

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ulta Salon Cosmetics & Fragrance, Inc.		08/31/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	One Boston Place
Internal Address:	18th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02108
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	2871861	INFINATIV
Registration Number:	3024270	FORMATIV
Registration Number:	2631363	ULTA.COM
Registration Number:	2531889	ULTA SALON-COSMETICS-FRAGRANCE
Registration Number:	2504336	ULTA
Registration Number:	2504333	WHAT A WOMAN WANTS.
Registration Number:	2598439	BASICALLY U
Registration Number:	1681577	ULTA 3
Registration Number:	2531885	ULTA SALON-COSMETICS-FRAGRANCE
Registration Number:	3719551	SALON AT ULTA
Registration Number:	3716606	THE SALON AT ULTA
Registration Number:	3262918	ULTA BEAUTY
Registration Number:	3311177	ULTA BEAUTY

CH \$390.00 2871861

900172379

**TRADEMARK
 REEL: 004284 FRAME: 0236**

Registration Number:	3311178	ULTA BEAUTY
Registration Number:	3796631	YOUR BEAUTY DESTINATION

CORRESPONDENCE DATA

Fax Number: (703)519-1821
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 703-415-1555
Email: mail@specializedpatent.com
Correspondent Name: Christopher E. Kondracki
Address Line 1: 1725 Duke Street
Address Line 2: Suite 625
Address Line 4: Alexandria, VIRGINIA 22314

ATTORNEY DOCKET NUMBER:	1009802
NAME OF SUBMITTER:	Christopher E. Kondracki
Signature:	/Christopher E. Kondracki/
Date:	09/25/2010

Total Attachments: 4
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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

August 31, 2010

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ULTA SALON COSMETICS & FRAGRANCE, INC., a Delaware corporation with an address at 1000 Remington Boulevard, Bolingbrook, Illinois 60440 (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, a national association with offices at One Boston Place, 18th Floor, Boston, MA 02108 (the "Grantee") for itself and the ratable benefit of the Lenders (as defined in the Loan and Security Agreement referred to below), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Loan and Security Agreement by, among others, the Grantor and the Grantee, dated as of August 31, 2010 (as amended, modified, restated and/or supplemented from time to time, the "Loan and Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Loan and Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Loan and Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Loan and Security Agreement, the provisions of the Loan and Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned has executed this Grant as of the date first set forth above.

ULTA SALON COSMETICS & FRAGRANCE, INC.,
as Grantor

By: 
Name: _____
Title: _____

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Grantee

By: _____
Name: _____
Title: _____


[Signature Page to Grant of Security Interest in U.S. Trademarks]

IN WITNESS WHEREOF, the undersigned has executed this Grant as of the date first set forth above.

ULTA SALON COSMETICS & FRAGRANCE, INC.,
as Grantor

By: _____
Name:
Title:

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Grantee

By: 
Name: Jason B. Searle
Title: Director

[Signature Page to Grant of Security Interest in U.S. Trademarks]

SCHEDULE A

Owned Trademarks Registered with the United States Patent and Trademark Office

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
INFINATIV	2,871,861	8/10/04
FORMATIV	3,024,270	12/6/05
ULTA.COM	2,631,363	10/8/02
ULTA SALON-COSMETICS-FRAGRANCE	2,531,889	1/22/02
ULTA	2,504,336	11/6/01
WHAT A WOMAN WANTS.	2,504,333	11/6/01
BASICALLY U	2,598,439	7/23/02
ULTA 3	1,681,577	3/31/92 (Renewed 3/31/02)
ULTA SALON-COSMETICS-FRAGRANCE (Stylized)	2,531,885	1/22/02
SALON AT ULTA (and Design)	3,719,551	12/1/09
THE SALON AT ULTA	3,7166,06	11/24/09
ULTA BEAUTY	3,262,918	7/10/07
ULTA BEAUTY (and Design)	3,311,177	10/16/07
ULTA BEAUTY (and Design)	3,311,178	10/16/07
ULTA.COM	2,631,363	10/8/02
YOUR BEAUTY DESTINATION	3,796,631	6/1/10

Owned Trademark Applications Pending with the United States Patent and Trademark Office

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
ULTA.COM YOUR ONLINE DESTINATION	77/579924	9/26/08
WINDOWS OF LOVE	77/806639	9/18/09