

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF KANSAS

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

**FINAL FEE APPLICATION BY
ROBERT J. RAYBURN, III, AS GENERAL COUNSEL AND
SPECIAL CONFLICTS COUNSEL FOR THE DEBTOR**

Robert J. Rayburn, III ("Rayburn"), hereby submits his 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 \$61,995.84 for fees and expenses from the date this case was filed through the Effective Date of the confirmed plan of reorganization. In support, Rayburn submits:

1. On September 21, 2012, (the "Filing Date"), Dickinson Theatres, Inc., filed a voluntary Petition under Chapter 11 of the United States Bankruptcy Code before this Court.
2. Also, on the Filing Date, Debtor filed an Application for Employment of Robert J. Rayburn, III, as Debtor's general corporate and special conflicts counsel ("Rayburn 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.
3. On October 27, 2012, this Court entered an Order granting the Rayburn 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, Rayburn has already been paid \$53,670.84 pursuant to Monthly

Statements filed in 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:

NAME	HOURS	RATE	FEES
Robert J. Rayburn, III	24.80	\$225.00	\$5,580.00
TOTAL			\$5,580.00

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

7. For December 2012, Rayburn performed necessary, reasonable and valuable legal services for Debtor with a total of approximately 24.80 hours expended therefore.

8. Generally, Rayburn's activities can be summarized as participating in conference calls on various issues, work on lease negotiations, work on the trustee report, review First Amended and Restated Plan and amendments thereto, review projection reconciliation as to pre-petition vendors and administrative claims and prepare for and attend the confirmation hearing.

9. The hourly rate charged by Rayburn is the standard rate charged on routine 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, Rayburn has, wherever possible, avoided duplication of effort with Debtor's other counsel.

10. Rayburn did not incur expenses for December 2012.

11. All professional services were performed by Rayburn for and on behalf of the Debtor and no creditor or any other persons.

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

JANUARY FEES AND EXPENSES

13. Monthly fees and expenses for January 1 – 14, 2013, are summarized as follows:

NAME	HOURS	RATE	FEES
Robert J. Rayburn, III	12.20	\$225.00	\$2,745.00
TOTAL			\$2,745.00

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

14. For January 1 – 14, 2013, Rayburn performed necessary, reasonable and valuable legal services for Debtor with a total of approximately 12.20 hours expended therefore.

15. Generally, Rayburn's activities generating the fees and expenses set out herein can be summarized as participating in conference calls on various issues, review of lease and claim issues, creating and circulating payment amortization and reconciling with the Plan and Payment Schedule, preparing cash reports to update projections, acquiring licenses for accounting system,

reviewing critical vendor and disputed amounts and follow-up as to payment for real estate taxes under protest.

16. The hourly rate charged by Rayburn is the standard rate charged on routine 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 with Debtor's other counsel.

17. Rayburn incurred expenses during January 1 – 14, 2013, in the amount of \$0.00.

18. All professional services were performed by Rayburn for and on behalf of the Debtor and no creditor or any other persons.

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

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:

Period	Fees	Expenses	Total
September 21, 2012 through October 31, 2012	\$37,620.20	\$2,123.14	\$39,743.34
November 1, 2012 through November 30, 2012	\$13,927.50	\$0.00	\$13,927.50
December 1, 2012 through December 31, 2012	\$5,580.00	\$0.00	\$5,580.00
January 1, 2013 through January 14, 2013	\$2,745.00	\$0.00	\$2,745.00
TOTAL	\$59,872.70	\$2,123.14	\$61,995.84

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

22. During the period from the Filing Date to the Effective Date, Rayburn has performed the necessary, reasonable and valuable legal services for Debtor with a total of approximately 266.10 hours expended therefore.

23. A complete and accurate accounting of the time identified above is itemized on each statement attached herein and on the previous monthly statements summarized above and previously served on the required parties.

24. The specific number of hours, timekeeper's names, hourly rates and total fees from the Filing Date to the Effective Date are summarized as follows:

ROBERT J. RAYBURN, III	RATE	HOURS	FEES
September 21, 2012 through October 31, 2012	\$225.00	167.20	\$37,620.20
November 1, 2012 through November 30, 2012	\$225.00	61.90	\$13,927.50
December 1, 2012 through December 31, 2012	\$225.00	24.80	\$5,580.00
January 1, 2013 through January 14, 2013	\$225.00	12.20	\$2,745.00
TOTAL		266.10	\$59,872.70

25. The hourly rate charged by Rayburn is the standard rate charged on routine 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 with Debtor's other counsel.

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

27. Rayburn has incurred expenses from the Filing Date to the Effective Date in the amount of \$2,123.14. The sum of \$2,123.14 was incurred by Rayburn for pre-petition contract legal services from Holbrook and Osborn, PA for various legal proceedings including, but not limited to: the Johnson County, Kansas Tax Appeal, the Dickinson v. Heeter damage claim and

the K7 contract for deed default and demand for payment. The reimbursement of expenses requested by Rayburn 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, Rayburn respectfully requests that this Court enter an order granting the relief requested above which (a) allows compensation for legal services rendered by Rayburn for the entire period from the Filing Date to the Effective Date in the total sum of \$59,872.70; (b) allows reimbursement for actual and necessary out-of-pocket expenses incurred by Rayburn for the entire period from the Filing Date to the Effective Date in the total sum of \$2,123.14; and (c) grant such other and further relief as is necessary or appropriate.

ROBERT J. RAYBURN, III,
ATTORNEY AT LAW

s/ Robert J. Rayburn, III
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Overland Park, KS 66210
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*General Corporate and Conflicts Counsel
for the Debtor and Debtor-in-Possession*

CERTIFICATE OF SERVICE

This is to confirm that a copy of the foregoing *Monthly Final Application by Robert J. Rayburn, III 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

EXHIBIT A

Robert J. Rayburn, Attorney at Law7400 W 110th Street, Suite 600
Overland Park, KS 66210**Invoice****Invoice #:** 1070**Invoice Date:** 12/31/2012**Due Date:** 1/15/2013**Project:****P.O. Number:****Bill To:**Dickinson Theatres
Attn: Ron Horton, CEO
6801 W 107th Street
Overland Park KS 66212

Date	Description	Amount
12/3/2012	Correspondence with L Scherer as to Port Arthur lease and confirmation; telephone call with R Horton as to same	90.00
12/4/2012	CYMA with Bruce; renegotiated purchase price detailed computation and correspondence with C Clark and R Horton as to the same	202.50
12/5/2012	Correspondence with B Wittman as to conversion of accounting software; correspondence and review as to Memorandum Opinion as to plan confirmation; Warner Bros correspondence as to post petition and pre petition claims	90.00
12/7/2012	Conference call with R Horton and P Hoffman as to alternative pursuant to judge's ruling as to Plan; drafting proposals of addendum as to two theater leases	157.50
12/11/2012	Lease addendums drafted for presentation to landlords; telephone call and correspondence to R Horton as to same; CYMA conversion research;	517.50
12/12/2012	correspondence with L Scheer, counsel for Port Arthur landlord as to plan status	157.50
12/13/2012	Correspondence from P Hoffman as to amended plan, 12/28 hearing and feasibility; review of amended plan; finalize draft of 3rd Amendment to Imperial Lease; correspondence to R Horton as to Imperial Amendment	225.00
12/14/2012	Conference call with R Horton, P Hoffman and Stolte as to amended plan and revising/updating projections	225.00
12/14/2012	Meet with R Horton as to feasibility and projection updates; follow up revisions as to same; work with DTI staff as to data for same	697.50
12/17/2012	Projections; Trustee Reports and correspondence with R Horton; email Linda re: landlord wanting lease copy	270.00
12/18/2012	Projection reconciliation as to pre-petition vendors as well as administrative claims; update for feasibility review by R Horton; draft correspondence to P Hoffman and R Horton as to projections with assumptions and observations	1,440.00
12/19/2012	Email from P Hoffman as to revised projections; new data received; update accordingly and transmit; telephone call with R Horton as to same; telephone call with P Hoffman as to aspects of projections in preparation for hearing; telephone calls with R Horton as to budget management	540.00
12/20/2012	Projection review and refinement with Curtis and Ron; revision flow through as to same	180.00
12/26/2012	Correspondence received as to Horton/Hartley timing; research as to same with telephone call to S Stubler in clarification; correspondence to C Clark and R Horton as to same	247.50

Total**Payments/Credits****Balance Due**

Robert J. Rayburn, Attorney at Law
7400 W 110th Street, Suite 600
Overland Park, KS 66210

Invoice

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6801 W 107th Street
Overland Park KS 66212

Date	Description	Amount
12/28/2012	Confirmation hearing preparation and attendance; review of weekly cash sheet and expense with incorporation into working projection model.	495.00
12/31/2012	Hartley document review; telephone call to R Horton as to default provisions and pre-approved for Chenal and Palm Valley sales; comments to C Clark and R Horton; review and comments as to Cinedym amendment; finalizing Port Arthur with opposing counsel	270.00
Total		\$5,580.00
Payments/Credits		\$0.00
Balance Due		\$5,580.00

EXHIBIT B

Robert J. Rayburn, Attorney at Law7400 W 110th Street, Suite 600
Overland Park, KS 66210**Invoice****Invoice #:** 1080**Invoice Date:** 1/14/2013**Due Date:** 1/31/2013**Project:****P.O. Number:****Bill To:**Dickinson Theatres
Attn: Ron Horton, CEO
6801 W 107th Street
Overland Park KS 66212

Date	Description	Amount
1/4/2013	Work on finalizing Hartley/Horton documents; telephone calls with R Horton and C Clark as to same; revised amortization schedule; various correspondence as to same; contact Intuit re: Enterprise Solutions	337.50
1/7/2013	Meet with R Horton and B Wittman re: Hartley leases, staff review and cash flow; telephone call from and to attorney J Voss as to a potential Goodrich/Dickinson transaction; telephone call with B Fenimore as to stock certificate; create and circulate payment amortization and reconcile with the Plan and Payment schedule	832.50
1/8/2013	Emails with B Fenimore as to payment amortization and reconciliation with his figures; follow up with Intuit re: data conversion	225.00
1/10/2013	correspondence to R Horton as to same; cash reports to update projections and Class 5 amounts to S Stolte, R Horton and B Wittman; follow up as to JoCo Real Estate appeals case with K Brack	562.50
1/11/2013	Follow up with B Wittman and S Stolte as to critical vendors and disputed amount; follow up with Intuit and per R Horton acquire 10 licenses for accounting system conversion; follow up with B Fenimore as to modified documents and 2012 interest; follow up with B Wittman as to 2012 interest and subsequent payment schedule; follow up with K Brack as to pending litigation - Heeter; follow up with B Wittman as to payment of real estate taxes under protest prior to the end of January 2013 for consolidation of appeals.	787.50
Total		\$2,745.00
Payments/Credits		\$0.00
Balance Due		\$2,745.00