

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

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In re: : Chapter 11  
: :  
ALSET OWNERS, LLC, *et al.*,<sup>1</sup> : Case No. 09-11960 (BLS)  
: (Jointly Administered)  
Debtors. :  
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**Re: Docket No. 40**

**ORDER AUTHORIZING DEBTORS TO EMPLOY PROFESSIONALS USED  
IN THE ORDINARY COURSE OF THE DEBTORS' BUSINESS**

Upon consideration of the motion (the "Motion")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for authorization to employ professionals used in the ordinary course of the Debtors' business; the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), and (iii) notice of the Motion was sufficient under the circumstances and that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors and their estates; and after due deliberation and sufficient cause appearing therefor,

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<sup>1</sup> 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.

<sup>2</sup> Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them on the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Debtors are authorized to employ the professionals listed on *Exhibit A* attached hereto (the "Ordinary Course Professionals") in the ordinary course of their business, effective as of the date of the commencement of the Debtors' chapter 11 cases.

3. The following procedures for the retention of Ordinary Course Professionals are hereby approved:

- a. upon (i) Altes, LLC/Setla, LLC, 1200 North Federal Highway, Boca Raton, FL 33432; Attn: Leonard Levitsky (ii) Counsel for the Debtors, Blank Rome LLP, The Chrysler Building, 405 Lexington Avenue, New York, NY 10174, Attn: Michael Z. Brownstein, and Blank Rome LLP, 1201 North Market Street, Suite 800, Wilmington, DE 19801, Attn: Bonnie Glantz Fatell; (iii) Counsel for Checkers Drive-In Restaurants, Inc., Paul, Weiss, Rifkind, Wharton & Garrison, LLP, 1285 Avenue of the Americas, New York, NY 10019-6064, Attn: Diane Meyers, Esq.; (iv) the Office of the United States Trustee, 844 King Street, Suite 2313, Wilmington, Delaware 19801, Attn: Jane Leamy; and (v) and counsel to any official creditors' committee appointed in these cases (collectively, the "Notice Parties").
- b. The Notice Parties shall have ten (10) days after the service of each Ordinary Course Professional's Affidavit of Disinterestedness (the "Objection Deadline") to object to the retention of such Ordinary Course Professional. The objecting party shall serve any such objection upon the Notice Parties and the respective Ordinary Course Professional on or before the Objection Deadline. If any such objection cannot be resolved within ten (10) days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date or other date otherwise agreeable to the parties thereto. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular Ordinary Course Professional, the Debtors shall be authorized to retain and pay such Ordinary Course Professionals to whom an objection was not filed.
- c. The Debtors reserve the right to supplement the list of Ordinary Course Professionals as necessary to add or remove Ordinary Course Professionals, from time to time in their sole discretion. In such event, the Debtors propose to file a notice with the Court listing the additional

Ordinary Course Professionals that the Debtors intend to employ (each, an "OCP Notice") and to serve notice on the Notice Parties. Additionally, each additional Ordinary Course Professional listed in the OCP Notice shall serve an Affidavit of Disinterestedness on the Notice Parties. If, within ten (10) days of service of the Affidavit of Disinterestedness, no objections are filed to any such additional Ordinary Course Professional, then retention of the Ordinary Course Professionals shall be deemed approved by the Court without a hearing or further order.

- d. The Debtors shall be authorized to pay, without formal application to the Court by any Ordinary Course Professional, 100% of fees and expenses to each of the Ordinary Course Professionals retained by the Debtors upon (i) each Ordinary Course Professional's submission of an Affidavit of Disinterestedness and (ii) upon the submission of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Commencement Date; provided, however, that each Ordinary Course Professional's fees, excluding costs and disbursements, do not exceed \$25,000 monthly on average over a rolling three-month period while these chapter 11 cases are pending (the "Fee Limit").
- e. In the event that an Ordinary Course Professional seeks more than the Fee Limit, a statement for the additional compensation sought (a "Fee Statement") shall be submitted to the Notice Parties. The Fee Statement shall include all of the fees for the Ordinary Course Professional for the relevant three calendar month period. The Notice Parties will have ten (10) days following the date of the Fee Statement to notify the Debtors' counsel, in writing, of any objection to payment to such Ordinary Course Professional in excess of the Fee Limit (the "Fee Statement Objection Deadline"). Service of any such objection must be made to Counsel for the Debtors, Blank Rome LLP, The Chrysler Building, 405 Lexington Avenue, New York, NY 10174, Attn: Michael Z. Brownstein, and Blank Rome LLP, 1201 North Market Street, Suite 800, Wilmington, DE 19801, Attn: Bonnie Glantz Fatell, so that any such objection is actually received by the Fee Statement Objection Deadline. If no timely objection is received, then the Debtors are authorized to pay those amounts set forth in the Fee Statement. If, however, a timely objection is received, the Debtors may not pay that Ordinary Course Professional any fees or expenses in excess of the Fee Limit without Court approval, and that Ordinary Course Professional will be required to file a fee application for the full amount of its fees and expenses incurred in the relevant period in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, the Fee Guidelines promulgated by the Executive Office of the United States Trustee and any applicable orders of the Court.

f. Beginning on September 30, 2009 (*i.e.*, the last day of the subsequent month following the end of the prior quarter), and on the last day of the subsequent month following the end of each quarter thereafter in which these chapter 11 cases are pending, the Debtors shall file with the Court and serve on the Notice Parties a statement with respect to each Ordinary Course Professional paid during the immediately preceding three-month period (with the initial statement to cover the period June 5, 2009 through August 31, 2009). Each statement shall include the following information: (i) the name of the Ordinary Course Professional; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the reported quarter; and (iii) a general description of the services rendered by that Ordinary Course Professional.


4. The Debtors' right to dispute any invoices shall not be affected or prejudiced in any manner by the relief granted in this Order.

5. The Debtors are authorized to supplement the list of Ordinary Course Professionals from time to time as necessary, by filing a notice with the Court of any additional Ordinary Course Professionals that the Debtors intend to employ and serving such notice upon the Notice Parties.

6. This Order shall not apply to any professional person retained or employed by the Debtors pursuant to a separate order of the Court.

7. This Court shall retain jurisdiction over any and all matters arising from the interpretation or implementation of this Order.

Dated: July 1, 2009

  
The Honorable Brendan L. Shannon  
United States Bankruptcy Judge