

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

In re: ALSET OWNERS, LLC, Debtor.	Chapter 11 Case No. 09- (___)
TAX ID No. 90-0067520	
In re: ALTES, LLC, Debtor.	Chapter 11 Case No. 09- (___)
TAX ID No. 94-3346927	
In re: SETLA, LLC, Debtor.	Chapter 11 Case No. 09- (___)
TAX ID No. 65-1136752	
In re: CHECKERS MICHIGAN, LLC, Debtor.	Chapter 11 Case No. 09- (___)
TAX ID No. 20-3738016	

**MOTION OF THE DEBTORS FOR AN ORDER DIRECTING
JOINT ADMINISTRATION OF THEIR CHAPTER 11 CASES**

The above-captioned debtors and debtors in possession (each a “Debtor” and collectively, the “Debtors”), hereby move this Court (the “Motion”) pursuant to section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of

Delaware (the “Local Rules”) for entry of an order directing the joint administration of the Debtors’ related chapter 11 cases for procedural purposes only. In support of the Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The predicates for the relief requested herein are sections 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b) and Local Rule 1015-1.

BACKGROUND

3. On the date hereof (the “Petition Date”), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. On the Petition Date, the Debtors jointly filed this Motion along with other motions or applications seeking certain typical "first day" relief, including the Debtors’ request to have these cases jointly administered.

4. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

5. No trustee or examiner has been appointed in these chapter 11 cases, and no official committee of unsecured creditors has been established to date.

6. The events leading up to the Petition Date and the facts and circumstances supporting the relief requested herein are set forth in the Declaration of Leonard Levitsky in Support of Chapter 11 Petitions and First Day Relief (the “Levitsky Declaration”)¹, filed contemporaneously herewith and incorporated herein by reference.

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Levitsky Declaration.

RELIEF REQUESTED

7. By this Motion, the Debtors seek entry of an order directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only, pursuant to section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b), and Local Rule 1015-1.

8. The Debtors also request that the caption of their chapter 11 cases be modified to reflect the joint administration of these chapter 11 cases substantially as follows:

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

In re:	:	Chapter 11
	:	
ALSET OWNERS, LLC, <i>et al.</i> , ¹	:	Case No. 09- (___)
	:	(Jointly Administered)
Debtors.	:	

¹ 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); Setla, LLC, a Delaware limited liability company (6752); and Checkers Michigan, LLC, a Delaware limited liability company (8016).

9. In addition, the Debtors request that the Court authorize and direct that a notation substantially similar to the following notation be entered on the docket for each of the Debtors other than Alset Owners, LLC to reflect the joint administration of their chapter 11 cases:

An order has been entered in this case directing the joint administration of chapter 11 cases. The docket in the chapter 11 case of Alset Owners, LLC, Case No. 09-_____ should be consulted for all matters affecting this case.

10. Finally, the Debtors request that the Court authorize the Debtors to utilize a combined service list for the jointly-administered cases and that combined notices be sent to creditors of the Debtors’ estates and other parties-in-interest as applicable.

BASIS FOR RELIEF

11. Section 105(a) of the Bankruptcy Code provides the Court with the power to grant the relief requested herein by the Debtors. Section 105(a) states that a bankruptcy court “may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].” Pursuant to Bankruptcy Rule 1015(b), if “two or more petitions are pending in the same court by or against a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). Local Rule 1015-1 similarly provides for joint administration of chapter 11 cases when “the joint administration of two or more cases pending in this Court will ease the administrative burden for the Court and the parties.” Del. Bankr. L.R. 1015-1. The Debtors are “affiliates” as that term is defined under section 101(2) of the Bankruptcy Code. Accordingly, the Court is authorized to grant the relief requested herein.

12. These chapter 11 cases involve four affiliated Debtors. Many, if not most, of the motions, applications, and other pleadings filed in these chapter 11 cases will relate to relief sought jointly by all of the Debtors. For example, virtually all of the relief sought by the Debtors in first day motions filed contemporaneously with this Motion is sought on behalf of all of the Debtors. Accordingly, the interests of the Debtors, their creditors, and other parties-in-interest would be best served by the joint administration of these chapter 11 cases. Joint administration of the Debtors’ chapter 11 cases will also ease the administrative burdens on the Court by allowing the Debtors’ cases to be administered as a single joint proceeding instead of four independent chapter 11 cases.

13. Joint administration of these chapter 11 cases will promote efficiency and ease of administration for the Debtors, their creditors, other parties-in-interest, and the Court. It will permit the Clerk of the Court to utilize a single docket for all of the cases, creating a centralized location for the numerous documents that are likely to be filed and served in these cases by the

Debtors, creditors, and parties-in-interest and for all notices and orders entered by the Court. A single docket will also make it easier for parties-in-interest in each of the chapter 11 cases to stay apprised of all the various matters before the Court. The Debtors will also realize substantial cost savings and reduced administrative burdens by sending notices in the cases to a single matrix of creditors and Rule 2002 list, rather than maintaining four separate notice lists.

14. Joint administration of these chapter 11 cases will not prejudice or adversely affect the rights of the Debtors' creditors. The relief sought herein is purely procedural and is not intended to affect substantive rights. Because these chapter 11 cases involve four Debtors, joint administration will help to reduce the volume of paper that otherwise would be filed with the Clerk of this Court, render the completion of various administrative tasks less costly, and minimize the number of unnecessary delays. Moreover, the relief requested by this Motion will also simplify supervision of the administrative aspects of these chapter 11 cases by the Office of the United States Trustee.

15. Finally, the entry of joint administration orders in multiple related cases such as these is common in this District and elsewhere.

16. For the above reasons, the Debtors submit that the relief requested herein is in the best interest of the Debtors and their estates and will reduce the administrative burdens on the Court and all parties-in-interest, and therefore should be granted.

NOTICE

17. Notice of this Motion has been provided to: (a) the Office of the United States Trustee; (b) the United States Securities and Exchange Commission; (c) the Office of the United States Attorney for the District of Delaware; (d) the Internal Revenue Service; (e) the Debtors' thirty (30) largest unsecured creditors on a consolidated basis; (f) Textron Financial Corporation;

and (g) counsel to Checkers Drive-In Restaurants, Inc. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary or required.

NO PRIOR REQUEST

18. No previous application for the relief sought herein has been made to this Court or to any other court.

WHEREFORE, the Debtors respectfully request that the Court enter an order (i) directing the joint administration of the Debtors' chapter 11 cases pursuant to section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b), and Local Rule 1015-1, and (ii) granting such other and further relief as the Court deems just and proper.

Dated: June 5, 2009

BLANK ROME LLP

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PROPOSED ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

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

In re: ALSET OWNERS, LLC, Debtor. TAX ID No. 90-0067520	Chapter 11 Case No. 09- (___)
In re: ALTES, LLC, Debtor. TAX ID No. 94-3346927	Chapter 11 Case No. 09- (___)
In re: SETLA, LLC, Debtor. TAX ID No. 65-1136752	Chapter 11 Case No. 09- (___)
In re: CHECKERS MICHIGAN, LLC, Debtor. TAX ID No. 20-3738016	Chapter 11 Case No. 09- (___)

**ORDER UNDER 11 U.S.C. § 105(a) DIRECTING JOINT
ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES**

Upon the motion (the "Motion")¹ of the above-captioned debtors and debtors in possession (the "Debtors"), for entry of an order, pursuant to section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015 and Local Rule 1015-1 authorizing the joint administration of the Debtors' related chapter 11 cases for procedural purposes only; and upon the Declaration of

¹ Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Motion.

Leonard Levitsky in Support of Chapter 11 Petitions and First Day Relief; and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and (c) notice of the Motion was due and proper under the circumstances and that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interests of the Debtors' estates, the Debtors' creditors and other parties-in-interest in these cases; and after due deliberation and sufficient cause appearing therefore;

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. The above-captioned chapter 11 cases are hereby consolidated for procedural purposes only and shall be jointly administered by this Court.
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the above-captioned chapter 11 cases.
4. One file and one docket shall be maintained for the jointly administered cases.

All future pleadings, papers, and other documents filed in the Debtors' chapter 11 cases shall be captioned under one consolidated caption and shall be filed and docketed in Case No. 09-_____.

The consolidated caption shall read as follows:

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

In re:	:	Chapter 11
	:	
ALSET OWNERS, LLC, <i>et al.</i> , ¹	:	Case No. 09- (___)
	:	(Jointly Administered)
Debtors.	:	

¹ 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);

Setla, LLC, a Delaware limited liability company (6752); and Checkers Michigan, LLC, a Delaware limited liability company (8016).

5. The Clerk is directed to make a docket entry in each of the Debtors' cases other than Alset Owners, LLC substantially as follows:

An order has been entered in this case directing the joint administration of chapter 11 cases. The docket in the chapter 11 case of Alset Owners, LLC, Case No. 09-_____ should be consulted for all matters affecting this case.

6. The Debtors are hereby authorized to (a) utilize a combined service list for the jointly administered cases and (b) send combined notices to creditors of the Debtors' estates and other parties-in-interest, as applicable.

7. The Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

8. The Court shall retain jurisdiction to hear and determine all matters arising from the interpretation or implementation of this Order.

Dated: June __, 2009

United States Bankruptcy Judge