

FORM B1 United States Bankruptcy Court Western District of Texas		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Schlotzsky's Restaurants, 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): 74-2654212		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 1000 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) <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(c) (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.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors (consolidated basis)		
Estimated Assets (consolidated basis)		
Estimated Debts (consolidated basis)		

EXHIBIT 1 FOR SCHLOTZSKY'S RESTAURANTS, 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 REAL ESTATE, 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 TH AND 6 TH , 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 Restaurants, 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 Restaurants, Inc.
74-2654212

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)
Vistar Corporation PO Box 963720 Chicago, IL 60693-6372	Vistar Corporation Elizabeth Z. Krause 12650 E. Arapahoe Road Building D Centennial, CO 80112 Ph: 800-671-0022 ext. 7129 Fax: 303-662-7540 elizabethkrause@vistarvsa.com	Trade Payable		242,497
Dickey Realty, Ltd. c/o Avlon Management 2626 Westheimer Suite 211 Houston, TX 77098	Winstead Sechrest & Minick Lisa A. Smith 910 Travis St., Ste 2400, Houston 77002 Ph: 713-650-2657 Fax: 713-650-2400 lsmith@winstead.com	Lease	Unliquidated	234,524
Amerishop Woodlands II, L.P PO Box 9107900 Dallas, TX 75391-0790	Kane Russell Coleman & Logan PC Karen A. Cox 1601 Elm Street Suite 3700 Dallas, TX 75201 Ph: 214-777-4200 Fax: 214-777-4299	Lease	Unliquidated	148,051
Klitzing Welsch Assoc., Inc 3109 S. Grand Suite 200 St. Louis, MO 63118	Joe Klitzing Ph: 314-772-8073 Fax:	Trade Payable		131,886
Bonner Carrington LP 101 W. 6th Street #6060 Austin, TX 78701	Stewart Shaw Ph: 512-476-9559 Fax:	Trade Payable	Disputed	121,343
Bell Tower Village c/o Safco Capital Corp. 1850 S. Sepulveda Blvd #200 Los Angeles, CA 90025	Ph: 310-473-9500 Fax:	Lease	Unliquidated	109,265

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US Restaurants Properties MLP 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	Unliquidated, Disputed	100,359
Host Communications, Inc 546 East Main Street Lexington, KY 40508	Sheila Grigsby Ph: 888-484-4678 Fax:	Trade Payable		80,843
Parcel 19 East LLC 1016 W. Cheyenne Rd., Colorado Springs, CO 80906		Lease	Contingent	75,000
Cedar Park Plaza Assoc. 1875 Century Park East Suite 1840 Los Angeles, CA 90067		Trade Payable	Unliquidated	64,178
Initiative Media Worldwide 737 N. Michigan Ave. Suite 1200 Chicago, IL 60610	Jane Lawrence Ph: 312-397-7817 Fax: 312-337-6610 jane.lawrence@initiativemedia.com	Trade Payable		57,985
Nelda Wells Spears Tax Collector Travis County Tax Assessor PO Box 1748 Austin, TX 78767-1748	Ph: 512-473-9473	Trade Payable		48,526
Austin Coca-Cola Bottling Co. Austin Sales Center PO Box 848087 Dallas, TX 75287-8087	Ph: 512-836-7272 Fax:	Trade Payable		43,607

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Segovia Produce Co., Inc. 4618 E. 7th Street Austin, TX 78702	Ph: 512-385-6210 Fax:	Trade Payable		35,720
Washington County (Taxes) PO Box 200 14949 62nd Street Stillwater, MN 55082-0200	Ph: 800-927-4829 Fax:	Trade Payable		27,060
City Color Imaging 1825 W. Mockingbird Ln Dallas, TX 75235-5012	Ph: 214-951-9696	Trade Payable		17,852
Abacus Business Solutions 15301 Roosevelt Blvd #3030 Clearwater, FL 33760	Mark Garcia, CFO Ph: 727-524-0177 mark.garcia@abacuspos.com	Trade Payable		14,606
Coca-Cola Ent. - East Texas Division PO Box 1165560 Atlanta, GA 30368	Ron Oradat Ph: 813-569-3704 Gamberg & Gamberg Jerod Gamberg 4000 Hollywood Blvd. Suite 350 North Hollywood, FL 33021 Ph: 954-981-4411	Trade Payable		2,569
Birmingham Coca-Cola PO Box 11407 Drawer #0608 Attn: Accounts Receivable Birmingham, AL 35246-0608	Ph: 888-927-2653 Fax:	Trade Payable		10,199
Ferguson Air, Inc. PO Box 8409190 Houston, TX 77284-0919	Ph: 713-466-4000 Fax:	Trade Payable		7,835

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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