

HUSCH BLACKWELL

P.O. BOX 802765, KANSAS CITY, MISSOURI 64180-2765, (816) 983-8000, Federal ID No. 26-1688286

Hawthorn Bank
321 W. Battlefield
Springfield, MO 65807

PAYMENT DUE UPON RECEIPT

Date: November 14, 2012
Invoice No. 1977906

INVOICE SUMMARY

For Professional Services Rendered and Costs Advanced Through October 31, 2012
(See attached pages for detail)

Our Reference No. 0515366-0000001

Dickinson Theatre, Inc.

Total Professional Services.....	\$	9,402.00
Total Disbursements and Other Charges	\$	0.00
Total Amount this Invoice.....	\$	9,402.00

CONFIDENTIAL INFORMATION PROTECTED BY ATTORNEY-CLIENT PRIVILEGE

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10/04/12	Extensively reviewed the loan documents and a number of court filings and UCC pleadings; discussion with counsel for People's Bank re questions re underlying facts and re issues pertaining to the bankruptcy; discussions with Clint Caffey [REDACTED] [REDACTED] M. Fielding	4.70	\$1,527.50
10/04/12	Analysis of open issues in case file; pleadings and status in case. J. Cruciani	0.60	\$252.00
10/04/12	Telephone conference with Clint Caffey and Mike Fielding regarding Dickinson Theatre bankruptcy. Scott Thompson	1.00	\$390.00
10/05/12	Discussion with counsel for Dickinson Theatre re status of bankruptcy case as well as planned treatment of the Hawthorn loan and issues relating to same M. Fielding	0.20	\$65.00
10/08/12	Exchanged emails with counsel for People's Bank re post-petition payments to Hawthorn Bank; exchanged emails with counsel for Dickinson re obtaining a proper court order to make the post-petition payments; provided detailed update to Clint Caffery re [REDACTED] [REDACTED] M. Fielding	0.30	\$97.50

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10/09/12	Discussion with counsel for Simon Properties which owns the Penn Square movie theater in Oklahoma City re the status of the personal property there and exchanged emails with counsel for the debtor re the debtor's anticipated disposition of the equipment M. Fielding	0.40	\$130.00
10/11/12	Reviewed recent ECF filings; brief discussion with Clint Caffrey re how to proceed with respect to the opposition; began work on limited objection to the final cash collateral order M. Fielding	0.40	\$130.00
10/12/12	Strategy discussion with B. Mann and J. Cruciani re key points to raise in the objection to the DIP financing motions and drafted and filed objections and briefly exchanged emails with counsel for the debtors re the objections M. Fielding	2.80	\$910.00
10/13/12	Provided Clint Caffrey with a copy of the objections that were filed along with an explanation as to the status of the matter; briefly analyzed various ECF filings from the court M. Fielding	0.20	\$65.00
10/16/12	Exchange emails with Clint Caffery regarding [REDACTED]; continued review of key order issued by the court with respect to upcoming deadlines and began review of the proposed order on the financing. M. Fielding	0.30	\$97.50
10/17/12	Reviewed the proposed disclosure statement and plan and noted issues and noted possible objections to make with respect to the plan; extensively revised the proposed order on the cash collateral. M. Fielding	2.40	\$780.00
10/18/12	Continued making a number of revisions to the proposed DIP Financing Order and circulated same with counsel for People's Bank, counsel for the debtors; reviewed the committees response to the proposed changes and reviewed the committees proposed edits to the proposed cash collateral order; briefly reviewed pleading filed by the debtor with respect to the continuation of the hearing with respect to the 6801 West LLC Loan. M. Fielding	1.30	\$422.50
10/19/12	Instructed paralegal to begin preparing amended proof of claim to be filed to accurately identify the claim amount as of the bankruptcy petition date; exchange communications regarding conference call with the debtor, the creditors committee and People's Bank to discuss the Debt Financing Order; received and began reviewing the debtors edits to the proposed Debt Financing Order. M. Fielding	0.40	\$130.00

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Date	Professional Services	Hours	Amount
10/19/12	Review e-mail from M. Fielding regarding preparation of Amended Proof of Claim for Hawthorn Bank and begin preparation of the same. K. Shackelford	0.30	\$52.50
10/22/12	Review e-mail from M. Fielding as to instruction as to preparation of Amended Proof of Claim for Hawthorn Bank; review Proof of Claim No. 2 filed; prepare Amended Proof of Claim; prepare Summary of Amended Proof of Claim; attention regarding exhibits previously filed; e-mail to M. Fielding forwarding Amended Proof of Claim and mentioning that Note, Guaranties and Payoff Summary were not attached to original Claim No. 2 filed by Lee Viorel on behalf of Hawthorne Bank. K. Shackelford	1.10	\$192.50
10/22/12	Extensively reviewed Debtor's proposed edits to final DIP financing order and noted problems therewith; prepared for and attended Debtor's 341 meeting; teleconference with People's Bank, Dickinson Theatres, and representative of the Unsecured Creditors Committee to discuss issues with respect to the DIP order; made additional edits regarding the proposed DIP order and circulated same. M. Fielding	3.80	\$1,235.00
10/23/12	Discussion with M. Fielding regarding changes to Amended Proof of Claim; make changes to Amended Proof of Claim; attention regarding new Exhibit A-1; e-mail to M. Fielding forwarding revised Amended Proof of Claim and Exhibit A-1. K. Shackelford	0.30	\$52.50
10/23/12	Discussion with M. Fielding; finalize Amended Proof of Claim and exhibits; attention regarding filing; e-mail to M. Fielding forwarding file-marked copy of Amended Proof of Claim No. 2-2 with Summary of Claim and Exhibit A-1, Exhibit A-2 and Exhibit A-3. K. Shackelford	0.40	\$70.00
10/23/12	Finalized and filed the amended proof of claim; reviewed various versions of the draft cash collateral order and exchanged a number communications with Peoples Bank, the debtor, and counsel for the committee regarding the proposed cash collateral order and internal discussions regarding same; provided update to Clint Caffey regarding developments in the case. M. Fielding	2.50	\$812.50
10/23/12	Review and revise attachment to proof of claim; discussions with Mike Fielding regarding case and cash collateral issues. J. Cruciani	0.40	\$168.00

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Date	Professional Services	Hours	Amount
10/24/12	Strategy discussion with John Cruciani regarding issues pertaining to the order approving the DIP financing motion; teleconference with counsel for Peoples Bank regarding the proposed DIP financing order; reviewed additional draft of draft of the proposed DIP financing order and email for Peoples Bank with comments provided by the Creditors Committee. M. Fielding	0.90	\$292.50
10/24/12	Analysis of various cash collateral DIP financing and committee issues; communications with Wes Smith and Mike Fielding on same; go forward strategy. J. Cruciani	0.60	\$252.00
10/25/12	Attended the hearing on the DIP financing order and sent follow up email to Clint Caffey regarding the hearing. M. Fielding	2.90	\$942.50
10/27/12	Began review of proof of claim of an entity that claims a priority security interest in collateral in which Hawthorn has an interest M. Fielding	0.20	\$65.00
10/29/12	Review e-mail from M. Fielding; review Court's calendar via ECF for November 5, 2012 and print and e-mail same to M. Fielding. K. Shackelford	0.20	\$35.00
10/29/12	Review e-mail from M. Fielding regarding Claim No. 28; review and print Claim No. 28 of NR 14 LLC and attachments; e-mail same to M. Fielding. K. Shackelford	0.20	\$35.00
10/29/12	Review e-mail from M. Fielding regarding Claim No. 29; review and print Claim No. 29 of NR 14 LLC and attachments; e-mail same to M. Fielding. K. Shackelford	0.20	\$35.00
10/29/12	Review e-mail from M. Fielding regarding Claim No. 33; review and print Claim No. 33 of Custom Facility and attachments; e-mail same to M. Fielding. K. Shackelford	0.20	\$35.00
10/29/12	Closely analyzed two proofs of claim which purport to take security interests in some of the same collateral as Hawthorn Bank for over \$400,000 and sent follow-up email to debtor's counsel inquiring as to the status of a key issue with respect to those particular claims M. Fielding	0.40	\$130.00
Total Hours and Fees		29.60	\$ 9,402.00
Total Professional Services			\$ 9,402.00

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Hawthorn Bank
November 14, 2012
Page 6

Our Reference No. 0515366-0000001
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Current Invoice Due

\$ 9,402.00

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321 W. Battlefield
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PAYMENT DUE UPON RECEIPT

Date: December 20, 2012
Invoice No. 1989120

INVOICE SUMMARY

For Professional Services Rendered and Costs Advanced Through November 30, 2012
(See attached pages for detail)

Our Reference No. 0515366-0000001

Dickinson Theatre, Inc.

Total Professional Services.....	\$	4,666.50
Total Disbursements and Other Charges	\$	0.00
Total Amount this Invoice.....	\$	4,666.50

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Dickinson Theatre, Inc.

Date	Professional Services	Hours	Amount
11/01/12	Reviewed revised versions of disclosure statement and plan and circulated proposed changes M. Fielding	1.20	\$390.00
11/01/12	Analysis of issues regarding Plan language regarding exculpation and release. J. Cruciani	0.20	\$84.00
11/02/12	Reviewed several draft documents circulated by the debtor with respect to its plan confirmation process and reviewed objection by a critical creditor in connection with the disclosure statements; provided Clint Caffey with an update re developments in case M. Fielding	0.80	\$260.00
11/03/12	Extensively reviewed proposed edits to plan and disclosure statement and sent a number of emails to opposing attorneys re same with suggested revisions M. Fielding	2.80	\$910.00
11/05/12	Reviewed updated disclosure statement and plan circulated by the debtors and responded with comments re same; discussion with counsel for the Hartley Trust re issues pertaining to the Hartley release; emailed Clint Caffey and had follow-up discussion re issues pertaining to the Hartley matter; attended the hearing on the disclosure statement and returned and provided Clint Caffey with an update re key points brought out at the disclosure statement hearing M. Fielding	3.80	\$1,235.00

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11/07/12	Carefully analyzed the plan re the injunction language and crafted potential solution to the injunction language in the plan and had a follow-up discussion with counsel for the Hartley entities re same and sent follow-up email to Hawthorn Bank re the matter M. Fielding	0.60	\$195.00
11/13/12	Exchanged communications with counsel for the Hartley Trust re prior loans that Hawthorn did with Dickinson and sent follow-up inquiry to Clint Caffey re [REDACTED]; exchanged emails with counsel for Dickinson re the large unsecured proofs of claim that have recently been filed and inquired whether these claims will impact the reorganization M. Fielding	0.20	\$65.00
11/14/12	Received update from Clint Caffey re [REDACTED] and reviewed the plan re releases and made a recommendation to Clint Caffey to [REDACTED] and obtained his approval of same and communicated same to counsel for Hartley M. Fielding	0.20	\$65.00
11/16/12	Began analyzing several new key pleadings filed with the court M. Fielding	0.20	\$65.00
11/27/12	Closely reviewed the proposed DIP financing order with 6801 West LLC and made various suggested changes to preserve Hawthorn Bank's priority position and post-petition assets and had follow-up communications with opposing counsel re same wherein they ultimately agreed to the requested changes; reviewed various pleadings in preparation for the confirmation hearing on November 28 M. Fielding	2.40	\$780.00
11/28/12	Confirmed the entry of the order on the 6801 West LLC matter which had been the subject of negotiations on November 27th between counsel; prepared for and attended the confirmation hearing but departed upon ascertaining that the remaining disputed issues involved a narrow point of law which did not impact Hawthorn's position M. Fielding	1.90	\$617.50
Total Hours and Fees		<u>14.30</u>	<u>\$ 4,666.50</u>
Total Professional Services			<u>\$ 4,666.50</u>
Current Invoice Due			<u>\$ 4,666.50</u>

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PAYMENT DUE UPON RECEIPT

Date: January 18, 2013
Invoice No. 1996093

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(See attached pages for detail)

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Total Professional Services.....	\$	5,075.50
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Date	Professional Services	Hours	Amount
12/05/12	Briefly reviewed the court's order denying confirmation of the plan and exchanged a number of emails with debtor's counsel re the plan and an emergency that has arisen with respect to Warner Brothers and its request that Hawthorn Bank and the other entities with liens and post-petition assets subordinate those liens to that of Warner Brothers M. Fielding	0.30	\$97.50
12/06/12	Exchanged a number of emails with counsel for the debtor and counsel for People's Bank re the requested subordination agreement with Warner Brothers; discussion with counsel for Dickinson Theaters re the issues involving Warner Brothers and the need to subordinate; provided copy of the proposed subordination agreement to Keith Asel at Hawthorn Bank; discussions with Keith Asel re [REDACTED]; discussion with counsel for People's Bank re the proposed subordination agreement and issues therewith; began redrafting the subordination agreement to conform with the parameters required by Hawthorn Bank and determined that several sections could not be modified but rather needed to be wholly redrafted and accordingly made the redrafts and circulated the updated agreement and redline of same to Hawthorn Bank and counsel for People's Bank M. Fielding	4.20	\$1,365.00

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Date	Professional Services	Hours	Amount
12/07/12	Discussion with counsel for People's Bank re their position on the proposed subordination agreement of Warner Brothers; follow-up discussion with counsel for Dickinson Theaters re the proposed subordination agreement and the problematic position being taken by Warner Brothers; discussion with Keith Asel re [REDACTED]; engaged in a number of communications with counsel for Dickinson and Keith Asel while simultaneously making various revisions to the proposed subordination agreement and obtained signed copy from Keith Asel and provided same to Dickinson; began working on a second revised agreement and [REDACTED] Keith Asel [REDACTED]; engaged in a further series of communications with counsel for Dickinson and later counsel for Warner Brothers in an attempt to resolve the issues and ultimately reached a temporary resolution of the issues subject to further revisions on December 10th and provided update to Keith Asel [REDACTED] M. Fielding	4.00	\$1,300.00
12/08/12	Made a number of proposed revisions and notes to Warner Brothers revised proposed subordination agreement M. Fielding	1.00	\$325.00
12/10/12	Extensively revised a third proposed agreement for Warner Brothers review; provided redline of the first agreement to Warner Brothers; lengthy discussion with counsel for Warner Brothers walking through the document and identifying points of disagreement and points of agreement; extensively reviewed Warner Brothers revised agreement and had follow-up discussions with Warner Brothers in an effort to finalize the agreement; ultimately finalized the agreement and provided same to Keith Asel for signature; requested from the debtor copies of the alleged lease agreements pertaining to collateral financed by Hawthorn Bank and briefly reviewed same and provided same to Keith Asel [REDACTED] M. Fielding	4.00	\$1,300.00
12/12/12	Briefly reviewed the debtors proposed amended plan of reorganization and confirmed that there was no adverse impact on Hawthorn Bank as compared to prior versions and sent email to Keith Asel re [REDACTED] M. Fielding	0.30	\$97.50
12/14/12	Reviewed correspondence between the debtor's counsel and the creditors' committee regarding the plan and reviewed the notice of hearing on the lease objection and followed up with debtor's counsel re the status of the equipment at the location that is to be rejected and alerted Keith Asel [REDACTED] M. Fielding	0.20	\$65.00

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Date	Professional Services	Hours	Amount
12/26/12	Reviewed the proposed confirmation order and exchanged emails with Keith Asel re same and followed up with debtor re payment of Hawthorn Bank's attorneys fees pursuant to Section 506(b) and began preparation of motion for allowance of same M. Fielding	0.90	\$292.50
12/26/12	Analysis and work on plan and Section 506(b) issues. J. Cruciani	0.20	\$84.00
12/27/12	Exchange emails with Keith Asel regarding [REDACTED]; discussion with counsel for the debtor regarding its intentions regarding the Mesa Arizona lease location where the Hawthorn collateral is located. M. Fielding	0.10	\$32.50
12/27/12	Work on and attention to Section 506(b) issues; position of Debtor regarding same. J. Cruciani	0.20	\$84.00
12/28/12	Obtained copy of the Order approving the settlement agreement and provided same to Hawthorn Bank. M. Fielding	0.10	\$32.50
Total Hours and Fees		<u>15.50</u>	<u>\$ 5,075.50</u>
Total Professional Services			<u>\$ 5,075.50</u>
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