

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

In re:

Dickinson Theaters, Inc.,

Debtor.

Chapter 11

Case No. 12-22602 (DLS)

**FIRST MONTHLY STATEMENT OF SERVICES RENDERED AND  
EXPENSES INCURRED BY KELLEY DRYE & WARREN LLP FOR  
THE PERIOD OCTOBER 4, 2012 THROUGH OCTOBER 31, 2012**

Pursuant to 11 U.S.C. §§ 105(a), 328, 330, and 331 and in accordance with the order of this Court establishing procedures for interim compensation and reimbursement of professionals dated October 27, 2012 (the “Interim Compensation Order”),<sup>1</sup> Kelley Drye & Warren LLP (“Kelley Drye”) submits its First Monthly Statement of Services Rendered and Expenses Incurred for the Period October 4, 2012 through October 31, 2012 (the “Statement”) as counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Dickinson Theatres, Inc., the above-captioned debtor and debtor-in-possession (“Debtor”). In support of this Statement, Kelley Drye respectfully represents as follows:

**Fees And Expenses For This Statement**

1. During the Statement Period, Kelley Drye performed necessary, reasonable, and valuable legal services for the Committee. The reasonable value of the services rendered by Kelley Drye to the Committee from October 4, 2012 through October 31, 2012 (the “Statement Period”) is \$106,515.00. The expenses incurred by Kelley Drye, including relevant Committee member expenses, during the Statement Period total \$6,384.74.

2. The following is a summary of the services rendered by Kelley Drye

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<sup>1</sup> Docket Entry No. 164.

during the Statement Period for which compensation is sought, itemized by project category:

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration	11.9	\$5,517.50
Retention Matters	29.0	\$13,145.00
Fee Matters	2.0	\$850.00
Financing and Cash Collateral	32.0	\$15,750.00
Asset Disposition	2.1	\$1,018.50
Executory Contracts and Leases	4.0	\$1,912.00
Avoidance Actions	6.6	\$3,257.00
Claims	4.6	\$2,427.00
Disclosure Statement and Plan of Reorganization	71.8	\$38,505.00
Committee & Creditor Communications	29.7	\$14,031.50
Business Operations	15.3	\$7,784.50
Court Hearings	6.8	\$2,317.00
<b>Total</b>	<b>215.8</b>	<b>\$106,515.00</b>

3. Kelley Drye has provided a total of 215.8 hours of professional legal services for the Committee in connection with this case during the Statement Period. A detailed breakdown of the hours spent and services performed by the attorneys is attached hereto as **Exhibit A**. The following is a summary of the services rendered by Kelley Drye, itemized by timekeeper:

<b>Name of Professional</b>	<b>Year of First Bar Admission</b>	<b>Position with Applicant and Number of Years in that Position</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Eric R. Wilson, Esq.	1997	Partner since 2006	\$625	51.5	\$32,187.50
Benjamin Blaustein, Esq.	2006	Associate since 2005	\$485	101.8	\$49,373.00
Jennifer D. Raviele, Esq.	2009	Associate since 2008	\$425	54.9	\$23,332.50
Marie Vicinanza	n/a	Paralegal since 1990	\$230	4.0	\$920.00
Fayanne Betan	n/a	Paralegal since 2011	\$195	3.6	\$702.00

4. The hourly rates charged in this Statement are Kelley Drye's normal hourly rates for work of this character. Based on such rates, the value of the professional services rendered during the Statement Period totals \$106,515.00, with a blended hourly rate of \$493.58. To minimize the cost of the services provided, Kelley Drye has, whenever possible,

avoided duplication of efforts and delegated appropriate tasks to associates and paralegals with a lower hourly rate.

5. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtor or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in this case.

6. During the Statement Period, Kelley Drye spent substantial time negotiating, among other things, with the Debtor and its secured lenders regarding the terms of the DIP financing and the proposed plan of reorganization to ensure that the best interests of the Debtor's bankruptcy estate and its creditors were considered.

7. Kelley Drye has incurred total out-of-pocket disbursements during the Statement Period in the amount of \$4,409.14<sup>2</sup> as follows:

<b>Expense Category</b>	<b>Total Expenses 10/04/12 – 10/31/12</b>
Cab Service	\$501.19
Duplication	\$44.80
Long Distance Travel	\$3,566.80
Meals	\$86.76
Telephone	\$209.59
<b>Total</b>	<b>\$4,409.14</b>

8. The expense reimbursement requested by Kelley Drye in this Statement is for expenses normally billed to the firm's clients in other matters, including both bankruptcy and non-bankruptcy matters.

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<sup>2</sup> Kelley Drye reserves the right to request reimbursement of additional expenses incurred during the Application Period in subsequent statements, to the extent that any such additional expenses have not been processed to date in Kelley Drye's billing system.

9. In addition, Kelley Drye has included \$1,975.60 in this Statement for the expenses of its Committee members in attending the in-person meeting in Kansas City, Kansas on October 11, 2012. A detailed statement of the expenses incurred by Kelley Drye and the Committee members is attached hereto as **Exhibit B**.

10. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested in this Statement is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services in a case other than one under this title.

11. Kelley Drye respectfully reserves the right to supplement this Statement with additional time descriptions or other supporting material after receiving objections, questions, and/or comments from any and all parties.

**Notice And The Opportunity To Object**

12. Pursuant to the Interim Compensation Procedures Order, this Statement has been served on the following parties: (i) counsel to Dickinson Theatres, Inc., Stinson Morrison Hecker LLP, Attn: Sharon L. Stolte, Esq., 1201 Walnut Street, Suite 2900, Kansas City, Missouri 64106; and (ii) the Office of the United States Trustee, Attn: Joyce Owens, 301 North Main Street, Suite 1150, Wichita, Kansas 67202 (collectively, the “Notice Parties”).

13. Objections to the statement, if any, must be served upon the Notice Parties and Kelley Drye (at the address listed below) no later than November 30, 2012 (the “Objection Deadline”), setting forth the nature of the objection and the specific amount of fees or expenses at issue.

14. If no objections to this Statement are received on or before the Objection Deadline, the Debtor will pay to Kelley Drye 100% of the fees and 100% of the expenses identified in this Statement.

Dated: November 20, 2012

GRIMES & REBEIN, L.C.

By: /s/ Cynthia F. Grimes  
Cynthia F. Grimes, KS #12075 MO #38917  
15301 West 87th Street Parkway, Suite 200  
Lenexa, Kansas 66219  
Tel: (913) 888-4800  
Fax: (913) 888-0570

-and-

KELLEY DRYE & WARREN LLP

By: /s/ Eric R. Wilson  
Eric R. Wilson  
Benjamin Blaustein  
Jennifer D. Raviele  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

Counsel to the Official Committee of Unsecured  
Creditors of Dickinson Theatres, Inc.

**Exhibit A**

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
LOS ANGELES  
CHICAGO

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICE:  
MUMBAI, INDIA

Dickinson Theatres Creditors' Committee  
Bankruptcy Court

November 16, 2012  
Invoice No. 2564420

022267 Dickinson Theatres Creditors' Committee  
0001 Case Administration

**Account Summary And Remittance Form**

Legal Services:	\$5,517.50
Disbursements and Other Charges:	\$4,409.14

**Total Amount Due:** **\$9,926.64**

**Terms: Payment Due On or Before December 16, 2012**

**Please Return This Page With Your Payment**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

WASHINGTON  
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NEW YORK  
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AFFILIATE OFFICE:  
MUMBAI, INDIA

Dickinson Theatres Creditors' Committee  
Bankruptcy Court

November 16, 2012  
Invoice No. 2564420

Client 022267  
Matter 0001 Case Administration

Attorney: 01118

Page 1

**Legal Services Rendered**

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
10/04/12	Outline case task list and circulate (.8); email to P. Hoffman (debtor's counsel) regarding next steps (.2).	ERW	1.00
10/05/12	Revise case task list.	ERW	0.40
10/05/12	Arrange preparation of contacts list, edit and circulate same to KDW team (1.1); review docket, create list of orders entered in case (1.4); draft list of documents to informally request from counsel to the Debtor (.4).	JDR	2.90
10/05/12	Review and revise document request to Debtor's counsel.	BB	0.50
10/09/12	Update contact list and circulate.	JDR	0.90
10/10/12	Begin draft of critical dates chart.	JDR	0.60
10/11/12	Review and revise critical dates chart (.6); revise and circulate contacts list (.6).	JDR	1.20
10/12/12	Emails to C. Grimes regarding extension of objection deadlines.	ERW	0.20
10/12/12	Revise contacts list and critical dates chart and circulate both to KDW team.	JDR	0.80
10/15/12	Review and revise outstanding tasks in the case, open case issues and next steps (.4); emails to J. Raviele (KDW) regarding same (.1).	BB	0.50
10/18/12	Review updated case task list and contacts sheet.	ERW	0.20
10/22/12	Update and circulate task list and revised critical dates chart.	JDR	0.60
10/30/12	Review updated critical dates chart and calendar dates.	ERW	0.20



**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIA

Dickinson Theatres Creditors' Committee  
Client 022267  
Matter 0001  
November 16, 2012  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
10/30/12	Review pleadings for impact, update critical dates chart, and circulate both to KDW team.	JDR	1.90

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Dickinson Theatres Creditors' Committee  
Client 022267  
Matter 0001  
November 16, 2012  
Page 3

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Total Services for this Matter: 5,517.50

**Other Charges:****Amount**

Duplication	\$44.80
Telephone	209.59
Long Distance Travel	3,566.80
Cab Service	501.19
Meals	86.76

Total Other Charges for this Matter: 4,409.14

Total this Invoice \$9,926.64

**KELLEY DRYE & WARREN LLP**

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WASHINGTON  
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MUMBAI, INDIADickinson Theatres Creditors' Committee  
Client 022267  
Matter 0001  
November 16, 2012  
Page 4

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	1.00	\$485.00
Wilson, Eric	ERW	2.00	1,250.00
Raviele, Jennifer D	JDR	8.90	3,782.50

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

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AFFILIATE OFFICE:  
MUMBAI, INDIA

Dickinson Theatres Creditors' Committee  
Bankruptcy Court

November 16, 2012  
Invoice No. 2564421

022267 Dickinson Theatres Creditors' Committee  
0002 Retention Matters

**Account Summary And Remittance Form**

Legal Services:	\$13,145.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due:** **\$13,145.00**

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**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
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Bankruptcy CourtNovember 16, 2012  
Invoice No. 2564421Client 022267  
Matter 0002 Retention Matters

Attorney: 01118

Page 1

**Legal Services Rendered**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Tkpr</u></b>	<b><u>Hours</u></b>
10/05/12	Telephone calls and emails with prospective local counsel.	ERW	0.30
10/05/12	Prepare of list of entities to check for conflicts and review of same (1.3); draft email to send to firm regarding potential connections with Judges of the United States Bankruptcy Court for the District of Kansas and employees of the Office of the US Trustee for Region 20 (.9); arrange preparation of pro hac vice applications (.4); arrange preparation of notice of appearance (.4).	JDR	3.00
10/07/12	Further telephone calls and emails with prospective local counsel.	ERW	0.40
10/08/12	Review and comment on Debtor's motion to retain ordinary course professionals (.3); telephone conference with C. Grimes (committee's local counsel) regarding case status (.2).	BB	0.50
10/09/12	Draft email asking partners to disclose any connections with the Debtor, its equity interest holder, and/or its directors and officers (.4); review retention applications (.7).	JDR	1.10
10/09/12	Review, comment on and send emails to partners regarding court, UST and debtor connections.	ERW	0.80
10/10/12	Call with C. Grimes, local counsel, regarding retention issues (.3); analyze results of conflicts search (2.6); draft application to retain Kelley Drye as lead counsel to the	JDR	11.50

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Client 022267  
Matter 0002  
November 16, 2012  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	Committee (3.6); draft affidavits in support of same (1.7); draft proposed order approving same (1.1); call and emails with C. Grimes, local counsel, regarding pro hac vice applications and notice of appearance (.7); arrange preparation of pro hac vice applications and notice of appearance (.6); confer with M. Vicinanza regarding same (.2); review same, and arrange filing and service of same (.7).		
10/11/12	Review and comment on draft KDW retention papers (.3); affidavits in support (.3) and proposed order (.1).	ERW	0.70
10/12/12	Emails with P. Hoffmann regarding retention issues (.5); further review and comment on revised affidavit in support of KDW retention application (.5).	ERW	1.00
10/12/12	Review orders granting KDW's applications for pro hac vice admission.	JDR	0.60
10/15/12	Further analysis and resolution conflicts (.6); finalize Kelley Drye's retention application (2.4).	JDR	3.00
10/15/12	Review proposed committee financial advisor, Protiviti, materials (.6); emails with M. Atkinson (Protiviti) regarding same (.2).	ERW	0.80
10/16/12	Arrange execution, filing, and service of the Committee's application to retain Kelley Drye as its lead counsel.	JDR	0.60
10/16/12	Pull retention application for Grimes from docket.	FB	0.20
10/18/12	Review Debtor's counsel's comments to Kelley Drye's proposed retention order (.2); emails with E. Wilson regarding same (.1).	BB	0.30
10/19/12	Emails with E. Wilson regarding Debtor's counsel proposed change to KDW's retention order (.2); emails with P.	BB	0.30

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Client 022267  
Matter 0002  
November 16, 2012  
Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
10/19/12	Hoffmann (Stinson) regarding same (.1). Review and revise Protiviti's draft application to be retained as financial advisor to the Committee.	JDR	1.10
10/22/12	Revise proposed order granting Committee's application to retain Kelley Drye as lead counsel per comments of P. Hoffmann, counsel to Debtor (.4); emails with C. Grimes regarding transmittal of same to Court (.3); review and revise exhibits to Protiviti's application to be retained as financial advisor to the Committee (.3); email M. Atkinson and J. Crockett, Committee's financial advisor, regarding same (.3).	JDR	1.30
10/25/12	Arrange execution, filing, and service of the Committee's application to retain Protiviti as its financial advisor.	JDR	0.90
10/26/12	Emails with J. Crockett regarding the Committee's application to retain Protiviti as its financial advisor.	JDR	0.60
Total Services for this Matter:			13,145.00
Total this Invoice			\$13,145.00

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Client 022267  
Matter 0002  
November 16, 2012  
Page 4

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	1.10	\$533.50
Wilson, Eric	ERW	4.00	2,500.00
Raviele, Jennifer D	JDR	23.70	10,072.50
Betan, Fyanne	FB	0.20	39.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE



**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICE:  
MUMBAI, INDIA

Dickinson Theatres Creditors' Committee  
Bankruptcy Court

November 16, 2012  
Invoice No. 2564422

022267 Dickinson Theatres Creditors' Committee  
0003 Fee Matters

**Account Summary And Remittance Form**

Legal Services:	\$850.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due:** **\$850.00**

**Terms: Payment Due On or Before December 16, 2012**

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KELLEY DRYE & WARREN LLP  
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NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
LOS ANGELES  
CHICAGONEW YORK  
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PARSIPPANY  
BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIADickinson Theatres Creditors' Committee  
Bankruptcy CourtNovember 16, 2012  
Invoice No. 2564422Client 022267  
Matter 0003 Fee Matters

Attorney: 01118

Page 1

**Legal Services Rendered**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Tkpr</u></b>	<b><u>Hours</u></b>
10/05/12	Review Local Rules for the United States Bankruptcy Court for the District of Kansas to determine whether specific fee categories are required for Committee counsel's applications for compensation (.8); Arrange preparation of committee member expense reimbursement form, edit same, and circulate same to KDW team (.8).	JDR	1.60
10/15/12	Review proposed interim compensation order to confirm that it provides for reimbursement of Committee member expenses.	JDR	0.40
Total Services for this Matter:			850.00
Total this Invoice			\$850.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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BRUSSELSAFFILIATE OFFICE:  
MUMBAI, INDIADickinson Theatres Creditors' Committee  
Client 022267  
Matter 0003  
November 16, 2012  
Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Raviele, Jennifer D	JDR	2.00	\$850.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICE:  
MUMBAI, INDIA

Dickinson Theatres Creditors' Committee  
Bankruptcy Court

November 16, 2012  
Invoice No. 2564423

022267 Dickinson Theatres Creditors' Committee  
0004 Financing and Cash Collateral

**Account Summary And Remittance Form**

Legal Services: \$15,750.00

Disbursements and Other Charges: \$0.00

**Total Amount Due: \$15,750.00**

**Terms: Payment Due On or Before December 16, 2012**

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**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
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**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
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ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
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PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Bankruptcy CourtNovember 16, 2012  
Invoice No. 2564423Client 022267  
Matter 0004 Financing and Cash Collateral

Attorney: 01118

Page 1

**Legal Services Rendered**

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
10/04/12	Briefly review Peoples (.6) and West 6801 (.3) DIP motions.	ERW	0.90
10/05/12	Review and analyze the 6801 West insider interim DIP order and identify issues related to same (.4); review and analyze the Peoples interim DIP order and identify issues related to same (.7); review credit agreements related to same (.6).	BB	1.70
10/16/12	Review and analyze the case's budget in the context of the final DIP order and outline issues related to same (.5); begin review and revise same (.4); review and analyze proposed insider final DIP Order (.4); emails with E. Wilson regarding same (.1).	BB	1.40
10/17/12	Review and comment on proposed final Peoples Bank DIP Order.	BB	1.80
10/18/12	Additional review and comment on proposed final Peoples Bank DIP Order (1.6); review comments of Hawthorn Bank to proposed final Peoples Bank DIP Order (.4); emails with S. Stolte (debtor's counsel) and W. Smith counsel for Peoples Bank) regarding same (.2); confer with E. Wilson and J. Raviele (both of KDW) regarding same and regarding DIP objection (.4).	BB	2.60
10/18/12	Review and comment on revised Peoples' DIP order.	ERW	0.30
10/19/12	Numerous emails with P. Hoffmann and S. Stolte (debtor's	BB	0.80

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MUMBAI, INDIADickinson Theatres Creditors' Committee  
Client 022267  
Matter 0004  
November 16, 2012  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	counsel), W. Smith (counsel for Peoples), and R. Fielding (counsel for Hawthorn) regarding open DIP issues.		
10/19/12	Review and comment on Peoples (.6) and Hawthorn's (.5) proposed DIP orders.	ERW	1.10
10/22/12	Begin drafting objection to final approval of DIP Financing Motion with People's Bank.	JDR	4.20
10/22/12	Prepare for and conduct call with P. Hoffmann and S. Stolte (debtor's counsel) regarding open DIP issues (.4); follow up call with same and with M. Fielding (counsel for Hawthorn Bank) and W. Smith (counsel for Peoples Bank) regarding same (.8); review and revise Peoples Bank's final DIP order in light of same (.7).	BB	1.90
10/23/12	Review proposed DIP budget (.5) and provide my comments to B. Blaustein (.4).	ERW	0.90
10/23/12	Initial review and analysis of the Debtor's revised case budget (.6); emails with J. Crockett (committee's financial advisor) regarding same (.5); emails and calls with P. Hoffmann and S. Stolte (debtor's counsel), M. Fielding (counsel for Hawthorne Bank) and W. Smith (counsel for Peoples Bank) regarding various issues with the proposed final DIP order (1.4); make numerous revisions to final DIP order (1.7); confer with E. Wilson regarding DIP (.4).	BB	4.60
10/23/12	Continue drafting objection to People's Bank DIP Financing (2.5); review revised proposed final DIP Financing Order (.9).	JDR	3.40
10/24/12	Numerous emails with W. Smith (counsel for Peoples Bank), P. Hoffmann and S. Stolte, M. Fielding (counsel for Hawthorn Bank), and R. Rayburn (special counsel for the	BB	4.10

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Client 022267  
Matter 0004  
November 16, 2012  
Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	Debtor), regarding proposed final DIP order (.8); conferences and emails with E. Wilson regarding same (.4); call with W. Smith, P. Hoffmann and S. Stolte, M. Fielding regarding same (.6); review and revise final DIP order in light of comments from the working group (2.3).		
10/24/12	Confer with B. Blaustein regarding case status, manner of proceeding, budget (.4); review and comment on final People's DIP order, budget (.9); review and comment on Protiviti retention application (.2).	ERW	1.50
10/25/12	Emails with P. Hoffmann, M. Fielding and W. Smith regarding final comments to Peoples' DIP order (.4); emails with E. Wilson regarding same (.2).	BB	0.60
10/25/12	Emails with B. Blaustein regarding disposition of DIP dispute.	ERW	0.20
Total Services for this Matter:			15,750.00
Total this Invoice			\$15,750.00

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Client 022267  
Matter 0004  
November 16, 2012  
Page 4

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	19.50	\$9,457.50
Wilson, Eric	ERW	4.90	3,062.50
Raviele, Jennifer D	JDR	7.60	3,230.00

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**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
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Dickinson Theatres Creditors' Committee  
Bankruptcy Court

November 16, 2012  
Invoice No. 2564424

022267 Dickinson Theatres Creditors' Committee  
0005 Asset Disposition

**Account Summary And Remittance Form**

Legal Services:	\$1,018.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due:** **\$1,018.50**

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Bankruptcy CourtNovember 16, 2012  
Invoice No. 2564424Client 022267  
Matter 0005 Asset Disposition

Attorney: 01118

Page 1

**Legal Services Rendered**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Tkpr</u></b>	<b><u>Hours</u></b>
10/05/12	Begin review and analysis of the Debtor's K-7 abandonment motion.	BB	0.40
10/09/12	Continued analysis of issues related to the abandonment of the K-7 property (.8); emails with S. Stolte (debtor's counsel) regarding same (.3),	BB	1.10
10/16/12	Call with B. Strauss (counsel for First Community Bank) regarding Debtor's motion to abandon its K-7 property (.2); emails with S. Stolte regarding same (.2); analyze valuation and timing issues related to same (.2).	BB	0.60
Total Services for this Matter:			1,018.50
Total this Invoice			\$1,018.50

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Matter 0005  
November 16, 2012  
Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	2.10	\$1,018.50

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ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
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Dickinson Theatres Creditors' Committee  
Bankruptcy Court

November 16, 2012  
Invoice No. 2564425

022267 Dickinson Theatres Creditors' Committee  
0006 Executory Contracts and Leases

**Account Summary And Remittance Form**

Legal Services:	\$1,912.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due:** **\$1,912.00**

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Invoice No. 2564425Client 022267  
Matter 0006 Executory Contracts and Leases

Attorney: 01118

Page 1

**Legal Services Rendered**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Tkpr</u></b>	<b><u>Hours</u></b>
10/09/12	Review rejection motions (.6); Emails with S. Stolte (debtor's counsel) regarding status of same (.3).	BB	0.90
10/12/12	Read Spirit decision.	ERW	0.40
10/12/12	Review Judge's opinion concerning the denial of the Debtor's motion to reject one of the leases with Spirit.	BB	0.40
10/15/12	Calls with T. Swanson regarding status of Mesa, AZ and Little Rock, AR theatres (.6); review rejection motions for impact on same (.8).	JDR	1.40
10/15/12	Continue analysis of open issues related to motions to reject various contracts (.4); calls and emails with S. Stolte regarding same (.3).	BB	0.70
10/30/12	Emails with counsel for S. Olsen (Holland & Hart), counsel for National CineMedia, regarding potential rejection of executory contract of same.	BB	0.20
Total Services for this Matter:			1,912.00
Total this Invoice			\$1,912.00

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Matter 0006  
November 16, 2012  
Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	2.20	\$1,067.00
Wilson, Eric	ERW	0.40	250.00
Raviele, Jennifer D	JDR	1.40	595.00

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Bankruptcy Court

November 16, 2012  
Invoice No. 2564426

022267 Dickinson Theatres Creditors' Committee  
0007 Avoidance Actions

**Account Summary And Remittance Form**

Legal Services:	\$3,257.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due:** **\$3,257.00**

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ABA #: 021-000-021  
SWIFT CODE: CHASUS33  
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ACCOUNT #: 135-046110  
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Invoice No. 2564426Client 022267  
Matter 0007 Avoidance Actions

Attorney: 01118

Page 1

**Legal Services Rendered**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Tkpr</u></b>	<b><u>Hours</u></b>
10/06/12	Review the Debtor's Statement of Financial Affairs to identify 90-day and 1-year payments (.3); review stock purchase agreement between the Horton Trust and John Hartley and identify certain claims related to same (1.2).	BB	1.50
10/06/12	Briefly review stock purchase agreement.	ERW	0.40
10/08/12	Conduct lien investigation in light of UCC searches and identify various issues related to alleged perfection of John Hartley and Peoples Bank (1.3); outline issues related to potential subordination of the Hartley guaranty (.9).	BB	2.20
10/09/12	Review and analyze Hawthorn Bank's note and alleged liens (.8); review and analyze additional liens of various landlords (.5); additional analysis of settlement scenarios in light of John Hartley's exposure (.9); additional analysis of settlement scenarios with Peoples Bank (.3).	BB	2.50
Total Services for this Matter:			3,257.00
Total this Invoice			\$3,257.00



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Client 022267  
Matter 0007  
November 16, 2012  
Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	6.20	\$3,007.00
Wilson, Eric	ERW	0.40	250.00

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November 16, 2012  
Invoice No. 2564427

022267 Dickinson Theatres Creditors' Committee  
0008 Claims

**Account Summary And Remittance Form**

Legal Services:	\$2,427.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due:** **\$2,427.00**

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ACCOUNT #: 135-046110  
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Bankruptcy CourtNovember 16, 2012  
Invoice No. 2564427Client 022267  
Matter 0008 Claims

Attorney: 01118

Page 1

**Legal Services Rendered**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Tkpr</u></b>	<b><u>Hours</u></b>
10/04/12	Briefly review critical vendor motion (.2); 503b9 motion (.2); and rejection motions (.4).	ERW	0.80
10/05/12	Review and analyze critical vendor and section 503(b)(9) orders (.3) and outline the committee's comments to same (.3).	BB	0.60
10/08/12	Draft comprehensive comments to S. Stolte (debtor's counsel) on various case issues, including the critical vendor and section 503(b)(9) orders and upcoming deadlines.	BB	0.90
10/12/12	Numerous emails with P. Hoffmann (debtor's counsel) regarding estimated claims and open issues related to same (.4); conduct independent analysis of the company's claims pool (.5).	BB	0.90
10/13/12	Emails from P. Hoffmann regarding updated claim's analysis (.2); briefly review updated analysis (.2).	ERW	0.40
10/25/12	Call with P. Hoffmann and B. Strauss (counsel for First Community Bank) regarding obtaining appraisals and potential deficiency claim of First Community Bank in connection with K-7 property (.4); call with P. Hoffmann and D. Bacon (counsel for Spirit) regarding amount and classification of Spirit's claim (.4).	BB	0.80
10/26/12	Emails with C. Grimes regarding appeal of Spirit decision.	ERW	0.20
Total Services for this Matter:			2,427.00

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Client 022267  
Matter 0008  
November 16, 2012  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	Total this Invoice		\$2,427.00

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Client 022267  
Matter 0008  
November 16, 2012  
Page 3

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	3.20	\$1,552.00
Wilson, Eric	ERW	1.40	875.00

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101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
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Dickinson Theatres Creditors' Committee  
Bankruptcy Court

November 16, 2012  
Invoice No. 2564428

022267 Dickinson Theatres Creditors' Committee  
0009 Disclosure Statement and Plan of Reorganization

**Account Summary And Remittance Form**

Legal Services:	\$38,505.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due:** **\$38,505.00**

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JP MORGAN CHASE, N.A.  
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SWIFT CODE: CHASUS33  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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Bankruptcy Court

November 16, 2012  
Invoice No. 2564428

Client 022267  
Matter 0009 Disclosure Statement and Plan of Reorganization

Attorney: 01118

Page 1

**Legal Services Rendered**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Tkpr</u></b>	<b><u>Hours</u></b>
10/05/12	Emails with P. Hoffmann regarding conflicts issues, in-person meeting with committee, extension of objection deadlines (.5); telephone calls and emails with chairperson regarding advisors, in-person meeting, next steps (.3); conference call (1.2) and emails (.4) with debtor's counsel regarding case overview, next steps.	ERW	2.40
10/05/12	Introductory call with P. Hoffmann (debtor's counsel) and E. Wilson regarding reasons for filing and the Debtor's plan (1.2); review of first day declaration and key pleadings to understand the key issues in the case (.8); emails with P. Hoffmann regarding next week's all-hands meeting between the Debtor and the Committee (.2).	BB	2.20
10/06/12	Begin drafting the Committee's global settlement proposal.	BB	1.10
10/08/12	Read and analyze plan (1.1) and disclosure statement (1.6); emails with P. Hoffmann regarding committee meeting, SPA deal documents, People's budget, meeting agenda (.5).	ERW	3.20
10/08/12	Review current draft of Plan and determine necessary changes to same (1.1); emails with P. Hoffmann (Stinson) regarding upcoming meeting with the Debtor later that week to discuss the case's issues and the company's performance (.4).	BB	1.50
10/09/12	Emails with P. Hoffmann regarding in-person meeting and	ERW	1.90

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Dickinson Theatres Creditors' Committee  
Client 022267  
Matter 0009  
November 16, 2012  
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	disposition of K-7 property, plan documents and projections (.5); read and analyze the following documents preparatory to in-person debtor meeting: budget (.8); DIP orders (.6).		
10/09/12	Arrange acquisition of first-day transcript and confer with M. Vicinanza regarding same.	JDR	0.40
10/10/12	Extensive preparation for first meeting with the Debtor in Kansas, include drafting of case issue list and global settlement scenarios.	BB	4.30
10/10/12	Review revised projections underlying plan (.4); review settlement proposal (.5) and evaluate possible settlement scenarios (.3) preparatory to in-person meeting with debtors, Peoples' and counsel.	ERW	1.20
10/11/12	Prepare for in-person meeting with debtor, committee, bank and counsel (1.1); strategy conference with B. Blaustein regarding same (.8); attend in-person meeting with debtor, committee, bank and counsel at debtor's counsel's office (3.8); pre-meeting with committee members Coke, Hartley and Prize (1.1); review debtor's revised draft plan projections (.3).	ERW	7.10
10/11/12	Non-working travel time to and from Kansas City, MS for in-person meeting with debtor, committee, bank and counsel (4 hours billed at 50%).	ERW	2.00
10/11/12	Call with C. Grimes, local counsel, regarding revised projections for distribution to general unsecured creditors under proposed plan.	JDR	0.30
10/11/12	Continue working on case issues and global settlement scenarios with E. Wilson (KDW), during travel time to Kansas (in lieu of non-working travel time) (2.8); begin	BB	7.90



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Client 022267  
Matter 0009  
November 16, 2012  
Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	drafting outline of open issues in light of meeting (.5); attend meeting with the Committee, the Debtor's principals and Debtor's counsel to discuss the Debtor's operations and key case issues (3.8); confer with E. Wilson regarding same (.8).		
10/12/12	Outline open items for committee plan term sheet for B. Blaustein to prepare following meeting (.8); review and comment on initial draft of proposed settlement term sheet (.8).	ERW	1.60
10/12/12	Extensive analysis of the Debtor's projections in light of the in-person meeting with the Debtor (2.6); confer with E. Wilson (KDW) regarding same (.2); revise Committee Plan term sheet per E. Wilson's instruction in light of meeting with the Debtor and updated projections (3.4).	BB	6.20
10/14/12	Finalize draft Committee plan term sheet and forward same to E. Wilson.	BB	1.20
10/15/12	Review and comment on plan term sheet revised per my instruction (.8); confer with B. Blaustein regarding same (.3); briefly review debtor's updated projections (.3); emails with P. Hoffmann (debtor's counsel) regarding financial contact for Protiviti (.1); read first-day hearing transcript for case background (.8).	ERW	2.30
10/15/12	Confer with E. Wilson (KDW) regarding open issues concerning the Committee's plan term sheet (.3); review and revise same in light of comments (1.4).	BB	1.70
10/16/12	Call with M. Atkinson regarding debtor's projections (.8); final review and comment on revised plan term sheet prior to circulation (.6).	ERW	1.40

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Client 022267  
Matter 0009  
November 16, 2012  
Page 4

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
10/16/12	Follow up call with E. Wilson and M. Atkinson (Protiviti) regarding the Committee's draft settlement term sheet (.3); review and revise term sheet in light of same (.8); email term sheet to P. Hoffmann and follow up emails related to same (.3).	BB	1.40
10/17/12	Review revised projections (.5) and updated term sheet (.3); confer with B. Blaustein regarding calls with P. Hoffmann, J. Hartley (Insider) and Peoples Bank (DIP lender) regarding settlement (.4).	ERW	1.20
10/17/12	Call with P. Hoffmann regarding the Committee's settlement term sheet and other key case issues (.9); call with P. Hoffmann and B. Fenimore (counsel for J. Hartley) regarding same (.8); confer with E. Wilson regarding same (.4).	BB	2.10
10/24/12	Work on various global settlement options in light of the Debtor's revised budget (.9); emails with J. Crockett (Protiviti) regarding same (.2).	BB	1.10
10/25/12	Prepare for second global settlement meeting at the Debtor's office including review and revise various global settlement options in light of the Debtor's revised budget (2.3); attend second all hands settlement meeting with P. Hoffmann (debtor's counsel), B. Fenimore (counsel for John Hartley), C. Clark (counsel for Ron Horton), R. Horton (Debtor's President), and R. Rayburn (special corporate counsel to the Debtor) (3.2).	BB	5.50
10/26/12	Call with P. Hoffmann, B. Fenimore, C. Clark and R. Rayburn regarding the Debtor's plan (1.1); follow up emails with the same working group regarding same (.4); initial	BB	3.40

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November 16, 2012  
Page 5

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	review of deal points proposed by B. Fenimore (.3); call with B. Fenimore regarding same (.5); analyze potential solutions to various opens issues concerning the plan (1.1).		
10/26/12	Emails with debtor's counsel and insider's counsel regarding settlement.	ERW	0.30
10/29/12	Review and comment on the case's deal points circulated by B. Fenimore (1.6); calculate various options for payments to general unsecured creditors under the Plan (.7); follow up emails with P. Hoffmann regarding same (.2).	BB	2.50
10/29/12	Review settlement points (.6) and provide comments to B. Blaustein (.3).	ERW	0.90
10/31/12	Call with P. Hoffmann and B. Fenimore regarding amended Plan, global settlement and revised projections (1.0); begin review and revise Plan and Disclosure Statement in light of same (.9); analyze projections in light of same (.5).	BB	2.40
10/31/12	Review revised plan and disclosure statement (.8); review revised projections (.3).	ERW	1.10
Total Services for this Matter:			38,505.00
Total this Invoice			\$38,505.00

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Matter 0009  
November 16, 2012  
Page 6

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	44.50	\$21,582.50
Wilson, Eric	ERW	26.60	16,625.00
Raviele, Jennifer D	JDR	0.70	297.50

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

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MUMBAI, INDIA

Dickinson Theatres Creditors' Committee  
Bankruptcy Court

November 16, 2012  
Invoice No. 2564429

022267 Dickinson Theatres Creditors' Committee  
0010 Committee & Creditor Communications

**Account Summary And Remittance Form**

Legal Services:	\$14,031.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due:** **\$14,031.50**

**Terms: Payment Due On or Before December 16, 2012**

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Invoice No. 2564429Client 022267  
Matter 0010 Committee & Creditor Communications

Attorney: 01118

Page 1

**Legal Services Rendered**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Tkpr</u></b>	<b><u>Hours</u></b>
10/04/12	Prepare for and conduct initial committee call (1.4); draft committee bylaws (.6).	ERW	2.00
10/05/12	Draft extensive update to creditors' committee, schedule in-person meeting with debtor (.8); telephone calls and emails with chairperson regarding advisors, in-person meeting, next steps (.3).	ERW	1.10
10/05/12	Review and comment on P. Hoffmann's (debtor's counsel) proposal concerning confidentiality agreement between the Debtor and the Committee.	BB	0.20
10/06/12	Emails with B. Kaye (Committee member for Coca Cola) and E. Wilson regarding key issues in the upcoming meeting between the Committee and the Debtor.	BB	0.30
10/08/12	Emails with Hartley, IMAX regarding in-person meeting, comments to bylaws (.5); confer with B. Blaustein regarding committee update (.4).	ERW	0.90
10/08/12	Review and revise Committee bylaws in light of comments from various Committee members (.4); office conference with E. Wilson (KDW) regarding same (.4); draft status update to the Committee regarding the upcoming in-person meeting with the Debtor (.3).	BB	1.10
10/09/12	Call GGA and Prize Properties regarding whether they will attend 10/11 in-person meeting with the Debtor.	JDR	0.30

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November 16, 2012  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
10/09/12	Telephone call (.5) and emails (.1) with committee member Hartley regarding case status, meeting agenda.	ERW	0.60
10/10/12	Email Committee members reminder regarding 10/11 in-person meeting with the Debtor (.5); emails with M. deQuesada and D. Forster regarding attendance at same and execution of bylaws (.6).	JDR	1.10
10/10/12	Call with P. Hoffmann regarding meeting, prior representation of creditors (.2); emails with committee member of IMAX regarding pleadings, meeting (.2).	ERW	0.40
10/11/12	Email meeting agenda and revised projections to Committee members for in-person meeting with the Debtor (.4); draft motion to establish procedures for notice to general unsecured creditors who are not members of the Committee pursuant to section 1102 of the Bankruptcy Code (2.9); review motion to establish minimum noticing requirements (1.2); email summary of same to E. Wilson and B. Blaustein (.4).	JDR	4.90
10/12/12	Emails with B. Kaye (UCC chair) (.2) and M. Atkinson (Protiviti), UCC advisor (.2) regarding next committee meeting, retention.	ERW	0.40
10/12/12	Draft status update and agenda to the Committee in advance of Committee call.	BB	0.30
10/15/12	Prepare Committee website.	M V	1.10
10/15/12	Call various Committee members regarding their attendance for today's Committee call (.4); finalize motion to confirm that the Committee is not required to provide the Debtor's confidential or privileged information to creditors who are not members of the Committee (.9).	JDR	1.30

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Matter 0010  
November 16, 2012  
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
10/15/12	Prepare for (.4) and conduct (1.1) committee call regarding case status, term sheet; follow-up calls with committee members regarding same (.3),	ERW	1.80
10/15/12	Draft status update to the Committee in advance of Committee call (.4); participate in weekly Committee call to discuss the key issues in the case (1.1); calls with various key creditors regarding the case's issues (.6).	BB	2.10
10/15/12	Send reminder to Committee members for weekly Committee call.	JDR	0.40
10/16/12	Review and comment on 1102 motion (.3) and proposed order (.2).	ERW	0.50
10/16/12	Revise Committee's motion for and order determining that the Committee is not required to provide confidential and privileged information to creditors who are not Committee members (.3); finalize same and arrange filing and service of same (.6).	JDR	0.90
10/18/12	Draft meeting agenda, outline open issues.	ERW	0.40
10/18/12	Continue to prepare Committee website.	M V	0.90
10/19/12	Prepare for (.2) and participate in (.5) weekly Committee call.	BB	0.70
10/19/12	Continue to prepare Committee website and upload relevant pleadings.	M V	0.70
10/19/12	Prepare for (.2) and conduct (.5) committee call.	ERW	0.70
10/19/12	Call Committee members regarding participation in 10/19 Committee call (.4); call with S. Stolte, counsel to Debtor) regarding potential collaboration on website to provide information to creditors (.3); call with counsel to Committee members for update on negotiations (.4).	JDR	1.10



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Client 022267  
Matter 0010  
November 16, 2012  
Page 4

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
10/22/12	Maintenance of website.	M V	1.10
10/26/12	Prepare for and conduct weekly Committee call (1.0); call with J. Swart (The Hartley's Executive Cleaners) and G. Eastman (counsel for the same and for the Prize Properties) regarding key case issues related to and impact of proposed plan on same (.5); call with K. Weismann (Imax) regarding same (.3).	BB	1.80
10/26/12	Calls with Committee members to confirm participation in Committee call.	JDR	0.30
10/31/12	Call and emails with Debtor's counsel, S. Stolte, regarding creditor website.	JDR	0.30
Total Services for this Matter:			14,031.50
Total this Invoice			\$14,031.50

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Matter 0010  
November 16, 2012  
Page 5

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Vicinanza, Marie	M V	3.80	\$874.00
Blaustein, Benjamin	BB	6.50	3,152.50
Wilson, Eric	ERW	8.80	5,500.00
Raviele, Jennifer D	JDR	10.60	4,505.00

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**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #: 021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
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Dickinson Theatres Creditors' Committee  
Bankruptcy Court

November 16, 2012  
Invoice No. 2564430

022267 Dickinson Theatres Creditors' Committee  
0011 Business Operations

**Account Summary And Remittance Form**

Legal Services:	\$7,784.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due:** **\$7,784.50**

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Bankruptcy CourtNovember 16, 2012  
Invoice No. 2564430Client 022267  
Matter 0011 Business Operations

Attorney: 01118

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**Legal Services Rendered**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Tkpr</u></b>	<b><u>Hours</u></b>
10/04/12	Briefly review wage motion (.2); tax motion (.2); customer programs motion (.2).	ERW	0.60
10/05/12	Briefly review joint administration (.2) and cash management motions (.2).	ERW	0.40
10/05/12	Review and analyze the Debtor's cash management order and outline issues related to same.	BB	0.30
10/08/12	Review and comment on final proposed utilities order.	BB	0.30
10/09/12	Additional review of open issues related to the Debtor's initial financial projections (.5); emails with P. Hoffmann (Stinson) regarding same (.2).	BB	0.70
10/14/12	Additional review of the Debtor's projections (.3) and emails regarding open issues and questions on same with P. Hoffmann (Stinson) (.7).	BB	1.00
10/15/12	Review and analyze the Debtor's revised projections (.8); emails with M. Atkinson of Protiviti regarding same (.3).	BB	1.10
10/16/12	Prepare for and conduct call with E. Wilson (KDW) and M. Atkinson (Protiviti) to discuss the Debtor's projections, performance, and key case issues.	BB	1.00
10/18/12	Review and analyze initial assessment of Protiviti concerning the Debtor's projections and liquidity needs (.5); emails with M. Atkinson and J. Crockett (both of Protiviti) regarding same (.2).	BB	0.70

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Matter 0011  
November 16, 2012  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
10/18/12	Review and analyze Protiviti report regarding debtor projections.	ERW	0.80
10/19/12	Review Protiviti's initial assessment of the company's financials (1.9); emails and call with J. Crockett (Protiviti) regarding same (.6).	BB	2.50
10/20/12	Emails with P. Hoffman regarding revised projections (.3); emails with Protiviti team regarding same (.3).	BB	0.60
10/23/12	Review and analyze the Debtor's 5-year and 10-year projections and Debtor's notes and assumptions regarding same.	BB	1.80
10/23/12	Review and analyze 10-year projections.	ERW	0.80
10/24/12	Call with P. Hoffman (Stinson), R. Rayburn (special counsel to Debtor), and J. Crockett (Protiviti) regarding the company's revised projections.	BB	1.00
10/26/12	Analyze the Debtor's revised projections and call with J. Crockett (Protiviti) regarding same.	BB	0.90
10/30/12	Initial review and analysis of revised projections and detailed analysis from P. Hoffmann related to same.	BB	0.80
Total Services for this Matter:			7,784.50
Total this Invoice			\$7,784.50

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Client 022267  
Matter 0011  
November 16, 2012  
Page 3

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	12.70	\$6,159.50
Wilson, Eric	ERW	2.60	1,625.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
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AFFILIATE OFFICE:  
MUMBAI, INDIA

Dickinson Theatres Creditors' Committee  
Bankruptcy Court

November 16, 2012  
Invoice No. 2564431

022267 Dickinson Theatres Creditors' Committee  
0012 Court Hearings

**Account Summary And Remittance Form**

Legal Services:	\$2,317.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due:** **\$2,317.00**

**Terms: Payment Due On or Before December 16, 2012**

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Bankruptcy CourtNovember 16, 2012  
Invoice No. 2564431Client 022267  
Matter 0012 Court Hearings

Attorney: 01118

Page 1

**Legal Services Rendered**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Tkpr</u></b>	<b><u>Hours</u></b>
10/15/12	Summarize procedures in order to appear telephonically.	M V	0.20
10/24/12	Prepare October 25, 2012 hearing binder.	FB	3.40
10/25/12	Prepare for and attend court hearing on final DIP order, various rejection motions, the Debtor's retention applications, utilities motions, and other matters.	BB	2.40
10/26/12	Confer with E. Wilson (KDW) regarding yesterday's hearing, key case issues, key tasks and case's strategy going forward.	BB	0.40
10/26/12	Confer with B. Blaustein re disposition of omnibus hearing, committee update, and next steps.	ERW	0.40
Total Services for this Matter:			2,317.00
Total this Invoice			\$2,317.00



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Matter 0012  
November 16, 2012  
Page 2

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<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Vicinanza, Marie	M V	0.20	\$46.00
Blaustein, Benjamin	BB	2.80	1,358.00
Wilson, Eric	ERW	0.40	250.00
Betan, Fayanne	FB	3.40	663.00

**PAYMENT BY CHECK:**KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800**PAYMENT BY WIRE:**JP MORGAN CHASE, N.A.  
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SWIFT CODE: CHASUS33  
ACCOUNT NAME: KELLEY DRYE & WARREN LLP  
ACCOUNT #: 135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**Exhibit B**

**KELLEY DRYE & WARREN LLP**  
**\*\* CONFIDENTIAL WORK SHEET FOR INTERNAL USE ONLY \*\***

RUN DATE: November 16, 2012 12:53:48  
**Billing Timekeeper: 01118 - Carr, James S**  
 Prebill #: 1302405  
**022267 - Dickinson Theatres Creditors' Committee**  
**0001 - Case Administration**

DATE THRU: October 31, 2012

Page: 3  
**Responsible Timekeeper: 01118 - Carr, James S**  
 FORMAT 020

**Other Charges/Disbursements**

<b>Atty ID</b>	<b>Attorney</b>	<b>Date</b>	<b>Description</b>	<b>Bill Amount</b>	<b>Disp.</b>	<b>Disb Id</b>
		10/08/12	Duplication	15.00	H T W	7909428
		10/15/12	Duplication	15.00	H T W	7911080
		10/29/12	Duplication	14.80	H T W	7915142
05395	Wilson , E.R.	10/11/12	Soundpath Moderator: Eric R. Wilson Call Date: 10/11/2012 	63.68	H T W	7914319
05395	Wilson , E.R.	10/15/12	/Telephone Soundpath Moderator: Eric R. Wilson Call Date: 10/15/2012 	62.20	H T W	7920811
05212	Blaustein , B.	10/17/12	/Telephone Soundpath Moderator: Benjamin Blaustein Call Date: 10/17/2012 	9.12	H T W	7920832
05395	Wilson , E.R.	10/19/12	/Telephone Soundpath Moderator: Eric R. Wilson Call Date: 10/19/2012 	19.11	H T W	7920883
05212	Blaustein , B.	10/22/12	/Telephone Soundpath Moderator: Benjamin Blaustein Call Date: 10/22/2012 	24.83	H T W	7921739
05212	Blaustein , B.	10/24/12	/Telephone Soundpath Moderator: Benjamin Blaustein Call Date: 10/24/2012 	19.41	H T W	7921775
05212	Blaustein , B.	10/26/12	/Telephone Soundpath Moderator: Benjamin Blaustein Call Date: 10/26/2012 	11.24	H T W	7921814
05212	Blaustein , B.	10/11/12	VENDOR: Blaustein, Benjamin; INVOICE#: 10/11/2012; DATE: 10/11/2012 - Roundtrip airfare for Benjamin Blaustein	2,319.20	H T W	7910687

**KELLEY DRYE & WARREN LLP**  
**\*\* CONFIDENTIAL WORK SHEET FOR INTERNAL USE ONLY \*\***

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DATE THRU: October 31, 2012

Page: 4  
**Responsible Timekeeper: 01118 - Carr, James S**  
 FORMAT 020

**Other Charges/Disbursements**

Atty ID	Attorney	Date	Description	Bill Amount	Disp.	Disb Id
			and Eric Wilson.			
05212	Blaustein , B.	10/25/12	/Long Distance Travel VENDOR: Blaustein, Benjamin; INVOICE#: 10/25/2012; DATE: 10/25/2012 - Roundtrip airfare.	1,247.60	H T W	7921158
05212	Blaustein , B.	10/11/12	/Long Distance Travel VENDOR: Blaustein, Benjamin; INVOICE#: 10/11/2012; DATE: 10/11/2012 - Car service to in-person meeting.	60.00	H T W	7910689
05395	Wilson , E.R.	10/11/12	/Cab Service VENDOR: Wilson, Eric R.; INVOICE#: 10/12/2012; DATE: 10/11/2012 - Roundtrip car to airport for meeting with debtor in Kansas City, MI.	331.19	H T W	7921069
05212	Blaustein , B.	10/25/12	/Cab Service VENDOR: Blaustein, Benjamin; INVOICE#: 10/25/2012; DATE: 10/25/2012 - Roundtrip cab to airport.	110.00	H T W	7921160
05212	Blaustein , B.	10/11/12	/Cab Service VENDOR: Blaustein, Benjamin; INVOICE#: 10/11/2012; DATE: 10/11/2012 - Meals.	18.92	H T W	7910690
05395	Wilson , E.R.	10/11/12	/Meals VENDOR: Wilson, Eric R.; INVOICE#: 10/11/2012; DATE: 10/11/2012 - Dinner with B. Blaustein and B. Kaye (Coca-Cola).	67.84	H T W	7910794
			/Meals			
<b>Totals:</b>				<b>\$4,409.14</b>		

**ADVANCED TRAVEL**  
**COMPLIMENTS OF ADVANCED TRAVEL**  
**Phone: 516-799-9150**  
**ADVTRAVEL@AOL.COM**

## eTicket Receipt

**Prepared For**  
**KAYE/WILLIAM**

RESERVATION CODE	NZSLDH
ISSUE DATE	06Oct2012
TICKET NUMBER	0067135703416
ISSUING AIRLINE	DELTA AIR LINES INC
ISSUING AGENT	ADVANCED TRAVEL/AJR
ISSUING AGENT LOCATION	MASSAPEQUA NY
IATA NUMBER	33545002
CUSTOMER NUMBER	RUSSILL
FREQUENT FLYER NUMBER	DL4011859164

## Itinerary Details

TRAVEL DATE	AIRLINE	DEPARTURE	ARRIVAL	OTHER NOTES
11Oct12	DELTA AIR LINES INC DL 6238	NEW YORK LGA, NY  Time 8:00am Terminal TERMINAL D	KANSAS CITY INTL, MO  Time 10:15am Terminal TERMINAL BUILDING B	Airline Reservation Code GJQAGC Class COACH Seat Number CHECK-IN REQUIRED Baggage Allowance NIL Booking Status CONFIRMED Fare Basis Y0 Not Valid After 11 OCT
11Oct12	DELTA AIR LINES INC DL 959	KANSAS CITY INTL, MO  Time 5:52pm Terminal TERMINAL BUILDING B	NEW YORK LGA, NY  Time 9:37pm Terminal TERMINAL D	Airline Reservation Code GJQAGC Class COACH Seat Number CHECK-IN REQUIRED Baggage Allowance NIL Booking Status CONFIRMED Fare Basis Y0 Not Valid After 11 OCT

## Baggage Allowance

LGA to MCI - 0 Pieces DELTA AIR LINES INC

Prices of additional baggage pieces:

1. 25.00 USD
2. 35.00 USD

MCI to LGA - 0 Pieces DELTA AIR LINES INC

Prices of additional baggage pieces:

1. 25.00 USD
2. 35.00 USD

ADDITIONAL ALLOWANCES AND/OR DISCOUNTS MAY APPLY

## Payment/Fare Details

Form of Payment	CREDIT CARD - MASTERCARD : XXXXXXXXXXXX 8068
Endorsement / Restrictions	NONE
Fare Calculation Line	NYC DL MKC836.28Y0 DL NYC836.28Y0 USD1672.56END ZP LGAMCI XFLGA4.5MCI4.5
Fare	USD 1,672.56
Taxes/Fees/Carrier-Imposed Charges	USD 125.44 US (US DOMESTIC TRANSPORTATION TAX) USD 7.60 ZP (SEGMENT TAX) USD 14.00 XT (COMBINED TAXES)
Total Fare	USD 1,819.60

3782-094033-42026  
WMS Kaye

7/13

426435

0000074900004343  
RAYALON LIPONSIS  
BELLERBE NY 11710  
516-783-0430

PURCHASER SIGN HERE

X Phone Order

Cardholder acknowledges receipt of goods and/or services in the amount of the Total shown hereon and agrees to perform the obligations set forth in the Cardholder's agreement with the issuer.

*CAR Service*

QUAN.	CLASS	DESCRIPTION	PRICE	AMOUNT
		EAST ROCKAWAY to LGA (Roundtrip)		156
DATE 10-11-12		AUTHORIZATION		
REFERENCE NO.		REG/DEPT.	SUB TOTAL	
FOLIO/CHECK NO.		SERVER	CLERK	TAX
				TIPS MISC.
<b>SALES SLIP</b>				<b>TOTAL 156</b>

CUSTOMER COPY

IMPORTANT: RETAIN THIS COPY FOR YOUR RECORDS