



SO ORDERED.

SIGNED this 28th day of September, 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 GRANTING THE DEBTOR'S MOTION TO PAY ALL PRE-PETITION
PRIORITY TAXES AND REGULATORY PAYMENTS**

Upon the Motion (the "Motion") (Docket No. 11) of Dickinson Theatres, Inc. (the "Debtor"), for entry of an order pursuant to Sections 105(a), 363(b) and 507(a)(8) of the Bankruptcy Code authorizing, but not directing, the Debtor to pay all Taxes and Regulatory Fees, including all Taxes and Regulatory Fees subsequently determined upon audit to be owed for periods prior to the Petition Date, and directing the Debtor's banks when requested by the Debtor, in its sole discretion, to receive, process, honor, and pay any and all checks related to the pre-petition Taxes and Regulatory Fees; the Court having reviewed the Motion and having heard the statements of counsel in support of the relief requested therein at a hearing thereon (the "Hearing"); the Court finding that the relief requested in the Motion is in the best interests of the

Debtor's estate, its creditors and other parties-in-interest; the Court finding that: (a) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. § 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) venue of this proceeding and this Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; (d) the relief requested in the Motion is warranted and is in the best interests of the Debtor, its estates, and its creditors; and (e) notice of the Motion and the Hearing given by the Debtor was sufficient under the circumstances; and the Court being fully advised in the premises and having determined that the legal and factual bases set forth in the Motion establish just cause for the relief herein granted; and after due deliberation and cause appearing therefor, it is:

ORDERED that the Motion is **GRANTED** in its entirety; and it is further

ORDERED that all objections to the Motion or the relief requested therein whether withdrawn, waived, settled, or prosecuted, and all reservations of rights included therein, are overruled on the merits; and it is further

ORDERED that notice of the Motion was proper, timely, adequate and sufficient under the particular circumstances; and it is further

ORDERED that the Debtor is authorized, but not directed, in the reasonable exercise of its business judgment and in its sole discretion, to pay all undisputed pre-petition Taxes and Regulatory Fees, including all those Taxes and Regulatory Fees subsequently determined upon audit to be owed for periods prior to the Petition Date, to the proper Taxing Authorities in the ordinary course of its business and on their normal due dates, provided, however, that any such payments of Taxes and Regulatory Fees are required to maintain the Debtor's operations and operating licenses and are made in accordance with the Court approved debtor-in-possession financing/cash collateral order and corresponding budget; and it is further

ORDERED that all applicable banks shall be, and hereby are, authorized, when requested by the Debtor in its sole discretion, to receive, process, honor, and pay any and all checks drawn on the Debtor's accounts to pay the Taxes and Regulatory Fees, whether those checks were presented prior to or after the Petition Date, provided that sufficient funds are available in the applicable accounts to make the payments; and it is further

ORDERED that nothing in the Motion or this Order shall be construed as impairing the Debtor's right to contest the validity, priority or amount of any Taxes or Regulatory Fees that may be due to any Taxing Authorities; and it is further

ORDERED that the requirements set forth in Rule 6003(b) of the Bankruptcy Rules are satisfied by the contents of the Motion because the relief requested therein is necessary to avoid immediate and irreparable harm; and it is further

ORDERED that notwithstanding the possible applicability of Rules 6004, 7062, and 9014 of the Bankruptcy Rules, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Court retains jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

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Order prepared by:

STINSON MORRISON HECKER LLP

s/ Sharon L. Stolte

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