



**MINNESOTA**  
DEPARTMENT OF  
**COMMERCE**



85 7th Place East, Suite 500  
St. Paul, Minnesota 55101-3165  
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651.296.4026 FAX 651.297.1959  
An equal opportunity employer

May 3, 2011

STUART HERSHMAN  
DLA PIPER US LLP  
203 NORTH LASALLE STREET SUITE 1900  
CHICAGO, IL 60601

Re: F-6280  
POTBELLY FRANCHISING LLC  
POTBELLY SANDWICH WORKS F/A

Dear Mr. Hershman:

The Annual Report has been reviewed and is in compliance with Minnesota Statute Chapter 80C and Minnesota Rules Chapter 2860.

This means that there continues to be an effective registration statement on file and that the franchisor may offer and sell the above-referenced franchise in Minnesota.

The franchisor is not required to escrow franchise fees, post a Franchise Surety Bond or defer receipt of franchise fees during this registration period.

As a reminder, the next annual report is due within 120 days after the franchisor's fiscal year end, which is December 31, 2011.

Sincerely,

MIKE ROTHMAN  
Commissioner

By:

Daniel Sexton  
Commerce Analyst Supervisor  
Registration Division  
(651) 296-4520

MR:DES:dlw

F-6280

STATE OF MINNESOTA  
DEPARTMENT OF COMMERCE  
REGISTRATION DIVISION  
(651) 296-2211

IN THE MATTER OF THE REGISTRATION OF:  
POTBELLY SANDWICH WORKS F/A  
By POTBELLY FRANCHISING LLC

ORDER AMENDING  
REGISTRATION

WHEREAS, an application to amend the registration and amendment fee have been filed,

IT IS HEREBY ORDERED that the registration dated October 21, 2009, is amended as of the date set forth below.



MIKE ROTHMAN  
Commissioner  
Department of Commerce  
85 7th Place East, Suite 500  
St Paul, MN 55101

Date: May 3, 2011

TS



State of Minnesota  
Dept. of Commerce

APR 29 2011  
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Form A – Uniform Franchise Registration Application

UNIFORM FRANCHISE REGISTRATION APPLICATION

File No.: F-6280  
(Insert file number of immediately preceding filing of Applicant)

State: Minnesota

Fee: \$300.00

APPLICATION FOR (Check only one):

- INITIAL REGISTRATION OF AN OFFER AND SALE OF FRANCHISES
- RENEWAL APPLICATION OR ANNUAL REPORT
- PRE-EFFECTIVE AMENDMENT
- POST-EFFECTIVE MATERIAL AMENDMENT

1. Full legal name of Franchisor:

Potbelly Franchising, LLC

2. Name of the franchise offering:

POTBELLY SANDWICH WORKS

3. Franchisor's principal business address:

222 Merchandise Mart Plaza  
Chicago, Illinois 60654

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

Commissioner of Commerce  
Department of Commerce  
85 7<sup>th</sup> Place East, Suite 500  
St. Paul, Minnesota 55101

5-3-11

APR Anna

12/31 12-21-09

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

Illinois, Indiana, Maryland, Michigan, Minnesota, New York, Virginia and Wisconsin.

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