

<b>FORM B1</b>		<b>United States Bankruptcy Court Western District of Texas</b>		<b>Voluntary Petition</b>				
Name of Debtor (if individual, enter Last, First, Middle): <b>Schlotsky's Franchisor, LLC</b>			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):			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): <b>06-1697530</b>			Soc. Sec./Tax I.D. No. (if more than one, state all):					
Street Address of Debtor (No. & Street, City, State & Zip Code): <b>203 Colorado Street Suite 300 Austin, Texas 78701</b>			Street Address of Joint Debtor (No. & Street, City, State & Zip Code)					
County of Residence or of the Principal Place of Business: <b>Travis</b>			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):								
<b>Information Regarding the Debtor (Check the Applicable Boxes)</b>								
Venue (Check any applicable box)								
<input checked="" type="checkbox"/> 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 <input type="checkbox"/> 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)			Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)					
<input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input checked="" type="checkbox"/> Other <u>Limited Liability Company</u>			<input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding					
Nature of Debts (Check one box)			Filing Fee (Check one box)					
<input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business			<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> 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.					
Chapter 11 Small Business (Check all boxes that apply)								
<input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)								
Statistical/Administrative Information (Estimates only)					<b>THIS SPACE IS FOR COURT USE ONLY</b>			
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> 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	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	
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 million to \$50 million	\$50,000,001 to \$100 million
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 million to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



**EXHIBIT 1 FOR SCHLOTZSKY'S FRANCHISOR, LLC**

	<b>Debtors</b>	<b>District</b>	<b>Date</b>	<b>Case Number</b>	<b>Judge</b>	<b>Relationship</b>
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 FRANCHISE OPERATIONS, LLC	Western District of Texas	3-Aug-04	TBD	TBD	Affiliate
5	SCHLOTZSKY'S BRAND PRODUCTS, LLC	Western District of Texas	3-Aug-04	TBD	TBD	Affiliate
6	DFW RESTAURANT TRANSFER CORP.	Western District of Texas	3-Aug-04	TBD	TBD	Affiliate
7	56 <sup>TH</sup> AND 6 <sup>TH</sup> , INC.	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

# United States Bankruptcy Court

Western District Of Texas

In re

**Schlotszky's Franchisor, LLC**

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 ..... \$197,227.91 in 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: Schlotsky's Franchisor, LLC  
06-1697530

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)
Andrews & Kurth LLP PO Box 2017850 Houston, TX 77216-1785	Andrews & Kurth LLP David Barbour 1717 Main St. Suite 3700 Dallas, TX 75201 Ph: 214-659-4444 Fax: 214-659-4764	Trade Payable	Disputed	\$656,357
New Florida Markets Ltd. Frank Cole 4806 Heatherbrook Dallas, TX 75244  Joe And Pam Russo 1750 Choctaw Trail Maitland, FL 32751	Frank Cole  Zarco Einhorn & Salkowski Robert Zarco 100 S.E. 2nd Street Ste 2700 Miami, FL 33131 Ph: 305-374-5418 Fax: 305-374-5428	Trade Payable And Litigation	Disputed	604,158
Jeff Johnson and Carol Johnson 2330 S. 75th Street Lincoln, NE 68506	Hohmann Taube & Sommers Eric Taube Jamie Rose 100 Congress Ave Ste 1600 Austin, TX 78701 Ph: 512-472-5997 Fax: 512-472-5248  Zarco Einhorn & Salkowski Robert Zarco 100 S.E. 2nd Street Ste 2700 Miami, FL 33131 Ph: 305-374-5418 Fax:	Guarantee	Disputed	425,000

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Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Thompson & Knight LLP Dept 70 PO Box 4346 Houston, TX 77210-4346	Ron Firestone Ph: 214-969-1164	Trade Payable	44,100
MH PAR, Inc. 2933 Woodside Drive Suite G Topeka, KS 66614	Ph: 785-272-8227 Fax: 785-272-8244	Trade Payable	20,132
Nat or Daniel Hardt PO Box 549480 Oklahoma City, OK 73154	Ph: 405-820-9844 Fax: 405-330-9475	Trade Payable	18,198
Deli Concepts Of Wisconsin 416 Security Blvd. Green Bay, WI 54313	Jeff Noeldner  Wanezek, Umentum & Jaekels, S.C Paul Umentum 417 South Adams Street PO Box 22250 Green Bay, WI 54305-2250 Ph: 920-437-8191 Fax: 920-437-8101 pumentum@wujlaw.com	Trade Payable	13,916
Steve Tucker Company, Inc. 4487 Whisper Dr. Pensacola, FL 32504	Steve Tucker Ph: 512-892-2100	Trade Payable	13,398
Cleve West PO Box 601080 San Angelo, TX 76906	Ph: 325-949-7593 Fax: 915-944-2759	Trade Payable	13,015
Mid-Atlantic Deli, LLC PO Box 6847070 Austin, TX 78768	Mid-Atlantic Deli, LLC Lee Goldstein 1504 Brightwater Court Raleigh, NC, 27614  Jordan Law Offices PA James Jordan 8105 Creedmoor Rd. Suite 201 Raleigh, NC 27613, Ph: 919-847-3740 jjj@jordanlaw.com	Trade Payable	12,569

In re: Schlotsky's Franchisor, LLC  
06-1697530

Case No. \_\_\_\_\_  
Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Grant Thornton 33911 Treasury Center Chicago, IL 60694-3900	Grant Thorton LLP Lou Grabowski 1717 Main Street Suite 500 Dallas, TX 75201 Ph: 214 561-2300 Fax: 214-561-2370	Trade Payable		10,500
The Deli Developer, Inc. 1504 Brightwater Court Raleigh, NC, 27614	Lee Goldstein  Jordan Law Offices PA James Jordan 8105 Creedmoor Rd Suite 201 Raleigh, NC 27613 Ph: 919-847-3740 jfg@jordanlaw.com	Trade Payable		7,961
Technomic, Inc. 300 South Riverside Plaza Suite 1940 South Chicago, IL 60606	Dennis Lombardi Ph: 312-876-0004	Trade Payable		7,500
Deli Concepts, Inc. 63030 Cole Road Bend, OR	Terry Farnham Ph: 541-388-2247 fdelidude@bendcable.com	Trade Payable		7,371
Tri-State Restaurants, Inc 1181 Honeysuckle Lane Vincennes, IN 47591	Larry Jackson Ph: 217-544-0221 lgsc@charter.net	Trade Payable		7,088
Foote Steps, Inc 1925 Gatemont Drive Chesterfield, MO 63017	Tom Foote Ph: 636-256-0362	Trade Payable		6,307
Distinctive Services, Inc., 721 High Battery Circle Mt Pleasant, SC 29464	Mike Edwards Ph: 843-849-9751 Fax: 843-849-9751	Trade Payable		4,867
Dubois, Bryant, Campbell & Schwartz, LLP PO Box 9090 Austin, TX 78767	Dubois, Bryant, Campbell & Schwartz, LLP Robert Dubois 700 Lavaca, Suite 900 Austin, TX 78701 Ph: 512-457-8000 rdubois@dbcsllaw.com	Trade Payable	Disputed	4,281
Louis Hart 2709 Leconte Road Anderson, SC 29621	Ph: 864-266-0699 louhart@charter.net	Trade Payable		4,017

In re: Schlotsky's Franchisor, LLC  
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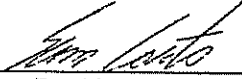
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Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Mountain Valley Development PO Box 6936 Helena, MT 59604	Troy Newsom Fax: 406-458-3333 tbnew2000@yahoo.com	Trade Payable		2,314
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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