

04-54507

<b>FORM B1 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 Real Estate, Inc.</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): <b>74-2654209</b>		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):		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 800 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) <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 Other _____		Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <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) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		Filing Fee (Check one box) <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) <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.		<b>THIS SPACE IS FOR COURT USE ONLY</b>
Estimated Number of Creditors (consolidated basis)		
Estimated Assets (consolidated basis)		
Estimated Debts (consolidated basis)		

1  
8-3-04

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Schlotsky's Real Estate, Inc.</b>	
<b>Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)</b>			
Location Where Filed:	Case Number	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)</b>			
District: <b>See Attached</b>	Relationship:	Judge	
<h2 style="margin: 0;">Signatures</h2>			
<b>Signature(s) of Debtor(s) (Individual/Joint)</b>  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.		<b>Exhibit A</b> (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) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	
_____ Signature of Debtor  _____ Signature of Joint Debtor  _____ Telephone Number (If not represented by attorney)  _____ Date		<b>Exhibit B</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) <span style="float: right;">Date</span>	
<b>Signature of Attorney</b> <input checked="" type="checkbox"/> <b>/s/ Robert D. Albergotti</b> 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 Telephone Number 214-651-5995 August 2, 2004 Date		<b>Signature of Non-Attorney Petition Preparer</b> 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:	
<b>Signature of Debtor (Corporation/Partnership)</b>  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.		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.	
<input checked="" type="checkbox"/> _____ Signature of Authorized Individual David Samuel Coats Printed Name of Authorized Individual President Title of Authorized Individual August 2, 2004 Date			

**EXHIBIT 1 FOR SCHLOTZSKY'S REAL ESTATE, INC.**

	<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 FRANCHISOR, LLC	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

**Schlotsky's Real Estate, 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 ..... \$197,227.91 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 Real Estate, Inc.  
74-2654209

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)
Commercial Net Lease Realty, Inc. Vice President Of Operations 450 South Orange Ave., #900 Orlando, FL 32801	Fax: 407-650-3650 stacey_bolon@cnlreit.com	Trade Payable		99,952
USRP Funding 2002-A, L.P. 12240 Inwood Road Suite 3000 Dallas, TX 75244	Ron Dekelbaum Ph: 972-387-1487 Fax: 972-490-9119  Shannon Gracey Ratliff & Miller James R. Jordan 500 N. Akard Ste 2575 Dallas, TX 75201 Ph: 214-245-3090 Fax: 214-245-3097	Lease	Disputed	94,194
Brown Noltemeyer Company 1221 N Peterson Ave. Louisville, KY 40206	Norman Noltemeyer,	Trade Payable		70,000
Klitzing Welsch Assoc., Inc. 3109 S. Grand Suite 200 Saint Louis, MO 63118	Joseph H. Klitzing Ph: 314-772-8073 Fax:	Trade Payable		65,410
Anne Bleakley Williams 2805 Dena Drive San Angelo, TX 76904	Vanderburg, Hurst, Savage & Vanderburg, Ann Engles 1401 West Avenue, Suite B Austin, TX 78701 Ph: 512-474-8400 Fax: 512-435-0117	Trade Payable		42,000
Nelda Wells Spears Tax Collector PO Box 9700 Austin, TX 78767-0970		Trade Payable		40,431

In re: Schlotsky's Real Estate, Inc.  
74-2654209

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)
Abacus Business Solutions 15301 Roosevelt Blvd Suite 303 Clearwater, FL 33760	Mark Garcia, CFO Ph: 727-524-0177 mark.garcia@abacuspos.com	Trade Payable		19,650
ADT Security Services PO Box 3719940 Pittsburgh, PA 15250-7994		Trade Payable		11,623
Irvin or Elaine Steinberg 1804 Tyler Lane Louisville, KY 40205	Ph: 502-459-3210	Trade Payable		9,098
Mike Hogan, Tax Collector 231 E. Forsyth Room 1300 Jacksonville, FL 32202		Trade Payable		8,827
Pinellas County Tax Collector 315 Court Street, 3rd Floor PO Box 1729 Clearwater, FL 33757	Ph: 727-562-3262	Trade Payable		7,484
Delphi Display Systems, Inc. 485 East 17th Street Ste 4000 Costa Mesa, CA 92627		Trade Payable		6,874
Strategic Equipment and Supply Corporation / Gernsbacher's, Inc. Lockbox #890532 Dept 532 PO Box 120532 Dallas, TX 75312-0532	Strategic Equipment And Supply Corporation Harold Gernsbacher 5949 Sherry Lane Suite 835 Dallas, TX 75225 Ph: 877-546-5590 Ph: 214-373-6630 Fax: 214-373-6876	Trade Payable		4,687

In re: Schlotsky's Real Estate, Inc.  
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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)
MIWE America, L.L.C. 109 Stryker Lane Bldg 3 Unit 1 Hillsborough, NJ 08844		Trade Payable		3,415
Target Stores SDS 10-0075 PO Box 86 Minneapolis, MN 55486-0075		Trade Payable		1,961
Vickrey & Associates, Inc. 12940 Country Pkwy San Antonio, TX 78216		Trade Payable		1,658
Benton Enterprises, Inc 5508 Hwy 290 West Suite 201 Austin, TX 78735		Trade Payable		1,435
LG + E PO Box 355900 Louisville, KY 40232-5590		Trade Payable		748
Job Well Done Handyman SVC. LL 109 Century Oaks Drive Easley, SC 29642	George Usry	Trade Payable		388
City Of Easley Building Official's Office PO Box 282 Easley, SC 29641		Trade Payable		325

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