

**UNITED STATES BANKRUPTCY COURT**

WESTERN

DISTRICT OF

TEXAS, SAN ANTONIO DIVISION

In re: Schlotsky's, Inc.  
(Name)

Debtor

Case No. 04-54504-LMC-11  
(If known)

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs.

Questions 1-18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19-25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

**DEFINITIONS**

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within the two years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. §101.

None

**1. Income from employment or operation of business**

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

	AMOUNT	SOURCE (if more than one)
Jan 1 through Dec 31, 2002	\$21,437,955	Trade revenues
Jan 1 through Dec 31, 2003	\$ 8,609,173	Trade revenues
Jan 1 through Jun 30, 2004	\$ 42,917	Trade revenues

**Note:** During the second quarter of 2003, Schlotsky's, Inc., formed new wholly-owned Delaware limited liability companies, including: Schlotsky's Franchisor, LLC ("Franchisor"); Schlotsky's Brand Products, LLC ("Brand Products"); and Schlotsky's Franchise Operations, LLC ("Franchise Operations"). On June 7, 2003, Schlotsky's contributed to Franchisor all of its intellectual property, including trademarks, and related economic interests in the payments to be received pursuant to the franchise agreements and brand licensing agreements for the Schlotsky's restaurant concept and brand. Franchisor thus became the franchisor of the Schlotsky's restaurant concept and licensor of the Schlotsky's brand. Franchisor concurrently contributed the brand licensing agreements to Brand Products. Franchisor and Brand Products entered into a management agreement with Franchise Operations to manage the intellectual property, administer the franchise and brand license agreements, and enter into additional franchise and brand agreements.

None

**2. Income other than from employment or operation of business**

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

	AMOUNT	SOURCE
Jan 1 through Dec 31, 2002	\$408,732	Interest Income
Jan 1 through Dec 31, 2003	\$139,796	Interest Income

None

**3. Payments to creditors**

a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within **90 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME & ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
SEE EXHIBIT 3a			

None

b. List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME & ADDRESS OF CREDITOR & RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
SEE EXHIBIT 3b			

**Note:** Each week, Schlotzsky's Franchisor, LLC collects funds from Schlotzsky's Brand Products, LLC's account at Bank One and also drafts accounts of all of its franchisees for franchise royalty payments based on weekly sales with the exception of those franchisees whose older franchise agreements allow payment by check (no more than 10% of all franchisees). When needed, these funds are manually transferred by Schlotzsky's, Inc.'s Accounting Department to the Schlotzsky's, Inc. ("SI") concentration account at Bank One. Schlotzsky's Restaurants, Inc. drafts each of its individual restaurants that it operates, also based on weekly sales. After Schlotzsky's Restaurants, Inc. pays its bills, excess cash is also transferred to the Schlotzsky's, Inc. Bank One account. Schlotzsky's, Inc. maintains records reflecting all amounts transferred between the Debtor entities and will provide this information upon request. Pursuant to 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 dated August 10, 2004, Debtors were allowed to continue using their consolidated Cash Management System.

None

**4. Suits and administrative proceedings, executions, garnishments and attachments**

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT & CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
SEE EXHIBIT 4			

None

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME & ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION & VALUE OF PROPERTY
Standard Federal Bank, N.A. PO Box 1707 Grand Rapids, MI 49501	June 7, 2004	Royalties from Kitchen Enterprises, Inc. and Quality First, Inc. To satisfy Standard Federal's judgment in the amount of \$322,101.04

None

**5. Repossessions, foreclosures and returns**

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME & ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION & VALUE OF PROPERTY
ADT Security Services, Inc. 140 Heimer Road, Suite 100 San Antonio, TX 78232	05/24/04	8 Indoor color domed cameras 1 Outdoor color camera with housing and mount 1 8 camera power supply 1 Color monitor 1 10 camera digital multiplexing recorder 1 DVMR lockbox 1 monitor to view back door 1 monitor mount Estimated Value Of Property
		\$11,622.00

None

**6. Assignments and receiverships**

a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME & ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None

b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME & ADDRESS OF CUSTODIAN	NAME & LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION & VALUE OF PROPERTY
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None

**7. Gifts**

List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME & ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION & VALUE OF GIFT
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SEE EXHIBIT 7

None

**8. Losses**

List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION & VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES &, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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None

**9. Payments related to debt counseling or bankruptcy**

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Haynes and Boone, LLP 901 Main Street, Suite 3100 Dallas, TX 75203-3789	As Approved By The Court	\$197,227.91 Pre-Petition Fees \$ 72,772.09 Retainer
BWK Trinity Capital Securities LLC 11755 Wilshire Blvd., Suite 2450 Los Angeles, CA 90025	Various	\$436,500 Pre-Petition Fees

None

**10. Other transfers**

List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME & ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED & VALUE RECEIVED
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None

**11. Closed financial accounts**

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME & ADDRESS OF INSTITUTION	TYPE & NUMBER OF ACCOUNT & AMOUNT OF FINAL BALANCE	AMOUNT & DATE OF SALE OR CLOSING
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SEE EXHIBIT 11

None

**12. Safe deposit boxes**

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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None

**13. Setoffs**

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME & ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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None

**14. Property held for another person**

List all property owned by another person that the debtor holds or controls.

NAME & ADDRESS OF OWNER	DESCRIPTION & VALUE OF PROPERTY	LOCATION OF PROPERTY
Bee Caves Westbank 203 Colorado Street Austin, TX 78701	Operating Account \$9,700.40	Bank One
218 Beverage Corp, Inc 203 Colorado Street, Suite 1100 Austin, TX 78701	Operating Account \$2,202.14	Bank One
Schlotsky's Regional Advertising Corp.	Operating Account \$ 7.34	Bank One

Houston Region  
203 Colorado Street  
Austin, TX 78701

The Schlotzsky's Foundation  
203 Colorado Street, Suite 1700  
Austin, TX 78701

Austin LAG  
203 Colorado Street  
Austin, TX 78701

Operating Account

\$ 563.83

ABC Bank

Operating Account

\$ 114.74

Bank One

None

**15. Prior address of debtor**

If the debtor has moved within the **two years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS

NAME USED

DATES OF OCCUPANCY

Debtor's corporate office has remained at 203 Colorado, Austin, Texas for the prior two years.

None

**16. Spouses and Former Spouses**

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the **six-year** period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

**17. Environmental Information**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None

**a.** List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and if known, the Environmental Law:

SITE NAME AND ADDRESS

NAMES AND ADDRESS OF  
GOVERNMENTAL UNIT

DATE OF NOTICE

ENVIRONMENTAL LAW

None

**b.** List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS

NAMES AND ADDRESS OF  
GOVERNMENTAL UNIT

DATE OF NOTICE

ENVIRONMENTAL LAW

None

**c.** List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAMES AND ADDRESS OF  
GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

None

**18. Nature, location and name of business**

a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was a self-employed professional within the **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within the **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting securities within the **six years** immediately preceding the commencement of this case.

NAME	TAXPAYER I.D. NUMBER	ADDRESS	NATURE OF BUSINESS	BEGINNING & ENDING DATES
See Exhibit 18a				

None

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or otherwise self-employed.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

None

**19. Books, records and financial statements**

a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME & ADDRESS	DATES SERVICE RENDERED
Matt Osburn 203 Colorado Suite 600 Austin, TX 78701	July 1996 to Current
Juan Felici, CPA, Director – Restaurant Reporting 203 Colorado Suite 600 Austin, TX 78701	August 1997 to Current

None

b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICE RENDERED
Grant Thornton	Bank One Center, Suite 500 1717 Main Street Dallas, TX 75201	2002 and 2003

None

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Matt Osburn	203 Colorado Suite 600 Austin, TX 78701

None  d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the **two years** immediately preceding the commencement of this case by the debtor.

NAME AND ADDRESS

DATE ISSUED

Schlotsky's, Inc. is a publicly traded company on the NASDAQ National Market. Debtor is unable to list all parties that may have acquired or been issued a financial statement. However, the following is a general representation of interested parties that may have received copies of the Debtor's financial statements on a periodic basis:

Various

- Various banking institutions
- Various state taxing authorities
- Interested investors
- Members of board of directors
- Debtor's counsel
- Debtor's accounting and financial consultants
- Selected vendors
- Secured creditors

None  **20. Inventories**  
 a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY  
 (Specify cost, market or other basis)

None  b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

NAME & ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

None  **21. Current Partners, Officers, Directors and Shareholders**  
 a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME & ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

None  b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME & ADDRESS

TITLE

NATURE & PERCENTAGE OF STOCK OWNERSHIP

SEE EXHIBIT 21b

None  **22. Former partners, officers, directors and shareholders**  
 a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME

ADDRESS

DATE OF WITHDRAWAL

None

b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME & ADDRESS

TITLE

DATE OF TERMINATION

SEE EXHIBIT 22b

None

**23. Withdrawals from a partnership or distributions by a corporation**

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other prerequisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT  
RELATIONSHIP TO DEBTOR

DATE & PURPOSE OF  
WITHDRAWAL

AMOUNT OF MONEY OR  
DESCRIPTION & VALUE OF PROPERTY

SEE EXHIBIT 3b

None

**24. Tax Consolidation Group**

If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the **six year period** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER

Schlotsky's, Inc.

74-2654208

None

**25. Pension Funds**

If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the **six year period** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER

Schlotsky's, Inc. 401(k) Savings Plan

74-2654208

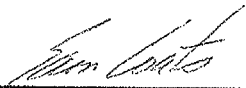


*[If completed on behalf of a partnership or corporation]*

I, declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date: September 16, 2004

Signature:

  
\_\_\_\_\_  
David Samuel Coats, President and Chief Executive Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

43 continuation sheets attached

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. § 152 and 3571*

The business of the Debtor is complex. While every effort has been made to make this Statement accurate and complete, unintentional errors or omissions may exist. In the event that errors or omissions are discovered, this Statement will be supplemented or amended, as appropriate.

**Schlotsky's, Inc.**  
**Case No: 04-54504-LMC**  
**Statement of Financial Affairs**  
**Exhibit 3a**

3a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within 90 days immediately preceding the commencement of this case.

<u>Payee</u>	<u>Address</u>	<u>Check Date</u>	<u>Amount Paid</u>	<u>Amount Still Owing</u>
401K	203 COLORADO STREET AUSTIN, TX 78701	7/28/2004	1,559.68	
		7/31/2004	1,519.31	
			<u>3,078.99</u>	0.00
			<u><u>3,078.99</u></u>	<u><u>0.00</u></u>
ADP, INC	P.O. BOX 78415 PHOENIX, AZ 85062-8415	5/6/2004	225.48	
		5/12/2004	598.18	
		5/20/2004	171.63	
		5/27/2004	582.06	
		6/9/2004	793.95	
		6/17/2004	760.09	
		7/8/2004	795.22	
		7/22/2004	822.53	
	<u>4,749.14</u>	<u>809.95</u>		
	<u><u>4,749.14</u></u>	<u><u>809.95</u></u>		
ADVANTAGE PROFESSIONAL COMMUNICATIONS	1808 PRAIRIE STAR LANE ROUND ROCK, TX 78664	5/6/2004	476.30	
		5/20/2004	173.20	
		6/3/2004	86.60	
		6/9/2004	259.80	
		6/17/2004	43.30	
		6/30/2004	303.10	
		7/15/2004	173.20	
	<u>1,515.50</u>	<u>822.70</u>		
	<u><u>1,515.50</u></u>	<u><u>822.70</u></u>		

**Schlotzsky's, Inc.**  
**Case No: 04-54504-LMC**  
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**Exhibit 3a**

3a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within 90 days immediately preceding the commencement of this case.

<u>Payee</u>	<u>Address</u>	<u>Check Date</u>	<u>Amount Paid</u>	<u>Amount Still Owing</u>
AFCO	DEPT 0809 P.O BOX 120001 DALLAS, TX 75312-0809	5/12/2004	20,999.01	
		6/1/2004	86,496.26	
		6/16/2004	20,999.01	
		7/8/2004	104,995.05	
			<u>233,489.33</u>	<u>0.00</u>
AIKEN, KING V.	301 SUNSET BLVD. CARROLLTON, GA 30117	5/6/2004	715.17	
		5/12/2004	696.71	
		5/20/2004	341.52	
		6/9/2004	255.75	
		6/17/2004	415.50	
		6/30/2004	143.25	
		7/8/2004	491.14	
		7/29/2004	365.25	
		7/29/2004	785.86	
			<u>4,210.15</u>	<u>0.00</u>
AMERICAN EXPRESS (DARRELL KOL)	P.O. BOX 650448 DALLAS, TX 75265-0448	5/6/2004	10,360.85	
		6/3/2004	7,545.05	
		6/25/2004	4,224.39	
		7/15/2004	1,775.61	
			<u>23,905.90</u>	<u>0.00</u>

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**3a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within 90 days immediately preceding the commencement of this case.**

<u>Payee</u>	<u>Address</u>	<u>Check Date</u>	<u>Amount Paid</u>	<u>Amount Still Owing</u>
AMERICAN EXPRESS (KLEPAC)	P.O. BOX 640448 DALLAS, TX 75265-0448	5/12/2004	4,433.25	
		6/17/2004	5,852.10	
		6/25/2004	44.85	
		6/30/2004	2,354.81	
		7/15/2004	694.72	
		7/22/2004	1,599.56	
			<u>14,979.29</u>	<u>0.00</u>
AMERICAN EXPRESS BUSINESS FINANCE	P.O. BOX 660631 DALLAS, TX 75266-0631	5/12/2004	10,186.11	
		6/16/2004	10,186.11	
			<u>20,372.22</u>	<u>409,579.11</u>
AMERICAN RELOCATION & STORAGE	15601 LONG VISTA DRIVE, #100 AUSTIN, TX 78728	5/27/2004	614.80	
			<u>614.80</u>	<u>0.00</u>
AT&T WIRELESS (8220)	P.O. BOX 8220 AURORA, IL 60572-8220	5/6/2004	827.41	
		6/3/2004	790.98	
		6/30/2004	781.98	
			<u>2,400.37</u>	<u>1,082.17</u>

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<u>Payee</u>	<u>Address</u>	<u>Check Date</u>	<u>Amount Paid</u>	<u>Amount Still Owing</u>
AVIS RENT A CAR SYSTEM INC.	7876 COLLECTIONS CENTER DR. CHICAGO, IL 60693	6/4/2004	1,000.00	
			<u>1,000.00</u>	<u>7,414.69</u>
BAQUERA, RICK	11204 MIDBURY COURT AUSTIN, TX 78748	5/6/2004	95.93	
		6/17/2004	95.88	
		6/30/2004	939.96	
		7/15/2004	1,678.89	
		7/29/2004	727.87	
			<u>3,538.53</u>	<u>0.00</u>
BARTON CREEK RESORT & CLUB	8212 BARTON CREEK DRIVE AUSTIN, TX 78735	6/4/2004	640.00	
		6/7/2004	1,134.80	
			<u>1,774.80</u>	<u>0.00</u>
BEDNARSKI, FRED	1907 APRICOT GLEN AUSTIN, TX 78746	6/25/2004	108.01	
		7/15/2004	780.86	
			<u>888.87</u>	<u>0.00</u>
BEST FULFILLMENT CENTER	3101 INDUSTRIAL TERRACE SUITE 106 AUSTIN, TX 78758	5/28/2004	1,977.50	
			<u>1,977.50</u>	<u>2,791.67</u>

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BESTLINE	500 CAPITAL OF TEXAS HWY NORTH BUILDING 8 SUITE 200 AUSTIN, TX 78746-3335			
		5/6/2004	4,030.72	
		5/27/2004	4,072.79	
		6/30/2004	3,492.49	
			<u>11,596.00</u>	<u>3,065.38</u>
BUCKNER, JUSTIN	4972 WEST MCGINNIS LANE WEST JORDAN, UT 84088			
		5/6/2004	103.04	
		6/30/2004	528.17	
			<u>631.21</u>	<u>0.00</u>
CAIN, CHARLIE	32407 ANGLER PARK CONROE, TX 77385			
		5/6/2004	151.13	
		5/12/2004	163.58	
		5/20/2004	41.00	
		5/27/2004	57.00	
		6/3/2004	102.75	
		6/9/2004	163.58	
		6/25/2004	60.38	
		6/30/2004	136.89	
		7/29/2004	995.50	
		7/30/2004	65.06	
			<u>1,936.87</u>	<u>0.00</u>

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CANTEY & HANGER LLP	400 WEST 15TH ST. SUITE 200 AUSTIN, TX 78701	5/6/2004	2,000.00	
			2,000.00	5,547.24
CARRANZA-CAVAZOS, MELISSA	7922 EUDORA LANE AUSTIN, TX 78747	5/27/2004	325.48	
		6/29/2004	313.79	
		7/30/2004	228.87	
			868.14	0.00
CCH INCORPORATED	P.O. BOX 4307 CAROL STREAM, IL 60197-4307	6/10/2004	1,302.25	
			1,302.25	0.00
CITY OF AUSTIN UTILITIES(2267)	P.O. BOX 2267 AUSTIN, TX 78783-2267	5/20/2004	4,739.67	
		5/27/2004	82.11	
		6/17/2004	5,625.29	
		6/25/2004	71.21	
		7/15/2004	6,598.31	
	17,116.59	7,152.80		
CLERK, SUPREME COURT	P.O. BOX 149301 AUSTIN, TX 78714-9301	5/27/2004	1,570.00	
			1,570.00	0.00

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CNA GROUP BENEFITS	75 REMITTANCE DRIVE SUITE 1641 CHICAGO, IL 60675	5/12/2004	3,817.99	
		6/17/2004	3,760.98	
			7,578.97	0.00
CONVENIENCE OFFICE SUPPLY	2210 DENTON DRIVE STE #105 AUSTIN, TX 78758	7/29/2004	2,674.06	
			2,674.06	2,620.84
DANA SHELTON (WRITER/PRODUCER)	8433 SEA ASH CIRCLE ROUND ROCK, TX 78681	5/12/2004	1,705.00	
			1,705.00	0.00
DELAWARE SECRETARY OF STATE	DIVISION OF CORPORATIONS P.O. BOX 74072 BALTIMORE, MD 21274-4072	5/20/2004	150.00	
		5/20/2004	200.00	
		5/20/2004	200.00	
		5/20/2004	200.00	
			750.00	0.00
EARTHLINK-MINDSPRING	2 NORTH SECOND STREET PLAZA A SAN JOSE, CA 95113-1310	5/20/2004	1,105.00	
		7/15/2004	1,105.00	
			2,210.00	1,105.00

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EDSON, HOWARD	11100 READVILL LANE AUSTIN, TX 78739	5/11/2004	220.78	
		5/12/2004	346.35	
		5/20/2004	481.75	
		5/27/2004	247.90	
		6/3/2004	300.00	
		6/9/2004	482.17	
		6/17/2004	234.28	
		6/25/2004	625.46	
			2,938.69	0.00
EHLERS COMPANY, INC	13740 RESEARCH BLVD BLDG O #3 AUSTIN, TX 78750	6/9/2004	939.61	
			939.61	0.00
ENGELKING KOZMETSKY COMMUNICAT	PO BOX 50550 AUSTIN, TX 78763	5/28/2004	6,390.00	
			6,390.00	48,225.79
			6,390.00	48,225.79
ENTERPRISE RENT-A-CAR	701 E. BEN WHITE BLVD AUSTIN, TX 78704	5/12/2004	2,040.47	
		6/30/2004	2,074.72	
		7/29/2004	2,367.00	
			6,482.19	0.00
		6,482.19	0.00	

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F&M BANK (WISCONSIN)	LOAN DEPARTMENT P.O. BOX 1790 FLINT, MI 48501-1790	5/12/2004	8,903.51	
		6/16/2004	8,903.51	
			17,807.02	897,014.51
FELICI, JUAN	2203 B WALSH TARLTON AUSTIN, TX 78746	6/30/2004	615.94	
			615.94	0.00
FLEISHMAN-HILLARD INC.	ATTN: LARRY TURNER 200 N. BROADWAY ST. LOUIS, MO 63102	5/20/2004	5,560.00	
			5,560.00	27,294.17

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FLEX EBIA	203 COLORADO STREET AUSTIN, TX 78701	5/5/2004	3,448.00	
		5/12/2004	3,684.26	
		5/19/2004	2,218.06	
		5/26/2004	2,298.02	
		6/2/2004	2,146.41	
		6/9/2004	1,211.82	
		6/16/2004	3,552.77	
		6/23/2004	1,022.50	
		6/30/2004	2,783.45	
		7/7/2004	1,235.16	
		7/14/2004	1,183.67	
		7/21/2004	1,846.47	
		7/28/2004	4,977.16	
			<u>31,607.75</u>	<u>0.00</u>
FRANCHISE CONSULTING GROUP	1801 CENTURY PARK EAST SUITE 2400 LOS ANGELES, CA 90067	6/28/2004	29,802.09	
			<u>29,802.09</u>	<u>7,000.00</u>
GENOVESE, JOBLOVE & BATTISTA, P.A.	BANK OF AMERICA TOWER 100 SOUTHEAST SECOND ST. 36TH MIAMI, FL 33131	5/28/2004	894.77	
			<u>894.77</u>	<u>7,332.46</u>

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GERNSBACHER'S INC	LOCKBOX #890532 DEPT 532 P.O. BOX 120532 DALLAS, TX 75312-0532	6/1/2004	12,929.47	
			<u>12,929.47</u>	<u>12,929.47</u>
GIFT CERTIFICATES	203 COLORADO STREET AUSTIN, TX 78701	6/30/2004	2,910.00	
		6/30/2004	6,000.00	
		7/31/2004	25.00	
		7/31/2004	25.00	
			<u>8,960.00</u>	<u>0.00</u>
GOLDEN, JOHNNY	1106 TERRIER COVE ROUND ROCK, TX 78664	5/12/2004	79.75	
		6/9/2004	240.79	
		6/30/2004	367.60	
		7/8/2004	1,053.20	
		7/15/2004	300.20	
		7/29/2004	887.01	
			<u>2,928.55</u>	<u>0.00</u>
GRANT THORNTON	1445 ROSS AVENUE SUITE 3600 DALLAS, TX 75202	6/15/2004	46,343.00	
			<u>46,343.00</u>	<u>57,678.00</u>

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GREATER AUSTIN CHAMBER OF COMM	PO BOX 1967 AUSTIN, TX 78767	5/27/2004	1,297.50	
			<u>1,297.50</u>	<u>0.00</u>
HANCE, SCARBOROUGH, WRIGHT	111 CONGRESS AVE. SUITE 500 AUSTIN, TX 78701	6/1/2004	8,872.92	
			<u>8,872.92</u>	<u>81,549.36</u>
HARRIS TRUST AND SAVINGS BANK	700 LOUISIANA ST., SUITE 3350 HOUSTON, TX 77002	5/26/2004	800.00	
			<u>800.00</u>	<u>0.00</u>
HAYNES AND BOONE, LLP	P.O. BOX 841399 DALLAS, TX 75284-1399	5/27/2004	20,006.50	
		6/25/2004	20,000.00	
		7/8/2004	25,000.00	
		7/16/2004	35,000.00	
		7/23/2004	25,000.00	
		7/30/2004	165,000.00	
			<u>290,006.50</u>	<u>0.00</u>
HYATT REGENCY DFW AIRPORT	P.O. BOX 200210 DALLAS, TX 75320-0210	6/9/2004	1,116.88	
			<u>1,116.88</u>	<u>1,116.88</u>

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IBM CORPORATION (DALLAS)	ATTN: R.S. STAHEL 1507 LBJ FREEWAY DALLAS, TX 75234	6/1/2004	16,200.00	
			<u>16,200.00</u>	<u>32,400.00</u>
IOS CAPITAL, INC	P.O. BOX 650016 DALLAS, TX 75265-0016	6/1/2004	10,337.47	
			<u>10,337.47</u>	<u>0.00</u>
IRON MOUNTAIN, INC.	P.O. BOX 915004 DALLAS, TX 75391-5004	6/10/2004	1,419.88	
		6/16/2004	2,932.08	
		6/25/2004	1,564.06	
			<u>5,916.02</u>	<u>8,759.80</u>
JANI-KING OF AUSTIN, INC	11940 JOLLYVILLE ROAD SUITE 220 SOUTH AUSTIN, TX 78759	5/6/2004	2,399.98	
		6/10/2004	1,687.12	
		7/15/2004	1,524.74	
			<u>5,611.84</u>	<u>6,098.96</u>
JANITOR'S WAREHOUSE	2701 GATTIS SCHOOL ROAD BLDG C., SUITE #101 ROUND ROCK, TX 78664	5/20/2004	237.88	
		6/3/2004	332.71	
		6/30/2004	218.11	
			<u>788.70</u>	<u>224.26</u>

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JENKENS & GILCHRIST, P.C	P.O. BOX 842552 DALLAS, TX 75284-2552	5/28/2004	3,249.90	
			<u>3,249.90</u>	<u>44,327.58</u>
JOHN LANGFORD	4930 BURNET ROAD SUITE 200 AUSTIN, TX 78756	5/13/2004	1,576.36	
			<u>1,576.36</u>	<u>0.00</u>
KAT & DOG STUDIO	1200 STAGECOACH RANCH RD DRIPPING SPRINGS, TX 78620	5/6/2004	5,089.25	
		5/20/2004	1,858.75	
			<u>6,948.00</u>	<u>0.00</u>
MARRIOTT WARDMAN PARK HOTEL	ATTN: TED BERNSTEN 2660 WOODLEY RD, NW WASHINGTON, DC 20008	6/1/2004	29,890.26	
			<u>29,890.26</u>	<u>234,937.26</u>
MARSH USA, INC.	P.O. BOX 973778 DALLAS, TX 75397-3778	6/25/2004	3,988.00	
			<u>3,988.00</u>	<u>13,251.00</u>
MCLAUGHLIN, RYAN	9101 OLD CEDAR AVE APT 406 BLOOMINGTON, MN 55425	6/17/2004	367.14	
		7/8/2004	284.50	
			<u>651.64</u>	<u>0.00</u>

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MED/DEN EBIA	203 COLORADO STREET AUSTIN, TX 78701	5/9/2004	34,881.55	
		5/16/2004	9,531.06	
		5/23/2004	16,478.29	
		6/6/2004	21,078.81	
		6/13/2004	27,043.52	
		6/20/2004	7,217.58	
		6/27/2004	8,272.62	
		7/5/2004	7,160.41	
		7/11/2004	20,803.65	
		7/18/2004	10,725.90	
		7/25/2004	12,185.78	
		8/1/2004	18,140.46	
			<u>193,519.63</u>	<u>0.00</u>
MULLENAUX, RAY	6800 MCNEIL DRIVE. #617 AUSTIN, TX 78729	5/6/2004	1,207.20	
		7/29/2004	393.56	
			<u>1,600.76</u>	<u>0.00</u>
MULTI IMAGE GROUP, INC.	ATTN: JIM BALENTINE 1080 HOLLAND DR BOCA ROTON, FL 33487	6/10/2004	10,000.00	
			<u>10,000.00</u>	<u>40,986.30</u>

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NELDA WELLS SPEAR TAX COLLECTO	P.O. BOX 149004 AUSTIN, TX 78714-9004	5/28/2004	22,911.31	
		7/1/2004	36,385.00	
			<u>59,296.31</u>	<u>9,787.02</u>
			<u><u>59,296.31</u></u>	<u><u>9,787.02</u></u>
NEOPOST	P.O. BOX 45800 SAN FRANCISCO, CA 94145-0800	5/18/2004	500.00	
		5/20/2004	140.61	
		5/28/2004	500.00	
		6/7/2004	500.00	
		6/11/2004	500.00	
		6/16/2004	600.00	
		6/29/2004	500.00	
			<u>3,240.61</u>	<u>0.00</u>
			<u><u>3,240.61</u></u>	<u><u>0.00</u></u>
NEOPOST LEASING	P.O. BOX 45822 SAN FRANCISCO, CA 94145-0822	5/20/2004	360.05	
		6/21/2004	360.05	
			<u>720.10</u>	<u>0.00</u>
	<u><u>720.10</u></u>	<u><u>0.00</u></u>		
OGLETREE, DEAKINS, NASH, SMOAK & STEWART	P.O. BOX 101860 ATLANTA, GA 30392-1860	7/16/2004	2,000.00	
			<u>2,000.00</u>	<u>44,960.22</u>
			<u><u>2,000.00</u></u>	<u><u>44,960.22</u></u>

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ORIGINAL DEVELOPMENT GROUP,LLC	1300 NORTH MCCLINTOCK BUILDING C - 6 CHANDLER, AZ 85226	5/12/2004	27,000.00	
		6/16/2004	27,000.00	
			54,000.00	27,000.00
RACKSPACE MANAGED HOSTING	P.O. BOX 671337 DALLAS, TX 75267-1337	6/3/2004	1,203.74	
		6/17/2004	713.07	
			1,916.81	148.26
REGIONS BANK OF ROME	P.O. BOX 1129 GAINESVILLE, GA 30162-5267	5/10/2004	6,041.67	
		5/10/2004	6,041.67	
		5/10/2004	6,847.22	
		6/8/2004	6,041.61	
		6/8/2004	6,041.61	
		6/8/2004	6,847.16	
			37,860.94	2,250,244.00
RENAISSANCE CONSULTING GROUP, INC	2121 SAN JACINTO STREET STE. 870 DALLAS, TX 75201	8/2/2004	20,000.00	
			20,000.00	0.00
RICHARD MUNOZ	3201 CENTURY PARK BLVD. #325 AUSTIN, TX 78727	6/22/2004	805.00	
			805.00	0.00

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RIGSBY, ROBERT	P.O. BOX 616 LAWRENCEBURG, TN 38464	5/6/2004	292.80	
		5/27/2004	313.53	
			606.33	0.00
ROBERT C. HUFFMAN	400 RUTLEDGE WYLIE, TX 75098	6/4/2004	1,000.00	
		7/8/2004	1,000.00	
			2,000.00	0.00
SCHLOTZSKY'S FOUNDATION	203 COLORADO STREET AUSTIN, TX 78701	5/19/2004	6,000.00	
			6,000.00	6,500.00
SCHLOTZSKY'S FRANCHISE OPERATIONS	203 COLORADO STREET AUSTIN, TX 78701	5/6/2004	23,983.93	
		7/1/2004	34,631.39	
			58,615.32	0.00
SCHLOTZSKY'S FRANCHISOR, LLC	203 COLORADO STREET AUSTIN, TX 78701	7/1/2004	10,062.70	
			10,062.70	0.00
SCHLOTZSKY'S NAMF FUNDING, LLC	203 COLORADO STREET AUSTIN, TX 78701	7/1/2004	2,974.96	
			2,974.96	0.00

**Schlotsky's, Inc.**  
**Case No: 04-54504-LMC**  
**Statement of Financial Affairs**  
**Exhibit 3a**

**3a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within 90 days immediately preceding the commencement of this case.**

<u>Payee</u>	<u>Address</u>	<u>Check Date</u>	<u>Amount Paid</u>	<u>Amount Still Owing</u>
SCHLOTZSKY'S NAMF, INC	203 COLORADO STREET AUSTIN, TX 78701	6/30/2004	33,630.78	
		7/8/2004	19.67	
			33,650.45	0.00
SOFTCHOICE CORPORATION	P.O. BOX 18892 NEWARK, NJ 07191-8892	6/4/2004	1,174.33	
			1,174.33	1,174.32
STATE BANK	12730 RESEARCH BLVD. AUSTIN, TX 78720	5/5/2004	20,920.00	
		5/5/2004	30,450.91	
		5/26/2004	3,652.70	
		6/3/2004	20,920.00	
		6/3/2004	30,450.91	
		6/28/2004	3,652.70	
			110,047.22	4,509,760.00
TAXATION & REVENUE DEPARTMENT	P.O. BOX 25128 SANTE FE, NM 87504-5127	6/25/2004	854.02	
		6/25/2004	898.76	
		6/25/2004	1,086.70	
			2,839.48	103.60

**Schlotsky's, Inc.**  
**Case No: 04-54504-LMC**  
**Statement of Financial Affairs**  
**Exhibit 3a**

3a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within 90 days immediately preceding the commencement of this case.

<u>Payee</u>	<u>Address</u>	<u>Check Date</u>	<u>Amount Paid</u>	<u>Amount Still Owing</u>
TEXAS COFFEE TRADERS, INC.	1400 EAST 4TH STREET AUSTIN, TX 78702	6/1/2004	5,000.00	
		7/23/2004	5,000.00	
			<u>10,000.00</u>	<u>15,309.00</u>
TEXAS STATE COMPTROLLER	P. O. BOX 13528 AUSTIN, TX 78711-3528	5/27/2004	1,590.00	
			<u>1,590.00</u>	<u>0.00</u>
THE HARTFORD	P.O. BOX 2907 HARTFORD, CT 06104-2907	5/12/2004	679.81	
		6/17/2004	678.34	
			<u>1,358.15</u>	<u>0.00</u>
THE HARTFORD (HEALTH)	75 REMITTANCE DR. SUITE 1641 CHICAGO, IL 60675	7/21/2004	3,533.82	
			<u>3,533.82</u>	<u>0.00</u>
THE PAUL REVERE LIFE INS CO	P.O. BOX 740590 ATLANTA, GA 30374-0590	5/27/2004	454.17	
		6/9/2004	454.17	
		7/29/2004	128.24	
			<u>1,036.58</u>	<u>0.00</u>

**Schlotzsky's, Inc.**  
**Case No: 04-54504-LMC**  
**Statement of Financial Affairs**  
**Exhibit 3a**

3a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within 90 days immediately preceding the commencement of this case.

<u>Payee</u>	<u>Address</u>	<u>Check Date</u>	<u>Amount Paid</u>	<u>Amount Still Owing</u>
THE PRINCIPAL FINANCIAL GROUP	PO BOX 2000 MASON CITY , IA 50402-2000	5/14/2004	13,015.96	
		5/31/2004	12,626.74	
		6/15/2004	12,273.55	
		6/30/2004	10,576.82	
		7/15/2004	9,480.71	
		7/28/2004	2,849.81	
		7/30/2004	8,807.23	
		7/31/2004	2,663.11	
			<u>72,293.93</u>	<u>0.00</u>
THIRD AND COLORADO LP	C/O BONNER CARRINGTON CORP 203 COLORADO STREET AUSTIN, TX 78701	5/12/2004	14,550.00	
		6/1/2004	44,960.45	
		7/1/2004	7,725.00	
		7/1/2004	44,960.45	
		7/9/2004	7,725.00	
		7/14/2004	7,650.00	
			<u>127,570.90</u>	<u>47,210.45</u>

**Schlotzsky's, Inc.**  
**Case No: 04-54504-LMC**  
**Statement of Financial Affairs**  
**Exhibit 3a**

3a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within 90 days immediately preceding the commencement of this case.

<u>Payee</u>	<u>Address</u>	<u>Check Date</u>	<u>Amount Paid</u>	<u>Amount Still Owing</u>
THOMAS DEVELOPMENT CORP	3922-A WOODBURY DR AUSTIN, TX 78704	5/12/2004	23,835.83	
		5/20/2004	1,022.20	
		5/31/2004	300.93	
		6/14/2004	23,796.75	
		7/23/2004	24,566.17	
			<u>73,521.88</u>	<u>1,654,441.63</u>
TILLEY, LOUIS	701 BUFFALO SPRINGS ALLEN, TX 75013	5/20/2004	300.12	
		5/27/2004	278.81	
		6/17/2004	775.57	
		6/30/2004	348.19	
		7/15/2004	751.61	
			<u>2,454.30</u>	<u>0.00</u>
TRAMMELL CROW COMPANY, INC.	PO BOX 2176 AUSTIN, TX 78768-2176	6/1/2004	2,290.24	
		7/23/2004	2,404.75	
			<u>4,694.99</u>	<u>2,207.70</u>

**Schlotsky's, Inc.**  
**Case No: 04-54504-LMC**  
**Statement of Financial Affairs**  
**Exhibit 3a**

3a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within 90 days immediately preceding the commencement of this case.

<u>Payee</u>	<u>Address</u>	<u>Check Date</u>	<u>Amount Paid</u>	<u>Amount Still Owing</u>
TRINITY CAPITAL SECURITIES, LLC	11755 WILSHIRE BLVD. SUITE 2450 LOS ANGELES, CA 90025	5/7/2004	22,500.00	
		5/14/2004	22,500.00	
		5/21/2004	22,500.00	
		5/28/2004	22,500.00	
		6/4/2004	22,500.00	
		6/25/2004	22,500.00	
		6/28/2004	20,647.15	
		7/23/2004	9,191.72	
		7/30/2004	144,000.00	
				308,838.87
UNISHIPPERS	1106 CLAYTON LANE SUITE 230W AUSTIN, TX 78723	5/20/2004	984.57	
		6/3/2004	244.38	
		6/17/2004	150.58	
		6/25/2004	104.70	
		6/30/2004	154.65	
		7/15/2004	484.08	
				2,122.96
VEGA, FRED	2204 DESCO DRIVE AUSTIN, TX 78748	6/25/2004	1,258.03	
			1,258.03	0.00

**Schlotsky's, Inc.**  
**Case No: 04-54504-LMC**  
**Statement of Financial Affairs**  
**Exhibit 3a**

3a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within 90 days immediately preceding the commencement of this case.

<u>Payee</u>	<u>Address</u>	<u>Check Date</u>	<u>Amount Paid</u>	<u>Amount Still Owing</u>
WELLS FARGO BANK NEBRASKA, NA	ATTN: JAMES D. BISHOP MANAGER P.O. BOX 82408 LINCOLN, NE 68501	6/1/2004	22,924.17	
			<u>22,924.17</u>	<u>156,150.00</u>
WIGGIN & DANA LLP	ONE CENTURY TOWER P.O. BOX 1832 NEW HAVEN, CT 06508-1832	5/12/2004	26,605.32	
		6/16/2004	26,605.32	
			<u>53,210.64</u>	<u>416,347.96</u>
WINTHROP RESOURCES CORP.	P.O. BOX 0650 HOPKINS, MN 55343-0650	6/1/2004	32,042.26	
			<u>32,042.26</u>	<u>96,129.93</u>
		<b>GRAND TOTAL</b>	<u>2,263,267.98</u>	

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS (SAN ANTONIO DIVISION)

SCHLOTZSKY'S, INC.  
CASE NO. 04-54504-LMC-11

**STATEMENT OF FINANCIAL AFFAIRS**

**3b. Payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders.**

Name & Address of Creditor & Relationship to Debtor	Check Date	Description	Amount Paid	Amount Still Owing
<b>Applbaum, Jennifer</b> 4285 Olde Mille Lane Atlanta, GO 30342 Former Employee Relative of Joyce Cates, Officer of SFO	8/21/2003	Expense Reimbursement	4,801.84	
	8/28/2003	Expense Reimbursement	1,776.86	
	9/26/2003	Expense Reimbursement	325.45	
	10/31/2003	Expense Reimbursement	91.13	
	11/14/2003	Expense Reimbursement	175.87	
	12/12/2003	Expense Reimbursement	114.30	
	1/30/2004	Expense Reimbursement	1,949.88	
4/29/2004	Expense Reimbursement	159.48		
			9,394.81	0.00
<b>Cadenhead, Gary M.</b> 13906 Lone Rider Trail Austin, TX 78738 Director	6/1/2004	Director Compensation	2,000.00	
	6/7/2004	Director Compensation	4,500.00	
	6/17/2004	Director Compensation	3,500.00	
	7/6/2004	Director Compensation	10,500.00	
	7/29/2004	Director Compensation	17,500.00	
			38,000.00	0.00
<b>Cates, Joyce</b> 5604 Southwest Parkway #3732 Austin, TX 78735 Former	8/14/2003	Expense Reimbursement	7,983.42	
	8/21/2003	Expense Reimbursement	3,304.76	
	8/28/2003	Expense Reimbursement	256.65	
	4/1/2004	Expense Reimbursement	551.54	
			12,096.37	0.00
<b>Coats, David Samuel</b> 2 Grantley Court Dallas, TX 75230 President, CEO & Director		Payroll 6/17/2004 - 7/31/2004	28,846.40	
	6/30/2004	Expense Reimbursement	667.78	
	7/8/2004	Expense Reimbursement	2,562.89	
	7/22/2004	Expense Reimbursement	394.78	
	7/29/2004	Expense Reimbursement	605.38	
			33,077.23	0.00
<b>Erickson, Stephen E.</b> 3306 Kerbey Lane Austin, TX 78703 Associate General Counsel		Payroll 8/1/03 - 7/31/04	116,874.92	
	11/21/2003	Expense Reimbursement	40.00	
	1/15/2004	Expense Reimbursement	180.00	
	4/1/2004	Expense Reimbursement	46.44	
	5/20/2004	Expense Reimbursement	221.17	
	7/15/2004	Expense Reimbursement	131.94	
7/30/2004	Expense Reimbursement	147.95		
			117,642.42	0.00
<b>Furlow, Jessica</b> 121-A Chestnut Ridge Dripping Springs, TX 78620 Former Employee Relative of Joyce Cates, Officer of SFO	8/8/2003	Expense Reimbursement	800.00	
	8/14/2003	Expense Reimbursement	57.70	
	8/21/2003	Expense Reimbursement	72.96	
	10/10/2003	Expense Reimbursement	678.00	
	10/31/2003	Expense Reimbursement	57.60	
	4/1/2004	Expense Reimbursement	74.28	
			1,740.54	0.00

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS (SAN ANTONIO DIVISION)

SCHLOTZSKY'S, INC.  
CASE NO. 04-54504-LMC-11

Name & Address of Creditor & Relationship to Debtor	Check Date	Description	Amount Paid	Amount Still Owing
<b>King, Darrell R.</b> 11407 Maidenstone Drive Austin, TX 78759 Secretary, Director, Risk Management and Compliance Manager		Payroll 8/1/03 - 7/31/04	70,937.50	
	8/14/2003	Expense Reimbursement	200.00	
	8/28/2003	Expense Reimbursement	524.74	
	10/10/2003	Expense Reimbursement	701.84	
	4/15/2004	Expense Reimbursement	90.00	
	5/6/2004	Expense Reimbursement	214.61	
	6/17/2004	Expense Reimbursement	686.06	
	7/8/2004	Expense Reimbursement	154.88	
			73,509.63	0.00
<b>Klepac, Alice</b> 1175 Miss Kimberly's Lane Pflugerville, TX 78660 Vice President - Human Resources		Payroll 8/1/03 - 7/31/04	92,500.08	
	10/8/2003	Expense Reimbursement	138.72	
	11/21/2003	Expense Reimbursement	1,235.13	
	1/2/2004	Expense Reimbursement	45.81	
	5/12/2004	Expense Reimbursement	1,500.00	
	7/30/2004	Expense Reimbursement	151.88	
			95,571.62	0.00
<b>Kolinek, Darrell</b>  1804 Dayflower Trace Cedar Park, TX 78613 Senior Vice President - Restaurant Operations		Payroll 8/1/03 - 7/31/04	160,999.92	
		Payment of 4 weeks of Vacation Accrual	12,384.62	
	8/14/2003	Expense Reimbursement	310.33	
	8/28/2003	Expense Reimbursement	280.06	
	10/10/2003	Expense Reimbursement	121.05	
	10/31/2003	Expense Reimbursement	85.60	
	11/6/2003	Expense Reimbursement	131.29	
	12/12/2003	Expense Reimbursement	129.82	
	12/12/2003	Expense Reimbursement	1,356.70	
	1/2/2004	Expense Reimbursement	123.02	
	1/30/2004	Expense Reimbursement	181.40	
	2/12/2004	Expense Reimbursement	237.69	
	3/17/2004	Expense Reimbursement	122.85	
	4/1/2004	Expense Reimbursement	124.33	
	5/6/2004	Expense Reimbursement	217.75	
	6/3/2004	Expense Reimbursement	129.18	
	6/25/2004	Expense Reimbursement	99.75	
	6/30/2004	Expense Reimbursement	127.25	
	7/29/2004	Expense Reimbursement	125.94	
				177,288.55
<b>Kolinek, Linda</b> 1804 Dayflower Trace Cedar Park, TX 78613 Former Employee Relative of Darrell Kolinek, Office of SI		Payroll 8/1/03 - 7/6/04	79,340.80	
		Payment of 4 weeks 2003 Vacation Accrual	6,548.07	
		Payment of 2004 Vacation Accrual Balance	4,911.06	
	8/28/2003	Expense Reimbursement	78.11	
	9/26/2003	Expense Reimbursement	381.04	
	10/10/2003	Expense Reimbursement	69.04	
	10/31/2003	Expense Reimbursement	86.25	
	11/21/2003	Expense Reimbursement	338.40	
	12/12/2003	Expense Reimbursement	711.06	
	1/2/2004	Expense Reimbursement	100.77	
	3/17/2004	Expense Reimbursement	75.65	
	4/29/2004	Expense Reimbursement	339.59	
	6/17/2004	Expense Reimbursement	88.29	
	7/15/2004	Expense Reimbursement	52.01	
	7/22/2004	Expense Reimbursement	25.18	
			93,145.32	0.00

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS (SAN ANTONIO DIVISION)

SCHLOTZSKY'S, INC.  
CASE NO. 04-54504-LMC-11

Name & Address of Creditor & Relationship to Debtor	Check Date	Description	Amount Paid	Amount Still Owing
<b>Landers, Monica</b>				
20087 Vallejo	12/4/2003	Expense Reimbursement	869.18	
Austin, TX 78757	12/17/2003	Expense Reimbursement	770.61	
Vice President -	1/8/2004	Expense Reimbursement	183.52	
Corporate Communications	1/30/2004	Expense Reimbursement	770.00	
	3/11/2004	Expense Reimbursement	373.40	
	3/25/2004	Expense Reimbursement	123.15	
	4/1/2004	Expense Reimbursement	1,031.93	
	6/17/2004	Expense Reimbursement	73.66	
			4,195.45	0.00
<b>Leady, Vickie G.</b>				
5112 Jacobs Creek Court		Payroll 8/1/03 - 7/31/04	136,500.00	
Austin, TX 78749	9/5/2003	Expense Reimbursement	105.70	
Assitant Secretary	9/19/2003	Expense Reimbursement	231.40	
	9/26/2003	Expense Reimbursement	132.42	
	11/6/2003	Expense Reimbursement	2,766.00	
	11/14/2003	Expense Reimbursement	1,055.00	
	11/21/2003	Expense Reimbursement	157.94	
	1/2/2004	Expense Reimbursement	643.61	
	1/30/2004	Expense Reimbursement	71.46	
	2/19/2004	Expense Reimbursement	65.47	
	2/26/2004	Expense Reimbursement	705.49	
	3/17/2004	Expense Reimbursement	2,071.78	
	3/25/2004	Expense Reimbursement	276.69	
	4/1/2004	Expense Reimbursement	94.34	
	4/8/2004	Expense Reimbursement	176.89	
	4/15/2004	Expense Reimbursement	82.84	
	4/22/2004	Expense Reimbursement	675.65	
	5/27/2004	Expense Reimbursement	161.77	
	6/17/2004	Expense Reimbursement	231.86	
	6/25/2004	Expense Reimbursement	61.77	
	6/30/2004	Expense Reimbursement	331.70	
	7/29/2004	Expense Reimbursement	240.63	
	7/30/2004	Expense Reimbursement	63.09	
			146,903.50	0.00
<b>Mabley, Lou</b>				
4604 Eagle Feather	9/19/2003	Expense Reimbursement	273.82	
Austin, TX 78735	12/17/2003	Expense Reimbursement	990.15	
Vice President -	5/6/2004	Expense Reimbursement	188.99	
Marketing and Advertising			1,452.96	0.00
<b>Mouthaan, Floor</b>				
Sparrenlaan 9	8/28/2003	Director Compensation	2,000.00	
Soest, The Netherlands 3768 BG	9/15/2003	Director Compensation	2,000.00	
Director	10/1/2003	Director Compensation	2,000.00	
	10/31/2003	Director Compensation	6,000.00	
	11/3/2003	Director Compensation	2,000.00	
	11/26/2003	Director Compensation	2,000.00	
	12/4/2003	Expense Reimbursement	5,330.00	
	1/5/2004	Director Compensation	2,000.00	
	1/14/2004	Expense Reimbursement	2,500.00	
	1/14/2004	Director Compensation	3,000.00	
	1/30/2004	Director Compensation	2,000.00	
	1/30/2004	Expense Reimbursement	265.00	
	3/1/2004	Director Compensation	2,000.00	
	3/11/2004	Director Compensation	1,500.00	
	3/11/2004	Expense Reimbursement	265.00	
	3/19/2004	Director Compensation	7,250.00	
	3/19/2004	Expense Reimbursement	4,237.00	

UNITED STATES BANKRUPTCY COURT  
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SCHLOTZSKY'S, INC.  
CASE NO. 04-54504-LMC-11

Name & Address of Creditor & Relationship to Debtor	Check Date	Description	Amount Paid	Amount Still Owing
	3/19/2004	Director Compensation	7,250.00	
	4/30/2004	Director Compensation	2,000.00	
	4/30/2004	Expense Reimbursement	2,977.00	
	5/4/2004	Director Compensation	2,000.00	
	5/13/2004	Director Compensation	2,000.00	
	5/13/2004	Expense Reimbursement	168.00	
	6/1/2004	Director Compensation	2,000.00	
	6/7/2004	Director Compensation	4,000.00	
	6/9/2004	Expense Reimbursement	2,735.65	
	6/9/2004	Director Compensation	3,000.00	
	6/9/2004	Director Compensation	3,000.00	
	7/6/2004	Director Compensation	6,500.00	
	7/30/2004	Director Compensation	7,000.00	
			90,977.65	0.00
		Payroll 8/1/03 - 7/31/04	101,249.92	
<b>Osburn, Matthew D.</b> 1903 Edgeware Drive Austin, TX 78704 Vice President, Controller, and Assistant Treasurer	10/10/2003	Expense Reimbursement	750.93	
	4/29/2004	Expense Reimbursement	134.52	
	7/29/2004	Expense Reimbursement	270.50	
			102,405.87	0.00
<b>Powers, Pike</b> 600 Congress Ave., Suite 2400 Austin, TX 78701 Director	8/28/2003	Director Compensation	2,000.00	
	10/1/2003	Director Compensation	2,000.00	
	11/3/2003	Director Compensation	2,000.00	
	11/26/2003	Director Compensation	2,000.00	
	12/10/2003	Director Compensation	1,500.00	
	1/5/2004	Director Compensation	2,000.00	
	1/14/2004	Director Compensation	3,000.00	
	1/30/2004	Director Compensation	2,000.00	
	3/1/2004	Director Compensation	2,000.00	
	3/11/2004	Director Compensation	1,500.00	
	3/19/2004	Director Compensation	4,500.00	
	4/1/2004	Director Compensation	2,000.00	
	5/4/2004	Director Compensation	2,000.00	
	6/1/2004	Director Compensation	2,000.00	
	6/7/2004	Director Compensation	7,500.00	
	7/6/2004	Director Compensation	9,500.00	
	7/9/2004	Director Compensation	4,500.00	
7/29/2004	Director Compensation	11,000.00		
			63,000.00	0.00
		Payroll 8/1/03 - 2/13/04	39,728.52	
<b>Prestridge, Rose</b> 1344 Lochaline Loop Pflugerville, TX 78660 Former Employee, Relative of Alice Klepac, Officer of SI			39,728.52	0.00

UNITED STATES BANKRUPTCY COURT  
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SCHLOTZSKY'S, INC.  
CASE NO. 04-54504-LMC-11

Name & Address of Creditor & Relationship to Debtor	Check Date	Description	Amount Paid	Amount Still Owing	
<b>Rodriguez, Raymond A.</b> 18376 W. Checker Road Long Grove, IL 60047 Former	8/28/2003	Director Compensation	2,000.00		
	10/1/2003	Director Compensation	2,000.00		
	10/30/2003	Director Compensation	1,500.00		
	11/3/2003	Director Compensation	2,000.00		
	11/26/2003	Director Compensation	2,000.00		
	1/5/2004	Director Compensation	2,000.00		
	1/14/2004	Director Compensation	3,000.00		
	1/30/2004	Director Compensation	2,000.00		
	3/1/2004	Director Compensation	2,000.00		
	4/1/2004	Director Compensation	2,000.00		
	5/4/2004	Director Compensation	2,000.00		
				<u>22,500.00</u>	<u>0.00</u>
	<b>Schlotzsky's Brand Products, LP</b> 203 Colorado Austin, TX Affiliate	3/25/2004	Expense Reimbursement	1,033.00	
			<u>1,033.00</u>	<u>0.00</u>	
<b>Schlotzsky's NAMF</b> 203 Colorage Austin, TX Affiliate	8/21/2003	Expense Reimbursement	13,830.00		
	11/14/2003	Expense Reimbursement	6,240.00		
	1/30/2004	Expense Reimbursement	23,460.00		
	2/12/2004	Expense Reimbursement	10,022.50		
	3/26/2004	Expense Reimbursement	9,430.00		
	6/30/2004	Expense Reimbursement	204.88		
	7/1/2004	Expense Reimbursement	10,872.50		
			<u>74,059.88</u>	<u>0.00</u>	
<b>Sharpe, John</b> 100 Congress Ave., Suite 1900 Austin, TX 78701 Director	8/8/2003	Director Compensation	2,000.00		
	8/28/2003	Director Compensation	2,000.00		
	10/1/2003	Director Compensation	2,000.00		
	10/30/2003	Director Compensation	3,500.00		
	11/3/2003	Director Compensation	2,000.00		
	11/26/2003	Director Compensation	2,000.00		
	1/5/2004	Director Compensation	2,000.00		
	1/14/2004	Director Compensation	3,000.00		
	1/30/2004	Director Compensation	2,000.00		
	3/1/2004	Director Compensation	2,000.00		
	3/11/2004	Director Compensation	1,500.00		
	3/19/2004	Director Compensation	5,000.00		
	4/1/2004	Director Compensation	2,000.00		
	5/4/2004	Director Compensation	2,000.00		
	5/13/2004	Director Compensation	2,000.00		
	6/1/2004	Director Compensation	2,000.00		
	6/7/2004	Director Compensation	7,500.00		
7/6/2004	Director Compensation	9,500.00			
7/9/2004	Director Compensation	4,500.00			
7/29/2004	Director Compensation	7,000.00			
			<u>65,500.00</u>	<u>0.00</u>	
<b>Valade, Rick</b> 9201 Eddy Cove Austin, TX 78735 Former Executive Vice President, Chief Financial Officer and Treasurer		Payroll 8/1/03 - 9/30/03	50,625.00		
		Wages in Lieu of Notice from 10/1/03 - 6/30/04	172,125.00		
	8/14/2003	Expense Reimbursement	97.84		
	9/19/2003	Expense Reimbursement	97.84		
	10/23/2003	Expense Reimbursement	1,215.00		
			<u>224,160.68</u>	<u>0.00</u>	

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS (SAN ANTONIO DIVISION)

SCHLOTZSKY'S, INC.  
CASE NO. 04-54504-LMC-11

Name & Address of Creditor & Relationship to Debtor	Check Date	Description	Amount Paid	Amount Still Owing
<b>Weddington, Sarah</b> 709 W. 14th Street Austin, TX 78701 Director	8/28/2003	Director Compensation	2,000.00	
	10/1/2003	Director Compensation	2,000.00	
	10/30/2003	Director Compensation	1,500.00	
	11/3/2003	Director Compensation	2,000.00	
	11/26/2003	Director Compensation	2,000.00	
	1/5/2004	Director Compensation	2,000.00	
	1/14/2004	Director Compensation	3,000.00	
	1/30/2004	Director Compensation	2,000.00	
	3/1/2004	Director Compensation	2,000.00	
	3/11/2004	Director Compensation	1,500.00	
	3/19/2004	Director Compensation	4,500.00	
	4/1/2004	Director Compensation	2,000.00	
	5/4/2004	Director Compensation	2,000.00	
	6/1/2004	Director Compensation	2,000.00	
	6/7/2004	Director Compensation	4,500.00	
	7/6/2004	Director Compensation	11,000.00	
	7/9/2004	Director Compensation	4,500.00	
	7/29/2004	Director Compensation	6,500.00	
				57,000.00
<b>Wooley, Jeffrey J.</b> P.O. Box 684707 Austin, TX 78768-4707 Former St. Vice President		Payroll 8/1/03 - 6/17/04	225,055.46	
		Payment of 2002 and 2003 Vacation Accrual	41,379.20	
	8/14/2003	Expense Reimbursement	258.45	
	8/28/2003	2001 Bonus / Payroll Advance	1,522.02	
	9/30/2003	Expense Reimbursement	41.94	
	10/8/2003	2001 Bonus / Payroll Advance	1,522.02	
	10/10/2003	Expense Reimbursement	41.39	
	10/23/2003	Expense Reimbursement	943.02	
	11/3/2003	2001 Bonus / Payroll Advance	1,472.92	
	11/6/2003	Expense Reimbursement	50.52	
	11/26/2003	2001 Bonus / Payroll Advance	1,522.02	
	12/12/2003	Expense Reimbursement	1,226.66	
	1/2/2004	Expense Reimbursement	81.36	
	1/5/2004	2001 Bonus / Payroll Advance	1,472.92	
	1/21/2004	Expense Reimbursement	202.00	
	1/30/2004	2001 Bonus / Payroll Advance	1,522.02	
	2/6/2004	Payroll Advance Payment	75,000.00	
	2/12/2004	Expense Reimbursement	239.66	
	2/13/2004	Payroll Advance Payment	35,000.00	
	3/1/2004	2001 Bonus / Payroll Advance	1,522.02	
	3/17/2004	Expense Reimbursement	216.01	
	3/25/2004	Expense Reimbursement	352.83	
	3/29/2004	Payroll Advance Payment	60,000.00	
	4/1/2004	2001 Bonus / Payroll Advance	1,423.82	
	4/1/2004	Expense Reimbursement	664.30	
	4/29/2004	Expense Reimbursement	80.00	
	5/4/2004	Payroll Advance Payment	50,000.00	
	5/4/2004	2001 Bonus / Payroll Advance	481.25	
	5/12/2004	Expense Reimbursement	190.81	
	6/1/2004	2001 Bonus / Payroll Advance	497.29	
6/25/2004	Expense Reimbursement	1,391.61		
7/22/2004	Expense Reimbursement	222.56		
			505,596.08	0.00

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS (SAN ANTONIO DIVISION)

SCHLOTZSKY'S, INC.  
CASE NO. 04-54504-LMC-11

Name & Address of Creditor & Relationship to Debtor	Check Date	Description	Amount Paid	Amount Still Owing
<b>Wooley, John C.</b> P.O. Box 684707 Austin, TX 78768-4707 Former President and Chief Executive Officer		Payroll 8/1/03 - 6/17/04	300,368.67	
		Vacation Accrual	55,198.40	
	8/14/2003	Expense Reimbursement	320.00	
	8/21/2003	Expense Reimbursement	7,091.91	
	8/28/2003	Expense Reimbursement	862.08	
	9/19/2003	Expense Reimbursement	157.86	
	9/30/2003	Expense Reimbursement	354.81	
	10/23/2003	Expense Reimbursement	1,508.62	
	12/4/2003	Expense Reimbursement	218.00	
	12/12/2003	Expense Reimbursement	3,367.12	
	12/17/2003	Expense Reimbursement	570.56	
	1/2/2004	Expense Reimbursement	696.65	
	1/8/2004	Expense Reimbursement	202.00	
	1/30/2004	Expense Reimbursement	359.54	
	2/5/2004	Expense Reimbursement	321.04	
	3/17/2004	Expense Reimbursement	2,245.72	
	3/25/2004	Expense Reimbursement	3,889.31	
	4/8/2004	Expense Reimbursement	3,130.60	
	4/29/2004	Expense Reimbursement	4,875.19	
	5/6/2004	Expense Reimbursement	648.04	
5/12/2004	Expense Reimbursement	596.31		
5/27/2004	Expense Reimbursement	912.50		
6/3/2004	Expense Reimbursement	360.52		
6/17/2004	Expense Reimbursement	1,889.71		
7/22/2004	Expense Reimbursement	816.82		
			390,961.98	0.00

**SCHLOTZSKY'S, INC. ET AL**

**Case No. 04-54504**

4. Suits and administrative proceedings, executions, garnishments and attachments

<b>CAPTION OF SUIT &amp; CASE NUMBER</b>	<b>NATURE OF PROCEEDING</b>	<b>COURT OR AGENCY AND LOCATION</b>	<b>STATUS OR DISPOSITION</b>
Jeff Johnson and Carol Johnson v. Schlotzsky's Inc., Schlotzsky's Franchisor LLC and Schlotzsky's Franchise Operations LLC Cause No. A04CA498LY	Suit for Damages, Entry of Consent Judgment and Appointment of Receiver	U.S. District Court for the Western District of Texas, Austin Division	Pending
Jeff and Carol Johnson v. Schlotzsky's, Inc. and John C. Wooley, Intervenor; GN1-03380	Counterclaim for breach of contract in action filed by SI	53rd Judicial District Court of Travis County, Texas (PLUS Jeff Johnson's appeal to 3rd Ct. of Appeals)	Pending
Thomas Development Corp. v. Schlotzsky's, Inc. Cause No. GN402305	Suit for Declaratory Judgment, Temporary and Permanent Injunctive Relief and TRO	53rd District Ct of Travis Co. Texas	Pending
Douglas G. Thomas & Carolyn J. Thomas v. Schlotzsky's, Inc. Cause No. GN400442	Collection on FF&E loan guarantees (Pond Enterprises, Inc. and R-Deli, Inc.)	261st District Court of Travis Co. TX	Pending
John and Jeffrey Wooley vs. Schlotzsky's Franchisor, LLC Cause No. GN402261	Suit for Declaratory Judgment, Temporary and Permanent Injunctive Relief and TRO	98th Judicial District Court of Travis County, Texas	Pending
GE Capital Small Business Finance Corporation v. Schlotzsky's, Inc. Cause No. 04-1949-III	Suit for Money Judgment on guarantee of Hillwertz Enterprises, Inc. (SBA Loan)	Chancery Court for Davidson County, TN, 20 <sup>th</sup> Judicial District	Nonsuit
Standard Federal Bank v. Schlotzsky's, Inc. Case No. 1:01-CV-753	Writs of Garnishment vs Kitchen Enterprises, Inc. and Quality First, Inc.	U.S. District Court for the Western District of Michigan	Pending
Standard Federal Bank v. Schlotzsky's, Inc. Case No. 1:01-CV-753	Judgment obtained in contract dispute case	U.S. District Court for the Western District of Michigan	Judgment
CIT Small Business Lending Corp. v. Abra Enterprises, Inc. d/b/a Schlotzsky's Deli, Betty Pilaski, Arthur E. Pilaski, Schlotzsky's Real Estate, Inc., Schlotzsky's, Inc., W. Jackson & Sons Construction Co., and BRV Construction Services, Inc. Cause No. GN 401730	Notice of Filing of Foreign Judgment	98th Judicial District Court of Travis County, TX	Pending
CIT Small Business Lending Corp. v. Abra Enterprises, Inc. d/b/a Schlotzsky's Deli, Betty Pilaski, Arthur E. Pilaski, Schlotzsky's Real Estate, Inc. and Schlotzsky's, Inc., W. Jackson and Sons Construction Co. and BRV Construction Services, Inc. Cause No. 01-021968	Foreclosure petition (lender liability)	Circuit Court in and for the 17th Judicial District for Broward County FL	Judgment obtained; Pilaskis discharged from bankruptcy 2/20/04, retaining possible claim vs SI but no money to pursue

**SCHLOTZSKY'S, INC. ET AL**  
**Case No. 04-54504**

4. Suits and administrative proceedings, executions, garnishments and attachments

CAPTION OF SUIT & CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Carlson-Koosman, Inc. v. WassNco, Inc. a/k/a Wassonco, Inc. and a/k/a WassoNco, Inc and Robert M. Wasson, individually and Deborah Ann Wasson, individually, and State of Minnesota, Minnesota Department of Revenue v. Schlotzsky's, Inc. Cause No. CT 03-009878	Third Party Suit (breach of contract, unjust enrichment, Minnesota Franchise Act violations)	4th Judicial District Court of Hennepin Co., MN	Pending
Leander Independent School District, et al v. Schlotzsky's Restaurants, Inc. a/k/a Schlotzsky's Deli Cause No. 04-379-T26	Property Tax Suit	26th Judicial District Court of Williamson Co, TX	Pending
Universal Linen Service v. Schlotzsky's Restaurants, Inc. Cause No. 04-C-1818	Collection action against zee (SRI improperly named)	Jefferson County District Court, Jefferson Co. (Louisville) KY	Will be dismissed vs. SRI
Gauthier v. 3K's Buns, LLC, Schlotzsky's, Inc., David/Michelle Kittleson, Ted/Brenda Kittleson, and Michael/Kathy Kusch Cause No. 04-CV-205	Collection on Lease Guaranty	Circuit Court, Branch 3, Brown County, WI	Pending
Sterling Enterprises, Inc. v. Schlotzsky's, Inc. Cause No. 1:04-CV-0336-RLY-WTL	Breach of contract (purchase agmt re Area Developer Agreements)	U.S. District Court Southern District of Indiana, Indianapolis Division (removed from Marion Count Superior Court)	Pending
Yvonne Norris v. Kimco Realty Corporation, Kimco Woodforest L.P., Kimco Woodforest 655 Inc., Woodforest Shopping Center, Schlotzsky's #1557, Schlotzsky's Franchisor, LLP, Schlotzsky's Inc., Schlotzsky's, Schlotzsky's at 421 Uvalde, Houston, Texas, and All Others Responsible Cause No. 2003-67575	Personal Injury	234th Judicial District Court of Harris County, TX	Pending against franchisee
Angelina County, on behalf of itself and Lufkin ISD, City of Lufkin and Angelina Hospital District v. Triple H. Deli, Inc., a Texas Corporation, Schlotzsky's Real Estate, Inc., a Texas Corporation (Lienholder), and General Electric Capital Business Asset Funding Corporation, a Delaware Corporation (Lienholder) Cause No. TX-6338	Suit for property taxes	District Court, Angelina County, Texas	Pending
DeGroote, Estate of Walter Lee, et al, v. Linens & Things, et al (incl. Schlotzsky's Deli-Villa LaJolla Drive) Civil No. 03-CV-1587	ADA – wheelchair access	U.S.D.C., Southern District of California	Pending against franchisee
Robert Provenzano v. Schlotzsky's, Inc. and Pond Enterprises Cause No. 271947	Personal Injury	County Court at Law 2, Travis County, Texas	Pending
US Restaurant Properties Operating LP v. Schlotzsky's Inc. Cause No. 04-5858-D	Breach of contract	Dallas County District Court, D-95th Judicial District, Dallas, TX	Pending

**SCHLOTZSKY'S, INC. ET AL**

**Case No. 04-54504**

4. Suits and administrative proceedings, executions, garnishments and attachments

CAPTION OF SUIT & CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
U.S. Restaurant Properties, Inc., et al v. Schlotzsky's, Inc. Cause No. 03-01758-B	Breach of contract	B-44th Judicial District Court of Dallas County, Texas	Pending
Schlotzsky's, Inc. v. Christopher P. Nolan a/k/a terminatorzkb and pestcontrolus, Claude Vargo a/k/a soxrateez, Patrick Conroy a/k/a managementwatch, <b>John Doe 5</b> a/k/a sammy4037, and Criste Corporation GN1-03380	Business disparagement; contract dispute	53rd Judicial District Court of Travis County, Texas (PLUS Jeff Johnson's appeal to 3rd Ct. of Appeals) (including 6/21/04 Counterclaim by Jeff and Carol Johnson)	Pending
Robert Coshott v. Schlotzsky's, Inc. Cause No. GN1-02279 (Court's January 21, 2004 ruling on election of remedies is on appeal to 3 <sup>rd</sup> Court of Appeals, Austin, TX – No 03-04-00297-CV)	Master licensee dispute	200 <sup>th</sup> Judicial District Court of Travis County Texas	Pending
Robert Coshott v. Schlotzsky's, Inc.	Master License Dispute	ICC International Court of Arbitration	Notice of intent to file
Robert Coshott v. Schlotzsky's, Inc. Case No. 12-838/JNK	Master licensee dispute	International Chamber of Commerce, International Court of Arbitration	Dismissed without prejudice on June 4, 2004
Dae W. Kim, DWK Enterprises, Inc. and Aecon International, Inc. vs. John Wooley, Schlotzsky's, Inc., Schlotzsky's Franchising Limited Partnership, and Schlotzsky's National Advertising Marketing Fund Cause No. 2001-CJ-13672, (John Wooley dismissed)	Franchise dispute	73rd Judicial District Court of Bexar County, Texas	Pending
Travis County, City of Austin, Austin Independent School District and Austin Community College v. MRO N Cross, Inc., First American Bank, Bury & Partners, Redlee, Inc. and Schlotzsky's Restaurants, Inc. Cause No. GV3-00824	Suit for property taxes	353 <sup>rd</sup> Judicial District Court of Travis County, Texas	Dismissed
Fandango Productions, LLC v. Schlotzsky's Inc. Cause No. 03-8423	Collection suit	Superior Court, District of Columbia	Settled
Southwestern Bell Yellow Pages, Inc. v. SI Cause No. 41374	Collections	Justice Court of Travis County, TX, Precinct 2	Pending
Columbia Regency Retail Partners LLC v. Ronald D. Sapp, et al. Cause No. 03-A-1196-2	3 <sup>rd</sup> Party RFP	State Court, Cobb County, GA	Dismissed
Allstate Insurance Co. v. Claude Vargo & Schlotzsky's, Inc. Cause No. 1:02-CV-2173	Insurance coverage dispute	United States District Court, Northern District of Georgia, Atlanta Division	Settled
Kimberly Garland v. Schlotzsky's, Inc., Schenk & Associates, John Wooley, Darrell Kolinek, Kelly Arnold, Joyce Cates, Brian Wieters, David Gerstner and Jeffrey Noeldner Cause No. 01-CV 2377	Franchise dispute	United States District Court for the District of Minnesota	Settled

**SCHLOTZSKY'S, INC. ET AL**

**Case No. 04-54504**

4. Suits and administrative proceedings, executions, garnishments and attachments

CAPTION OF SUIT & CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Russell Kesterson and Steven Schmidt v. Schlotzsky's, Inc., Ron Lynch, Debra Lynch, et al. Civil No. CV-2002-02-1158	Franchisee Dispute	Superior Court of the State of Arizona, County of Maricopa, AZ	Pending but stayed, likely to be dismissed for want of prosecution (plaintiffs have not pursued arbitration as ordered by court in 2002)
Schlotzsky's, Inc. v. Earl R. Kirchner and Marilyn L. Kirchner Cause No. A02 CA 746SS	Franchise dispute; collection case	U.S. District Court for the Western District of Texas, Austin Division	Settled
Diana Maxwell v. Steven and Linda Franklin, Schlotzsky's Deli, Schlotzsky's, Inc., et al Cause No. 2002-4513	Personal injury dispute	Superior Court of the State of Arizona, County of Pima	Pending against franchisee
McKinney Independent School District / City of McKinney / Collin County / Collin County CCD v. Charles E. Reed Enterprises, Inc., Schlotzsky's Real Estate, Inc., et al Cause No. 366-759-03	Tax suit	Collin County District Court, Collin County, TX	Concluded
Schlotzsky's, Inc. v. Saghi Davoodi; Parto Enterprises, Inc., Kourosh Davoodi, & Cyrus Parto Cause No. 03-3783 SVW JTLx	Breach of contract, trademark infringement and nonpayment of royalties	U.S. District Court, Central District of California	Settled
Schlotzsky's, Inc. v. Joseph R. Pederson Cause No. A-03-CA-116 JN	Collections case	U.S. District Court for the Western District of Texas, Austin Division	Concluded
State of California, Employment Development Dept. v. Schlotzsky's, Inc. (re: Fox Marketing Corp.) Cause No. 47310461	Notice of levy on employment taxes (owed by Fox Marketing)	Employment Development Department, State of California	Dismissed
Schlotzsky's Restaurants, Inc. v. USRP Funding Cause No. 2001-A, L.P., 03-002985-CV-CCL1	Declaratory judgment re: lease termination	Brazos County District Court at Law No. 1, Brazos County, TX	Dismissed
U.S. Restaurant Properties, Inc., et al v. Schlotzsky's, Inc Cause No. 03-00965	Suite on a lease guaranty	298 <sup>th</sup> Judicial District Court of Dallas County, Texas	Settled
Ward's Fruit & Produce v. Schlotzsky's Restaurants, Inc. Cause No. 03-CV-017992	Collection suit	District Court Division-Small Claims, Wake County, N.C.	Settled
Ward's Fruit & Produce v. Schlotzsky's Restaurants, Inc. Cause No. 03-CV-017994	Collection suit	District Court Division-Small Claims, Wake County, N.C.	Settled
Travis County, City of Austin, Austin Independent School District and Austin Community College v. MRO N Cross, Inc., First American Bank, Bury & Partners, Redlee, Inc. and Schlotzsky's Restaurants, Inc. (in rem), Cause No. GV3-00824	Property Tax Suit	353 <sup>rd</sup> Judicial District Court of Travis County, Texas	Dismissed

**SCHLOTZSKY'S, INC. ET AL**  
**Case No. 04-54504**

4. Suits and administrative proceedings, executions, garnishments and attachments

CAPTION OF SUIT & CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
General Electric Capital Business Asset Funding Corporation v. Patrick J. Griffiths, Joan G. Griffiths, Lake Buns, Inc., Buns, Inc. Schlotzsky's Real Estate, Inc., The Randall Acorn Owners Association, and All Unknown Owners and Non-Record Claimants Case No. 03-CH-624	SREI was formerly shown as secured party on Financing Stmt	19 <sup>th</sup> Judicial Circuit Court of McHenry County, IL	Settled
Texas Disposal Systems v. Schlotzsky's Deli/John C. Wooley, Case No. 067680	Collections Suit	Travis County Small Claims Court, Precinct 5, Travis County, TX	Dismissed
James Wright and John D. Wright v. Schlotzsky's, Inc. and Schlotzsky's Real Estate, Inc. Case No. 02-74931-CK	Third Party Suit	Circuit Court for Genesee County, MI	Settled
Schlotzsky's, Inc. and Schlotzsky's Real Estate, Inc. v. John D. Wright and James Wright Case No. 03-CV-70244	Suit on a guaranty	U.S. District Court for the Eastern District of Michigan, Southern (Flint) Division	Settled
New Florida Markets, Ltd. and Deli Keys, Ltd. v. Schlotzsky's, Inc., Schlotzsky's Franchising Limited Partnership, Schlotzsky's Franchisor LLC, Schlotzsky's Franchise Operations LLC, Schlotzsky's N.A.M.F., Inc. and Schlotzsky's N.A.M.F. Funding LLC Case No. 70-114-00456-03	Arbitration over Area Developer Claims	American Arbitration Association	Settled
New Florida Markets, Ltd. and Deli Keys, Ltd. v. Schlotzsky's, Inc., Schlotzsky's Franchising Limited Partnership, Schlotzsky's Franchisor LLC, Schlotzsky's Franchise Operations LLC, Schlotzsky's N.A.M.F., Inc. and Schlotzsky's N.A.M.F. Funding LLC Case No. 04-16303 (Circuit Court No. 32)	Suit to enforce settlement (contract)	11 <sup>th</sup> Judicial Circuit in and for Dade County, Florida, General Civil Division, Circuit Court No. 32	Motion to Dismiss NAMF entities is pending; case is pending
Sherman Acquisition, LP v. Nathan Pfaff Case No. 03C27149	Garnishment	County Court of El Paso County, Colorado	SI was improperly served, no longer a party (franchisees were then served and are making payments)
State of Texas, County of Bexar, et al v. Jacobson Restaurant Group, LLC Cause No. 2002-CA1-4254	Tax Suit	73 <sup>rd</sup> Judicial District Court of Bexar County, Texas	Dismissed 8/13/03
J.W. Robinson Architects v. Schlotzsky's, Inc., Schlotzsky's Real Estate, Inc., Richard Higgins, personally and d/b/a Western Deli Shops, Inc., Schlotzsky's Deli and John Does 1-10 Cause No. 000900053	Contract dispute	Third Judicial District Court of Salt Lake County, Utah	Dismissed
Schlotzsky's, Inc. v. Joseph R. Pedersen, CA No. A-03-CA-116 JN	Collections case	United States District Court for the Western District of Texas, Austin Division	Dismissed

**SCHLOTZSKY'S, INC. ET AL**  
**Case No. 04-54504**

4. Suits and administrative proceedings, executions, garnishments and attachments

CAPTION OF SUIT & CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Quality Streamline Management Services v. Schlotzsky's, Inc. Case No. CV03-03999RB	Suit over Unsolicited Faxes	South Mesa/ Gilbert Justice Court, State of Arizona, County of Maricopa	Dismissed
Quality Streamline Management Services v. Schlotzsky's, Inc. Case No. CV03-04006RB	Suit over Unsolicited Faxes	South Mesa/ Gilbert Justice Court, State of Arizona, County of Maricopa	Dismissed
Will Talley, Jr. v. Schlotzsky's Restaurants, Inc. Charge No. 131-2003-02304	Racial discrimination case	United States Equal Employment Opportunity Commission in Jackson, MS	Dismissed
Mary Sturdivant v. Schlotzsky's, Inc. Charge No. 360-2004-00651	Sexual discrimination and violation of FLSA (overtime pay)	United States Equal Employment Opportunity Commission in San Antonio, TX	Settled
Capital One Bank v. Sandra Gilbreath, Schlotzsky's Restaurants, Inc. garnishee Civil Action No. 03-GC-034051	Writ of Garnishment	State Court, Fulton County GA	Garnishment released 9/03
Jerome D. Lippman d/b/a Bonded Collections v. Laura Sellman and Tracy Sellman, Schlotzsky's, Inc. garnishee Case No. 92-004778	Writ of Garnishment	Pima County AZ Consolidated Justice Court	Garnishment satisfied 4/04
BP Acquisition d/b/a Bix Produce v. Schlotzsky's Restaurants, Inc. Case No. SO-03-1292	Collection Suit	10 <sup>th</sup> Judicial District, Washington County, MN Collection Court	Settled 9/03
Action Collection Service, Inc. v. Sonia Espinoza 536-01-1938, Schlotzsky's Deli, Garnishee Cause No. 03-0909319-CV	Writ of Garnishment	3 <sup>rd</sup> District Court of Salt Lake City, UT	Pending (but Ms. Espinoza is no longer an employee of Schlotzsky's Restaurants, Inc.)

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS (SAN ANTONIO DIVISION)

SCHLOTZSKY'S, INC.  
CASE NO. 04-54504-LMC-11

**Statement of Financial Affairs**

**7. List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient.**

NAME & ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR	DATE OF GIFT	DESCRIPTION & VALUE OF GIFT
Austin Collaborative of Cultural & Educational Sites and Schools (ACCESS) Austin, TX	Charitable Organization	August-03	\$ 141 Food Donation
Schlotzsky's, Inc. Board of Directors Various addresses	Board of Directors	December, 2003	\$ 177 Christmas Gifts
Huston Tillotson College Austin, TX	Charitable Organization	May, 2004	\$ 2,500 Cash donation to the Azie Morton-Taylor memorial scholarship fund
Huston Tillotson College Austin, TX	Charitable Organization	May, 2004	\$ 168 Food Donation for the Track Team
Austin Idea Network Austin, TX	Charitable Organization	May, 2004	\$ 1,000 Contribution to fund projects, including Huston Tillotson College
Austin Children's Museum Austin, TX	Charitable Organization	May, 2004	\$ 1,500 Contribtuion for Annual Women's Luncheon

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS (SAN ANTONIO DIVISION)

SCHLOTZSKY'S, INC.  
CASE NO. 04-54504-LMC-11

STATEMENT OF FINANCIAL AFFAIRS

11. Closed financial accounts

<u>NAME AND ADDRESS OF INSTITUTION</u>	<u>TYPE AND NUMBER OF ACCOUNT AND AMOUNT OF FINAL BALANCE</u>	<u>AMOUNT AND DATE OF SALE OR CLOSING</u>
Wells Fargo Bank P.O. Box 63020 San Francisco, CA 94163	Checking Acct No. 437-5664026 Final Bal - \$0	October-03
	Checking Acct No. 409-1215533 Final Bal - \$0	October-03
	Checking Acct No. 409-1214080 Final Bal - \$19,951.58	October-03
	Checking Acct No. 494-4270339 Final Bal - \$0	October-03
	Checking Acct No. 494-4270321 Final Bal - \$0	October-03
	Checking Acct No. 494-4270313 Final Bal - \$0	October-03
	Checking Acct No. 441-7879624 Final Bal - \$0	October-03
	Checking Acct No. 409-1215491 Final Bal - \$0	October-03
	Checking Acct No. 409-1215483 Final Bal - \$0	October-03

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS (SAN ANTONIO DIVISION)

SCHLOTZSKY'S, INC.  
CASE NO. 04-54504-LMC-11

**STATEMENT OF FINANCIAL AFFAIRS**

**18 a. List the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting securities within the six years immediately preceding the commencement of this case.**

<u>NAME</u>	<u>TAXPAYER ID NUMBER</u>	<u>ADDRESS</u>	<u>NATURE OF BUSINESS</u>	<u>BEGINNING &amp; ENDING DATES</u>
Schlotzsky's Restaurants, Inc.	74-2654212	203 Colorado Street Suite 1000 Austin, TX 78701	Restaurant Operations	January 1, 1993 - Current
Schlotzsky's Real Estate, Inc.	74-2654209	203 Colorado Street Suite 800 Austin, TX 78701	Real Estate Mortgages and Lease Contracts	January 1, 1993 - Current
Schlotzsky's Franchisor, LLC	06-1697530	203 Colorado Street Suite 300 Austin, TX 78701	Franchisor or Grantor	May 5, 2003 - Current
Schlotzsky's Franchise Operations, LLC	06-1697532	203 Colorado Street Suite 100 Austin, TX 78701	Manages Assets	May 5, 2003 - Current
DFW Restaurant Transfer Corp.	74-2670538	203 Colorado Street Suite 900 Austin, TX 78701	Area Developer	May 19, 1993 - Current
RAD Acquisition Corp.	74-2932346	203 Colorado Street Suite 1300 Austin, TX 78701	Area Developer	September 28, 1999 - Current
Schlotzsky's Brands, Inc.	74-2686683	203 Colorado Street Austin, TX 78701	Private Label Brand Products Rights Holder	October 28, 1993 - Current
Bee Cave / Westbank, Ltd	74-2634539	203 Colorado Street Austin, TX 78701	Commercial Property Owner and Lessee	April 10, 1992 - Current
Bonner Carrington Corporation European Market	30119085592	101 W. 6th Street Austin, TX 78701	Former Master Licensee	December 6, 1996 - Current
Mid-Atlantic Deli, LLC	74-2980674	203 Colorado Street Austin, TX 78701	Regional Service Rep	December 28, 2000 - Current
Schlotzsky's Lender, LLC	n/a	203 Colorado Street Suite 500 Austin, TX 78701	Never Active	November 22, 2002 - Current

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SCHLOTZSKY'S, INC.  
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**STATEMENT OF FINANCIAL AFFAIRS**

**21b. Current Partners, Officers, Directors and Shareholders**

<b>NAME &amp; ADDRESS</b>	<b>TITLE</b>	<b>NATURE &amp; PERCENTAGE OF STOCK OWNERSHIP</b>
David Samuel Coats 203 Colorado Austin, TX 78701	President Chief Executive Officer Director	0%
Darrell W. Kolinek 203 Colorado Austin, TX 78701	Senior Vice President	Less than 1%
Alice Klepac 203 Colorado Austin, TX 78701	Vice President - Human Resources	Less than 1%
Matthew D. Osburn 203 Colorado Austin, TX 78701	Vice President Controller Assistant Treasurer	0%
Vickie G. Leady 203 Colorado Austin, TX 78701	General Counsel Assistant Secretary	Less than 1%
Stephen E. Erickson 203 Colorado Austin, TX 78701	Associate General Counsel Assistant Secretary	0%
Darrell R. King 203 Colorado Austin, TX 78701	Secretary	Less than 1%
Gary Cadenhead McCombs School of Business The University of Texas at Austin 1 University Station B6300 Austin, TX 78712-0120	Director	0%
Floor Mouthaan Sparrenlaan 9 Soest, The Netherlands 3768 BG	Director	0%
Pike Powers Fulbright & Jaworski 600 Congress Avenue, Suite 2400 Austin, TX 78701	Director	0%

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**STATEMENT OF FINANCIAL AFFAIRS**

**21b. Current Partners, Officers, Directors and Shareholders**

<b>NAME &amp; ADDRESS</b>	<b>TITLE</b>	<b>NATURE &amp; PERCENTAGE OF STOCK OWNERSHIP</b>
John Sharp Ryan & Company 100 Congress Avenue, Suite 1900 Austin, TX 78701	Director	0%
Sarah Weddington 709 W. 14th Street Austin, TX 78701	Director	0%
Joseph Beard/Westdale Properties America, I Ltd. 330 Commerce Blvd. East Dallas, TX 75226	Shareholder	16.4% Common as of 08/03/04 (all shares sold by 08/06/04)
John C. Wooley 2705 Westlake Drive Austin, TX 78746	Shareholder	10.8% Common
Cahispa, S.A. de Seguros de Vida Calle Lauria No. 18 Barcelona, 08010 Spain	Shareholder	9.2% Common
Dimensional Fund Advisors, Inc. 1299 Ocean Avenue, 11th Floor Santa Monica, CA 90401	Shareholder	7.2% Common
Jeffrey J. Wooley 3003 Copper Mount Cove Austin, TX 78746	Shareholder	2.1% Common

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**STATEMENT OF FINANCIAL AFFAIRS**

**22b. List all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.**

<b>NAME &amp; ADDRESS</b>	<b>TITLE</b>	<b>DATE OF TERMINATION</b>
John C. Wooley 2705 Westlake Drive Austin, TX 78746	President CEO Director	06/17/04
Jeffrey J. Wooley 3003 Copper Mount Cove Austin, TX 78746	Senior Vice President Secretary Director	06/17/04
Joyce Cates 5604 SW Parkway, #3734 Austin, TX 78735	Senior Vice President - Franchise Operations	07/06/04
Pat Eulberg 1203 Constant Springs Austin, TX 78746	VP Franchise Development	03/26/04
Rick Valade 9201 Eddy Cove Austin, TX 78735	CFO	09/30/03
Ray Rodriguez 18376 Checker Road Long Grove, IL 60047	Director	05/13/04
Azie Taylor Morton Deceased	Director	12/07/03