

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GE Capital Commercial, Inc.		10/16/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Five Guys Holdings, Inc.
Street Address:	10440 Furnace Road, Suite 205
City:	Lorton
State/Country:	VIRGINIA
Postal Code:	22079
Entity Type:	CORPORATION: DELAWARE

Name:	Five Guys Enterprises LLC
Street Address:	10440 Furnace Road, Suite 205
City:	Lorton
State/Country:	VIRGINIA
Postal Code:	22079
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	Five Guys Operations, LLC
Street Address:	10440 Furnace Road, Suite 205
City:	Lorton
State/Country:	VIRGINIA
Postal Code:	22079
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	Five Guys Foods LLC
Street Address:	10440 Furnace Road, Suite 205
City:	Lorton
State/Country:	VIRGINIA
Postal Code:	22079

CH \$115.00 3569218

Entity Type: LIMITED LIABILITY COMPANY: DELAWARE

Name:	Five Guys-RA, LLC
Street Address:	10440 Furnace Road, Suite 205
City:	Lorton
State/Country:	VIRGINIA
Postal Code:	22079
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	3569218	FIVE GUYS BURGERS AND FRIES
Registration Number:	3571563	FIVE GUYS BURGERS AND FRIES
Registration Number:	3079591	FIVE GUYS FAMOUS BURGERS AND FRIES
Registration Number:	2576160	FIVE GUYS

CORRESPONDENCE DATA

Fax Number: 3367338473
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: (336) 721-3747
Email: trademarkswinston@wcsr.com
Correspondent Name: Randel S. Springer
Address Line 1: Womble Carlyle Sandridge & Rice, LLP
Address Line 2: One West Fourth Street
Address Line 4: Winston-Salem, NORTH CAROLINA 27101

ATTORNEY DOCKET NUMBER:	52372.0016.2
NAME OF SUBMITTER:	Randel S. Springer
Signature:	/Randy Springer/
Date:	10/17/2012

Total Attachments: 8

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**RELEASE OF SECURITY INTEREST IN
UNITED STATES TRADEMARKS**

This Release of Security Interest (“Release”), effective as of the last dated signature below (the “Effective Date”), is entered into by and among GE CAPITAL COMMERCIAL INC., a Delaware corporation, as administrative agent and as collateral agent (“GECC”), having a place of business at 8377 East Hartford Drive, Suite 200, Scottsdale, Arizona 85255 and FIVE GUYS HOLDINGS, INC., a Delaware corporation (“Five Guys”) having its principal place of business at 10440 Furnace Road, Suite 205, Lorton, VA 22079, FIVE GUYS ENTERPRISES LLC, a Delaware limited liability company (“FG Enterprises”) having its principal place of business at 10440 Furnace Road, Suite 205, Lorton, VA 22079, FIVE GUYS OPERATIONS, LLC, a Delaware limited liability company (“FG Operations”) having its principal place of business at 10440 Furnace Road, Suite 205, Lorton, VA 22079, FIVE GUYS FOODS LLC, a Virginia limited liability company (“FG Foods”) having its principal place of business at 10440 Furnace Road, Suite 205, Lorton, VA 22079, and FG Operations as successor by merger to FIVE GUYS-RA LLC, a Delaware limited liability company (“FG Guys-RA” and together with Five Guys, FG Enterprises, FG Foods, and FG Operations, collectively, the “Grantors”) having its principal place of business at 10440 Furnace Road, Suite 205, Lorton, VA 22079.

WHEREAS, the Grantors granted a certain Security Interest in favor of GECC, effective October 14, 2009, which (a) granted GECC a security interest in each of the trademark registrations set forth on Schedule A, hereto; and (b) was recorded with the Assignments Branch of the United States Patent and Trademark Office at Reel 4078, Frame 0910 on October 15, 2009 (the “Security Interest”); and

WHEREAS, the Grantors have satisfied all obligations relating to the Security Interest granted to GECC; and

WHEREAS, the parties desire to confirm the release of the Security Interest;

NOW THEREFORE, in consideration of the foregoing recitals (which are incorporated into and made a part of this Release), the covenants set forth below and for other good and valuable consideration, the sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Release of Security Interest. GECC hereby releases, terminates and extinguishes the Security Interest in and to the trademark registrations set forth on Schedule A hereto (the “Trademarks”), as originally recorded at Reel 4078, Frame 0910 of the Assignments Branch, and further disclaims any and all ownership interest in and to the Trademarks in favor of the Grantors.

2. Further Assurances. GECC, at Five Guys’ sole cost and expense, will take such further reasonable action as may be requested by Five Guys to confirm the release of the Security Interest and to acknowledge Five Guys’ ownership of all right, title and interest in and to the Trademarks.

IN WITNESS WHEREOF, the undersigned have executed this Release as of the Effective Date.

GE CAPITAL COMMERCIAL INC.

By: GE Capital Franchise Finance Corporation,
as Servicer

By: Thomas Moro

Name: Thomas Moro

Title: Authorized Signatory

STATE OF Arizona

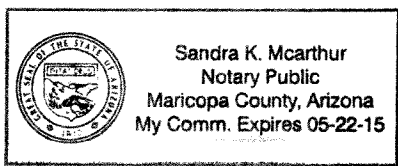
COUNTY OF Maricopa

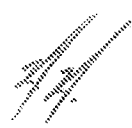
The foregoing instrument was acknowledged before me this 15th day of October, 2012, by Thomas Moro, as Authorized Signatory of GE CAPITAL FRANCHISE FINANCE CORPORATION, as Servicer on behalf of GE CAPITAL COMMERCIAL INC.

Sandra K. McArthur
Notary Public

[Notary Seal]

My Commission Expires: 5-22-15





FIVE GUYS HOLDINGS, INC.

By: J. Murrell

Name: Jane K. Murrell

Title: Secretary/Treasurer

COMMONWEALTH OF VIRGINIA

COUNTY OF FAIRFAX

The foregoing instrument was acknowledged before me this 16th day of October, 2012, by Jane K. Murrell, as Secretary/Treasurer of FIVE GUYS HOLDINGS, INC., a Delaware corporation, on behalf of FIVE GUYS HOLDINGS, INC.

Wendy Cristabel Batres
Notary Public

[Notary Seal]

My Commission Expires: March 31, 2014





FIVE GUYS ENTERPRISES LLC

By: J K Murrell
Name: Jane K. Murrell
Title: Secretary/Treasurer

COMMONWEALTH OF VIRGINIA

COUNTY OF FAIRFAX

The foregoing instrument was acknowledged before me this 10th day of October, 2012, by Jane K. Murrell, as Secretary/Treasurer of FIVE GUYS ENTERPRISES LLC, a Delaware limited liability company, on behalf of FIVE GUYS ENTERPRISES LLC.

Wendy Cristabel Baires
Notary Public

[Notary Seal]

My Commission Expires: March 31, 2014



FIVE GUYS OPERATIONS, LLC



By: J. K. Murrell

Name: Jane K. Murrell

Title: Secretary/Treasurer

COMMONWEALTH OF VIRGINIA

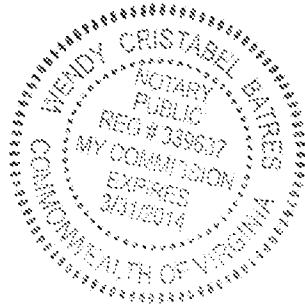
COUNTY OF FAIRFAX

The foregoing instrument was acknowledged before me this 16th day of October, 2012, by Jane K. Murrell, as Secretary/Treasurer of FIVE GUYS OPERATIONS, LLC, a Delaware limited liability company, on behalf of FIVE GUYS OPERATIONS, LLC.

Wendy Cristabel Batres
Notary Public

[Notary Seal]

My Commission Expires: March 31, 2014



FIVE GUYS FOODS LLC

7/7

By: *Jkmurrell*

Name: *Jane K. Murrell*

Title: *Secretary / Treasurer*

COMMONWEALTH OF VIRGINIA

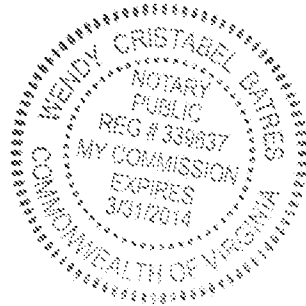
COUNTY OF FAIRFAX

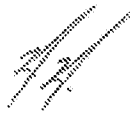
The foregoing instrument was acknowledged before me this *16th* day of October, 2012, by *Jane K. Murrell*, as *Secretary / Treasurer* of FIVE GUYS FOODS LLC, a Virginia limited liability company, on behalf of FIVE GUYS FOODS LLC.

Wendy Cristabel Batres
Notary Public

[Notary Seal]

My Commission Expires: *March 31, 2014*





FIVE GUYS OPERATIONS, LLC (as successor by merger to Five Guys-RA, LLC)

By: J. Russell

Name: Jane K. Russell

Title: Secretary/Treasurer

COMMONWEALTH OF VIRGINIA

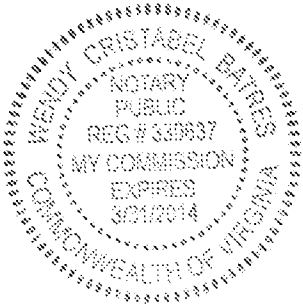
COUNTY OF FAIRFAX

The foregoing instrument was acknowledged before me this 16th day of October, 2012, by Jane K. Russell, as Secretary/Treasurer of FIVE GUYS OPERATIONS, LLC (as successor by merger to Five Guys-RA, LLC), a Delaware limited liability company, on behalf of FIVE GUYS OPERATIONS, LLC (as successor by merger to Five Guys-RA, LLC).

Wendy Cristabel Batres
Notary Public

[Notary Seal]

My Commission Expires: March 31, 2014



SCHEDULE A

Mark	Application/Registration No.	Registration Date
Five Guys Burgers and Fries	3569218	03-FEB-2009
Five Guys Burgers and Fries	3571563	10-FEB-2009
Five Guys Famous Burgers and Fries	3079591	11-APR-2006
Five Guys	2576160	04-JUN-2002