

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

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

**DECLARATION OF BALLOTING AGENT REGARDING
SOLICITATION AND TABULATION OF VOTES IN CONNECTION
WITH THE DEBTORS' JOINT PLAN OF LIQUIDATION**

I, Tinamarie Feil, hereby declare that the following is true to the best of my knowledge, information and belief:

1. I am over eighteen years of age and not a party to the above-captioned action. I am employed as President, Client Services by BMC Group, Inc., the Notice, Claims and Balloting Agent for the Debtor in the above-captioned cases (“BMC”), and my business address is 875 Third Avenue, 5th Floor, New York, NY 10022.

2. Unless otherwise defined herein, terms capitalized in this declaration have the same meaning as given in the *Disclosure Statement In Support of Joint Plan of Liquidation of the Debtors and Debtors in Possession* (the “**Disclosure Statement**”), the *Joint Plan of Liquidation of the Debtors and Debtors in Possession* (the “**Plan**”) and *Order Pursuant to Sections 1125, 1126, 1128 and 105 of the Bankruptcy Code, Bankruptcy Rules 2002, 3017, 3018 and 3020, and*

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

Footnote continued on next page . . .

Local Rule 3017-1 (A) Approving Adequacy of Disclosure Statement, (B) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Plan, (C) Fixing a Record Date for Voting, and (D) Fixing Date, Time and Place for Confirmation Hearing (the “Procedures Order”) .

3. Pursuant to the *Order Authorizing the Debtors and Debtors-In-Possession to Retain and Employ BMC Group, Inc. as Claims, Noticing, and Balloting Agent Pursuant to 28 U.S.C. § 156(c), Rule 2002(f) of the Federal Rules of Bankruptcy Procedure and Local Rule 2002-1(f) as of the Petition Date*, entered by the Court on June 9, 2009, BMC was retained for, among other purposes, noticing, solicitation, and tabulation of votes with respect to Plan confirmation.

4. I make this declaration to disclose actions taken by BMC in its capacity of “Balloting Agent”. BMC has considerable experience in soliciting and tabulating votes to accept or reject proposed Chapter 11 plans of reorganization, and I am duly authorized to make and submit this declaration on behalf of BMC. Except as otherwise indicated, all matters set forth herein are based upon my personal knowledge.

5. The Disclosure Statement, Plan and Procedures Order served as BMC’s guide for the solicitation and tabulation of votes to accept or reject the Plan.

6. Pursuant to the Procedures Order, the Voting Deadline was established as 4:00 p.m., prevailing Eastern Time on February 15, 2010.

7. The Voting Deadline occurred on a legal holiday (President’s Day). In accordance with Federal Rule of Bankruptcy Procedure 9006(a)(2)(c) the Voting Deadline

company (8016). The Debtors’ service address is Altes, LLC/Setla, LLC, 1200 North Federal Highway, Boca Raton, FL 33432.

period was continued until the same time on the next day that was not a legal holiday. Thus, all Ballots received through February 16, 2010 at 4:00 p.m. prevailing Eastern Time were accepted and reviewed in accordance with the procedures approved in the Procedures Order.

8. Pursuant to the Plan, holders of Claims and Equity Interests in Classes 1 and 3 were identified as Non-Voting Classes, from whom votes to accept or reject the Plan were not required. Therefore, the holders of such Claims and Equity Interests were not solicited to vote.

9. Below is a summary of the single Class entitled to vote and the voting tabulation with respect to Ballots received from such Class claimants:

IMPAIRED CLASS AND DESCRIPTION	ACCEPT		REJECT	
	VOTES COUNTED	AMOUNT	VOTES COUNTED	AMOUNT
Class 2 General Unsecured Claims	36 90.00%	\$1,963, 916.51 99.45%	4 10.00%	\$10,831.03 0.54%

10. Attached hereto as **Exhibit A** is a tabulation report that provides detailed information re all timely received Ballots.

11. All Ballots received by BMC are stored at BMC's Chanhassen office located at 18750 Lake Drive East, Chanhassen, Minnesota 55317, and are available for inspection by the Court or any party in interest.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

DATED: February 17, 2010
New York, NY



Tinamarie Feil

Exhibit A

BALLOT TABULATION REPORT

Plan Class 2: General Unsecured Claims

Ballot Counts							Ballot Amounts							
Class	Accepted		Rejected		Total Counted	Total Excluded	Total Received	Accepted		Rejected		Total Counted	Total Excluded	Total Received
2	36	90.00%	4	10.00%	40	7	47	\$1,963,916.51	99.45%	\$10,831.03	0.54%	\$1,974,747.54	\$5,475,707.63	\$7,450,455.17

Ctrl. No.	Creditor Name	Total Amount	Accepting		Rejecting		Excluded	Comments
			Amount	Votes	Amount	Votes		
15	ACCUTEMP PRODUCTS INC	\$13,368.35	\$13,368.35	1		0		
12	AGNES MEDWED-KONIG	\$1,341.66	\$1,341.66	1		0		
33	AIR RITE SERVICE SUPPLY INC	\$260.76	\$260.76	1		0		
34	AKRON/CANTON EMPLOYMENT GUIDE	\$832.80	\$832.80	1		0		
37	ALROD, MITCH	\$91,227.00	\$91,227.00	1		0	X	Excluded; Insider
38	ALROD, ROBERT	\$230,072.86	\$230,072.86	1		0	X	Excluded; Insider
7	ARMBRUSTER BROS RE LLC	\$19,185.04	\$19,185.04	1		0		
21	CAREWORKS USA	\$2,423.50	\$2,423.50	1		0		
2	CENTERPOINT ENERGY	\$7,426.99				\$7,426.99	1	
35	CLEVELAND EMPLOYMENT GUIDE	\$869.70	\$869.70	1		0		
31	COLUMBUS DIVISION OF ELECTRICITY	\$9,499.42	\$9,499.42	1		0		
32	COLUMBUS EMPLOYMENT GUIDE	\$1,257.00	\$1,257.00	1		0		
14	CONSUMERS ENERGY COMPANY	\$914.40				\$914.40	1	
36	DAYTON EMPLOYMENT GUIDE	\$924.75	\$924.75	1		0		
6	EDWARDS SIGN INC	\$857.50	\$857.50	1		0		
29	FLOW MASTERS	\$100.00	\$100.00	1		0		
9	FRANK V & MARGARET LEPORE DBA	\$97,434.00	\$97,434.00	1		0		
46	FRANKLIN HEATING INC	\$8,193.75	\$8,193.75	1		0		
26	GEORGE ELLEN (JOYCE) DIXON	\$120,000.00	\$120,000.00	1		0		
5	GUARDIAN PROTECTION SERVICE INC	\$79,216.09	\$79,216.09	1		0		
10	JOHN AND MAGDA RADO	\$10,733.34	\$10,733.34	1		0		
42	LANCASTER UTILITIES COLL	\$1,530.35				\$1,530.35	1	
45	LEADER INVESTMENTS CO., LLC/ CHECKERS	\$6,041.67	\$6,041.67	1		0		

In Re: Alset Owners, LLC, et al.

BALLOT TABULATION REPORT

Plan Class 2: General Unsecured Claims

Ctrl. No.	Creditor Name	Total Amount	Accepting		Rejecting		Excluded	Comments
			Amount	Votes	Amount	Votes		
40	LIBERTY SERVICES, INC.	\$8,094.41	\$8,094.41	1	0			
41	MARIAN PATRICIA SELLERS TRUST	\$261,160.83	\$261,160.83	1	0			
43	MARIAN PATRICIA SELLERS TRUST	\$0.00			0	X	Superseded; Ballot did not indicate an acceptance or rejection of the Plan; Superseded by Control ID 41	
22	MARION OHIO, CITY OF	\$165.93	\$165.93	1	0			
25	MILDRED KNECHT	\$542.00	\$542.00	1	0			
47	MUSKY CHECKERS LLC	\$1,194,914.79	\$1,194,914.79	1	0			
27	MYERS SUPPLY INC	\$146.15			0	X	Ballot did not indicate an acceptance or rejection of the Plan	
16	NATIONAL PREMIER PROTECTIVE	\$4,836.63	\$4,836.63	1	0			
17	NEWARK WATER OFFICE	\$205.69			0	X	Ballot did not indicate an acceptance or rejection of the Plan	
23	NEWPORT NEWS VIRGINIA, CITY OF	\$182.16	\$182.16	1	0			
19	PENTLAND USA, INC.	\$5,153,365.46	\$5,153,365.46	1	0	X	Excluded; Insider	
24	PFG/PROFORMA/PROFORMA X-TREME MARKETING	\$6,223.10	\$6,223.10	1	0			
3	PRO-TEMP INC	\$1,038.83	\$1,038.83	1	0			
1	PUBLIC WATER	\$108.78	\$108.78	1	0			
11	R F TECHNOLOGIES INC	\$190.17	\$190.17	1	0			
4	RICHARD A MANCUSO DBA A-RAPID RESTAURANT REPAIR	\$959.29			\$959.29	1		
20	STEPHANIE STANTON, COLLECTOR	\$1,484.12	\$1,484.12	1	0			
8	SYLVIA TALKINGTON TRUST & A R TALKINGTON SHARE N	\$3,379.49	\$3,379.49	1	0			
30	THE KAPPUS CO INC	\$4,849.26	\$4,849.26	1	0			
44	TOLEDO RITE AID LLC	\$100,441.00	\$100,441.00	1	0			
18	VERIZON	\$2,688.21	\$2,688.21	1	0			

Plan Class: 2

In Re: Alset Owners, LLC, et al.

BALLOT TABULATION REPORT

Plan Class 2: General Unsecured Claims

Ctrl. No.	Creditor Name	Total Amount	Accepting		Rejecting		Excluded	Comments
			Amount	Votes	Amount	Votes		
13	VINCENT PRINTING COMPANY	\$690.47	\$690.47	1	0	X	Superseded; Superseded by Control ID 28	
28	VINCENT PRINTING COMPANY	\$690.47	\$690.47	1	0		Additional address provided	
39	WORLDSTAR PRODUCTS INC	\$387.00	\$387.00	1	0			