

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF KANSAS
KANSAS CITY DIVISION**

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

**DECLARATION PURSUANT TO FED. R. BANKR. P. 2014
AND D. KAN. LBR 2014.1 OF ROBERT J. RAYBURN III**

I, ROBERT RAYBURN, do state and declare as follows:

1. I have read the foregoing Application for Employment of Robert J. Rayburn III As General Corporate and Conflicts Counsel for the Debtor,¹ and, to the best of my knowledge, all the facts stated herein are true and correct. I am an attorney at law and maintain an office at 7400 W. 110th Street, Suite 600, Overland Park, Kansas 66210.

2. I am duly admitted and qualified to practice law in the State of Kansas and have an application *pro hac vice* pending before this Court.

3. I am experienced in matters of bankruptcy, insolvency, corporate reorganization, debtor/creditor, and in the representation of debtors, creditors, creditors' committees and trustees in cases, proceedings and matters under the Bankruptcy Code and am well qualified to represent debtors, creditors, creditors' committees and trustees in such cases, proceedings and matters.

4. I do not have any financial connection with the Debtor, its estate, or any of its other attorneys and accountants.

5. I have not represented or have had or have any connection with any individual or entity in these cases, other than as set forth in this Declaration, any interest adverse to the estates.

6. I have provided general corporate and consulting advice to the Debtor since January 23, 2012, prior to such date I represented Ronald J. Horton, and the Ronald J. Horton Revocable Trust dated May 25, 2005, (now sole owner of Debtor), in such Trust's acquisition of all of Debtor's issued and outstanding stock and following such acquisition date formed 6801 W 107th LLC, owned by the JunAnn Horton Revocable Trust dated May 25, 2005, but have not and do not serve as counsel for such LLC.

¹ Unless specifically defined herein, capitalized terms shall have the meanings ascribed to them in the Application for Employment of Robert Rayburn as General Corporate and Conflicts Counsel for the Debtors.

7. It is contemplated that I will seek interim compensation during this case as permitted by 11 U.S.C. § 331 and as set forth in the Application or subsequent motion in these bankruptcy proceedings. From Midwest Cinema Group, Inc. (a wholly owned subsidiary of Debtor), I have received a prepetition retainer, for legal fees and expenses in connection with these proceedings, in the amount of \$62,125.00. Debtor has agreed that the retainer shall be used to secure payment for fees and expenses incurred by me in my representation of Debtor only as general corporate and conflicts counsel, or as specifically requested by the Debtor. I have been paid \$44,353.29 for prepetition general counsel services (and expense reimbursements) in the ordinary course outside of the retainer received in connection with these proceedings, and \$37,125.00 was paid from the retainer for prepetition debt counseling and bankruptcy advice. The retainer stands at \$25,000.00.

8. My retention, on behalf of the Debtor's estate, is limited to matters and occurrences where the Debtor's primary reorganization counsel, Stinson Morrison Hecker LLP ("Stinson"), has an unavoidable conflict of interest and such matters within the scope of general corporate and conflicts counsel. The Debtor, Stinson and I will work closely to ensure that no duplication of services occurs between Stinson and me. I am familiar with the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules and the requirements of the United States Trustee, and shall comply with them.

9. Neither I, nor any person in my employ, insofar as I have been able to ascertain, holds or represents any interests adverse to that of the estate or Debtor with respect to the matters upon which I am to be engaged, except as set forth herein.

10. I have performed conflicts searches in conjunction with my engagement as general corporate and conflicts counsel for the Debtor based upon information periodically received from the Debtor, which may be supplemented in the future. Accordingly, the Declaration is being submitted based upon information obtained to date. Supplementation of this Declaration will be necessary as the additional conflicts searches are completed and additional information becomes available. I have searched and, continue to search, my client database by searching for the name of each known lender, creditor, vendor and party in interest to Debtor, and, to date, I have been informed that I have from time to time provided legal services to the persons or entities described as follows:

A. Group 1 Creditor Clients – No Current or Ongoing Relationship

Creditors for which I have previously done work on matters unrelated to the Debtor but have no current or ongoing representation: None

B. Group 2 Creditor Clients – Current Clients From Whom I Have Either Secured or am in the Process of Securing Conflict Waivers

I have previously performed work for the JunAnn Horton Revocable trust dated May 25, 2005, in the formation of 6801 W 107th, LLC with such Trust not being a Creditor and such LLC having not been a Client. However, as additional

assurance, I have secured an acknowledgement of such factual scenario and the necessary conflict waivers.

11. I understand further I do not, and will not, represent any of these persons or entities, or their affiliates, with respect to these Chapter 11 proceedings, nor do my other representation conflict with the interests of the Debtor, the estate or my representation of the Debtor herein as general corporate and conflicts counsel. To the extent that I become aware of any additional such unrelated representation subsequent to the date of this Declaration, I intend to supplement this Declaration accordingly.

12. In the event that I determine that any representation of the Debtor in these proceedings, as general corporate and conflicts counsel, against those aforementioned persons or entities conflicts with my prior representation of said persons or entities, I shall recuse myself from such specific representation, or perform such other acts as may be necessary. I may represent other current clients who are creditors of or who have a connection with the Debtor and/or the Debtor's reorganization efforts that were not disclosed to or uncovered by my review. However, my preliminary review indicates that I do not represent any such entity in connection with this case.

13. I understand that the Debtor has potentially more than 175 actual creditors and parties in interest in the aggregate, although there may be more which are unknown at this time. I intend to supplement this Declaration as necessary as the identities of those creditors and their relationships, if any, with me become known. Consequently, while there may exist certain additional persons to whom I have rendered legal services, I am unaware of any such representation that is in conflict with, or adverse to, that of the estate, the Debtor or which is related to these proceedings.

14. Except as disclosed in this Declaration, I personally have no connection or interest with, and do not believe that there is any other connection or interest (as such terms are used in section 101(14)(E) of the Bankruptcy Code and Bankruptcy Rule 2014(a)) of me and (i) the United States Trustee or any person employed by the Office of the United States Trustee, or (ii) any attorneys, accountants, financial consultants and investment bankers who represent or may represent claimants or other parties in interest in this case. However, as part of my practice, I appear in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants and investment bankers, some of which now or may in the future represent the Debtor, creditors or parties in interest in this case. I understand that I have not and will not represent any such entities in relation to the Debtor and these Chapter 11 cases, nor have any financial relationship with any such entities that would be adverse to the Debtor or its estate in the matters upon which I am to be employed.

15. I have not shared or agreed to share any of my compensation from these matters with any other person, other than a partner or associate of my employ.

16. Substantially all of my services will be provided by me, or persons under my employ. I calculate fees on a basis of hourly rates by reference to the following rates (as such rates are subject to normal adjustment from time to time for inflation and other factors). Fees will

be charged at the hourly rates of the attorneys, paralegals and document clerks for the primary people expected to be utilized on these matters as follows:

TITLE	HOURLY RATE
Partners	\$225.00
Associates	\$N/A
Paralegals	\$85
Document Clerks	\$65

17. I understand that the Court's approval of the Application for Employment of Robert J. Rayburn III as General Corporate and Conflicts Counsel for Debtor is not an approval of any proposed terms of compensation and under § 328(a) the Court may allow compensation on terms different from those proposed.

18. Based on the foregoing, I believe I am a "disinterested person" within the meaning of Sections 101(14) and 327 of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

DATED: September 21, 2012

s/ 

Robert J. Rayburn III

ROBERT J. RAYBURN, III,
ATTORNEY AT LAW

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*Proposed General Corporate and
Conflicts Counsel for the Debtor and
Debtor-in-Possession*