

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: December 20, 2012

DEC 10 2012
Rec'd \$ 100

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: \$100.00

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 7th Place East, Suite 500
St. Paul, Minnesota 55101

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

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

12-25-12
AMS
10-21-09

Form A (cont'd) – Uniform Franchise Registration Application

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)
 203 No. LaSalle Street, Suite 1900
 Chicago, Illinois 60601
 (312) 368-2164 (phone), (312) 630-7344 (fax)
 stuart.hershman@dlapiper.com

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 April 27, 2012, as amended Dec. 19, 2012 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 Chicago, Illinois, on 11/30, 2012

Franchisor:

POTBELLY FRANCHISING, LLC

By: [Signature]
 Matthew J. Revord

Title: _____
 Senior Vice President, Secretary and
 General Counsel

STATE OF ILLINOIS)
) SS.
 COUNTY OF COOK)

On 11/30, 2012, before me, Linda Wainwright (Name of Notary), personally appeared Matthew J. Revord, 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.

[Signature]
 Notary Public
 My Commission Expires: 4/1/2016



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