD ELECTRIC, LLC	No connection found.
M & H GAS INC.	No connection found.
M & S PLUMBING, HTG & A/C, INC	No connection found.
MARKET FORCE INFORMATION, INC.	No connection found.
MAXIM SECURITY ALARM SERV.INC.	No connection found.
MCI	Verizon Communication Inc. is a former client of Protiviti in an unrelated matter.
METROPOLITAN FIRE EXTINGUISHER	No connection found.
MID-AMERICA WHOLESALE, INC.	No connection found.
MIDDLETON HEAT & AIR	No connection found.
MILLER'S PRO-CUT	No connection found.
MISSOURI GAS ENERGY	No connection found.
MNK, INC. JANITORIAL SERVICES	No connection found.
MODERN AIR CONDITIONING INC.	No connection found.
MOVIE AD CORP.	No connection found.
NEC FINANCIAL SERVICES, LLC	No connection found.
NR14, LLC	No connection found.
NUCO2 LLC	No connection found.
OKLAHOMA NATURAL GAS CO.	Parent ONEOK is a client of Protiviti in an unrelated matter.
PARKS & SONS OF SUN CITY, INC.	No connection found.

PATRIOT MECHANICAL LLC	No connection found.
PAUL'S CLEANING SERVICE	No connection found.
PENN SQUARE MALL, LP	No connection found.
PRIZE PROPERTIES IV, LLC	No connection found.
PROCTOR DISTRIBUTING CO.,INC	No connection found.
PROGRESSIVE ELECTRONICS, INC	No connection found.
PROTECTION ONE	No connection found.
QUALITY PLUMBING, INC.	No connection found.
REAL D	No connection found.
REGENCY OFFICE PRODUCTS, LLC	No connection found.
RENFRO ELECTRIC INCORPORATED	No connection found.
RETRIEVER SOFTWARE, INC.	No connection found.
RML DISTRIBUTION DOMESTIC, LLC	No connection found.
RON-CO PLUMBING	No connection found.
RUBLOFF HUTCHINSON, LLC	No connection found.
SADLER PAPER COMPANY	No connection found.
SCHEDULE SOURCE, INC.	No connection found.
SCHIFMAN, REMLEY & ASSOC., INC	No connection found.
SEAMLESS DATA SYSTEMS	No connection found.
SERVICEMASTER CLEAN	The Servicemaster Company is a client of Protiviti in an unrelated matter.
SHOOTING STAR MAINTENANCE, LLC	No connection found.
SIEMENS INDUSTRY, INC.	Siemens Power Generation, Inc. is a client of Protiviti in an unrelated matter.
SIMPLEX GRINNELL LP	Parent Tyco International is a client of Protiviti in an unrelated matter.
SOS PEST CONTROL, INC.	No connection found.
SOURCE ONE	No connection found.
SOUTHWEST GAS	No connection found.
SPEARHEAD FIRE EQUIPMENT CO.	No connection found.
SPECTRUM SOUNDS & PRODUCTIONS	No connection found.
SPIRIT MASTER FUNDING IV, LLC	No connection found.
SRP	Salt River Project is a client of Protiviti in an unrelated matter.
STRONG TECHNICAL SERVICES, INC	No connection found.
SUNBELT LANDSCAPE MANAGEMENT	No connection found.
TECHNICAL CINEMA SERVICES	No connection found.
TECHNICOLOR, INC,	No connection found.

THE ICEE COMPANY	No connection found.
TIME WARNER CABLE	Client of Protiviti in an unrelated matter.
TRESKO, INC-KANSAS CITY	No connection found.
TRI CITY COFFEE SERVICE	No connection found.
UNITED CHEMICAL & SUPPLIES	No connection found.
UNITED PARCEL SERVICE	No connection found.
UTILITY BILLING SERVICES	No connection found.
VISTAR	No connection found.
VOSS LIGHTING	No connection found.
WAGNON CONSTRUCTION, INC.	No connection found.
WASTE MANAGEMENT OF	Waste Management, Inc. is a client of Protiviti in an unrelated matter.
WATERONE	No connection found.
WATTS UP	No connection found.
WESTAR ENERGY	Client of Protiviti in an unrelated matter.
WESTAR ENERGY	No connection found.
WOODWARD'S DISPOSAL SERV, INC.	No connection found.
WORLDWIDE TICKET & LABEL	No connection found.

**Counterparties to Executory Contracts and Unexpired Leases**

Arrowhead Mall 10 Theatre	No connection found.
Arrowhead Mall 2005, LLC	No connection found.
Blue Springs 8 Theatre	No connection found.
Prize Properties, LLC	No connection found.
Chenal 9 Imax Theatre	No connection found.
Little Rock Development Company, LLC	No connection found.
Corporate Creation Network	No connection found.
Eastglen 16 Theatre	No connection found.
Spirit Master Funding, LLC	No connection found.
Flinthills 8 Theatre	No connection found.
The Flinthills Mall, LLC	No connection found.
Gateway 12 Imax Theatre	No connection found.
CTW-Superstition Gateway East, LLC	No connection found.
Great Mall 16 Theatre	No connection found.
Great Olath Center, LLC	No connection found.
Imperial 3 Theatre	No connection found.
Rubloff Hasting LLC	No connection found.

The Corporation Company, Inc	No connection found.
Corpdirect Agents	No connection found.
Leavenworth Theatre	No connection found.
Leavenworth Plaza Associates LP	No connection found.
Mall 8 Hutchinson Theatre	No connection found.
Simon Property Group LP	Client of Protiviti in an unrelated matter.
MS Management Associates Inc	No connection found.
Northglen 14 Theatre	No connection found.
Spirit Master Funding LLC	No connection found.
Northrock 14 Theatre	No connection found.
NR 14, LLC	No connection found.
Palazzo Theatre 16	No connection found.
Palm Valley 14 Theatre	No connection found.
Penn Square 10 Theatre	No connection found.
Penn Square Limited Partnership	No connection found.
Port Arthur Central Mall 10 Theatre	No connection found.
Central Mall Joint Venture Limited Partnership	No connection found.
Warmack and Company, LLC	No connection found.
Starworld 20 Theatre	No connection found.
Westglen 18 Theatre	No connection found.
Oak Meadows LLC	No connection found.
Westide 4 Theatre	No connection found.
Bramlage Investments Inc	No connection found.
20th Century Fox Film Corporation	Parent News Corporation is a client of Protiviti in an unrelated matter.
Overture Films LLC	No connection found.
Paramount Pictures Corporation	No connection found.
Sony Pictures Releasing Corporation	Sony Pictures Entertainment Inc. and Sony Corporate of America are clients of Protiviti in an unrelated matters.
Summit Distribution, LLC	No connection found.
Universal Film Exchanges LLP	No connection found.
Vivendi Entertainment	No connection found.
Universal Music Group Distribution Corp.	No connection found.
Walt Disney Studios	Walt Disney Company is a client of Protiviti in an unrelated matter.
The Walt Disney Company	Walt Disney Company is a client of Protiviti in an unrelated matter.

Warner Bros, Distributing Inc	Warner Bros. Entertainment is a client of Protiviti in an unrelated matter.
IMAX Corporation	Client of Protiviti in an unrelated matter.
Olathe Christian School, INC	No connection found.
Allied Services, LLC/ Allied Waste Services of Kansas city	No connection found.
CDF2 Holdings, LLC	No connection found.
Cinedigm Digital Cinema Corp.	No connection found.
Coca-Cola Refreshments USA, Inc	The Coca-Cola Company is a client of Protiviti in an unrelated matter.
First Community Bank	No connection found.
Hawthorn Bank	No connection found.
MailFinance Inc	No connection found.
The ICEE Company	No connection found.
MovieTickets.com, Inc.	No connection found.
National Cinemedia, Inc.	Client of Protiviti in an unrelated matter.
Peoples Bank	No connection found.
Real D, Inc	No connection found.
Vistar Corporation	No connection found.
Hartley Executive Cleaning	No connection found.
NEC	NEC Corporation America and NEC Corporation are clients of Protiviti in an unrelated matters.
Midwest Cinema Group	No connection found.
Travelers Insurance	The Travelers Companies, Inc. is a client of Protiviti in an unrelated matter.
CBS Films, Inc	No connection found.
Focus Features	No connection found.
Freestyle Releasing	No connection found.
IDP Films	No connection found.
Lionsgate Films	No connection found.
Open Road Film	No connection found.
Relativity Media	No connection found.
Roadside Attractions	No connection found.
Rocky Mountains Films	No connection found.
The Weinstein Company	No connection found.
Deluxe Ecostar, LLC	No connection found.

Technicolor, Inc.	No connection found.
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**Other Parties**

APS	APS Healthcare is a client of Protiviti in an unrelated matter.
Aranda Janitorial Services	No connection found.
Cinema Scene	No connection found.
Custom Facility Services, LLC	No connection found.
Equitable - Flinthills Mall	No connection found.
Focus Features	No connection found.
Great Plains Metro Mall	No connection found.
Hartley Executive Cleaners	No connection found.
Kansas City Power & Light	Parent Great Plains Energy, Inc. is a client of Protiviti in an unrelated matter.
Leavenworth Mall, LLC	No connection found.
Lions Gate	No connection found.
NR14, LLC	No connection found.
Penn Square Mall, LP	No connection found.
Prize Properties IV, LLC	No connection found.
Real D	No connection found.
Robloff Hutchinson, LLC	No connection found.
Source One	No connection found.
Spirit Master Funding IV, LLC	No connection found.
SRP	Salt River Project is a client of Protiviti in an unrelated matter.
Strong Technical Services, Inc	No connection found.
The ICEE Company	No connection found.
Vistar	No connection found.
Arizona Cinema, LLC	No connection found.
Chenal Cinema, LLC	No connection found.
Mesa Cinema, LLC	No connection found.
Midwest Cinema Group, Inc.	No connection found.
Palazzo 16 Theatres, LLC	No connection found.
Ronald J. Horton	No connection found.

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**EXHIBIT B**  
**TO APPLICATION¶**  
**(Proposed Order)¶**  
¶  
-Section Break (Next Page)-  
¶  
**IN THE UNITED STATES**  
**BANKRUPTCY COURT¶**  
**FOR THE DISTRICT OF KANSAS ¶**  
¶  
In re:¶  
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DICKINSON THEATRES, INC. - ¶  
- ¶  
Debtor.¶

... [2]