

EXHIBIT D

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

In re:

DICKINSON THEATRES, INC.

Debtor.

Chapter 11

Case No. 12-22602

**MONTHLY STATEMENT OF SERVICES RENDERED AND
EXPENSES INCURRED BY PROTIVITI INC. FOR THE PERIOD
OCTOBER 15, 2012 THROUGH OCTOBER 31, 2012**

In accordance with 11 U.S.C. §§ 105(a), 328, 330, and 331, and this Court's Order Granting the Debtor's Motion to Establish Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered October 27, 2012 (Docket No. 164), establishing procedures for interim compensation and reimbursement of expenses of professionals ("Interim Compensation Order"), Protiviti Inc. ("Protiviti"), financial advisor to the Official Committee of Unsecured Creditors (the "Committee"), hereby submits its Monthly Statement of Services Rendered and Fees Incurred for the Period October 15, 2012 through October 31, 2012 (the "Statement").

FEES AND EXPENSES FOR MONTHLY STATEMENT

1. 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:

Project Category	Hours	Total Fees
Case Administration	6.70	\$ 3,383.00
Prepare Fee / Employment Applications	6.40	2,199.00
Meeting of Creditors	4.30	1,677.00
Data Analysis	43.40	17,985.00
Total	60.80	\$ 25,244.00

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

3. During the Statement period, Protiviti has performed necessary, reasonable and valuable services for the Committee with a total of approximately 60.80 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:

Name of Professional Individual	Position, Licenses, Number of Years Experience, Prior Relevant Experience	Average Billing Rate	Total Hours Billed	Total Compensation
Atkinson, Michael L.	Managing Director; MBA; CPA; CIRA; ABV; CVA; CFE; CFF; 20 Years; Financial Consulting; Bankruptcy / Litigation Analysis	\$590.00	12.70	\$ 7,493.00
Crockett, Jason N.	Associate Director; MBA; CIRA; 10 Years; Finance-Banking; Bankruptcy / Litigation Analysis	390.00	36.90	14,391.00
Frisvold, Andrew M.	Manager; BS; CIRA; CDBV; CFE; 7 years; Financial Consulting; Bankruptcy / Litigation Analysis; Investments	300.00	11.20	3,360.00
Total		\$415.20	60.80	\$ 25,244.00

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

5. 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 Statement period totals \$25,244.00 with the average hourly rate for the professionals during this period being approximately \$415.20. To minimize expense of the services provided, Protiviti has, wherever possible, avoided duplication of effort and delegated appropriate tasks to professionals with a lesser billing rate.

6. Protiviti has incurred expenses during the Statement period in the amount of \$0.00.

7. 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.

8. In accordance with the Interim Compensation Order, the Statement 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").

9. Pursuant to the Interim Compensation Order, objections to this Statement, if any, must be served upon the Notice Parties no later than November 30, 2012 (the "Objection Deadline"), setting forth the nature of the objection and the specific amount of fees or expenses at issue.

10. If no objections to the Statement are received on or before the Objection Deadline, the Debtor will pay to Protiviti 100% of the fees and 100% of the expenses identified in the Statement.

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

Dated: November 20, 2012

By:



Michael L. Atkinson
Managing Director
Protiviti, Inc.
1 East Pratt Street
Suite 800
Baltimore, MD 21202
Phone: 410-454-6800
Fax: 410-454-6801

*Financial Advisor to the Official
Committee of Unsecured Creditor*

**Billing Details for Client No. 12017 -
DICKINSON THEATRES, INC.**

Protiviti Inc.

Summary of Time by Individual

10/15/2012 through 10/31/2012

	<u>Name</u>	<u>Hours</u>	<u>Average Rate</u>	<u>Amount</u>
	ATKINSON, MICHAEL L.	12.70	\$590.00	\$7,493.00
	CROCKETT, JASON N.	36.90	\$390.00	\$14,391.00
	FRISVOLD, ANDREW M	11.20	\$300.00	\$3,360.00
Total Fees for Client No. 12017 -	DICKINSON THEATRES, INC.	60.80	\$415.20	\$25,244.00
Total for Client No. 12017 -	DICKINSON THEATRES, INC.			\$25,244.00

Billing Details for Client No. 12017 - Dickinson Theatres, Inc. Protiviti Inc.

10/15/2012 through 10/31/2012

Summary of Time by Service Code

Code	Description	Hours	Avg Rate	Amount
443	BANKRUPTCY -CASE ADMINISTRATION: Coordination and compliance activities, including preparation of statement of financial affairs; schedules, list of contracts; United States Trustee interim statements and operating reports; contracts with the United States Trustee; general creditor inquiries.	6.70	\$504.93	\$3,383.00
446	BANKRUPTCY-FEE/EMPLOYMENT APPLICATIONS: Preparations of employment and fee applications for self or others; motions to establish interim procedures.	6.40	\$343.59	\$2,199.00
450	BANKRUPTCY-MEETINGS OF CREDITORS: Preparing for and attending the conference of creditors, the Section 341(a) meeting and other creditors' committee meetings.	4.30	\$390.00	\$1,677.00
456	BANKRUPTCY-DATA ANALYSIS: Management information systems review, installation and analysis, construction, maintenance and reporting of significant case financial data, lease rejection, claims, etc.	43.40	\$414.40	\$17,985.00
Total Fees for Client No. Dickinson Theatres, Inc.				\$25,244.00
12017 -				60.80 \$415.20

11/13/2012 Bankruptcy Case No.

Prepared by Protiviti Inc.

Billing Details for Client No. 12017 - Dickinson Theatres, Inc. Protiviti Inc.

10/15/2012 through 10/31/2012

Summary of Time by Service Code

Code	Description	Hours	Avg Rate	Amount
	Total for Client No. 12017 - Dickinson Theatres, Inc.			\$25,244.00

Billing Details for Client No. 12017 - Dickinson Theatres, Inc. Protiviti Inc.

10/15/2012 through 10/31/2012

Detail by Service Code

Code	Record No.	Name	Date	Hours	Rate	Amount	Detail
443	BANKRUPTCY -CASE ADMINISTRATION: Coordination and compliance activities, including preparation of statement of financial affairs, schedules, list of contracts; United States Trustee interim statements and operating reports; contracts with the United States Trustee; general creditor inquiries.						
	1	CROCKETT, JASON N.	10/15/2012	0.30	\$390.00	\$117.00	DISCUSS CASE STATUS WITH M. ATKINSON.
	2	FRISVOLD, ANDREW M	10/16/2012	0.50	\$300.00	\$150.00	DRAFT EMAIL CORRESPONDENCE REQUESTING DOCUMENTS.
	3	FRISVOLD, ANDREW M	10/17/2012	0.50	\$300.00	\$150.00	REVIEW DOCKET FOR RECENT FILINGS.
	4	CROCKETT, JASON N.	10/19/2012	0.30	\$390.00	\$117.00	CALL WITH COUNSEL TO DISCUSS INFORMATION RECEIVED FROM DEBTOR.
	5	CROCKETT, JASON N.	10/20/2012	0.10	\$390.00	\$39.00	CORRESPONDENCE WITH COUNSEL RE: REVENUE.
	6	CROCKETT, JASON N.	10/21/2012	0.10	\$390.00	\$39.00	CORRESPONDENCE WITH COUNSEL REGARDING PROJECTIONS.
	7	CROCKETT, JASON N.	10/22/2012	0.20	\$390.00	\$78.00	PREPARE BUDGET OF FEES.
	8	ATKINSON, MICHAEL L.	10/24/2012	4.30	\$590.00	\$2,537.00	PREPARE FOR AND PARTICIPATE IN COMMUNICATIONS W/ DICKINSON RE: OUR HIGH POINTS.
	9	CROCKETT, JASON N.	10/26/2012	0.40	\$390.00	\$156.00	CALL WITH B. BLAUSTEIN TO DISCUSS UPDATES WITH DEBTORS, STRATEGY, AND LEVERAGE.
	Subtotal for Service Code 443				6.70	\$504.93	\$3,383.00

Protiviti Inc.

Dickinson Theatres, Inc.

Billing Details for Client No. 12017 -

10/15/2012 through 10/31/2012

Detail by Service Code

Code	Record No.	Name	Date	Hours	Rate	Amount	Detail
446	BANKRUPTCY-FEE/EMPLOYMENT APPLICATIONS: Preparations of employment and fee applications for self or others; motions to establish interim procedures.						
	10	FRISVOLD, ANDREW M	10/15/2012	1.20	\$300.00	\$360.00	PREPARE EMPLOYMENT APPLICATION.
	11	FRISVOLD, ANDREW M	10/16/2012	1.80	\$300.00	\$540.00	PREPARE ENGAGEMENT LETTER AND UPDATE EMPLOYMENT APPLICATION.
	12	FRISVOLD, ANDREW M	10/17/2012	0.30	\$300.00	\$90.00	UPDATE ENGAGEMENT LETTER AND EMPLOYMENT APPLICATION.
	13	CROCKETT, JASON N.	10/18/2012	0.60	\$390.00	\$234.00	REVIEW OF DRAFT ENGAGEMENT LETTER AND EMPLOYMENT APPLICATION AND DECLARATION.
	14	CROCKETT, JASON N.	10/22/2012	0.20	\$390.00	\$78.00	PREPARE CONFLICTS CHECK.
	15	CROCKETT, JASON N.	10/22/2012	1.20	\$390.00	\$468.00	REVIEW OF ENGAGEMENT LETTER AND RETENTION APPLICATION.
	16	CROCKETT, JASON N.	10/24/2012	0.70	\$390.00	\$273.00	PREPARE UPDATES TO EMPLOYMENT APPLICATION AND RESULTS OF CONFLICTS CHECK.
	17	CROCKETT, JASON N.	10/29/2012	0.40	\$390.00	\$156.00	PREPARE RETENTION APPLICATION AND CORRESPONDENCE WITH COUNSEL.
				Subtotal for Service Code 446	6.40	\$343.59	\$2,199.00

Billing Details for Client No. 12017 - Dickinson Theatres, Inc.
10/15/2012 through 10/31/2012

Protiviti Inc.

Detail by Service Code

Code	Record No.	Name	Date	Hours	Rate	Amount	Detail
450		BANKRUPTCY-MEETINGS OF CREDITORS: Preparing for and attending the conference of creditors, the Section 341(a) meeting and other creditors' committee meetings.					
	18	CROCKETT, JASON N.	10/18/2012	1.30	\$390.00	\$507.00	PREPARE COMMITTEE UPDATE PRESENTATION.
	19	CROCKETT, JASON N.	10/19/2012	1.50	\$390.00	\$585.00	PREPARE FOR AND PARTICIPATE IN COMMITTEE CALL.
	20	CROCKETT, JASON N.	10/26/2012	1.50	\$390.00	\$585.00	PREPARE FOR AND PARTICIPATE IN CALL WITH COMMITTEE REGARDING CURRENT STATUS OF NEGOTIATIONS, PROJECTIONS, ETC.
		Subtotal for Service Code 450		4.30	\$390.00	\$1,677.00	

Billing Details for Client No. 12017 - Dickinson Theatres, Inc.

Protiviti Inc.

10/15/2012 through 10/31/2012

Detail by Service Code

Code	Record No.	Name	Date	Hours	Rate	Amount	Detail
456		BANKRUPTCY-DATA ANALYSIS: Management information systems review, installation and analysis, construction, maintenance and reporting of significant case financial data, lease rejection, claims, etc.					
	21	ATKINSON, MICHAEL L.	10/15/2012	4.80	\$590.00	\$2,832.00	REVIEW PROPOSED NEXT STEPS PROVIDED BY DEBTOR & CURRENT BUDGET.
	22	ATKINSON, MICHAEL L.	10/15/2012	3.60	\$590.00	\$2,124.00	REVIEW AND ANALYZE CASE DOCUMENTS.
	23	CROCKETT, JASON N.	10/15/2012	1.10	\$390.00	\$429.00	REVIEW OF PROPOSED COMMITTEE TERM SHEET AND FINANCIAL MODEL.
	24	CROCKETT, JASON N.	10/16/2012	0.40	\$390.00	\$156.00	PARTICIPATE IN CALL WITH R. RAYBURN.
	25	CROCKETT, JASON N.	10/16/2012	0.60	\$390.00	\$234.00	PREPARE FOR CALL WITH R. RAYBURN.
	26	CROCKETT, JASON N.	10/16/2012	2.40	\$390.00	\$936.00	REVIEW OF FINANCIAL MODEL AND PREPARE QUESTIONS AND COMMENTS.
	27	CROCKETT, JASON N.	10/16/2012	0.80	\$390.00	\$312.00	PARTICIPATE IN CALL WITH M. ATKINSON TO REVIEW FINANCIAL MODEL, TERM SHEET, AND TO DEVELOP MODEL QUESTIONS.
	28	FRISVOLD, ANDREW M	10/16/2012	2.90	\$300.00	\$870.00	ANALYZE PROPOSED TERMS AND FINANCIAL PROJECTIONS.
	29	CROCKETT, JASON N.	10/17/2012	0.80	\$390.00	\$312.00	REVIEW STOCK PURCHASE AGREEMENT AND RELATED DOCUMENTS.
	30	CROCKETT, JASON N.	10/18/2012	1.70	\$390.00	\$663.00	PREPARE SUMMARY OF PROJECTIONS OBSERVATIONS FOR COUNSEL. PREPARE ANALYSIS OF PROJECTIONS AND SENSITITZE.
	31	CROCKETT, JASON N.	10/19/2012	1.10	\$390.00	\$429.00	DISCUSS FINANCIALS WITH M. ATKINSON.
	32	CROCKETT, JASON N.	10/19/2012	3.20	\$390.00	\$1,248.00	REVIEW OF FINANCIAL INFORMATION RECEIVED FROM DEBTOR AND PREPARE SENSITIVITY ANALYSIS.
	33	FRISVOLD, ANDREW M	10/19/2012	1.80	\$300.00	\$540.00	PREPARE RENT ROLL BY LOCATION BY YEAR.
	34	FRISVOLD, ANDREW M	10/19/2012	2.20	\$300.00	\$660.00	REVIEW PROJECTION MODEL SUPPORT AND PROVIDE COMMENTS.
	35	CROCKETT, JASON N.	10/22/2012	0.60	\$390.00	\$234.00	REVIEW OF RENT EXPENSE BY LOCATION AND SPIRIT PROMISSORY NOTE.
	36	CROCKETT, JASON N.	10/22/2012	0.70	\$390.00	\$273.00	REVIEW AUDITED FINANCIAL STATEMENTS.
	37	CROCKETT, JASON N.	10/22/2012	1.30	\$390.00	\$507.00	REVIEW OF FINANCIAL INFORMATION.

11/13/2012

Prepared by Protiviti Inc.

Billing Details for Client No. 12017 - Dickinson Theatres, Inc. Protiviti Inc.

10/15/2012 through 10/31/2012

Detail by Service Code

Code	Record No.	Name	Date	Hours	Rate	Amount	Detail
456		BANKRUPTCY-DATA ANALYSIS: Management information systems review, installation and analysis, construction, maintenance and reporting of significant case financial data, lease rejection, claims, etc.					
	38	CROCKETT, JASON N.	10/23/2012	0.90	\$390.00	\$351.00	COMPARISON OF REVENUE FROM PREVIOUS MODEL TO CURRENT MODEL, AND COMPARISON TO HISTORICAL 2011 REVENUE.
	39	CROCKETT, JASON N.	10/23/2012	0.30	\$390.00	\$117.00	CALL WITH M. ATKINSON TO DISCUSS PROJECTIONS AND STRATEGY.
	40	CROCKETT, JASON N.	10/23/2012	1.40	\$390.00	\$546.00	REVIEW AND ANALYZE DEBTOR'S 14 WEEK BUDGET AND PREPARE COMMENTS FOR COUNSEL.
	41	CROCKETT, JASON N.	10/23/2012	2.40	\$390.00	\$936.00	REVIEW DEBTOR'S 5 YEAR AND 10 YEAR PROJECTION MODEL AND PREPARE COMMENTS FOR COUNSEL.
	42	CROCKETT, JASON N.	10/23/2012	1.10	\$390.00	\$429.00	REVIEW OF FINANCIAL STATEMENTS AND PREPARE INFORMATION FOR B. BLAUSTEIN.
	43	CROCKETT, JASON N.	10/23/2012	0.30	\$390.00	\$117.00	REVIEW OF FINANCIAL INFORMATION AND AUDITED FINANCIAL STATEMENTS.
	44	CROCKETT, JASON N.	10/24/2012	0.60	\$390.00	\$234.00	PREPARE FOR CALL WITH DEBTOR'S COUNSEL AND FINANCIAL ADVISOR.
	45	CROCKETT, JASON N.	10/24/2012	0.90	\$390.00	\$351.00	PARTICIPATE IN CALL WITH DEBTOR REGARDING FINANCIAL PROJECTIONS.
	46	CROCKETT, JASON N.	10/24/2012	0.50	\$390.00	\$195.00	PREPARE ANALYSIS REGARDING MANAGEMENT FEES AND HARTLEY PAYMENTS.
	47	CROCKETT, JASON N.	10/24/2012	0.30	\$390.00	\$117.00	CORRESPONDENCE WITH COUNSEL REGARDING STRATEGY ISSUES.
	48	CROCKETT, JASON N.	10/24/2012	0.80	\$390.00	\$312.00	REVIEW OF PROJECTIONS.
	49	CROCKETT, JASON N.	10/26/2012	0.80	\$390.00	\$312.00	CALL WITH M. ATKINSON TO DISCUSS CASE ISSUES, STRATEGY, MISSING DOCUMENTS FROM DEBTORS, KEY POINTS.
	50	CROCKETT, JASON N.	10/31/2012	1.70	\$390.00	\$663.00	REVIEW OF UPDATED PROJECTIONS AND COMPARISON TO PREVIOUS VERSION.
	51	CROCKETT, JASON N.	10/31/2012	1.40	\$390.00	\$546.00	REVIEW AMENDED PLAN.
				Subtotal for Service Code 456	43.40	\$414.40	\$17,985.00

11/13/2012

Prepared by Protiviti Inc.

Billing Details for Client No. 12017 - Dickinson Theatres, Inc. Protiviti Inc.
10/15/2012 through 10/31/2012

Detail by Service Code

Code	Record No.	Name	Date	Hours	Rate	Amount	Detail
		Total Fees for Client No. 12017 - Dickinson Theatres, Inc.		60.80	\$415.20	\$25,244.00	

Billing Details for Client No. 12017 - Dickinson Theatres, Inc. Protiviti Inc.
10/15/2012 through 10/31/2012

Detail by Service Code

Code	Record No.	Name	Date	Hours	Rate	Amount	Detail
		Dickinson Theatres, Inc.				<u>\$25,244.00</u>	