EXHIBIT A

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

IN RE:	§	
	§	
SCHLOTZSKY'S, INC., et al.,	§	**CHAPTER 11**
	§	
Debtors.	§	**Case No. 04-54504 (lmc)**
	§	**Jointly Administered**

ORDER (i) APPROVING AUCTION PROCEDURES IN CONNECTION WITH THE PROPOSED SALE OF SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS AND (ii) SCHEDULING A HEARING TO CONSIDER APPROVAL OF THE SALE OF SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS AND THE ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND LEASES AND PRESCRIBING THE FORM AND MANNER OF NOTICE WITH RESPECT THERETO

UPON the motion (the "Amended Amended 363/365 Motion")[1] of 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"), and Schlotzsky's Brand Products, LLC ("Brand Products"), DFW Restaurant Transfer Corp. ("DFW"), 56th and 6th, Inc. ("56th and 6th"), RAD Acquisition Corp.

[1] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

("RAD"), and San Felipe, LLC ("San Felipe"), each a debtor and debtor-in-possession (collectively, "Schlotzsky's," the "Debtors," or the "Sellers"), pursuant to Sections 105, 363, 365 and 1146 of Title 11, United States Code, 11 U.S.C. §§ 101 et seq. for an order (i) establishing and approving auction procedures and requirements for interested parties to submit competing bids for the Sale Assets, (ii) approving a discretionary break-up fee of $250,000 for the benefit of a potential bidder who in the judgment of the Debtors and the Unsecured Creditors' Committee has proposed to bid at the Auction an amount and on terms that the Debtors and Unsecured Creditors' Committee jointly determine would enhance bidding at the Auction, (iii) scheduling the Sale Hearing to consider approval of the proposed sale to the Successful Bidder, (iv) approving the form and manner of notice with respect to the sale contemplated in the Amended 363/365 Motion, and (v) fixing a date for the filing of objections to the Amended 363/365 Motion, and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Court will conduct a hearing to rule on any objections regarding the Debtors' proposed Cure Amounts, as set forth on Exhibit C to the Amended 363/365 Motion, commencing at ___ a.m., December ___, 2004; and it is further

ORDERED that the Debtors may solicit offers for the sale of the Sale Assets in accordance with the Auction Procedures annexed hereto as ***Exhibit A***, which are hereby approved in their entirety; and it is further

ORDERED, that if the Debtors and the Unsecured Creditors' Committee mutually agree prior to the Auction that a person has proposed to purchase the Sale Assets on terms that will enhance the results of the Auction, then the provisions in the Auction Procedures providing for payment of a break-up fee in the amount of $250,000 are approved in their entirety, are valid and binding obligations of the Debtors as administrative expenses pursuant to Section

503(b) and 507(a)(1) of the Bankruptcy Code, payable, however, only in accordance with the provisions of the Auction Procedures and such person shall be entitled to the full benefits thereof; and it is further

ORDERED, that a hearing (the "Sale Hearing") shall be held before the Honorable Leif M. Clark, United States Bankruptcy Court Judge for the Western District of Texas, San Antonio Division, at ___ a.m. on December __, 2004, or as soon thereafter as counsel can be heard at the United States Bankruptcy Court, 615 East Houston Street, San Antonio, Texas 78295-1439, to consider entry of the Sale Order, the proposed form of which is annexed to the Amended 363/365 Motion as ***Exhibit B***, granting the relief requested in the Amended 363/365 Motion including the sale of the Sale Assets and the assumption and assignment to Buyer of the Assumed Contracts; and it is further

ORDERED, that objections, if any, to the relief requested in the Amended 363/365 Motion shall (a) be in writing, (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules of this Court, (c) set forth the names of the person objecting, the nature and amount of any claim or interest alleged by such claimant against the Debtors' estates or properties, (d) state with particularity the legal and factual basis for such objection, and (e) be filed with the Clerk of the Bankruptcy Court with a copy delivered to Chambers and a copy thereof served upon (i) Haynes and Boone, LLP, counsel to the Debtors, 901 Main Street, Suite 3100, Dallas, Texas 75202-3789, Attn: Robert Albergotti; (ii) Winstead Sechrest & Minick, counsel to the Official Committee of Unsecured Creditors, 401 Congress Ave., Suite 2100, Austin, TX 78701, Attn: Berry Spears, Esq., (iii) the United States Trustee, and (iv) counsel to the Buyer, such that all objections are received and filed not later than ___ a.m., Central Time, on December __, 2004; and it is further

ORDERED, that the Debtors shall, no later than November __, 2004, serve by first-class U.S. mail, a copy of (i) the Amended 363/365 Motion (with exhibits), (ii) the Auction Procedures Order, and (iii) the Notice of Auction Procedures and Deadlines and Notice of Hearing to Approve Sale of Substantially All of the Debtors' Assets to Highest and Best Bidder and Notice of Hearing on Assumption and Assignment of Executory Contracts and Leases upon (a) Winstead Sechrest & Minick, counsel to the Official Committee of Unsecured Creditors, 401 Congress Ave., Suite 2100, Austin, TX 78701, Attn: Berry Spears, Esq., (b) the United States Trustee, (c) all applicable federal, state and local taxing authorities; (d) the District Director of the Internal Revenue Service; (e) the Secured Creditors, and any other party, that to the best of the Debtors' knowledge as of the Petition Date, asserts a lien, mortgage, or security interest in the Sale Assets, (f) any entity which has expressed an interest in purchasing the Sale Assets or that the Debtors believe may have an interest in the Sale Assets; (g) all counter parties to the Assumed Contracts listed on ***Exhibit C***, including all franchisees, and (h) any entity entering a notice of appearance in these cases; and it is further

ORDERED, that the Debtors shall, no later than November __, 2004, provide notice of the Auction and of the sale of the Sale Assets to all equity security holders; and it is further

ORDERED that any interested party may obtain complete copies of the Motion, the Purchase Agreement (with the exhibits and schedules attached thereto), the notice of the sale hearing, the notice of the auction procedures hearing, the Auction Procedures Notice, and the Cure Notice by visiting the Schlotzsky's website at www.haynesboone.com/schlotzskys or by calling Ms. Jennifer Villarreal at 210-978-7000; and it is further

ORDERED that such notice of the Amended 363/365 Motion and the Sale Hearing as provided for herein is hereby deemed adequate and sufficient notice.

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