

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

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

**APPLICATION FOR EMPLOYMENT OF STINSON MORRISON HECKER LLP AS
PRIMARY REORGANIZATION COUNSEL FOR DEBTOR**

COMES NOW, the above-captioned debtor and debtor-in-possession ("Debtor"), and for its Application for Employment (the "Application") of the law firm Stinson Morrison Hecker LLP ("Stinson") as Counsel for Debtors pursuant to Sections 105(a), 327(a), 328, 330, 503(b), 504, and 507(a)(2) of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"), Rule 2014, 2016, 5002, and 6003 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and D. Kan. LBR 2014.1 of the Local Bankruptcy Rules (the "Local Rules"), for the entry of an Order, a form of which is attached as Exhibit A, granting the Application so that Stinson is authorized to represent the Debtor as primary reorganization counsel in this bankruptcy case. In support of the Application, Debtor states as follows:

JURISDICTION

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory and rule based predicates for relief with respect to the Application are Sections 105(a), 327(a), 328, 330, 503(b), 504, and 507(a)(2) of the Bankruptcy Code, Rule 2014, 2016, 5002, and 6003 of the Bankruptcy Rules and Rule 2014.1 of the Local Rules.

APPLICATION

2. On September 21, 2012 (the "Petition Date"), Debtor filed a voluntary petition pursuant to Chapter 11 of the Bankruptcy Code.

3. Debtor continues to be in possession of its property and is continuing to operate and manage its business as a debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

4. Debtor has determined the necessity of employing legal counsel and desires to employ Stinson as primary reorganization counsel. Stinson is a full service national law firm with its headquarters at 1201 Walnut Street, Suite 2900, Kansas City, Missouri 64106.

5. The attorneys within Stinson are duly qualified and licensed attorneys before this Court and, in the opinion of Debtor, are qualified to act as primary reorganization counsel for this estate.

6. Debtor has selected the aforementioned counsel for the reason that Stinson has considerable experience in corporate bankruptcy, restructuring, debtor-creditor law, secured transactions, and other areas of the law. Additionally, given Stinson's familiarity with Debtor (including having represented Debtor in a prior Chapter 11 reorganization case before this Court filed in 2000), their business operations, local law and local practice, Debtor believes that Stinson's attorneys are particularly well qualified to represent Debtor in this case and in other matters generally.

7. Debtor desires to generally employ the professional services of Stinson for, without limitation, the following bankruptcy and restructuring matters:

- a. advising Debtor with respect to its rights and obligations as debtor and debtor-in-possession, and other matters of bankruptcy law;

- b. preparation and filing of any petitions, schedules, motions, statements of financial affairs, disclosure statement, plan of reorganization, or other pleadings or documents which may be required in this bankruptcy case;
- c. representation of Debtor at the first meeting of creditors, meetings among creditors, disclosure statement hearings, confirmation hearings, and any adjourned hearings therefore;
- d. representation of Debtor in adversary proceedings, applications, and other contested matters; and
- e. representation of Debtor in any other matter that may arise in connection with Debtor's reorganization case and business operations.

8. Debtor also desires to employ the professional services of Stinson in connection with regular and customary legal matters including, but not limited to, such areas of law as: corporate, finance, labor and employment, intellectual property, environmental, litigation, employee benefits, real estate, and taxation.

9. To the best of Debtor's knowledge, Stinson does not hold or represent an interest adverse to Debtor's estates and are disinterested, as that term is defined in Section 101(14) of the Bankruptcy Code, for the purposes of representing Debtor in this Chapter 11 case.

10. Stinson has agreed to represent Debtor on the following basis: fees will be charged at hourly rates of the attorneys and paralegals as follows:

TITLE	HOURLY RATE
Partners	\$300 - \$695
Associates	\$230 - \$285
Paralegals	\$125 - \$225

At this time, Debtor anticipates that the primary Stinson professionals who will be engaged in this case will be Paul Hoffmann, a partner whose current hourly rate is \$485; Sharon Stolte, a partner whose current hourly rate is \$340; Tim Swanson, an associate whose current hourly rate is \$215; and Mary Azeltine, a paralegal whose current hourly rate is \$185. Reasonable expenses will be charged as incurred. There will be no charge for those expenses which are normally absorbed by Stinson as overhead.

11. Stinson has received a pre-petition retainer from Debtor in the aggregate amount of \$100,000.00 (the "Retainer"). Debtor has agreed that the retainer shall be used to pay fees and expenses incurred by Stinson in its representation of Debtor. Prior to filing this case, Stinson has been paid \$92,655.50 from the retainer, leaving a balance of \$7,344.50 that will be held by Stinson until further order of this Court. Attached to the Application as Exhibit B, as required by Section 329 of the Bankruptcy Code and Rule 2014.1(a)(2) of the Local Rules, is Stinson's statement of compensation.

12. If and to the extent issues may arise which would cause Debtor to be adverse to any party such that it would not be appropriate for Stinson to represent Debtor with respect to such matters, Debtor intends to engage the services of Robert J. Rayburn III as special counsel pursuant to Section 327(e) of the Bankruptcy Code. Mr. Rayburn's application for employment as Debtor's special counsel was filed contemporaneously herewith.

13. In compliance with Rule 2014.1(a)(1)(A) of the Local Rules, Stinson submits that, at this present time, Paul M. Hoffmann, Sharon L. Stolte, and Timothy M. Swanson will be the attorneys appearing on behalf of Debtor before this Court. Each attorney practices out of Stinson's headquarters and can be located at the above address in Kansas City, Missouri.

14. Declarations, pursuant to Rule 2014 of the Bankruptcy Rules and Rule 2014.1(b) of the Local Rules (the "Declarations"), for each of Mr. Hoffmann, Ms. Stolte, and Mr. Swanson are attached to the Application as Group Exhibit C. The Declarations will be supplemented as appropriate.

15. Compensation for services rendered by Stinson to Debtor in this bankruptcy cases shall be subject to the allowance by this Court in accordance with relevant law.

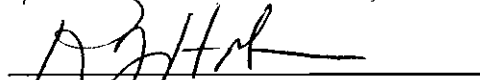
16. Pursuant to D. Kan. LBR 2014.1, Notice of the Application has been given to: (a) the Office of the United States Trustee; (b) the creditors on Debtor's list of twenty (20) largest unsecured creditors; and (c) each secured creditor.

WHEREFORE, Debtor requests that this Court enter its order granting the relief requested above, and granting such other and further relief as this Court deems just and proper.

Dated: September 21, 2012

Respectfully submitted,

DICKINSON THEATERS, INC.



Ron Horton
Chief Executive Officer
Dickinson Theaters, Inc.

STINSON MORRISON HECKER LLP

By:  s/ Sharon L. Stolte

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- and -

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