FORM B1

United States Bankruptcy Court
Western District of Texas

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): **56th and 6th, Inc.**	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): Schlotzsky's Deli	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):
Soc. Sec./Tax I.D. No. (if more than one, state all): 74-2781429	Soc. Sec./Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): **203 Colorado Street** **Suite 1400** **Austin, Texas 78701**	Street Address of Joint Debtor (No. & Street, City, State & Zip Code)
County of Residence or of the Principal Place of Business: **Travis**	County of Residence or the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):

Location of Principal Assets of Business Debtor (if different from street address above):

Information Regarding the Debtor (Check the Applicable Boxes)

Venue (Check any applicable box)

■ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District

☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Type of Debtor (Check all boxes that apply)

☐ Individual(s) ☐ Railroad
■ Corporation ☐ Stockbroker
☐ Partnership ☐ Commodity Broker
☐ Other _____

Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)

☐ Chapter 7 ■ Chapter 11 ☐ Chapter 13
☐ Chapter 9 ☐ Chapter 12
☐ Sec. 304 – Case ancillary to foreign proceeding

Nature of Debts (Check one box)

☐ Consumer/Non-Business ■ Business

Chapter 11 Small Business (Check all boxes that apply)

☐ Debtor is a small business as defined in 11 U.S.C. § 101

☐ Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)

Filing Fee (Check one box)

■ Full Filing Fee attached

☐ Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.

Statistical/Administrative Information (Estimates only)

■ Debtor estimates that funds will be available for distribution to unsecured creditors.

☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be funds available for distribution to unsecured creditors.

Estimated Number of Creditors (consolidated basis)	1-15	16-49	50-99	100-199	200-999	1000-over
	☐	☐	☐	■	☐	☐

Estimated Assets (consolidated basis)	$0 to $50,000	$50,001 to $100,000	$100,001 to $500,000	$500,001 to $1 million	$1,000,001 to $10 million	$10,000,001 to $50 million	$50,000,001 to $100 million	More than $100 million
	■	☐	☐	☐	☐	☐	☐	☐

Estimated Debts (consolidated basis)	$0 to $50,000	$50,001 to $100,000	$100,001 to $500,000	$500,001 to $1 million	$1,000,001 to $10 million	$10,000,001 to $50 million	$50,000,001 to $100 million	More than $100 million
	☐	☐	☐	☐	■	☐	☐	☐

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition *(This page must be completed and filed in every case)*	Name of Debtor(s): **56th and 6th, Inc.**

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)

Location Where Filed:	Case Number	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)

District: **See Attached**	Relationship:	Judge

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

Signature of Debtor

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Exhibit A
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B
(To be completed if debtor is an individual whose debts are primarily consumer debts)
I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

Signature of Attorney for Debtor(s) Date

Exhibit C
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.
■ No.

Signature of Attorney

X /s/ Robert D. Albergotti
Signature of Attorney for Debtor(s)

Robert D. Albergotti
Printed Name of Attorney for Debtor(s)

Haynes and Boone, LLP
Firm Name

901 Main Street, Suite 3100
Address

Dallas, Texas 75202-3789

214-651-5000
Telephone Number

August 2, 2004
Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X
Signature of Authorized Individual

David Samuel Coats
Printed Name of Authorized Individual

President
Title of Authorized Individual

August 2, 2004
Date

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

EXHIBIT 1 FOR 56TH AND 6TH, INC.

	Debtors	District	Date	Case Number	Judge	Relationship
1	SCHLOTZSKY'S, INC.	Western District of Texas	3-Aug-04	TBD	TBD	Affiliate
2	SCHLOTZSKY'S RESTAURANTS, INC.	Western District of Texas	3-Aug-04	TBD	TBD	Affiliate
3	SCHLOTZSKY'S REAL ESTATE, INC.	Western District of Texas	3-Aug-04	TBD	TBD	Affiliate
4	SCHLOTZSKY'S FRANCHISOR, LLC	Western District of Texas	3-Aug-04	TBD	TBD	Affiliate
5	SCHLOTZSKY'S FRANCHISE OPERATIONS, LLC	Western District of Texas	3-Aug-04	TBD	TBD	Affiliate
6	SCHLOTZSKY'S BRAND PRODUCTS, LLC	Western District of Texas	3-Aug-04	TBD	TBD	Affiliate
7	DFW RESTAURANT TRANSFER CORP.	Western District of Texas	3-Aug-04	TBD	TBD	Affiliate
8	RAD ACQUISITION CORP.	Western District of Texas	3-Aug-04	TBD	TBD	Affiliate
9	SAN FELIPE, LLC	Western District of Texas	3-Aug-04	TBD	TBD	Affiliate

B 203
(12/94)

United States Bankruptcy Court

Western District Of Texas

In re

56th and 6th, Inc.

Case No. _____

Debtor

Chapter _____

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

   For legal services, I have agreed to accept payment as approved by the Court $_____

   Prior to the filing of this statement I have received ..... $197,227.91in fees*

   Balance Due ..... $_____

2. The source of the compensation paid to me was:

   ☒ Debtor ☐ Other (specify)

   * and a retainer of $72,772.09

3. The source of compensation to be paid to me is:

   ☒ Debtor ☐ Other (specify)

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

   ☐ I have agreed to share the above-disclosed compensation with a other person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

   a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;

   b. Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;

   c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR (Continued)

d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;

e. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceedings.

August 3, 2004
Date

/s/ Robert D. Albergotti
Signature of Attorney

Haynes and Boone, LLP
Name of law firm

In re: 56th and 6th, Inc.
74-2781429

Case No. _____
Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or dept. of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
Jeffries Morris, Inc. Church Street Station PO Box 21028 New York, NY,10286-2128	Ph: 212-425-2950 Fax: 212-344-3108	Lease Payments	Unliquidated	$294,973
USRP Funding 2001-A, L.P. PO Box 60080 Dallas, TX 75266-0080	Ph: 972-387-1487 Fax: 972-702-8047	Lease Payments	Unliquidated	87,961
City Of New York Dept Of Finance 345 Adams St., 5th Floor Brooklyn, NY 11201-3797		Rent Tax		87,928
Vistar Corporation File 96372 Chicago, IL 60693-6372	Elizabeth Z. Krause Ph: 800-671-0022 ext. 7129 Fax: 303-662-7540 Elizabethkrause@Vistarvsa.Com	Trade Payable		8,696
EPB PO Box 1822530 Chattanooga, TN 37422-7253	Ph: 423-756-2706 Fax: 423-648-1233	Trade Payable		3,228
Mackenzie Group Inc. 72 Reade Street New York, NY 10007-1888	Ben Harris Ph: 212-227-1630 ext 357 Fax: 212-619-1885	Trade Payable		2,168
Sanitary Plumbing & Heating Co 211 East 117 Street New York, NY 10035	Ph: 212-734-5000 Fax: 212-534-0774	Trade Payable		2,125
GCS Service, Inc. PO Box 186880 Indianapolis, IN 46218	Ph: 718-486-5220 Fax:	Trade Payable		1,561
Classic Recycling New York 99 Route 30 Clifton, NJ 07014	Ph: 973-777-0600 Fax: 973-777-3629	Trade Payable		1,466
Standard (Smyrna) PO Box 3430 Smyrna, TN 37167-0343	Ph: 800-962-7006 Fax: 800-539-5411	Trade Payable		1,466

In re: 56th and 6th, Inc.
74-2781429

Case No. _____
Chapter 11

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Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or dept. of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
Murfreesboro Electric Dept P.O. Box 90 Murfeesboro, TN 37133-0009		Trade Payable		1,354
Ecolab, Inc. PO Box 60070 Grand Forks, ND 58206-6007	Ph: 800-325-1671 Fax: 701-715-3262	Trade Payable		1,261
TN-American Water Co. PO Box 5804870 Charlotte, NC 28258-0487	Ph: 866-736-6420 Fax:	Trade Payable		775
Fireproofing Corp Of America 261 West 36th Street New York, NY 10018		Trade Payable		754
Atmos Energy PO Box 90019490 Louisville, KY 40290-1949	Ph: 888-824-3434 Fax:	Trade Payable		583
Birch Telecom PO Box 6601110 Dallas, TX 75266-0111	Ph: 888-772-4724 Fax:	Trade Payable		564
Wenham Realty Corp. c/o Jeffries Avlon, Inc. 29 Broadway New York, NY 10006		Trade Payable		563
Abbott Glass, Inc. 177 Main Street Fort Lee, NJ 07024	Ph: 888-388-1858 Fax:	Trade Payable		506
ADP, Inc. P.O. Box 784150 Phoenix, AZ 85062-8415		Trade Payable		506
Sara Lee Coffee & Tea PO Box 70819 Chicago, IL 60673-0819	Ph: 800 333-1299 Fax:	Trade Payable		401

In re: 56th and 6th, Inc.
74-2781429

Case No. _____
Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

I, David Samuel Coats, the Chief Executive Officer of the Corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: August 3, 2004

Signature: _____
David Samuel Coats

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