

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

In re:

Dickinson Theaters, Inc.,

Debtor.

Chapter 11

Case No. 12-22602 (DLS)

**SECOND MONTHLY STATEMENT OF SERVICES RENDERED AND
EXPENSES INCURRED BY KELLEY DRYE & WARREN LLP FOR
THE PERIOD NOVEMBER 1, 2012 THROUGH NOVEMBER 30, 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”),¹ Kelley Drye & Warren LLP (“Kelley Drye”) submits its Second Monthly Statement (the “Statement”) of Services Rendered and Expenses Incurred for the Period November 1, 2012 through November 30, 2012 (the “Statement Period”) 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 during the Statement Period is \$60,010.00. The expenses incurred by Kelley Drye during the Statement Period total \$1,932.09.
2. The following is a summary of the services rendered by Kelley Drye

¹ Docket Entry No. 164.

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

Project Category	Total Hours	Total Fees
Case Administration	2.3	\$931.00
Retention Matters	3.3	\$1,834.50
Fee Matters	10.4	\$4,632.00
Financing and Cash Collateral	2.5	\$1,240.50
Asset Disposition	0.0	\$0.00
Executory Contracts and Leases	1.5	\$701.50
Avoidance Actions	0.0	\$0.00
Claims	5.7	\$2,780.50
Disclosure Statement and Plan of Reorganization	71.9	\$35,219.50
Committee & Creditor Communications	14.3	\$6,886.50
Business Operations	1.1	\$553.50
Court Hearings	11.3	\$5,230.50
Total	124.3	\$60,010.00

3. Kelley Drye has provided a total of 124.3 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:

Name of Professional	Year of First Bar Admission	Position with Applicant and Number of Years in that Position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Wilson, Esq.	1997	Partner since 2006	\$625	20.9	\$13,062.50
Benjamin Blaustein, Esq.	2006	Associate since 2005	\$485	60.9	\$29,556.50
Jennifer D. Raviele, Esq.	2009	Associate since 2008	\$425	39.2	\$16,660.00
Marie Vicinanza	n/a	Paralegal since 1990	\$230	2.5	\$575.00
Fayanne Betan	n/a	Paralegal since 2011	\$195	0.8	\$156.00

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 \$60,010.00, with a blended hourly rate of \$482.78. 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 with the Debtor and its secured lenders and drafting and revising the terms of the proposed plan of reorganization to ensure that the best interests of the Debtor's bankruptcy estate and its creditors were considered. Kelley Drye also worked with the Debtor to attempt to resolve issues with its contract and lease counterparties and to analyze and assess the largest unsecured claims filed against the estate.

7. Kelley Drye has incurred total out-of-pocket disbursements during the Statement Period in the amount of \$1,932.09² as follows:

Expense Category	Total Expenses
Postage	\$6.60
Duplication	\$32.20
Telephone	\$29.30
Courier	\$17.74
Long Distance Travel	\$1,469.60
Cab Service	\$71.91
Meals	\$5.99
Binding	\$7.10
Lodging	\$291.65
Total	\$1,932.09

² 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.

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. A detailed statement of the expenses incurred by Kelley Drye is attached hereto as **Exhibit B**.

9. 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.

10. 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

11. 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").

12. Objections to the statement, if any, must be served upon the Notice Parties and Kelley Drye (at the address listed below) no later than December 22, 2012 (the "Objection Deadline"), setting forth the nature of the objection and the specific amount of fees or expenses at issue.

13. 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: December 12, 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

December 10, 2012
Invoice No. 2566861

022267 Dickinson Theatres Creditors' Committee
0001 Case Administration

Account Summary And Remittance Form

Legal Services:	\$931.00
Disbursements and Other Charges:	\$1,932.09

Total Amount Due: \$2,863.09

Terms: Payment Due On or Before December 31, 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

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICE:
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Dickinson Theatres Creditors' Committee
Bankruptcy Court

December 10, 2012
Invoice No. 2566861

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>
11/06/12	Update critical dates chart and circulate to KDW team.	JDR	0.90
11/14/12	Prepare and file application for ECF login.	M V	0.30
11/27/12	Review pleadings for impact.	JDR	0.90
11/30/12	Review critical dates chart and comment on same.	BB	0.20

KELLEY DRYE & WARREN LLP

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Dickinson Theatres Creditors' Committee
Client 022267
Matter 0001
December 10, 2012
Page 2

Total Services for this Matter: 931.00

<u>Other Charges:</u>	<u>Amount</u>	
Postage	\$6.60	
Duplication	32.20	
Telephone	29.30	
Courier	17.74	
Long Distance Travel	1,469.60	
Cab Service	71.91	
Meals	5.99	
Binding	7.10	
Lodging	291.65	
Total Other Charges for this Matter:		1,932.09
Total this Invoice		\$2,863.09

KELLEY DRYE & WARREN LLP

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Dickinson Theatres Creditors' Committee
Client 022267
Matter 0001
December 10, 2012
Page 3

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Vicinanza, Marie	M V	0.30	\$69.00
Blaustein, Benjamin	BB	0.20	97.00
Raviele, Jennifer D	JDR	1.80	765.00

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NEW YORK, NEW YORK 10178
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PLEASE INDICATE CLIENT, MATTER AND
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AFFILIATE OFFICE:
MUMBAI, INDIA

Dickinson Theatres Creditors' Committee
Bankruptcy Court

December 10, 2012
Invoice No. 2566868

022267 Dickinson Theatres Creditors' Committee
0002 Retention Matters

Account Summary And Remittance Form

Legal Services:	\$1,834.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$1,834.50

Terms: Payment Due On or Before December 31, 2012

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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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INVOICE NUMBER AS PAYMENT REFERENCE

KELLEY DRYE & WARREN LLP

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BRUSSELSAFFILIATE OFFICE:
MUMBAI, INDIADickinson Theatres Creditors' Committee
Bankruptcy CourtDecember 10, 2012
Invoice No. 2566868Client 022267
Matter 0002 Retention Matters

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/06/12	Emails with P. Hoffmann regarding modification to KDW retention order (.2); review and comment on proposed revised language (.2).	ERW	0.40
11/06/12	Emails with P. Hoffmann (Debtor's Counsel) and W. Smith (counsel for Peoples Bank) regarding proposed changes to proposed order approving Kelley Drye's retention.	BB	0.20
11/07/12	Emails with W. Smith (Peoples) regarding retention objection, compromise (.6); confer with B. Blaustein regarding retention objection (.2).	ERW	0.80
11/07/12	Review limited objection of Peoples Bank to KDW's retention application (.3); numerous emails with W. Smith (counsel for Peoples) regarding same (.3); confer with E. Wilson regarding same (.2).	BB	0.80
11/12/12	Emails with B. Blaustein, W. Smith and P. Hoffman regarding resolution of retention objection (.3); instruction to B. Blaustein regarding settlement order (.3).	ERW	0.60
11/15/12	Resolve dispute over Kelley Drye's retention and finalize proposed order related to same.	BB	0.20
11/29/12	Email order approving Protiviti's retention application to M. Atkinson and J. Crockett.	JDR	0.30
Total Services for this Matter:			1,834.50
Total this Invoice			\$1,834.50

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Dickinson Theatres Creditors' Committee
Client 022267
Matter 0002
December 10, 2012
Page 2

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	1.20	\$582.00
Wilson, Eric	ERW	1.80	1,125.00
Raviele, Jennifer D	JDR	0.30	127.50

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

December 10, 2012
Invoice No. 2566869

022267 Dickinson Theatres Creditors' Committee
0003 Fee Matters

Account Summary And Remittance Form

Legal Services:	\$4,632.00
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$4,632.00

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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

December 10, 2012
Invoice No. 2566869

Client 022267
Matter 0003 Fee Matters

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/06/12	Review October prebills preparatory to November fee statement for reasonableness.	ERW	0.50
11/09/12	Emails to B. Blaustein regarding professional fee estimates.	ERW	0.10
11/12/12	Continue review of October prebills preparatory to November statement for reasonableness.	ERW	0.20
11/19/12	Review Kelley Drye's October 2012 bills (.8); draft Kelley Drye's monthly fee statement for October 2012 (4.4); review Protiviti's monthly fee statement for October 2012 (.7).	JDR	5.90
11/20/12	Revise October 2012 Monthly Fee Statement of Protiviti (.4); emails with J. Crockett regarding same (.3); prepare October 2012 Monthly Fee Statements of Kelley Drye and Protiviti for filing (1.8); call and emails with C. Grimes to arrange filing of same (.4); serve same (.4).	JDR	3.30
11/20/12	Review and comment on fee statement.	ERW	0.20
11/30/12	Call with P. Hoffmann regarding resolution of issues related to outstanding monthly fee statements and professional fees.	BB	0.20
Total Services for this Matter:			4,632.00
Total this Invoice			\$4,632.00

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Dickinson Theatres Creditors' Committee
Client 022267
Matter 0003
December 10, 2012
Page 2

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	0.20	\$97.00
Wilson, Eric	ERW	1.00	625.00
Raviele, Jennifer D	JDR	9.20	3,910.00

PAYMENT BY CHECK:

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101 PARK AVENUE
NEW YORK, NEW YORK 10178
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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
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

December 10, 2012
Invoice No. 2566867

022267 Dickinson Theatres Creditors' Committee
0004 Financing and Cash Collateral

Account Summary And Remittance Form

Legal Services:	\$1,240.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$1,240.50

Terms: Payment Due On or Before December 31, 2012

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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
PLEASE INDICATE CLIENT, MATTER AND
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KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICE:
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Dickinson Theatres Creditors' Committee
Bankruptcy Court

December 10, 2012
Invoice No. 2566867

Client 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>
11/05/12	Continue negotiations with W. Smith (counsel for Peoples' Bank) and P. Hoffmann (Debtor's counsel) regarding extension of People Bank's line of credit.	BB	0.80
11/07/12	Emails to B. Blaustein regarding budget issues.	ERW	0.20
11/15/12	Call with P. Hoffmann and W. Smith to discuss issues related to exit financing.	BB	0.50
11/20/12	Emails with P. Hoffmann and W. Smith regarding exit budget.	BB	0.30
11/26/12	Review and comment on supplemental to final cash collateral order with Peoples Bank to cover the period from November 28 through the projected effective date of December 31, 2012 (.4); review and comment on proposed final order approving West 6801 LLC's insider loan (.3).	BB	0.70
Total Services for this Matter:			1,240.50
Total this Invoice			\$1,240.50

KELLEY DRYE & WARREN LLP

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Dickinson Theatres Creditors' Committee
Client 022267
Matter 0004
December 10, 2012
Page 2

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	2.30	\$1,115.50
Wilson, Eric	ERW	0.20	125.00

PAYMENT BY CHECK:

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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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INVOICE NUMBER AS PAYMENT REFERENCE

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Dickinson Theatres Creditors' Committee
Bankruptcy Court

December 10, 2012
Invoice No. 2566866

022267 Dickinson Theatres Creditors' Committee
0006 Executory Contracts and Leases

Account Summary And Remittance Form

Legal Services:	\$701.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$701.50

Terms: Payment Due On or Before December 31, 2012

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ABA #:021-000-021
SWIFT CODE: CHASUS33
ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
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KELLEY DRYE & WARREN LLP

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AFFILIATE OFFICE:
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Dickinson Theatres Creditors' Committee
Bankruptcy Court

December 10, 2012
Invoice No. 2566866

Client 022267
Matter 0006 Executory Contracts and Leases

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/16/12	Review status of leases and contracts to be rejected under the Plan (.2); Emails with P. Hoffmann and S. Stolte regarding same (.2).	BB	0.40
11/30/12	Emails with M. Atkinson regarding Spirit appeal.	ERW	0.20
11/30/12	Brief research of caselaw on cure under section 365 of the Bankruptcy Code (.6); emails with P. Hoffman regarding same (.3).	JDR	0.90
Total Services for this Matter:			701.50
Total this Invoice			\$701.50

KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICE:
MUMBAI, INDIA

Dickinson Theatres Creditors' Committee
Client 022267
Matter 0006
December 10, 2012
Page 2

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	0.40	\$194.00
Wilson, Eric	ERW	0.20	125.00
Raviele, Jennifer D	JDR	0.90	382.50

PAYMENT BY CHECK:

KELLEY DRYE & WARREN LLP
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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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PLEASE INDICATE CLIENT, MATTER AND
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WASHINGTON
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AFFILIATE OFFICE:
MUMBAI, INDIA

Dickinson Theatres Creditors' Committee
Bankruptcy Court

December 10, 2012
Invoice No. 2566865

022267 Dickinson Theatres Creditors' Committee
0008 Claims

Account Summary And Remittance Form

Legal Services:	\$2,780.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: **\$2,780.50**

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KELLEY DRYE & WARREN LLP
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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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KELLEY DRYE & WARREN LLP

FEDERAL ID NO. 13-5335107

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BRUSSELSAFFILIATE OFFICE:
MUMBAI, INDIADickinson Theatres Creditors' Committee
Bankruptcy CourtDecember 10, 2012
Invoice No. 2566865Client 022267
Matter 0008 Claims

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/01/12	Review and summarize bar date motion and order.	JDR	0.90
11/13/12	Emails with P. Hoffmann regarding the disposition and potential withdrawal of certain large claims filed against the estate.	BB	0.20
11/16/12	Initial review of the largest claims filed by the bar date (.4); analyze impact of same on expected claims pool (.6); emails with P. Hoffman regarding same (.2).	BB	1.20
11/19/12	Continue analysis of the Debtor's schedule of filed v. scheduled claims and the basis for certain large claims filed against the Debtor (1.3); emails with P. Hoffmann and S. Stotle (counsel for the Debtor) regarding same (.2).	BB	1.50
11/20/12	Review Prize and Hartley claims.	ERW	0.50
11/20/12	Continue analysis of certain large claims filed against the Debtor and basis for objecting to same.	BB	0.80
11/30/12	Review and analyze certain substantial claims against the estate, including the claims of The Hartley's and Prize.	BB	0.60
Total Services for this Matter:			2,780.50
Total this Invoice			\$2,780.50

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Client 022267
Matter 0008
December 10, 2012
Page 2

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	4.30	\$2,085.50
Wilson, Eric	ERW	0.50	312.50
Raviele, Jennifer D	JDR	0.90	382.50

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Dickinson Theatres Creditors' Committee
Bankruptcy Court

December 10, 2012
Invoice No. 2566864

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

Account Summary And Remittance Form

Legal Services:	\$35,219.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$35,219.50

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Bankruptcy CourtDecember 10, 2012
Invoice No. 2566864Client 022267
Matter 0009 Disclosure Statement and Plan of Reorganization

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/01/12	Extensive work on revisions to the proposed Plan to incorporate the Committee's concerns and an agreement in principle with Mr. John Hartley and the Debtor (3.6); numerous emails with P. Hoffmann (Stinson) and B. Fenimore (counsel for John Hartley) regarding same (.5); call with B. Fenimore regarding same (.4); initial review of exhibits to proposed Disclosure Statement (.4); follow up emails with P. Hoffmann and B. Fenimore regarding People Bank's position (.2).	BB	6.10
11/02/12	Review and comment on additional drafts of the Plan sent by P. Hoffmann (Stinson) and B. Fenimore (counsel for John Hartley) (3.1); call with B. Fenimore regarding same (.2); review and comment on solicitation and noticing lists (.3).	BB	3.60
11/02/12	Review debtor's updated financial projections (.3); review debtor's proposed distribution analysis (.2); review further revised plan (1.8).	ERW	2.60
11/03/12	Review and comment on comments of B. Fenimore (counsel to John Hartley) to the Disclosure Statement and Plan.	BB	0.80
11/04/12	Review revised proposed exhibits to order approving disclosure statement (4.3); email comments regarding same to S. Stolte (.3).	JDR	4.60

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Client 022267
Matter 0009
December 10, 2012
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/04/12	Review and comment on current drafts of the Disclosure Statement and Plan (2.2); emails with P. Hoffmann (Debtor's counsel) and B. Fenimore (counsel for John Hartley) regarding same (.3); review and analyze the Debtor's additional proposed changes to the Plan (.9); review various comments from the Debtor, J. Raviele (of KDW) and others to solicitation materials and order approving the Disclosure Statement (.7).	BB	4.10
11/04/12	Review further revised plan (.8); read disclosure statement (1.4) and exhibits (1.8).	ERW	4.00
11/05/12	Extensive review, revise and comment on numerous iterations of Disclosure Statement and Plan in advance of filing of revised versions of same and hearing on approval of Disclosure Statement (3.6); and numerous emails with counsel for all key parties regarding same (1.0).	BB	4.60
11/05/12	Review order approving disclosure statement.	JDR	1.30
11/09/12	Review report from P. Hoffmann on solicitation process (.2); follow up emails with P. Hoffmann and B. Fenimore (counsel for the Hartley Trust) regarding same (.3); email traffic regarding same (.4).	BB	0.90
11/13/12	Review further revisions to plan (.5) and disclosure statement (.6).	ERW	1.10
11/13/12	Review and analyze first amended plan of reorganization (3.9); email comments regarding same to S. Stolte, P. Hoffman, T. Swanson, and B. Fenimore (.3).	JDR	4.20
11/13/12	Call with B. Kaye (Committee member for Coca Cola) regarding his proposed appointment as Plan Monitor to represent the interests of Class 5b after the effective date of	BB	1.10

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Client 022267
Matter 0009
December 10, 2012
Page 3

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	the Plan (.4); provide additional comments to the revised Plan (.5); confer with J. Raviele regarding same and regarding additional comments to same (.2).		
11/15/12	Review plan exhibit (.1) and outline of open issues (.3); emails with B. Blaustein regarding plan administrator (.2).	ERW	0.60
11/15/12	Analyze and outline open confirmation issues (.5); review Plan in connection with same (.2).	BB	0.70
11/18/12	Analyze feasibility issues under the Plan in light of the upcoming confirmation hearing (.8) and emails with P. Hoffmann (Debtor's counsel) regarding same (.2).	BB	1.00
11/19/12	Confer with B. Blaustein regarding plan status, payment schedule, Hartley claims.	ERW	0.50
11/19/12	Confer with E. Wilson regarding status.	BB	0.50
11/20/12	Review debtor's projections.	ERW	0.40
11/21/12	Review and analyze Spirit's objection to confirmation of the Plan (.4); emails with P. Hoffmann regarding same (.2); call with P. Hoffmann regarding open confirmation issues (.5); emails with working group (B. Fenimore, counsel for J. Hartley, W. Smith, counsel for Peoples' Bank, and P. Hoffmann) regarding same (.2).	BB	1.30
11/21/12	Begin reviewing proposed plan confirmation order from S. Stolte.	JDR	4.10
11/23/12	Review B. Fenimore's (counsel to John Hartley) comments to Confirmation Order from (.5); provide initial comments to same and additional comments to Plan (.4); emails with P. Hoffmann, W. Smith and B. Fenimore regarding same (.3).	BB	1.20
11/26/12	Continue reviewing proposed confirmation order and email	JDR	6.80

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Matter 0009
December 10, 2012
Page 4

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
	comments to P. Hoffman (2.9); begin drafting subsidiary guaranty (3.9).		
11/26/12	Review and comment on exit projections (.2), confirmation order (.7) and confer with B. Blaustein regarding plan issues (.3).	ERW	1.20
11/26/12	Review final version of Plan (1.3); review and comment on various iterations of confirmation order (.8); prepare list of open issues to P. Hoffmann (.3) and follow up emails and call with P. Hoffmann regarding same (.8); review ballot report (.2).	BB	3.40
11/27/12	Finalize and email draft of subsidiary guaranty to P. Hoffman, S. Stolte, and W. Smith.	JDR	2.60
11/27/12	Confer with B. Blaustein regarding confirmation issues, Spirit, revised budget.	ERW	0.60
11/27/12	Review numerous iterations of confirmation order, proposed guaranty by subsidiaries of obligations to Class 5a under the Plan, Spirit's objection, and other pleadings in preparation for confirmation hearing (2.6); confer with P. Hoffmann (.5) and E. Wilson (.6) regarding outstanding issues in advance of the confirmation hearing (.5).	BB	4.20
11/28/12	Emails (.3) and telephone calls (.8) with B. Blaustein regarding confirmation issues, Spirit strategy.	ERW	1.10
11/29/12	Confer with E. Wilson regarding confirmation hearing and next steps (.5); emails with P. Hoffmann regarding confirmation issues in light of the hearing (.2).	BB	0.70
11/30/12	Strategy conference with E. Wilson regarding dispute with Spirit and outstanding issues related to the Debtor's exit from bankruptcy.	BB	0.50

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Client 022267
Matter 0009
December 10, 2012
Page 5

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/30/12	Confer with B. Blaustein regarding disposition of conformation hearing, Spirit issue (.5); emails with M. Atkinson regarding case closure, next steps (.3).	ERW	0.80
11/30/12	Review comments from P. Hoffman to draft guaranty from subsidiaries.	JDR	0.70
Total Services for this Matter:			35,219.50
Total this Invoice			\$35,219.50

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Matter 0009
December 10, 2012
Page 6

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	34.70	\$16,829.50
Wilson, Eric	ERW	12.90	8,062.50
Raviele, Jennifer D	JDR	24.30	10,327.50

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ACCOUNT NAME:KELLEY DRYE & WARREN LLP
ACCOUNT #:135-046110
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Dickinson Theatres Creditors' Committee
Bankruptcy Court

December 10, 2012
Invoice No. 2566870

022267 Dickinson Theatres Creditors' Committee
0010 Committee & Creditor Communications

Account Summary And Remittance Form

Legal Services:	\$6,886.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$6,886.50

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Invoice No. 2566870Client 022267
Matter 0010 Committee & Creditor Communications

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/01/12	Update to creditors' committee regarding settlement status, agenda.	ERW	0.30
11/02/12	Prepare for and conduct weekly committee call (.6); confer with E. Wilson (KDW) regarding same (.2).	BB	0.80
11/02/12	Outline open issues for committee call (.4); conduct committee call (.5); follow-up call with B. Blaustein (.2).	ERW	1.10
11/02/12	Call Committee members regarding participation in Committee call.	JDR	0.40
11/05/12	Telephone call (.2) and emails with B. Kaye (Coke) regarding plan and disclosure statement (.2); update to committee regarding filing of plan and disclosure statement (.3).	ERW	0.70
11/05/12	Email Committee members summary of order approving disclosure statement.	JDR	1.10
11/08/12	Review and comment on agenda for committee call.	ERW	0.10
11/09/12	Prepare for (.2) and conduct weekly Committee update call (.5).	BB	0.70
11/12/12	Update to committee regarding claims bar date.	ERW	0.20
11/15/12	Update to committee and recommendation regarding plan voting.	ERW	0.30
11/16/12	Emails with J. Crockett (Protiviti) regarding nonreceipt of debtors' actuals, backup.	ERW	0.20

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Client 022267
Matter 0010
December 10, 2012
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/16/12	Draft detailed update to the Committee on the plan confirmation process and other issues in lieu of weekly Committee call.	BB	1.20
11/20/12	Update to committee regarding plan status.	ERW	0.20
11/20/12	Prepare status update to the Committee regarding the plan confirmation process and the Debtor's financials.	BB	0.90
11/26/12	Update to creditors' committee regarding plan, Spirit negotiations.	ERW	0.20
11/26/12	Draft update to the Committee regarding voting results and upcoming confirmation hearing.	BB	0.50
11/28/12	Organize files and website with financing and plan documents.	M V	1.00
11/29/12	Draft detailed status report to the Committee on the confirmation hearing and key outstanding issues in the case.	BB	1.40
11/29/12	Review and comment on agenda for creditors' committee meeting.	ERW	0.20
11/30/12	Maintenance and update of website and document organization.	M V	1.20
11/30/12	Prepare for and participate in conference call with the Creditors' Committee.	BB	0.80
11/30/12	Prepare for call and call with creditors' committee regarding confirmation, next steps.	ERW	0.80
Total Services for this Matter:			6,886.50
Total this Invoice			\$6,886.50

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Dickinson Theatres Creditors' Committee
Client 022267
Matter 0010
December 10, 2012
Page 3

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Vicinanza, Marie	M V	2.20	\$506.00
Blaustein, Benjamin	BB	6.30	3,055.50
Wilson, Eric	ERW	4.30	2,687.50
Raviele, Jennifer D	JDR	1.50	637.50

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Dickinson Theatres Creditors' Committee
Bankruptcy Court

December 10, 2012
Invoice No. 2566863

022267 Dickinson Theatres Creditors' Committee
0011 Business Operations

Account Summary And Remittance Form

Legal Services:	\$533.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$533.50

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Client 022267
Matter 0011 Business Operations

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/04/12	Review results of Port Arthur lease negotiations (.2); and emails with J. Crockett (Protiviti) regarding same (.1).	BB	0.30
11/09/12	Emails and call with P. Hoffmann regarding the Debtor's operations to date and available liquidity under its line of credit with Peoples Bank.	BB	0.40
11/15/12	Review financial report reflecting the debtor's results for the period Sept. 21 - Oct. 31.	BB	0.40
Total Services for this Matter:			533.50
Total this Invoice			\$533.50

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Matter 0011
December 10, 2012
Page 2

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	1.10	\$533.50

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Dickinson Theatres Creditors' Committee
Bankruptcy Court

December 10, 2012
Invoice No. 2566862

022267 Dickinson Theatres Creditors' Committee
0012 Court Hearings

Account Summary And Remittance Form

Legal Services:	\$5,230.50
Disbursements and Other Charges:	\$0.00

Total Amount Due: \$5,230.50

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Client 022267
Matter 0012 Court Hearings

Attorney: 01118

Page 1

Legal Services Rendered

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>
11/01/12	Emails with S. Stolte (Stinson) regarding pending matters for upcoming hearing.	BB	0.20
11/02/12	Arrange telephonic appearance for B. Blaustein for November 5th hearing.	FB	0.80
11/05/12	Prepare for and participate telephonically in hearing on approval of the Debtor's revised Disclosure Statement.	BB	1.50
11/28/12	Prepare for (1.2) and attend contested confirmation hearing (7.3).	BB	8.50
11/30/12	Confer with M. Vicinanza regarding acquisition of transcript for 11/28 confirmation hearing.	JDR	0.30
Total Services for this Matter:			5,230.50
Total this Invoice			\$5,230.50

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Matter 0012
December 10, 2012
Page 2

<u>Timekeeper</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
Blaustein, Benjamin	BB	10.20	\$4,947.00
Raviele, Jennifer D	JDR	0.30	127.50
Betan, Fayanne	FB	0.80	156.00

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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: December 10, 2012 11:45:45
Billing Timekeeper: 01118 - Carr, James S
 Prebill #: 1303595
022267 - Dickinson Theatres Creditors' Committee
0001 - Case Administration

DATE THRU: November 30, 2012

Page: 2
Responsible Timekeeper: 01118 - Carr, James S
 FORMAT 020

Other Charges/Disbursements

<u>Atty ID</u>	<u>Attorney</u>	<u>Date</u>	<u>Description</u>	<u>Bill Amount</u>	<u>Disp.</u>	<u>Disb Id</u>
05777	Raviele, J.	11/20/12	Postage	6.60	H T W	7924511
		11/12/12	Duplication	12.40	H T W	7921642
		11/19/12	Duplication	6.00	H T W	7924174
		11/26/12	Duplication	13.80	H T W	7925422
05395	Wilson, E.R.	11/02/12	Soundpath Moderator: Eric R. Wilson Call Date: 11/2/2012 	21.78	H T W	7923638
			/Telephone			
05395	Wilson, E.R.	11/09/12	Soundpath Moderator: Eric R. Wilson Call Date: 11/9/2012 	7.52	H T W	7927022
			/Telephone			
04057	Vicinanza, M.	11/17/12	UPS Invoice 136980462 022267-0001 11/14/2012 Sent from MEHLTRETTER, MARIE E Kelley Drye & Warren LLP (ny) 101 Park Avenue New York NY 10178 Sent to Attn: ECF Registrat United States Bankruptcy Court District of Kansas WICHITA KS 67202 US /Courier	17.74	H T W	7928513
05212	Blaustein, B.	11/27/12	VENDOR: Blaustein, Benjamin; INVOICE#: 11/27/2012; DATE: 11/27/2012 - Roundtrip airfare which includes \$300 for change fee. /Long Distance Travel	1,469.60	H T W	7930257
05212	Blaustein, B.	11/27/12	VENDOR: Blaustein, Benjamin; INVOICE#: 11/27/2012; DATE: 11/27/2012 - Cab fare. /Cab Service	71.91	H T W	7930259
05212	Blaustein, B.	11/27/12	VENDOR: Blaustein, Benjamin; INVOICE#: 11/27/2012; DATE: 11/27/2012 - Meals.	5.99	H T W	7930260

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Other Charges/Disbursements

Atty ID	Attorney	Date	Description	Bill Amount	Disp.	Disb Id
05395	Wilson , E.R.	11/30/12	/Meals Binding	7.10	H T W	7929257
05212	Blaustein , B.	11/27/12	VENDOR: Blaustein, Benjamin; INVOICE#: 11/27/2012; DATE: 11/27/2012 - Hotel. /Lodging	291.65	H T W	7930258
Totals:				\$1,932.09		