

09-18-2000



HEET

JLY

8.23 00

Docket No.:

0108606-010

Tab settings

101459961

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
BLK CAPITAL, L.L.C.
900 North Michigan Avenue
Suite 1800
Chicago, Illinois 60611

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other limited liability company - Illinois

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 14, 2000

2. Name and address of receiving party(ies):

Name: POTBELLY SANDWICH WORKS, LLC

Internal Address: Suite 1800

Street Address: 900 North Michigan Avenue

City: Chicago State: IL ZIP: 60611

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other limited liability company - Illinois

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)
75-664,989 75-844,085 75-822,995
75-841,753 75-822,848

Additional numbers

B. Trademark Registration No.(s)
2,304,375 2,178,589
2,332,173 2,221,101
2,374,731

Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Heidi Yernberg Echols, Esq.

Internal Address: Bell, Boyd & Lloyd LLC

Street Address: P.O. Box 1135

City: Chicago State: IL ZIP: 60690

6. Total number of applications and registrations involved:..... **10**

7. Total fee (37 CFR 3.41):.....\$ \$265.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9/18/2000 JJALLAH2 00000240 75664989
01 FC:481 40.00 OP
02 FC:482 225.00 OP

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Heidi Yernberg Echols Heidi Yernberg Echols 8/23/00
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and

9

TRADEMARK

January 1999

**Illinois
Limited Liability Company Act
Articles of Amendment**

This space for use by
Secretary of State

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 359, Howlett Building
Springfield, IL 62756
http://www.sos.state.il.us

Filing Fee (see note).

Must be typewritten

This space for use by Secretary of State

Date 7-14-00
Assigned File # 0005-751-7
Filing Fee \$ 100.00
Approved: JB

FILED

JUL 14 2000

LIMITED LIABILITY CO. DIV.
JESSIE WHITE
SECRETARY OF STATE

Payment may be made by business
firm check payable to Secretary of State.
(If check is returned for any reason this
filing will be void.)

1. Limited Liability Company name BLK Capital, L.L.C.

2. File number assigned by the Secretary of State: 00057517

3. Federal Employer Identification Number (F.E.I.N.): 36-4063453

4. These Articles of Amendment are effective on the file date or a later date being _____
not to exceed 30 days after the file date.

5. The company has elected in its operating agreement to be governed by the amendatory Act of 1997:
 Yes No

6. The Articles of Organization are amended as follows: (Attach a copy of the text of each amendment adopted.)
(Address changes of P.O. Box and c/o are unacceptable)

- a) Admission of a new member (give name and address below)
- b) Admission of a new manager (give name and address below)
- c) Withdrawal of a member (give name below)
- d) Withdrawal of a manager (give name below)
- e) Change in the address of the office at which the records required by Section 1-40 of the Act are kept (give new address, including county below)
- f) Change of registered agent and/or registered agent's office (give new name and address, including county below)
- g) Change in the limited liability company's name (list below)
- h) Change in date of dissolution or other events of dissolution enumerated in item 8 of the Articles of Organization
- i) Other (give information below)

g) The new name of the limited liability company is Potbelly Sandwich Works, LLC

h) The new date of dissolution of the Company is: none-perpetual



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

0005751-7

07/14/2000

ANDREW D. JAMES
330 N WABASH AVE 22ND FLOOR
CHICAGO, IL 60611-0000

RE POTBELLY SANDWICH WORKS, LLC
OLD: BLK CAPITAL, L.L.C.

DEAR SIR OR MADAM:

APPLICATION FOR AMENDMENT HAS BEEN PLACED ON FILE, AND THE LIMITED LIABILITY COMPANY CREDITED WITH THE REQUIRED FILING FEE.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC

POTBELLY SANDWICH WORKS, LLC
CONSENT OF MANAGER

The undersigned, being the manager of POTBELLY SANDWICH WORKS, LLC, an Illinois limited liability company (the "Company"), hereby consents to the Company taking the following actions, and hereby waive any notice whatsoever required to be given in connection therewith:

RESOLVED, that the Articles of Incorporation of the Company be amended by changing Article I thereof to change the name of the Corporation, so that, as amended Article I shall be and read as follows: Limited Liability Company name Potbelly Sandwich Works, LLC.

FURTHER RESOLVED, that all actions taken by or on behalf of the Company in connection with the matters described in the foregoing resolution be, and hereby are, ratified and confirmed in all respects.

Dated as of June 30, 2000.

MANAGER

A handwritten signature in black ink, appearing to read 'Bryant L. Keil', written over a horizontal line.

Bryant L. Keil

POTBELLY SANDWICH WORKS, LLC
CONSENT OF MEMBERS

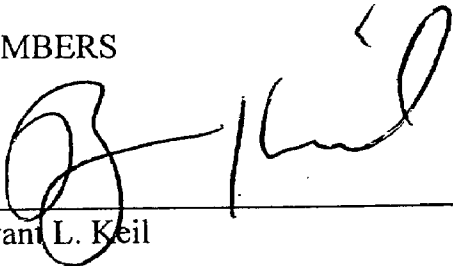
The undersigned, being all the members of POTBELLY SANDWICH WORKS, LLC, an Illinois limited liability company (the "Company"), hereby consent to the Company, and Bryant L. Keil, as Manager, on behalf of the Company, taking the following actions, and hereby waive any notice whatsoever required to be given in connection therewith:

RESOLVED, that the Articles of Incorporation of the Company be amended by changing Article I thereof to change the name of the Corporation, so that, as amended Article I shall be and read as follows: Limited Liability Company name Potbelly Sandwich Works, LLC.

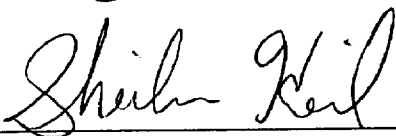
FURTHER RESOLVED, that all actions taken by or on behalf of the Company in connection with the matters described in the foregoing resolution be, and hereby are, ratified and confirmed in all respects.

Dated as of June 30, 2000.

MEMBERS



Bryant L. Keil



Sheila K. Keil