

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM729802

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ULTA BEAUTY, INC.		05/04/2022	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	WELLS FARGO BANK, NATIONAL ASSOCIATION		
Street Address:	125 High Street, Suite 1100		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 64			
Property Type	Number	Word Mark	
Registration Number:	4157461	21 DAYS OF BEAUTY	
Registration Number:	5465287	A GORGEOUS WAY TO GIVE	
Registration Number:	5396018	ALL THINGS BEAUTY	
Registration Number:	5527958	ALL THINGS BEAUTY.	
Registration Number:	4932117	ALL THINGS BEAUTY. ALL IN ONE PLACE.	
Registration Number:	2598439	BASICALLY U	
Registration Number:	5131442	BEAUTY GEMS	
Registration Number:	4938498	BEAUTY LOVES YOU BACK	
Registration Number:	4289203	BEAUTY STEAL!	
Registration Number:	5592858	BEAUTY STEALS	
Registration Number:	5402946	BRING THE BEAUTY	
Registration Number:	6241551	CHOICES FOR YOU & FOR YOUR WORLD	
Registration Number:	6336130	CONSCIOUS BEAUTY	
Registration Number:	6336131	CONSCIOUS BEAUTY AT ULTA BEAUTY	
Registration Number:	5612418	CUT FOR A CAUSE	
Registration Number:	5117465	GIFT GORGEOUSLY	
Registration Number:	5371184	GLAMLAB	
Registration Number:	5254500	GO AHEAD, LOSE YOURSELF	
Registration Number:	4964532	GORGEOUS HAIR EVENT	

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Property Type	Number	Word Mark
Registration Number:	5253667	HOLIDAY GEMS
Registration Number:	5315121	JOY TO THE GIRL!
Registration Number:	5368205	LIP GLOSSARY
Registration Number:	5174955	LIP HAPPILY AT ULTA BEAUTY
Registration Number:	5266028	LIPSTICK LIBRARY
Registration Number:	4196198	
Serial Number:	88760186	CULTURE CIRCLE
Serial Number:	88760180	CULTURE STUDIO
Serial Number:	90399602	GLAMST
Registration Number:	4196197	
Registration Number:	5339797	PAMPER HER WITH PRETTY
Registration Number:	6273670	SPARKED @ULTABEAUTY
Registration Number:	6273669	SPARKED @ULTABEAUTY THE BRIGHTEST UP & C
Registration Number:	6131559	SPARKED AT ULTA BEAUTY
Registration Number:	6137737	SPARKED@ULTABEAUTY
Registration Number:	6137736	SPARKED@ULTABEAUTY THE BRIGHTEST UP & CO
Registration Number:	5007493	SWEET & SHIMMER
Registration Number:	5629309	THE POSSIBILITIES ARE BEAUTIFUL
Registration Number:	5186518	THE SALON AT ULTA BEAUTY
Registration Number:	5186517	THE SALON AT ULTA BEAUTY
Registration Number:	2504336	ULTA
Registration Number:	5218565	ULTA
Registration Number:	3262918	ULTA BEAUTY
Registration Number:	5228138	ULTA BEAUTY
Registration Number:	5536474	ULTA BEAUTY
Registration Number:	5351254	ULTABEAUTY
Registration Number:	5476366	ULTABEAUTY
Registration Number:	5492678	ULTA BEAUTY
Registration Number:	3311177	ULTA BEAUTY
Registration Number:	3311178	ULTA BEAUTY
Serial Number:	88744714	THE COLLABORATORY AT ULTA BEAUTY
Serial Number:	88717526	QUAZI
Registration Number:	5912047	ULTA BEAUTY CHARITABLE FOUNDATION
Registration Number:	5222322	ULTA BEAUTY COLLECTION
Registration Number:	5227336	ULTA BEAUTY LOVES
Registration Number:	2531889	ULTA SALON-COSMETICS-FRAGRANCE
Registration Number:	2531885	ULTA SALON-COSMETICS-FRAGRANCE
Registration Number:	2631363	ULTA.COM

Property Type	Number	Word Mark
Registration Number:	6521575	ULTAMATE LASHES
Registration Number:	4232977	ULTAMATE REWARDS
Registration Number:	5315089	ULTAMATE REWARDS
Registration Number:	4929201	WHERE BEAUTY LOVES YOU BACK
Serial Number:	88723440	WHIM
Serial Number:	90588227	WHIM
Serial Number:	90588324	WHIM

CORRESPONDENCE DATA

Fax Number: 6179518736

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: 6173417729

Email: katarzyna.gaysunas@morganlewis.com

Correspondent Name: Katarzyna Gaysunas

Address Line 1: 1 Federal St

Address Line 2: c/o Morgan, Lewis & Bockius LLP

Address Line 4: Boston, MASSACHUSETTS 02110-1726

NAME OF SUBMITTER:	Katarzyna Gaysunas
SIGNATURE:	/Katarzyna Gaysunas/
DATE SIGNED:	05/24/2022

Total Attachments: 7

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FIRST AMENDMENT AND SECOND SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT

This First Amendment and Second Supplement to Trademark Security Agreement (this “Amendment”) is made as of the 4th day of May, 2022 by ULTA BEAUTY, INC., a Delaware corporation with an address at 1000 Remington Blvd., Bolingbrook, Illinois 60440 (the “New Grantor”), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, a national association with offices at 125 High Street, Suite 1100, Boston, MA 02110 (the “Collateral Agent”), in consideration of the mutual covenants herein contained and benefits to be derived herefrom.

WHEREAS, ULTA SALON, COSMETICS & FRAGRANCE, LLC (formerly known as ULTA SALON, COSMETICS & FRAGRANCE, INC., hereinafter, “Existing Grantor”) executed and delivered a certain Trademark Security Agreement, dated as of August 23, 2017 (as amended, restated, modified or supplemented from time to time, hereinafter, the “Trademark Security Agreement”), which was recorded with the United States Patent and Trademark Office (“USPTO”) on August 30, 2017 at Reel 6142/Frame 0051 in favor of the Collateral Agent, pursuant to which Existing Grantor pledged, assigned and granted a security interest in favor of the Collateral Agent in the Trademark Collateral (as defined therein);

WHEREAS, Existing Grantor executed and delivered a certain Supplement to Trademark Security Agreement, dated as of March 11, 2020 (as amended, restated, modified or supplemented from time to time, hereinafter, together with the Trademark Security Agreement, the “Existing Grant”) which was recorded with the USPTO on March 12, 2020 at Reel 6888/Frame 0291 in favor of the Collateral Agent, pursuant to which Existing Grantor pledged, assigned and granted a security interest in favor of the Collateral Agent in the Trademark Collateral (as defined therein);

WHEREAS, Existing Grantor executed and delivered a certain Trademark Assignment, dated as of January 31, 2022 (the “Assignment”), which was recorded with the USPTO on February 11, 2022 at Reel 7631/Frame 0226, whereby it assigned its entire right, title and interest in and to the Trademarks and registrations thereof listed in Schedule A therein to New Grantor; and

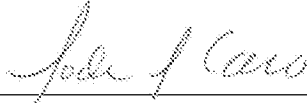
WHEREAS, the New Grantor hereby grants and pledges a security interest in additional Trademark Collateral in favor of the Collateral Agent; and

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. Amendment to Existing Trademark Schedule I. Schedule I to the Existing Grant is hereby amended and restated in its entirety by Schedule I annexed hereto:
3. Miscellaneous:
 - a. Except as provided herein, all terms and conditions of the Existing Grant remain in full force and effect. The New Grantor hereby ratifies, confirms and reaffirms all of the representations, warranties and covenants contained therein.
 - b. This Amendment covers the entire understanding of the parties with respect to the matters set forth herein and supersedes all prior discussions and negotiations hereon.

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

ULTA BEAUTY, INC.,
as New Grantor

By: 

Name: Jodi J. Caro

Title: General Counsel, Chief Risk & Compliance Officer

[Ultra - Signature Page to First Amendment and Second Supplement to Trademark Security Agreement]

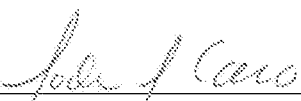
TRADEMARK
REEL: 007730 FRAME: 0942

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Collateral Agent

By: Maggie Townsend
Name: Maggie Townsend
Title: Director

Acknowledged and accepted by:

ULTA SALON COSMETICS & FRAGRANCE, LLC,
as Existing Grantor

By:  _____

Name: Jodi J. Caro

Title: General Counsel & Corporate Secretary

[Ulta - Signature Page to First Amendment and Second Supplement to Trademark Security Agreement]

TRADEMARK
REEL: 007730 FRAME: 0944

SCHEDULE I

Application/ Registration No	Mark	Date of Application/ Registration	B&T Reference	Owner
4157461	21 DAYS OF BEAUTY	12-Jun-2012	47971-115843	Ulta Beauty, Inc.
5465287	A GORGEOUS WAY TO GIVE	08-May-2018	47971-258464	Ulta Beauty, Inc.
5396018	ALL THINGS BEAUTY	06-Feb-2018	47971-266462	Ulta Beauty, Inc.
5527958	ALL THINGS BEAUTY. (STYLIZED)	31-Jul-2018	47971-266463	Ulta Beauty, Inc.
4932117	ALL THINGS BEAUTY. ALL IN ONE PLACE.	05-Apr-2016	47971-707535	Ulta Beauty, Inc.
2598439	BASICALLY U	23-Jul-2002	47971-114721	Ulta Beauty, Inc.
5131442	BEAUTY GEMS	31-Jan-2017	47971-244999	Ulta Beauty, Inc.
4938498	BEAUTY LOVES YOU BACK	12-Apr-2016	47971-239586	Ulta Beauty, Inc.
4289203	BEAUTY STEAL!	12-Feb-2013	47971-119943	Ulta Beauty, Inc.
5592858	BEAUTY STEALS	30-Oct-2018	47971-259814	Ulta Beauty, Inc.
5402946	BRING THE BEAUTY	13-Feb-2018	47971-261177	Ulta Beauty, Inc.
6241551	CHOICES FOR YOU & FOR YOUR WORLD	05-Jan-2021	47971-317629	Ulta Beauty, Inc.
6336130	CONSCIOUS BEAUTY	27-Apr-2021	47971-308616	Ulta Beauty, Inc.
6336131	CONSCIOUS BEAUTY AT ULTA BEAUTY	27-Apr-2021	47971-308617	Ulta Beauty, Inc.
88/760186	CULTURE CIRCLE	15-Jan-2020	47971-313152	Ulta Beauty, Inc.
88/760180	CULTURE STUDIO	15-Jan-2020	47971-312888	Ulta Beauty, Inc.
5612418	CUT FOR A CAUSE	20-Nov-2018	47971-258466	Ulta Beauty, Inc.
5117465	GIFT GORGEOUSLY	10-Jan-2017	47971-245451	Ulta Beauty, Inc.
5371184	GLAMLAB	02-Jan-2018	47971-259494	Ulta Beauty, Inc.
90/399602	GLAMST	21-Dec-2020	47971-332677	Ulta Beauty, Inc.
5254500	GO AHEAD, LOSE YOURSELF	01-Aug-2017	47971-258463	Ulta Beauty, Inc.
4964532	GORGEOUS HAIR EVENT	24-May-2016	47971-243643	Ulta Beauty, Inc.
5253667	HOLIDAY GEMS	01-Aug-2017	47971-245000	Ulta Beauty, Inc.
5315121	JOY TO THE GIRL!	24-Oct-2017	47971-260545	Ulta Beauty, Inc.
5368205	LIP GLOSSARY	02-Jan-2018	47971-261915	Ulta Beauty, Inc.
5174955	LIP HAPPILY AT ULTA BEAUTY	04-Apr-2017	47971-253174	Ulta Beauty, Inc.
5266028	LIPSTICK LIBRARY	15-Aug-2017	47971-261914	Ulta Beauty, Inc.
4196198	MISCELLANEOUS DESIGN (Shelving Illustration 2)	21-Aug-2012	47971-268924	Ulta Beauty, Inc.

4196197	MISCELLANEOUS DESIGN (SHELVING ILLUSTRATION)	21-Aug-2012	47971-268923	Ulta Beauty, Inc.
5339797	PAMPER HER WITH PRETTY	21-Nov-2017	47971-265287	Ulta Beauty, Inc.
88/717526	QUAZI	06-Dec-2019	47971-302607	Ulta Beauty, Inc.
6273670	SPARKED @ULTABEAUTY	16-Feb-2021	47971-298662	Ulta Beauty, Inc.
6273669	SPARKED @ULTABEAUTY THE BRIGHTEST UP & COMERS. IGNITE YOUR CURIOSITY.	16-Feb-2021	47971-298111	Ulta Beauty, Inc.
6131559	SPARKED AT ULTA BEAUTY	18-Aug-2020	47971-296130	Ulta Beauty, Inc.
6137737	SPARKED @ULTABEAUTY (AND DESIGN)	25-Aug-2020	47971-297348	Ulta Beauty, Inc.
6137736	SPARKED@ULTABEAUTY THE BRIGHTEST UP & COMERS. IGNITE YOUR CURIOSITY. (AND DESIGN)	25-Aug-2020	47971-297782	Ulta Beauty, Inc.
5007493	SWEET & SHIMMER	26-Jul-2016	47971-245001	Ulta Beauty, Inc.
88/744714	THE COLLABORATORY AT ULTA BEAUTY	02-Jan-2020	47971-309757	Ulta Beauty, Inc.
5629309	THE POSSIBILITIES ARE BEAUTIFUL	11-Dec-2018	47971-273617	Ulta Beauty, Inc.
5186518	THE SALON AT ULTA BEAUTY	18-Apr-2017	47971-258749	Ulta Beauty, Inc.
5186517	THE SALON AT ULTA BEAUTY (STYLIZED)	18-Apr-2017	47971-258750	Ulta Beauty, Inc.
2504336	ULTA	06-Nov-2001	47971-114729	Ulta Beauty, Inc.
5218565	ULTA	06-Jun-2017	47971-259812	Ulta Beauty, Inc.
3262918	ULTA BEAUTY	10-Jul-2007	47971-114749	Ulta Beauty, Inc.
5228138	ULTA BEAUTY	20-Jun-2017	47971-259813	Ulta Beauty, Inc.
5536474	ULTA BEAUTY	07-Aug-2018	47971-260544	Ulta Beauty, Inc.
5351254	ULTA BEAUTY & DESIGN (ONE LINE)	05-Dec-2017	47971-252049	Ulta Beauty, Inc.
5476366	ULTA BEAUTY & DESIGN (ONE LINE)	22-May-2018	47971-259815	Ulta Beauty, Inc.
5492678	ULTA BEAUTY & DESIGN (TWO LINES)	12-Jun-2018	47971-252050	Ulta Beauty, Inc.
3311177	ULTA BEAUTY (& DESIGN)	16-Oct-2007	47971-114748	Ulta Beauty, Inc.
3311178	ULTA BEAUTY (AND DESIGN)	16-Oct-2007	47971-114746	Ulta Beauty, Inc.

5912047	ULTA BEAUTY CHARITABLE FOUNDATION (AND DESIGN)	19-Nov-2019	47971-285991	Ulta Beauty, Inc.
5222322	ULTA BEAUTY COLLECTION	13-Jun-2017	47971-258605	Ulta Beauty, Inc.
5227336	ULTA BEAUTY LOVES	20-Jun-2017	47971-258606	Ulta Beauty, Inc.
2531889	ULTA SALON-COSMETICS-FRAGRANCE	22-Jan-2002	47971-114734	Ulta Beauty, Inc.
2531885	ULTA SALON-COSMETICS-FRAGRANCE (& DESIGN)	22-Jan-2002	47971-114740	Ulta Beauty, Inc.
2631363	ULTA.COM	08-Oct-2002	47971-114745	Ulta Beauty, Inc.
6521575	ULTAMATE LASHES	12-Oct-2021	47971-314325	Ulta Beauty, Inc.
4232977	ULTAMATE REWARDS	30-Oct-2012	47971-116601	Ulta Beauty, Inc.
5315089	ULTAMATE REWARDS	24-Oct-2017	47971-260540	Ulta Beauty, Inc.
4929201	WHERE BEAUTY LOVES YOU BACK	29-Mar-2016	47971-239887	Ulta Beauty, Inc.
88/723440	WHIM	11-Dec-2019	47971-301896	Ulta Beauty, Inc.
90/588227	WI-HM	18-Mar-2021	47971-333132	Ulta Beauty, Inc.
90/588324	WHIM	18-Mar-2021	47971-336514	Ulta Beauty, Inc.