

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

In re:)	Chapter 11
)	
ALSET OWNERS LLC, <i>et al.</i> ,)	Case No. 09-11960 (BLS)
)	
Debtors.)	Jointly Administered
)	
)	Objection Deadline: July 24, 2009 at 4:00 p.m. ET
)	Hearing Date: TBD

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR ORDER PURSUANT TO 11 U.S.C. § 1103(a) APPROVING
RETENTION OF KLEHR, HARRISON, HARVEY, BRANZBURG & ELLERS LLP
AS COUNSEL NUNC PRO TUNC TO JUNE 24, 2009**

The Official Committee of Unsecured Creditors (the “Committee”), appointed pursuant to section 1102(a)(1) of chapter 11 of title 11 of the United States Code in the above-captioned cases of the debtors and debtors in possession, *Alset Owners, LLC, Altes, LLC, Setla, LLC and Checkers Michigan, LLC* (collectively, the “Debtors”), by and through its undersigned Chairperson, hereby files this application (the “Application”), pursuant to section 1103(a) of the Bankruptcy Code and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for the entry of an order authorizing the Committee to retain Klehr, Harrison, Harvey, Branzburg & Ellers LLP (“Klehr Harrison”) as counsel to the Committee, *nunc pro tunc* to June 24, 2009. In support of this Application, the Committee respectfully represents as follows:

INTRODUCTION

1. On June 5, 2009 (the “Petition Date”), each of the above captioned Debtors commenced its reorganization case by filing a voluntary petition for relief under chapter 11 of the United States Code, 11 U.S.C. §§101 *et seq.* (as amended, the “Bankruptcy Code”). The

Debtors have continued in the possession of their assets and in the operation of their businesses, as Debtors in possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On June 24, 2009, the Office of the United States Trustee for the District of Delaware appointed the Committee. The members of the Committee are: Musky Checkers LLC, John J. Charleston Trust of 1998 and Marian Patricia Sellers Trust. Subject to the Court's approval, the Committee has retained Klehr Harrison as its counsel.

3. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of the Debtors' chapter 11 cases and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 1103(a), 327(a) and 328(a) of the Bankruptcy Code.

RETENTION OF KLEHR HARRISON

4. The Committee seeks to employ Klehr Harrison, which maintains offices for the practice of law at 919 Market Street, Suite 1000, Wilmington, Delaware, as well as offices in Philadelphia, Pennsylvania and Cherry Hill, New Jersey, as its counsel in these chapter 11 cases.

5. The Committee has selected Klehr Harrison for the reason that the partners, counsel and associates of Klehr Harrison have considerable expertise in the fields of bankruptcy, insolvency, reorganizations, liquidations, debtors' and creditors' rights, debt restructuring and corporate reorganizations, commercial litigation, commercial real estate and intellectual property, among others. Accordingly, the Committee believes that Klehr Harrison is well qualified to represent it in these chapter 11 cases.

6. It is anticipated that Klehr Harrison will render professional services to the Committee, including, without limitation, the following:

(a) to assist, advise and represent the Committee in its consultation with the Debtors relative to the administration of these chapter 11 cases;

(b) to assist, advise and represent the Committee in analyzing the Debtors' assets and liabilities, investigating the extent and validity of liens and participating in and reviewing any proposed asset sales or dispositions;

(c) to attend meetings and negotiate with the representatives of the Debtors and secured creditors;

(d) to assist and advise the Committee in its examination and analysis of the conduct of the Debtors' affairs;

(e) to assist the Committee in the review, analysis and negotiation of any plan(s) of reorganization or liquidation that may be filed and to assist the Committee in the review, analysis and negotiation of the disclosure statement accompanying any plan(s) of reorganization or liquidation;

(f) to assist the Committee in the review, analysis, and negotiation of any financing or funding agreements;

(g) to take all necessary action to protect and preserve the interests of the Debtors' estate, including, without limitation, the prosecution, and defense, of actions on their behalf, negotiations concerning all litigation in which the Debtors are involved, and review and analysis of all claims filed against the Debtors' estate;

(h) to generally prepare and file on behalf of the Committee all necessary motions, applications, answers, orders, reports and papers in support of positions taken by the Committee;

(i) to appear, as appropriate, before this Court, the Appellate Courts, and other Courts in which matters may be heard and to protect the interests of the Committee before said Courts and the United States Trustee; and

(j) to perform all other necessary legal services in these cases.

7. Klehr Harrison has indicated a willingness to act on behalf of the Committee and render the necessary professional services as attorneys for the Committee.

8. The Committee has been advised that Klehr Harrison has no connection with the Debtors, its creditors or other parties-in-interest in these cases, other than as described in the Declaration of Joanne B. Wills, Esquire attached as Exhibit A hereto (the "Wills Declaration") which is hereby incorporated by reference.

9. Upon information and belief, other than as disclosed in the Wills Declaration, Klehr Harrison neither holds nor represents any interest adverse to the Debtors' estate, creditors or equity holders. However, Klehr Harrison is a large firm with a national practice and may represent or may have represented certain of the Debtors' creditors or equity holders in matters unrelated to these cases.

10. Klehr Harrison has agreed to make appropriate applications to this Court for compensation and reimbursement of expenses in compliance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of this Court and any Order entered by this Court in these cases modifying the timing and/or procedures applicable to the payment of interim compensation and reimbursement of expenses. Klehr Harrison will bill at its normal hourly rates (Partners: \$350-\$700; Associates: \$225-\$365; Paralegals: \$140-\$245. The principal attorneys and paralegal at Klehr Harrison designated to represent the Committee and their current hourly rates are:

Joanne B. Wills (partner)	\$625
Richard M. Beck (partner)	\$475
Sally E. Veghte (associate)	\$240

Chadd Fitzgerald (paralegal)

\$150

11. These hourly rates are subject to periodic increase in the normal course of Klehr Harrison's business. The particular attorneys and paralegals assigned to these cases will from time-to-time vary based upon the needs of the engagement. All such professionals will bill at Klehr Harrison's regular hourly rate for work of this nature. These rates are set at a level designed to fairly compensate Klehr Harrison for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is Klehr Harrison's policy to charge its clients in all areas of practice for all other out-of-pocket expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll charges, photocopying charges, travel expenses, expenses for "working meals," computerized research, as well as non-ordinary expenses such as secretarial overtime.

NOTICE

12. No trustee or examiner has been appointed in the Debtors' chapter 11 cases. Notice of the hearing on this Application has been provided to the Office of the United States Trustee, members of the Committee, counsel to the pre-petition lender and all parties requesting notice pursuant to Bankruptcy Rule 2002. The Committee submits that under the circumstances, no further notice is necessary.

WHEREFORE, the Committee respectfully requests entry of an order, in a form substantially similar to that annexed hereto, and pursuant to sections 1103(a) of the Bankruptcy Code, authorizing the Committee to retain Klehr Harrison as its counsel in these cases, *nunc pro tunc* to June 24, 2009, and granting such other and further relief as may be just and proper.

Dated: July 1, 2009

THE OFFICIAL COMMITTEE OF
ALSET OWNERS LLC, *et al.*

By: 

Chairperson