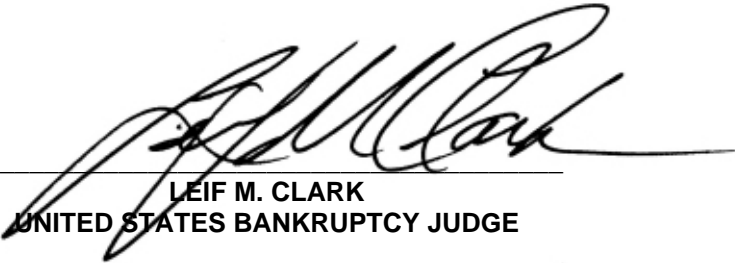


This case is procedurally administered with Schlotzsky's, Inc., the lead case, assigned to Judge Clark.



SO ORDERED.

SIGNED this 08 day of August, 2004.


LEIF M. CLARK
UNITED STATES BANKRUPTCY JUDGE

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

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

**ORDER GRANTING APPLICATION FOR AN ORDER UNDER SECTION 327(a) OF
THE BANKRUPTCY CODE APPROVING THE EMPLOYMENT AND
RETENTION OF HAYNES AND BOONE, LLP, AS ATTORNEYS
FOR THE DEBTORS AND DEBTORS-IN-POSSESSION**

Came on for consideration the Debtors' Application for an Order under Section 327(a) of the Bankruptcy Code Approving the Employment and Retention of Haynes and Boone, LLP ("Haynes and Boone") as Attorneys for the Debtors and Debtors-in-possession (the "Application"), filed by Schlotzsky's, Inc. ("SI"), Schlotzsky's Restaurants, Inc. ("Restaurants"), Schlotzsky's Real Estate, Inc. ("Real Estate"), Schlotzsky's Franchisor, LLC ("Franchisor"), DFW Restaurant Transfer Corp. ("DFW"), 56th and 6th, Inc. ("56th and 6th"), RAD Acquisition Corp. ("RAD"), and San Felipe, LLC ("San Felipe"), Schlotzsky's Franchise Operations, LLC ("Franchise Operations"), and Schlotzsky's Brand Products ("Brand Products"), (collectively, "Schlotzsky's" or the "Debtors"). The Court finds that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and that this is a core proceeding pursuant to 28 U.S.C. § 157. After reviewing the Affidavit of Robert D. Albergotti, a partner in the law firm of Haynes and Boone, in support of the Application (the "Albergotti Affidavit") and the other motions, pleadings, and papers filed in these cases and considering the absence of objection or other response of any parties in these cases, together with the representations on the record, the Court finds that the relief requested in the Application is in the best interest of the Debtors, their estates and creditors. The Court also finds that, given the circumstances and the nature of the relief requested, no further notice need be given.

IT IS THEREFORE ORDERED that the employment of Haynes and Boone, LLP, as counsel for the Debtors, is hereby APPROVED effective as of the Petition Date.

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