

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

In re: : Chapter 11
: :
ALSET OWNERS, LLC, *et al.*,¹ : Case No. 09-11960 (BLS)
: (Joint Administered)
Debtors. :

**(I) VERIFIED STATEMENT OF MICHAEL SPRITZER, C.P.A. IN
SUPPORT OF THE APPLICATION OF ALSET OWNERS, LLC,
AND AFFILIATED DEBTORS FOR AUTHORITY TO EMPLOY
BERENFELD, SPRITZER, SHECHTER & SHEER LLP AS
ACCOUNTANTS AND FED. R. BANKR. P. 2014(a) DISCLOSURE
OF CONNECTIONS AND (II) FED R. BANKR. P. 2016(b) DISCLOSURE**

MICHAEL SPRITZER, C.P.A. states:

1. I am a partner in the Certified Public Accounting firm of Berenfeld, Spritzer, Shechter & Sheer LLP (“Berenfeld”), with offices at 2525 Ponce de Leon Boulevard, Coral Gables, Florida and other locations, and I am duly authorized to make this verified statement (the “Verified Statement”) on behalf of Berenfeld. I make this Verified Statement in support of the attached application (the “Application”) of Alset Owners, LLC, and certain of its direct and indirect subsidiaries, as above-captioned debtors and debtors in possession (collectively, the “Debtors”) to employ Berenfeld as Accountants to represent the Debtors in connection with the Debtors’ chapter 11 cases (the “Chapter 11 Cases”) and to satisfy the requirements of Fed. R. Bankr. P. 2016(a).

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). The Debtors’ service address is Altes, LLC/Setla, LLC, 1200 North Federal Highway, Boca Raton, Florida 33432.

2. This Verified Statement is given in part on personal knowledge and in part on information and belief based on discussions with individuals at Berenfeld whom I consider reliable for the purposes of the matters discussed, and in part on reviewing records provided to me by Berenfeld colleagues and employees.

3. Berenfeld is a large South Florida based firm with extensive experience in tax compliance as well as audits of public and non-public entities. Berenfeld has acted as accountants or auditors of court appointed entities in bankruptcy and reorganization proceedings, including, without limitation, representing debtors and debtors in possession, trustees and creditors. Its practice also spans other areas of accounting, including, without limitation, forensic accounting, litigation support, financial planning and all aspects of tax planning and compliance.

4. The Debtors have selected Berenfeld as their Accountants to represent them in the Chapter 11 cases because of the firm's experience with the Debtors, and its ability to perform the services needed effectively, expeditiously and efficiently for the benefit of the Debtors and their estates. Berenfeld is well qualified to represent the Debtors in the Chapter 11 Cases.

5. As set forth in the Application, Berenfeld will provide services for the following non-exhaustive matters:

- a) Advising the Debtors as debtors and debtors in possession in the continued management of their business and with respect to their powers, rights, duties, and obligations;
- b) Advising the Debtors as requested on compliance matters with tax matters with the Internal Revenue Service, or any other matters involving governmental agencies;
- c) Preparing all necessary federal, state and municipal tax returns for 2008 and 2009, and financial audits, if necessary.

- d) Rendering to the Debtors such other accounting or tax compliance services as may be requested by management of the Debtors and as may be required in furtherance of their chapter 11 cases.

6. Berenfeld has undertaken an extensive examination of its database of existing and former clients to determine whether it had or has any connections with parties in interest in the Chapter 11 Cases. Specifically, Berenfeld's analysis included an examination of the entities set forth on the list of potential parties in interest which is attached hereto as Exhibit 1.

7. The list includes the following categories of entities identified by the Debtors: (a) the Debtors; (b) current and former directors and officers of the Debtors; (c) any known secured creditors; (d) Top 30 largest unsecured creditors; (e) professionals retained in the Chapter 11 Cases; (f) members of the Office of the United States Trustee's Office for Region 3; (g) equity holders and (h) other creditors, landlords, equipment lessors and other parties in interest.

Berenfeld will conduct a search of additional parties in interest and make disclosures to this Court as necessary.

8. After reviewing the search results of the parties specified on the attached Exhibit 1, we have concluded that Berenfeld does not currently and will not represent any creditors or equityholders of the Debtors in matters relating to the Debtors. We have further concluded that Berenfeld does not represent any entity in the Chapter 11 Cases which has an adverse interest in connection with these cases. Berenfeld is a disinterested person, as such term is defined in the Bankruptcy Code. *See* 11 U.S.C. §§ 101(14), 327(a), 1107(b). However, I am advised that the database search reveals the connections listed below. Berenfeld does not and will not represent any of the entities listed below or any affiliate thereof (each of whom may have an adverse interest to the Debtors) in connection with the Chapter 11 Cases.

- a) Pentland USA, Inc. ("Pentland") is a creditor of the Debtors and a holder of membership interests in Alset Owners, LLC. Berenfeld has represented

the Debtors in its capacity as its independent Certified Public Accountants. As such, Berenfeld has indirectly represented Pentland as a holder of a membership interest in the Debtors. Berenfeld does not separately represent Pentland in any other matter. Berenfeld did not provide any services to Pentland in connection with their loans to the Debtors or Pentland's investment in the Debtors. Several months prior to the Petition Date, Pentland consulted with Berenfeld with respect to the Debtors' financial difficulties and its loans and investment in the Debtors. Berenfeld does not, and will not represent Pentland or any affiliate thereof in connection with the Chapter 11 Cases. As explained in paragraph 15 herein, Berenfeld has been paid by Pentland in connection with one of the tax returns required to be filed by the Debtors.

b) Aldor, LLC, Dorla, LLC and Rekcoc, LLC are Equity Holders of the Debtors. Berenfeld has represented Robert Alrod and Leonard Levitsky, Current and Former Officers and Directors of the Debtors, and the sole members of these entities with respect to the preparation of their personal income tax returns and other matters relating to financial planning and investments. Berenfeld does not, and will not represent Aldor, LLC, Dorla, LLC, Rekcoc, LLC, Robert Alrod or Leonard Levitsky in connection with the Chapter 11 cases, provided however that to the extent Berenfeld prepares personal income tax returns for Mr. Alrod and Mr. Levitsky, they will be separately compensated for such services.

9. It is possible that Berenfeld may have represented or may continue to represent creditors, or interest holders of the Debtors in unrelated matters from time to time, but Berenfeld is not representing (and will not represent) any such persons in the Chapter 11 Cases. While Berenfeld has taken all reasonable steps to ascertain whether current or recent clients are creditors of the Debtors, affiliated with creditors of the Debtors, or are otherwise parties in interest, it is possible that there are relationships or connections of which Berenfeld is not aware through reasonable diligence. Should Berenfeld become aware of any connections with other creditors or parties in interest, Berenfeld will supplement this Verified Statement.

10. Berenfeld is a "disinterested person" as that term is defined in 11 U.S.C. § 101(14) in that Berenfeld, its partners and associates:

a) are not creditors of the Debtors, equity security holders of the Debtors, or insiders² of the Debtors;

b) are not and were not, within 2 years before the Petition Date, directors, officers, or employees of the Debtors; and

c) does not have an interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

11. Additionally, neither Berenfeld, any partner of Berenfeld, nor any

Employee of Berenfeld, insofar as I have been able to ascertain:

a) presently represents a creditor or equity interest holder of the Debtors, or a person otherwise adverse or potentially adverse to the Debtors or the Debtors' estates on any matter that is related to the Debtors or the Debtors' estates or, except as described in paragraph 8 above, on any matter that is unrelated to the Debtors or the Debtors' estates;

b) except as described in paragraph 8 above, has any other connection with the Debtors, their creditors, the Office of the United States Trustee or any employee of that office or any other parties in interest; or

c) has any other interest, direct or indirect, which may affect or be affected by the proposed representation.

12. Berenfeld will represent no entity other than the Debtors in connection with the Chapter 11 Cases. However, Berenfeld may represent a successor in interest to the Debtors' estates pursuant to a confirmed plan in the Chapter 11 Cases.

13. As part of its practice, Berenfeld appears in cases, proceedings and transactions involving many different attorneys, financial advisors, accountants and creditors, some of which may represent the Debtors in these cases or may represent creditors or parties in interest or be

² The term "insider" as used herein shall have the same meaning ascribed to it in 11 U.S.C. § 101(31).

claimants and parties in interest in the Chapter 11 Cases. Berenfeld does not and will not represent any such entity in connection with the Chapter 11 Cases.

14. In 2008, Berenfeld was paid an aggregate of \$117,019.78 from the Debtors in connection with the audit of prior years' financial statements and preparation of tax returns.

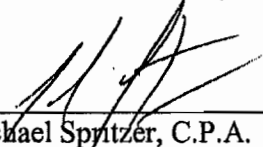
15. Berenfeld's customary hourly rates, subject to change from time to time, are \$300 to \$400 for partners, \$200 to \$300 for professional staff and \$100 to \$200 for paraprofessionals and administrative staff. Notwithstanding its hourly rates, Berenfeld will charge the Debtors no more than \$30,000 for its services relating to the 2008 and 2009 tax returns. Services relating to the 2008 tax returns have already been rendered to ensure that the Debtors timely filed their 2008 tax returns by the September 15, 2009 deadline. In July 2009, Pentland, one of the Debtors' equityholders, requested that Berenfeld prepare the Federal Partnership Income Tax Return (Form 1065) on an expedited basis and indicated that it would pay Berenfeld for that particular return because the expedited preparation of such return was necessary for Pentland's own corporate purposes. As such, Berenfeld will not charge the Debtors for the services rendered related to the Form 1065 return and will be compensated by Pentland for such return. All charges for the other 2008 tax returns will be paid by the Debtors as in past years. Berenfeld will commence services relating to the 2009 tax returns soon

16. No promises have been made or received by Berenfeld nor any partner, counsel or associate thereof as to payment or compensation in connection with the Chapter 11 Cases. Berenfeld has no agreement with any entity to share with such entity any compensation received by Berenfeld in these cases.

17. Berenfeld requests that its employment be deemed effective as of August 1, 2009, in light of the continuing nature of the services which must be performed in order for

Berenfeld to properly represent the Debtors and in order to avoid any prejudice resulting from any administrative delay in the signing of an employment order.

18. The foregoing constitutes the statement of Berenfeld pursuant to §§ 329 and 504 of the Bankruptcy Code and Bankruptcy Rule 2016(b). Berenfeld reserves the right to amend or supplement this Verified Statement from time to time, as deemed necessary or appropriate.



Michael Spitzer, C.P.A.

Sworn to before me on
This 15th day of September, 2009



NOTARY PUBLIC



MARIA V. SOLER
MY COMMISSION # DD 657959
EXPIRES: April 1, 2011
Bonded Thru Budget Notary Services

EXHIBIT 1

(Potential Parties in Interest)

Debtors

Alset Owners, LLC
Altes, LLC
Setla, LLC
Checkers Michigan, LLC

Current and Former Officers and Directors of the Debtors

Leonard Levitsky
Robert Alrod

Secured Creditors

Textron Financial Corporation

Top 30 Creditors

Checkers Drive-In Rest
Media Dex Inc.
MBM PFC Customized Food Distributors Inc.
Checkers Rally's NPF
Musky Checkers
Triple R. Associates
R & R Capital
Vendor Capital
I Supply Company
Theodoro Baking
Klostermans Baking
John J. Charleston Trust
Debra Buckner
Orlando Baking
Carolyn Rice Treasurer
Collector Of Revenue
Marian Patricia Selters
BFI Waste Sys. (Allied Waste)
Gregory FX Daly
ERC Parts Inc.
Moore Food Distributors
NUCO2
2182 North Highway 67 LLC
Gilbert W. Younger
Malcolm Designs
First Place Bank/ERAM, LLC
John and Magda Rado
Wonder Bread

City Of Muskegon
Muzak LLC

Professionals

Blank Rome LLP
BMC Group, Inc.
CRG Recovery Partners
The Praetorian Group
Paul, Weiss, Rifkind, Wharton & Garrison LLP
Klehr, Harrison, Harvey, Branzburg & Ellers
Executive Sounding Board Associates

Equity Holders

Pentland USA, Inc.
Aldor, LLC
Dorla, LLC
Rekcoc, LLC

Office of the United States Trustee for Region 3

David Buchbinder
Jane Leamy
Joseph McMahan
Mark Kenney
Richard Schepacarter
Roberta DeAngelis
William K. Harrington
David Klauder

Other Creditors and Parties in Interest

Armbruster Bros.

Younger Generation International Enterprises

Barry L. Horwitz and Marlene Horwitz

Breckenridge Hills

THF Belville Development

Metropolitan Foods

ERAM LLC

Lenette Realty

Mildred Knecht

2182 North Highway 67, LLC

Blackstone Properties

113, LLC

Markham West Shopping Center, LP

Mexico Chiquito

Sylvia Talking Trust and A.R Talking Share Trust

Samco LLC

Selimina Enterprises

Leader Investment Properties

Roscoe Balboa, LLC

R.L. Jones Properties

Rally's O'Fallon

G.F. Galaxy

Lenette Realty and Investments

JAR Investment LLC

The Eng Family Trust

Marijke White Revocable Living Trust

Williamette Falbert Grover's Inc.

Convenient Food Mart

The Sandra J. Hoffman Trust

Michael Waterman

Gloria Witkin Q-Tip Trust

Martin Witkin Valley Properties Partnership Trust

The Vinh Quoc Lunong & Tuyet-Bach Ma Lyon Revocable Living Trust

1201 Victory Associates, LLC

Greenleaf Holdings, LLC

Twilight Enterprises, Ltd.

Kaufman Family, LLC

RLB Properties

Anthony Proni

Oda E. Pruitt

Reiss & Sons

Greenleaf Holdings, LLC

Frank & Margaret Lepore

RAH Properties LLC

Jabe Enterprises
Michael Kevin Murphy Trust
Agnes Medwed-Konig
Michael Rado
ERAM LLC
Arlington Capital
Leaf Financial Corp
Vendor Capital Group
Synergy Resources
General Electric Business Asset Funding Corporation
Only the Best Produce
Sunfarm Food Service
Hostess
Barkett Fruit Company
Coe Catanzaro & Sons
T Mobile
Delaget LLC
Guardian Protection
Laclede Gas Company
Fireman's Fund Insurance Company
Infosync Services
Amerenip
Omni Refrigeration
Ameren UE
Telerent Leasing
Lindberg Commercial
Centerpoint Energy
Entergy
Keathley Service Co.
Dominion East Ohio
Columbia Gas
TC Repairs
American Electric Power
The Illuminating Co.
Ohio Edison
Vectren Energy
Toledo Rite Aid
Dayton Power & Light
Marian Patricia Sellers Trust
DTE Energy
Consumers Energy
Aunt Millies Bakeries