



SO ORDERED.

SIGNED this 29th day of November, 2012.

Dale L. Somers

Dale L. Somers
United States Bankruptcy Judge

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

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

SUPPLEMENTAL STIPULATION AND ORDER REGARDING FINAL ORDER: (A) AUTHORIZING DEBTOR TO OBTAIN POST-PETITION FINANCING FROM PEOPLES BANK; (B) GRANTING LIENS AND SUPERPRIORITY CLAIMS IN FAVOR OF PEOPLES BANK; (C) GRANTING REPLACEMENT LIENS TO HAWTHORN BANK; (D) AUTHORIZING USE OF HAWTHORN BANK'S AND PEOPLES BANK'S CASH COLLATERAL; AND (E) GRANTING ADEQUATE PROTECTION TO HAWTHORN BANK AND PEOPLES BANK (Docket No. 166)

The Parties hereto, by and through their respective attorneys, have conferred and agreed to modify the existing Final Order (*Docket No. 166*) authorizing the Debtor to, among other things, obtain post-petition financing pursuant to Sections 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d), and 507 of Title 11 of the United States Code 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code") and Rules 2002, 4001 and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") as follows:

1. On September 21, 2012 (the "Petition Date"), the Debtor filed its voluntary petition in this Court for reorganization relief under Chapter 11 of the Bankruptcy Code, commencing the Debtor's Chapter 11 case (the "Chapter 11 Case").¹ The Debtor continues to operate its business and manage its properties as debtor-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in this Chapter 11 Case.

2. On the Petition Date, the Debtor filed, among other things, a Motion for Entry of Interim and Final Orders: (A) Authorizing Debtor To Obtain Post-Petition Financing From People's Bank; (B) Granting Liens And Superpriority Claims In Favor Of People's Bank; (C) Authorizing Use Of People's Bank's Cash Collateral; and (D) Granting Adequate Protection To People's Bank (the "Motion"); and the Court heard the Motion on an emergency basis at the Interim Hearing.

3. On October 5, 2012, the Court granted the Motion, on an interim basis, and entered the Interim Order. (*See Docket No. 100.*)

4. A Final Hearing on the Motion was held on October 25, 2012,

5. On October 27, 2012, the Court entered a Final Order on the Motion ("Final Order"). (*See Docket No. 166.*)

6. The Final Order authorized Debtor, among other things, to use cash collateral per the budget attached to the Final Order as Exhibit A (the "Budget") through the week ending November 30, 2012 (the "Budget Period").

7. The Final Order also provided that "[i]f necessary, the Debtor may file in lieu of a further hearing, a supplemental stipulation and order (the "Supplemental Stipulation and Order"), agreed to by the Debtor, Peoples, Hawthorn and the Committee, (the "Parties") that includes a

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

budget from December 1, 2012 through and including December 31, 2012. If necessary, a hearing on continuance of this order, or entry of a new order regarding use of cash collateral and DIP financing, after November 30, 2012, shall be held on November 28, 2012 at 9:30 a.m. or as soon thereafter as counsel may be heard."

8. The Parties hereby stipulate and agree that it is necessary that Debtor be authorized to use cash collateral per the Budget from December 1, 2012 through and including December 31, 2012.

9. The Parties hereby further stipulate and agree that the Budget for Professional Fees is increased to \$300,000 (an increase of \$50,000 from the previous budget of \$250,000).

10. This Supplemental Stipulation and Order may be further amended by agreement of the parties.

11. The Parties Stipulate and agree that all other terms and conditions of the Final Order shall remain in full force and effect.

12. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Supplemental Stipulation and Order.

###

Order prepared by:

ROBERT J. RAYBURN, III,
ATTORNEY AT LAW

By: s/ Robert J. Rayburn, III
Robert J. Rayburn, III, KS #17102
7400 W. 110th Street, Ste. 600
Overland Park, KS 66210
Tel.: (816) 215-5567
Fax: (888) 685-2224
robert@rayburngrp.com

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

Approved:

STEVENS & BRAND, LLP

By: s/ Wesley F. Smith
Wesley F. Smith, KS #18517
900 Massachusetts, Suite 500
P.O. Box 189
Lawrence, Kansas 66044
Tel.: (785) 843-0811
Fax: (785) 843-0341
WSmith@StevensBrand.com

Counsel for Peoples Bank

HUSCH BLACKWELL LLP

By: s/ Michael Fielding
Michael Fielding, KS # 20562
4801 Main Street, Suite 1000
Kansas City, MO 64112
Tel: (816) 983-8000
Fax: (816) 983-8080

Counsel for Hawthorn Bank

KELLEY DRYE & WARREN LLP

By: s/ Eric R. Wilson
Eric R. Wilson (*pro hac vice*)
Benjamin Blaustein (*pro hac vice*)
101 Park Avenue
New York, NY 10178
Tel.: (212) 808-7800
Fax: (212) 808-7897
ewilson@kelleydrye.com
bblaustein@kelleydrye.com

Counsel for Unsecured Creditors Committee

[illegible]

*includes USTE quarterly fees pursuant to 28 USC sec. 1930

Weekly Operating Cash Flow

Beginning Cash

20

Endline Weather Cash

Page 100

Op/Admin percentage based upon 27 week average Sept 28 2012 - March 31, 2013
Payroll/Taxes percentage based upon 27 week average Sept 28 2012 - March 31, 2013
December 2012 will require a \$100,000 expenditure to convert Port Arthur, TX to digital
Average management fees range from 5-8% plus out of pocket and professional subvols
To date, approximately 2.5% in annual rate renegotiations have been tentatively agreed
Cash flow loss eliminated with 4 theater closings \$ 52,931.94 per month (per act)

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: 3

Date Rcvd: Nov 30, 2012

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 02, 2012.

db +Dickinson Theatres, Inc., 6801 W 107th Street, Overland Park, KS 66212-1825
7415137 +Hawthorn Bank, co Michael D Fielding, Husch Blackwell LLP, 4801 Main St Ste 1000,
Kansas City MO 64112-2551
7390800 +Peoples Bank, 13180 Metcalf Ave, Overland Park KS 66213-2810

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: Dec 02, 2012

Signature:



The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on November 30, 2012 at the address(es) listed below:

Alicia C Davis on behalf of Creditor Spirit Master Funding LLC alicia.davis@lw.com
Andrew F Whatnall on behalf of Creditor Debt Acquisition Co of America V, LLC
awhatnall@daca4.com
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
jraiviele@kelleydrye.com
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,
ustpreregion20.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@huschblackwell.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 ustpreregion20.wi.ecf@usdoj.gov
W. Rick Griffin on behalf of Creditor NR 14 LLC wrgriffin@martinpringle.com,
mmcortez@martinpringle.com;angoupil@martinpringle.com/wedwards@martinpringle.com
Wesley F. Smith on behalf of Creditor Peoples Bank wsmith@stevensbrand.com,
jackerman@stevensbrand.com/sdatumtate@stevensbrand.com/mcarroll@stevensbrand.com

TOTAL: 30