

Open New Voluntary Bankruptcy Case

U.S. Bankruptcy Court

District of Delaware

[Notice of Bankruptcy Case Filing](#)

The following transaction was received from Bonnie Glantz Fatell entered on 6/5/2009 at 3:00 PM EDT and filed on 6/5/2009

Case Name: Altes, LLC

Case Number: [09-11961](#)

Document Number: [1](#)

Docket Text:

Chapter 11 Voluntary Petition . Fee Amount \$1039. Filed by Altes, LLC. (Fatell, Bonnie)

The following document(s) are associated with this transaction:

Document description:Main Document

Original filename:Z:\Scanning\Petition altes llc060509-143501.PDF

Electronic document Stamp:

[STAMP bkecfStamp_ID=983460418 [Date=6/5/2009] [FileNumber=7304622-0]
[98484890163cfbe23e362a752b4dae9cd383e64bac5cc00e37fb9f47975dfb2209c95
e901e292f5f541f23aa4e3951055066193172d49ba1825cd393faf9c449]]

09-11961 Notice will be electronically mailed to:

Bonnie Glantz Fatell on behalf of Debtor Altes, LLC
fatell@blankrome.com, senese@blankrome.com;moody@blankrome.com

United States Trustee
USTPREGION03.WL.ECF@USDOJ.GOV

09-11961 Notice will not be electronically mailed to:

United States Bankruptcy Court District of Delaware		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle) Altes, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names)		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names)
Last four digits of Social Security or Individual-Taxpayer I.D. (TIN) No./Complete EIN (if more than one, state all) 94-3346927		Last four digits of Social Security or Individual-Taxpayer I.D. (TIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. & Street, City, and State): 1200 North Federal Highway Suite 111-B Boca Raton, FL 33432		Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE 33432-0000		ZIP CODE
County of Residence or of the Principal Place of Business: Palm Beach		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address)		Mailing Address of Joint Debtor (if different from street address):
ZIP CODE		ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51D) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000 Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000- 5,000 <input type="checkbox"/> 5001- 10,000 <input type="checkbox"/> 10,001- 25,000 <input type="checkbox"/> 25,001- 50,000 <input type="checkbox"/> 50,001- 100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Debts <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Altes, LLC
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [(If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7) I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.]</p> <p>[(If no attorney represents me and no bankruptcy petition preparer signs the petition) I have obtained and read the notice required by 11 U.S.C. § 342(b).]</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>
<p>X _____ Signature of Attorney</p> <p>_____ Signature of Attorney for Debtor(s)</p> <p>_____ Printed Name of Attorney for Debtor(s)</p> <p>_____ Blank Rome LLP</p> <p>_____ Firm Name</p> <p>_____ Chase Manhattan Centre</p> <p>_____ 1201 Market Street, Suite 800</p> <p>_____ Wilmington, DE 19801</p> <p>_____ Address</p> <p>_____ (302) 425-8400 Fax: (302) 425-6484</p> <p>_____ Telephone Number</p> <p>_____ June 5, 2009</p> <p>_____ Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____</p> <p>_____ Date</p> <p>_____ Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual</p> <p>_____ Leonard Levitaky</p> <p>_____ Printed Name of Authorized Individual</p> <p>_____ President and Managing Member</p> <p>_____ Title of Authorized Individual</p> <p>_____ June 5, 2009</p> <p>_____ Date</p>	

Schedule 1 to Chapter 11 Petition for Altes, LLC

PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE, PARTNER OR AFFILIATE OF THIS DEBTOR

Name of Debtor:	Case No.	Date Filed:
Alset Owners, LLC	Pending	06/05/2009
District:	Relationship:	Judge:
Delaware	Parent	

Name of Debtor:	Case No.	Date Filed:
Setla, LLC	Pending	06/05/2009
District:	Relationship:	Judge:
Delaware	Affiliate	

Name of Debtor:	Case No.	Date Filed:
Checkers Michigan, LLC	Pending	06/05/2009
District:	Relationship:	Judge:
Delaware	Subsidiary	

On the date hereof, each of the affiliated entities listed above (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of the title 11 of the United States Bankruptcy Court for the District of Delaware (the "Court"). A motion has been filed or shortly will be filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

ALTES LLC

**CONSENT OF THE SOLE MANAGING MEMBER
TO ACTION TAKEN WITHOUT A MEETING**

THE UNDERSIGNED, the Sole Managing Member (the "Manager") of Altes LLC, a Delaware limited liability company (the "Company"), does hereby adopt the following resolutions, pursuant to Sections 18-404(d) and 18-302(d) of the Delaware Limited Liability Company Act, without a meeting:

WHEREAS, management of the Company has presented information to the Manager, including on the status of the financial condition of the Company;

WHEREAS, counsel to the Company has presented information to the Manager regarding, among other things, the fiduciary duties owed by the Company to its members and other stakeholders;

WHEREAS, the Manager has received and reviewed the asset purchase agreement (the "Asset Purchase Agreement") to sell substantially all of its assets to Checkerco, Inc.

NOW THEREFORE, it is hereby:

Chapter 11 Filing of the Partnership

RESOLVED, that, in the judgment of the Manager, it is desirable and in the best interests of the Company, its members and creditors that a petition be filed by the Company, seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and

FURTHER RESOLVED, that the President (as the "Authorized Person") be, and hereby is, authorized and empowered, in the name and on behalf of the Company, to execute and verify petitions and amendments thereto under chapter

11 of the Bankruptcy Code (the "Company's Chapter 11 Case") and to direct counsel to the Company to file the same in the United States Bankruptcy Court for the District of Delaware; and

FURTHER RESOLVED, that the transactions contemplated in the Asset Purchase Agreement are hereby approved on terms and conditions consistent, in all material respects, with those reflected in the Asset Purchase Agreement; and

FURTHER RESOLVED, that the President, as an Authorized Person, is authorized, empowered and directed to execute the Asset Purchase Agreement and any ancillary documents related thereto; and

FURTHER RESOLVED, that the law firm of Blank Rome LLP is hereby engaged as attorneys for the Company under general retainers in the Company's Chapter 11 Case, subject to any requisite bankruptcy court approval; and

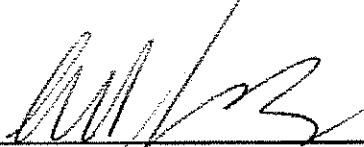
FURTHER RESOLVED, that the Authorized Person, and such other persons as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to engage and retain all assistance by legal counsel, accountants, financial advisors, including CRG Recovery Group, The Praetorian Group, and the BMC Group, Inc., and other professionals in connection with the Company's Chapter 11 Case, with a view to the successful prosecution of such case; and

FURTHER RESOLVED, that the Authorized Person, and such other persons as the Authorized Person shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such persons, be, and each hereby is, authorized and empowered, in the name and on behalf of the Company, to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and to take and perform any and all further acts and deeds, which he or she deems necessary, proper or desirable in connection with the Company's Chapter 11 Case, with a view to the successful prosecution of such case; and

FURTHER RESOLVED, that the Authorized Person be, and hereby is, authorized and empowered on behalf of and in the name of the Company, to execute such consents on behalf of the Company, as the Authorized Person considers necessary, proper or desirable to effectuate, such determination to be evidenced by such execution or taking of such action; and

FURTHER RESOLVED, that, any and all past actions heretofore taken by the President, the Manager or the members of the Company in the name and on behalf of the Company, in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

Dated: June 5, 2009



Name: Leonard Levitsky
Title: President and Sole Managing Member
of Altes, LLC

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

In re : Chapter 11
: :
ALSET OWNERS, LLC : Case No. 09-_____ ()
: (Joint Administration Requested)
: :
Debtors.¹ :

**CONSOLIDATED LIST OF CREDITORS HOLDING THE
THIRTY (30) LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS²**

Following is the consolidated list of the creditors holding the 30 largest unsecured claims against the above captioned debtors (collectively, the "Debtors") identified on the Chapter 11 petitions filed contemporaneously herewith. The list is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The list has been prepared on a consolidated basis, based upon the books and records of the Debtors, all of which have contemporaneously commenced chapter 11 cases in this Court. The information presented in the list shall not constitute an admission by, nor is it binding on, any of the Debtors. All rights are reserved.

This list does not include (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(31), or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the consolidated 30 largest unsecured claims.³

¹ The Debtors will file their schedules of assets and liabilities (the "Schedules") in accordance with applicable law. The information contained in the Schedules may differ from the information set forth below.

² The Debtors and the last four digits of their respective tax identification numbers are: Alset Owners, LLC, a Delaware limited liability company (7520); Altes, LLC, a Delaware limited liability company (6927); Setia, LLC, a Delaware limited liability company (6752); and Checkers Michigan, LLC, a Delaware limited liability company (8016).

³ The Debtors have not yet identified all of the 30 largest unsecured claims that may be contingent, unliquidated, disputed and/or subject to setoff. The Debtors reserve the right to identify any of the 30 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code of employer, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
1 Checkers Drive -In Rest	4300 W Cypress St Ste 600 Tampa, FL 33607 Tel: 727-519-2000	Royalties and Other Fees		3,700,000.00
2 Media Dex Inc	5784 Eaglesridge Ln Cincinnati, OH 45230 Tel: 513-624-6700	Advertising		406,000.00
3 MBM PFC Customized Food Distributors Inc	ATTN Expence Dept V28453 PO Box 6258 Rocky Mount, NC 27802 Tel: 407-857-3960	Trade		356,822.00
4 Checkers Rally's NPF	100 S Crest Dr c/o Shaun Ware Attn Lockbox 1164040 Stockbridge, GA 30281	Advertising		227,000.00
5 Musky Checkers	c/o Pegasus Investments 15915 Ventura Blvd Ph2 Encino, CA 91436 Tel: 818-981-4910	Rent		104,524.09
6 Triple R Associates	6300 NE 1st Ave STE 300 Fort Lauderdale, FL 33334 Tel: 314-552-6000	Rent and Taxes		100,369.77
7 R & R Capital	Attn Randy Rivera 4370 La Jolla Village Dr, Ste 8 San Diego, CA 92122 Tel: 858-200-9400	Rent		70,129.00
8 Vendor Capital	PO BOX 890115 Charlotte, NC 28289 Tel: 800-764-8644	Equipment Lease		53,707.32
9 I Supply Company	PO Box 1739 1255 Spangler Rd Fairborn, OH 45324 Tel: 800-837-7759	Trade		53,000.00
10 Theodoro Baking	6038 N Lindbergh Blvd Hazelwood, MO 63042 Tel: 314-731-3777	Trade		40,600.00

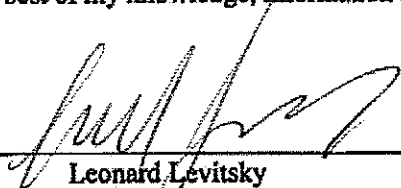
(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address including zip code of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
11	Klostermans Baking PO Box 712572 Cincinnati, OH 45271 Tel: 877-301-1004	Trade		38,000.00
12	John J Charleston Trust Attn John Charleston Trustee 2324 Airlands St Las Vegas, NV 89134 Tel: 702-205-0514	Rent		32,500.00
13	Debra Buckner Pulaski County Treasurer PO Box 8101 Little Rock, AR 72203 Tel: 501-340-5040	Real Estate and Personal Property Taxes		29,807.56
14	Orlando Baking 7777 Grand Ave Cleveland, OH 44104 Tel: 800-362-5504	Trade		27,100.00
15	Carolyn Rice Treasurer Montgomery County Real Estate 451 West Third Street Dayton, OH 45422 Tel: 937-225-4315	Real Estate Taxes		24,905.79
16	Collector Of Revenue 41 S Central St. Louis, MO 63105 Tel: 314-615-5500	Real Estate and Personal property taxes		20,598.23
17	Marian Patrica Sellers ATTN Diane Lewis Trustee 4102 Pecan Ln Orlando, FL 32812 Tel: 407-859-7327	Rent		19,500.00
18	BFI Waste Sys. (Allied Waste) DBA ALLIED WASTE PO BOX 99917 Chicago, IL 60696 Tel: 281-870-7534	Trade		18,337.29
19	Gregory F X Daly Collector of Revenue P.O. Box 66877 St. Louis, MO 63166 Tel: 314-622-4106	Real Estate and Personal Property taxes		17,706.75
20	ERC Parts Inc 4001 Cobb International Blvd Kennesaw, GA 30152 Tel: 800-241-6880	Trade		17,400.00
21	Moore Food Distributors Attn: Cash Management PO Box 790056 St Louis, MO 63179 Tel: 314-426-1300	Trade		14,300.00

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address including zip code of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
22 NUCO2	P.O. Box 9011 Stuart, FL 34995 Tel: 800-472-2855	Trade		12,000.00
23 2182 North Highway 67 LLC	Attn Dorothy B/Robert H Widman 400 Sundance Hill Soquel, CA 95073 Tel: 831-4625409	Rent		11,166.00
24 Gilbert W. Younger	2621 Merced Ave. El Monte, CA 91733 Tel: 951-201-2203	Rent		11,000.00
25 Malcolm Designs	5056 Jessop Court Sterling Heights, MI 48310 Tel: 586-979-8458	Trade		11,000.00
26 First Place Bank/ERAM, LLC	c/o Eleanor Ramirez 24725 West 12 Mile Road Southfield, MI 48034 Tel: 310-829-8213	Rent		10,748.00
27 John and Magda Rado	Rado Family Trust 3129 Elvido Dr Los Angeles, CA 90049 Tel: 310-440-0036	Rent		10,733.34
28 Wonder Bread	Interstate Brands Corp 400 Monroe Ave Memphis, TN 38103 Tel: 901-251-1060	Trade		10,700.00
29 City Of Muskegon	Property Tax Division PO Box 536 Muskegon, MI 49443	Real Estate and Personal Property Taxes		10,014.34
30 Muzak LLC	Muzak Drive Thru PO Box 601975 Charlotte, NC 28260 Tel: 800-316-8000	Trade		10,000.00

**DECLARATION REGARDING CREDITORS
HOLDING THE THIRTY LARGEST UNSECURED CLAIMS**

I, Leonard Levitsky, am an authorized officer of Alset Owners, LLC, and each of the other debtors and debtors in possession in these chapter 11 cases (collectively, the "Debtors"), and in such capacities am familiar with the financial affairs of each of the Debtors. I declare under penalty of perjury that I have read and reviewed the foregoing Consolidated List of Creditors Holding the Thirty (30) Largest Unsecured Claims Against the Debtors and that the information included therein is true and correct to the best of my knowledge, information and belief.⁴

Dated: June 5, 2009



Leonard Levitsky
President and Managing Member

Alset Owners, LLC., *et al.*

⁴ One or more current employees may hold unsecured claims that would place them among the Top 30 List. Such person(s) are not included herein because the Debtors intend to file promptly a motion seeking authority to pay such claims.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X
In re Chapter 11
ALTES, LLC, Case No. _____ ()
(Joint Administration Requested)
Debtor.

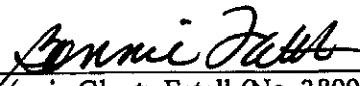
-----X
CORPORATE OWNERSHIP STATEMENT

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Del. Bankr. L.R. 1007-1(a), debtor Altes, LLC (the "Company"), by and through its proposed undersigned counsel, hereby states that the following entities directly or indirectly own 10% or more of the Company's membership interests:

1. Pentland USA, Inc., a Delaware corporation, owns 39% of the membership interests of the Company. Aldor, LLC, a Delaware limited liability company, owns 35.55% of the membership interests of the Company. Rekcoc, LLC, a Delaware limited liability company, owns 25.45% of the membership interests of the Company.

Dated: Wilmington, Delaware
June 5, 2009

BLANK ROME LLP

By: 
Bonnie Glantz Fatell (No. 3809)
David W. Carickhoff (No. 3715)
1201 North Market Street, Suite 800
Wilmington, DE 19801
Telephone: (302) 425-6400
Facsimile: (302) 425-6464

-and-

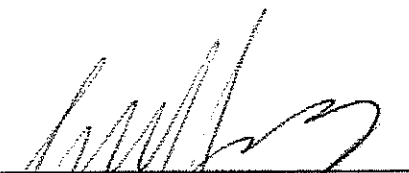
Michael Z. Brownstein
Rocco A. Cavaliere
The Chrysler Building
405 Lexington Avenue
New York, NY 10174
Telephone: (212) 885-5000
Facsimile: (212) 885-5001

PROPOSED ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

CERTIFICATION

I, the undersigned officer of Altes, LLC, declare under penalty of perjury that I have reviewed the foregoing Corporate Ownership Statement and that it is true and correct to the best of my knowledge, information and belief.

Dated: June 5, 2009



Leonard Levitsky

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

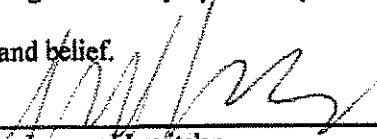
-----X
In re Chapter 11
ALTES, LLC, Case No. _____ ()
(Joint Administration Requested)
Debtor.

-----X
**LIST OF EQUITY SECURITY HOLDERS PURSUANT TO
RULE 1007(a)(3) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Name and Last Known Address of Equity Interest Holder	Kind of Interest	Number of Interests Held
Pentland USA, Inc. 3333 New Hyde Park Road Suite G-5B New Hyde Park, NY 11042	Membership	39%
Aldor, LLC 1200 North Federal Highway Suite 111-B Boca Raton, FL 33432	Membership	35.55%
Rekcoc, LLC 1200 North Federal Highway Suite 111-B Boca Raton, FL 33432	Membership	25.45%

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned authorized officer of Altes, LLC named as the debtor in this case, declare under penalty of perjury that I have read the foregoing "List of Equity/Security Holders" and that it is true and correct to the best of my information and belief.


Name: Leonard Levitsky
Title: President and Managing Member

Dated June 5, 2009