

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM786916

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		RELEASE OF SECURITY INTEREST	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A.		02/07/2023	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Potbelly Sandwich Works, LLC		
Street Address:	111 N. Canal Street, Suite 325		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	Limited Liability Company: ILLINOIS		
PROPERTY NUMBERS Total: 30			
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 DI	
Registration Number:	3015717	POTBELLY SANDWICH WORKS A FIRST CLASS DI	
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!	

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Property Type	Number	Word Mark
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	

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@hkllaw.com,daniel.wiseman@hkllaw.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: 4

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TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS TERMINATION AND RELEASE OF SECURITY INTERESTS IN TRADEMARKS (this "Release") is made as of February 7, 2023 in favor of Potbelly Sandwich Works, LLC, an Illinois limited liability company (the "Grantor"), by JPMorgan Chase Bank, N.A., in its capacity as administrative agent (in such capacity, the "Administrative Agent") for the Lenders (as defined in the Security Agreement (as defined below)). Capitalized terms not defined herein shall have the meanings ascribed to such terms in the Security Agreement.

WHEREAS, pursuant to the terms and conditions of that certain Trademark Security Agreement, dated as of September 21, 2012 executed by the Grantor in favor of the Administrative Agent (the "Security Agreement"), the Grantor granted to the Administrative Agent a security interest in all of the Grantor's right, title and interest in, to, and under the Trademark Collateral (as defined in the Security Agreement), including the trademark applications and registrations set forth on Schedule 1 attached hereto;

WHEREAS, the Security Agreement was recorded with the United States Patent and Trademark Office on October 3, 2012 at Reel/Frame 4871/0951.

WHEREAS, the Administrative Agent wishes to release its security interest granted and recorded against the Trademark Collateral.


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Administrative Agent hereby terminates the Security Agreement and hereby terminates, cancels and releases any security interest it may have under the Security Agreement, including in the Trademark Collateral.

The Administrative Agent shall take all further actions, and provide to the Grantor, its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by the Grantor or its designee to more fully and effectively effectuate the purposes of this Release. The Grantor or its designee is hereby authorized to file and record this Release with the appropriate governmental agency or authority as evidence of the release of security interest granted hereunder.

* * * * *

IN WITNESS WHEREOF, the Administrative Agent has caused this Termination and Release of Security Interests in Trademarks to be executed by its duly authorized representative as of the date first written above.

JPMORGAN CHASE BANK, N.A. as
Administrative Agent

By: 
Name: Matthew Brennan
Title: Authorized Officer

SCHEDULE 1

Trademarks, Trademark Applications and Trademark Licenses

<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
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