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November 27, 2017

VIA ONLINE FRANCHISE E-FILE SYSTEM

Ms. Flora Angui
Minnesota Department of Commerce
Registration Division
85 7th Place East, Suite 500
St. Paul, Minnesota 55101

**Re: Five Guys Franchisor, LLC (the "Company")
Initial Franchise Registration Application | FYE: 12/31**

Dear Ms. Angui:

As a result of a corporate restructuring in connection with a secured financing transaction, the Company is now (as of June 27, 2017) the franchisor of new FIVE GUYS® Restaurant franchises to be granted throughout the United States. Five Guys Enterprises, LLC ("FGE"), the former franchisor of FIVE GUYS® Restaurant franchises, previously maintained a franchise registration in Minnesota.

In connection with the Company's proposed franchise registration, I have electronically transmitted for filing the following initial application materials in PDF format:

1. Cover Letter;
2. Initial Franchise Registration Application;
3. Franchise Seller Disclosure Forms;
4. Franchisor's Costs and Sources of Funds form;
5. 2017 Franchise Disclosure Document; and
6. Auditors' Consents for Five Guys Franchisor, LLC and Five Guys Holdings, Inc.

Pursuant to the submission instructions, I have tendered for payment via overnight delivery a \$400 check, along with the original Application, to the Minnesota Department of Commerce – Attention: Accounting Department.

In light of the Company's filing, we request that you withdraw FGE's current franchise registration on file with your office. Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

DLA PIPER LLP (US)

Joseph Sheyka

JS/tjm
Enclosures

UNIFORM FRANCHISE REGISTRATION APPLICATION

File No.: _____
(Insert file number of immediately
preceding filing of Applicant)

State: Minnesota

Fee: \$400.00

APPLICATION FOR (Check only one):

- INITIAL REGISTRATION OF AN OFFER AND SALE OF FRANCHISES
 RENEWAL APPLICATION OR ANNUAL REPORT
 PRE-EFFECTIVE AMENDMENT
 POST-EFFECTIVE MATERIAL AMENDMENT

1. Full legal name of Franchisor:

Five Guys Franchisor, LLC

2. Name of the franchise offering:

FIVE GUYS®

3. Franchisor's principal business address:

**10718 Richmond Highway
Lorton, Virginia 22079**

4. Name and address of Franchisor's agent in this State authorized to receive service of process:

**Commissioner of Commerce
Department of Commerce
85 7th Place East, Suite 500
St. Paul, Minnesota 55101**

5. The states in which this application is or will be shortly on file:

Hawaii, Minnesota, South Dakota, and Wisconsin, with exemptions perfected in or submitted for filing in California, Illinois, Indiana, Maryland, New York, North Dakota, Rhode Island, Virginia, and Washington

6. Name, address, telephone and facsimile numbers, and e-mail address of person to whom communications regarding this application should be directed:

Joseph Sheyka, Esq.
DLA PIPER LLP (US)
444 W. Lake Street, Suite 900
Chicago, Illinois 60606-0089
(312) 368-4022 (phone), (312) 630-6349 (fax)
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Certification

I certify and swear under penalty of law that I have read and know the contents of this application, including the Franchise Disclosure Document with an issuance date of October 24, 2017, attached as an exhibit, and that all material facts stated in all those documents are accurate and those documents do not contain any material omissions. I further certify that I am duly authorized to make this certification on behalf of the Franchisor and that I do so upon my personal knowledge.

Signed at Lorton, Virginia, on November 14, 2017.

FIVE GUYS FRANCHISOR, LLC

By: 
 Jane K. Murrell

Title: Secretary/Treasurer

Commonwealth


~~STATE OF VIRGINIA~~)
) SS.
 COUNTY OF FAIRFAX)

On November 14, 2017, before me, Wendy Cristabel Batres (Insert name of Notary), personally appeared Jane K. Murrell, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by her signature on the instrument the person or entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

(NOTARIAL SEAL)




 Notary Public
 My Commission Expires: March 31, 2018

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