

<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>RAD Acquisition Corp.</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): 74-2932346			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 1300 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 checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____			<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					
Chapter 11 Small Business (Check all boxes that apply)			<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.					
<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 checked="" type="checkbox"/>	<input 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	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"/>
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 RAD ACQUISITION CORP.**

	<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 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	56 <sup>TH</sup> AND 6 <sup>TH</sup> , INC.	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

**RAD Acquisition Corp.**

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: RAD Acquisition Corp.  
74-2932346

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)
State Comptroller of Public Accounts Revenue Acct Div Bankruptcy Section PO Box 13528 Austin, TX 78711		Franchise Taxes		Unknown

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