

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		SECURITY INTEREST	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Ultra Salon Cosmetics & Fragrance, Inc.		08/31/2010	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wells Fargo Bank, National Association		
<b>Street Address:</b>	One Boston Place, 18th Floor		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02108		
<b>Entity Type:</b>	Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77579924	ULTA.COM YOUR ONLINE DESTINATION	
<b>Serial Number:</b>	77806639	WINDOWS OF LOVE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)408-3141		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	800-927-9801 x2348		
<b>Email:</b>	jpaterso@cscinfo.com		
<b>Correspondent Name:</b>	Corporation Service Company		
<b>Address Line 1:</b>	1090 Vermont Avenue NW, Suite 430		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20005		
<b>NAME OF SUBMITTER:</b>	Jean Paterson		
<b>Signature:</b>	/jep/		
<b>Date:</b>	11/18/2010		

CH \$65.00 77579924

**Total Attachments: 5**

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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, 18<sup>th</sup> 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:

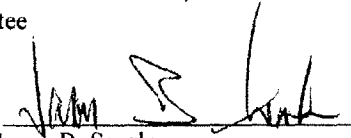
*[Signature Page to Grant of Security Interest in U.S. Trademarks]*

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	3,716,06 ✓	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 <i>dup</i> ✓	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