

**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. :

Re: Docket No. 59

CERTIFICATION OF COUNSEL [RE: DOCKET NO. 59]

On July 2, 2009, Alset Owners, LLC and its debtor affiliates (collectively, the “Debtors”) filed the **Application for Order Under 11 U.S.C. §§ 327 and 328 Authorizing Employment and Retention of CRG Partners Group LLC As Financial Advisors to the Debtors *Nunc Pro Tunc to the Petition Date*** (the “*Application*”) [Docket No. 59]. Pursuant to the Notice of Application, objections to the Application were to be filed and served no later than July 15, 2009 at 4:00 p.m. The undersigned certifies that he has caused a review of the Court’s docket in this case and no answer, objection or other responsive pleading to the Application appears thereon and that he received no written answer, objection or other responsive pleading to the Application.

The Debtors did receive informal comments to the Application from the Office of the United States Trustee (“OUST”), which comments have been incorporated in the revised proposed order attached hereto as Exhibit “A”. The form of the revised proposed order has been reviewed by the OUST and is acceptable to the OUST.

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

Accordingly, the Debtors respectfully request entry of the revised proposed order attached hereto as Exhibit A.

Dated: July 20, 2009

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Debtors in Possession*

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.

EXHIBIT A

**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)
: (Joint Administered)
Debtors. :

Re: Docket No. 59

**ORDER AUTHORIZING DEBTORS IN POSSESSION TO
EMPLOY CRG PARTNERS GROUP LLC AS FINANCIAL ADVISOR
NUNC PRO TUNC TO THE PETITION DATE**

Upon consideration of the Application (the “Application”)² of Alset Owners, LLC and certain of its direct and indirect subsidiaries, as above-captioned debtors and debtors in possession (collectively, the “Debtors”) for authorization to employ CRG Partners Group LLC (“CRG”) as their financial advisors, pursuant to §§ 327(a) and 328(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Delaware Bankruptcy Local Rules (the “Local Rules”); and upon consideration of the Affidavit of Gene Baldwin (the “Baldwin Affidavit”), a partner of CRG; and this Court being satisfied that CRG represents no interest adverse to the Debtors or their estates with respect to the matters upon which it is to be engaged, that CRG is a “disinterested person” as that term is used in the Bankruptcy Code, that it has no connections with the Debtors, the Debtors’ creditors, or any other party in interest, its respective attorneys

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² Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Application.

and accountants, the United States Trustee, or any person employed in the Office of the United States Trustee, except as set forth in the Baldwin Affidavit, and that its employment is necessary and in the best interests of the Debtors and their estates; and this Court finding that the terms of the proposed employment are fair and reasonable within the meaning of § 328(a) of the Bankruptcy Code; and it appearing that due and proper notice of the Application has been provided and that no other or further notice need be given; and after due deliberation this Court having determined that the relief requested in the Application is in the best interest of the Debtors, their estates and creditors, and good and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. Pursuant to §§ 327 and 328 of the Bankruptcy Code, Bankruptcy Rule 2014, and Rule 2014-1 of the Local Rules, the Debtors are authorized and empowered to employ CRG as financial advisors in their chapter 11 cases, *nunc pro tunc* to the Petition Date, on the terms set forth in the Engagement Letter.
3. The terms of CRG's employment as set forth in the Engagement Letter, including, without limitation, the fee provisions, are hereby approved in their entirety, provided however that paragraph 7 of the Appendix to the Engagement Letter shall be modified to delete any reference or inference that a fiduciary duty or relationship does not exist between CRG and the Debtors.
4. The provisions set forth in the Engagement Agreement regarding the Debtors' indemnification obligations are approved, subject during the pendency of these cases to the following:

(a) The Debtors shall have no obligation to indemnify CRG, or provide contribution or reimbursement to CRG, for any claim or expense that is either: (i) judicially determined (the determination having become final) to have arisen from CRG's gross negligence, willful misconduct, breach of fiduciary duty, if any, bad faith or self-dealing; (ii) for a contractual dispute in which the Debtors allege the breach of CRG's contractual obligations unless the Court determines that indemnification, contribution or reimbursement would be permissible pursuant to *In re United Artists Theatre Co.*, 315 F.3d 217 (3d Cir. 2003); or (iii) settled prior to a judicial determination as to the exclusions set forth in clauses (i) and (ii) above, but determined by this Court, after notice and hearing, to be a claim or expense for which CRG should not receive indemnity, contribution or reimbursement under the terms of the Engagement Agreement as modified by this Order; and

(b) If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these cases (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing these cases, CRG believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution, and/or reimbursement obligations under the Engagement Agreement, as modified by this Order, including without limitation the advancement of defense costs, CRG must file an application therefor in this Court, and the Debtors may not pay any such amounts to CRG before the entry of an order by this Court approving the payment. This subparagraph (b) is intended only to specify the period of time during which this Court shall have jurisdiction over any request for compensation and expenses by CRG for indemnification, contribution, or reimbursement and is not a provision limiting the duration of the Debtors' obligation to indemnify CRG.

5. CRG shall make appropriate fee applications to this Court for compensation and for reimbursement of expenses in accordance with § 330 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules and orders of this Court.

6. During the pendency of any of the Debtors' chapter 11 cases, this Court shall retain jurisdiction with respect to any matter, claims, rights or disputes arising from or related to the implementation of this Order.

Dated: Wilmington, Delaware
July __, 2009

The Honorable Brendan L. Shannon
United States Bankruptcy Judge