

**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
: (Joint Administered)
Debtors. :

Re: Docket No. 7

**ORDER (I) AUTHORIZING, BUT NOT DIRECTING, THE DEBTORS TO PAY
PREPETITION SALES, USE AND TRUST FUND TAXES AND
(II) DIRECTING THE DEBTORS' BANKS TO HONOR PREPETITION CHECKS
AND OTHER FUND REQUESTS FOR PAYMENT OF SUCH AMOUNTS**

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession for entry of an order pursuant to sections 105(a) and 541 of the Bankruptcy Code (i) authorizing the Debtors, in their discretion, to pay prepetition sales, use, and other trust fund taxes (collectively, the "Trust Fund Taxes") to various state and local taxing authorities (each a "Taxing Authority," and collectively, the "Taxing Authorities") in the ordinary course of the Debtors' business regardless of whether the debts were incurred prior to or following the Petition Date, and (ii) directing the Debtors' banks and other financial institutions to honor and process all checks and wire transfers involving the payment of such amounts; and upon consideration of the Levitsky Declaration; 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

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, Suite 111-B, Boca Raton, FL 33432-2813.

relief requested in the Motion is in the best interests of the Debtors' estates, their creditors and other parties-in-interest and necessary to avoid immediate and irreparable harm to the Debtors' estates; and after due deliberation, and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. The Debtors are hereby authorized, in their discretion, to pay to the Taxing Authorities the Trust Fund Taxes collected by the Debtors from their customers, or incurred in the ordinary course of business, in an amount not to exceed \$275,000.
3. All applicable banks and other financial institutions are hereby directed to receive, process, honor, and pay any and all checks and transfer requests evidencing amounts to be paid by the Debtors under this Order whether presented prior to or after the Petition Date. Such banks and financial institutions are authorized to rely, in good faith, on the representations of the Debtors as to which checks are issued or authorized to be paid pursuant to this Order without any duty of further inquiry and without liability for following the Debtors' instructions.
4. Nothing in the Motion or this Order, nor the Debtors' payment of claims pursuant to the Order, shall be deemed or construed: (a) as an admission as to the validity of any claim against the Debtors; (b) as an admission that a claim is a "trust fund" tax; (c) as a waiver of the Debtors' right to dispute any claim; (d) to waive or release any right, claim, defense or counterclaim of the Debtors or their estates, or to estop the Debtors or their estates from asserting any right, claim, defense or counterclaim; or (e) as an admission that any obligation is entitled to administrative priority.
5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.


² Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Motion.

6. The Debtors are hereby authorized and empowered to take all actions necessary to implement the relief granted in this Order.

7. The requirements of Bankruptcy Rule 6003 have been satisfied.

8. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: June 9, 2009



United States Bankruptcy Judge