OP \$390.00 48689

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM377038

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FIVE GUYS HOLDINGS, INC.		03/17/2016	Corporation: DELAWARE
FIVE GUYS ENTERPRISES LLC		03/17/2016	Limited Liability Company: DELAWARE
FIVE GUYS FOODS LLC		03/17/2016	Limited Liability Company: VIRGINIA
FIVE GUYS OPERATIONS, LLC		03/17/2016	Limited Liability Company: DELAWARE
FGGC, LLC		03/17/2016	Limited Liability Company: VIRGINIA
FG TM, LLC		03/17/2016	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association, as Administrative Agent
Street Address:	1808 Aston Avenue, Suite 250
City:	Carlsbad
State/Country:	CALIFORNIA
Postal Code:	92008
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	4868982	
Registration Number:	4677177	
Registration Number:	4677187	
Serial Number:	85512472	FIVE
Registration Number:	4831873	FIVE GUYS
Registration Number:	4252320	FIVE GUYS
Registration Number:	2576160	FIVE GUYS
Registration Number:	3569218	FIVE GUYS BURGERS AND FRIES
Registration Number:	4326530	FIVE GUYS BURGERS AND FRIES
Registration Number:	3571563	FIVE GUYS BURGERS AND FRIES
Registration Number:	3079591	FIVE GUYS FAMOUS BURGERS AND FRIES

TRADEMARK

REEL: 005753 FRAME: 0030

900357707

Property Type	Number	Word Mark
Registration Number:	4857835	100% FRESH BEEF NO FILLERS NO PRESERVATI
Registration Number:	4503937	LITTLE HAMBURGER
Registration Number:	4891097	100% FRESH BEEF NO FILLERS NO PRESERVATI
Registration Number:	4698023	100% FRESH BEEF NO FILLERS NO PRESERVATI

CORRESPONDENCE DATA

Fax Number: 6179518736

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 6173417729

Email: kschmidt@morganlewis.com

Correspondent Name: Katarzyna Schmidt Address Line 1: 1 Federal Street

Address Line 2: c/o Morgan, Lewis & Bockius LLP
Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Katarzyna Schmidt
SIGNATURE:	/Katarzyna Schmidt/
DATE SIGNED:	03/17/2016

Total Attachments: 8

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NOTICE

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

March 17, 2016

To: United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Trademark Security Agreement (as amended, amended and restated, restated, supplemented, modified or otherwise in effect from time to time, the "Trademark Agreement") dated as of March 17, 2016, by and among FIVE GUYS HOLDINGS, INC., a Delaware corporation (the "Borrower"), FIVE GUYS ENTERPRISES LLC, a Delaware limited liability company ("FGE"), FIVE GUYS OPERATIONS, LLC, a Delaware limited liability company ("FGF"), FIVE GUYS OPERATIONS, LLC, a Delaware limited liability company ("FGGC"), FG TM, LLC, a Delaware limited liability company ("FGTM"), and each Person that becomes a "Grantor" thereunder (each such Person together with the Borrower, FGE, FGF, FGO, FGGC, and FGTM, collectively, the "Grantors" and each individually, a "Grantor") and WELLS FARGO BANK, NATIONAL ASSOCIATION, in its capacity as administrative agent (in such capacity, the "Administrative Agent") for the Lenders referenced therein, each of the undersigned Grantors has granted a continuing security interest in and lien upon the trademarks and trademark applications set forth on Exhibit A attached hereto to the Administrative Agent for the ratable benefit of the Lenders.

Each of the undersigned Grantors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Exhibit A attached hereto (a) may only be terminated in accordance with the terms of the Trademark Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

[Remainder of Page Intentionally Left Blank.]

[Obligor Number: 000017973]

DB1/86667657.3

Very truly yours,

FIVE GUYS HOLDINGS, INC., a Delaware corporation

FIVE GUYS ENTERPRISES LLC, a Delaware limited liability company

FIVE GUYS FOODS LLC, a Virginia limited liability company

FIVE GUYS OPERATIONS, LLC, a Delaware limited liability company

FGGC, LLC, a Virginia limited liability company

FG TM, LLC, a Delaware limited liability company

Name: Jane K. Murrell

Title: Secretary/Treasurer of each entity listed above

ACKNOWLEDGED AND ACCEPTED:

WELLS FARGO BANK, NATIONAL ASSOCIATION,

as Administrative Agent

Title: Vice President

[Five Guys - Signature Page to Notice of Grant of Security Interest in Trademarks]

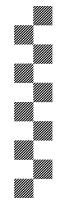
EXHIBIT A

TRADEMARKS AND TRADEMARK APPLICATIONS

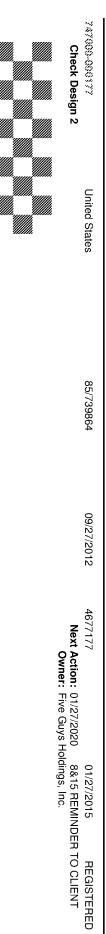
Please see attached.

DB1/86667657.3

	odings, Inc.	Owner: Five Guys Holdings, Inc.				Cilecy pesign i
REGISTERED	12/15/2015	4868982	09/27/2012	85/739829	United States	747000-000154
		Action Due				Mark Name
Status/Substatus	Registration Date Status/Substatus	Registration Number	Filing Date	Application Number	Filing# Country	Client Matter Fi
3/4/2016 8:29:48 AM		nmary Report	lixon Peabody LLP - Trademark Summary	Nixon Peabody L		Page 3 of 6



043 Restaurant services	managemer	035 Franchising	032 Non-alcohol	030 Sandwiches	029 Fried potato	Class Goods
services	management assistance in the establishment and/or operation of restaurants	Franchising, namely, offering business management assistance in the establishment and/or operation of restaurants; franchising, namely, consultation and assistance in business management organization and promotion; and restaurant franchising namely offering business.	Non-alcoholic beverages, namely, carbonated beverages; soft drinks; non-alcoholic beverages, namely, bottled water	Sandwiches; hotdog sandwiches; hamburger sandwiches; cheeseburger sandwiches	Fried potatoes; processed peanuts; hot dogs; hamburgers	

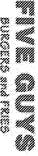


	Check Design 3	747000-000162				
		United States	032	030	029	Class
		85/753771	Non-alcoholic beverages, namely,	Sandwiches; hotdog sandwiches; cheeseburger sandwiches; hamburger sandwiches	Fried potatoes; processed peanuts; hot dogs; hamburgers	Goods
		10/15/2012	carbonated beverage	cheeseburger sandwi	s; hot dogs; hamburge	
Cwiler i ive days nordings, inc.	Next Action: 01/27/2020 8&15 REMINDER TO CLIENT	4677187	Non-alcoholic beverages, namely, carbonated beverages; non-alcoholic beverages, namely, bottled water	ches; hamburger sandwiches	irs	
oldings, inc.	8&15 REMIND	01/27/2015	, bottled water			
	ER TO CLIENT	REGISTERED				

030 Sandwiches; hotdog sandwiches; cheeseburger sandwiches; hamburger sandwiches 032 Non-alcoholic beverages, namely, carbonated beverages; non-alcoholic beverages, namely, bottled water	United States 85/753771 10/15/2012 4677187 01/27/2015 REGISTERED Next Action: 01/27/2020 8&15 REMINDER TO CLIENT Owner: Five Guys Holdings, Inc.	Class Goods 029 Fried potatoes; processed peanuts; hot dogs; hamburgers;	030 Sandwiches; hotdog sandwiches; cheeseburger sandwiches; hamburger sandwiches	032 Non-alcoholic beverages, namely, carbonated beverages; soft drinks; non-alcoholic beverages, namely, bottled water	035 Franchise services, namely offering business management assistance in the establishment and operation of restaurants	
dwiches rages, namely, bottled water	01/27/2015 8&15 REMINDER Toldings, Inc.		dwiches	coholic beverages, namely, bottled water	establishment and operation of restaura	

		747000-000043 FIVE GUYS BURGERS AND FRIES		United FIVE GUYS BURGERS AND FRIES		747000-000002 FIVE GUYS						FIVE GUYS	747000-000042		FIVE GUYS	747000-000552								7	747000-000148	Page 4 of 6 Client Matter F Mark Name
		United States		United States		United States							United States			United States									United States	Filing# Country
035	029 030 032		Class 025 043		Class 042		035	030	029	025	Class 012			- 2	2		042	035	030	029	025	012	009	2		
rranchise services	Fried potatoes; processed peanuts Sandwiches; hotdogs; hamburgers; cheeseburgers Non-alcoholic beverages	85/255023	Goods Clothing, namely, shirts, hats Restaurant services	77/389864	Goods Restaurant services	76/316757	Non-alcoholic beverages, namely, carbonated beverages; soft orinks; non-alcoholic beverages, namely, bottled water Franchise services, namely, offering business management assistance in the establishment and opeeration of restaurants	Sandwiches; hotdog sanwiches; hamburgers sanwiches; c	Fried potatoes; processed peanuts; hotdogs; hamburgers	Clothing, namely, shirts, pull-overs; headwear; hats	Goods License plate frames		85/255019	- 3	Grade	86/562374	Restaurant Services	Franchise services	Sandwiches; notdogs; namburgers; cheeseburgers Non-alcoholic heverages	Fried potatoes; processed peanuts	Clothing, namely, shirts, hats	License plate frames	Magnetically coded gift cards	1	85/512472	Nixon Peabody LLP Application Number
	; cheeseburgers	03/01/2011		02/06/2008		09/24/2001	carbonated beverages g business manageme	ımburgers sanwiches;	; hotdogs; hamburgers	headwear; hats,			03/01/2011			03/12/2015			crieeseburgers						01/10/2012	LLP - Trademark Summ Filing Date
		4326530 04/30/20: Next Action: 04/30/2018 8&15 RE Owner: Five Guys Holdings, Inc.		3569218 02/03/20 Next Action: 02/03/2018 8&9 REN Owner: Five Guys Holdings, Inc.		2576160 06/04/200 Next Action: 06/04/2021 8&9 REN Owner: Five Guys Holdings, Inc.	nt assistance in the establishmen	cheeseburgers sandwiches				Next Action: 12/04/2017 8&15 RE Owner: Five Guys Holdings, Inc.	4252320		Next Action: 10/13/2020	4831873								Owner: Five Guys Holdings, Inc.	Novi Action: OF/16/0016	nary Report Registration Number Action Due
		13 MINDER TO		09 11NDER TO)2 IINDER TO	iges, namely, potitied water	- - - -				8&15 REMINDER TO CLIENT Holdings, Inc.	12/04/2012 RE		8&15 REMINDER TO CLIENT	10/13/2015 RE								r: Five Guys Holdings, Inc.	STISBENISION STATUS	Registration Date Sta
		REGISTERED O CLIENT		REGISTERED CLIENT		REGISTERED CLIENT	ants					SLIENT	REGISTERED		Next Action: 10/13/2020 8&15 REMINDER TO CLIENT	REGISTERED TI		\D.75						0000	DING	3/4/2016 8:29:48 AM Status/Substatus

03	ldings, Inc.	Owner: Five Guys Holdings, Inc.				
7	8&9 REMINDER TO CLI	Next Action: 02/10/2018 8&9 REMINDER TO CLIENT			FIVE GUYS BURGERS AND FRIES (and Design)	FIVE GUYS BURGERS
REGISTERED	02/10/2009 REG	3571563	02/06/2008	77/389875	United States	747000-000008
		Action Due				Mark Name
us/Substatus	Registration Date Status/Substatus	Registration Number	Filing Date	Application Number	Filing# Country	Client Matter Fili
3/4/2016 8:29:49 AM		nmary Report	Nixon Peabody LLP - Trademark Summary Report	Nixon Peabody L		Page 5 of 6



BURGERS and FRIES

747000-000003 FIVE GUYS FAMOUS BURGERS AND FRIES (and Design) United States 025 043 Restaurant services Clothing, namely, shirts, hats 78/612780 04/20/2005 3079591 Next Action: 04/11/2016 8&9 RENEWAL DUE Owner: Five Guys Holdings, Inc. 04/11/2006 REGISTERED

Goods

BURGERS and FRES

	- 220	Class C 043 F	Geods Restaurant services				
747000-000462 FIVE GLIYS MENII BOARD	United States		86/426831	10/17/2014	4857835 11/24/2015 REGISTE	11/24/2015 8&15 REMINDE	REGISTERED
					Owner: Five Guys Holdings, Inc.	Idings, Inc.	
	2200	Class 6	Goods				
		029 F	Fried potatoes; processed peanuts; hot dogs; hamburgers	ts; hot dogs; hamburgers			
		030	Sandwiches; hotdog sandwiches; cheeseburger sandwiches; hamburger sandwiches	; cheeseburger sandwich	es; hamburger sandwiches		
747050-000175	United States		85/684799	07/23/2012	4503937	04/01/2014	REGISTERED
LITTLE HAMBURGER					Next Action: 04/01/2019 8&15 REMINDER TO CLIENT	8&15 REMINDE	R TO CLIENT
					Owner: Five Guys Holdings, Inc.	ldings, Inc.	
	2200	Class	Goods				
		030 H	Hamburger sandwiches; Sandwiches	ches			
747000-000153	United States		85/675611	07/12/2012	4891097	01/26/2016	REGISTERED
							j

MENU BOARD

Next Action: 01/26/2021 8&15 REMINDER TO CLIENT Owner: Five Guys Holdings, Inc.

Class Coods 032 Non-alcoh Non-alcoholic beverages, namely, carbonated beverages; non-alcoholic beverages, namely, bottled water

Cases Selected: 21

Page 6 of 6 Client Matter Mark Name 747000-000328

Filing#

Country

United States

MENU BOARD

Class Goods
043 Restaurant services

07/12/2012

85/981389

2012 4698023

Nixon Peabody LLP - Trademark Summary Report Application Number Filing Date Registration Number Act

Action Due

Registration Date

3/4/2016 8:29:49 AM n Date Status/Substatus

98023 03/10/2015 REGISTERED

Next Action: 03/10/2020 8&15 REMINDER TO CLIENT

Owner: Five Guys Holdings, Inc.

TRADEMARK
REEL: 005753 FRAME: 0039

RECORDED: 03/17/2016