

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM786904

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Potbelly Sandwich Works, LLC		02/07/2023	Limited Liability Company: ILLINOIS
RECEIVING PARTY DATA			
Name:	Sagard Holdings Manager LP		
Street Address:	1500 Robert-Bourassa Boulevard, 7th Floor		
City:	Montreal, QC		
State/Country:	CANADA		
Postal Code:	H3A 3S8		
Entity Type:	Limited Partnership: CANADA		
PROPERTY NUMBERS Total: 27			
Property Type	Number	Word Mark	
Registration Number:	6017659	POTBELLY SANDWICH SHOP	
Registration Number:	6017658	POTBELLY SANDWICH SHOP	
Registration Number:	5524389	FEED YOUR SMILE	
Registration Number:	5529280	POTBELLY SANDWICH SHOP FEED YOUR SMILE	
Registration Number:	3015717	POTBELLY SANDWICH WORKS A FIRST CLASS DI	
Registration Number:	2951797		
Registration Number:	2994705		
Registration Number:	4154485	POTBELLY SANDWICH SHOP	
Registration Number:	3887721	POTBELLY SANDWICH SHOP	
Registration Number:	3887582	GOOD VIBES. GREAT SANDWICHES.	
Registration Number:	3687137	POTBELLY SANDWICH WORKS	
Registration Number:	3687136		
Registration Number:	3684104	POTBELLY SANDWICH WORKS	
Registration Number:	3684103	POTBELLY SANDWICH WORKS	
Registration Number:	3452700	A WRECK	
Registration Number:	3494209		
Registration Number:	3494208		
Registration Number:	2558469	YA GOTTA GET IT HOT	
Registration Number:	2512488	POTBELLY SANDWICH WORKS	

OP \$690.00 6017659

Property Type	Number	Word Mark
Registration Number:	2504378	YA GOTTA GET IT HOT
Registration Number:	2387751	YOU GOTTA GET IT HOT!
Registration Number:	2385031	A FIRST CLASS DIVE
Registration Number:	2304375	A WRECK
Registration Number:	2374731	POTBELLY SANDWICH WORKS A FIRST CLASS DI
Registration Number:	2332173	POTBELLY
Registration Number:	2178589	POTBELLY
Registration Number:	2221101	POTBELLY SANDWICH WORKS

CORRESPONDENCE DATA

Fax Number: 6175236850

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

Phone: 617-523-2700

Email: susan.dinicola@hkclaw.com,daniel.wiseman@hkclaw.com

Correspondent Name: Holland & Knight LLP

Address Line 1: 10 St. James Avenue

Address Line 4: Boston, MASSACHUSETTS 02116

NAME OF SUBMITTER:	Susan C. DiNicola
SIGNATURE:	/Susan C. DiNicola/
DATE SIGNED:	02/14/2023

Total Attachments: 5
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GRANT OF SECURITY INTEREST IN TRADEMARKS

This Trademark Security Agreement is made as of February 7, 2023 (this "Trademark Security Agreement"), by POTBELLY SANDWICH WORKS, LLC, an Illinois limited liability company (the "Grantor"), in favor of SAGARD HOLDINGS MANAGER LP, in its capacity as administrative agent for the holders of the Obligations (together with its successors and assigns in such capacity, the "Grantee").

WHEREAS, the Grantor has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Security and Pledge Agreement, dated February 7, 2023 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement"), in favor of the Grantee; and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee for the benefit of the Secured Parties, a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations.

NOW, THEREFORE, as collateral security for the payment, performance and observance of all of the Obligations, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee, for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart by facsimile or electronic mail shall be equally effective as delivery of an original executed counterpart.

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IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the date first set forth above.

POTBELLY SANDWICH WORKS, LLC

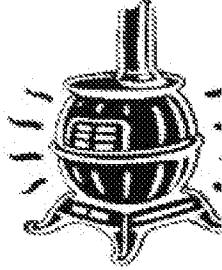
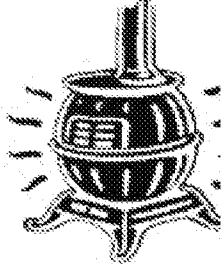
DocuSigned by:
Steve W. Cirulis

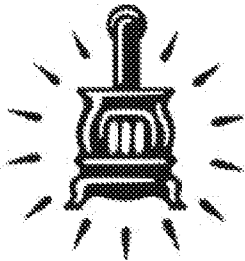

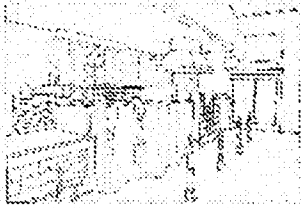
By: _____

Name: Steve Cirulis

Title: Senior Vice President, Chief
Financial Officer, and Chief
Strategy Officer

SCHEDULE A TO
GRANT OF SECURITY INTEREST

Owner's Name	Serial Number	Registration Number	Mark	Filing Date	Registration Date
Potbelly Sandwich Works, LLC	88583532	6017659	POTBELLY SANDWICH SHOP	August 19, 2019	March 24, 2020
Potbelly Sandwich Works, LLC	88585525	6017658	POTBELLY SANDWICH SHOP	August 19, 2019	March 24, 2020
Potbelly Sandwich Works, LLC	87727046	5524389	FEED YOUR SMILE	December 19, 2017	July 24, 2018
Potbelly Sandwich Works, LLC	8772038	5529280	POTBELLY SANDWICH SHOP FEED YOUR SMILE	December 19, 2017	July 31, 2018
Potbelly Sandwich Works, LLC	78583840	3015717	POTBELLY SANDWICH WORKS A FIRST CLASS DIVE SINCE 1977	March 9, 2005	November 15, 2005
Potbelly Sandwich Works, LLC	78416009	2951797		May 10, 2004	May 1, 2005
Potbelly Sandwich Works, LLC	78413418	2994705		May 5, 2004	September 13, 2005
Potbelly Sandwich Works, LLC	77852416	4154485	POTBELLY SANDWICH SHOP	October 20, 2009	June 5, 2012
Potbelly Sandwich Works, LLC	77852421	3887721	POTBELLY SANDWICH SHOP	October 20, 2009	December 7, 2010
Potbelly Sandwich Works, LLC	77819026	3887582	GOOD VIBES. GREAT SANDWICHES	September 2, 2009	December 7, 2010

Potbelly Sandwich Works, LLC	77502363	3687137	POTBELLY SANDWICH WORKS	June 18, 2008	September 22, 2009
Potbelly Sandwich Works, LLC	77502360	3687136		June 18, 2008	September 22, 2009
Potbelly Sandwich Works, LLC	77490094	3684104	POTBELLY SANDWICH WORKS	June 3, 2008	September 15, 2009
Potbelly Sandwich Works, LLC	77490070	3684103	POTBELLY SANDWICH WORKS	June 3, 2008	September 15, 2009
Potbelly Sandwich Works, LLC	77279106	3452700	A WRECK	September 13, 2007	June 24 2008
Potbelly Sandwich Works, LLC	77082414	3494209		January 12, 2007	August 26, 2008
Potbelly Sandwich Works, LLC	77082394	3494208		January 12, 2007	August 26, 2008
Potbelly Sandwich Works, LLC	76189214	2558469	YA GOTTA GET IT HOT	January 31, 2001	April 9, 2002
Potbelly Sandwich Works, LLC	76189213	2512488	POTBELLY SANDWICH WORKS	January 3, 2001	November 27, 2001

Potbelly Sandwich Works, LLC	76189212	2504378	YA GOTTA GET IT HOT	January 3, 2001	November 6, 2001
Potbelly Sandwich Works, LLC	75822848	2387751	YOU GOTTA GET IT HOT	October 14, 1999	September 19, 2000
Potbelly Sandwich Works, LLC	75664989	2385031	A FIRST CLASS DIVE	March 22, 1999	September 12, 2000
Potbelly Sandwich Works, LLC	75661647	2304375	A WRECK	March 16, 1999	December 28, 1999
Potbelly Sandwich Works, LLC	75661514	2374731	POTBELLY SANDWICH WORKS A FIRST CLASS DIVE U.S.S. POTBELLY	March 16, 1999	August 8 2000
Potbelly Sandwich Works, LLC	75661148	2332173	POTBELLY	March 16, 1999	March 21, 2000
Potbelly Sandwich Works, LLC	75338523	2178589	POTBELLY	August 11, 1997	August 4, 1998
Potbelly Sandwich Works, LLC	75171283	2221101	POTBELLY SANDWICH WORKS	September 16, 1996	February 2, 1999