

MAY 01 2013

FRANCHISE SELLER DISCLOSURE FORM

1. List who will solicit, offer or sell franchises for the Franchisor in this state:
 - A Name: Aylwin Lewis
 - B. Business address and telephone number:

222 Merchandise Mart Plaza
Chicago, Illinois 60654
(312) 676-3300
 - C. Present employer: Potbelly Franchising, LLC
 - D. Present title: President and Chief Executive Officer
 - E Employment during the past 5 years For each employment, state the name of the employer, position held and beginning and ending dates.

Mr. Lewis has been our President and Chief Executive Officer since our formation in August 2009 and PSW, LLC's President and Chief Executive Officer since June 2008. He was Chief Executive Officer of Sears Holding, located in Hoffman Estates, Illinois, from October 2004 until February 2008 and President, Chief Multi-Branding and Operating Officer of YUM! Brands (the parent company of KFC, Taco Bell, and Pizza Hut), located in Louisville, Kentucky, from 2000 until October 2004.

2. State whether the person identified in 1 above:

A. Has an administrative, criminal or material civil action pending against that person alleging a violation of franchise, antitrust or securities law, or alleging fraud, unfair or deceptive practices, or any comparable allegations?

YES NO

If you answered "yes", please provide:

1. Names of the parties.
2. Forum, nature and current status of the pending action.
3. Case or proceeding identification number.

B. Had during the 10-year period immediately before the disclosure document's issuance date been convicted of or pleaded nolo contendere to a felony charge; or been held liable in a civil action involving an alleged violation of a franchise, antitrust or securities law, or allegations of fraud, unfair or deceptive practices, or comparable allegations?

YES NO

If you answered "yes", please provide.

1. Names of the parties.
2. The forum:
3. Case or proceeding identification number.

C. Is subject to a currently effective injunction or restrictive order or decree resulting from a pending or concluded action brought by a public agency and relating to the franchise, or to a Federal, State or Canadian franchise, securities, antitrust, trade regulation or trade practice law.

YES NO

If you answered "yes", please provide:

1. Name of the person.
2. Public agency or court.
3. Case or proceeding identification number.

FRANCHISE SELLER DISCLOSURE FORM

1 List who will solicit, offer or sell franchises for the Franchisor in this state:

A Name: Charles Talbot

B Business address and telephone number:

222 Merchandise Mart Plaza
Chicago, Illinois 60654
(312) 676-3300

C. Present employer: Potbelly Franchising, LLC

D Present title: Senior Vice President and Chief Financial Officer

E. Employment during the past 5 years. For each employment, state the name of the employer, position held and beginning and ending dates

Mr Talbot has been our Senior Vice President and Chief Financial Officer since our formation in August 2009 and PSW, LLC's Chief Financial Officer since October 2008. He was Vice President, Corporate Development for Nuveen Investments, located in Chicago, Illinois, from June 2007 until October 2008 and Vice President, Corporate Strategy for YUM! Brands, located in Louisville, Kentucky, from January 1998 until June 2008.

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