

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

Assignment ID: TMI18369

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Sagard Holdings Manager LP, as Administrative Agent		02/07/2024	Limited Partnership: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Company Name:</b>	Potbelly Sandwich Works, LLC		
<b>Street Address:</b>	111 N. Canal Street, Suite 325		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60606		
<b>Entity Type:</b>	Limited Liability Company: ILLINOIS		
<b>PROPERTY NUMBERS Total: 27</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	6017659	POTBELLY SANDWICH SHOP	
<b>Registration Number:</b>	6017658	POTBELLY SANDWICH SHOP	
<b>Registration Number:</b>	5524389	FEED YOUR SMILE	
<b>Registration Number:</b>	5529280	POTBELLY SANDWICH SHOP FEED YOUR SMILE	
<b>Registration Number:</b>	3015717	POTBELLY SANDWICH WORKS A FIRST CLASS DIVE SINCE 1977	
<b>Registration Number:</b>	2951797		
<b>Registration Number:</b>	2994705		
<b>Registration Number:</b>	4154485	POTBELLY SANDWICH SHOP	
<b>Registration Number:</b>	3887721	POTBELLY SANDWICH SHOP	
<b>Registration Number:</b>	3887582	GOOD VIBES. GREAT SANDWICHES.	
<b>Registration Number:</b>	3687137	POTBELLY SANDWICH WORKS	
<b>Registration Number:</b>	3684104	POTBELLY SANDWICH WORKS	
<b>Registration Number:</b>	3684103	POTBELLY SANDWICH WORKS	
<b>Registration Number:</b>	3452700	A WRECK	
<b>Registration Number:</b>	3494209		
<b>Registration Number:</b>	3494208		
<b>Registration Number:</b>	2558469	YA GOTTA GET IT HOT	
<b>Registration Number:</b>	2512488	POTBELLY SANDWICH WORKS	

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Property Type	Number	Word Mark
Registration Number:	2504378	YA GOTTA GET IT HOT
Registration Number:	2387751	YOU GOTTA GET IT HOT!
Registration Number:	3687136	
Registration Number:	2385031	A FIRST CLASS DIVE
Registration Number:	2304375	A WRECK
Registration Number:	2374731	POTBELLY SANDWICH WORKS A FIRST CLASS DIVE U.S.S. POTBELLY
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:** 6175232700

**Email:** susan.dinicola@hkclaw.com, amir.saboorian@hkclaw.com

**Correspondent Name:** Susan C DiNicola

**Address Line 1:** Holland & Knight LLP

**Address Line 2:** 10 St. James Avenue

**Address Line 4:** Boston , MASSACHUSETTS 02116

<b>ATTORNEY DOCKET NUMBER:</b>	169037.00010
<b>NAME OF SUBMITTER:</b>	Susan DiNicola
<b>SIGNATURE:</b>	Susan DiNicola
<b>DATE SIGNED:</b>	02/09/2024

**Total Attachments: 5**

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**TERMINATION AND RELEASE OF SECURITY INTEREST  
IN TRADEMARKS**

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated as of February 7, 2024 (this "Release"), is made by Sagard Holdings Manager LP, as Administrative Agent (in such capacity, the "Agent") in favor of Potbelly Sandwich Works, LLC, an Illinois limited liability company (the "Grantor"). All capitalized terms used herein but not otherwise defined herein shall have the respective meanings given to them in the Trademark Security Agreement, whether directly therein, or by reference to another agreement.

**WHEREAS**, reference is made to (a) the Credit and Guaranty Agreement, dated as of February 7, 2023 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Potbelly Corporation, a Delaware corporation, as Borrower, the Grantor, as a Guarantor, the other Guarantors from time to time party thereto, the Lenders from time to time party thereto, and Sagard Holdings Manager LP, as Administrative Agent, and (b) the Security and Pledge Agreement, dated as of February 7, 2023 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement"), among the Grantor, the other grantors party thereto and Agent;

**WHEREAS**, pursuant to the Security Agreement, Grantor executed and delivered in favor of the Agent that certain Grant of Security Interest in Trademarks, dated as of February 7, 2023 (the "Trademark Security Agreement"), which was recorded in the United States Patent and Trademark Office (the "USPTO") on February 14, 2023 at Reel 7970, Frame 0356;

**WHEREAS**, pursuant to the Security Agreement and the Trademark Security Agreement, the Grantor granted and pledged to the Agent, for the benefit of the Secured Parties, a continuing security interest (the "Security Interest") in all of the Grantor's right, title and interest in, to and under the Collateral, including the Trademarks listed on Schedule A attached hereto (the "Trademark Collateral"); and

**WHEREAS**, the Grantor and the Agent desire that the Agent terminate its Security Interest in the Trademark Collateral.

**NOW THEREFORE**, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby (a) terminates the Trademark Security Agreement, (b) irrevocably terminates, cancels, discharges, and releases the Security Interest in the Trademark Collateral, and (c) re-assigns to the Grantor any right, title or interest it may have in the Trademark Collateral, in each case without recourse to the Agent or representation or warranty of any kind.

The Grantor, or any successor to the Grantor (including any person or entity hereafter holding any right, title or interest in or to the Trademark Collateral) is hereby authorized to record this Release with the USPTO at the Grantor's expense.

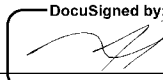
*[Signature Page Follows]*

**IN WITNESS WHEREOF**, the Agent, on behalf of the Secured Parties, has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

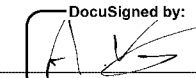
**SAGARD HOLDINGS MANAGER LP**, as  
Administrative Agent

By: Sagard Holdings Manager GP Inc.

Its: General Partner



By:  \_\_\_\_\_  
Name: Michael Hassan



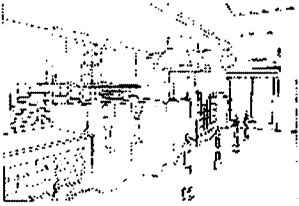
Title: General Counsel & Secretary, Managing Director

By:  \_\_\_\_\_  
Name: Adam Vigna

Title: Chief Investment Officer

**Schedule A**  
**TRADEMARKS**

<b>Owner's Name</b>	<b>Serial Number</b>	<b>Registration Number</b>	<b>Mark</b>	<b>Filing Date</b>	<b>Registration Date</b>
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