

**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)
: (Jointly Administered)
Debtors. : **Objection Deadline: May 10, 2010 @ 4:00 p.m.**
----- **Hearing Date: May 17, 2010 @ 10:00 a.m.**

**FINAL FEE APPLICATION OF BLANK ROME LLP, DEBTORS' COUNSEL,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD JUNE 5, 2009 THROUGH MARCH 31, 2010**

This Final Fee Application for Compensation and Reimbursement of Expenses (“*Final Application*”) is filed by Blank Rome LLP (“*Blank Rome*”) requesting payment for services rendered and reimbursement of expenses incurred as lead bankruptcy counsel for Alset Owners, LLC, et al. (the “*Debtors*”) for the period June 5, 2009 through and including March 31, 2010 (the “*Final Application Period*”).

JURISDICTION

1. The Court has jurisdiction over this matter under 28 U.S.C. § 1334. This is a core proceeding within the meaning of 28 U.S.C. §§ 157(b)(2). Venue of these chapter 11 cases in this district is proper under 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

2. On June 5, 2009, the above-captioned Debtors filed voluntary petitions under Chapter 11 of Title 11 of the United States Code (the “*Bankruptcy Code*”).

3. On June 19, 2009, the Debtors’ Application for Authority to Employ Blank Rome LLP as General Bankruptcy Counsel, was filed with the Court. This Court approved 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.

employment of Blank Rome, Nunc Pro Tunc as of June 5, 2009, by Order dated July 7, 2009 [Docket No. 75].

4. On February 22, 2010, the Court entered an Order confirming the Debtors' Joint Plan of Liquidation (the "*Plan*"). The Plan became effective on March 9, 2010.

5. Blank Rome is a nationally recognized law firm with extensive experience and expertise in bankruptcy and reorganization proceedings, particularly with respect to the representation of debtors and creditors' committees.

6. During the Final Application Period, the attorneys having primary day-to-day responsibility for representation of the Debtors were Michael Z. Brownstein, David W. Carickhoff, Rocco A. Cavaliere, and Victoria Guilfoyle. Blank Rome has drawn upon the knowledge and skills of other firm attorneys to provide services as the needs arose.

RELIEF REQUESTED

7. Blank Rome submits this Final Application pursuant to § 330 and § 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated July 7, 2009 [Docket No. 71] (the "*Administrative Order*"), and Del. Bankr. LR 2016-2. By this Final Application, Blank Rome seeks allowance of compensation for actual and necessary professional services rendered in the amount of \$604,357.00 for the Final Application Period and seeks reimbursement of expenses incurred in the amount of \$14,551.70. Blank Rome also seeks payment of all unpaid fees and expenses relating to the Final Application Period.

8. A summary schedule of the time expended by all Blank Rome professionals and paraprofessionals engaged in the representation of the Debtors during the Final Application Period is attached hereto as Exhibit A.

9. Pursuant to the terms of the Administrative Order, Blank Rome filed and properly served ten (10) monthly fee applications covering the Final Application Period. In accordance with the Administrative Order, and as set forth in Del. Bankr. LR 2016-2, each monthly fee application included (i) a detailed itemization of the service hours expended by matter and professional and (ii) a summary schedule of hours and fees categorized by project code. Each monthly fee application also included a detailed chronological itemization of the services rendered by each Blank Rome attorney and paraprofessional, calculated by tenths of an hour and categorized in accordance with a project code. Every effort was made by Blank Rome to categorize daily time entries in accordance with the correct project code. However, in some instances, services overlap between project codes. Thus, some services may appear under more than one code, although in no instance is a specific time entry recorded more than once. Time entries are edited for accuracy, to eliminate and correct errors (*i.e.*, time charged to the wrong project code), confidentiality and privilege concerns, and for clarity.

10. The project codes used by Blank Rome in connection with its representation of the Debtors in these cases are as follows:

Code 1	Blank Rome Employment and Fee Applications
Code 2	Other Professionals' Employment and Fee Applications
Code 3	Executory Contracts and Unexpired Leases
Code 4	Claims Analysis and Objections
Code 5	Committee Business and Meetings
Code 6	Case Administration
Code 7	Debtor's Business Operations
Code 8	Employee Benefits/General Labor
Code 9	Evaluation and Negotiations of Debtor's Plan
Code 10	Financing Issues
Code 11	Regulatory Matters/SEC Matters
Code 12	Sale of Assets/Asset Purchase Agreement
Code 13	Stay Relief Issues
Code 14	Secured Creditor/Equipment Lessor Issues
Code 15	Tax Issues
Code 16	Asset Analysis and Recovery
Code 17	Hearings – Attendance Preparation

Code 18	D&O Issues/E&O Issues
Code 19	Non-Working Travel Time
Code 20	Adversary Litigation
Code 21	Other Litigation
Code 22	Franchise IP Issues

11. A summary schedule of hours and fees covered by the within Final Application, categorized by project code, is attached hereto as Exhibit B.

12. A summary schedule of the out-of-pocket expenses incurred by Blank Rome during the Final Application Period is attached hereto as Exhibit C.

**STATUS OF PRIOR MONTHLY FEE
APPLICATIONS AND INTERIM FEE APPLICATIONS**

13. In accordance with the Administrative Order, and as set forth in Local Rule 2016-2, Blank Rome has filed and served the following monthly fee applications during the Final Application Period:

(a) On July 29, 2009, Blank Rome filed its First Monthly Fee Application (“*First Monthly Application*”) for the period June 5, 2009 through June 30, 2009, requesting fees in the amount of \$138,817.50 and expenses in the amount of \$3,254.83 [Dkt. No. 117]. A Certificate of No Objection has been filed. Copies of Blank Rome’s First Monthly Application are available from the docket and upon reasonable request;

(b) On September 2, 2009, Blank Rome filed its Second Monthly Fee Application (“*Second Monthly Application*”) for the period July 1, 2009 through July 31, 2009, requesting fees in the amount of \$125,144.00 and expenses in the amount of \$2,735.97 [Dkt. No. 151]. A Certificate of No Objection has been filed. Copies of Blank Rome’s Second Monthly Application are available from the docket and upon reasonable request;

(c) On October 2, 2009, Blank Rome filed its Third Monthly Fee Application (“*Third Monthly Application*”) for the period August 1, 2009 through August 31, 2009,

requesting fees in the amount of \$122,132.50 and expenses in the amount of \$2,891.93 [Dkt. No. 188]. A Certificate of No Objection has been filed. Copies of Blank Rome's Third Monthly Application are available from the docket and upon reasonable request.

(d) On October 8, 2009, Blank Rome filed its First Quarterly Fee Application for the period June 5, 2009 through August 31, 2009, requesting fees in the amount of \$386,094.00 and expenses in the amount of \$8,882.73. [Dkt. No. 197]. An order approving the First Quarterly Application was entered on October 28, 2009. [Dkt. No. 208]. As a result of the foregoing, the Debtors paid Blank Rome all of the fees and expenses (\$394,976.73) in the First Quarterly Fee Application. Copies of Blank Rome's First Quarterly Application are available from the docket and upon reasonable request.

(e) On November 5, 2009, Blank Rome filed its Fourth Monthly Fee Application ("*Fourth Monthly Application*") for the period September 1, 2009 through September 30, 2009, requesting fees in the amount of \$62,056.50 and expenses in the amount of \$1,395.52 [Dkt. No. 211]. A Certificate of No Objection has been filed. To date, Blank Rome has received payment of 80% of the fees and 100% of the expenses requested in the Fourth Monthly Application. Copies of Blank Rome's Fourth Monthly Application are available from the docket and upon reasonable request.

(f) On November 24, 2009, Blank Rome filed its Fifth Monthly Fee Application ("*Fifth Monthly Application*") for the period October 1, 2009 through October 31, 2009, requesting fees in the amount of \$31,712.00 and expenses in the amount of \$487.98 [Dkt. No. 220]. A Certificate of No Objection has been filed. To date, Blank Rome has received payment of 80% of the fees and 100% of the expenses requested in the Fifth Monthly Application. Copies of Blank Rome's Fifth Monthly Application are available from the docket and upon reasonable request.

(g) On December 17, 2009, Blank Rome filed its Sixth Monthly Fee Application (“*Sixth Monthly Application*”) for the period November 1, 2009 through November 30, 2009, requesting fees in the amount of \$28,337.50 and expenses in the amount of \$275.28 [Dkt. No. 237]. A Certificate of No Objection has been filed. To date, Blank Rome has received payment of 80% of the fees and 100% of the expenses requested in the Sixth Monthly Application. Copies of Blank Rome’s Sixth Monthly Application are available from the docket and upon reasonable request.

(h) On January 21, 2010, Blank Rome filed its Seventh Monthly Fee Application (“*Seventh Monthly Application*”) for the period December 1, 2009 through December 31, 2009, requesting fees in the amount of \$16,718.50 and expenses in the amount of \$85.53 [Dkt. No. 255]. A Certificate of No Objection has been filed. To date, Blank Rome has received payment of 80% of the fees and 100% of the expenses requested in the Seventh Monthly Application. Copies of Blank Rome’s Seventh Monthly Application are available from the docket and upon reasonable request.

(i) On March 3, 2010, Blank Rome filed its Eighth Monthly Fee Application (“*Eighth Monthly Application*”) for the period January 1, 2010 through January 31, 2010, requesting fees in the amount of \$33,427.00 and expenses in the amount of \$832.74 [Dkt. No. 268]. A Certificate of No Objection has been filed. To date, Blank Rome has received no payment for services rendered to the Debtor with respect to its Eighth Monthly Application. Copies of Blank Rome’s Eighth Monthly Application are available from the docket and upon reasonable request.

(j) On March 12, 2010, Blank Rome filed its Ninth Monthly Fee Application (“*Ninth Monthly Application*”) for the period February 1, 2010 through February 28, 2010, requesting fees in the amount of \$32,023.50 and expenses in the amount of \$1,974.40 [Dkt. No.

273]. A Certificate of No Objection has been filed. To date, Blank Rome has received no payment for services rendered to the Debtor with respect to its Ninth Monthly Application. Copies of Blank Rome's Ninth Monthly Application are available from the docket and upon reasonable request.

(k) On April 7, 2010, Blank Rome filed its Tenth Monthly Fee Application ("*Tenth Monthly Application*") for the period March 1, 2010 through March 31, 2010, requesting fees in the amount of \$13,988.00 and expenses in the amount of \$617.52 [Dkt. No. 284]. Objections to the Tenth Monthly Application must be filed by April 27, 2010 at 4:00 p.m. To date, Blank Rome has received no payment for services rendered to the Debtor with respect to its Tenth Monthly Application. Copies of Blank Rome's Tenth Monthly Application are available from the docket and upon reasonable request.

14. The total number of hours expended by Blank Rome professionals and paraprofessionals in performing professional services for the Debtors during the Final Application Period was 1283.70 hours at an average billing rate of approximately \$470.79 per hour. The value of these services has been computed at the rates Blank Rome customarily charges for similar services provided to other clients.

**MONTHLY FEE APPLICATIONS NOT
PREVIOUSLY APPROVED ON AN INTERIM BASIS**

15. Blank Rome's Fourth, Fifth, Sixth, Seventh, Eighth, Ninth and Tenth Monthly Applications, covering the period from September 1, 2009 through March 31, 2010, have not been previously submitted to the Court for interim approval via a Quarterly Application. Therefore, copies of these seven monthly applications will be submitted to the Court for final review and approval. As set forth hereinabove, Blank Rome has received payments on account of certain of these monthly applications in accordance with the Administrative Order.

**COMPLIANCE WITH THE BANKRUPTCY CODE,
THE BANKRUPTCY RULES AND LOCAL RULES**

16. Blank Rome submits that the services rendered and expenses incurred during the Final Application Period were actual and necessary and that the compensation sought is reasonable and in accordance with the standards of 11 U.S.C. § 330.

17. Blank Rome submits that significant results were achieved in these cases. As this Court is aware, the Debtors' assets were sold in late August 2009, thereby preserving 1,500 jobs and also producing maximum consideration for the Debtors' assets. During the cases, Blank Rome also resolved significant issues and claims including the secured claim of Textron Financial Corporation and the unsecured claim of Pentland USA, Inc., the largest unsecured claim in the case. These resolutions resulted in enhanced distributions to unsecured creditors by minimizing significant claims against the Debtors' estates. Finally, Blank Rome's efforts led to this Court's confirmation of the Debtors' Plan, which was overwhelmingly accepted by voting creditors.

18. Blank Rome seeks this Court's approval of the total fees for services rendered and expenses incurred during the Final Application Period. To the extent Blank Rome has received certain payments from the Debtors pursuant to the terms of the Administrative Order for services rendered and expenses incurred during the Final Application Period, Blank Rome, by this Final Application, seeks payment of the outstanding balance due and owing.

19. The undersigned submits that this Final Application complies with Del. Bankr. LR 2016-2.

20. No agreement or understanding exists between Blank Rome and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

NOTICE

21. As required by the Administrative Order and the Plan, a copy of this Final Application has been served upon the (i) Debtors, (ii) Counsel for the Creditors' Committee, (iii) Counsel for Checkers Drive-In Restaurants, Inc., (iv) counsel for the office of the United States Trustee, and (v) Invotex Group as the Liquidation Trustee. Notice of this Final Application was served upon all parties requesting notice pursuant to Bankruptcy Rule 2002.

WHEREFORE, Blank Rome respectfully requests that this Court: (i) approve this Final Fee Application for services rendered and expenses incurred during the Final Application Period; (ii) direct the Debtors to pay any unpaid amounts for such services and expenses; and (iii) grant any other and further relief as the Court deems proper and just.

Dated: April 8, 2010

BLANK ROME LLP

By: /s/ Victoria Guilfoyle

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Attorneys for Debtors and

Debtors in Possession

**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)
: (Jointly Administered)
Debtors. : **Objection Deadline: May 10, 2010 @ 4:00 p.m.**
----- **Hearing Date: May 17, 2010 at 10:00 a.m.**

**FINAL FEE APPLICATION OF BLANK ROME LLP, DEBTORS' COUNSEL,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD JUNE 5, 2009 THROUGH MARCH 31, 2010**

Name of Applicant: Blank Rome LLP

Authorized to Provide Professional Services to: Alset Owners, LLC

Date of Retention: July 7, 2009, *nunc pro tunc*
to June 5, 2009

Period for which Compensation and Reimbursement is Sought: June 5, 2009 through March 31, 2010

Amount of Compensation Sought as Actual, Reasonable, and Necessary: \$604,357.00²

Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: \$14,551.70

This is a: _____ Monthly _____ Quarterly Final Application

The total time expended for preparation of this fee application is approximately 9 hours. The corresponding compensation is included herein. However, Blank Rome reserves the right to request additional compensation, estimated at \$5,000.00, related to the preparation for and attendance at the hearing to consider this Final Application.

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.

² The total amount of compensation sought reflects a 50% reduction related to non-working travel time (Project Code 19).

The following is pertinent information regarding prior monthly fee applications submitted to the Court:

Date Filed	Period Covered	<u>Requested</u>		<u>Paid</u> ¹		<u>Holdback</u>
		Fees	Expenses	Fees	Expenses	20% of Fees
07/29/09	06/05/09-06/30/09	\$138,817.50 ²	\$3,254.83	\$111,054.00	\$3,254.83	PAID
09/02/09	07/01/09-07/31/09	\$125,144.00 ²	\$2,735.97	\$100,115.20	\$2,735.97	PAID
10/02/09	08/01/09-08/31/09	\$122,132.50 ²	\$2,891.93	\$122,132.50	\$2,891.93	PAID
11/05/09	09/01/09-09/30/09	\$62,056.50	\$1,395.52	\$49,645.20	\$1,395.52	\$12,411.30
11/24/09	10/01/09-10/31/09	\$31,712.00	\$487.98	\$25,369.60	\$487.98	\$6,342.40
12/17/09	11/01/09-11/30/09	\$28,337.50	\$275.28	\$22,670.00	\$275.28	\$5,667.50
01/21/10	12/01/09-12/31/09	\$16,718.50	\$85.53	\$13,374.80	\$85.53	\$3,343.70
03/03/10	01/01/10-01/31/10	\$33,427.00 ²	\$832.74	<i>PENDING</i>	<i>PENDING</i>	<i>PENDING</i>
03/12/10	02/01/10-02/28/10	\$32,023.50 ²	\$1,974.40	<i>PENDING</i>	<i>PENDING</i>	<i>PENDING</i>
04/07/10	03/01/10-03/31/10	\$13,988.00	\$617.52	<i>PENDING</i>	<i>PENDING</i>	<i>PENDING</i>

¹ On October 28, 2009, the Court entered an order approving the First Interim Fee Application of Blank Rome covering the period of June 5, 2009 through August 31, 2009. [Dkt. No 208]

² The total amount of compensation sought reflects a 50% reduction related to non-working travel time (Project Code 19).

EXHIBIT A

ALSET OWNERS, LLC, ET AL.

**SUMMARY OF FEES
FOR THE PERIOD JUNE 5, 2009 THROUGH MARCH 31, 2010**

Name of Professional Person	Position of Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)¹	Total Billed Hours	Total Compensation
Brownstein, M.	Partner since 2000, Member of NY Bar since 1974 Area of Expertise – Bankruptcy	725.00/ 700.00	116.80 105.00	83,375.00 ² 71,855.00 ²
Abrahams, G.	Senior Counsel since 2009 Member of NY Bar since 1978 Area of Expertise – Financial Services	650.00	46.70	30,355.00
Fatell, B.	Partner since 2000, Member of PA Bar since 1981, Member of DE Bar since 1991 Area of Expertise – Bankruptcy	650.00	30.00	19,500.00
Meyer, R.	Partner since 1996, Member of PA Bar since 1968 Area of Expertise – Litigation	650.00	.20	130.00
Kelbon, R.	Partner since 1991, Member of PA Bar since 1985 Area of Expertise – Bankruptcy	600.00	1.20	720.00
DeBaecke, M.	Partner since 2001, Member of DE Bar since 1993 and PA Bar since 1994 Area of Expertise – Bankruptcy/Litigation	545.00	1.00	545.00
Rabinowitz, M.	Partner since 1998, Member of PA and NJ Bar since 1988, Member of FL Bar Since 1990 Area of Expertise – Bankruptcy/Financial Services	540.00	3.40	1,836.00
Cavaliere, R.	Associate, Member of NY Bar since 2001 Area of Expertise – Bankruptcy	485.00/ 470.00	362.50 253.40	173,872.50 ² 117,758.50 ²
Carickhoff, D.	Associate, Member of DE Bar since 1998 Area of Expertise – Bankruptcy	450.00/ 430.00	21.70 25.40	9,765.000 10,922.00
Tarr, S.	Associate, Member of NY Bar since 2004 Area of Expertise – Bankruptcy	395.00	8.60	3,397.00
Cronin, R.	Associate, Member of NY Bar since 2009 Area of Expertise – Litigation	285.00	6.10	1,738.50
Seiler, M.	Associate, Member of the PA and NJ Bar since 2007 Area of Expertise – Financial Services	275.00/ 265.00	1.00 17.90	275.00 4,743.50
Colantonio, R.	Associate, Member of PA Bar since 2007 Area of Expertise – Financial Services/Real Estate	275.00	3.70	1,017.50
Guilfoyle, V.	Associate, Member of DE Bar since 2008 Area of Expertise – Bankruptcy	270.00/ 255.00	19.90 21.80	5,373.00 5,559.00
Mintz, J.	Associate, Member of NJ and PA Bar since 2008 Area of Expertise – Financial Services	225.00	9.20	2,346.00
Ahmed, F. H.	Law Clerk Area of Expertise - Bankruptcy	270.00	15.40	4,158.00
Morales, N.	Paralegal since 1992 Area of Expertise – Bankruptcy	270.00/ 260.00	115.60 71.70	31,212.00 18,642.00
Senese, K.	Paralegal since 1993 Area of Expertise – Bankruptcy/Financial Services	225.00	4.30	967.50
Moody, T.	Paralegal since 1996 Area of Expertise – Bankruptcy/Litigation	210.00/ 200.00	5.40 15.80	1,134.00 3,160.00
Grand Total:			1283.70	\$604,357.00
Blended Rate:				\$470.79

¹ Effective August 1, 2009, the rates for some attorneys and paraprofessionals were increased by Blank Rome LLP in the ordinary course.

² These amounts reflect a 50% reduction related to non-working travel time (Project Code 19).

EXHIBIT B

ALSET OWNERS, LLC., ET AL.
PROJECT CATEGORY SUMMARY
FOR THE PERIOD OF JUNE 5, 2009 THROUGH MARCH 31, 2010

PROJECT CODE	PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES (\$)
1	Blank Rome Fee/Employment Applications	129.90	49,475.50
2	Other Professionals' Fee/Employment Issues	72.10	32,131.00
3	Executory Contracts and Unexpired Leases	91.00	41,489.00
4	Claims Analysis and Objections	48.00	20,259.50
5	Committee Business and Meetings	56.30	31,675.00
6	Case Administration / Case Strategy	129.60	59,984.00
7	Debtors' Business Operations	128.50	59,095.00
8	Employee Benefits/General Labor	3.60	1,917.00
9	Evaluation and Negotiations of Debtors' Plan and Disclosure Statement	139.40	72,417.50
10	Financing Issues	0.00	0.00
11	Regulatory Matters	0.00	0.00
12	Sale of Assets/Asset Purchase Agreements	288.60	160,156.50
13	Stay Relief Issues	0.00	0.00
14	Secured Creditor/Equipment Lessor Issues	0.00	0.00
15	Tax Issues	0.00	0.00
16	Asset Analysis and Recovery	0.00	0.00
17	Hearings – Attendance/Preparation	145.50	57,268.50
18	D&O Issues	1.20	774.00
19	Non-Working Travel Time	22.00	6,229.50 ¹
20	Adversary Litigation	0.00	0.00
21	Other Litigation	28.00	11,485.00
	TOTAL:	1283.70	\$604,357.00

¹ The total amount of compensation sought reflects a 50% reduction related to non-working travel time (Project Code 19).

EXHIBIT C

**ALSET OWNERS, LLC., ET AL.
EXPENSE SUMMARY**

FOR THE PERIOD OF JUNE 5, 2009 THROUGH MARCH 31, 2010

EXPENSE CATEGORY	SERVICE PROVIDER	TOTAL EXPENSES (\$)
Long Distance Telephone Calls		46.48
Reproduction of Documents		3,282.15
Telephone Conference Calls		210.50
Word Processing		481.25
Document Binding		750.75
Federal Express		1,033.63
Hand Delivery Service		210.00
Special Mailing Charges		80.02
Facsimile		10.80
Court Call (Telephonic Hearing)		58.00
Court Fees	Filings	50.00
Research	Westlaw/Lexis	2,548.41
Docket Searches	Pacer	293.44
Good Standing Certificate		397.00
Transcripts		1,056.60
Local Travel	Taxis/Train Fare	100.86
Meeting Expenses	Meals	553.50
Out of Town Travel	Amtrak/Train	3,388.31
	Total	\$14,551.70

**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)
: (Jointly Administered)
Debtors. : **Objection Deadline: May 10, 2010 @ 4:00 p.m.**
----- **Hearing Date: May 17, 2010 @ 10:00 a.m.**

**NOTICE OF FINAL FEE APPLICATION OF BLANK ROME LLP, DEBTORS’
COUNSEL, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD JUNE 5, 2009 THROUGH MARCH 31, 2010**

TO: Parties required to receive notice pursuant to Del. Bankr. L.R. 2002-1.

On April 8, 2010, the Final Fee Application of Blank Rome LLP, Debtors’ Counsel, for Compensation and Reimbursement of Expenses for the Period June 5, 2009 through March 31, 2010 (“Final Application”) was filed with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, Wilmington, Delaware 19801 (the “Bankruptcy Court”). By the Final Application, Blank Rome LLP (“Blank Rome”) seeks the allowance and payment of compensation in the amount of \$604,357.00 and reimbursement of expenses in the amount of \$14,551.70 incurred in representation of Alset Owners, LLC, et al. (the “Debtors”) during the period of June 5, 2009 through March 31, 2010 (the “Final Application Period”).

Any responses or objections to the Final Application must be filed with the Bankruptcy Court in accordance with the local rules and served upon the undersigned counsel on or before **May 10, 2010 at 4:00 p.m. (EDT)**. Copies of the Final Application are available upon written request to the undersigned.

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.

A hearing on the Final Application is scheduled for **May 17, 2010 at 10:00 a.m. (EDT)** before the Honorable Brendan Linehan Shannon, United States Bankruptcy Court, 824 Market Street, 6th Floor, Courtroom No. 1, Wilmington, Delaware 19801.

Pursuant to the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, in the absence of any objection or responsive pleading to the Final Application and upon Bankruptcy Court approval of the Final Application, the Debtors shall pay all requested fees and expenses not previously paid.

Dated: April 8, 2010

BLANK ROME LLP

By: /s/ Victoria Guilfoyle

David W. Carickhoff (No. 3715)

Victoria Guilfoyle (No. 5813)

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Attorneys for Debtors and
Debtors in Possession

CERTIFICATE OF SERVICE

I, *Victoria Guilfoyle*, certify that on April 8, 2010, I caused service of the attached *Notice of Application & Final Application of Blank Rome LLP, Debtors' Counsel, for Compensation and Reimbursement of Expenses for the Period June 5, 2009 Through March 31, 2010*, to be made on the Notice Parties (as defined in the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Expense Reimbursement of Professionals and Committee Members entered on July 7, 2009 [Dkt. 71]) by First Class Mail.

Altes-Setla, LLC
1200 North Federal Highway
Suite 111B
Boca Raton, FL 33432
The Debtors

Klehr, Harrison, Harvey, Branzburg
& Ellers
919 Market Street, Suite 1000
Wilmington, DE 19801-3062
Attn: Joanne B. Wills, Esq.
Counsel for the Committee

Paul, Weiss, Rifkind, Wharton
& Garrison, LLP
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For the District of Delaware
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Suite 4030
Philadelphia, PA 19103
Attn: Neil Gilmour, III, CTP, CIRA
Managing Director

I further certify that on April 8, 2010, I caused BMC Group, Inc., the Debtors' claim agent, to serve a copy of the Notice only upon all parties on the Rule 2002 service list via First Class Mail.

Dated: April 8, 2010

/s Victoria Guilfoyle
Victoria Guilfoyle (No. 5183)