



**SO ORDERED.**

**SIGNED this 11th day of December, 2012.**

*Dale L. Somers*

Dale L. Somers  
United States Bankruptcy Judge

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

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

**AMENDED SUPPLEMENTAL ORDER PURSUANT TO 11 U.S.C. § 105(A) AND 363(B)  
AUTHORIZING DEBTOR TO PAY CLAIMS OF WARNER BROS. DISTRIBUTING  
INC., AND NEW LINE DISTRIBUTION, INC.**

**(Docket No. 277)**

Upon the Emergency Motion dated December 5, 2012 (the "Emergency Motion") (*Docket No. 277*) of Dickinson Theaters, Inc. (the "Debtor"), to amend the order pursuant to 11 U.S.C. §§ 105(a) and 363(b) authorizing the Debtor to pay claims of critical vendors (*Docket No. 60*) to include Warner Bros. Pictures Domestic, a Division of Warner Bros. Distributing Inc., a Delaware corporation, and New Line Distribution, Inc., a California corporation (collectively, "Warner"), all as more fully set out in the Motion; and it appearing that the Court has jurisdiction over this matter; and it appearing that due notice of the Emergency Motion has been provided to the United States District Trustee for the District of Kansas, the Debtor's secured creditors, the

Committee and all other parties-in-interest, and that no other or further notice need be provided; and it further appearing that the relief requested in the Motion is in the best interest of the Debtor, its creditors, and the estate; and upon the proceedings had before the Court; and after due deliberation and sufficient cause therefore it is hereby:

**ORDERED** that the Motion is granted and Debtor is authorized, under Section 105(a) of the Bankruptcy Code, to pay Warner its pre-petition claim in the approximate amount of \$106,000 by wire transfer upon entry of this Order; it is further

**ORDERED** that the payment authorized by this Order to Warner for pre-petition debt is necessary and critical to the Debtor's operation of its Business and therefore Debtor is authorized, under Section 105(a) of the Bankruptcy Code; it is further

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

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

**ORDERED** that the Warner shall have no obligation to negotiate for the continued supply of films or to supply such films to the Debtor in the event that: (a) mutually acceptable terms cannot be agreed upon on a picture-by-picture basis in the ordinary course of business; (b) Debtor or its Estate, including, without limitation their agents, representatives, employees or trustees, breaches in any way any material term of the license or other agreement with Warner, or infringes on Warner's rights under copyright; (c) there is not an effective date of a plan of

reorganization in the Debtor's Chapter 11 case; (d) there is a dismissal, or conversion to Chapter 7, of the Debtor's Chapter 11 case; (e) there is a liquidation of the Debtor or a sale of substantially all of the assets of the Debtor; or (f) the Debtor fails to pay any amounts which become due and owing to Warner on a timely basis; it is further

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

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

**ORDERED** that the terms and conditions of this Order shall be binding upon the Debtor and any successor thereto, including any Chapter 7 or Chapter 11 trustee appointed or elected in this case or any trustee or similar party appointed under a Chapter 11 plan and all official committees appointed in this case; it is further

**ORDERED** that cause exists to waive the mandatory 21-day notice required by Fed. R. Bankr. P. 6003 in order to avoid immediate and irreparable harm to the Debtor's estate; it is further

**ORDERED** that cause exists to waive the mandatory 14-day stay required by Fed. R. Bankr. P. 6004(h); and it is further

**ORDERED** that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

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**Order prepared by:**

STINSON MORRISON HECKER LLP

s/ Sharon L. Stolte

Sharon L. Stolte, KS #14302  
Paul M. Hoffmann, KS Fed. Bar No. 70170  
Timothy M. Swanson, KS #24516  
1201 Walnut, Ste. 2900  
Kansas City, MO 64106  
Tel.: (816) 691-2456  
Fax: (816) 412-9325  
sstolte@stinson.com  
phoffmann@stinson.com  
tswanson@stinson.com

*Reorganization Counsel for the Debtor  
and Debtor-in-Possession*

*-and-*

ROBERT J. RAYBURN, III,  
ATTORNEY AT LAW  
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*

**Order approved by:**

HUSCH BLACKWELL LLP

s/ Michael D. Fielding

Michael D. Fielding, KS #20562  
4801 Main Street, Suite 1000  
Kansas City, MO 64112-2551  
Tel: (816) 983-8353  
Fax: (816) 983-8080  
Michael.Fielding@huschblackwell.com

*Attorney for Hawthorn Bank*

STEVENS & BRAND L.L.P.

s/ Wesley F. Smith

Wesley F. Smith, KS #18517  
900 Massachusetts Street  
Suite 500  
PO Box 189  
Lawrence, KS 66044-0189  
Tel: (785) 843-0811  
Fax: (785) 843-0341  
wsmith@stevensbrand.com

*Attorney for Peoples Bank*

KELLEY DRYE & WARREN LLP

s/ Benjamin Blaustein

Benjamin Blaustein  
101 Park Avenue  
New York, NY 10178  
Tel: (212) 808-7844  
Fax: (212) 808-7897  
bblaustein@selleydrye.com

*Attorney for Official Committee of Unsecured Creditors*

s/ Joyce G. Owen

Joyce G. Owen  
Assistant U.S. Trustee  
Office Of The U.S. Trustee  
301 N. Main, Suite 1150  
Wichita, KS 67202-4811  
Tel: (316) 269-6212 ext. 2612  
Joyce.Owen@usdoj.gov

*U.S. Trustee*

ROTHSCHILD LAW

s/ Shelly Rothchild

Shelly Rothchild  
1908 Preuss Road  
Los Angeles, CA 90034 US  
Tel: (310) 622-3470  
rothschildlaw@yahoo.com

*Attorney for Warner Bros. Pictures Domestic,  
a Division of Warner Bros. Distributing Inc.,  
and New Line*