

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

| 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

- source=5G Notice of Grant of Security Interest in Trademarks#page1.tif
- source=5G Notice of Grant of Security Interest in Trademarks#page2.tif
- source=5G Notice of Grant of Security Interest in Trademarks#page3.tif
- source=5G Notice of Grant of Security Interest in Trademarks#page4.tif
- source=5G Notice of Grant of Security Interest in Trademarks#page5.tif
- source=5G Notice of Grant of Security Interest in Trademarks#page6.tif
- source=5G Notice of Grant of Security Interest in Trademarks#page7.tif
- source=5G Notice of Grant of Security Interest in Trademarks#page8.tif

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 FOODS LLC, a Virginia limited liability company ("FGF"), FIVE GUYS OPERATIONS, LLC, a Delaware limited liability company ("FGO"), FGGC, LLC, a Virginia 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.

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[Obligor Number: 000017973]

DB1/ 86667657.3

TRADEMARK
REEL: 005753 FRAME: 0032

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

By: 

Name: Jane K. Murrell

Title: Secretary/Treasurer of each entity listed above

ACKNOWLEDGED AND ACCEPTED:

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: Maureen S. Malphus
Name: Maureen S. Malphus
Title: Vice President

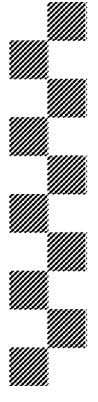
EXHIBIT A

TRADEMARKS AND TRADEMARK APPLICATIONS

Please see attached.

747880-000134 United States 85/739829 09/27/2012 4868982 12/15/2015 REGISTERED

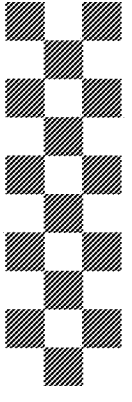
Check Design 1



Next Action: 12/15/2020 8&15 REMINDER TO CLIENT
 Owner: Five Guys Holdings, Inc.

747880-000177 United States 85/739864 09/27/2012 4677177 01/27/2015 REGISTERED

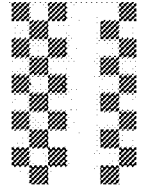
Check Design 2



Next Action: 01/27/2020 8&15 REMINDER TO CLIENT
 Owner: Five Guys Holdings, Inc.

747880-000182 United States 85/753771 10/15/2012 4677187 01/27/2015 REGISTERED

Check Design 3



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; hamburger sandwiches; cheeseburger sandwiches |
| 032 | Non-alcoholic beverages; namely, carbonated beverages; soft drinks; non-alcoholic beverages; namely, bottled water |
| 043 | Restaurant services |

747880-000043 United States 85/512472 01/10/2012
 FIVE
 Next Action: 05/16/2016 SUSPENSION STATUS CHECK
 Owner: Five Guys Holdings, Inc. FILED / PENDING

Class **Goods**
 009 Magnetically coded gift cards
 012 License plate frames
 025 Clothing, namely, shirts, hats
 029 Fried potatoes; processed peanuts
 030 Sandwiches; hotdogs; hamburgers; cheeseburgers
 032 Non-alcoholic beverages
 035 Franchise services
 042 Restaurant Services
 United States 86/562374 03/12/2015 4831873 REGISTERED
 Next Action: 10/13/2020 8&15 REMINDER TO CLIENT

747880-000042 United States 85/255019 03/01/2011 4252320 REGISTERED
 FIVE GUYS
 Next Action: 12/04/2017 8&15 REMINDER TO CLIENT
 Owner: Five Guys Holdings, Inc.

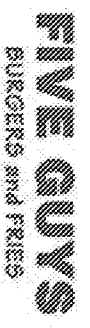
Class **Goods**
 012 License plate frames
 025 Clothing, namely, shirts, pull-overs; headwear; hats,
 029 Fried potatoes; processed peanuts; hotdogs; hamburgers
 030 Sandwiches; hotdog sandwiches; hamburgers sanwiches; cheeseburgers sandwiches
 032 Non-alcoholic beverages, namely, carbonated beverages; soft drinks; non-alcoholic beverages, namely, bottled water
 035 Franchise services, namely, offering business management assistance in the establishment and operation of restaurants
 United States 76/316757 09/24/2001 2576160 REGISTERED
 Next Action: 06/04/2021 8&9 REMINDER TO CLIENT
 Owner: Five Guys Holdings, Inc.

747880-000041 United States 77/389864 02/06/2008 3569218 REGISTERED
 FIVE GUYS BURGERS AND FRIES
 Next Action: 02/03/2018 8&9 REMINDER TO CLIENT
 Owner: Five Guys Holdings, Inc.

Class **Goods**
 025 Clothing, namely, shirts, hats
 043 Restaurant services
 United States 85/255023 03/01/2011 4326530 REGISTERED
 Next Action: 04/30/2018 8&15 REMINDER TO CLIENT
 Owner: Five Guys Holdings, Inc.

747880-000043 United States 85/255023 03/01/2011 4326530 REGISTERED
 FIVE GUYS BURGERS AND FRIES
 Next Action: 04/30/2018 8&15 REMINDER TO CLIENT
 Owner: Five Guys Holdings, Inc.

TRADEMARK



747900-000003 United States 77/389875 02/06/2008 3571563 02/10/2009 REGISTERED
 FIVE GUYS BURGERS AND FRIES (and Design) Next Action: 02/10/2018 8&9 REMINDER TO CLIENT
 Owner: Five Guys Holdings, Inc.

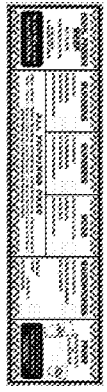
747900-000003 United States 78/612780 04/20/2005 3079591 04/11/2006 REGISTERED
 FIVE GUYS FAMOUS BURGERS AND FRIES (and Design) Next Action: 04/11/2016 8&9 RENEWAL DUE
 Owner: Five Guys Holdings, Inc.



747900-000002 United States 86/426831 10/17/2014 4857835 11/24/2015 REGISTERED
 FIVE GUYS MENU BOARD Next Action: 11/24/2020 8&15 REMINDER TO CLIENT
 Owner: Five Guys Holdings, Inc.

747900-000176 United States 85/684799 07/23/2012 4503937 04/01/2014 REGISTERED
 LITTLE HAMBURGER Next Action: 04/01/2019 8&15 REMINDER TO CLIENT
 Owner: Five Guys Holdings, Inc.

747900-000153 United States 85/675611 07/12/2012 4891097 01/26/2016 REGISTERED
 MENU BOARD Next Action: 01/26/2021 8&15 REMINDER TO CLIENT
 Owner: Five Guys Holdings, Inc.



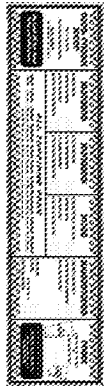
Class: Goods Non-alcoholic beverages, namely, carbonated beverages; non-alcoholic beverages, namely, bottled water
 032

Nixon Peabody LLP - Trademark Summary Report

Client Matter Filing# Country Application Number Filing Date Registration Number Action Due Registration Date Status/Substatus

Mark Name 747889-000000 United States 85/981389 07/12/2012 4698023 03/10/2015 REGISTERED

MENU BOARD



Next Action: 03/10/2020 8&15 REMINDER TO CLIENT
Owner: Five Guys Holdings, Inc.

| Class | Goods |
|-------|---------------------|
| 043 | Restaurant services |

Cases Selected: 21

TRADEMARK