

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

In re:

DICKINSON THEATRES, INC.

Reorganized Debtor.

Chapter 11

Case No. 12-22602

**FINAL FEE APPLICATION FOR SERVICES RENDERED BY PROTIVITI INC., AS  
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS, FOR THE PERIOD OCTOBER 15, 2012 THROUGH JANUARY 15, 2013**

In accordance with 11 U.S.C. §§ 105(a), 328, 330, and 331, and Federal Rule of Bankruptcy Procedure (“Bankruptcy Rule”) 2016, Protiviti Inc. (“Protiviti”), financial advisor to the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtor (the “Debtor”), hereby submits its final fee application (the “Final Fee Application”) for the allowance of compensation for services rendered for the period October 15, 2012 through January 15, 2013 (the “Final Fee Application Period”).

**JURISDICTION AND VENUE**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 1557. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory and rule-based predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.

**BACKGROUND**

2. On September 21, 2012 (the “Petition Date”), the Debtor filed a voluntary petition pursuant to chapter 11 of the Bankruptcy Code with this Court. Following the Petition Date, the Debtor continued in possession of its properties and continued to operate and manage

its business as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On October 15, 2012, the Committee retained Protiviti as its financial advisor. Protiviti was not paid a retainer. Since its retention, Protiviti has filed monthly statements of compensation for services rendered and expenses incurred.

4. On December 28, 2012, the Court confirmed the Debtor's First Amended and Restated Plan of Reorganization (the "Plan"). On January 15, 2013, the Plan became effective.

**FEES AND EXPENSES FOR FINAL FEE APPLICATION**

5. A summary of the services rendered by Protiviti for which compensation is sought by project category is as follows and is attached as **Exhibit B**:

<b>Project Category</b>	<b>Hours</b>	<b>Total Fees</b>
Case Administration	13.1	\$6,085.60
Prepare Fee / Employment Applications	17.1	\$5,458.90
Meeting of Creditors	12.2	\$5,858.00
Plan and Disclosure Statement	6.0	\$2,340.00
Data Analysis	57.2	\$25,386.00
<b>Total</b>	<b>105.6</b>	<b>\$45,128.50</b>

6. All professional services were performed by Protiviti for and on behalf of the Committee and no other individual creditor, or any other persons.

7. During the Final Fee Application Period, Protiviti performed necessary, reasonable and valuable services for the Committee with a total of approximately 105.6 hours expended therefore. The specific number of hours, timekeeper's name, hourly rate and total fee amounts are listed and broken down below and attached as **Exhibit A**:

<b>Name of Professional Individual</b>	<b>Position, Licenses, Number of Years' Experience, Prior Relevant Experience</b>	<b>Average Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Atkinson, Michael L.	Managing Director; MBA; CPA; CIRA; ABV; CVA; CFE; CFF; 20 Years; Financial Consulting; Bankruptcy / Litigation Analysis	\$591.34	29.2	\$17,267.00
Crockett, Jason N.	Associate Director; MBA; CIRA; 11 Years; Finance-Banking; Bankruptcy / Litigation Analysis	\$391.01	56.2	\$21,974.50
Frisvold, Andrew M.	Manager; BS; CIRA; CDBV; CFE; 7 years; Financial Consulting; Bankruptcy / Litigation Analysis; Investments	\$301.15	19.2	\$5,782.00
Wolford, Dawn M	Administrative; 12 years	\$105.00	1.0	\$105.00
<b>Total</b>		<b>\$427.35</b>	<b>105.6</b>	<b>\$45,128.50</b>

8. A complete and accurate accounting of the time identified above is itemized on the statement attached hereto as **Exhibit C**.

9. The hourly rates charged by Protiviti are the standard rates charged on routine 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 during the Final Fee Application Period totals \$45,128.50 with the average hourly rate for the professionals during this period being approximately \$427.35. To minimize the expense of the services provided, Protiviti has, wherever possible, avoided duplication of efforts and delegated appropriate tasks to professionals with a lower billing rate.

10. Protiviti did not incur any expenses during the Final Fee Application Period.

11. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested in this Final Fee Application is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the

services rendered, (d) the value of such services, and (e) the costs of comparable services in a case other than one under Title 11.

12. On November 20, 2012 (Docket #239), Protiviti filed its October Monthly Fee Statement for services rendered and expenses incurred for the period October 15, 2012 through October 31, 2012. Total fees for services rendered during this time period were \$25,244.00 and expenses incurred were \$0.00. A copy of Protiviti's October Monthly Fee Statement is attached hereto as **Exhibit D**.

13. On December 12, 2012 (Docket #291), Protiviti filed its November Monthly Fee Statement for services rendered and expenses incurred for the period November 1, 2012 through November 30, 2012. Total fees for services rendered during this time period were \$16,365.00 and expenses incurred were \$0.00. A copy of Protiviti's November Monthly Fee Statement is attached hereto as **Exhibit E**.

14. On January 18, 2013 (Docket #321), Protiviti filed its December Monthly Fee Statement for services rendered and expenses incurred for the period December 1, 2012 through December 31, 2012. Total fees for services rendered during this time period were \$1,821.00 and expenses incurred were \$0.00. A copy of Protiviti's December Monthly Fee Statement is attached hereto as **Exhibit F**.

15. For the period January 1, 2013 through January 15, 2013 Protiviti incurred fees for services rendered of \$1,698.50 and expenses incurred were \$0.00.

16. During the Final Fee Application Period total fees for services rendered were \$45,128.50 and expenses incurred were \$0.00.

17. In December 2012, Protiviti received payment of \$17,934.01 resulting in an outstanding balance of \$27,194.49.

18. No agreement or understanding prohibited by Section 504 of the Bankruptcy Code exists between Protiviti 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.

19. This Final Fee Application has been served upon the following parties: (i) counsel to Dickinson Theatres, Inc., Stinson Morrison Hecker LLP, Attn: Sharon L. Stolte, Esq., 1201 Walnut Street, Suite 2900, Kansas City, Missouri 64106; (ii) Benjamin Blaustein, Kelley Drye & Warren LLP, 101 Park Avenue, New York, New York, 10178, counsel for the Official Committee of Unsecured Creditors, and; (iii) the Office of the United States Trustee, United States Trustee, Attn: Joyce Owens, 301 North Main Street, Suite 1150, Wichita, Kansas 67202 (collectively, the “Notice Parties”).

20. Objections to this Final Fee Application, if any, must be served upon the Notice Parties no later than March 7, 2013, setting forth the nature of the objection and the specific amount of fees or expenses at issue.

21. Protiviti respectfully requests and reserves the right to supplement this Final Fee Application with additional time descriptions or other material, as appropriate, after determining all questions, comments or objections from all parties.

WHEREFORE, Protiviti respectfully requests that this Court enter an Order, substantially in the form attached hereto as **Exhibit G**: (i) allowing, on a final basis, compensation in the amount of \$45,128.50 for services rendered by Protiviti for and on behalf of the Committee for the Final Fee Application Period; (ii) authorizing and directing the Debtor to pay Protiviti all unpaid fees in accordance with the Plan; and (iii) granting such other and further relief as is just and proper.

Dated: February 14, 2013

By:



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*Financial Advisor to the Official Committee  
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