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tax ID #44-0843136
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Dickinson Theatres, Inc
FILE NUMBER: 0773874-0018E
INVOICE NO.: 10025129

December 6, 2012 PAGE 4

-----TIME AND FEE SUMMARY-----				
-----TIMEKEEPER-----		RATE	HOURS	FEE\$
P Hoffmann	Partner	485.00	1.90	921.50
S Stolte	Partner	340.00	.80	272.00
T Swanson	Associate	215.00	2.60	559.00



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Tax ID #44-0643135
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Dickinson Theatres, Inc
Attn Ron Horton
6801 W 107th St
Overland Park, KS 66212

DECEMBER 6, 2012
FED ID 44-0643135
FILE NUMBER 0773874-0018F
INVOICE NO. 10025130
Paul Hoffmann

REGARDING: Reorganization - Litigation

BALANCE DUE FROM PREVIOUS STATEMENT	\$26,500.03
LESS PAYMENT(S)	1,732.00

BALANCE FORWARD	24,768.03

PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER 30, 2012

CURRENT BILLINGS FOR FEES:	26,192.00
CURRENT BILLINGS FOR EXPENSES:	.00

TOTAL CURRENT BILLING	26,192.00

TOTAL BALANCE DUE:	\$50,960.03



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TOTAL BALANCE DUE:	\$50,960.03
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December 6, 2012 PAGE 2

REGARDING: Reorganization - Litigation

PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER 30, 2012

11/06/12	Analysis of legal authority regarding a Debtor's ability to pursue confirmation while an appeal is pending that could affect feasibility of the plan. Timothy M Swanson	.70	150.50
11/07/12	Analysis of legal authority regarding whether a debtor can pursue confirmation of its plan while an appeal is pending that may affect the feasibility of the plan under 1129(a)(11) of the bankruptcy code. Timothy M Swanson	4.10	881.50
11/08/12	Analysis of legal authority on the feasibility of confirming a plan while an appeal is still pending regarding issues surrounding confirmation (1); prepare statement of issues and designation of record regarding the Spirit Appeal to the 10th Circuit BAP (2.3). Timothy M Swanson	3.30	709.50
11/09/12	Review and revise Statement of Issues and Designation of Record for appeal of Spirit ruling; memos with T. Swanson, D. Bacon and R. Horton regarding same. Paul Hoffmann	1.80	873.00
11/09/12	Draft request for transcript from the court reporter per Bankr. R. 8006 (.8); telephone call with the court reporter regarding costs of obtaining a transcript and procedure (.2). Timothy M Swanson	1.00	215.00



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December 6, 2012 PAGE 2

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FILE NUMBER: 0773874-0018F			
INVOICE NO.: 10025130			
11/13/12 Telephone call and memos with D. Bacon and A. Davis regarding Spirit issues with Plan. Paul Hoffmann	.70	339.50	
11/13/12 Analysis of legal authority regarding section 365(d)(4) and a debtor's ability to extend the deadline to assume executory contracts beyond confirmation and/or the 120 days in the statute. Timothy M Swanson	5.60	1204.00	
11/14/12 Memos with D. Bacon and R. Horton regarding Spirit issues with Plan. Paul Hoffmann	.60	291.00	
11/14/12 Follow up analysis of legal authority regarding section 365(d)(4) and a debtor's ability to extend the deadline to assume executory contracts (3.9); analysis of legal authority regarding whether a debtor may pursue confirmation of a plan and an appeal simultaneously (3.8). Timothy M Swanson	7.70	1655.50	
11/15/12 Review and analyze research results from T. Swanson regarding Spirit issues, including cross defaults, assumption after confirmation and assuming while maintaining appeal. Paul Hoffmann	1.40	679.00	
11/15/12 Review appeal dismissal order; office conference with T. Swanson regarding same; update R. Horton (NO CHARGE). Paul Hoffmann	.50	NO CHARGE	
11/15/12 Telephone call with R. Horton regarding Spirit Plan issues; telephone call with D. Bacon regarding same and other options for resolution; update R. Horton regarding call with D. Bacon. Paul Hoffmann	.80	388.00	



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FILE NUMBER: 0773874-0018F
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11/15/12	Analysis of 10th Circuit and relevant legal authority regarding interlocutory orders, final orders, and the ability to appeal from either to the BAP (3.8); analysis of bankruptcy appellate motion practice (.4); analysis of legal authority regarding the ability to vacate an appellate order dismissing an appeal (No Charge). Timothy M Swanson	4.20	903.00
11/16/12	Memos with T. Swanson regarding research on Motion to Vacate Dismissal; review research results; review and revise motion; arrange to file same (NO CHARGE). Paul Hoffmann	2.40	NO CHARGE
11/16/12	Draft new Class 7B for Spirit; draft ballot regarding same; memos with D. Bacon, R. Horton, R. Rayburn, B. Blaustein, B. Fenimore and W. Smith regarding same; memos and call with R. Horton regarding Spirit deferred maintenance issues. Paul Hoffmann	2.60	1261.00
11/16/12	File Entry of Appearance on appeal; file Response to Order to Show Cause regarding Interlocutory Order; memos with T. Swanson regarding same and research results. Paul Hoffmann	1.60	776.00
11/16/12	Prepare the entry of appearance, interested party and oral argument statement on behalf of DTI for the 10th Cir. BAP (.4); prepare the Debtor's brief regarding the status of interlocutory/final order appellate jurisdiction of the 10th Circuit BAP regarding the Order Denying the Debtor's Motion to Reject in Part the Amended Master Lease with Spirit Master Funding, LLC (4.2); prepare Debtor's appellate motion to vacate the order dismissing	4.60	989.00



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the debtor's appeal under Fed. R. Civ. P. 60
and other authority (No Charge).
Timothy M Swanson

11/19/12	Memos with D. Bacon regarding 3018 claim and settlement; telephone call and memos with R. Horton regarding same and deferred maintenance issues. Paul Hoffmann	.80	388.00
11/20/12	Memos with A. Davis, R. Rayburn and R. Horton regarding deferred maintenance list; review Spirit ballot; memos with client and B. Blaustein regarding same; memos with A. Davis regarding fixed payments schedule and 3018 claim; memos and calls with R. Horton regarding both; memos with R. Rayburn regarding revised fixed payments schedule based on "worst case" scenario. Paul Hoffmann	1.60	776.00
11/20/12	Analysis of the BAP's reinstatement order (No Charge). Timothy M Swanson	.10	NO CHARGE
11/21/12	Memos with R. Rayburn regarding Spirit claim for \$934,000. Paul Hoffmann	.30	145.50
11/21/12	Analysis of Objection to Confirmation filed by Spirit Master Funding, LLC. Timothy M Swanson	.30	64.50
11/26/12	Multiple calls and memos with R. Horton, D. Bacon, and A. Davis regarding deferred maintenance and insurance overpayment issues and 11/28 hearing; memos with T. Swanson regarding research on cases cited in Spirit Plan objection; work on exhibits for 11/28 hearing. Paul Hoffmann	2.40	1164.00



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Dickinson Theatres, Inc	December 6, 2012	PAGE	6
FILE NUMBER: 0773874-0018F			
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11/26/12 Correspondence regarding 3018 motion. Sharon Stolte	.40	136.00	
11/26/12 Analysis of legal authority regarding the timing of curing an executory contract under 365 in the 10th Circuit and Kansas (3.5); analysis of legal authority regarding the Spirit objection and sheppardize of same legal authority (1.1). Timothy M Swanson	4.60	989.00	
11/27/12 Telephone and memos with C. Graver regarding Arizona attorneys fees issue; memos and calls with R. Horton, D. Bacon, A. Davis and others regarding 11/28 hearing; review Spirit proposed property inspection reports; finish preparing exhibits for use at hearing tomorrow; review Spirit attorney fees information; review draft Second Amendment to Lease; memos with R. Horton and D. Bacon regarding same. Paul Hoffmann	1.80	873.00	
11/27/12 Memos with A. Davis and D. Bacon regarding draft Confirmation Order. Paul Hoffmann	.30	145.50	
11/27/12 Telephone conference with Mr. Hoffmann regarding Arizona law on attorneys' fees and other questions related to lease dispute; e-mail to Mr. Hoffmann regarding Arizona contract attorneys' fee statute. Christopher Graver	.40	162.00	
11/27/12 Analysis of legal authority regarding the timing of curing an executory contract under 365 in the 10th Circuit and Kansas (2.8); analysis of the Spirit objection (.3). Timothy M Swanson	3.10	666.50	



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Dickinson Theatres, Inc December 6, 2012 PAGE 7
FILE NUMBER: 0773874-0018F
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11/28/12	Finish preparing for and conduct contested hearing with Spirit Master Funding on Plan confirmation and "cure" issues on lease; separate meetings and discussions with client and Spirit regarding potential settlement; review and coordinate with client and Spirit on potential second amendment to lease; meetings with counsel for Spirit regarding confirmation Order comments. Paul Hoffmann	6.40	3104.00
11/29/12	Begin research on Spirit legal fees; begin drafting memorandum regarding same; telephone call with C. Grimes regarding same; office conference with T. LaSala regarding same. Paul Hoffmann	6.80	3298.00
11/30/12	Finish research on Spirit legal fees; finish initial draft of memo regarding same; telephone calls and memos with S. Stolte, T. Swanson, R. Horton, and W. Smith regarding same. Paul Hoffmann	3.60	1746.00
11/30/12	Review and revise second amendment to Spirit master lease; memos with A. Davis and R. Horton regarding same. Paul Hoffmann	.90	436.50
11/30/12	Work on memorandum in support of confirmation and regarding Spirit's legal fees. Sharon Stolte	2.30	782.00

TOTAL FEES: 26,192.00

TOTAL CURRENT BILLING: \$26,192.00

There may be expenses for which this firm has not as yet been billed. Any such expenses will be



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December 6, 2012 PAGE 8

billed to you separately or on the next statement.



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December 6, 2012 PAGE 9

-----TIME AND FEE SUMMARY-----				
-----TIMEKEEPER-----		RATE	HOURS	FEE
P Hoffmann	Partner	485.00	34.40	16684.00
S Stolte	Partner	340.00	2.70	918.00
C Graver	Of Counsel	405.00	.40	162.00
T Swanson	Associate	215.00	39.20	8428.00



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DECEMBER 6, 2012
FED ID 44-0643135
FILE NUMBER 0773874-0018H
INVOICE NO. 10025132
Paul Hoffmann

REGARDING: Reorganization - Plan & Disclosure Statement

BALANCE DUE FROM PREVIOUS STATEMENT	\$36,085.50
LESS PAYMENT(S)	.00

BALANCE FORWARD	36,085.50
PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER 30, 2012	
CURRENT BILLINGS FOR FEES:	71,799.50
CURRENT BILLINGS FOR EXPENSES:	90.00

TOTAL CURRENT BILLING	71,889.50

TOTAL BALANCE DUE:	\$107,975.00



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LESS PAYMENT(S)		.00

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TOTAL BALANCE DUE:		\$107,975.00

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FILE NUMBER: 0773874-0018H
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December 6, 2012 PAGE 2

REGARDING: Reorganization - Plan & Disclosure Statement

PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER 30, 2012

11/01/12	Multiple calls and memos with R. Horton, R. Rayburn, B. Fenimore, B. Blaustein, M. Fielding, S. Stolte and others regarding revisions to Disclosure Statement and Plan in preparation for 11/5 hearings; draft extensive revisions to Disclosure Statement and Plan; meeting with S. Stolte, T. Swanson and M. Azeltine to prepare for 11/5 hearings. Paul Hoffmann	5.60	2716.00
11/01/12	Correspondence regarding hearing and matters for agenda (.4); correspondence regarding various executory contracts, including American Tower (.6); work on and review for execution and filing various orders and certificates of service for hearing (1.1); work on order and exhibits for order and solicitation packet (4.2). Sharon Stolte	6.30	2142.00
11/01/12	Strategy meeting with P. Hoffmann and S. Stolte regarding next steps in advance of the Disclosure Statement hearing and preparation of the solicitation package for all classes of creditors (.6); phone call with T. Murphy from BMC regarding establishing the Debtor's website (.2); select content and information to be on the Debtor's website (.8). Timothy M Swanson	1.60	344.00
11/01/12	Begin work on organization of serving of Disclosure Statement. Mary L Azeltine	.40	74.00



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11/02/12	Multiple calls and memos with R. Horton, R. Rayburn, B. Fenimore, B. Blaustein, M. Fielding, W. Smith, S. Stolte, and others regarding continuing revisions to Disclosure Statement and Plan; continue to draft extensive revisions to Disclosure Statement and Plan; coordinate with S. Stolte on comprehensive update to Judge Somers and all counsel. Paul Hoffmann	7.60	3686.00
11/02/12	Work on solicitation packets and how distribution will be made to various creditors, organize those creditors into the various classes (5.6); make edits and circulate to interested parties (.7). Sharon Stolte	6.30	2142.00
11/02/12	Finalize the content to be put on to the Debtor's website with/for T. Marshall at BMC. Timothy M Swanson	1.10	236.50
11/02/12	Analysis of, and supplement to, the five different classes of ballots to vote on the Debtor's plan of reorganization (.8); create a proposed notice of plan objection deadline (.6); strategy for and preparation for the solicitation package mailing to over 250+ creditors in advance of Monday's disclosure statement hearing (4.6). Timothy M Swanson	6.00	1290.00
11/02/12	Work on review of critical vendors, organization of mailing of disclosure statement/plan on required parties, review of proof of claim on Best Case and review of chart, mailing matrix review and begin to sort out creditors' envelopes. Mary L Azeltine	4.80	888.00



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FILE NUMBER: 0773874-0018H			
INVOICE NO.: 10025132			
11/03/12 Memos and call with B. Fenimore regarding Plan issues; memos with various counsel with various comments on Plan and Disclosure Statement. Paul Hoffmann	.80	388.00	
11/03/12 Correspondence regarding edits from various parties-in-interest to plan/disclosure statement and solicitation documents (.4); work on edits to same (.7). Sharon Stolte	1.10	374.00	
11/04/12 Review comprehensive comments from all counsel on Disclosure Statement and Plan; make further extensive revisions to Disclosure Statement and Plan; memos to Judge Somers and all counsel regarding additional changes to Disclosure Statement and Plan. Paul Hoffmann	2.80	1358.00	
11/04/12 Correspondence regarding edits to solicitation package and disclosure statement/plan (.6); work on same and coordinate matters for disclosure hearing and subsequent solicitation of creditors (3.9). Sharon Stolte	4.50	1530.00	
11/04/12 Strategy and preparation for the solicitation package mailing to over 250+ creditors in advance of Monday's disclosure statement hearing as a result of the various comments made by counsel for Hawthorn, Peoples, the Committee and Hartley received from over the weekend. Timothy M Swanson	3.30	709.50	
11/05/12 Finish preparing for and participate in Disclosure Statement hearing with client and counsel; multiple calls and memos with client and counsel prior to hearing; make final changes to Disclosure Statement and Plan;	7.60	3686.00	



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December 6, 2012 PAGE 5

arrange to file same; post-hearing meeting with S. Stolte, T. Swanson and M. Azeltine regarding final order approving Disclosure Statement and mailing; review entered order approving Disclosure Statement; memo to R. Horton regarding same and next steps.
Paul Hoffmann

11/05/12	Prepare for and attend hearing on motion for approval of disclosure statement (3.2); work on cure notice and ballots (1.2); work on solicitation packets and mailing lists (2.8); receipt and review various orders entered by the court and profile same (.6). Sharon Stolte	7.80	2652.00
11/05/12	Analysis of correspondence received from the Committee, secured creditor parties, and Hartley unsecured claim regarding the Disclosure Statement (.4); prepare supplement to the exhibit regarding the cure notice to be mailed out with certain solicitation packages (.6); analysis of strategy with P. Hoffmann and S. Stolte regarding the solicitation packages and what needs to be sent to each party (.4); prepare and assist in preparation of solicitation packages to be sent to all classes and creditors (3). Timothy M Swanson	4.40	946.00
11/05/12	Review, organize and sort creditors for mailing of Disclosure Statement, Plan, Order, Notice and Class Ballot. Mary L Azeltine	6.70	1239.50
11/05/12	Organize mailings for various classes for reproduction and give instructions. Mary L Azeltine	.70	129.50



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11/06/12 Coordinate with S. Stolte, M. Azeltine and T. Swanson on mailings of Disclosure Statement, ballots, notices and related items. Paul Hoffmann	1.00	485.00	
11/06/12 Correspondence with Port Arthur Landlord counsel (.3); work on solicitation packets and the various creditors that get mailing of same and which packets (3.8); work on cure notices (1.2). Sharon Stolte	5.30	1802.00	
11/06/12 Prepare solicitation packages and review for completeness prior to the solicitation mailing to all creditors (2.6); analysis of the contents and parties listed on the cure notice to be included to certain creditors (.4). Timothy M Swanson	3.00	645.00	
11/06/12 Review and create service lists for various classes of creditors to prepare certificates of service. Mary L Azeltine	1.50	277.50	
11/07/12 Telephone calls and memos with R. Rayburn and R. Horton regarding revised Plan projections, Peoples line of credit and related matters; memo to C. Clark regarding Hartley Plan Treatment. Paul Hoffmann	1.40	679.00	
11/07/12 Analysis of final cure notice issues to be sent out on all creditors receiving the cure notice. Timothy M Swanson	.80	172.00	
11/07/12 Work on organization of additional cure parties to be served and review of mailing addresses for parties and compile additional service packages on required creditors. Mary L Azeltine	3.00	555.00	



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Dickinson Theatres, Inc			
FILE NUMBER: 0773874-0018H			
INVOICE NO.: 10025132			
11/07/12 Review and organize mailing of cure notice on required parties. Mary L Azeltine	.50	92.50	
11/08/12 Teleconference with Lisa Peters from Kutak Rock regarding lease with Yukon Cinemas (.5); work on plan exhibits and orders to be submitted (1.5); track various claims filed to date (.8). Sharon Stolte	2.80	952.00	
11/08/12 Review documents served out 11/6/2012 and 11/7/2012 and prepare a Certificate of Service. Mary L Azeltine	2.00	370.00	
11/08/12 Begin review of all Classes including document served out on 11/6/2012 and 11/7/2012 to organize Exhibits A thru R to Certificate of Service. Mary L Azeltine	5.20	962.00	
11/09/12 Memos with S. Stolte regarding Plan exhibits to be filed by 11/14. Paul Hoffmann	.50	242.50	
11/09/12 Memos and calls with R. Horton, B. Blaustein, C. Clark and B. Fenimore regarding Plan and Disclosure Statement issues and amendments. Paul Hoffmann	1.40	679.00	
11/09/12 Telephone call with S. Stolte regarding open issues, including Disclosure Statement mailing, ballot tracking, claim tracking, and Plan exhibits. Paul Hoffmann	.30	145.50	
11/09/12 Work on Plan exhibits and review certificate of service format and content exhibits (2.1); correspondence regarding order confirming plan (.3). Sharon Stolte	2.40	816.00	



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Dickinson Theatres, Inc
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11/12/12	Telephone call with B. Fenimore regarding Hartley Plan issues and other open Plan items; memos with R. Horton regarding D & O Insurance information for Hartley; review detailed certificate of service regarding mailing of solicitation packages; memos with S. Stolte and M. Azeltine regarding same; memos and calls with B. Blaustein regarding committee issues on Plan. Paul Hoffmann	3.60	1746.00
11/12/12	Work on certificate of service regarding solicitation package and ensure all attachments are included (.8); work on orders for confirmation hearing (1.6). Sharon Stolte	2.40	816.00
11/12/12	Analysis of the certificate of service of the solicitation materials sent to different creditors and parties in interest (.2); analysis of strategy regarding 11/28 hearing in the bankruptcy (.6). Timothy M Swanson	.80	172.00
11/13/12	Extended telephone call with R. Horton regarding amended Plan exhibits, Hartley issues, Peoples issues and Spirit issues; telephone call with S. Stolte regarding amended Plan exhibits, draft confirmation order, draft confirmation memo, and draft confirmation declaration; telephone call and memos with B. Blaustein regarding same and other open Plan items; telephone call with B. Fenimore regarding latest Hartley updates to Plan; calls with C. Clark regarding same and other Plan amendments; memos with B. Blaustein and B. Fenimore regarding 30-day Cure Concept; memos with B. Whitman and S. Stolte regarding Hartley trust payments; memos with R. Rayburn regarding revised Hartley payment schedule under Plan. Paul Hoffmann	2.90	1406.50



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11/13/12	Work on various orders for confirmation. Sharon Stolte	2.10	714.00
11/14/12	Office conference and memos with T. Swanson regarding research results on lease issues, Spirit assumption while appealing, and other key Plan issues; telephone calls and memos with B. Blaustein and W. Smith regarding Peoples line of credit and other Plan issues; finish and work with S. Stolte to file amended Plan exhibits; memos with J. Raviele and B. Blaustein regarding Unsecured Creditors Committee comments on Plan; memos to client regarding same; memos with B. Fenimore and C. Clark regarding new Hartley treatment and Plan; memos with B. Blaustein and B. Fenimore regarding combined Plan changes and comments. Paul Hoffmann	3.80	1843.00
11/14/12	Draft Notice pleadings regarding filing of Plan Exhibits and further edits to plan (.7); work on plan modifications (.4); provide ballot to Class 5a creditor (.2). Sharon Stolte	1.30	442.00
11/14/12	Review Certificate of Service for mailings done on 11/6/2012 and 11/7/2012 and discuss with Sharon Stolte in light of changes to Disclosure Statement. Mary L Azeltine	.20	37.00
11/14/12	Work on Notice of Filing of Exhibits to Amended and Restated Plan. Mary L Azeltine	.30	55.50
11/14/12	Finalize and e-file Notice of Filing of Exhibits to Amended and Restated Plan. Mary L Azeltine	.10	18.50



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11/15/12	Conference call with W. Smith and B. Blaustein regarding Plan issues, including claims update, budget, Hartley issues, Spirit issues and changes to other leases; office conference with S. Stolte regarding all open Plan items; memos with S. Stolte, M. Azeltine and T. Swanson regarding confirmation order, Horton declaration, Ballot Report and confirmation brief. Paul Hoffmann	3.10	1503.50
11/15/12	Prepare stipulation to extend the deadline to assume executory contracts and unexpired leases with various landlords beyond plan confirmation. Timothy M Swanson	1.40	301.00
11/15/12	Draft confirmation order confirming the Debtor's First Amended and Restated Plan of Reorganization Dated November 5, 2012. Timothy M Swanson	3.30	709.50
11/19/12	Telephone call with R. Horton regarding open items, including Spirit deferred maintenance, 11/21 deadlines, ballots, and activity for 11/28 hearing; work on draft confirmation order; memos with W. Smith, B. Fenimore, R. Horton, B. Blaustein and others regarding ballots on Plan. Paul Hoffmann	3.70	1794.50
11/19/12	Work on Order confirming plan and declaration of Ron Horton (1.2); work on Ballot report and Affidavit (.6). Sharon Stolte	1.80	612.00



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11/19/12	Draft Affidavit in Support of Confirmation of Ronald J. Horton of the Debtor's First Amended and Restated Plan Dated November 5, 2012 (3.8); draft the Order Confirming the Debtor's First Amended and Restated Plan Dated November 5, 2012 (4.2). Timothy M Swanson	8.00	1720.00
11/19/12	Work on Ballot Report for First Amended Plan and Affidavit of Sharon L. Stolte regarding tabulation of ballots. Mary L Azeltine	1.20	222.00
11/20/12	Telephone call with B. Fenimore regarding new Hartley tax issues, ballot and related matters; memos with B. Blaustein and M. Azeltine regarding ballot; review various ballots submitted to date; memos with M. Azeltine and S. Stolte regarding same; continue to review and revise proposed confirmation order; memo to R. Horton and R. Rayburn regarding same; memos with key creditors regarding same. Paul Hoffmann	1.80	873.00
11/20/12	Correspond with counsel for Strong regarding potential objection to cure and plan (.7); work out differences and reconcile claim amount with Strong (.3); work on orders and review filings (2.7). Sharon Stolte	3.70	1258.00
11/20/12	Begin drafting the Memorandum in Support of Confirmation of the Debtor's First Amended and Restated Plan Dated November 5, 2012. Timothy M Swanson	5.40	1161.00
11/20/12	Review documentation and work on tally chart for ballots. Mary L Azeltine	.70	129.50



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11/21/12 Telephone call with B. Blaustein regarding status and issues for 11/28 confirmation hearing; meeting with S. Stolte regarding same; telephone call with B. Fenimore regarding new Hartley language and plans; memos with C. Clark and R. Horton regarding same; calls and memos with R. Horton regarding same and Plan objections filed today; work on R. Horton declaration in support of Plan; work on memorandum of law in support of Plan; work on revisions to Plan; review Maricopa objections; memos with S. Stolte and R. Horton regarding same; memos with various counsel regarding confirmation order comments; review more ballots; memos with M. Azeltine regarding ballot report. Paul Hoffmann	5.60	2716.00
11/21/12 Correspondence regarding Maricopa County's objection to plan (.4); work on various ballot issues and pleadings (.7); correspondence regarding Little Rock claim for lease cure amounts (.6). Sharon Stolte	1.70	578.00
11/21/12 Analysis of all legal authority contained in the Memorandum in Support of Confirmation and sheppardize of same (3.3); analysis of 10th Circuit/Kansas legal authority to include as to all material points contained in the Memorandum in Support of Confirmation (1.5); supplement the Memorandum in Support of Confirmation with additional factual and legal support (1.1); analysis of the Objection to Confirmation filed by Maricopa County, AZ (.3); phone call to attorney for Maricopa County, AZ (.1). Timothy M Swanson	6.30	1354.50
11/21/12 Receipt and review of ballots and work on ballot tally. Mary L Azeltine	1.00	185.00



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11/26/12	Multiple calls and memos with R. Horton, B. Blaustein, B. Fenimore, W. Smith and S. Stolte regarding 11/28 hearing and open issues, including Plan modifications, declaration in support of Plan, memorandum in support of Plan, revisions to confirmation order, and related matters; work on modified Plan, declaration, memorandum, and confirmation order; memos with R. Rayburn regarding revised Class 5 projections; memos with S. Stolte regarding ballot report. Paul Hoffmann	5.30	2570.50
11/26/12	Work on agenda and orders for confirmation hearing. Sharon Stolte	6.40	2176.00
11/26/12	Work on ballot tally and review proofs of claims and scheduled amounts. Mary L Azeltine	1.00	185.00
11/26/12	Work on compiling documentation for agenda items for Confirmation Hearing. Mary L Azeltine	.40	74.00
11/27/12	Multiple telephone calls and memos with R. Horton, B. Blaustein, B. Fenimore, C. Clark, S. Stolte, W. Smith, and others regarding 11/28 confirmation hearing; finish and arrange to file Plan, as modified; finish and arrange to file Declaration in Support of Plan from R. Horton; finish and arrange to file Memorandum in Support of Plan, including detailed discussion of Spirit and Mericopa County objections; update client regarding all new filings; review and revise agenda; memos with S. Stolte regarding same; start preparing for 11/28 hearing; review and comment on Ballot Report to S. Stolte; review draft Guaranty from J. Ravielle; memos with R. Horton and B. Blaustein regarding same. Paul Hoffmann	6.10	2958.50



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11/27/12	Finalize and e-file Affidavit of Sharon L. Stolte and Ballot Tally for Plan. Mary L Azeltine	.20	37.00
11/28/12	Finish preparing for, attend, and conduct confirmation hearing with J. Sommers, R. Horton, S. Stolte, T. Swanson and others. Paul Hoffmann	3.60	1746.00
11/28/12	Prepare for and attend confirmation hearing; correspondence regarding uploading various orders for various miscellaneous pleadings. Sharon Stolte	8.60	2924.00
11/28/12	Attend and appear at the confirmation hearing on behalf of the Debtor Dickinson Theatres, Inc. Timothy M Swanson	7.50	NO CHARGE
11/29/12	Correspondence and review case law regarding appeals pending during confirmation; correspondence with various creditors counsel regarding hearing and follow up. Sharon Stolte	2.70	918.00
11/30/12	Memos with J. Raviele and R. Horton regarding guaranty from Unsecured Creditors Committee. Paul Hoffmann	.90	436.50
	TOTAL FEES:		71,799.50
11/20/12	Photocopies, 450 copies by Timothy M Swanson		90.00
	TOTAL EXPENSES:		90.00
	TOTAL CURRENT BILLING:		\$71,889.50

There may be expenses for which this firm has not as yet been billed. Any such expenses will be



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billed to you separately or on the next statement.



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-----TIME AND FEE SUMMARY-----				
-----TIMEKEEPER-----		RATE	HOURS	FEE\$
P Hoffmann	Partner	485.00	69.40	33659.00
S Stolte	Partner	340.00	67.20	22848.00
T Swanson	Associate	215.00	45.40	9761.00
M Azeltine	Paralegal	185.00	29.90	5531.50

