

LETTER OF TRANSMITTAL
To Accompany Certificates Representing Shares of Common Stock of
GRILL CONCEPTS, INC.

This Letter of Transmittal is being sent to you in connection with a 1-for-900,000 reverse split (the "Reverse Stock Split") of the common stock of Grill Concepts, Inc. (the "Company"), effective November 22, 2013 (the "Effective Time"). Your shares were cancelled as of the Effective Time and converted into the right to receive \$0.30 per share outstanding as of the Effective Time. In order to receive the payment due to you in connection with the Reverse Stock Split, complete and sign this Letter of Transmittal and mail or deliver this completed Letter of Transmittal, or a copy thereof, in accordance with the instructions on the next page, together with the certificate(s) representing your shares of Grill Concepts, Inc.

WHERE TO FORWARD YOUR LETTER OF TRANSMITTAL

By Courier: Securities Transfer Corporation, Reorganization Department, 2591 Dallas Parkway, Suite 102, Frisco, Texas 75034

By Mail: Securities Transfer Corporation, Reorganization Department, P.O. Box 701629, Dallas, Texas 75370-1629

Questions: Phone: (469) 633-0101; Email: help@stctransfer.com; Website: www.stctransfer.com.

Method of delivery of the certificate(s) is at the option and risk of the owner thereof. *See Instructions.*

❶ SUBSTITUTE Form W-9 Department of the Treasury Internal Revenue Service Payer's Request for Taxpayer Identification Number (TIN)	Part I – PLEASE PROVIDE YOUR TIN IN THE SPACE AT THE RIGHT AND CERTIFY BY SIGNING AND DATING BELOW Part II – For Payees exempt from backup withholding, see the enclosed Guidelines For Certification of Taxpayers Identification Number on Substitute Form W-9 and complete as instructed therein.	Social Security No. or Employer Identification No. Part III Awaiting TIN: <input type="checkbox"/>
<p>Certification - Under penalties of perjury, I certify that: (1) The Number shown on this form is my correct Taxpayer Identification Number (or I am waiting for a number to be issued to me), and (2) I am not subject to backup withholding either because I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or the IRS has notified me that I am no longer subject to backup withholding, and (3) I am a U.S. person (including a U.S. resident alien).</p> <p>Certification Instructions - You must cross out item (2) above if you have been notified by the IRS that you are subject to backup withholding because of underreporting interest or dividends on your tax return. However, if after being notified by the IRS that you were subject to backup withholding, you received another notification from the IRS that you were no longer subject to backup withholding, do not cross out item (2).</p> <p style="text-align: center;">Also see instruction 1 below.</p>		
PLEASE SIGN HERE Signature _____ Date _____		

❷ DESCRIPTION OF SHARES SURRENDERED <i>(Please fill in. Attach separate schedule if needed)</i>		
Name(s) and Address of Registered Holder(s)	Certificate No(s)	Number of Shares
If there is any error in the name or address shown below, please make the necessary corrections		
	TOTAL SHARES	

The undersigned represents that I (we) have full authority to surrender without restriction the certificate(s) for exchange. Please issue the check in the name shown above and mail to the above address unless instructions are given in the boxes below.

❸ SIGNATURE(S) REQUIRED
Must be signed by the registered holder(s) EXACTLY as name(s) appear(s) on stock certificate(s). If signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer for a corporation acting in a fiduciary or representative capacity, or other person, please set forth full title. <i>See Instruction 3.</i>
_____ Registered Holder
_____ Registered Holder
_____ Title, if any
Date: _____ Phone No.: _____

❹ SIGNATURE(S) GUARANTEED (IF REQUIRED)
Unless the shares are tendered by the registered holder(s) of the common stock, or for the account of a member of a "Signature Guarantee Program", Stock Exchange Medallion Program or New York Stock Exchange Medallion Signature Program (an "Eligible Institution"), the above signature(s) must be guaranteed by an Eligible Institution. <i>See Instruction 4.</i>
_____ Authorized Signature
_____ Name of Firm
_____ Address of Firm – Please Print

5	SPECIAL PAYMENT INSTRUCTIONS
Complete ONLY if the check is to be issued in a name which differs from the name on the surrendered certificate(s). Issue to:	
Name:	_____
Address:	_____

<i>See Instruction 5</i>	

6	SPECIAL DELIVERY INSTRUCTIONS
Complete ONLY if the check is to be mailed to some address other than the address reflected above. Mail to:	
Name:	_____
Address:	_____

INSTRUCTIONS

(Please read carefully the instructions below)

Method of Delivery: Your old certificate(s) representing your shares of Grill Concepts, Inc. and this Letter of Transmittal must be sent or delivered to Securities Transfer Corporation (the "Exchange Agent"). Do not send them to the Company. Delivery of certificates to be surrendered to the Exchange Agent at the address set forth on the front of the Letter of Transmittal is at the option and risk of the surrendering stockholder. Delivery will be deemed effective only when received. **We suggest that certificate(s) be sent by registered mail with return receipt requested and properly insured.** A return envelope is enclosed.

1. *Substitute Form W-9:* In Box 1, you should insert your social security number or employer identification number and sign and date the same. Under the Federal Income Tax Law, a non-exempt stockholder is required to provide the Exchange Agent with such stockholder's correct Taxpayer Identification Number ("TIN") on the Substitute Form W-9. Failure to provide the information on the form may subject the surrendering stockholder to backup withholding on any cash payment. Should you have any questions regarding completion of the Substitute Form W-9 you should consult your tax advisor.

2. *Shares Surrendered.* In Box 2, you should insert your name and address and list the certificate number and number shares evidenced by each such certificate to be surrendered. If you require more space than provided you may attach a separate schedule.

3. *Signatures.* In Box 3, you should sign and insert your title, if any, the date and your telephone number. The signature(s) must correspond exactly with the name as written on the face of the surrendered certificate without alteration, enlargement or any change whatsoever. If any of the surrendered certificates are in the name of two or more joint owners, all such owners must sign this Letter of Transmittal. If any surrendered certificates are in different names on several certificates, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different names. Letters of Transmittal executed by trustees, executors, administrators, guardians, officers of corporations, or others acting in a fiduciary capacity who are not identified as such in the registration must be accompanied by proper evidence of the signer's authority to act. Do not sign the certificate(s). Signature guarantees are NOT required if the certificate(s) surrendered herewith:

- are submitted by the registered owner of such surrendered certificates, and the owner has not completed the section entitled "Special Payment Instructions" or
- are for the account of an Eligible Institution, as defined below.

4. *Signature Guaranty.* ONLY complete Box 4 if Box 5 – "Special Issuance/Payment Instructions" is completed. If checks are to be issued in a name(s) different than are shown on the certificate(s) surrendered, as reflected in Box 5, the signatures on this Letter of Transmittal must be guaranteed by completion of Box 4 by a firm that is a bank, broker, dealer, credit union, savings association or other entity which is a member in good standing of the Securities Transfer Agents' Medallion Program (each an "Eligible Institution"). If the surrendered certificate(s) are registered in the name of a person other than the signer of this Letter of Transmittal, or if issuance of the check is to be made to a person other than the signer of this Letter of Transmittal, or if the issuance of the check is to be made to a person other than the registered owner(s), then the surrendered certificate(s) must be endorsed or accompanied by duly executed stock powers, in either case signed exactly as the name(s) of the registered owners appear on such certificate(s) or stock power(s), with the signatures on the certificate(s) or stock power(s) guaranteed by an Eligible Institution as provided herein.

5. *Special Payment Instructions:* In Box 5, insert the name in which the check is to be sent, and the address to which the check is to be sent, ONLY if different from the name and/or address of the person(s) signing this Letter of Transmittal. You are required to give the social security number or employer identification number of the record owner of the Shares. If Special Issuance Instructions have been completed, the stockholder named therein will be considered the record owner for this purpose.

6. *Special Delivery Instruction.* ONLY complete Box 6 if payment is to be delivered to an address other than that shown in Box 2.

LOST CERTIFICATE(S): If your certificate(s) have been lost, stolen, misplaced or mutilated, contact Securities Transfer Corporation.