

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

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

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

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

PLEASE TAKE NOTICE that on September 21, 2012, Dickinson Theatres, Inc. (the "Debtor") filed with the United States Bankruptcy Court for the District of Kansas (the "Court") the Disclosure Statement With Respect to the Plan of Reorganization of the Debtor dated September 21, 2012 (as amended, the "Disclosure Statement") for use in soliciting acceptances or rejections of the Plan of Reorganization of the Debtor dated September 21, 2012 (as amended, the "Plan") from holders of certain impaired claims who are (or may be) entitled to receive distributions under the Plan. Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Plan.

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

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

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

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

2. Objections to Confirmation. Any party in interest objecting to the Plan shall file objections ("Confirmation Objections") to the confirmation of the Plan no later than 12:00 p.m. (Central time) on _____, 2012, (the "Confirmation Objection Deadline"). Any Confirmation Objection must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) set forth the name and address of the objector, and the nature and amount of any claim or interest asserted by the objector against the Debtor, its estate or property; (d) state with particularity the grounds for the objection and the legal and factual bases therefor; (e) reference with specificity the provisions of the Plan to which objection is made, including proposed language to be added to the Plan or existing language in the Plan to be modified or deleted to resolve such objection; (f) be filed, together with proof of service, either (1) electronically via the Bankruptcy Court's website, <http://www.ksb.uscourts.gov> in accordance with the electronic filing procedures approved by the Bankruptcy Court, or (2) by hand with the Bankruptcy Court at Office of the Clerk of the Court, United States Bankruptcy Court for the District of Kansas, 161 U.S. Courthouse, 500 State Avenue, Kansas City, Kansas 66101; and (g) be served by personal service, overnight delivery, or first-class mail, so as to be RECEIVED no later than 12:00 p.m. (Central time) on _____, 2012, by the following parties: (i) counsel for the Debtor, Stinson Morrison Hecker LLP, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, Attn: Paul M. Hoffmann, Esq., (ii) the U.S. Trustee, Office of the United States Trustee, Office of the United States Trustee, 301 North Main Street, Suite 1150, Wichita, KS 67202; and (iii) counsel for the Creditors' Committee, if any. **Confirmation Objections not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.**

3. Information and Documents. Copies of the Plan, the Disclosure Statement, the Solicitation Procedures Order and pleadings and orders in the Debtor's case are available for review during regular business hours (9:00 a.m. to 4:00 p.m. weekdays, except legal holidays) at the at Office of the Clerk of the Court, United States Bankruptcy Court for the District of Kansas, 161 U.S. Courthouse, 500 State Avenue, Kansas City, Kansas 66101. Imaged copies of such documents are publicly available on the internet at the Court's website, <http://www.ksb.uscourts.gov>, for a nominal charge (a PACER account is required). Copies of the Disclosure Statement and Plan (including all exhibits and appendices thereto) also may be obtained by first-class mail, at the Debtor's expense, from counsel to the Debtor, Stinson Morrison Hecker LLP, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, telephone (816) 842-8600.

Dated: _____, 2012

Paul M. Hoffmann
Sharon L. Stolte
Timothy M. Swanson
STINSON MORRISON HECKER LLP
1201 Walnut, Suite 2900
Kansas City, MO 64106-2150
Fax: (888) 691-1191
Counsel to the Debtor and Debtor-in-Possession

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DICKINSON THEATRES, INC.,)	
a Kansas corporation,)	Chapter 11
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Debtor.)	

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

PLEASE TAKE NOTICE that on September 21, 2012, Dickinson Theatres, Inc. (the "Debtor") filed with the United States Bankruptcy Court for the District of Kansas (the "Court") the Disclosure Statement With Respect to the Plan of Reorganization of the Debtor dated September 21, 2012 (as amended, the "Disclosure Statement") for use in soliciting acceptances or rejections of the Plan of Reorganization of the Debtor dated September 21, 2012 (as amended, the "Plan") from holders of certain impaired claims who are (or may be) entitled to receive distributions under the Plan. Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Plan.

PLEASE TAKE FURTHER NOTICE that under the Plan Procedures Order (as defined below), the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended and in effect on June 2, 2010 (the "Bankruptcy Code"), and the Plan, holders of certain claims or interests under the Plan are not entitled to vote.

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

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

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

2. Objections to Confirmation. Any party in interest objecting to the Plan shall file objections ("Confirmation Objections") to the confirmation of the Plan no later than 12:00 p.m. (Central time) on _____, 2012, (the "Confirmation Objection Deadline"). Any Confirmation Objection

must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) set forth the name and address of the objector, and the nature and amount of any claim or interest asserted by the objector against the Debtor, its estate or property; (d) state with particularity the grounds for the objection and the legal and factual bases therefor; (e) reference with specificity the provisions of the Plan to which objection is made, including proposed language to be added to the Plan or existing language in the Plan to be modified or deleted to resolve such objection; (f) be filed, together with proof of service, either (1) electronically via the Bankruptcy Court's website, <http://www.ksb.uscourts.gov> in accordance with the electronic filing procedures approved by the Bankruptcy Court, or (2) by hand with the Bankruptcy Court at Office of the Clerk of the Court, United States Bankruptcy Court for the District of Kansas, 161 U.S. Courthouse, 500 State Avenue, Kansas City, Kansas 66101; and (g) be served by personal service, overnight delivery, or first-class mail, so as to be RECEIVED no later than 12:00 p.m. (Central time) on _____, 2012, by the following parties: (i) counsel for the Debtor, Stinson Morrison Hecker LLP, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, Attn: Paul M. Hoffmann, Esq., (ii) the U.S. Trustee, Office of the United States Trustee, Office of the United States Trustee, 301 North Main Street, Suite 1150, Wichita, KS 67202; and (iii) counsel for the Creditors' Committee, if any. **Confirmation Objections not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.**

3. Information and Documents. Copies of the Plan, the Disclosure Statement, the Solicitation Procedures Order and pleadings and orders in the Debtor's case are available for review during regular business hours (9:00 a.m. to 4:00 p.m. weekdays, except legal holidays) at the at Office of the Clerk of the Court, United States Bankruptcy Court for the District of Kansas, 161 U.S. Courthouse, 500 State Avenue, Kansas City, Kansas 66101. Imaged copies of such documents are publicly available on the internet at the Court's website, <http://www.ksb.uscourts.gov>, for a nominal charge (a PACER account is required). Copies of the Disclosure Statement and Plan (including all exhibits and appendices thereto) also may be obtained by first-class mail, at the Debtor's expense, from counsel to the Debtor, Stinson Morrison Hecker LLP, 1201 Walnut, Suite 2900, Kansas City, MO 64106-2150, telephone (816) 842-8600.

Dated: _____, 2012

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a Kansas corporation,)	Chapter 11
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**NOTICE OF NON-VOTING STATUS WITH RESPECT TO
(1) CONTINGENT, UNLIQUIDATED OR DISPUTED CLAIMS,
(2) CLAIMS SCHEDULED AS ZERO OR UNKNOWN IN AMOUNT, OR
(3) CLAIMS TO WHICH THE DEBTOR HAS FILED AN OBJECTION**

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

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PLEASE TAKE FURTHER NOTICE THAT UNDER THE BANKRUPTCY CODE, ONLY HOLDERS OF ALLOWED CLAIMS OR INTERESTS MAY VOTE TO ACCEPT OR REJECT A PLAN OF REORGANIZATION. YOUR CLAIM, IF ANY, HAS BEEN IDENTIFIED AS A CONTINGENT, UNLIQUIDATED OR DISPUTED CLAIM OR A CLAIM SCHEDULED AS ZERO OR UNKNOWN IN AMOUNT OR A CLAIM TO WHICH THE DEBTOR HAS FILED AN OBJECTION. ACCORDINGLY, THIS NOTICE IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY. IF YOU WISH TO DISPUTE THIS CLASSIFICATION AND SEEK TEMPORARY ALLOWANCE OF YOUR CLAIM FOR VOTING PURPOSES, YOU MUST: (I) HAVE FILED A PROOF OF CLAIM BY THE BAR DATE (AS DEFINED IN THAT CERTAIN ORDER PURSUANT TO 11 U.S.C. §§ 105(A), 501, 502 AND 1111(A) AND RULES 2002(A)(7), 3003(C)(3) AND 5005(A) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE ESTABLISHING BAR DATES FOR FILING PROOFS OF CLAIM AND APPROVING FORM AND MANNER OF NOTICE THEREOF); (II) SEEK TEMPORARY ALLOWANCE OF YOUR CLAIM FOR VOTING PURPOSES ON OR BEFORE _____, 2012 AT 4:00 P.M. (PACIFIC TIME) BY FILING AN APPROPRIATE MOTION (A "RULE 3018 MOTION") WITH THE COURT; (III) REQUEST A BALLOT FROM THE CLAIMS AND NOTICING AGENT IDENTIFIED BELOW; AND (IV) ON OR BEFORE _____, 2012 AT 4:00 P.M. (CENTRAL TIME) COMPLETE AND RETURN THE BALLOT ACCORDING TO THE INSTRUCTIONS CONTAINED ON THE BALLOT. THE PROCEDURES FOR FILING A RULE 3018 MOTION, INCLUDING THE _____, 2012 DEADLINE ESTABLISHED BY THE

COURT FOR FILING SUCH MOTIONS, ARE SET FORTH IN THE SOLICITATION PROCEDURES ORDER ENCLOSED HERewith. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR INTEREST(S), YOU SHOULD CONTACT THE DEBTOR'S COUNSEL, STINSON MORRISON HECKER LLP, 1201 WALNUT, SUITE 2900, KANSAS CITY, MO 64105-2150, TELEPHONE (816) 842-8600.

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