

**IN THE 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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**SUPPLEMENT TO NOTICE OF ASSET PURCHASE AGREEMENT**

PLEASE TAKE NOTICE of the attached letter from Checkerco, Inc. relating to the Asset Purchase Agreement (Docket No. 83) between the Debtors and Checkerco, Inc. dated June 5, 2009, as amended from time to time.

Dated: July 21, 2009

**BLANK ROME LLP**

By: /s/ David W. Carickhoff  
Bonnie Glantz Fatell (No. 3809)  
David W. Carickhoff (No. 3715)  
1201 North Market Street, Suite 800  
Wilmington, DE 19801  
Telephone: (302) 425-6400  
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-and-

Michael Z. Brownstein  
Rocco A. Cavaliere  
The Chrysler Building  
405 Lexington Avenue  
New York, NY 10174  
Telephone: (212) 885-5000  
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Attorneys for Debtors and  
Debtors in Possession

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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.

July 14, 2009

Alset Owners, LLC  
Altes, LLC  
Setla, LLC  
Checkers Michigan, LLC  
1200 North Federal, Suite 111 B  
Boca Raton, FL 33432

Gentlemen:

Reference is hereby made to the Asset Purchase Agreement, by and among Checkerco, Inc. (the "Buyer"), on the one hand, and Alset Owners, LLC ("Alset Owners"), Altes, LLC ("Altes"), Setla, LLC ("Setla") and Checkers Michigan, LLC ("Altes MI", and together with Alset Owners, Altes and Setla, the "Seller Parties"), on the other, dated as of June 5, 2009 (as amended, the "Asset Purchase Agreement"). Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Asset Purchase Agreement.

As per your request, please find attached as Annex A hereto a list of the Restaurants whose real property leases the Buyer has agreed to acquire pursuant to the Asset Purchase Agreement. This letter is solely a clarification of the contents of the notice letter delivered to you by the Buyer on July 2, 2009 (the "Notice Letter") and shall not amend or have any effect on the binding and effective nature of the Notice Letter.

Very truly yours,

Checkerco, Inc.

By: 

Name: Todd Lindsey  
Title: Senior Vice President and  
Chief Financial Officer

SRD

Cc: Michael Brownstein, Esq.



CHECKERS DRIVE-IN RESTAURANTS, INC.  
4300 West Cypress Street, Suite 600 ■ Tampa, Florida 33607 ■ 813.283.7000 ■ www.checkers.com

Annex A

<u>Restaurant Number</u>	<u>Restaurant Location</u>	<u>Address</u>
4018	West 150th St.	3806 W 150th Street Cleveland, OH 44111
4039	Parsons Avenue	1454 Parsons Avenue Columbus, OH 43207
4051	Karl Road	5895 Karl Road Columbus, OH 43229
4057	Salem Avenue	3955 Salem Avenue Dayton, OH 45406
4118	Natural Bridge	9651 Natural Bridge Road Saint Louis, MO 63134
8138	Halls Ferry Road	10004 Halls Ferry Road Saint Louis, MO 63136
8139	South Jefferson	2807 S Jefferson Avenue Saint Louis, MO 63118
8140	Arnold	1 Fox Valley Center Arnold, MO 63010
8144	Jennings	6710 W Florissant Avenue Jennings, MO 63136
8146	Alton	199 E Center Drive Alton, IL 62002
8149	Natural Bridge	4949 Natural Bridge Road Saint Louis, MO 63115
8150	Chouteau	3553 Chouteau Avenue Saint Louis, MO 63103
8151	Cahokia	1600 Camp Jackson Road Cahokia, IL 62206
8153	Granite City	2220 Madison Avenue Granite City, IL 62040
8155	Belleville	1105 S Illinois Street Belleville, IL 62220
8156	Bethalto	167 E Mcarthur Drive East Alton, IL 62024
8158	Hazelwood	7430 Lindbergh Drive Richmond Hts, MO 63117
8159	S. Broadway	1015 S Broadway Saint Louis, MO 63104
8162	N. Grand	3605 N Grand Boulevard Saint Louis, MO 63107
8163	West Main	4527 W Main Street Belleville, IL 62226
8166	Little Rock	712 Broadway Street Little Rock, AR 72201
8167	Pine Bluff	2301 W 28th Avenue Pine Bluff, AR 71603
8168	Camp Robinson Rd	4523 Camp Robinson Road N Little Rock, AR 72118

8169	North Blake St.	403 N Blake Street Pine Bluff, AR 71601
8171	Jacksonville	2211 N 1st Street Jacksonville, AR 72076
8172	Conway	420 Oak Street Conway, AR 72032
8173	Baseline	5921 Baseline Road Little Rock, AR 72209
8174	West 127th Street	5400 W 127th Street Little Rock, AR 72204
4024	St. Clair	10430 Saint Clair Avenue Cleveland, OH 44108
4058	North Gettysburg	1205 N Gettysburg Avenue Dayton, OH 45427
4111	Newark	946 N 21st Street Newark, OH 43055
4113	Springboro Pike	5800 Springboro Pike Dayton, OH 45449
4122	Mccain Blvd	4550 E McCain Boulevard North Little Rock, AR 72117
8136	Page Avenue	10334 Page Avenue Saint Louis, MO 63132
8137	St. Charles	826 1st Capitol Drive Saint Charles, MO 63301
8141	Goodfellow	3730 Goodfellow Boulevard Saint Louis, MO 63120
8143	O'Fallon	506 S Main Street O'Fallon, MO 63366
8165	Vandeventer	305 N Vandeventer Avenue Saint Louis, MO 63108
4021	Elyria	711 Cleveland Street Elyria, OH 44035
4026	Snow	14911 Snow Road Brookpark, OH 44142
4028	Lorain	27208 Lorain Road North Olmsted, OH 44070
4033	Cleveland Avenue	3000 Cleveland Avenue NW Canton, OH 44709
4036	Tuscarawas	4321 Tuscarawas Street W Canton, OH 44708
4044	West Broad	3059 W Broad Street Columbus, OH 43204
4047	Cleveland Ave	1097 Cleveland Avenue Columbus, OH 43201
4061	Xenia	483 W Main Street Xenia, OH 45385
4064	Upper Valley Pike	1099 Upper Valley Pike Springfield, OH 45504
4067	Piqua	118 N College Street Piqua, OH 45356
4070	North Limestone	2000 N Limestone Street Springfield, OH 45503

4071	Cable Road	916 N Cable Road Lima, OH 45805
4019	Buckeye	11607 Buckeye Road Cleveland, OH 44120
4020	Euclid	14421 Euclid Avenue Cleveland, OH 44112
4023	117th Street	1481 W 117th Street Cleveland, OH 44107
4025	Brookpark Road	6201 Brookpark Road Cleveland, OH 44129
4027	Wooster Avenue	1345 Wooster Avenue Akron, OH 44320
4029	Lee Road	4154 Lee Road Cleveland, OH 44128
4030	East 55th Street	2585 E 55th Street Cleveland, OH 44104
4031	S. Euclid	4000 Mayfield Road South Euclid, OH 44121
4032	Waterloo	471 E Waterloo Road Akron, OH 44319
4034	Barberton	254 Wooster Road N Barberton, OH 44203
4035	East Market	711 E Market Street Akron, OH 44305
4037	Zanesville	3050 Maple Avenue Zanesville, OH 43701
4038	Lancaster	1028 N Memorial Drive Lancaster, OH 43130
4041	North High	2556 N High Street Columbus, OH 43202
4042	East Main Street	6101 E Main Street Columbus, OH 43213
4043	West Mound St.	1340 W Mound Street Columbus, OH 43223
4045	Cleveland Ave II	3187 Cleveland Avenue Columbus, OH 43224
4048	East Livingston	1940 E Livingston Avenue Columbus, OH 43209
4049	Georgesville	700 Georgesville Road Columbus, OH 43228
4050	Grove City	1939 Stringtown Road Grove City, OH 43123
4053	East Broad St.	3260 E Broad Street Columbus, OH 43209
4054	Marion	412 N Main Street Marion, OH 43302
4055	Chillicothe	133 N Bridge Street Chillicothe, OH 45601
4060	Salem Avenue	438 Salem Avenue Dayton, OH 45406
4062	Limestone	2122 S Limestone Street Springfield, OH 45505

4063

East Main

2510 E Main Street  
Springfield, OH 45503

4065

Smithville Road

1111 S Smithville Road  
Dayton, OH 45403