



SO ORDERED.

SIGNED this 15th 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.,

Debtor.

Chapter 11

Case No. 12-22602 (DLS)

AGREED ORDER

ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF DICKINSON THEATRES, INC. TO RETAIN AND EMPLOY KELLEY DRYE & WARREN LLP AS LEAD COUNSEL, *NUNC PRO TUNC* TO OCTOBER 4, 2012, AND FOR ONGOING AND INTERIM COMPENSATION AND RESOLVING OBJECTION OF PEOPLE'S BANK

This matter coming before the Court on the application (the "Application") dated October 16, 2012 of the Official Committee of Unsecured Creditors (the "Committee") of Dickinson Theatres, Inc. (the "Debtor") for an order, pursuant to sections 327, 328, and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014, 2016, and 5002, and Local Bankruptcy Rules 2014.1 and 2016.1, authorizing the Committee to retain and employ the law firm of Kelley Drye & Warren LLP ("Kelley Drye"), *nunc pro tunc* to October 4, 2012, and for allowing ongoing and

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interim compensation; and upon the Affidavits of Eric R. Wilson and Benjamin Blaustein, dated October 11, 2012 (respectively, the “Wilson Affidavit” and the “Blaustein Affidavit”); and on the Objection of People’s Bank thereto, and finding that adequate notice of the Application having been given; and it appearing that no other notice need be given; and that no other objections were filed, and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Application is approved; and it is further

ORDERED that, based on the representations made in the Application and the Wilson and Blaustein Affidavits, that Kelley Drye and its attorneys are “disinterested” persons, as that term is defined in section 101(14) of the Bankruptcy Code, and that they neither hold nor represent any interest adverse to the Committee or the Debtor’s estate with respect to the matters upon which they are to be engaged and, therefore, are qualified as professional persons to represent the Committee as lead counsel in this case; and

ORDERED that, in accordance with sections 327(a), 328(a) and 1103(a) of the Bankruptcy Code, and Bankruptcy Rules 2014, 2016, and 5002, and Local Bankruptcy Rules 2014.1 and 2016.1, the Committee is hereby authorized and empowered to employ and retain the Kelley Drye as lead counsel to represent the Committee in this case, *nunc pro tunc* to October 4, 2012, in accordance with Kelley Drye’s hourly rates and disbursement policies as set forth in the Wilson and Blaustein Affidavits; and it is further

ORDERED that Kelley Drye shall apply for compensation and reimbursement in accordance with the procedures set forth in the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, any order entered by this Court establishing interim compensation

procedures, and any other procedures as may be fixed by further orders of this Court; and it is further

ORDERED that Kelley Drye is authorized to receive payment of 100% of its fees and 100% of its expenses on an interim and ongoing basis; however, this Court's approval of an application in which Kelley Drye states an intention to be compensated at a specific hourly rate does not constitute approval of the hourly rate or other terms of compensation and approval of the terms of compensation will be considered by the court when Kelley Drye makes a final application for allowance of compensation, which final application shall be subject to an objection by any party in interest, including the Debtor.

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Order Submitted by:

GRIMES & REBEIN, L.C.

By: /s/ Cynthia F. Grimes

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KELLEY DRYE & WARREN LLP

By: /s/ Eric R. Wilson

Eric R. Wilson

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New York, New York 10178

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Proposed Attorneys for the Official Committee of Unsecured Creditors of Dickinson Theatres, Inc.

Approved:

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STEVENS & BRAND, LLP

By: /s/ Wesley F. Smith

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Counsel for Peoples Bank

Stinson Morrison Hecker LLP

By: /s/ Paul M. Hoffmann Fed.Bar No. 70170
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Attorney for Debtor

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United States Bankruptcy Court
District of Kansas

In re:
Dickinson Theatres, Inc.
Debtor

Case No. 12-22602-DLS
Chapter 11

CERTIFICATE OF NOTICE

District/off: 1083-2

User: knicole
Form ID: pdf020

Page 1 of 2
Total Noticed: 1

Date Rcvd: Nov 15, 2012

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Nov 17, 2012.

db +Dickinson Theatres, Inc., 6801 W 107th Street, Overland Park, KS 66212-1825

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

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

NONE. TOTAL: 0

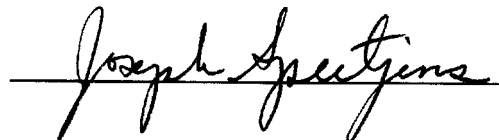
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

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 17, 2012

Signature:



The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on November 15, 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,
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Carl R. Clark on behalf of Interested Party Ron Horton Revocable Trust lclaw@lcdlaw.com,
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Eric R Wilson on behalf of Creditor Committee Unsecured Creditors Committee
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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.
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Ronald M Tucker on behalf of Creditor Simon Property Group, Inc. rtucker@simon.com,
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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

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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,
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Wesley F. Smith on behalf of Creditor Peoples Bank wsmith@stevensbrand.com,
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TOTAL: 28