

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		Supplement to Grant of Security 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.		10/19/2011	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>	85433259	FAB PHOTO	
<b>Serial Number:</b>	85409739	WELCOME TO FABULOUS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(302)636-5454		
<b>Phone:</b>	800-927-9801 x2348		
<b>Email:</b>	jpaterso@cscinfo.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<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>	10/24/2011		

CH \$65.00 85433259

**Total Attachments: 5**

source=10-24-11 Ulta Salon-TM#page1.tif

source=10-24-11 Ulta Salon-TM#page2.tif

source=10-24-11 Ulta Salon-TM#page3.tif

source=10-24-11 Ulta Salon-TM#page4.tif

source=10-24-11 Ulta Salon-TM#page5.tif

SUPPLEMENT TO GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

This Supplement to Grant of Security Interest In United States Trademarks (this "Supplement") is made as of the 19<sup>th</sup> day of October, 2011 by and between 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"), in consideration of the mutual covenants herein contained and benefits to be derived herefrom.

WHEREAS, the Grantor executed and delivered a Grant of Security Interest In United States Trademarks dated as of August 31, 2010 (as amended of record, hereinafter, the "Grant") in favor of the Grantee, pursuant to which the Grantor pledged, assigned and granted a security interest in favor of the Grantee in certain Marks (as defined therein); and

WHEREAS, the Grantor has developed additional Marks and desires to hereby confirm the pledge of, and the grant of a security interest in, such additional Marks in favor of the Grantee.

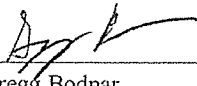
NOW, THEREFORE, it is hereby agreed as follows:

1. Definitions. All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the Grant.
2. Supplement to Schedule A. Schedule A to the Grant is hereby amended and supplemented, but not replaced, by Schedule A-1 annexed hereto:
3. Miscellaneous:
  - a. Except as provided herein, all terms and conditions of the Grant remain in full force and effect. The Grantor hereby ratifies, confirms and reaffirms all of the representations, warranties and covenants contained therein.
  - b. This Supplement covers the entire understanding of the parties with respect to the matters set forth herein and supersedes all prior discussions and negotiations hereon.

[signature pages follow]

IN WITNESS WHEREOF, the undersigned have executed this Supplement as of the date first written above.

ULTA SALON COSMETICS & FRAGRANCE, INC.,  
as Grantor

By:   
Name: Gregg Bodnar  
Title: Chief Financial Officer

WELLS FARGO BANK, NATIONAL ASSOCIATION,  
as Collateral Agent and Grantee

By: \_\_\_\_\_  
Name:  
Title:

[Supplement to Grant of Security Interest in United States Trademarks]

**TRADEMARK**  
**REEL: 004647 FRAME: 0072**


---

IN WITNESS WHEREOF, the undersigned have executed this Supplement as of the date first written above.

ULTA SALON, COSMETICS & FRAGRANCE, INC.,  
as Grantor

By: \_\_\_\_\_  
Name:  
Title:

WELLS FARGO BANK, NATIONAL ASSOCIATION,  
as Collateral Agent and Grantee

By:   
Name: Jason B Searle  
Title: Director

SCHEDULE A-1

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

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
FAB PHOTO	85433259	September 27, 2011
WELCOME TO FABULOUS	85409739	August 29, 2011