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February 6, 2018

VIA ONLINE FRANCHISE E-FILE SYSTEM

Mr. Flora Angui
Minnesota Department of Commerce
85 Seventh Place East, Suite 500
St. Paul, Minnesota 55101

> Re: **Jimmy John's Franchisor SPV, LLC (the "Company")**
> **Your File No. F-8314**

Dear Ms. Angui:

In connection with the Company's existing franchise registration, I have electronically transmitted for filing the following post-effective material amendment materials in PDF format:

1. Cover Letter;
2. Post-Effective Material Amendment Application;
3. Additional Franchise Seller Disclosure Form; and
4. Redlined copy of the Company's Amended 2017 Franchise Disclosure Document.

Pursuant to the submission instructions, I have tendered for payment via overnight delivery a check in the amount of $100, along with the original Application, to the Minnesota Department of Commerce – Attention: Accounting Department.

Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

DLA PIPER LLP (US)

Stuart Hershman

SH/tjm
Enclosures

UNIFORM FRANCHISE REGISTRATION APPLICATION

File No.:_____F-8314_____
(Insert file number of immediately preceding filing of Applicant)

State: _____Minnesota_____   Fee:___$100.00_____

APPLICATION FOR (Check only one):

_____ INITIAL REGISTRATION OF AN OFFER AND SALE OF FRANCHISES

_____ RENEWAL APPLICATION OR ANNUAL REPORT

_____ PRE-EFFECTIVE AMENDMENT

___X___ POST-EFFECTIVE MATERIAL AMENDMENT

1. Full legal name of Franchisor:

    Jimmy John's Franchisor SPV, LLC

2. Name of the franchise offering:

    JIMMY JOHN'S®

3. Franchisor's principal business address:

    **2212 Fox Drive
    Champaign, Illinois 61820**

4. Name and address of Franchisor's agent in this State authorized to receive service of process:

    **Commissioner of Commerce
    Department of Commerce
    85 7th Place East, Suite 500
    St. Paul, Minnesota 55101**

5. The states in which this application is or will be shortly on file:

    Minnesota and Wisconsin, with exemptions perfected or submitted for filing in California, Illinois, Indiana, Maryland, New York, North Dakota, Rhode Island, Virginia, and Washington

6. Name, address, telephone and facsimile numbers, and e-mail address of person to whom communications regarding this application should be directed:

Stuart Hershman, Esq.
DLA PIPER LLP (US)
444 W. Lake Street, Suite 900
Chicago, Illinois 60606-0089
(312) 368-2164 (phone), (312) 630-7344 (fax)
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Certification

I certify and swear under penalty of law that I have read and know the contents of this application, including the Franchise Disclosure Document with an issuance date of **July 8, 2017, as amended February** ⎣6⎦ **, 2018**, attached as an exhibit, and that all material facts stated in all those documents are accurate and those documents do not contain any material omissions. I further certify that I am duly authorized to make this certification on behalf of the Franchisor and that I do so upon my personal knowledge.

Signed at Champaign, Illinois, on ___February 2___, 2018.

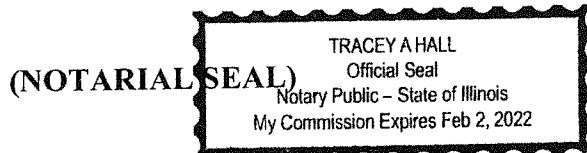**JIMMY JOHN'S FRANCHISOR SPV, LLC**

By:_____
Jeffrey Vaughan

Title:___Chief Financial Officer_____

STATE OF ILLINOIS)
) SS.
COUNTY OF CHAMPAIGN)

On ___February 2___, 2018, before me, __Tracey Hall__ (*Insert name of Notary*), personally appeared Jeffrey Vaughan, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument the person or entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

_____
Notary Public

My Commission Expires: __2/2/22__

(NOTARIAL SEAL)

TRACEY A HALL
Official Seal
Notary Public – State of Illinois
My Commission Expires Feb 2, 2022