



SO ORDERED.

SIGNED this 6th 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:)	
)	
)	Case No. 12-22602
DICKINSON THEATRES, INC.,)	
a Kansas corporation,)	Chapter 11
)	
Debtor.)	

**AMENDED SUPPLEMENTAL ORDER PURSUANT TO 11 U.S.C. § 105(A) AND 363(B)
AUTHORIZING DEBTOR TO PAY CLAIMS OF UNIVERSAL FILM EXCHANGES
LLC, PARAMOUNT PICTURES, CORP. AND LIONS GATE FILMS, INC.**

(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 Film Distributor Claims") of certain critical trade vendors and specifically by this Order, Universal Film Exchanges LLC, Paramount Pictures, Corp. and Lions Gate Films, Inc. (the "Critical Film Distributor 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 Film Distributor Vendors' Claims and as more fully set forth below and in this Order,

Name	Amount
Universal Film Exchanges LLC	\$ 46,539.00 ¹
Paramount Pictures, Corp.	\$ 10,490.39
Lions Gate Films, Inc.	<u>\$182,760.56</u> ²
TOTAL	\$240,057.35

ORDERED that the payments received by Universal Film Exchanges LLC on September 18, 2012, in the amount of \$26,023.00 and on September 25, 2012, in the amount of \$16,545.00 are necessary and critical to the Debtor's operation of its Business and are hereby ratified upon the entry of this Order; it is further

ORDERED that the payment received by Lions Gate Films, Inc., in the amount of \$40,559.41 post-petition is necessary and critical to the Debtor's operation of its Business and is hereby ratified upon the entry of this Order; it is further

¹ This amount account for both the pre-petition and post-petition payments that were ratified upon the entry of this Order.

² As set forth in more detail of this Order, the \$182,760.56 comprises: (a) \$40,559.41 received by Lions Gate Films, Inc., post-petition, (b) \$38,889.69 of pre-petition indebtedness owed to Lions Gate Films, Inc., and (c) \$103,331.46 of pre-petition indebtedness owed to Lions Gate Films, Inc., that will become due in accordance with the terms between the parties.

ORDERED that a payment in the amount of \$38,889.69 to Lions Gate Films, Inc., for pre-petition debt is necessary and critical to the Debtor's operation of its Business and therefore Debtor is authorized, under Section 105(a) of the Bankruptcy Code, to pay the sum of \$38,889.69 to Lions Gate Films, Inc.; it is further

ORDERED that Debtor is authorized, under Section 105(a) of the Bankruptcy Code, to pay the remaining pre-petition balance due Lions Gate Films, Inc., in the amount of \$103,331.46 on the first date such amount becomes due in accordance with the terms between the parties; it is further

ORDERED that the Critical Film Distributor Vendors may utilize and apply any deposit of money held to any pre-petition debt in accordance with that Critical Film Distributor Vendors' current business practices; it is further

ORDERED that nothing contained in this order shall be deemed to constitute the assumption of any executory contract; it is further

ORDERED that as a condition to being a Critical Film Distributor Vendor, such Critical Film Distributor Vendor intends to negotiate, on a picture-by-picture basis the continued supply of films to the Debtor it being understood that the placement of such films is subject to the mutual agreement of the parties as to specific terms of such license, which may require an advance payment by Debtor to Critical Vendor Film Distributor and which will be subject to other distribution considerations such as clearances, and number of runs; it is further

ORDERED that the Critical Film Distributor Vendors shall have no obligation to negotiate for the continued supply of films or to supply such films to the Debtor in the event that: (a) mutually acceptable terms cannot be agreed upon on a picture-by-picture basis in the ordinary course of business; (b) the Master Agreement or any other agreement setting forth the terms

upon which the Critical Vendor Film Distributors and the Debtor do business expires; (c) there is not an effective date of a plan of reorganization in the Debtor's Chapter 11 case; (d) there is a dismissal, or conversion to Chapter 7, of the Debtor's Chapter 11 case; (e) there is a liquidation of the Debtor or a sale of substantially all of the assets of the Debtor; or (f) the Debtor fails to pay any amounts which become due and owing to Critical Film Distributor Vendors on a timely basis; it is further

ORDERED that the Debtor's undisputed obligations to any Critical Vendor Film Distributor that arise from the post-petition delivery of materials, goods, and services that were ordered by the Debtor in the pre-petition period shall have administrative expense priority status pursuant to Section 503(b) of the Bankruptcy Code and paid by the Debtor in the ordinary course of business; it is further

ORDERED that effective upon entry of this Order, the Debtor, on behalf of itself and its successors, and assigns, irrevocably and fully releases, waives and discharges each of the Critical Vendor Film Distributors, from and against any and all claims or causes of action (a) under Bankruptcy Code Sections 542, 544, 547, 548 and 550, (b) under any state avoidable transfer laws, and (c) under Section 549 of the Bankruptcy Code. This release, waiver and discharge shall be binding on any official committee appointed in the Debtor's case, any subsequently appointed Chapter 7 or Chapter 11 trustee, any other party acting on behalf of the Debtor's estate, and any trustee or other party appointed pursuant to an order confirming any Chapter 11 plan of reorganization for the Debtor; it is further

ORDERED that the terms and conditions of this Order shall be binding upon the Debtor and any successor thereto, including any Chapter 7 or Chapter 11 trustee appointed or elected in

this case or any trustee or similar party appointed under a Chapter 11 plan and all official committees appointed in this case; 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.

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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*

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: knicole
Form ID: pdf020

Page 1 of 2
Total Noticed: 7

Date Rcvd: Nov 07, 2012

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Nov 09, 2012.

db	+Dickinson Theatres, Inc.,	6801 W 107th Street,	Overland Park, KS 66212-1825
7390740	+Lions Gate Film,	2700 Colorado Ave Ste. 200,	Santa Monica CA 90404-5502
7415652	+Paramount Pictures Corp,	co Paul D Springer,	5555 Melrose Ave, Bluhdorn 301,
		Hollywood CA 90038-3989	
7415653	Paramount Pictures Corp,	co David A Fidler,	1999 Ave of the Stars, Thirty Ninth Floor,
		Los Angeles CA 90067	
7390793	+Paramount Pictures Corporation,	5555 Melrose Ave,	Los Angeles CA 90038-3197
7415616	+Universal Film Exchange,	Attn Feature Legal Dept,	100 Universal City Plaza, 9128/2,
		Universal City CA 91608-1002	
7390876	+Universal Film Exchanges LLLP,	P.O. Box 848270,	Dallas TX 75284-8270

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

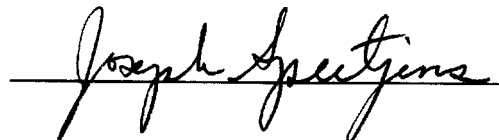
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

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: Nov 09, 2012

Signature:



The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on November 7, 2012 at the address(es) listed below:

Benjamin Blaustein on behalf of Creditor Committee Unsecured Creditors Committee
bblaustein@kelleydrye.com
Brian M Holland on behalf of Creditor Little Rock Development Company, LLC
bholland@lathropgage.com, stimper@lathropgage.com;mdscott@lathropgage.com
Brian T. Fenimore on behalf of Creditor John W. Hartley, Jr. bfenimore@lathropgage.com,
stimper@lathropgage.com;mdscott@lathropgage.com
Bruce E. Strauss on behalf of Creditor First Community Bank bruce@merrickbakerstrauss.com,
bestrauss@mbslaw.psemail.com
Carl R. Clark on behalf of Interested Party Ron Horton Revocable Trust lclaw@lcdlaw.com,
docket@docket2-lcecf.com;cclark@lcdlaw.com
Cynthia F Grimes on behalf of Creditor Committee Unsecured Creditors Committee
grimreb@gmail.com, cafrogley@aol.com
Douglas Bacon on behalf of Creditor Spirit Master Funding LLC douglas.bacon@lw.com
Eric R Wilson on behalf of Creditor Committee Unsecured Creditors Committee
ewilson@kelleydrye.com
Jennifer D Raviele on behalf of Creditor Committee Unsecured Creditors Committee
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Joseph A DiPietro on behalf of U.S. Trustee U.S. Trustee joseph.a.dipietro@usdoj.gov
Joyce Owen on behalf of U.S. Trustee U.S. Trustee joyce.owen@usdoj.gov,
ustpregion20.wi.ecf@usdoj.gov
Lisa R. Wetzler on behalf of Creditor Board of County Commissioners of Johnson County Kansas
Lisa.Wetzler@jocogov.org
Lori Lewis on behalf of Creditor Maricopa County Treasurer lewisl01@mcao.maricopa.gov
Michael D. Fielding on behalf of Creditor Hawthorn Bank michael.fielding@huschblackwell.com,
karen.shackelford@huschblackwell.com;Tricie.Loudon@huschblackwell.com;susan.williams@huschblackwe
ll.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 B Haines on behalf of Creditor Arrowhead Mall 2005, LLC sbhaines@martinpringle-kc.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
Steven J Woolley on behalf of Creditor Ballantyne Strong, Inc. stevewoolley@mgwl.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
sdecoursey@cmplaw.net, gpappas@cmplaw.net;jdavis@cmplaw.net
Thomas M. Mullinix on behalf of Creditor Jack Waters TMM@evans-mullinix.com,
jeff@evans-mullinix.com;denise@evans-mullinix.com
Timothy M Swanson on behalf of Debtor Dickinson Theatres, Inc. tswanson@stinson.com
U.S. Trustee ustpregion20.wi.ecf@usdoj.gov
W. Rick Griffin on behalf of Creditor NR 14 LLC wrgriffin@martinpringle.com,
mmcortez@martinpringle.com;angoupil@martinpringle.com
Wesley F. Smith on behalf of Creditor Peoples Bank wsmith@stevensbrand.com,
jackerman@stevensbrand.com;sdatumtate@stevensbrand.com;mcarroll@stevensbrand.com

TOTAL: 28