

**Alternative Reporting And Disclosure Statement
For Nonqualified Deferred Compensation Plans**

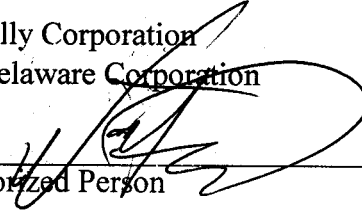
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To: Top Hat Plan Exemption
Employee Benefits Security Administration
Room N 1513
U.S. Department of Labor
200 Constitution Ave. N.W.
Washington, DC 20210

In compliance with the requirements of the alternative method of reporting and disclosure under Part I of Title I of the Employee Retirement Income Security Act of 1974 for un-funded or insured pension plans for a select group of management or highly compensated employees, specified in Department of Labor Regulations, 29 CFR Sec. 2520.104-23, the following information is provided by the undersigned administrator:

1. The name of the Employer is: Potbelly Corporation
2. The mailing address of the Employer is: 222 Merchandise Mart Plaza; 23rd Floor
Chicago, IL 60654
3. The Employer Identification Number is: 36-4063453
4. The above named Employer maintains a Plan (or Plans) primarily for the purpose of providing deferred compensation benefits for a select group of management or highly compensated employees.
5. Number of Plans and Eligible Employees in each Plan:
One Plan(s) covering 45 Eligible Employees.
6. The Employer will provide a copy of the agreement(s) to the office of Employee Benefits Security Administration upon request.

Potbelly Corporation
An Delaware Corporation

By: 
Authorized Person

Dated: 6/16/14

Potbelly Sandwich Works
222 Merchandise Mart Plaza
Floor 23rd
Attn: Benefits
Chicago, IL 60654

CERTIFIED MAIL™



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STUBBINS & SON
180 N. LAUREL ST. CHICAGO, IL 60610

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