

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF AN UNDIVIDED PART OF ASSIGNOR'S INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Ulta Salon, Cosmetics & Fragrance, Inc.	FORMERLY Ulta3 Cosmetics & Salon, Inc.	08/01/2011	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Studio Gear Cosmetics, Inc.		
<b>Street Address:</b>	400 South Avenue		
<b>Internal Address:</b>	Suite 2		
<b>City:</b>	Middlesex		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	08846		
<b>Entity Type:</b>	CORPORATION: NEW JERSEY		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1845012	STUDIO GEAR	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(973)623-6065		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	9736236238		
Email:	gmiller@podvey.com		
Correspondent Name:	Gregory D. Miller		
Address Line 1:	Podvey, Meanor, et al.		
Address Line 2:	One Riverfront Plaza, 8th Floor		
Address Line 4:	Newark, NEW JERSEY 07102		
<b>NAME OF SUBMITTER:</b>	Gregory D. Miller, Esq.		
<b>Signature:</b>	/Gregory D. Miller, Esq./		
<b>Date:</b>	08/30/2011		
Total Attachments: 2 source=Assignment#page1.tif source=Assignment#page2.tif			

OP \$40.00 1845012

## ASSIGNMENT

This Assignment ("Assignment") is made effective as of August 1, 2011 from Ulta Salon, Cosmetics & Fragrance, Inc. (f/k/a Ulta<sup>3</sup> Cosmetics & Salon, Inc.), a corporation organized and existing under the laws of the state of Delaware, with an address at 1000 Remington Boulevard, Bolingbrook, Illinois 60440 ("Assignor") to Studio Gear Cosmetics, Inc., a corporation organized and existing under the laws of the state of New Jersey, with an address at 400 South Avenue, Suite 2, Middlesex, New Jersey 08846 ("Assignee");

**WHEREAS**, Assignor is the owner of the United States trademark registration, STUDIO GEAR, Registration No. 1,845,012 ("the Mark"), together with the goodwill of the business symbolized by the Mark; and

**WHEREAS**, in accordance with Section 7(a) of the License and Distribution Agreement dated May 3, 1996 between Assignor and Assignee (the "License Agreement"), Assignor desires to convey, transfer, assign, deliver and contribute to Assignee fifty (50%) percent of its rights, title, and interest in and to the Mark, subject to (1) Assignor's right to the assignment thereof back to Assignor pursuant to Sections 7(b), 9(a) and 11 of the License Agreement, and (2) Assignee's acknowledgement of, and compliance with, those provisions of Section 7 of the License Agreement governing joint ownership, management, maintenance and enforcement of the Mark (the conditions and obligations referenced (1) and (2) above, collectively, the "Assignment Conditions").


**NOW, THEREFORE**, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby conveys, transfers, assigns, delivers, and contributes to Assignee fifty (50%) percent of Assignor's rights, title, and interest in and to the Mark, together with fifty (50%) percent of (1) the goodwill of the business relating thereto; (2) all future (but excluding

past or previously accrued) income, royalties, and damages hereafter payable to Assignor with respect thereto, including without limitation, payments for future infringements thereof; and (3) all rights to sue for future (but excluding past) infringements thereof, in each case, subject to the Assignment Conditions.

Assignor agrees to execute all documents, papers, forms and authorizations and take all other actions that may be necessary for securing, completing, or vesting in Assignee fifty (50%) percent of its rights, title and interest in the Mark.

**IN WITNESS WHEREOF**, Assignor has duly executed and delivered this Assignment, as of the day and year first above written.

ULTA SALON, COSMETICS &  
FRAGRANCE, INC. (f/k/a/ Ulta<sup>3</sup>  
Cosmetics & Salon, Inc.)

  
By: Robert S. GUTTMAN  
Title: SVP, General Counsel & Secy