



SO ORDERED.

SIGNED this 5th day of November, 2012.

*Dale L. Somers*

Dale L. Somers  
United States Bankruptcy Judge

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

In re:

DICKINSON THEATRES, INC.,  
a Kansas corporation,

Debtor.

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Case No. 12-22602

Chapter 11

**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. 25 and 26)

This matter having come before the Court upon the motion, dated September 22, 2012 (the "Solicitation Procedures Motion") (*Docket #26*) 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") (*Docket No. 25 and 195*) for the Plan of Reorganization of Dickinson Theatres, Inc., dated September 22, 2012 (as subsequently amended, supplemented, or otherwise modified, the "Plan"),<sup>1</sup> (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 November 5, 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;

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<sup>1</sup> On November 5, 2012 Debtor filed its First Amended and Restated Disclosure Statement.

**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, (the "Disclosure Statement Hearing Notice"), and the manner utilized by the Debtor to provide such notice of the Disclosure Statement Hearing are approved as previously set forth in this Court's Courtroom Minute Sheet and entered Orders. (See Docket Nos. 114, 134, and 157.)

**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 A (the "Cure Notice"), is hereby approved.

- (a) Not more than two (2) 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 of 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 Confirmation Hearing.<sup>2</sup> In the case of an executory contract or unexpired lease designated as an Assumed Contract which is the subject of a Cure Amount Objection 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**

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<sup>2</sup> Except such deadline for Spirit Master Funding shall be the Plan Exhibit Deadline unless extended by agreement.



4. Notwithstanding anything to the contrary in Bankruptcy Rule 3018(a), the Record Date for determining (a) creditors and interestholders 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) on or before **November 21, 2012** by 5:00 p.m. (Central Time) (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 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, no later than two 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 **November 14, 2012**, 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 the Rule 3018(a) Motion and 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 **November 28, 2012, commencing at 9:30 a.m.** (Central Time) or as soon thereafter as the matter may be heard and/or 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 B** (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 5:00 p.m. (Central time) on or before **November 21, 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 at <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, U.S. Courthouse, 500 State Avenue, Rm. 161, Kansas City, KS 66101 on or before November 21, 2012 no later than 5:00 p.m. (Central Time). Confirmation Objections not timely filed 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.

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 C**, 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 or (B) a Notice of Contingent, Disputed Or Unliquidated Claim Status;
- (d) a copy of the Disclosure Statement, the Plan as Appendix 1, and the other 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, interestholders 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; (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 **November 14, 2012** (the "Exhibit Filing Date"), which date is seven (7) 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:

- (a) 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 notice of Unimpaired Creditor status (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 Claimants may receive a copy of the Plan and Disclosure Statement. The Unimpaired Creditor Notice attached to this Order as **Exhibit D** is hereby approved.
- (b) Impaired Claims Not Entitled to Vote. Pursuant to Section 1126(g) of the Bankruptcy Code, certain holders of allowed claims or interests against the Debtor are deemed Impaired Creditors that have not accepted the Plan, and as

holders of such claims or interests will not receive or retain any property under the Plan on account of such claims or interests, and, accordingly are not entitled to vote on the Plan. Holder of such claims are not entitled to vote and will receive notice of their non-voting status (the "Notice of Non-Voting Status of Impaired Claims"). The Notice of Non-Voting Status of Impaired Claims attached to this Order as **Exhibit E** is hereby approved.

- (c) Mailing Solicitation Packages containing the Unimpaired Creditor Notice in lieu of a ballot satisfies the requirements of Bankruptcy Rule 3017(d) with respect to the Unimpaired Creditors. Mailing Solicitation Packages containing the Notice of Non-Voting Status of Impaired Claims in lieu of a ballot satisfies the requirements of Bankruptcy Rule 3017(d) with respect to Impaired Creditors under Section 1126(g) of the Bankruptcy Code.
- (d) Contingent, Unliquidated or Disputed Claims. The Notice of Contingent, Disputed or Unliquidated Claim Status, as set forth on **Exhibit F** 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.

- (e) 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.
- (f) 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

22. 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

23. 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.

24. 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.

25. 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) Motions have 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.

26. 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.

27. 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

28. Imaged copies of the complete Plan and the Disclosure Statement (and/or any amended and restated versions), including after the Exhibit Filing Date any omitted exhibits to the Plan, are to be made publicly available on the internet free of charge at the following website: [www.bmcgroup.com/dickinsontheatres](http://www.bmcgroup.com/dickinsontheatres) or 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 any amended and restated

versions and 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, U.S. Courthouse, 500 State Avenue, Rm. 161, Kansas City, Kansas 66101.

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**Order Prepared By:**

STINSON MORRISON HECKER LLP

s/ Sharon L. Stolte

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*-and-*

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## **EXHIBIT A**



**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.	)	

**NOTICE OF CURE AMOUNT WITH RESPECT TO  
EXECUTORY CONTRACT OR UNEXPIRED LEASE TO BE ASSUMED  
PURSUANT TO AMENDED AND RESTATED PLAN OF REORGANIZATION**

THIS NOTICE IS BEING PROVIDED TO ALL NON-DEBTOR PARTIES TO EXECUTORY CONTRACTS OR UNEXPIRED LEASES THAT MAY BE ASSUMED PURSUANT TO THE AMENDED AND RESTATED PLAN (AS DEFINED BELOW).

PLEASE TAKE NOTICE that on November 5, 2012, Dickinson Theatres, Inc. (the "Debtor") filed with the United States Bankruptcy Court for the District of Kansas (the "Court") the Amended and Restated Disclosure Statement dated November 5, 2012 (the "Disclosure Statement") for use in soliciting acceptances or rejections of the Amended and Restated Plan of Reorganization of the Debtor dated November 5, 2012 (the "Plan") from holders of certain impaired claims who are (or may be) entitled to receive distributions under the Plan. Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Plan.

PLEASE TAKE FURTHER NOTICE that the Court has signed an Order dated November 5, 2012 (the "Solicitation Procedures Order"), approving the Disclosure Statement within the meaning of Section 1125 of the Bankruptcy Code for use in soliciting acceptances or rejections of the Plan (the Plan is attached as Appendix A to the Disclosure Statement), and approving cure procedures for executory contracts or unexpired leases to be assumed and reinstated pursuant to the Plan.

1. Notice of Assumption: The Debtor hereby provides notice (the "Notice") of their intent to assume certain executory contracts or unexpired leases pursuant to the Plan, including those listed on Exhibit A hereto (the "Assumed Contracts"), as of the Effective Date.
2. Notice of Cure Amount: On or within four months after the Effective Date, the Debtor or the Reorganized Debtor, as applicable, shall pay the amount, if any, necessary to cure any defaults of the Debtor under the Assumed Contracts according to the Debtor's books and records. Such amounts are set forth on Exhibit A hereto (the "Cure Amount"). The Debtor will continue to pay all post-petition amounts owing under the Assumed Contracts until the assumption of the Assumed Contracts. The Debtor's records reflect that, other than the Cure Amount, there are no other defaults under the Assumed Contracts.

3. Objecting to the Proposed Assumption or Cure Amount: Each non-Debtor party to an Assumed Contract shall have until **November 21, 2012** to file an objection to (a) the proposed assumption of the applicable Assumed Contract (and must state in the objection, with specificity, the legal and factual basis of its objection) and/or (b) the Cure Amount (and must state in its objection, with specificity, what Cure Amount and include invoices and other appropriate documentation in support thereof). If no objection is timely received, (x) the non-Debtor party to the Assumed Contract shall be deemed to have consented to the assumption of the Assumed Contract and shall be forever barred from asserting any objection with regard to such assumption, and (y) the Cure Amount set forth in the attached Exhibit A shall be controlling, notwithstanding anything to the contrary in any Assumed Contract or other document as of the date of this Notice, and the non-debtor party to an Assumed Contract shall be deemed to have consented to the Cure Amount and shall be forever barred from asserting, collecting, or seeking to collect any additional amounts relating thereto against the Debtor or the Reorganized Debtor, or its property. Objections, if any, to the proposed assumption and/or Cure Amount 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) be filed, together with proof of service, either (1) electronically via the Bankruptcy Court's website at <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, U.S. Courthouse, 500 State Avenue, Rm. 161, Kansas City, KS 66101 on or before **November 21, 2012 no later than 5:00 p.m. (Central Time)**. Objections not timely filed shall not be considered and shall be deemed overruled.
4. Hearing with Respect to Objections: If an objection to the proposed assumption and/or to the Cure Amount is timely filed and received in accordance with the procedures set forth in the preceding paragraph, and the parties do not reach a consensual resolution of such objection, a hearing with respect to such objection will be held before the Honorable Judge Somers, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Kansas, 144 U.S. Courthouse, 500 State Avenue, Kansas City, Kansas 66101 at the hearing to consider confirmation of the Plan which is currently scheduled for **November 28, 2012 commencing at 9:30 a.m. (Central Time)** or as soon thereafter as the matter may be heard.
5. Reservation of Rights: 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 Objection which has not been resolved prior to the Effective Date, the Debtor may, with the consent of Equity Investors, 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.

6. Bar Dates: Pursuant to orders of the Court, all persons and entities (each a "Creditor" and, collectively, the "Creditors"), and all Governmental Units, holding or wishing to assert prepetition unsecured or secured claims (as defined in section 101(5) of the Bankruptcy Code) or administrative expense claims (pursuant to section 503(b)(9) of the Bankruptcy Code) against the Debtor arising or accruing prior to the Petition Date (each a "Claim" and, collectively, the "Claims") are required to file a separate, completed and executed proof of claim (either the proof of Claim form enclosed herewith, a form conforming substantially to Official Bankruptcy Form 10 or another appropriate proof of administrative expense claim) (each a "Form" and, collectively, the "Forms") on account of each such Claim on or before **November 16, 2012** (the "General Bar Date" and "Governmental Unit Bar Date"). In addition, failure to (a) file a claim, or (b) include an express termination of the lease in any filed claim, shall be deemed to be an election by Lessee to retain its rights under the lease within the meaning of Section 365(h)(1)(A)(ii) of the Bankruptcy Code.
7. Information and Documents: Copies of the Plan, the Disclosure Statement, the Procedures Order and pleadings and orders in the Debtor's case are available for review during regular business hours (9:00 a.m. to 4:00 p.m. weekdays, except legal holidays) at the Office of the Clerk, United States Bankruptcy Court for the District of Kansas, United States Bankruptcy Court for the District of Kansas, U.S. Courthouse, 500 State Avenue, Kansas City, Kansas 66101. Imaged copies of such documents are also publicly available on the internet at the Court's website, <http://www.ksb.uscourts.gov>, for a nominal charge (a PACER account is required) or at the Voting Agent's website, [www.bmcgroup.com/dickinsontheatres](http://www.bmcgroup.com/dickinsontheatres), free of charge. Copies of the Disclosure Statement and Plan (including all exhibits and appendices thereto) also may be obtained by first-class mail, at the Debtor's expense, from the Debtor's Counsel, Stinson Morrison Hecker, 1201 Walnut, Suite 2900, Kansas City, MO 64106.

Dated:           Kansas City, Missouri  
                  November 5, 2012

Sharon L. Stolte, KS #14302  
Paul M. Hoffmann, KS Fed.Bar. No. 70170  
Timothy M. Swanson, KS #24516  
STINSON MORRISON HECKER LLP  
1201 Walnut, Suite 2900  
Kansas City, MO 64106-2150  
Fax: (888) 691-1191  
*Counsel to the Debtor and Debtor-in-Possession*

**DRAFT Exhibit A<sup>1</sup>**

<u>Contract Counter-Party/Description</u>	<u>Cure Amount<sup>2</sup></u>
Rubloff Hasting LLC Attn Corpdirect Agents Inc 400 West Market St #1800 Louisville, KY 40202 <i>Real Estate Lease</i>	\$6,647.14
Bramlage Investments Inc PO Box 1111 Junction City, KS 66441 <i>Real Estate Lease</i>	\$0.00
The Flinthills Mall LLC The Corporation Company Inc 112 SW 7th Street #3C Topeka, KS 66603 <i>Real Estate Lease</i>	\$16,076.00
Central Mall Joint Venture Ltd c/o Warmack and Co LLC 30 Morris Lane Texarkana, TX 75503 <i>Real Estate Lease</i>	\$47,744.77
Great Olathe Center LLC Attn The Corporation Company 112 SW 7th Street #3C Topeka, KS 66603 <i>Real Estate Lease</i>	\$14,012.00
Simon Property Group LP MS Management Associates Inc One Merchant Plaza 115 W Washington St Indianapolis, IN 46204 <i>Real Estate Lease</i>	\$48,893.54
Arrowhead Mall 2005, LLC Attn Martin Herzog 1720 S Bellaire St #1209	\$35,681.28

<sup>1</sup> Draft Exhibit to be amended and supplemented by Debtor prior to service on Cure Parties

<sup>2</sup> Unless otherwise paid by Debtor

Denver, CO 80222-4336 <i>Real Estate Lease</i>	
Oak Meadows LLC Attn John C Waters 6333 Long Mark Twain Building Shawnee, KS 66203 <i>Real Estate Lease</i>	\$35,416.67
CTW-Superstition Gateway East Tim J Dollander 7500 E McDonald Dr #100A Scottsdale, AZ 85250 <i>Real Estate Lease</i>	\$0.00
Little Rock Development Co LLC Attn Corp Creation Network Inc 1001 Craig Road #260 Saint Louis, MO 63146 <i>Real Estate Lease</i>	\$81,707.75
20th Century Fox Film Corporation PO Box 900 Beverly Hills, CA 90213 <i>Film License</i>	\$0.00
Overture Films, LLC 12300 Liberty Blvd Englewood, CA 80112 <i>Film License</i>	\$0.00
Paramount Pictures Corporation 5555 Melrose Ave. Hollywood, CA 90038 <i>Film License</i>	\$0.00
Sony Pictures Releasing Corporation 10202 West Washington Blvd Culver City, CA 90232 <i>Film License</i>	\$0.00
Summit Distribution, LLC 1630 Stewart Street, Suite 120 Sanata Monica, CA 90404 <i>Film License</i>	\$16.29
Universal Film Exchanges LLLP PO Box 848270	\$0.00

Dallas, TX 75284 <i>Film License</i>	
Vivendi Entertainment Attn: Universal Music Group Distribution Corp. 111 Universal Hollywood Drive, Suite 400 Universal City, CA 91608 Film License	\$0.00
Walt Disney Studios Attn: The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 <i>Film License</i>	\$0.00
Warner Bros. Distributing Inc. One Time Warner Center New York, NY 10019 <i>Film License</i>	\$0.00
Allied Services, LLC d/b/a Allied Waste Services of Kansas City Attn: The Corporation Company, Inc. 112 SW 7th Street, Suite 3C Topeka, KS 66603 <i>Trash Collection Services for multiple theatres and for the Debtor's corporate office.</i>	\$1,398.91
Coca-Cola Refreshments USA, Inc. 2900 SW Wannamaker Drive, Ste. 204 Topeka, KS 66614 <i>Beverage Contract</i>	\$5,943.56
MailFinance, Inc. 478 Wheelers Farms Rd Milford, CT 06461 <i>Postage Machine Lease</i>	\$0.00
The ICEE Company Dept LA 20178 Pasadena, CA 91185 <i>Drink Machine Lease</i>	\$34,553.51
Vistar Corporation 12650 E. Arapahoe Road, Building D Centennial, CO 80112 <i>Concession Products Contract</i>	\$0.00

United Health Care <i>Health Care Benefits</i>	\$0.00
Travelers Insurance 7465 West 132nd Street #400 Overland Park, KS 66213 <i>Worker's Compensation Liability Insurance</i>	\$0.00
CBS Films, Inc 11800 Wilshire Blvd Los Angeles, CA 90025 <i>Film License</i>	\$9,805.52
Focus Features 100 University City Plaza Universal City, CA 91608 <i>Film License</i>	\$54,079.76
Freestyle Releasing 6310 San Vicente Blvd, Suite 500 Los Angeles, CA 90048 <i>Film License</i>	\$626.27
IDP Films 1133 Boradway Suite 1120 New York, NY 10010 <i>Film License</i>	\$0.00
Lionsgate Films 2700 Colorado Ave, Suite 200 Santa Monica, CA 90404 <i>Film License</i>	\$87,428.14
Open Road Film 12301 Wilshire Blvd, Suite 600 Los Angeles, CA 90025 <i>Film License</i>	\$15,516.00
Relativity Media 9242 Beverly Blvd, Suite 300 Beverly Hills, CA 90210 <i>Film License</i>	\$0.00
Roadside Attractions 7920 Sunset Blvd	\$129.82



Los Angeles, CA 90046 <i>Film License</i>	
Rocky Mountain Films 4239 Lincoln Pines Court Salt Lake City, UT 84124 <i>Film License</i>	\$68,397.50
The Weinstein Company 1405 University Blvd North Jacksonville, FL 32211 <i>Film License</i>	\$39,070.03
Deluxe Ecostar, LLC <i>Film Delivery</i>	\$2,213.77
Technicolor, Inc. <i>Film Delivery</i>	\$2,181.32
Spirit Master Funding c/o Scott M. Brinkman Baker Sterchi Cowden & Rice LLC 2400 Pershing Road, Suite 500 Kansas City MO 64108  Douglas Bacon Alicia C. Davis Latham & Watkins LLP Suite 5800 233 South Wacker Drive Chicago, IL 60606	

## **EXHIBIT B**



**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.	)	

**NOTICE OF (1) APPROVAL OF DISCLOSURE STATEMENT;  
(2) HEARING ON CONFIRMATION OF PLAN; (3) DEADLINE AND  
PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN;  
(4) RECORD DATE; AND (5) VOTING DEADLINE FOR RECEIPT OF BALLOTS**

THIS NOTICE IS BEING PROVIDED TO ALL CREDITORS AND INTEREST-HOLDERS OF THE DEBTOR (AS DEFINED BELOW) OF DICKINSON THEATRES, INC., AS DEBTOR AND DEBTOR-IN-POSSESSION.

PLEASE TAKE NOTICE that on November 5, 2012, Dickinson Theatres, Inc. (the "Debtor") filed with the United States Bankruptcy Court for the District of Kansas (the "Court") the Amended and Restated Disclosure Statement (the "Disclosure Statement") (*Docket No. 195*) for use in soliciting acceptances or rejections of the Amended and Restated Plan of Reorganization of the Debtor and Debtor-in-Possession (the "Plan") from holders of certain impaired claims who are (or may be) entitled to receive distributions under the Plan. Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Plan.

PLEASE TAKE FURTHER NOTICE that the Court has signed an Order dated November 5, 2012 (the "Plan Procedures Order"), approving the Disclosure Statement within the meaning of Section 1125 of the Bankruptcy Code for use in soliciting acceptances or rejections of the Plan (the Plan is attached as Appendix 1 to the Disclosure Statement) and providing, among other things, that:

1. Confirmation of Plan. A hearing to consider confirmation of the Plan (the "Confirmation Hearing") will be held on **November 28, 2012**,<sup>1</sup> commencing on or about **9:30 a.m. (Central Time)** before the Honorable Dale Somers in the United States Bankruptcy Court for the District of Kansas, 161 U.S. Courthouse, 500 State Avenue, Kansas City, Kansas 66101. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court and the Plan may be further modified, if necessary, pursuant to 11 U.S.C. § 1127, prior to, during, or as a result of the Confirmation Hearing, without further notice to parties-in-interest.

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<sup>1</sup> The Court finds that, for good cause shown, the time specified for filing objections and the hearing to consider confirmation of the Chapter 11 may be reduced pursuant to Fed. R. Bankr. P. 9006 and notice is sufficient herein.

2. Objections to Confirmation. Any party-in-interest objecting to the Plan shall file objections ("Confirmation Objections") to the confirmation of the Plan **no later than 5:00 p.m. (Central Standard Time) on November 21, 2012** (the "Confirmation Objection Deadline"). Any Confirmation Objection must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules of the Bankruptcy Court for the District of Kansas; (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 on 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 filing procedures approved by the Bankruptcy Court, or (2) by hand with the Office of the Clerk of the United States Bankruptcy Court for the District of Kansas, U.S. Courthouse, 500 State Avenue, Kansas City, Kansas 66101; **Confirmation Objections not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.**

3. Voting Deadline. To be counted, ballots accepting or rejecting the Plan must be RECEIVED no later than 5:00 p.m. (Central Time) on or before **November 21, 2012 at 5:00 p.m. (Central time)** (the "Voting Deadline") by the Debtor's counsel, Stinson Morrison Hecker LLP, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, Attn: Mary Lou Azeltine. Ballots may NOT be cast by email or facsimile transmission. Ballots that are not received by the Voting Deadline will not be counted. Ballots not received will be deemed invalid and will not be counted.

4. 3018(a) Motion Deadline. Pursuant to Federal Rule of Bankruptcy Procedure 3018(a), and except as otherwise noted in the Plan Procedures Order, **November 14, 2012, at 5:00 p.m. (Central time)** (the "Rule 3018(a) Motion Deadline") is fixed as the last date and time for filing and serving motions pursuant to Federal Rule of Bankruptcy Procedure 3018(a) ("Rule 3018(a) Motions") seeking temporary allowance of claims for the purpose of voting to accept or reject the Plan. Rule 3018(a) Motions must be filed and served on the persons and in the manner set forth in Paragraph 2 above so that they are RECEIVED no later than the Rule 3018(a) Motion Deadline. Rule 3018(a) Motions that are not timely filed and served in the manner as set forth in Paragraph 2 above shall not be considered and the claims referred to therein shall not be counted in determining whether the Plan has been accepted or rejected.

5. Rejection of Contracts. The Plan contains a list of all executory contracts and unexpired leases that are being rejected pursuant to the Plan. All executory contracts and unexpired leases not listed on the list are deemed assumed as of the Effective Date pursuant to the Plan. If rejection of an executory contract or unexpired lease rejected pursuant to the Plan or an Order rejecting an executory contract results in a Claim, then such Claim shall be forever barred and shall not be enforceable against either the Debtor or the Reorganized Debtor or such entity's property unless a proof of claim is filed with the clerk of the Bankruptcy Court and served upon counsel to the Debtor on or before the later of (i) thirty (30) days after the date of entry of the rejection Order on the Court's electronic docket, (ii) **thirty (30) days** after the effective date of



such rejection **as ordered by the Court**, and (iii) the General Bar Date<sup>2</sup> (as defined in the Order Establishing Bar Dates for Filing Proofs of Pre-Petition Unsecured and Secured and § 503(b)(9) Administrative Expense Claims (Docket No. 80)), and if such counterparties fail to timely file such claims, they shall be forever barred from receiving any distribution or dividend from the Debtor's estate.

6. Information and Documents. Copies of the Plan, the Disclosure Statement, the Plan Procedures Order and pleadings and orders in the Debtor's case are available for review during regular business hours (9:00 a.m. to 4:00 p.m. weekdays, except legal holidays) at the Office of the Clerk of the United States Bankruptcy Court for the District of Kansas, U.S. Courthouse, 500 State Avenue, Kansas City, Kansas 66101. Imaged copies of such documents are publicly available, free of charge, on the following website: [www.bmcgroup.com/dickinsontheatres](http://www.bmcgroup.com/dickinsontheatres), or on the internet at the Court's website, <http://www.ksb.uscourts.gov>, for a nominal charge (a PACER account is required). Copies of the Disclosure Statement and Plan (including all exhibits and appendices thereto) also may be obtained by first-class mail, at the Debtor's expense, from the counsel for the Debtor, Stinson Morrison Hecker LLP, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, telephone (816) 842-8600 Attn: Mary Lou Azaltine.

Dated: November 5, 2012

Sharon L. Stolte, KS #14302  
Paul M. Hoffmann, KS Fed. Bar No. 70170  
Timothy M. Swanson, KS #24516  
STINSON MORRISON HECKER LLP  
1201 Walnut, Suite 2900  
Kansas City, MO 64106-2150  
Phone (816) 842-8600  
Fax: (816) 691-3495  
Counsel for the Debtor and Debtor-in-Possession

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<sup>2</sup> The Court has established November 16, 2012 as the General Bar Date and Governmental Units Bar Date.



## **EXHIBIT C**



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

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

**CLASS 2 BALLOT (SECURED CLAIM OF PEOPLES BANK) FOR ACCEPTING OR  
REJECTING PLAN OF REORGANIZATION AS AMENDED AND RESTATED**

Dickinson Theatres, Inc., (the "Debtor") filed a plan of reorganization dated September 22, 2012 as amended and restated on November 5, 2012 (the "Plan") for the Debtor in this case. The Court has approved an amended and restated disclosure statement with respect to the Plan (the "Disclosure Statement"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may view and/or obtain a copy by going to the following website: [www.bmcgroup.com/dickinsontheatres](http://www.bmcgroup.com/dickinsontheatres) or from Stinson Morrison Hecker LLP, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, Attn: Mary Lou Azeltine. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 2 (*Secured Claim of Peoples Bank*) under the Plan. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote.**

**If your ballot is not received by Stinson Morrison Hecker LLP, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, Attn: Mary Lou Azeltine on or before November 21, 2012, at 5:00 p.m. Central time, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

**If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.**

**ACCEPTANCE OR REJECTION OF THE PLAN:**

The undersigned, the holder of a Class 2 claim (*Secured Claim of Peoples Bank*) against the Debtor in the unpaid amount of \_\_\_\_\_ Dollars (\$\_\_\_\_\_).



(Check one box only)

☐ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: \_\_\_\_\_

\_\_\_\_\_  
Print or Type Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title (if corporation or partnership)

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

RETURN THIS BALLOT TO:  
Stinson Morrison Hecker LLP  
1201 Walnut, Suite 2900  
Kansas City, MO 64106-2150  
Attn: Mary Lou Azeltine

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

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

**CLASS 3 BALLOT (SECURED CLAIM OF 6801 WEST 107th LLC) FOR ACCEPTING OR  
REJECTING PLAN OF REORGANIZATION AS AMENDED AND RESTATED**

Dickinson Theatres, Inc., (the "Debtor") filed a plan of reorganization dated September 22, 2012 as amended and restated on November 5, 2012 (the "Plan") for the Debtor in this case. The Court has approved an amended and restated disclosure Statement with respect to the Plan (the "Disclosure Statement"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may view and/or obtain a copy by going to the following website: [www.bmcgroup.com/dickinsontheatres](http://www.bmcgroup.com/dickinsontheatres) or from Stinson Morrison Hecker LLP, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, Attn: Mary Lou Azeltine. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 3 (*Secured Claim of 6801 West 107th LLC*) under the Plan. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote.**

**If your ballot is not received by Stinson Morrison Hecker LLP, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, Attn: Mary Lou Azeltine on or before November 21, 2012, at 5:00 p.m. Central Time, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

**If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.**

**ACCEPTANCE OR REJECTION OF THE PLAN:**

The undersigned, the holder of a Class 3 claim (*Secured Claim of 6801 West 107th LLC*) against the Debtor in the unpaid amount of \_\_\_\_\_ Dollars (\$\_\_\_\_\_).

(Check one box only)

☐ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: \_\_\_\_\_

\_\_\_\_\_  
Print or Type Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title (if corporation or partnership)

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

RETURN THIS BALLOT TO:  
Stinson Morrison Hecker LLP  
1201 Walnut, Suite 2900  
Kansas City, MO 64106-2150  
Attn: Mary Lou Azeltine

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

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

**CLASS 5a BALLOT (GENERAL UNSECURED CLAIMS) FOR ACCEPTING  
OR REJECTING PLAN OF REORGANIZATION AS AMENDED AND RESTATED**

Dickinson Theatres, Inc., (the "Debtor") filed an Amended and Restated Plan of Reorganization dated November 5, 2012 (the "Plan") for the Debtor in this case. The Court has approved an Amended and Restated Disclosure Statement with respect to the Plan (the "Disclosure Statement"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may view and/or obtain a copy by going to the following website: [www.bmcgroup.com/dickinsontheatres](http://www.bmcgroup.com/dickinsontheatres) or from Stinson Morrison Hecker LLP, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, Attn: Mary Lou Azeltine. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 5a (*General Unsecured Claims*) under the Plan. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote.**

**Additionally, as a holder of a Class 5a claim (*General Unsecured Claims*), to the extent you believe, or prefer, that your Class 5a claim should be treated as a Class 6 claim (*Administrative Convenience Claims*), the Debtor affirmatively grants you the right, by casting this Class 5a Ballot, to elect to opt-out of Class 5a and have your claim be counted and considered in the tabulation of the Class 6 vote upon confirmation. However, opting-out of Class 5a, and electing treatment in Class 6 does not entitle you to receive distributions from both Class 5a and Class 6.**

**If your ballot is not received by Stinson Morrison Hecker LLP, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, Attn: Mary Lou Azeltine on or before November 21, 2012, at 5:00 p.m. Central Time, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

**If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.**

**ACCEPTANCE OR REJECTION OF THE PLAN:**

The undersigned, the holder of a Class 5a claim (*General Unsecured Claims*) against the Debtor in the unpaid amount of \_\_\_\_\_ Dollars (\$\_\_\_\_\_).

(Check one box only)

☐ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

**ELECTION TO OPT-OUT OF CLASS 5a (*GENERAL UNSECURED CLAIMS*) AND RECEIVE TREATMENT AS PART OF CLASS 6 (*ADMINISTRATIVE CONVENIENCE CLAIMS*):**

The undersigned, the holder of a Class 5a claim (*General Unsecured Claims*) against the Debtor in the unpaid amount of \_\_\_\_\_ Dollars (\$\_\_\_\_\_), hereby affirmatively opts-out of its Class 5a claim (*General Unsecured Claims*) and instead elects to have its claim receive treatment under Class 6 claims (*Administrative Claims*).

(Check one box only)

☐ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: \_\_\_\_\_

\_\_\_\_\_  
Print or Type Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title (if corporation or partnership)

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

RETURN THIS BALLOT TO:  
Stinson Morrison Hecker LLP  
1201 Walnut, Suite 2900  
Kansas City, MO 64106-2150  
Attn: Mary Lou Azeltine



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

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

**CLASS 5b BALLOT (UNSECURED CLAIM OF THE HARTLEY TRUST) FOR ACCEPTING  
OR REJECTING PLAN OF REORGANIZATION AS AMENDED AND RESTATED**

Dickinson Theatres, Inc., (the "Debtor") filed an Amended and Restated Plan of Reorganization dated November 5, 2012 (the "Plan") for the Debtor in this case. The Court has approved an Amended and Restated Disclosure Statement with respect to the Plan (the "Disclosure Statement"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may view and/or obtain a copy by going to the following website: [www.bmcgroup.com/dickinsontheatres](http://www.bmcgroup.com/dickinsontheatres) or from Stinson Morrison Hecker LLP, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, Attn: Mary Lou Azeltine. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 5b (*Unsecured Claim of the Hartley Trust*) under the Plan. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote.**

**If your ballot is not received by Stinson Morrison Hecker LLP, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, Attn: Mary Lou Azeltine on or before November 21, 2012, at 5:00 p.m. Central time, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

**If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.**

**ACCEPTANCE OR REJECTION OF THE PLAN:**

The undersigned, the holder of a Class 5b claim (*Unsecured Claim of the Hartley Trust*) against the Debtor in the unpaid amount of \_\_\_\_\_ Dollars  
(\$ \_\_\_\_\_).

(Check one box only)

☐ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: \_\_\_\_\_

\_\_\_\_\_  
Print or Type Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title (if corporation or partnership)

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

RETURN THIS BALLOT TO:  
Stinson Morrison Hecker LLP  
1201 Walnut, Suite 2900  
Kansas City, MO 64106-2150  
Attn: Mary Lou Azeltine

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

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

**CLASS 8 BALLOT (*EQUITY INTERESTS*) FOR ACCEPTING OR REJECTING  
PLAN OF REORGANIZATION AS AMENDED AND RESTATED**

Dickinson Theatres, Inc., (the "Debtor") filed an Amended and Restated Plan of Reorganization dated November 5, 2012 (the "Plan") for the Debtor in this case. The Court has approved an Amended and Restated Disclosure Statement with respect to the Plan (the "Disclosure Statement"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may view and/or obtain a copy by going to the following website: [www.bmcgroup.com/dickinsontheatres](http://www.bmcgroup.com/dickinsontheatres) or from Stinson Morrison Hecker LLP, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, Attn: Mary Lou Azeltine. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

**You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 8 (*Equity Interests*) under the Plan. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote.**

**If your ballot is not received by Stinson Morrison Hecker LLP, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, Attn: Mary Lou Azeltine on or before November 21, 2012, at 5:00 p.m. Central Time, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.**

**If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote.**

**ACCEPTANCE OR REJECTION OF THE PLAN:**

The undersigned, the holder of a Class 8 claim (*Equity Interests*) against the Debtor in the unpaid amount of \_\_\_\_\_ Dollars (\$\_\_\_\_\_).

(Check one box only)

☐ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: \_\_\_\_\_

\_\_\_\_\_  
Print or Type Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title (if corporation or partnership)

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

RETURN THIS BALLOT TO:  
Stinson Morrison Hecker LLP  
1201 Walnut, Suite 2900  
Kansas City, MO 64106-2150  
Attn: Mary Lou Azeltine

## **EXHIBIT D**





**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.	)	

**NOTICE OF NON-VOTING STATUS  
WITH RESPECT TO UNIMPAIRED CLAIMS**

THIS NOTICE IS BEING PROVIDED TO ALL CREDITORS OF THE DEBTOR (AS DEFINED BELOW) WHOSE CLAIMS OR INTERESTS HAVE BEEN CLASSIFIED AS UNIMPAIRED UNDER THE PLAN (AS DEFINED BELOW) PROPOSED BY THE DEBTOR.

PLEASE TAKE NOTICE that on November 5, 2012, Dickinson Theatres, Inc. (the "Debtor") filed with the United States Bankruptcy Court for the District of Kansas (the "Court") the Amended and Restated Disclosure Statement (the "Disclosure Statement") for use in soliciting acceptances or rejections of the Amended and Restated Plan of Reorganization of the Debtor dated November 5, 2012 (as amended, the "Plan") from holders of certain impaired claims who are (or may be) entitled to receive distributions under the Plan. Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Plan.

PLEASE TAKE FURTHER NOTICE that holders of certain claims under the Plan are unimpaired as defined in Section 1124 of Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended and in effect on September 21, 2012 (the "Bankruptcy Code"). These claims are referred to in the Plan as "Unimpaired Claims."

PLEASE TAKE FURTHER NOTICE that you have been identified as the holder of an Unimpaired Claim under the Plan. In accordance with Section 1126(f) of the Bankruptcy Code, with respect to your Unimpaired Claim, you will (a) be deemed to have accepted the Plan and (b) not be entitled to vote on the Plan. The Debtor therefore will not solicit your vote, and you will not receive a ballot with respect to your Unimpaired Claim. Accordingly, this may be the final notice you receive with respect to the Plan and with respect to your Unimpaired Claim. Although you will not be entitled to vote on the Plan with respect to your Unimpaired Claim, you are a party-in-interest in the Debtor's above-captioned Chapter 11 bankruptcy case (the "Chapter 11 Case"). Accordingly, you are entitled to participate in the Chapter 11 Case, including filing objections to confirmation of the Plan. If you have any questions about the status of your Claim, you should contact Sharon L. Stolte at Stinson Morrison Hecker LLP, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, telephone (816) 842-8600.

PLEASE TAKE FURTHER NOTICE that the Court has signed an Order dated November 5, 2012, (the "Plan Procedures Order"), approving the Disclosure Statement within the meaning of Section 1125 of the Bankruptcy Code for use in soliciting acceptances or rejections of the Plan (the Plan is attached as Appendix 1 to the Disclosure Statement) and providing, among other things, that:

1. Confirmation of Plan. A hearing to consider confirmation of the Plan (the "Confirmation Hearing") will be held on **November 28, 2012**, commencing on or about 9:30 a.m. (Central Standard Time) before the Honorable Dale Somers in the United States Bankruptcy Court for the District of Kansas, U.S. Courthouse, 500 State Avenue, Rm. 144, Kansas City, Kansas 66101. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court and the Plan may be further modified, if necessary, pursuant to 11 U.S.C. § 1127, prior to, during, or as a result of the Confirmation Hearing, without further notice to parties-in-interest.

2. Objections to Confirmation. Any party-in-interest objecting to the Plan shall file objections ("Confirmation Objections") to the confirmation of the Plan **no later than 5:00 p.m. (Central time) on November 21, 2012**, (the "Confirmation Objection Deadline"). Any Confirmation Objection 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 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 Bankruptcy Court at Office of the Clerk of the Court, United States Bankruptcy Court for the District of Kansas, U.S. Courthouse, 500 State Avenue, Rm. 161, Kansas City, Kansas 66101. **Confirmation Objections not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.**

3. Bar Dates: Pursuant to orders of the Court, all persons and entities (each a "Creditor" and, collectively, the "Creditors"), and all Governmental Units, holding or wishing to assert prepetition unsecured or secured claims (as defined in section 101(5) of the Bankruptcy Code) or administrative expense claims (pursuant to section 503(b)(9) of the Bankruptcy Code) against the Debtor arising or accruing prior to the Petition Date (each a "Claim" and, collectively, the "Claims") are required to file a separate, completed and executed proof of claim (either the proof of Claim form enclosed herewith, a form conforming substantially to Official Bankruptcy Form 10 or another appropriate proof of administrative expense claim) (each a "Form" and, collectively, the "Forms") on account of each such Claim on or before **November 16, 2012** (the "General Bar Date" and "Governmental Unit Bar Date").

4. Notice is hereby given that the agreement by the holder of the Hartley Trust Unsecured Claim to the significant concessions set forth in the plan is expressly contingent upon the court approving the Hartley Release and issuing the injunction described in this Disclosure Statement and set forth in section 11.5 of the Plan. If the Court enters the Confirmation Order,

the Hartley Release and related injunction will be binding, as of the effective date, on the Debtor, the Reorganized Debtor, Ronald J. Horton (both in his individual capacity and as trustee of the Ronald J. Horton Revocable Trust under Agreement dated May 26, 2005), the Creditors Committee, and all persons who hold claims against, or interests in, the debtor.

5. Information and Documents. Copies of the Plan, the Disclosure Statement, the Solicitation Procedures Order and pleadings and orders in the Debtor's case are available for review during regular business hours (9:00 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, U.S. Courthouse, 500 State Avenue, Rm. 161, Kansas City, Kansas 66101. Imaged copies of such documents are publicly available at no cost on the following website: [www.bmcgroup.com/dickinsontheatres](http://www.bmcgroup.com/dickinsontheatres), or at the Court's website, <http://www.ksb.uscourts.gov>, for a nominal charge (a PACER account is required). Copies of the Disclosure Statement and Plan (including all exhibits and appendices thereto) also may be obtained by first-class mail, at the Debtor's expense, from counsel to the Debtor, Stinson Morrison Hecker LLP, Attn: Mary Lou Azeltine, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, telephone (816) 842-8600.

Dated: November 5, 2012

Sharon L. Stolte, KS #14302  
Paul M. Hoffmann, KS Fed. Bar No. 70170  
Timothy M. Swanson, KS #24516  
STINSON MORRISON HECKER LLP  
1201 Walnut, Suite 2900  
Kansas City, MO 64106-2150  
Fax: (888) 691-1191  
*Counsel to the Debtor and Debtor-in-Possession*



## **EXHIBIT E**





**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.	)	

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO  
CERTAIN IMPAIRED CLAIMS AND INTERESTS**

PLEASE TAKE NOTICE that on November 5, 2012, Dickinson Theatres, Inc. (the "Debtor") filed with the United States Bankruptcy Court for the District of Kansas (the "Court") the Amended and Restated Disclosure Statement (the "Disclosure Statement") for use in soliciting acceptances or rejections of the Amended and Restated Plan of Reorganization of the Debtor dated November 5, 2012 (as amended, the "Plan") from holders of certain impaired claims who are (or may be) entitled to receive distributions under the Plan. Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Plan.

PLEASE TAKE FURTHER NOTICE that under the Plan Procedures Order (as defined below), the provisions of Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended and in effect on September 21, 2012 (the "Bankruptcy Code"), and the Plan, holders of certain claims or interests under the Plan are not entitled to vote.

**PLEASE TAKE FURTHER NOTICE THAT UNDER THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE A DISTRIBUTION UNDER THE PLAN. IN ACCORDANCE WITH THE COURT'S ORDER APPROVING THE DISCLOSURE STATEMENT AND SECTION 1126(g) OF THE UNITED STATES BANKRUPTCY CODE, YOU ARE NOT ENTITLED TO VOTE ON THE PLAN.**

PLEASE TAKE FURTHER NOTICE that the Court entered an Order on November 5, 2012 (the "Plan Procedures Order"), approving the Disclosure Statement within the meaning of section 1125 of the Bankruptcy Code for use in soliciting acceptances or rejections of the Plan (the Plan is attached as Appendix A to the Disclosure Statement) and providing, among other things, that:

1. Confirmation of Plan. A hearing to consider confirmation of the Plan (the "Confirmation Hearing") will be held on **November 28, 2012**, commencing on or about 9:30 a.m. (Central Standard Time) before the Honorable Dale Somers in the United States Bankruptcy Court for the District of Kansas, 144 U.S. Courthouse, 500 State Avenue, Kansas City, Kansas 66101. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court and the Plan may be further modified, if necessary, pursuant to 11

U.S.C. § 1127, prior to, during, or as a result of the Confirmation Hearing, without further notice to parties-in-interest.

2. Objections to Confirmation. Any party-in-interest objecting to the Plan shall file objections ("Confirmation Objections") to the confirmation of the Plan no later than 5:00 p.m. (Central time) on **November 21, 2012**, (the "Confirmation Objection Deadline"). Any Confirmation Objection 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 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 Bankruptcy Court at Office of the Clerk of the Court, United States Bankruptcy Court for the District of Kansas, U.S. Courthouse, 500 State Avenue, Rm. 161, Kansas City, Kansas 66101. **Confirmation Objections not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.**

3. Bar Dates: Pursuant to orders of the Court, all persons and entities (each a "Creditor" and, collectively, the "Creditors"), and all Governmental Units, holding or wishing to assert prepetition unsecured or secured claims (as defined in section 101(5) of the Bankruptcy Code) or administrative expense claims (pursuant to section 503(b)(9) of the Bankruptcy Code) against the Debtor arising or accruing prior to the Petition Date (each a "Claim" and, collectively, the "Claims") are required to file a separate, completed and executed proof of claim (either the proof of Claim form enclosed herewith, a form conforming substantially to Official Bankruptcy Form 10 or another appropriate proof of administrative expense claim) (each a "Form" and, collectively, the "Forms") on account of each such Claim on or before **November 16, 2012** (the "General Bar Date" and "Governmental Unit Bar Date").

4. Information and Documents. Copies of the Plan, the Disclosure Statement, the Solicitation Procedures Order and pleadings and orders in the Debtor's case are available for review during regular business hours (9:00 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, U.S. Courthouse, 500 State Avenue, Room 161, Kansas City, Kansas 66101. Imaged copies of such documents are publicly available at no cost on the following website: [www.bmcgroup.com/dickinsontheatres](http://www.bmcgroup.com/dickinsontheatres), or at the Court's website, <http://www.ksb.uscourts.gov>, for a nominal charge (a PACER account is required). Copies of the Disclosure Statement and Plan (including all exhibits and appendices thereto) also may be obtained by first-class mail, at the Debtor's expense, from counsel to the Debtor, Stinson Morrison Hecker LLP, Attn: Mary Lou Azeltine, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, telephone (816) 842-8600.

Dated: November 5, 2012

Sharon L. Stolte, KS #14302

Paul M. Hoffmann, KS Fed. Bar No. 70170

Timothy M. Swanson, KS #24516

STINSON MORRISON HECKER LLP

1201 Walnut, Suite 2900

Kansas City, MO 64106-2150

Fax: (888) 691-1191

*Counsel to the Debtor and Debtor-in-Possession*



## **EXHIBIT F**





**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.	)	

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO  
(1) CONTINGENT, UNLIQUIDATED OR DISPUTED CLAIMS,  
(2) CLAIMS SCHEDULED AS ZERO OR UNKNOWN IN AMOUNT, OR  
(3) CLAIMS TO WHICH THE DEBTOR HAS FILED AN OBJECTION**

THIS NOTICE IS BEING PROVIDED TO ALL CREDITORS OF THE DEBTOR (AS DEFINED BELOW) WHOSE CLAIMS HAVE BEEN CLASSIFIED AS CONTINGENT, UNLIQUIDATED OR DISPUTED OR SCHEDULED AS ZERO OR UNKNOWN IN AMOUNT OR CLAIMS TO WHICH THE DEBTOR HAS FILED AN OBJECTION.

PLEASE TAKE NOTICE that on November 5, 2012, Dickinson Theatres, Inc. (the "Debtor") filed with the United States Bankruptcy Court for the District of Kansas (the "Court") the Amended and Restated Disclosure Statement (the "Disclosure Statement") for use in soliciting acceptances or rejections of the Amended and Restated Plan of Reorganization of the Debtor dated November 5, 2012 (as amended, the "Plan") from holders of certain impaired claims who are (or may be) entitled to receive distributions under the Plan. Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Plan.

**PLEASE TAKE FURTHER NOTICE THAT UNDER THE BANKRUPTCY CODE, ONLY HOLDERS OF ALLOWED CLAIMS OR INTERESTS MAY VOTE TO ACCEPT OR REJECT A PLAN OF REORGANIZATION. YOUR CLAIM, IF ANY, HAS BEEN IDENTIFIED AS A CONTINGENT, UNLIQUIDATED OR DISPUTED CLAIM OR A CLAIM SCHEDULED AS ZERO OR UNKNOWN IN AMOUNT OR A CLAIM TO WHICH THE DEBTOR HAS FILED AN OBJECTION. ACCORDINGLY, THIS NOTICE IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY. IF YOU WISH TO DISPUTE THIS CLASSIFICATION AND SEEK TEMPORARY ALLOWANCE OF YOUR CLAIM FOR VOTING PURPOSES, YOU MUST: (I) HAVE FILED A PROOF OF CLAIM BY THE NOVEMBER 16, 2012 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 (DOCKET NOS. 80 AND 169)); (II) SEEK TEMPORARY ALLOWANCE OF YOUR CLAIM FOR VOTING PURPOSES ON OR BEFORE NOVEMBER 14, 2012 AT 5:00**

**P.M. (CENTRAL TIME) BY FILING AN APPROPRIATE MOTION (A "RULE 3018 MOTION") WITH THE COURT; (III) REQUEST A BALLOT FROM THE CLAIMS AND NOTICING AGENT IDENTIFIED BELOW; AND (IV) ON OR BEFORE NOVEMBER 21, 2012 AT 5:00 P.M. (CENTRAL STANDARD TIME) COMPLETE AND RETURN THE BALLOT ACCORDING TO THE INSTRUCTIONS CONTAINED ON THE BALLOT. THE PROCEDURES FOR FILING A RULE 3018 MOTION, INCLUDING THE NOVEMBER 14, 2012 DEADLINE ESTABLISHED BY THE COURT FOR FILING SUCH MOTIONS, ARE SET FORTH IN THE SOLICITATION PROCEDURES ORDER ENCLOSED HERewith. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR INTEREST(S), YOU SHOULD CONTACT THE DEBTOR'S COUNSEL, SHARON L. STOLTE, ESQ., STINSON MORRISON HECKER LLP, 1201 WALNUT, SUITE 2900, KANSAS CITY, MO 64105-2150, TELEPHONE (816) 691-2456.**

PLEASE TAKE FURTHER NOTICE that the Court has signed an Order on November 5, 2012, (the "Plan Procedures Order"), approving the Disclosure Statement within the meaning of section 1125 of the Bankruptcy Code for use in soliciting acceptances or rejections of the Plan (the Plan is attached as Appendix A to the Disclosure Statement) and providing, among other things, that:

1. **Confirmation of Plan.** A hearing to consider confirmation of the Plan (the "**Confirmation Hearing**") will be held on **November 28, 2012, commencing on or about 9:30 a.m.** (Central Standard Time) before the Honorable Dale Somers in the United States Bankruptcy Court for the District of Kansas, 144 U.S. Courthouse, 500 State Avenue, Kansas City, Kansas 66101. The Confirmation Hearing may be continued from time to time by announcing such continuance in open court and the Plan may be further modified, if necessary, pursuant to 11 U.S.C. § 1127, prior to, during, or as a result of the Confirmation Hearing, without further notice to parties-in-interest.

2. **Objections to Confirmation.** Any party-in-interest objecting to the Plan shall file objections ("**Confirmation Objections**") to the confirmation of the Plan no later than 5:00 p.m. (Central time) on **November 21, 2012**, (the "**Confirmation Objection Deadline**"). Any Confirmation Objection 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 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 Bankruptcy Court at Office of the Clerk of the Court, United States Bankruptcy Court for the District of Kansas, U.S. Courthouse, 500 State Avenue, Rm. 161, Kansas City, Kansas 66101. **Confirmation Objections not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.**

3. Bar Dates: Pursuant to orders of the Court, all persons and entities (each a "Creditor" and, collectively, the "Creditors"), and all Governmental Units, holding or wishing to assert prepetition unsecured or secured claims (as defined in section 101(5) of the Bankruptcy Code) or administrative expense claims (pursuant to section 503(b)(9) of the Bankruptcy Code) against the Debtor arising or accruing prior to the Petition Date (each a "Claim" and, collectively, the "Claims") are required to file a separate, completed and executed proof of claim (either the proof of Claim form enclosed herewith, a form conforming substantially to Official Bankruptcy Form 10 or another appropriate proof of administrative expense claim) (each a "Form" and, collectively, the "Forms") on account of each such Claim on or before **November 16, 2012** (the "General Bar Date" and "Governmental Unit Bar Date").

4. Notice is hereby given that the agreement by the holder of the Hartley Trust Unsecured Claim to the significant concessions set forth in the plan is expressly contingent upon the court approving the Hartley Release and issuing the injunction described in this Disclosure Statement and set forth in section 11.5 of the Plan. If the Court enters the Confirmation Order, the Hartley Release and related injunction will be binding, as of the effective date, on the Debtor, the Reorganized Debtor, Ronald J. Horton (both in his individual capacity and as trustee of the Ronald J. Horton Revocable Trust under Agreement dated May 26, 2005), the Creditors Committee, and all persons who hold claims against, or interests in, the debtor.

5. Information and Documents. Copies of the Plan, the Disclosure Statement, the Solicitation Procedures Order and pleadings and orders in the Debtor's case are available for review during regular business hours (9:00 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, U.S. Courthouse, 500 State Avenue, Room 161, Kansas City, Kansas 66101. Imaged copies of such documents are publicly available at no cost on the following website: [www.bmcgroup.com/dickinsontheatres](http://www.bmcgroup.com/dickinsontheatres), or at the Court's website, <http://www.ksb.uscourts.gov>, for a nominal charge (a PACER account is required). Copies of the Disclosure Statement and Plan (including all exhibits and appendices thereto) also may be obtained by first-class mail, at the Debtor's expense, from counsel to the Debtor, Stinson Morrison Hecker LLP, Attn: Mary Lou Azeltine, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, telephone (816) 842-8600.

Dated: November 5, 2012.

Sharon L. Stolte, KS #14302  
Paul M. Hoffmann, KS Fed. Bar No. 70170  
Timothy M. Swanson, KS #24516  
STINSON MORRISON HECKER LLP  
1201 Walnut, Suite 2900  
Kansas City, MO 64106-2150  
Fax: (888) 691-1191  
*Counsel to the Debtor and Debtor-in-Possession*

