SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Ulta Salon, Cosmetics & Fragrance, Inc.

(Name of Issuer)
Common Stock, \$.01 par value per share
(Title of Class of Securities)
90384S303
(CUSIP Number)
December 31, 2008
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
□ Rule 13d-1(b)
□ Rule 13d-1(c)
☑ Rule 13d-1(d)
* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1)	NAMES OF REPORTING PERSONS.								
(1)	GRP II,	GRP II, L.P.							
	CHECK THE ADDRODDIATE DOVIE A MEMBER OF A CROUD (SEE INSTRUCTIONS)								
(2)	СНЕСК	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
(2)									
	_ ` ′	(b) □							
(3)	SEC US	SE ON	∟Y						
(4)	CITIZE	NSHII	P OR PLACE OF ORGANIZATION						
(4)	Delawa	re							
			SOLE VOTING POWER						
NII N	DED OF	(5)							
	BER OF ARES		0 SHARED VOTING POWER						
	ICIALLY	(6)	SHARED VOTINGTOWER						
	ED BY		6,927,494						
	ACH RTING	(7)	SOLE DISPOSITIVE POWER						
	RSON	(7)	0						
W	ITH		SHARED DISPOSITIVE POWER						
		(8)	6,927,494						
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON								
(9)									
. ,	6,927,494								
(10)	CHECK	CIF TH	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
(10)									
(4.4)		NT OF	F CLASS REPRESENTED BY AMOUNT IN ROW (9)						
(11)	12.0% ¹								
			PORTING PERSON (SEE INSTRUCTIONS)						
(12)	DIV								
	PN								

¹ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

(1)	NAMES OF REPORTING PERSONS.							
(1)	GRP II	GRP II Investors, L.P.						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
(2)		CILER THE ATTROUGHTE BOATI A MILMBER OF A GROUP (SEE INSTRUCTIONS)						
(2)	(a) ☑ (b) □							
	SEC US		LY					
(3)								
(4)	CITIZE	NSHII	OR PLACE OF ORGANIZATION					
(4)	Delawai	re						
			SOLE VOTING POWER					
NUMI	BER OF	(5)	0					
	ARES		SHARED VOTING POWER					
	ICIALLY ED BY	(6)	535,042					
	CH		SOLE DISPOSITIVE POWER					
	RTING	(7)						
	SON ITH		0 SHARED DISPOSITIVE POWER					
(8) SHARED DISPOSITIVE FOWER								
	A CCDE		535,042					
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
(-)	535,042	535,042						
(10)	CHECK	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
(10)								
(11)	PERCE	NT OF	FCLASS REPRESENTED BY AMOUNT IN ROW (9)					
(11)	0.9% ²							
(1.0)	TYPE C)F REI	PORTING PERSON (SEE INSTRUCTIONS)					
(12)	PN							

² Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

(1)	NAMES OF REPORTING PERSONS.							
(1)	GRP II	GRP II Partners, L.P.						
	CHECK THE ADDODDIATE DOVIE A MEMBER OF A CROHR (SEE INSTRUCTIONS)							
(2)	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
(2)								
	(b) \square		I V					
(3)	SEC OI	DE OIT						
	CITIZE	NSHII	P OR PLACE OF ORGANIZATION					
(4)	Delawai	re						
			SOLE VOTING POWER					
NII IMI	BER OF	(5)	0					
	ARES		SHARED VOTING POWER					
BENEF	ICIALLY	(6)						
	ED BY		196,741					
	ACH RTING	(7)	SOLE DISPOSITIVE POWER					
	RSON		0					
W	ITH	(8)	SHARED DISPOSITIVE POWER					
		(0)	196,741					
(0)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
(9)	196,741							
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)							
(10)								
		NT OI	F CLASS REPRESENTED BY AMOUNT IN ROW (9)					
(11)								
	0.3% ³	JE DEI	PORTING PERSON (SEE INSTRUCTIONS)					
(12)	TIFE)I KE	ONTINO LERBON (BEE INSTRUCTIONS)					
`	PN							

³ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

(1)	NAME	S OF F	EPORTING PERSONS.						
	GRP M	GRP Management Services Corp.							
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
(2)	(a) 	(a) ☑							
	(b) 🗆								
(3)	SEC US	SEC USE ONLY							
	CITIZE	NSHI	OR PLACE OF ORGANIZATION						
(4)	Delawa	re							
	Delawa		SOLE VOTING POWER						
	DED 0E	(5)							
	BER OF ARES		0 SHARED VOTING POWER						
BENEF	ICIALLY	(6)	STRICE VOTENCE OWER						
OWNED BY			11,433,129						
	ACH RTING	(7)	SOLE DISPOSITIVE POWER						
	RSON	(1)	0						
W	ITH	(0)	SHARED DISPOSITIVE POWER						
		(8)	11,433,129						
	AGGRI	EGAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
(9)) _{11,433,129}								
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)								
(10)									
		NT OI	CLASS REPRESENTED BY AMOUNT IN ROW (9)						
(11)									
	19.8% 4		PODENIC DEDGOV (GDE NIGERVOEVOVG)						
(12)	TYPE (JF RE	PORTING PERSON (SEE INSTRUCTIONS)						
	CO	colonized							

⁴ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

(1)	NAMES	NAMES OF REPORTING PERSONS.						
(1)	GRPVC	GRPVC, L.P.						
(2)	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
(2)	(2) $ $ (a) \square							
	(b) 🗆							
(2)	SEC US	SE ON	LY					
(3)								
	CITIZE	NSHII	OR PLACE OF ORGANIZATION					
(4)	Delawai							
	Delawai	re	SOLE VOTING POWER					
		(5)	SOLL VOTINGTOWER					
	BER OF	(-)	0					
			SHARED VOTING POWER					
	ICIALLY ED BY	(6)	7,124,235					
	СH		SOLE DISPOSITIVE POWER					
	RTING	(7)						
	RSON ITH		0 SHARED DISPOSITIVE POWER					
, vv	ш	(8)	SHARED DISPOSITIVE FOWER					
	_	(0)	7,124,235					
(0)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
(9)	7,124,23	7,124,235						
			HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
(10)								
	DEDCE	NT OI	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
(11)	FERCE.	NI OI	CLASS REFRESENTED BT AMOUNT IN ROW (5)					
()	12.4% 5	í						
(12)	TYPE C	OF RE	PORTING PERSON (SEE INSTRUCTIONS)					
(12)	PN		PN					

⁵ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

(1)	NAMES OF REPORTING PERSONS.							
(1)	Global I	Global Retail Partners, L.P.						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
(2)	(a) 🗹							
,	(a) <u>L</u>							
(3)	SEC US	SE ON	LY					
(3)								
(4)	CITIZE	NSHII	P OR PLACE OF ORGANIZATION					
(4)	Delawa	re						
		(5)	SOLE VOTING POWER					
NUMI	BER OF	(3)	0					
	ARES	(6)	SHARED VOTING POWER					
	ICIALLY ED BY	(6)	2,933,588					
	CH		SOLE DISPOSITIVE POWER					
	RTING SON	(7)	0					
W	ITH	(0)	SHARED DISPOSITIVE POWER					
		(8)	2.933,588					
(0)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
(9)	2,933,58	2,933,588						
(4.0)	CHECK	IF TH	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
(10)								
(4.4)	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
(11)	5.1% ⁶							
)F REI	PORTING PERSON (SEE INSTRUCTIONS)					
(12)	PN							

⁶ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

(1)	NAMES	S OF R	EPORTING PERSONS.						
(1)	GRP Pa	GRP Partners, L.P.							
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
(2)	(a) 🗹								
	(a) L (b) D								
(2)	SEC US	SE ON	LY						
(3)									
	CITIZE	NSHII	OR PLACE OF ORGANIZATION						
(4)	Delawai	re							
			SOLE VOTING POWER						
NILINAI	DED OF	(5)							
	BER OF ARES		0 SHARED VOTING POWER						
	ICIALLY	(6)	SILINED VOTINGTOWER						
OWNED BY			190,496						
	ACH RTING	(7)	SOLE DISPOSITIVE POWER						
	SON	(1)	0						
W	ITH	(0)	SHARED DISPOSITIVE POWER						
		(8)	190,496						
(5)	AGGRE	EGATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
(9)	190,496								
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)								
(10)		CILCULA TILLICONDE INTERNATION (7) ENCEDED CENTRICION (CEE INCINCIONS)							
	DEDCE	NT OI	CLASS REPRESENTED BY AMOUNT IN ROW (9)						
(11)	PERCE	NI OI	CLASS REPRESENTED BY AMOUNT IN ROW (9)						
()	0.3% 7								
(12)	TYPE C	OF REI	PORTING PERSON (SEE INSTRUCTIONS)						
(12)	PN	ON CONTRACTOR OF THE PROPERTY							

⁷ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

NAMES	S OF F	REPORTING PERSONS.						
Steven 1	Steven E. Lebow							
CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
(a) 🗹	(a) 📈							
` /								
SEC US	SEC USE ONLY							
CITIZE	NSHII	P OR PLACE OF ORGANIZATION						
United 9	States							
		SOLE VOTING POWER						
RER OF	(5)	79,000						
ARES		SHARED VOTING POWER						
BENEFICIALLY		12,288,288						
EACH		SOLE DISPOSITIVE POWER						
RTING	(7)							
		79,000						
IIH	(8)	SHARED DISPOSITIVE POWER						
_	(0)	12,288,288						
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON								
12,367,	288							
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)								
PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)						
21.4% 8	;							
_		PORTING PERSON (SEE INSTRUCTIONS)						
IN								
	CHECK (a) (b) SEC US CITIZE United S BER OF ARES CIALLY ED BY AGGRE 12,367, CHECK PERCE 21.4% 8 TYPE O	CHECK THE (a) (b) SEC USE ON CITIZENSHII United States (5) ARES CIALLY ED BY ACH RTING SON ITH (8) AGGREGATI 12,367,288 CHECK IF TH PERCENT OF 21.4% 8						

⁸ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

90384S303

13G

Page 10 of 17 Pages

(1)	NAMES	NAMES OF REPORTING PERSONS.						
(1)	Yves Si	Yves Sisteron						
	CHECK THE ADDRODUATE DOVIE A MEMBER OF A CROUD (SEE INSTRUCTIONS)							
(2)	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
	(b) 🗆		I V					
(3)	SEC US	SE ON	LY					
(4)	CITIZE	NSHII	P OR PLACE OF ORGANIZATION					
(4)	United S	States						
			SOLE VOTING POWER					
		(5)						
	BER OF ARES		193,315 SHARED VOTING POWER					
	akes ICIALLY	(6)	SHARED VOTING FOWER					
OWNED BY		(0)	11,433,129					
	ACH		SOLE DISPOSITIVE POWER					
	RTING RSON	(7)	193,315					
	ITH		SHARED DISPOSITIVE POWER					
		(8)						
	11,433,129							
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
()	11,626,4	11,626,444						
(4.0)	CHECK	IF TH	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
(10)								
		NT OF	F CLASS REPRESENTED BY AMOUNT IN ROW (9)					
(11)								
	20.2% ⁹		DODITING DED GON (GEE INGTRIJOTIONG)					
(12)	TYPE (JF KEI	PORTING PERSON (SEE INSTRUCTIONS)					
	IN	N .						

⁹ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

90384S303

13G

Page 11 of 17 Pages

(1)	NAMES	S OF F	REPORTING PERSONS.					
(1)	Hervé J	Hervé J.F. Defforey						
	CHECK THE ADDRODUATE DOVIE A MEMBER OF A CROHD (SEE INSTRUCTIONS)							
(2)	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
(2) (a) (b)								
	_ ` /		I Y					
(3)	SEC OF	SEC USE ONLY						
	CITIZE	NSHI	P OR PLACE OF ORGANIZATION					
(4)	CITIZE	. (5111						
	France	1						
		(5)	SOLE VOTING POWER					
NUMI	BER OF	(3)	351,362					
	ARES		SHARED VOTING POWER					
	ICIALLY ED BY	(6)	7,659,277					
	СH		SOLE DISPOSITIVE POWER					
	RTING	(7)						
	SON ITH		SHARED DISPOSITIVE POWER					
W.	ш	(8)	SHARED DISPOSITIVE POWER					
7,659,277								
(0)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
(9)	8,010,63	8,010,639						
	CHECK	IF TI	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
(10)								
		NT OI	F CLASS REPRESENTED BY AMOUNT IN ROW (9)					
(11)								
	13.9% ¹		DODTING DED CON (SEE INSTRUCTIONS)					
(12)	TIPE	JF KE	PORTING PERSON (SEE INSTRUCTIONS)					
	IN	N .						

¹⁰ Based on 57,671,142 shares of the Issuer's Common Stock outstanding as of December 4, 2008, as set forth in the Issuer's quarterly report on Form 10-Q dated December 10, 2008.

Item 1(a). Name of Issuer:

Ulta Salon, Cosmetics & Fragrance, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1000 Remington Blvd., Suite 120 Bolingbrook, IL 60440

Item 2(a). Name of Person Filing:

- (1) GRP II, L.P.
- (2) GRP II Investors, L.P.
- (3) GRP II Partners, L.P.
- (4) GRP Management Services Corp.
- (5) GRPVC, L.P.
- (6) Global Retail Partners, L.P.
- (7) GRP Partners, L.P.
- (8) Steven E. Lebow
- (9) Yves Sisteron
- (10) Hervé J.F. Defforey

Item 2(b). Address of Principal Business Office or, if none, Residence:

2121 Avenue of the Stars

31 st Floor

Los Angeles, California 90067-5014

Attn: Steven Dietz

Item 2(c). Citizenship:

GRP II, L.P., GRP II Investors, L.P., GRP II Partners, L.P., GRP Management Services Corp., GRPVC, L.P., Global Retail Partners, L.P. and GRP Partners, L.P.:

Delaware

Steven E. Lebow:

United States

Yves Sisteron

United States

Hervé J.F. Defforey

France

CUSIP No. 90384	S303 13G	Page	13 of [17 P	Pages
-----------------	----------	------	---------	------	-------

Item 2(d). Title of Class of Securities:

Common Stock, \$.01 par value per share

Item 2(e). CUSIP Number:

90384S303

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

The information in items 1 and 5 through 11 on the cover pages (pp. 2-11) of this Schedule 13G is hereby incorporated by reference.

GRPVC, L.P. ("GRPVC") is the general partner of each of GRP II, L.P. ("GRP II") and GRP II Partners, L.P. ("GRP II Partners"), and GRP Management Services Corp. ("GRPMSC") is the general partner of GRPVC and GRP II Investors, L.P. ("GRP II Investors"). Messrs. Lebow, Sisteron and Defforey are members of the investment committee of GRP II, GRP II Partners and GRP II Investors. Pursuant to contractual arrangements, GRPMSC appoints a majority of the investment committee members of Global Retail Partners, L.P. ("GRP I") (which also controls the investment decisions of GRP Partners, L.P. ("GRP I Partners")). Mr. Lebow and Mr. Sisteron own capital stock which represents a majority of the voting stock of GRPMSC and control its actions. As a result, Mr. Lebow and Mr. Sisteron may also be deemed to possess indirect shared beneficial ownership of the shares owned by GRP I and GRP I Partners. Messrs. Lebow, Sisteron and Defforey disclaim beneficial ownership of all such shares except to the extent of their pecuniary interest therein.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

CUSIP No.	90384S303	13G F	Page [14	of	17	Pag	ges
-----------	-----------	-------	--------	----	----	----	-----	-----

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Please see attached Exhibit 1.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2009

GRP II, L.P.

By: /s/ Robert S. Guttman

Robert S. Guttman, as attorney-in-fact for GRP II, L.P.*

GRP II Investors, L.P.

By: /s/ Robert S. Guttman

Robert S. Guttman, as attorney-in-fact for

GRP II Investors, L.P.*

GRP II Partners, L.P.

By: /s/ Robert S. Guttman

Robert S. Guttman, as attorney-in-fact for

GRP II Partners, L.P.*

GRP Management Services Corp.

By: /s/ Robert S. Guttman

Robert S. Guttman, as attorney-in-fact for GRP

Management Services Corp.*

GRPVC, L.P.

By: /s/ Robert S. Guttman

Robert S. Guttman, as attorney-in-fact for

GRPVC, L.P.***

Global Retail Partners, L.P.

By: /s/ Robert S. Guttman

Robert S. Guttman, as attorney-in-fact for Global

Retail Partners, L.P.*

CUSIP No.	90384S303	13G Page	16	of [17	Page
	<u> </u>			_		

GRP Partners, L.P.

B۱	<i>v</i> :	/s/	Robert	S.	Guttman

Robert S. Guttman, as attorney-in-fact for GRP Partners, L.P.*

/s/ Robert S. Guttman

Robert S. Guttman, as attorney-in-fact for Steven E. Lebow**

/s/ Robert S. Guttman

Robert S. Guttman, as attorney-in-fact for Yves Sisteron**

/s/ Robert S. Guttman

Robert S. Guttman, as attorney-in-fact for Hervé J.F. Defforey**

^{*} Robert S. Guttman is signing on behalf of GRP II, L.P., GRP II Investors, L.P., GRP II Partners, L.P., GRP Management Services Corp., Global Retail Partners, L.P., and GRP Partners, L.P. as attorney-in-fact pursuant to a power of attorney for each entity previously filed with the Securities and Exchange Commission on November 1, 2007, and hereby incorporated by reference herein. Each power of attorney was filed as an attachment to a joint filing by each entity on Form 3/A for Ulta Salon, Cosmetics & Fragrance, Inc.

^{**} Robert S. Guttman is signing on behalf of Steven E. Lebow, Yves Sisteron, and Hervé J.F. Defforey as attorney-in-fact pursuant to a power of attorney for each individual previously filed with the Securities and Exchange Commission on October 24, 2007, and hereby incorporated by reference herein. Each power of attorney was filed as an attachment to a joint filing by Messrs. Lebow, Sisteron, and Defforey on Form 3 for Ulta Salon, Cosmetics & Fragrance, Inc.

^{***}Robert S. Guttman is signing on behalf of GRPVC, L.P. as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 12, 2008, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a Schedule 13G filed on behalf of the entities and individuals listed in Item 2(a) hereto.

EXHIBIT 1

Group Members

- (1) GRP II, L.P.
- (2) GRP II Investors, L.P.
- (3) GRP II Partners, L.P.
- (4) GRP Management Services Corp.
- (5) GRPVC, L.P.
- (6) Global Retail Partners, L.P.
- (7) GRP Partners, L.P.
- (8) Steven E. Lebow
- (9) Yves Sisteron
- (10) Hervé J.F. Defforey