SO ORDERED.

SIGNED this 10 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., et al.,	§	**CHAPTER 11**
	§	
	§	**Case No. 04-54504 (lmc)**
Debtors.	§	**Jointly Administered**

INTERIM ORDER GRANTING DEBTORS' EMERGENCY MOTION FOR AUTHORITY TO CONTINUE USING CONSOLIDATED CASH MANAGEMENT SYSTEM AND TO MAINTAIN AND USE EXISTING BANK ACCOUNTS AND BUSINESS FORMS

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Came on for consideration the Debtors' Emergency Motion for Authority to Continue Using Consolidated Cash Management System and to Maintain and Use Existing Bank Accounts and Business Forms (the "Motion") filed by Schlotzsky's, Inc. ("SI"), Schlotzsky's Restaurants, Inc. ("Restaurants"), 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"), and 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 hereby

ORDERED that the Motion is granted; and it is further

ORDERED that the Debtors are authorized to continue using their consolidated Cash Management System (as defined in the Motion and attached hereto as **Exhibit A**); and it is further;

ORDERED that the Debtors are authorized to (i) maintain and use all existing Bank Accounts (as defined in the Motion and attached hereto as **Exhibit B**) and Business Forms (as defined in the Motion) and (ii) close and open accounts at institutions where the Debtors currently maintain bank accounts or at other institutions approved by the Office of the United States Trustee without further order of this Court, but upon notice to the United States Trustee.

ORDERED that the Debtors are hereby authorized and empowered to continue to use their existing forms until such supply of existing form is exhausted. But the Debtors shall clearly imprint on each form the case name and number and "Debtor-in-Possession"; it is further

ORDERED that the Debtors will provide to the Office of the United States Trustee the location and account number of any additional Debtor-in-Possession accounts opened by the Debtors; it is further

ORDERED that the Debtors will provide the United States Trustee with sufficient evidence, including documents, showing that all accounts have been properly styled as Debtor-

in-Possession accounts; it is further

ORDERED that all institutions maintaining an account which constitute authorized depositories shall comply with the reporting requirements of the United States Trustee for such authorized depository; and it is further

ORDERED that nothing in this Order shall preclude the Debtors or any other party in interest from seeking modification of this Order upon motion to this Court; it is further

ORDERED that only as allowed by the separate Court Order Granting Debtors' Emergency Motion for Order Authorizing Debtors to Pay Prepetition Salaries, Wages, Payroll Taxes, Employee Benefits and Related Insurance Premiums, or other order of the Court, the Banks with which the Debtors maintain Bank Accounts may process, honor, and pay checks or drafts drawn on the accounts for pre-petition items; and it is further

ORDERED that the Debtors shall have a period of fourteen (14) days from the Petition Date within which to come into compliance with 11 U.S.C. § 345 or make other arrangements satisfactory to the Office of the United States Trustee; and it is further

ORDERED that the Debtors will continue to maintain records tracking and accounting for the flow of funds between the Debtor entities; and it is further

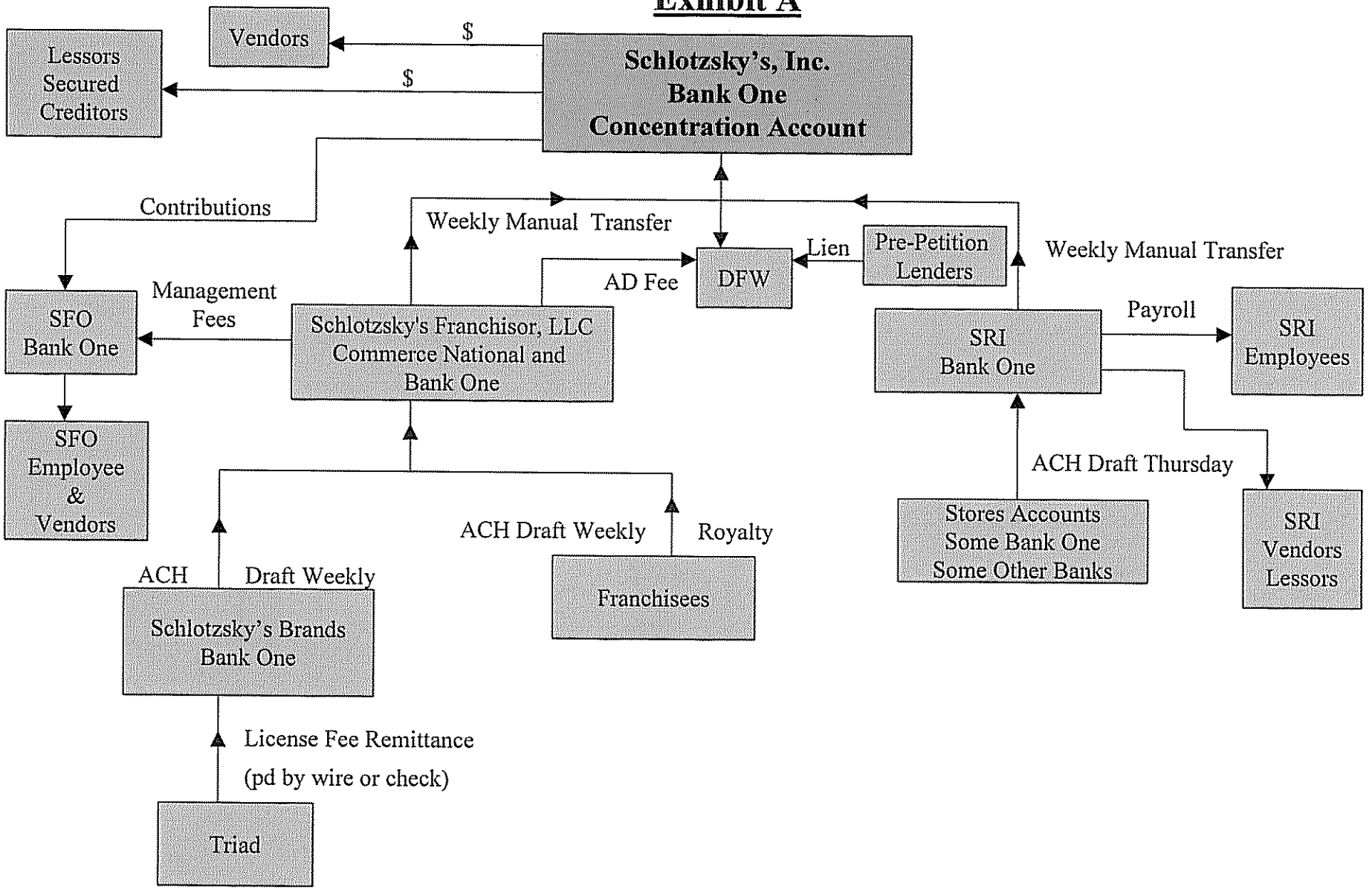
ORDERED that notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall create, nor is it intended to create, any rights in favor of, or enhance the status of any claim held by, any person; and it is further

ORDERED that the final hearing on the Motion will be held August 20, 2004 at 10:00 a.m. at the United States Courthouse, 615 E. Houston St., Third Floor, Courtroom Number 1 P.O. Box 1439, San Antonio, Texas 78295-1439.

###

CASH MANAGEMENT

Exhibit A



d1256922v3

EXHIBIT B
Bank Accounts

Entity	Bank Accounts
Schlotzsky's Restaurants, Inc.	Bank One 221 W 6th Street Austin, Texas 78701 Schlotzsky's Restaurants, Inc. Operating Account Account # 656523487
	Bank One 221 W 6th Street Austin, Texas 78701 Schlotzsky's Restaurants, Inc. Payroll Account Account # 638913921
	Bank One 221 W 6th Street Austin, Texas 78701 Schlotzsky's Restaurants, Inc. Concentration Account Account # 656523495
	Franklin Bank 3401 Northland Drive Austin, Texas 78731 Northcross Deposit Account Account # 10778600
	State Bank 12730 Research Austin, Texas 78720 Balcones Deposit Account Account # 8677328
	TCF Bank 7377 Currell Blvd. Woodbury, Minnesota 55125-1687 Woodbury Deposit Account Account # 2866435336
	First Security Bank P.O. Box 1009 Searcy, AR 72143 Springdale Deposit Account Account # 594024
	Arkansas National Bank Springdale Deposit Account Account # 95000844
	First Arizona Savings 17015 North Scottsdale Road Scottsdale, AZ 85255 Glendale Deposit Account Account # 003-3012526

EXHIBIT B
Bank Accounts

Entity	Bank Accounts
	Bank of America P.O. Box 25118 Tampa, Florida 33633-0900 La Frontera Deposit Account Account # 004780527511
	Wells Fargo 2300 IH 35 South Round Rock, TX 78681 La Frontera Deposit Account Account # 4801005230
	Bank of America P.O. Box 25118 Tampa, FL 33622-5118 Fairgrounds Deposit Account Account # 5779875862
	Compass 1201 Rio Rancho Drive SE Rio Rancho, New Mexico 87124 Rio Rancho Deposit Account Account # 0086775875
	Trustmark 2425 Highway 80 East Pearl, Mississippi 39208 Pearl Deposit Account Account # 1007822695
	Community Bank 6910 Airways Blvd. Southaven, Mississippi 38671 Southhaven Deposit Account Account # 5106935
	Washington Mutual 10011 FM 1960 Bypass Humble, TX 77338 Humble Deposit Account Account # 931-204992-0

EXHIBIT B
Bank Accounts

Entity	Bank Accounts
	RBC Centura P.O. Box 1070 Charlotte, NC 28201-1070 Capital Deposit Account Account # 0212234175
	Chase P.O. Box 1231 Houston, TX 77251-1231 Chimney Rock Deposit Account Account # 099-8127007-65
	First Commercial Bank P.O. Box 11746 Birmingham, Alabama 35202 Hoover Deposit Account Account # 0660004138
	ABC Bank 522 Congress Ave. # 100 Austin, Texas 78701 Lamar Deposit Account Account # 4059131
	Southtrust Bank P.O. Box 19367 Raleigh, NC 27619 Duraleigh Deposit Account Account # 86693117
	Bank One 221 W 6th Street Austin, Texas 78701 Parmer Deposit Account Account # 638318519
	First National Bank P.O. Box 833 Bryan, Texas 77805 University Deposit Account Account # 301728201
	Fidelity Bank 2501 Battleground Ave. Greensboro, North Carolina 27420 Account # 1911002470

EXHIBIT B
Bank Accounts

Entity	Bank Accounts
	Bank of Texas P.O. Box 20 Bellaire, Texas 77402 Dairy Ashford Deposit Account Account # 2901923858
	Wells Fargo 3000 Briarcrest Drive Bryan, Texas 77802 Account # 027-4492363
	First American Bank P. O. Box 9120 Bryan, Texas 77805 Southwood Valley Deposit Account Account # 332654768
	ABC Bank 10920 Lakeline Mall Blvd. # 100 Austin, Texas 78717 Maconda Deposit Account Account # 3000014
	ABC Bank 522 Congress Ave # 100 Austin, Texas 78701 Littlefield Deposit Account Account # 4035801
	State Bank P.O. Box B LaGrange, Texas 78945 Cedar Park Deposit Account Account # 8699739
	Bank of Coweta P.O. Box 1218 Newnan, GA 30264 Newnan Deposit Account Account # 000-007-124-0
	Wachovia Bank P.O. Box 563966 Charlotte, NC 28262-3966 Canton Deposit Account Account # 13-972-226

EXHIBIT B
Bank Accounts

Entity	Bank Accounts
	Alpharetta P.O. Box 1887 Birmingham, Alabama 35201 Alpharetta Deposit Account Account # 8026019854
	Regions Bank P.O. Box 970 Cartersville, Georgia 30120 Cartersville Deposit Account Account # 6301010077
	Regions Bank P.O. Box 5267 Rome, GA 30162-5267 Rome Deposit Account Account # 6211030973
Schlotzsky's Real Estate, Inc.	Bank One 221 W 6th Street Austin, Texas 78701 Schlotzsky's Real Estate, Inc. Operating Account Account # 656523503
Schlotzsky's, Inc.	Bank One 221 W 6th Street Austin, Texas 78701 Schlotzsky's, Inc. Operating Account Account # 638913723
	Bank One 221 W 6th Street Austin, Texas 78701 Schlotzsky's, Inc. Payroll Account Account # 638913707
	Bank One 221 W 6th Street Austin, Texas 78701 Schlotzsky's, Inc. Investment Account Account # 638913673
	Bank One 221 W 6th Street Austin, Texas 78701 Schlotzsky's, Inc. EBIA Account Account # 638913749

EXHIBIT B
Bank Accounts

Entity	Bank Accounts
Schlotzsky's Franchise Operations, LLC	Bank One 221 W 6th Street Austin, Texas 78701 Schlotzsky's Franchise Operations, LLC Operating Account Account # 656523560
	Bank One 221 W 6th Street Austin, Texas 78701 Schlotzsky's Franchise Operations, LLC Payroll Account Account # 642506299
San Felipe, LLC	Bank One 221 W 6th Street Austin, Texas 78701 San Felipe, LLC Operating Account Account # 656523586
RAD Acquisition Corp.	Bank One 221 W 6th Street Austin, Texas 78701 RAD, Inc. Operating Account Account # 656523529
Schlotzsky's Franchisor, LLC	Bank One 221 W 6th Street Austin, Texas 78701 Schlotzsky's Franchisor, LLC Operating Account Account # 638913962
	Commerce National Bank 5300 Bee Cave Road, Bldg. 2 Austin, Texas 78746 Schlotzsky's Franchisor, LLC Operating Account Account # 8003181
DFW Restaurant Transfer Corp.	Bank One 221 W 6th Street Austin, Texas 78701 DFW Transfer Corp., Inc. Operating Account Account # 656523511
Schlotzsky's Brand Products, LLC	Bank One 221 W 6th Street Austin, Texas 78701 Schlotzsky's Brand Products, LLC Operating Account Account # 656523552

EXHIBIT B
Bank Accounts

Entity	Bank Accounts
56th & 6th, Inc.	Bank One 221 W 6th Street Austin, Texas 78701 56th & 6th, Inc. Payroll Account Account # 638913871
	Bank One 221 W 6th Street Austin, Texas 78701 56th & 6th, Inc. Operating Account Account # 656523628
	Chase P.O. Box 1231 Houston, TX 77251-1231 New York Deposit Account Account # 135500736865
	Commerce 1071 Route 70 East Cherry Hill, NJ 08034-5400 New York Deposit Account Account # 7915667849
	AM South 710 NW Broad Street Murfeesborough, TN 37130 Brainerd Deposit Account Account # 42994985
	Am South 710 NW Broad Street Murfeesborough, TN 37130 Murfreesboro Deposit Account Account # 5327164837