

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank, N.A.		09/21/2012	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Potbelly Sandwich Works, LLC
Street Address:	222 Merchandise Mart Plaza
Internal Address:	23rd Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60654
Entity Type:	LIMITED LIABILITY COMPANY: ILLINOIS

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Registration Number:	2385031	A FIRST CLASS DIVE
Registration Number:	2751266	A SANDWICH A DAY KEEPS OUR LANDLORD AWAY
Registration Number:	2748556	A SANDWICH A DAY KEEPS OUR LANDLORD AWAY
Registration Number:	2304375	A WRECK
Registration Number:	3226720	DEEP SANDWICHES
Registration Number:	3221471	DEEP SANDWICHES
Registration Number:	2178589	POTBELLY
Registration Number:	2332173	POTBELLY
Registration Number:	2221101	POTBELLY SANDWICH WORKS
Registration Number:	2374731	POTBELLY SANDWICH WORKS A FIRST CLASS DIVE U.S.S. POTBELLY
Registration Number:	3015717	POTBELLY SANDWICH WORKS A FIRST CLASS DIVE SINCE 1977

CH \$890.00 2385031

Registration Number:	2512488	POTBELLY SANDWICH WORKS
Registration Number:	2623614	POTBELLY SANDWICH WORKS
Registration Number:	2510265	SANDWICHES THAT WILL AMAZE YOU
Registration Number:	2994705	
Registration Number:	2951797	
Registration Number:	2504378	YA GOTTA GET IT HOT
Registration Number:	2558469	YA GOTTA GET IT HOT
Registration Number:	2387751	YOU GOTTA GET IT HOT!
Registration Number:	3452700	A WRECK
Registration Number:	3887582	GOOD VIBES. GREAT SANDWICHES.
Registration Number:	3687136	
Registration Number:	4029677	POTBELLY KITCHEN
Registration Number:	4154485	POTBELLY SANDWICH SHOP
Registration Number:	3887721	POTBELLY SANDWICH SHOP
Registration Number:	3687137	POTBELLY SANDWICH WORKS
Registration Number:	3684104	POTBELLY SANDWICH WORKS
Registration Number:	3684103	POTBELLY SANDWICH WORKS
Registration Number:	3494208	
Registration Number:	3494209	
Registration Number:	3065822	COGGINS' SANDWICH MANUFACTORY
Registration Number:	2998208	DESIGNERS AND BUILDERS OF EXCEPTIONAL OVEN-BAKED SANDWICHES
Registration Number:	3008760	COGGINS' SANDWICH MANUFACTORY
Registration Number:	2539005	HANDCRAFTED SANDWICHES
Serial Number:	77269042	POTBELLY MUSIC WORKS

CORRESPONDENCE DATA

Fax Number: 3122585700

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 312-258-5724

Email: cbollinger@schiffhardin.com

Correspondent Name: Chris L. Bollinger

Address Line 1: P.O. Box 06079

Address Line 2: Schiff Hardin LLP

Address Line 4: Chicago, ILLINOIS 60606-0079

ATTORNEY DOCKET NUMBER:

06984-0113

TRADEMARK
REEL: 004873 FRAME: 0535

	Chris L. Bollinger
Signature:	/Chris L. Bollinger/
Date:	10/04/2012
Total Attachments: 6 source=10-2 - Potbelly TM Sec Int Release#page1.tif source=10-2 - Potbelly TM Sec Int Release#page2.tif source=10-2 - Potbelly TM Sec Int Release#page3.tif source=10-2 - Potbelly TM Sec Int Release#page4.tif source=10-2 - Potbelly TM Sec Int Release#page5.tif source=10-2 - Potbelly TM Sec Int Release#page6.tif	

TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Release") dated as of September 21, 2012 is made by WELLS FARGO BANK, N.A., in its capacity as administrative agent (in such capacity, the "Agent") for certain financial institutions (the "Lenders") in favor of POTBELLY SANDWICH WORKS, LLC, an Illinois corporation ("Grantor") and the other assignors referred to on Schedule 2 attached hereto (the "Assignors").

WHEREAS, pursuant to that certain Trademark Collateral Security and Pledge Agreement by and between the Grantor, the Assignors and Agent dated January 15, 2008 in favor of the Agent, for the benefit of the lenders (the "Security Agreement"), a security interest (the "Security Interest") was granted by the Grantor and the other Assignors to the Agent, for the benefit of itself and Lenders, in all of Grantor's and each Assignor's right, title and interest in and to the trademarks and trademark registrations set forth on Schedule 1 attached hereto (collectively, the "Pledged Trademarks");

WHEREAS, the Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on January 15, 2008 at Reel 003696, Frame 0855; and

WHEREAS, Agent now desires to terminate, cancel and release its Security Interest in the Pledged Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and upon the terms used in this Release, the Agent hereby agrees and acknowledges as follows:

1. Definitions. Unless otherwise defined herein, terms used in this Release have the meanings provided in the Security Agreement.

2. Release of Security Interest. The Agent hereby terminates, releases and discharges its Security Interest in the Pledged Trademarks including the Trademarks identified on Schedule 1 attached hereto and made a part hereof, and assigns to the Grantor and the Assignors, as applicable, without recourse, all of the Agent's right, title and interest in the Trademarks, and any right, title or interest of the Agent in such Trademarks shall hereby cease and be void. Agent understands and agrees that this Release may be recorded by or for the Grantor and the other Assignors, as applicable, with the United States Patent and Trademark Office or any similar office or agency.

3. Further Assurances. Upon request by the Grantor, the Agent hereby agrees to duly execute, acknowledge and deliver any further documents and to do such other acts as may be reasonably necessary to effect the termination and release of the Security Interest contemplated hereby.

* * * * *

IN WITNESS WHEREOF, Agent has caused this Release to be executed by its duly authorized representatives as of the date first written above.

WELLS FARGO BANK, N.A., as Agent

By: Maureen S. Malphus
Name: Maureen S. Malphus
Title: Vice President

ACKNOWLEDGMENT

STATE OF CALIFORNIA §
 §
COUNTY OF SAN DIEGO §

On September 21, 2012, before me, C. L. Gomez, Notary Public, personally appeared Maureen S. Malphus who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument, the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

C. L. Gomez
Notary Public

(SEAL)



SCHEDULE 1

Trademarks and Trademark Registrations

U.S. TRADEMARKS/SERVICE MARKS

<u>Trademark Name</u>	<u>Filing Date</u>	<u>Registration No. (or Application No. if pending)</u>	<u>Status</u>
"A FIRST CLASS DIVE"	03/22/1999	2,385,031	Registered
"A SANDWICH A DAY KEEPS OUR LANDLORD AWAY"	05/24/2002 05/24/2002	2,751,266 2,748,556	Registered Registered
"A WRECK"	03/16/1999	2,304,375	Registered
"DEEP SANDWICHES"	03/17/2005	3,226,720	Registered
"DEEP SANDWICHES" (Stylized and/or with Design)	06/14/2005	3,221,471	Registered
"POTBELLY"	8/11/1997	2,178,589	Registered
"POTBELLY" (Stylized)	03/16/1999	2,332,173	Registered
"POTBELLY SANDWICH WORKS"	09/16/1996	2,221,101	Registered
"POTBELLY SANDWICH WORKS – A FIRST CLASS DIVE – U.S.S. POTBELLY" (and Design)	03/16/1999	2,374,731	Registered
"POTBELLY SANDWICH WORKS A FIRST CLASS DIVE SINCE 1977" (stylized and/or with Design)	03/09/2005	3,015,717	Registered
"POTBELLY SANDWICH WORKS" and Design	01/03/2001 01/03/2001	2,512,488 2,623,614	Registered Registered
"SANDWICHES THAT WILL AMAZE YOU"	02/23/2001	2,510,265	Registered
"STOVE" Design	05/05/2004 05/10/2004	2,994,705 2,951,797	Registered Registered
"YA GOTTA GET IT HOT"	01/03/2001 01/03/2001	2,504,378 2,558,469	Registered Registered
"YOU GOTTA GET IT HOT!" Design	10/14/1999	2,387,751	Registered
A WRECK	09/13/2007	3,452,700	Registered
GOOD VIBES. GREAT SANDWICHES	09/02/2009	3,887,582	Registered
New "STOVE" Design	6/18/2008	3,687,136	Registered
POTBELLY KITCHEN	06/22/2010	4,029,677	Registered
POTBELLY SANDWICH SHOP	10/20/2009 10/20/2009	4,154,485 3,887,721	Registered Registered
"POTBELLY SANDWICH WORKS" and Sign Design	6/18/2008	3,687,137	Registered
"POTBELLY SANDWICH WORKS" and Stove Design (2008)	9/15/2009	3,684,104	Registered
"POTBELLY SANDWICH WORKS" and Color Stove Design (2008)	6/03/2008	3,684,103	Registered

Trademark Name	Filing Date	Registration No. (or Application No. if pending)	Status
DESIGN ONLY (of interior of a restaurant)	1/12/2007	3,494,208	Registered
DESIGN ONLY (of interior of a restaurant)	1/12/2007	3,494,209	Registered
COGGINS' SANDWICH MANUFACTORY	3/07/2006	3,065,822	Registered
DESIGNERS AND BUILDERS OF EXCEPTIONAL OVEN-BAKED SANDWICHES	9/20/2005	2,998,208	Registered
COGGINS' SANDWICH MANUFACTORY	10/25/2005	3,008,760	Registered
"HANDCRAFTED SANDWICHES" (and Design)	10/14/1999	2,539,005	Registered
"POTBELLY MUSIC WORKS"	8/31/2007	77/269042 (Applic.)	Pending

FOREIGN TRADEMARKS/SERVICE MARKS

Trademark Name	Country	Filing Date	Registration No. (or Application No. if pending)	Status
"A WRECK"	Australia	05/19/2004	1002588	Registered
	European Union	05/19/2004	003845385	Registered
"POTBELLY"	Australia	05/19/2004	1002587	Registered
	Canada	09/19/2005	1272575 (App. No.)	Allowed
	European Union	05/19/2004	003840956	Registered
	Mexico	10/06/2005	931190	Registered
"POTBELLY SANDWICH WORKS"	Canada	09/19/2005	1272577 (App. No.)	Allowed
	Mexico	10/06/2005	931191	Registered
"POTBELLY SANDWICH WORKS" (and Design)	Australia	05/26/2004	1003843	Registered
POTBELLY SANDWICH WORKS" (Design)	European Union	06/14/2004	003880069	Registered
"POTBELLY SANDWICH WORKS" and Design	Canada	09/19/2005	1272576 (App. No.)	Allowed
	Mexico	10/06/2005	933726	Registered
	Mexico	10/06/2005	931656	Registered
"STOVE" Design	Australia	05/19/2004	1002586	Registered
	European Union	05/19/2004	003845435	Registered
"YA GOTTA GET IT HOT"	Australia	05/19/2004	1002589	Registered
	European Union	05/19/2004	003845419	Registered
"YA GOTTA GET IT HOT!" Design	Australia	05/26/2004	1003842	Registered
	European Union	06/17/2004	003890134	Registered

CALIFORNIA REGISTERED TRADEMARKS/SERVICE MARKS

<u>Trademark Name</u>	Registration Date	Registration No. (or Application No. if pending)	Status
Design Only-Design mark of rectangle design	06/22/1990	37,039	Registered
Design Only-Design mark including a silhouette of a pot-bellied stove and stovepipe super-imposed on a diamond outline, in turn super-imposed on a checkerboard field	06/22/1990	37,038	Registered
POT BELLI DELI Stylized	01/14/1991	37,913	Registered
POT BELLY BURGER and Design	08/27/2002	56,642	Registered
	08/06/2002	56,542	Registered

SCHEDULE 2

Assignors

Potbelly Corporation, a Delaware corporation
Potbelly Illinois, Inc., an Illinois corporation
PSW North Bridge, LLC, an Illinois limited liability company
PSW 55 West Monroe, LLC, an Illinois limited liability company
PSW Deerfield, LLC, an Illinois limited liability company
PSW Rockville Center, LLC, an Illinois limited liability company
PSW IC, LLC, an Illinois limited liability company
PSW Clark, LLC, an Illinois limited liability company
PSW DC Acquisition LLC, an Illinois limited liability company
PSW Naperville, LLC, an Illinois limited liability company
Potbelly Sandwich Works DC-1, LLC, an Illinois limited liability company
PSW 555 Twelfth Street, LLC, an Illinois limited liability company
PSW Old Orchard, LLC, an Illinois limited liability company
PSW Geneva IL, LLC, an Illinois limited liability company
PSW Lincolnshire, LLC, an Illinois limited liability company
PSW Nyave, LLC, an Illinois limited liability company
PSW PBD Acquisition LLC, an Illinois limited liability company
PSW West Jackson, LLC, an Illinois limited liability company

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