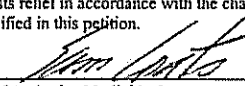


<b>FORM B1</b>		<b>United States Bankruptcy Court Western District of Texas</b>		<b>Voluntary Petition</b>			
Name of Debtor (if individual, enter Last, First, Middle): <b>San Felipe, LLC</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):				
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): <b>Schlotzsky's Deli</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): <b>74-2949757</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 1200 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 \$500,001	\$500,001 to \$1,000,001	\$1,000,001 to \$10,000,001	\$10,000,001 to More than \$100 million	
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Estimated Debts (consolidated basis)	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,001	\$500,001 to \$1,000,001	\$1,000,001 to \$10,000,001	\$10,000,001 to More than \$100 million	
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		<b>Name of Debtor(s):</b> <b>San Felipe, LLC</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)	
_____ Signature of Debtor		<input type="checkbox"/> Exhibit A is attached and made a part of this petition.	
_____ Signature of Joint Debtor		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts)	
_____ Telephone Number (If not represented by attorney)		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.	
_____ Date		_____ Signature of Attorney for Debtor(s)	
_____ Date		_____ Date	
<b>Signature of Attorney</b> X <u>/s/ Robert D. Albergotti</u>		<b>Signature of Non-Attorney Petition Preparer</b>	
_____ Signature of Attorney for Debtor(s)		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.	
<u>Robert D. Albergotti</u> Printed Name of Attorney for Debtor(s)		_____ Printed Name of Bankruptcy Petition Preparer	
<u>Haynes and Boone, LLP</u> Firm Name		_____ Social Security Number	
<u>901 Main Street, Suite 3100</u> Address		_____ Address	
<u>Dallas, Texas 75202-3789</u>		_____ Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:	
<u>214-651-5000</u> Telephone Number		_____ Signature of Bankruptcy Petition Preparer	
<u>August 2, 2004</u> Date		_____ Date	
<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.	
X <u></u> Signature of Authorized Individual		_____ Signature of Bankruptcy Petition Preparer	
<u>David Samuel Coats</u> Printed Name of Authorized Individual		_____ Date	
<u>President</u> Title of Authorized Individual		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.	
<u>August 2, 2004</u> Date			

**EXHIBIT 1 FOR SAN FELIPE, 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 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	RAD ACQUISITION CORP.	Western District of Texas	3-Aug-04	TBD	TBD	Affiliate

# United States Bankruptcy Court

Western District Of Texas

In re

**San Felipe, 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*

**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)
Uptown Restaurants, Inc. 3210 Ashlock Dr. Houston, TX 77082	stanweak@hotmail.com	Owner's Distribution	Unliquidated	\$323,000
Dubois, Bryant, Campbell, et al. PO Box 9090 Austin, TX 78767	Robert Dubois Ph: 512-457-8000 rdubois@dbcslaw.com	Trade Payable	Disputed	5,619
Coca-Cola Ent. East Texas Division PO Box 1165560 Atlanta, GA 30368	Ron Oradat Ph: 813-569-3704 Fax:  Gamberg & Gamberg Jerod Gamberg 4000 Hollywood Blvd. Suite 350 North Hollywood, FL 33021 Ph: 954-981-4411 Fax:	Trade Payable		2,569
Ferguson Air Inc. PO Box 8409190 Houston, TX 77284-0919	Ph: 713-466-4000 Fax:	Trade Payable		628
Houstonian Landscape Co PO Box 7820 Bellaire, TX 77402	Bart Suminski Ph: 713-392-1900 Fax:	Trade Payable		400
Time Warner Cable PO Box 6500500 Dallas, TX 75265-0050	Ph: 713-462-9000 Fax:	Trade Payable		265
CPR Paper & Ribbons PO Box 10720 Friendswood, TX 77549	David Ostrowski Ph: 281-482-9725 Fax:	Trade Payable		210

In re: San Felipe, L.L.C.  
74-2949757

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

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

Standard Coffee PO Box 60020 Katy, TX 77491-6002	Ph: 800-962-7006 Fax:	Trade Payable	192
Duke's Equipment Service, Inc. PO Box 244540 Houston, TX 77229-4454	Ph: 281-459-2018 Fax:	Trade Payable	160
ADP, Inc PO 784150 Phoenix, AZ 85062-84	Ph: 214-630-9311 Fax:	Trade Payable	136
Daydots 1801 Riverbend West Dr. Ft Worth, TX 76118	Ph: 800-321-3687 Fax:	Trade Payable	104
Nuco2, Inc PO Box 33280 Stuart, FL 34995	Ph: 800-472-2855 Fax:	Trade Payable	85
Cintas First Aid & Safety P.O. Box 841877 6707 W Sam Houston Prky N Houston, TX 77284-1877	Ph: 713-937-0006 Fax:	Trade Payable	16
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