

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

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

**ORDER APPROVING (I) THE FORM AND MANNER OF NOTICE OF THE
DISCLOSURE STATEMENT HEARING, (II) THE DISCLOSURE
STATEMENT, (III) CURE PROCEDURES FOR EXECUTORY CONTRACTS
OR UNEXPIRED LEASES TO BE ASSUMED PURSUANT TO THE PLAN,
(IV) THE RECORD DATE, VOTING DEADLINE AND CERTAIN
OTHER PROCEDURES, (V) THE FORM AND MANNER OF NOTICE OF THE
CONFIRMATION HEARING AND PROCEDURES FOR
FILING OBJECTIONS TO THE PLAN, AND (VI) SOLICITATION
PROCEDURES FOR CONFIRMATION
(Related to Docket No. _____)**

This matter having come before the Court upon the motion, dated _____, 2012 (the "Solicitation Procedures Motion") of Dickinson Theatres, Inc., debtor and debtor-in-possession (collectively, the "Debtor"), seeking an order, pursuant to 11 U.S.C. §§ 105(a), 1125(b) and

1126(b); and Fed. R. Bankr. P. 2002, 3003, 3017, 3018, 3020, approving (I) the form and manner of notice of the Debtor's hearing to approve the Disclosure Statement (as amended from time to time and including all exhibits and supplements thereto, the "Disclosure Statement") for the Plan of Reorganization of Dickinson Theatres, Inc., Dated September 21, 2012 (as subsequently amended, supplemented, or otherwise modified, the "Plan"), (II) the Disclosure Statement, (III) cure procedures for executory contracts or unexpired leases to be assumed and reinstated pursuant to the Plan, (IV) the record date, the voting deadline and certain other procedures, (V) the form and manner of notice of the confirmation hearing and the procedures for filing objections to the Plan and (VI) the solicitation procedures for confirmation of the Plan, including the form of the Solicitation Package (defined below) and the notices to be distributed with respect thereto; a hearing having been held on _____, 2012 (the "Disclosure Statement Hearing"), at which time all interested parties were offered an opportunity to be heard with respect to the Disclosure Statement and the Solicitation Procedures Motion; and the Court having reviewed (i) the Disclosure Statement, all modifications thereto, and the objections thereto, if any, (ii) the Solicitation Procedures Motion, and objections thereto, if any, (iii) arguments of counsel made, and the evidence proffered or adduced at the Disclosure Statement Hearing; and it appearing to the Court that it has jurisdiction over the matters raised in the Solicitation Procedures Motion pursuant to 28 U.S.C. §§ 157 and 1334; this is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2); the relief requested in the Solicitation Procedures Motion is in the best interests of the Debtor, its estate and creditors; the notice of the Solicitation Procedures Motion and the Disclosure Statement Hearing was good and sufficient and that no other or further notice is necessary; and upon the record herein after due deliberation thereon, that the relief should be granted as set forth below,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

I. Approval of the Form and Manner of Notice of the Disclosure Statement Hearing

1. Form and Manner of Notice. Pursuant to Fed. R. Bankr. P. 2002(b), 2002(d), 2002(l) and 3017(a), 3018 and 3020, the form of notice, attached hereto as **Exhibit A** (the "Disclosure Statement Hearing Notice"), and the manner utilized by the Debtor to provide such notice of the Disclosure Statement Hearing are approved.

II. Approval of Disclosure Statement

2. Pursuant to Fed. R. Bankr. P. 3017(b), (a) the Disclosure Statement is approved as containing adequate information regarding the Plan within the meaning of section 1125(a) of the Bankruptcy Code, and (b) to the extent not withdrawn, settled or otherwise resolved, all objections to the Disclosure Statement are overruled.

III. Establishment of Cure Procedures For Executory Contracts or Unexpired Leases to be Assumed and Reinstated Pursuant to the Plan

3. The cure notice in substantially the form attached hereto as **Exhibit B** (the "Cure Notice"), is hereby approved.

- (a) Not more than five (5) days after the entry of this Order, the Debtor shall serve on each party to an executory contract or unexpired lease that may be assumed and reinstated under the Plan (the "Assumed Contracts") a Cure Notice setting forth the amount necessary to cure any defaults of any of the Debtor under such executory contract or unexpired lease according to the Debtor's books and records (the "Cure Amount"). The Cure Notice will state the Cure Amount that the Debtor believes is necessary to assume such contract or lease under the Plan pursuant to section 365 of the Bankruptcy Code, and notify each party that such party's contract or lease will be assumed by the Debtor as of the Effective Date subject to payment of the Cure amount, if any.
- (b) The Cure Notice will require that any objection to assumption or reinstatement of the contract or lease and the Cure Amount (a "Cure Amount Objection") be filed on or before the Confirmation Objection Deadline (defined below). The Cure Notice will also provide that any Cure Amount Objection must state with specificity what Cure Amount the party to such contract or lease believes is required and include invoices and other appropriate documentation in support thereof. In the case of a Cure Amount Objection related to an unexpired lease of

non-residential real property, such objection must include a breakdown by location by category of all amounts believed to be required to cure any defaults under such lease, including, but not limited to, amounts for real estate taxes, common area maintenance and rent.

- (c) Dispute regarding Cure amounts or the assumption and reinstatement of an executory contract or unexpired lease under the Plan shall be resolved either consensually by the Parties or by the Bankruptcy Court at the Confirmation Hearing (or at such later hearing as the parties may agree).
- (d) If no Cure Amount Objection is timely received, the non-Debtor counterparty to the Contract or lease being assumed or reinstated shall be deemed to have consented to the Cure Amount and the assumption or reinstatement of the contract or lease, and the Cure Amount set forth in the Cure Notice shall be controlling notwithstanding anything to the contrary in any assumed contract or lease or other document as of the date of the Cure Notice and the party to such contract or lease shall be forever barred from objecting to the assumption of the contract or lease and from asserting, collecting, or seeking to collect any additional amounts relating thereto against the Debtor or Reorganized Debtor. Any Cure Amounts to which no Cure Amount Objection is timely received, and disputed Cure Amounts which are resolved by agreement or by the Bankruptcy Court at the Confirmation Hearing (or at any later hearing), shall be paid, in cash, to the party to such assumed and reinstated contract or lease on the Effective Date or as soon thereafter as practicable.
- (e) Notwithstanding anything to the contrary herein, the Debtor may, amend its decision with respect to the assumption of any executory contract or unexpired lease designated as an Assumed Contract and designate for rejection such executory contract or unexpired lease by providing a written notice of rejection to the non-Debtor party to such contract or lease prior to the Effective Date. In the case of an executory contract or unexpired lease designated as an Assumed Contract which is the subject of a Cure Amount Obligation which has not been resolved prior to the Effective Date, the Debtor may, designate such executory contract or unexpired lease for rejection at any time prior to the payment of the Cure Amount by providing a written notice of rejection.

IV. Establishment of the Record Date, the Voting Deadline and Certain Other Procedures

A. Record Date

- 4. Notwithstanding anything to the contrary in Bankruptcy Rule 3018(a), the Record Date for determining (a) creditors and interest holders entitled to receive Solicitation Packages

and other notices and (b) creditors entitled to vote to accept or reject the Plan shall be the date of entry of the order approving the Disclosure Statement.

B. Voting Deadline

5. The last date and time by which ballots for accepting or rejecting the Plan must be received by the Voting Agent (defined below) in order to be counted shall be twenty-eight (28) days after mailing of the approved Disclosure Statement (the "Voting Deadline"). Ballots must be returned to the Voting Agent on or prior to the Voting Deadline by (a) mail in the return envelope provided with each ballot or (b) overnight delivery at the claimholder's expense, in order to be counted. Ballots submitted by facsimile or electronic mail transmission shall not be counted.

C. Mailing and Publication Deadline

6. The Debtor must have caused the Voting Agent to mail all of the Solicitation Packages, each of which will include the Confirmation Hearing Notice, five days after entry of the order approving the Disclosure Statement (the "Mailing Deadline").

D. Procedures for Temporary Allowance of Claims Pursuant to Rule 3018 For Voting Purposes

7. The last date and time for filing and serving motions pursuant to Fed. R. Bankr. P. 3018(a) ("Rule 3018(a) Motions") seeking temporary allowance of claims for the purpose of voting to accept or reject the Plan shall be fifteen days prior to the Confirmation Hearing, defined below (the "Rule 3018(a) Motion Deadline"). Rule 3018(a) Motions must (a) be made in writing, (b) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules, (c) set forth the name of the party asserting the Rule 3018(a) Motion, (d) state with particularity the legal and actual bases for the Rule 3018(a) Motion, and (e) be filed with the Bankruptcy Court and served by personal service, overnight delivery, first class mail or facsimile so as to be

RECEIVED by the Notice Parties (defined below) no later than the Rule 3018(a) Motion Deadline.

8. Any party timely filing and serving a Rule 3018(a) Motion shall be provided a ballot and be permitted to cast a provisional vote to accept or reject the Plan. If, and to the extent that, the Debtor and such party are unable to resolve the issues raised by the Rule 3018(a) Motion prior to the Voting Deadline, then at the Confirmation Hearing, the Court shall determine whether the provisional ballot should be counted as a vote on the Plan.

V. Approval of the Form and Manner of Notice of the Confirmation Hearing and Deadline and Procedures For Filing Objections and Replies Thereto

9. Pursuant to Rule 3017(c) of the Federal Rules of Bankruptcy Procedure, the Confirmation Hearing shall be held on or about _____, 2012, to be continued, if necessary.

A. Form of Confirmation Hearing Notice

10. The notice of the Confirmation Hearing and related matters, substantially in the form attached hereto as **Exhibit C** (the "Confirmation Hearing Notice"), is hereby approved.

B. Deadline and Procedures for Filing Confirmation Objections

11. Pursuant to Rule 3020(b)(1) of the Federal Rules of Bankruptcy Procedure, Confirmation Objections shall be filed and served and RECEIVED no later than 12:00 p.m. (Central time) on or about _____, 2012 (the "Confirmation Objection Deadline"). Confirmation Objections not timely filed and served in accordance with this Order shall not be considered.

12. Confirmation Objections, if any, must (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) set forth the name and address of the objector, and the nature and amount of any claim or interest asserted by the objector against or in the Debtor, its

estate or property; (d) state with particularity the grounds for the objection and the legal and factual bases therefor; (e) reference with specificity the provisions of the Plan to which objection is made, including proposed language to be added to the Plan or existing language in the Plan to be modified or deleted to resolve such objection; (f) be filed, together with proof of service, either (1) electronically via the Bankruptcy Court's website, <http://www.ksb.uscourts.gov> in accordance with the electronic filing procedures approved by the Bankruptcy Court, or (2) by hand with the United States Bankruptcy Court for the District of Kansas, 161 U.S. Courthouse, 500 State Avenue, Kansas City, Kansas 66101; and (g) be served by personal service, overnight delivery, or first-class mail, so as to be RECEIVED no later than 12:00 p.m. (Central time) on or before _____, 2012 by the following parties: (i) counsel for the Debtor, Stinson Morrison Hecker LLP, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2105, Attn: Paul M. Hoffmann, Esq., (ii) the U.S. Trustee, Office of the United States Trustee, Office of the United States Trustee, 301 North Main Street, Suite 1150, Wichita, KS 67202. Confirmation Objections not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.

D. Replies to Confirmation Objections

13. The Debtor may file an Omnibus Reply to any Confirmation Objections. Such Omnibus Reply shall be filed, if at all, by _____, 2012.

IV. Approval of the Solicitation Procedures

14. The solicitation procedures set forth below are good and sufficient and satisfy the requirements of the Bankruptcy Code and Bankruptcy Rules.

A. Duties of the Voting Agent

15. In connection with the solicitation of votes with respect to the Plan, Stinson Morrison Hecker LLP (“SMH”) shall serve as the voting agent for all creditors entitled to vote on the Plan (the “Voting Agent”). The Voting Agent is authorized and directed to assist the Debtor in (a) mailing the Solicitation Packages and other notices, (b) soliciting votes on the Plan, (c) receiving and tabulating ballots cast on the Plan, (d) certifying to the Court the results of the balloting and (e) responding to inquiries from creditors relating to the Plan, the Disclosure Statement, the ballots and matters related thereto. Ballots not received by the Voting Agent shall be deemed invalid and shall not be counted.

B. Ballots

16. The ballots, in substantially the forms attached hereto as **Exhibit D**, are approved and shall be used in connection with the solicitation of votes on the Plan by holders of claims.

C. Contents and Transmittal of Solicitation Packages

17. Pursuant to Rule 3017(d) of the Federal Rules of Bankruptcy Procedure, on or before the Mailing Deadline, subject to the limitations set forth herein, the Debtor shall transmit or cause to be transmitted, to persons listed below, by United States mail, first class postage prepaid, the Solicitation Package containing a copy or conformed printed version of:

- (a) the Confirmation Hearing Notice;
- (b) this Order (without exhibits attached) (sent only to the parties entitled to vote and parties on the Master Service List and the 2012 List);
- (c) if applicable, either (i) a ballot for the appropriate class in which the creditor is entitled to vote, or (ii) in lieu of a ballot, (A) an Unimpaired Creditor Notice (B) a Notice of Contingent, Disputed Or Unliquidated Claim Status;

- (d) a copy of the Disclosure Statement, the Plan, and the materials appended thereto (sent only to those holders of claims entitled to vote on the Plan and parties on the Master Service List);
- (e) solicitation letters, if any, from the Debtor; and
- (f) such other information as the Court may direct or approve.

18. The following creditors, interest-holders and other persons shall receive their relevant form of Solicitation Package: (a) the United States Trustee; (b) the District Director of the Internal Revenue Service; (c) counsel to the Creditors' Committee and its members, if appointed; (d) creditors holding allowed claims that are not classified in the Plan (e.g., Administrative Claims and Priority Tax Claims); (e) creditors holding allowed claims designated as Unimpaired Claims, who are presumed to accept the plan, are not entitled to vote, and, thus, will receive, in lieu of ballots, Unimpaired Creditor Notices; (f) creditors holding allowed claims designated as impaired and who are entitled to vote on the Plan and, thus, will receive Ballots; and (h) other major parties-in-interest.

19. With respect to the parties set forth in the foregoing paragraph, parties holding allowed claims shall be those (a) who have filed timely proofs of claim (or untimely proofs of claim which have been allowed as timely by the Court under applicable law on or before the Record Date) that have not been disallowed by an order of the Court entered on or before the Record Date and are not subject to a pending objection filed with the Court; (b) whose claims are scheduled in the Debtor's schedules of assets and liabilities filed with the Court or any amendment or supplement thereof (collectively, the "Schedules") (other than those scheduled as (x) unliquidated, contingent or disputed, and/or (y) zero or unknown in amount), provided that such scheduled claims have not been amended and superseded by proofs of claim filed with respect thereto; or (c) whose claims are allowed under the Plan. To the extent scheduled claims

have been amended or superseded by proofs of claim with respect thereto, the amount of such claim on the proof of claim shall control for purposes of voting. Creditors who have filed duplicate claims in any given class shall be entitled to receive only one Solicitation Package and shall be allowed one ballot for voting their claims with respect to that class

20. The Debtor shall file all Exhibits to the Plan that are not otherwise already attached to the Plan with the Court on or before _____ (the "Exhibit Filing Date"), which date is 10 days prior to the Voting Deadline.

D. Transmittal of Solicitation Packages to Certain Claim and Interestholders

21. The distribution of Solicitation Packages shall be subject to the following procedures as described below:

22. Unimpaired Claims. Pursuant to sections 1124 and 1126(f) of the Bankruptcy Code, certain holders of allowed claims or interests against the Debtor are deemed Unimpaired Creditors and, therefore are conclusively presumed to accept the Plan; hence, solicitation of votes with respect to such classes of claims is not required. Therefore, such classes of claims shall receive a Solicitation Package that includes the Confirmation Hearing Notice as well as the Unimpaired Creditor Notice. In accordance with Rule 3017(d), the Unimpaired Creditor Notice shall give (a) notice of the filing of the Disclosure Statement and the Plan; (b) notice of the Court's approval of the Disclosure Statement; (c) information regarding the Confirmation Hearing; (d) detailed instructions for filing objections to confirmation of the Plan by Confirmation Objection Deadline; and (e) information about how many such Claimant may receive a copy of the Plan and Disclosure Statement.

23. Mailing Solicitation Packages containing the Unimpaired Credit Notice in lieu of a ballot satisfies the requirements of Bankruptcy Rule 3017(d) with respect to the Unimpaired Creditors.

24. Contingent, Unliquidated or Disputed Claims. The Notice of Contingent, Disputed or Unliquidated Claim Status, as set forth on **Exhibit E** shall inform such person or entity that their claim or interest has been identified as disputed, contingent, or unliquidated, or that it is scheduled as zero or unknown in amount, and absent having filed a proof of claim by the Bar Date (as defined in that certain Order Pursuant to 11 U.S.C. §§ 105(a), 501, 502 and 1111(a) and Rules 2002(a)(7), 3003(c)(3) and 5005(a) of the Federal Rules of Bankruptcy Procedure Establishing Bar Dates for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof) and a Rule 3018(a) Motion, in the manner and by the deadline described herein, are precluded from submitting a vote for such claim. Such persons will be instructed in the Notice of Contingent, Disputed or Unliquidated Claim Status to contact the Debtor's Counsel to receive a ballot for any such claim if a Rule 3018(a) Motion is timely filed.

25. Any creditor whose claim or interest is not scheduled or scheduled as disputed, contingent, or unliquidated who fails to [timely file a proof of claim] shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution and are not entitled to receive ballots to vote on the Plan.

26. Claims to Which the Debtor Has Filed an Objection. Holders of Claims to which the Debtor has objected, whether in whole or in part, shall not be entitled to vote on the Plan and shall not be counted in determining whether the requirements of Bankruptcy Code section 1126(c) have been met unless (a) such claim has been temporarily allowed for voting purposes pursuant to Bankruptcy Rule 3018(a) and in accordance with this Order, or (b) on or before the

Voting Deadline, the objection to such claim has been resolved in favor of the creditor asserting the claim. Such claimants shall receive a Solicitation Package which contains, in lieu of a ballot, a Notice of Contingent, Disputed or Unliquidated Claim Status. Nothing in this Order shall affect the Debtor's right to object to any proof of claim.

E. When No Notice or Transmittal Necessary

27. No Solicitation Packages or other notices need be transmitted to (a) holders of claims that have already been paid in full or that are authorized to be paid in full in the ordinary course of business pursuant to orders entered by this Court or (b) any person to whom the Debtor mailed a notice of the meeting of creditors under Bankruptcy Code section 341 and such notice was returned marked "undeliverable" or "moved - no forwarding address" or for a similar reason, unless the Debtor has been informed in writing by such person of that person's new address.

F. Procedures for Vote Tabulation

28. Voting Amounts. Each claim within a class of claims entitled to vote to accept or reject a respective Plan shall be temporarily allowed in an amount equal to the amount of such claim as set forth by the Debtor on the applicable Ballot delivered by the Debtor to such party, but only for purposes of voting to accept or reject the Plan and not for purposes of the allowance of, or distribution on account of, a claim, and without prejudice to the rights of the Debtor in any other context, including the right to object to the amount of any claim set forth for voting purposes on a ballot.

29. Votes Counted. Any ballot timely received from a party entitled to vote that contains sufficient information to permit identification of the claimant and is cast as an acceptance or rejection of the Plan will be counted and will be deemed to be cast as an acceptance or rejection, as the case may be, of the Plan.

30. Votes Not Counted. The following ballots shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

- (a) any ballot received after the Voting Deadline, if the Debtor has not provided an extension of the time to file such ballot;
- (b) any ballot that is illegible or contains insufficient information to permit the identification of the claimant;
- (c) any ballot cast by a person or entity that does not hold an allowed claim in a class that is entitled to vote to accept or reject the Plan;
- (d) any ballot cast for a claim that is subject to a pending claim objection filed with the Court or classified as unliquidated, contingent or disputed and for which no Rule 3018(a) Motion has been filed by the 3018(a) Motion Deadline and either agreed to by the Debtor or determined in favor of the movant by the Court at the Confirmation Hearing;
- (e) any unsigned ballot;
- (f) any ballot timely received that is cast in a manner that neither indicates an acceptance or rejection of the Plan or which indicates both an acceptance and rejection of the Plan; or
- (g) any ballot submitted by facsimile transmission.

31. Changing Votes. Notwithstanding Bankruptcy Rule 3018(a), whenever two or more ballots are cast voting the same claim prior to the Voting Deadline, the last ballot received prior to the Voting Deadline shall be deemed to reflect the voter's intent and thus to supersede any prior ballots, without prejudice to the Debtor's right to object to the validity of the second ballot on any basis permitted by law, including under Bankruptcy Rule 3018(a), and, if the objection is sustained, to count the first ballot for all purposes.

32. No Vote Splitting; Effect. Claim splitting is not permitted. Creditors who vote must vote all of their claims within a particular class for each Debtor to either accept or reject the Plan.

G. Copies of Review of Documents

33. Imaged copies of the complete Plan and the Disclosure Statement, including after the Exhibit Filing Date any omitted exhibits to the Plan, are publicly available on the internet at the Bankruptcy Court's website, <http://www.ksb.uscourts.gov>, for a nominal charge (a PACER account is required). Copies of the Plan and the Disclosure Statement, (including all exhibits and/or Appendices thereto) also may be obtained by first-class mail, at the Debtor's expense, from the Debtor's counsel, Stinson Morrison Hecker LLP, 1201 Walnut, Kansas City, Missouri 64106-2150 Attention: Timothy M. Swanson. Copies of the Plan and the Disclosure Statement (including all exhibits and/or Appendices thereto) may also be reviewed during regular business hours (8:30 a.m. to 4:00 p.m. weekdays, except legal holidays) at the Office of the Clerk of the Court, United States Bankruptcy Court for the District of Kansas, 161 U.S. Courthouse, 500 State Avenue, Kansas City, Kansas 66101.

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Order Prepared By:

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By: /s/

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