

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

IN RE:)	
)	Case No. 12-22602 (DLS)
Dickinson Theatres, Inc.,)	
)	Chapter 11
Debtor.)	

**HAWTHORN BANK’S APPLICATION FOR ALLOWANCE
OF ATTORNEYS’ FEES AND EXPENSES**

COMES NOW Hawthorn Bank (hereinafter “Hawthorn”), by and through counsel, Michael D. Fielding of Husch Blackwell LLP and pursuant to 11 U.S.C. § 506(b) applies to the Court for an Order allowing attorneys’ fees and expenses in the amount of \$19,654. In support of this Application, Hawthorn states as follows:

1. The Debtor is indebted to Hawthorn pursuant to a Promissory Note, Commercial Security Agreement and a UCC-1 Financing Statement (hereinafter “Loan Documents”) which were attached to Hawthorn’s proof of claim previously filed in this case. Those documents are incorporated herein by reference.

2. Pursuant to the Loan Documents, the Debtor agreed to pay all costs of collection on the Note including, but not limited to, attorneys’ fees.

3. Pursuant to 11 U.S.C. § 506(b), if a secured creditor is fully secured, it may apply to the Court seeking reimbursement for its attorneys’ fees and costs.

4. No Objections have been made to Hawthorn’s proof of claim.

5. Pursuant to the Debtor’s confirmed Chapter 11 plan of reorganization, the Debtor agreed to pay Hawthorn’s debt in full.

6. In the course of these bankruptcy proceedings Hawthorn’s counsel has provided services to Hawthorn representing its interest. Pursuant to the Loan Documents, Hawthorn is

entitled to be reimbursed by the Debtor for the fees and expenses incurred since the Debtor's bankruptcy filing.

7. Hawthorn's counsel generated fees and expenses of \$19,144 related to the Chapter 11 case including the objection to certain motions regarding post-petition financing, negotiation and successful resolution of objections relating to the Debtor's post-petition financing, review and comments regarding the Debtor's proposed plan of reorganization, negotiations with Warner Brothers regarding the subordination of Hawthorn's interest so as to enable the Debtor to show a critically important movie to continue generating revenue for the estate, etc. Copies of the invoices detailing Hawthorn's fees and expenses incurred in this matter are attached hereto as Exhibit A. Hawthorn has redacted certain minor portions of these fee statements to protect the attorney-client privilege.

8. In addition to the foregoing, Hawthorn has incurred approximately \$510 fees in the preparation of and filing of this Application.

9. Hawthorn's counsel should be allowed total compensation for their time and reimbursement for their expenses in the amount of \$19,654 through the date of the filing of this Application.

10. Hawthorn proposes that the amount due for attorneys' fees and costs be added to the existing loan to be paid over time, plus interest, at the current contract rate. Hawthorn agrees that the addition of the fees and costs will not change Debtor's monthly loan payment to Hawthorn, but rather will have the net effect of extending the time for repayment of the loan in full with interest.

11. Hawthorn reserves the right to make additional Applications, as necessary.

WHEREFORE, Applicant Hawthorn Bank respectfully requests that the Court enter an Order allowing payment to Hawthorn in the amount of \$19,654 for attorneys' fees and expenses, as stated above, and such other and further relief as the Court deems fair, just, and equitable.

Respectfully Submitted,

HUSCH BLACKWELL LLP

By: /s/ Michael D. Fielding
Michael D. Fielding #20562
4801 Main Street, Suite 1000
Kansas City, MO 64112
Telephone: (816) 983-8000
Facsimile: (816) 983-8080
michael.fielding@huschblackwell.com

ATTORNEYS FOR HAWTHORN BANK

CERTIFICATE OF SERVICE

I hereby certify that on the 22nd day of January, 2013, a true and correct copy of the above and foregoing **Hawthorn Bank's Application for Allowance of Attorneys' Fees and Expenses and Notice Of Objection Deadline** thereon were electronically filed with the U.S. Bankruptcy Court, District of Kansas, were sent by electronic mail to all parties receiving notices electronically via the Courts CM/ECF noticing system, and were sent by first-class U.S. Mail, postage prepaid, to all parties listed on the attached Official Service List who do not receive notices electronically.

s/ Michael D. Fielding _____

Michael D. Fielding

#20562