

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM415434

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ulta Salon, Cosmetics & Fragrance, Inc.		01/27/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Ulta Salon, Cosmetics & Fragrance, LLC		
Street Address:	2711 Centerville Road, Suite 400		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19808		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 63			
Property Type	Number	Word Mark	
Registration Number:	5007493	SWEET & SHIMMER	
Registration Number:	4964532	THE GORGEOUS HAIR EVENT	
Registration Number:	4932117	ALL THINGS BEAUTY. ALL IN ONE PLACE.	
Registration Number:	4929201	WHERE BEAUTY LOVES YOU BACK	
Registration Number:	4938498	BEAUTY LOVES YOU BACK	
Registration Number:	4833586	GLOWING, GORGEOUS SKIN STARTS AT ULTA	
Registration Number:	4893755	WHIM	
Registration Number:	4796212	HAPPY, HEALTHY HAIR STARTS AT ULTA	
Registration Number:	4796213	HAPPY, HEALTHY HAIR STARTS AT ULTA	
Registration Number:	4617409	PRETTY HAS ITS PRIVILEGES	
Registration Number:	4818329	DARE TO BE A MORE FABULOUS YOU	
Registration Number:	4569284	BEAUTY AT PLAY	
Registration Number:	4357358	INSPIRE BEAUTY EVERYWHERE	
Registration Number:	4210207	DONATE WITH A KISS	
Registration Number:	4471491	BEAUTY STARTS WITH HEALTHY SKIN	
Registration Number:	4196197		
Registration Number:	4196198		
Registration Number:	4232977	ULTAMATE REWARDS	
Registration Number:	4157461	21 DAYS OF BEAUTY	
TRADEMARK			

OP \$1590.00 5007493

Property Type	Number	Word Mark
Registration Number:	4289203	BEAUTY STEAL!
Registration Number:	4231251	FAB PHOTO
Registration Number:	4174351	WELCOME TO FABULOUS
Registration Number:	4080478	WINDOWS OF LOVE
Registration Number:	3716606	THE SALON AT ULTA
Registration Number:	3796631	YOUR BEAUTY DESTINATION
Registration Number:	3719551	SALON AT ULTA
Registration Number:	3311177	ULTA BEAUTY
Registration Number:	3311178	ULTA BEAUTY
Registration Number:	3262918	ULTA BEAUTY
Registration Number:	2631363	ULTA.COM
Registration Number:	2531885	ULTA SALON-COSMETICS-FRAGRANCE
Registration Number:	2504336	ULTA
Registration Number:	2531889	ULTA SALON-COSMETICS-FRAGRANCE
Registration Number:	2598439	BASICALLY U
Registration Number:	1845012	STUDIO GEAR
Serial Number:	87231991	ULTA BEAUTY LOVES
Serial Number:	87231996	BEAUTY STEALS
Serial Number:	87222417	FREE YOUR FACE
Serial Number:	87222518	ULTA BEAUTY
Serial Number:	87222553	ULTA BEAUTY
Serial Number:	87222608	ULTA BEAUTY COLLECTION
Serial Number:	87200011	GLAMLAB
Serial Number:	87200015	GLAM LAB
Serial Number:	87200018	GLAM LAB
Serial Number:	87177033	THE SALON AT ULTA BEAUTY
Serial Number:	87177036	THE SALON AT ULTA BEAUTY
Serial Number:	87155225	A GORGEOUS WAY TO GIVE BACK
Serial Number:	87154599	A GORGEOUS WAY TO GIVE
Serial Number:	87154603	GO AHEAD, LOSE YOURSELF
Serial Number:	87154602	CUT FOR A CAUSE
Serial Number:	87063688	JOY TO THE GIRL
Serial Number:	87063701	ULTA BEAUTY MIX
Serial Number:	87022477	LIP HAPPILY AT ULTA BEAUTY
Serial Number:	86945533	ULTABEAUTY
Serial Number:	86945514	ULTA BEAUTY
Serial Number:	86908724	LIP HAPPILY
Serial Number:	86862083	GIFT GORGEOUSLY

Property Type	Number	Word Mark
Serial Number:	86843630	HOLIDAY GEMS
Serial Number:	86843629	BEAUTY GEMS
Serial Number:	86785043	THE GLOWING SKIN EVENT
Serial Number:	86627206	SUREMATCH
Serial Number:	86627232	ULTA BEAUTY SUREMATCH
Serial Number:	86296363	WHIM

CORRESPONDENCE DATA

Fax Number: 4142974900

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: (414)271-2400

Email: ipdocketing@foley.com, sfelde@foley.com

Correspondent Name: Richard J. McKenna

Address Line 1: 3000 K Street, N.W. Suite 600

Address Line 2: Foley & Lardner LLP

Address Line 4: Washington, D.C. 20007-5109

NAME OF SUBMITTER:	Richard J. McKenna
SIGNATURE:	/R.J. McKenna/
DATE SIGNED:	02/08/2017

Total Attachments: 4

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "ULTA SALON, COSMETICS & FRAGRANCE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ULTA SALON, COSMETICS & FRAGRANCE, INC." TO "ULTA SALON, COSMETICS & FRAGRANCE, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2017, AT 10:49 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-NINTH DAY OF JANUARY, A.D. 2017 AT 12:02 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

2218695 8100V
SR# 20170488840

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 201943472
Date: 01-27-17

TRADEMARK
REEL: 005984 FRAME: 0684

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT**

1. The jurisdiction where the Corporation first formed is the **State of Delaware**.
2. The jurisdiction immediately prior to filing this Certificate is the **State of Delaware**.
3. The date the Corporation first formed is **January 9, 1990**.
4. The name of the Corporation immediately prior to filing this Certificate is **Ulta Salon, Cosmetics & Fragrance, Inc.**
5. The name of the Delaware Limited Liability Company as set forth in the Certificate of Formation is **Ulta Salon, Cosmetics & Fragrance, LLC**.
6. The conversion shall become effective at **12:02 A.M., Eastern Time, on January 29, 2017**.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 27th day of January, 2017.



Jodi Caro
General Counsel and Corporate Secretary

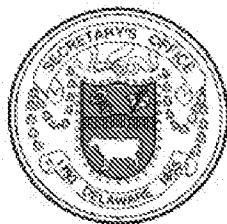
Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "ULTA SALON, COSMETICS & FRAGRANCE, LLC" FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2017, AT 10:49 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE TWENTY-NINTH DAY OF JANUARY, A.D. 2017 AT 12:02 O'CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

2218695 8100V
SR# 20170488840

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Authentication: 201943472
Date: 01-27-17

TRADEMARK
REEL: 005984 FRAME: 0686

STATE OF DELAWARE

LIMITED LIABILITY COMPANY

CERTIFICATE OF FORMATION

OF

ULTA SALON, COSMETICS & FRAGRANCE, LLC

First: The name of the limited liability company is **ULTA SALON, COSMETICS & FRAGRANCE, LLC**.


Second: The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.

The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

Third: Action As It Relates to Ulta Beauty. Any act or transaction by or involving the limited liability company, other than the election or removal of members of the governing body of the limited liability company, that requires for its adoption under the General Corporation Law of the State of Delaware or this Certificate of Formation the approval of the stockholders of a corporation had the limited liability company been a corporation shall, in accordance with Section 251(g) of the General Corporation Law of the State of Delaware, require, in addition, the approval of the stockholders of Ulta Beauty, Inc. (or any successor thereto by merger), by the same vote as is required by the General Corporation Law of the State of Delaware and/or this Certificate of Formation.

Fourth: Ulta Salon, Cosmetics & Fragrance, LLC shall be formed effective at 12:02 A.M., Eastern Time, on January 29, 2017.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 27th day of January, 2017.

By: 

Jodi Caro
General Counsel, Vice President and Secretary