



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 PURSUANT TO 11 U.S.C. § 105(A) AND 363(B) AUTHORIZING DEBTOR TO
PAY CLAIMS OF CRITICAL TRADE VENDORS**

(Docket No. 9)

Upon the Motion dated September 22, 2012 (the "Motion") (Docket No. 9) of Dickinson Theaters, Inc. (the "Debtor"), for an Order pursuant to §§ 105(a) and 363(b) of Title 11 of the United States Code, 101 *et seq.*, as amended (the "Bankruptcy Code"), authorizing the Debtor to pay pre-petition claims (the "Critical Vendor Claims") of certain critical trade vendors (the "Critical Trade Vendors"), all as more fully set out in the Motion; and it appearing that the Court has jurisdiction over this matter; and it appearing that due notice of the Motion has been provided to the United States District Trustee for the District of Kansas, the Debtor's secured creditors and the Debtor's twenty largest unsecured creditors, and that no other or further notice

need be provided; and it further appearing that the relief requested in the Motion is in the best interest of the Debtor and parties-in-interest; and upon the proceedings had before the Court; and after due deliberation and sufficient cause therefore it is hereby:

ORDERED that the Motion is granted and Debtor is authorized, under Section 105(a) of the Bankruptcy Code, to pay the Critical Vendor Claims on the attached Exhibit 1 to this Order and as more fully set forth in this Order, in the aggregate amount of \$807,291.56,¹ subject to the provisions of acceptable pre-petition credit terms and limits by Critical Trade Vendors receiving such payment, except as noted herein; it is further

ORDERED that the Debtor is authorized to obtain written confirmation of any post-petition credit terms and limits to be provided by a Critical Trade Vendor prior to paying such vendors' claims, except as noted herein; it is further

ORDERED that cause exists to waive the mandatory 21-day notice required by Fed. R. Bankr. P. 6003 in order to avoid immediate and irreparable harm to the Debtor's estate; it is further

ORDERED that cause exists to waive the mandatory 14-day stay required by Fed. R. Bankr. P. 6004(h); and it is further

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

¹ To the extent that any amounts listed on Exhibit A to the Motion and any amounts contained in this Order and/or its Exhibit 1 are inconsistent, the amounts listed in this Order and its Exhibit 1 shall control and be binding upon the parties.

Order prepared by:

STINSON MORRISON HECKER LLP

s/ Sharon L. Stolte

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*Proposed Reorganization Counsel for
the Debtor and Debtor-in-Possession*

-and-

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

EXHIBIT 1

Critical Trade Vendors

Name	Amount
Cinedigm	\$258,048.00
Lions Gate	87,213.92
Strong Technical Services, Inc.	70,153.73
Kansas City Power & Light, Co.	56,841.47
Rocky Mountain Films	46,577.78
The ICEE Company	28,217.01
Source One	27,914.56
Vistar	25,826.26
Real D Inc.	23,359.24
Weinstein Company, LLC	22,049.83
APS	13,936.13
Aranda Janitorial Services	13,250.00
SRP	13,325.57
Open Road Releasing, LLC	12,924.49
Focus Features	11,861.34
Westar Energy	10,046.34
Imax Corporation	9,540.33
Entergy	9,012.58
Coca-Cola Bottling of Mid-America	5,161.26
Worldwide Ticket & Label	4,718.46
Granite Telecommunications	4,626.75
Christie Digital Systems, Inc.	4,400.76
Waterone	3,080.39
AT&T	2,775.14
Westar Energy	2,687.79
Market Force Information, Inc.	2,600.54
Lee's Summit Water Utilities	2,284.18
NUCO2, LLC	2,107.31
Johnson County Wastewater	1,573.00
Allied Waste Services	1,397.74
Movie Ad Corp.	1,372.50
Lazer Runner (Canada) Inc.	1,303.85
Utility Billing Services	1,247.58
Waste Management Of	1,238.72
Coca-Cola Bottling, Co.	1,227.80
Schedule Source, Inc.	1,227.80
Coca-Cola Refreshment-Beaumont	1,188.12
Schedule Source, Inc.	1,174.40
Johnstone Supply of Lenexa	1,165.72
KCMO Water Service Department	1,104.39

Datasat Digital Entertainment	1,000.00
Liberty Utilities	882.65
M&H Gas, Inc.	872.23
Maxim Security Alarm Services, Inc.	801.00
United Parcel Service	798.16
Great Plains Coca Cola	782.90
Hamco Kansas City, Inc.	775.59
BTC Broadband	755.40
Paul's Cleaning Service	750.00
City of Wichita	729.94
Love Bottling, Co.	697.60
American Waste Control, Inc.	617.60
Deluxe Echostar, LLC	615.77
AT&T Long Distance	583.25
Freestyle Releasing	582.78
City of Shawnee	550.00
Technicolor, Inc.	545.00
Missouri Gas Energy	469.75
Schifman, Remley & Assoc., Inc.	445.00
Gold Medal Products	382.92
City of Blue Springs Utility	374.72
City of Mesa	374.09
Coca Cola Bottling Fl/Ark	367.89
RML Distribution Domestic, LLC	337.54
City of Junction City	335.50
Voss Lighting	309.87
City of Emporia	240.62
Airgas	238.87
Kansas Fire Equipment Co., Inc.	225.06
Simplex Grinell LP	202.63
Park & Sons of Sun City, Inc.	183.50
Oklahoma Natural Gas, Co.	180.43
Woodward's Disposal Serv. Inc.	145.08
AT&T (Arkansas)	99.11
Coca-Cola	80.26
Beverage Carbonation Serv. Corp.	64.13
Southwest Gas	50.30
MCI	36.66
Kansas Gas Service	30.13
Centerpoint Energy	14.85
Allied Services, LLC	0.00
Walt Disney Studios	0.00
Warner Bros. Studios	0.00
Vistar Corp.	0.00
Vivendi Entertainment	0.00

Universal Film Exchanges, LLLP	0.00
Sony Pictures Releasing Corp.	0.00
Relativity Media	0.00
Open Road Film	0.00
Movie Tickets.com, Inc.	0.00
National CineMedia, Inc.	0.00
Midwest Cinema Group, Inc.	0.00
IDP Films, Inc.	0.00
CBS Films, Inc.	0.00
CDF2 Holdings, LLC	0.00
20th Century Fox Film Corp.	0.00
TOTAL	\$807,291.56

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United States Bankruptcy Court
District of Kansas

In re:
Dickinson Theatres, Inc.
Debtor

Case No. 12-22602-DLS
Chapter 11

CERTIFICATE OF NOTICE

District/off: 1083-2

User: cindy
Form ID: pdf020

Page 1 of 2
Total Noticed: 7

Date Rcvd: Sep 28, 2012

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Sep 30, 2012.

db +Dickinson Theatres, Inc., 6801 W 107th Street, Overland Park, KS 66212-1825
cr +First Community Bank, P.O. Box 2190, 301 Southeast Main Street, Lee's Summit, MO 64063-2333
cr +Jack Waters, c/o Thomas M. Mullinix, Evans & Mullinix, P.A., 7225 Renner Road, Suite 200,
Shawnee, KS 66217-3046
cr +Marks Nelson Vohland Campbell Radetic, LLC, c/o Cohen McNeile & Pappas, P.C.,
4601 College Blvd., Suite 200, Leawood, KS 66211-1650
cr +Oak Meadows, LLC, c/o Thomas M. Mullinix, Evans & Mullinix, P.A.,
7225 Renner Road, Suite 200, Shawnee, KS 66217-3046
cr +Simon Property Group, Inc., Attn: Ronald M. Tucker, Esq., 225 W. Washington Street,
Indianapolis, IN 46204-3438

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
cr +E-mail/Text: ecfnofices@dor.mo.gov Sep 29 2012 02:21:05 Missouri Department of Revenue,
Bankruptcy Unit, PO Box 475, Jefferson City, MO 65105-0475

TOTAL: 1

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

cr Hartley's Executive Cleaners, Inc.
cr Prize Properties, LLC
cr Spirit Master Funding LLC
cr ##+Peoples Bank, PO Box 23610, Overland Park, KS 66283-0610

TOTALS: 3, * 0, ## 1

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

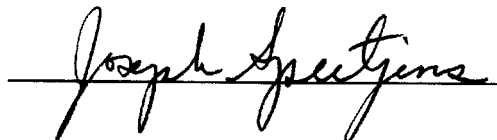
Addresses marked '##' were identified by the USPS National Change of Address system as undeliverable. Notices will no longer be delivered by the USPS to these addresses; therefore, they have been bypassed. The debtor's attorney or pro se debtor was advised that the specified notice was undeliverable.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Sep 30, 2012

Signature:



The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on September 28, 2012 at the address(es) listed below:

Bruce E. Strauss on behalf of Creditor First Community Bank bruce@merrickbakerstrauss.com,
bestrauss@mbslaw.psemail.com

Paul M. Hoffmann on behalf of Debtor Dickinson Theatres, Inc. phoffmann@stinson.com

Robert D. Maher on behalf of Creditor Hartley's Executive Cleaners, Inc.
rmaher@mcdowellrice.com, jcummings@mcdowellrice.com

Ronald M Tucker on behalf of Creditor Simon Property Group, Inc. rtucker@simon.com,
cmartin@simon.com;psummers@simon.com;Bankruptcy@simon.com

Scott M. Brinkman on behalf of Creditor Spirit Master Funding LLC sbrinkman@bscr-law.com

Sharon L. Stolte on behalf of Debtor Dickinson Theatres, Inc. sstolte@stinson.com

Susan L Lissant on behalf of Creditor Missouri Department of Revenue ks@dor.mo.gov

Susan P DeCoursey on behalf of Creditor Marks Nelson Vohland Campbell Radetic, LLC
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Timothy M Swanson on behalf of Debtor Dickinson Theatres, Inc. tswanson@stinson.com

U.S. Trustee ustpreion20.wi.ecf@usdoj.gov

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TOTAL: 12