

**EXHIBIT B**  
**TO APPLICATION**  
**(Proposed Order)**

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

... [1]

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

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In re:

DICKINSON THEATRES, INC.

Debtor.

Deleted: Chapter 11

Case No. 12-22602 [-DLS -11](#)

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
PROTIVITI INC. AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS, NUNC PRO TUNC TO OCTOBER 15, 2012**

Upon the application (the "Application") dated October 22, 2012 of The Official Committee of Unsecured Creditors (the "Committee") of Dickinson Theatres, Inc. (the "Debtor") for an order, under sections 327(a), 328(a), and 1103(a) of the Bankruptcy Code and Bankruptcy Rules 2014, 2016, and 5002, authorizing the Committee to retain and employ Protiviti Inc. ("Protiviti") as financial advisor to the Committee, *nunc pro tunc* to October 15, 2012, and upon the Declaration of Michael Atkinson, a managing director of Protiviti (the "Atkinson Declaration"); and the Court being satisfied, based on the representations made in the Application and the Atkinson Declaration, that Protiviti represents no interest adverse to the

Committee or the Debtor's estate with respect to the matters upon which they are to be engaged, that they are "disinterested persons," as that term is defined in section 101(14) of the Bankruptcy Code; and the Court being satisfied that the terms of compensation being sought by Protiviti as set forth in the agreement attached to the Atkinson Declaration (the "Agreement") are reasonable; and it appearing that proper and adequate notice of the Application and the terms of the Agreement has been given and that 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, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED on a final basis.
2. Based on the representations made in the Application and the Declaration, that Protiviti and its employees 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 serve as financial advisor to the Committee in this case.

3. The Committee is authorized to employ and retain Protiviti, nunc pro tunc to October 15, 2012, as its financial advisor, on a final basis pursuant to the terms set forth in the Agreement attached as Exhibit C to the Application.

4. Protiviti 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 in this case establishing interim compensation procedures, , and any other procedures as may be fixed by further order of this Court.

5. Protiviti 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 Protiviti 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 Protiviti makes a final application for allowance of compensation, which final application shall be subject to an objection by any party in interest, including the Debtor.

6. The Committee is authorized and empowered to take all actions necessary to implement the relief granted in this Order.

7. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: \_\_\_\_\_, 2012

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THE HONORABLE DALE L. SOMERS  
UNITED STATES BANKRUPTCY JUDGE