

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. )

**FINAL APPLICATION BY STINSON MORRISON HECKER LLP FOR ALLOWANCE  
OF FEES AND REIMBURSEMENT OF EXPENSES**

Stinson Morrison Hecker LLP ("Stinson"), hereby submits this Final Application for Allowance of Fees and Reimbursement of Expenses ("Final Fee Application"), and hereby requests that this Court enter an order allowing an administrative claim in the amount of \$413,057.31 for fees and expenses from the date this case was filed through the Effective Date of the confirmed plan of reorganization. In support, Stinson submits:

1. On September 21, 2012, (the "Filing Date"), Dickinson Theatres, Inc., filed a voluntary Petition under Chapter 11 of Title 11 of the United States Code before this Court.
2. Also on the Filing Date, Debtor filed an Application for Employment of Stinson Morrison Hecker LLP as Primary Reorganization Counsel for Debtor ("Stinson Employment Application"), and a Motion for Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals. October 27, 2012, this Court entered an Order granting said Application.
3. On October 27, 2012, this Court entered an Order granting the Stinson Employment Application and an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals ("Interim Compensation Order"). Pursuant to the

Interim Compensation Order, Stinson has already been paid \$152,834.53 pursuant to Monthly Statements filed in October, November, and December, 2012, for fees and expenses incurred during September, October, and November, 2012.

4. On December 28, 2012, this Court entered an order confirming that certain First Amended and Restated Plan of Reorganization, as Modified of Dickinson Theatres, Inc. (the "Plan"). The Effective Date of the Plan occurred on January 15, 2013.

5. This Final Fee Application seeks final approval of the interim compensation paid pursuant to the Interim Compensation Order, and final approval of all remaining fees and expenses for the entire case, from the Filing Date to the Effective Date of the Plan.

DECEMBER FEES AND EXPENSES

6. Monthly fees and expenses for December, 2012, are as follows:

	<b>Fees</b>	<b>Expenses</b>	<b>Total</b>
Reorganization - Business Operations	\$13,360.50	77.15	\$13,437.65
Reorganization - Case Administration	\$2,006.00	0.00	\$2,006.00
Reorganization - Claims	\$1,024.50	0.00	\$1,024.50
Reorganization - Fees / Employment	\$943.50	0.00	\$943.50
Reorganization - Litigation	\$3,597.00	779.45	\$4,376.45
Reorganization - Plan	<u>\$10,894.50</u>	<u>3,385.92</u>	<u>\$14,280.42</u>
<b>TOTAL</b>	<b>\$31,826.00</b>	<b>4,242.52</b>	<b>\$36,068.52</b>

A complete and accurate accounting of the December fees is itemized on attached Exhibit A.

7. For December, 2012, Stinson performed necessary, reasonable and valuable legal services for Debtor with a total of approximately 83.90 hours expended therefore. The specific timekeeper's name, number of hours, hourly rate, and total fee amounts for December, 2012, are listed and broken down below:

NAME	HOURS	RATE	FEES
Paul M. Hoffmann, Partner	36.40	\$485.00	\$17,654.00
Sharon L. Stolte, Partner	33.50	\$340.00	\$11,390.00
Timothy M. Swanson, Associate	6.40	\$215.00	\$1,376.00
<b>TOTAL</b>	<b>76.30</b>		<b>\$30,420.00</b>
Mary Lou Azeltine, Paralegal	7.60	\$185.00	\$1,406.00

8. Generally, Stinson's activity generating the fees and expenses set out herein can be summarized as Warner Brothers critical vendor activity, work on lease rejection issues claims work, work on Spirit Master Lease issues, and work on the Plan, including conducting the confirmation hearing on December 28, 2012.

9. The hourly rates charged by Stinson are the standard rates charged on routine, non-complicated matters, without considering the size of the case and degree of responsibility, difficulty, complexity, and results achieved. Based on such rates, the value of the professional services rendered for the December Statement totals \$31,826.00 with the average hourly rate for attorneys during this period being approximately \$346.67. To minimize the expense of the services provided, Stinson has, wherever possible, avoided duplication of effort and delegated appropriate tasks to associates and paralegals with a lesser billing rate

Stinson has incurred expenses for December 2012 in the amount of \$4,242.52 which are itemized as follows:

**Summary of Expenses for December Statement**

Expense Category	Amount
Postage	\$893.15
Copies	\$1,301.40
Research	\$2,047.97
<b>TOTAL</b>	<b>\$4,242.52</b>

10. All professional services were performed by Stinson for and on behalf of the Debtor and no other individual creditor, or any other persons.

11. No agreement or understanding prohibited by Section 504 of the Bankruptcy Code exists between Stinson and any other person or entity for the sharing of compensation or reimbursement received or to be received for services rendered in connection with these case

12. The reimbursement of expenses requested by Stinson are expenses normally billed to the firm's clients in other matters, including both bankruptcy and non-bankruptcy matters and are the standard practice for law firms in the Kansas City metropolitan area.

JANUARY FEES AND EXPENSES

13. Fees and expenses for January 1- 14, 2013, are summarized as follows:

	<b>Fees</b>	<b>Expenses</b>	<b>Total</b>
Reorganization - Case Administration	\$1,686.50	0.00	\$1,686.50
Reorganization - Claims	\$4,236.00	0.00	\$4,236.00
Reorganization - Fees / Employment	\$314.50	0.00	\$314.50
Reorganization - Litigation	\$679.00	0.00	\$679.00
Reorganization - Plan	<u>\$958.50</u>	<u>0.00</u>	<u>\$958.50</u>
<b>TOTAL</b>	<b>\$7,874.50</b>	<b>0.00</b>	<b>\$7,874.50</b>

A complete and accurate accounting of the January fees is itemized on attached **Exhibit B**.

14. For January 1 - 14, 2013, Stinson performed necessary, reasonable and valuable legal services for Debtor with a total of approximately \$7,874.50 hours expended therefore. The specific number of hours, timekeeper's name, hourly rate and total fee amounts for each month as listed and broken down below:

<b>NAME</b>	<b>HOURS</b>	<b>RATE</b>	<b>FEES</b>
Paul M. Hoffmann, Partner	4.60	\$485.00	\$2,231.00
Sharon L. Stolte, Partner	13.00	\$340.00	\$4,420.00
Donald Bayer, Partner	0.60	\$390.00	\$234.00

Timothy M. Swanson, Associate	0.30	\$215.00	\$64.50
<b>TOTAL</b>	<b>18.50</b>		<b>\$6,949.50</b>
Mary Lou Azeltine, Paralegal	5.00	\$185.00	\$925.00

15. Generally, Stinson's activity generating the fees and expenses set out herein can be summarized as work regarding Effective Date, lease and claims issues, and preparation of monthly statement .

16. The hourly rates charged by Stinson are the standard rates charged on routine, non-complicated matters, without considering the size of the case and degree of responsibility, difficulty, complexity, and results achieved. Further, based on such rates, the value of professional services rendered during the January 1 – 14, 2013, totals \$7,874.50 with the average hourly rate for attorneys during this period being approximately \$357.50. To minimize the expense of the services provided, Stinson has, wherever possible, avoided duplication of effort and delegated appropriate tasks to associates and paralegals with a lesser billing rate.

17. All professional services were performed by Stinson for and on behalf of the Debtor and no other individual creditor, or any other persons.

18. No agreement or understanding prohibited by Section 504 of the Bankruptcy Code exists between Stinson and any other person or entity for the sharing of compensation or reimbursement received or to be received for services rendered in connection with these case

19. The reimbursement of expenses requested by Stinson are expenses normally billed to the firm's clients in other matters, including both bankruptcy and non-bankruptcy matters and are the standard practice for law firms in the Kansas City metropolitan area.

FINAL APPROVAL OF ALL FEES AND EXPENSES

20. The monthly fees and expenses from the Filing Date through the Effective Date are summarized as follows:

<b>Period</b>	<b>Fees</b>	<b>Expenses</b>	<b>Total</b>
September 2012	\$49,533.50	\$5,326.69	\$54,860.19
October 2012	\$164,406.50	\$14,539.69	\$178,946.19
November 2012	\$130,558.00	\$4,749.91	\$135,307.91
December 2012	\$31,826.00	\$4,242.52	\$36,068.52
January 1 - 14, 2013	<u>\$7,874.50</u>	<u>\$0.00</u>	<u>\$7,874.50</u>
<b>TOTAL</b>	<b>\$384,198.50</b>	<b>\$28,858.81</b>	<b>\$413,057.31</b>

21. Categories of work for the monthly fees and expenses from the Filing Date through the Effective Date as summarized as follows:

<b>CATEGORY</b>	<b>Fees</b>	<b>Expenses</b>	<b>Total</b>
Reorganization - Business Operations	\$31,971.00	\$77.15	\$32,048.15
Reorganization - Case Administration	\$103,039.50	\$24,079.26	\$127,118.76
Reorganization - Claims	\$30,095.50	\$0.00	\$30,095.50
Reorganization - Fees/Employment	\$7,504.00	\$0.00	\$7,504.00
Reorganization - Financing	\$17,660.50	\$0.00	\$17,660.50
Reorganization - Litigation	\$56,819.00	\$928.48	\$57,747.48
Reorganization - Creditor's Meeting	\$17,669.00	\$0.00	\$17,669.00
Reorganization - Plan & Disclo Stmt	<u>\$119,440.00</u>	<u>\$3,773.92</u>	<u>\$123,213.92</u>
<b>TOTAL</b>	<b>\$384,198.50</b>	<b>\$28,858.81</b>	<b>\$413,057.31</b>

22. All professional services were performed by Stinson for and on behalf of the Debtor and no other creditor, or any other person.

23. During the period from the Filing Date to the Effective Date, Stinson has performed necessary, reasonable and valuable legal services for Debtor with a total of approximately 1,146.00 hours expended therefore.

24. A complete and accurate accounting of the time identified above is itemized on each statement attached hereto and on the previous Monthly Statements summarized above and previously served on the required parties.

25. The specific number of hours, timekeeper's name, hourly rate and total fee summary from the Filing Date to the Effective Date are summarized as follows:

<b>NAME</b>	<b>RATE</b>	<b>HOURS</b>	<b>FEES</b>
Donald Bayer, Partner	390.00	0.60	\$234.00
Jeff Ekbohm, Partner	435.00	3.30	\$1,435.50
Brent Erwood, Partner	390.00	0.80	\$312.00
Chris Graver, of Counsel	405.00	0.40	\$162.00
Ben Hobart, Partner	455.00	0.20	\$91.00
Paul M. Hoffmann, Partner	485.00	356.70	\$172,999.50
Sharon L. Stolte, Partner	340.00	363.10	\$123,454.00
Timothy M. Swanson, Associate	215.00	254.80	\$54,782.00
Mary Lou Azeltine, Paralegal	185.00	<u>166.10</u>	<u>\$30,728.50</u>
Total		1,146.00	\$384,198.50

26. The hourly rates charged by Stinson are the standard rates charged on routine, non-complicated matters, without considering the size of the case and degree of responsibility, difficulty, complexity, and results achieved. To minimize the expense of the services provided, Stinson has, wherever possible, avoided duplication of effort and delegated appropriate tasks to associates and paralegals with a lesser billing rate.

27. No agreement or understanding prohibited by Section 504 of the Bankruptcy Code exists between Stinson and any other person or entity for the sharing of compensation or reimbursement received or to be received for services rendered in connection with these case.

28. Stinson has incurred expenses from the Filing Date to the Effective Date in the amount of \$28,558.81 which are itemized herein and on the Monthly Statements, previously served on the required parties. The reimbursement of expenses requested by Stinson are



expenses normally billed to the firm's clients in other matters, including both bankruptcy and non-bankruptcy matters, and are the standard practice for law firms in the Kansas City metropolitan area.

WHEREFORE, Stinson respectfully requests that this Court enter an order granting the relief requested above which (a) allows compensation for legal services rendered by Stinson for the entire period from the Filing Date to the Effective Date in the total sum of \$384,198.50; (b) allows reimbursement for actual and necessary out-of-pocket expenses incurred by Stinson for the entire period from the Filing Date to the Effective Date in the total sum of \$28,858.81; (c) directs Debtor to promptly pay Stinson the unpaid balance of \$260,222.78 and (d) grants such other and further relief as is necessary or appropriate.

STINSON MORRISON HECKER LLP

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**CERTIFICATE OF SERVICE**

This is to confirm that the foregoing *Final Application by Stinson Morrison Hecker LLP for Allowance of Fees and Reimbursement of Expenses* was electronically filed on February 12, 2013. Notice of this filing will be sent to all parties by operation of the Court's electronic filing system and the filing may be accessed through that system.

s/ Sharon L. Stolte \_\_\_\_\_  
Sharon L. Stolte