




SO ORDERED.

SIGNED this 04 day of August, 2004.


LEIF M. CLARK
UNITED STATES BANKRUPTCY JUDGE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:	§	
	§	
SCHLOTZSKY'S, INC.	§	
	§	CASE NO. 04-54504
SCHLOTZSKY'S RESTAURANTS, INC.	§	
	§	CASE NO. 04-54506
SCHLOTZSKY'S REAL ESTATE, INC.	§	
	§	CASE NO. 04-54507
SCHLOTZSKY'S FRANCHISOR, LLC	§	
	§	CASE NO. 04-54508
SCHLOTZSKY'S FRANCHISE OPERATIONS, LLC	§	
	§	CASE NO. 04-54509
	§	
SCHLOTZSKY'S BRAND PRODUCTS, LLC	§	
	§	CASE NO. 04-54510
	§	
DFW RESTAURANT TRANSFER CORP.	§	
	§	CASE NO. 04-54511
	§	
56TH AND 6TH, INC.	§	
	§	CASE NO. 04-54512
	§	
RAD ACQUISITION CORP.	§	
	§	CASE NO. 04-54513
	§	
SAN FELIPE, LLC,	§	
	§	CASE NO. 04-54514
	§	
Debtors.	§	CHAPTER 11

ORDER GRANTING DEBTORS' MOTION FOR JOINT ADMINISTRATION

On this day came on for consideration the Motion for Joint Administration of Cases (the "Motion") filed by Schlotzsky's, Inc. ("SI"), Schlotzsky's Restaurants, Inc. ("Restaurant"), Schlotzsky's Real Estate, Inc. ("Real Estate"), Schlotzsky's Franchisor, LLC ("Franchisor"), Schlotzsky's Franchise Operations, LLC ("Franchise Operations"), Schlotzsky's Brand Products ("Brand Products"), DFW Restaurant Transfer Corp. ("DFW"), 56th and 6th, Inc. ("56th and 6th"), RAD Acquisition Corp. ("RAD"), San Felipe, LLC ("San Felipe") (collectively, "Schlotzsky's" or the "Debtors"). After reviewing the pleadings on file, considering the evidence adduced and considering the representations of counsel for the Debtors, and noting that no objection to the Motion has been filed, the Court finds that the Motion is meritorious and should be granted. Therefore, it is

ORDERED that the Motion is hereby granted; and it is further

ORDERED, that the following bankruptcy cases are hereby to be jointly administered under case no. 04-54504 for administrative purposes only:

Schlotzsky's, Inc., case no. 04-54504;

Schlotzsky's Restaurants, Inc., case no. 04-54506;

Schlotzsky's Real Estate, Inc., case no. 04-54507;

Schlotzsky's Franchisor, LLC, case no. 04-54508;

Schlotzsky's Franchise Operations, LLC, case no. 04-54509;

Schlotzsky's Brand Products, LLC, case no. 04-54510;

DFW Restaurant Transfer Corp.; case no. 04-54511;

56th And 6th, Inc.; case no. 04-54512;

RAD Acquisition Corp.; case no. 04-54513; and

San Felipe, LLC; case no. 04-54514; and it is further

ORDERED, that one disclosure statement and plan of reorganization may be filed for all of the above listed cases by any plan proponent; and it is further

ORDERED, that the Clerk shall use a single docket for administrative matters for the filing and docketing of all orders, pleadings, papers and documents in the Debtors' cases into the case of Schlotzsky's, Inc., case no. 04-54504. Each case will maintain its own separate claims register; and it is further

ORDERED, that the joint administration includes: (i) the combining of notices to creditors and other parties in interest; (ii) the scheduling of hearings; (iii) the filing of a plan and disclosure statement; and (iv) the joint handling of other administrative matters; and it is further

ORDERED, that the official caption of the jointly administered cases shall be as set forth below:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:

SCHLOTZSKY'S, INC., et al.

Debtors.

§
§
§ **CHAPTER 11**
§
§ **Case No. 04-54504 (lmc)**
§ **Jointly Administered**
§
§

and it is further

ORDERED, that the Debtors shall serve a copy of this Order upon (i) the Office of the United States Trustee; (ii) counsel for Commercial National Bank, NS Associates I, Ltd., and Jeff and John Wooley; (iii) those parties appearing on the list of the twenty largest unsecured creditors of the Debtors; and (iv) those parties who have filed and served on the Debtor a notice

of appearance and request for service of documents in compliance with Fed. R. Bankr. P.
2002(i).

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