

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Secured Party's Trademark Security Interest in Trademarks originally recorded on Reel/Frame: 003035/0683 (and included in this Trademark Release)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BNP Paribas, as Administrative Agent		10/04/2006	Unknown:

RECEIVING PARTY DATA

Name:	Bare Escentuals, Inc.
Street Address:	425 Bush Street
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94108
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 43

Property Type	Number	Word Mark
Registration Number:	1539966	BARE ESCENTUALS
Registration Number:	2321607	BAREMINERALS
Registration Number:	2211150	BUZZ
Registration Number:	2444998	CLEAR SKIES
Registration Number:	2745500	CUSH
Registration Number:	2209077	FOR PLAY
Registration Number:	2701193	MAKEUP SO PURE YOU CAN SLEEP IN IT
Registration Number:	2885884	MINERAL VEIL
Registration Number:	2212978	PEACE & QUIET
Registration Number:	2848678	SWIRL, TAP, BUFF
Registration Number:	2212977	UP & AT 'EM
Registration Number:	2914247	WARMTH

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Registration Number:	2845839	WARMTH
Serial Number:	76333924	A FOUNDATION THAT WORKS WITH YOUR SKIN, NOT AGAINST IT
Serial Number:	76527462	BARE ESCENTUALS
Serial Number:	76555499	BARECITRUS
Serial Number:	76555638	BARELAVENDER
Serial Number:	76626493	BAREMINERALS
Serial Number:	76555639	BAREROSE
Serial Number:	76610056	BAREVITAMINS
Serial Number:	76615350	BAREVITAMINS
Serial Number:	76520722	BE AT HOME
Serial Number:	76595790	BEAUTY BY NUMBERS
Serial Number:	76503937	BEAUTYRX
Serial Number:	76582145	BLENDABLE EYE
Serial Number:	76535097	COMPLEXION PERFECTION
Serial Number:	76555641	ESCENTUAL
Serial Number:	76579812	GOSSAMER
Serial Number:	76454618	HEEL ME
Serial Number:	76294951	I.D.
Serial Number:	76575045	LIP BUDS
Serial Number:	76528766	LIP QUICKIE
Serial Number:	76562057	MAGIC WAND BRUSHLESS MASCARA
Serial Number:	76617634	MAKE IT CLEAR
Serial Number:	76575043	PATENT LEATHER LIPS
Serial Number:	76555425	PERFECT BLACK DRESS
Serial Number:	76528773	QUICK STICK
Serial Number:	76555640	SEA MIST
Serial Number:	76469002	SOY MOCHA
Serial Number:	76559064	THE ESSENTIAL BROW
Serial Number:	76595981	TOTALLY BARE
Serial Number:	76527476	WEARABLE LIP
Serial Number:	76569932	WIDE AWAKE

CORRESPONDENCE DATA

Fax Number: (213)430-6407

TRADEMARK
REEL: 003404 FRAME: 0641

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: gdurham@omm.com
Correspondent Name: Gina M. Durham, Esq.
Address Line 1: 400 South Hope Street
Address Line 2: O'Melveny & Myers LLP
Address Line 4: Los Angeles, CALIFORNIA 90071

NAME OF SUBMITTER:	Gina M. Durham
Signature:	/Gina M. Durham/
Date:	10/09/2006

Total Attachments: 6

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RELEASE OF TRADEMARK SECURITY INTEREST

This Release of Trademark Security Interest (this “**Release**”) is dated as of October 4 2006. Reference is hereby made to the Grant of Trademark Security Interest (the “**Grant**”), dated as of February 18, 2005, by and between, Bare Escentuals, Inc. (the “**Assignor**”) and BNP Paribas, as Administrative Agent (the “**Assignee**”) recorded with the United States Patent and Trademark Office on February 26, 2005 on Reel/Frame No. 003035/0683.

Assignee hereby notifies, acknowledges to and agrees with Assignor that the security interest granted by Assignor in the Trademark Collateral (as defined in the Grant) including, without limitation, the security interest granted in the Trademarks (as defined in the Grant) listed on the attached Schedule A, is terminated and released, and that Assignee hereby releases and forever discharges all of its right, title and interest of any kind or nature in the Trademark Collateral granted, assigned or conveyed pursuant to the Grant.

[Signatures continued on the next page]

IN WITNESS WHEREOF, Assignee has caused this Release of Trademark Security Interest to be duly executed and delivered by its duly authorized representative as of the date first above written.

BNP PARIBAS, as Administrative Agent

By: *Amy Kirschner*
Name: AMY KIRSCHNER
Title: DIRECTOR

By: *Cecile Scherer*
Name: CECILE SCHERER
Title: Director
Merchant Banking Group

**SCHEDULE A
TO
RELEASE OF TRADEMARK SECURITY INTEREST**

Registered Trademarks:

	Trademark Description	Owner	Registration Number	Registration Date
1.	BARE ESSENTUALS	Bare Escentuals, Inc.	1539966	05/23/89
2.	BAREMINERALS	Bare Escentuals, Inc.	2321607	02/22/00
3.	BUZZ (To be Abandoned)	Bare Escentuals, Inc.	2211150	12/15/98
4.	CLEAR SKIES	Bare Escentuals, Inc.	2444998	04/17/01
5.	CUSH	Bare Escentuals, Inc.	2745500	08/05/03
6.	FOR PLAY	Bare Escentuals, Inc.	2209077	12/08/98
7.	MAKEUP SO PURE YOU CAN SLEEP IN IT	Bare Escentuals, Inc.	2701193	03/25/03
8.	MINERAL VEIL	Bare Escentuals, Inc.	2885884	09/21/04
9.	PEACE & QUIET (To Be Abandoned)	Bare Escentuals, Inc.	2212978	12/22/98
10.	SWIRL, TAP, BUFF	Bare Escentuals, Inc.	2848678	06/01/04
11.	UP & AT 'EM (To be Abandoned)	Bare Escentuals, Inc.	2212977	12/22/98
12.	WARMTH	Bare Escentuals, Inc.	2914247	12/28/04
13.	WARMTH (Fragrances only)	Bare Escentuals, Inc.	2845839	05/25/04

Pending Trademarks:

	Trademark Description	Owner	Application Number	Filing Date
1.	A FOUNDATION THAT WORKS WITH YOUR SKIN NOT AGAINST IT	Bare Escentuals, Inc.	76/333924	11/05/01
2.	BARE ESCENTUALS (Stylized)	Bare Escentuals, Inc.	76/527462	07/03/03
3.	BARECITRUS	Bare Escentuals, Inc.	76/555499	10/30/03
4.	BARELAVENDER	Bare Escentuals, Inc.	76/555638	10/30/03
5.	BAREMINERALS (Stylized)	Bare Escentuals, Inc.	76/626493	12/29/04
6.	BAREROSE	Bare Escentuals, Inc.	76/555639	10/30/03
7.	BAREVITAMINS	Bare Escentuals, Inc.	76/610056	09/03/04
8.	BAREVITAMINS (Stylized)	Bare Escentuals, Inc.	76/615350	10/06/04
9.	BE AT HOME	Bare Escentuals, Inc.	76/520722	06/03/03
10.	BEAUTY BY NUMBERS	Bare Escentuals, Inc.	76/595790	06/07/04
11.	BEAUTYRX	Bare Escentuals, Inc.	76/503937	04/04/03
12.	BLENDABLE EYE	Bare Escentuals, Inc.	76/582145	03/19/04
13.	COMPLEXION PERFECTION	Bare Escentuals, Inc.	76/535097	08/06/03
14.	ESCENTUAL	Bare Escentuals, Inc.	76/555641	10/30/03

	Trademark Description	Owner	Application Number	Filing Date
15.	GOSSAMER	Bare Escentuals, Inc.	76/579812	03/08/04
16.	HEEL ME	Bare Escentuals, Inc.	76/454618	10/02/02
17.	I.D. (Stylized)	Bare Escentuals, Inc.	76/294951	08/06/01
18.	LIP BUDS	Bare Escentuals, Inc.	76/575045	12/11/04
19.	LIP QUICKIE	Bare Escentuals, Inc.	76/528766	07/09/03
20.	MAGIC WAND BRUSHLESS MASCARA	Bare Escentuals, Inc.	76/562057	11/26/03
21.	MAKE IT CLEAR	Bare Escentuals, Inc.	76/617634	10/26/04
22.	PATENT LEATHER LIPS	Bare Escentuals, Inc.	76/575043	02/11/04
23.	PERFECT BLACK DRESS	Bare Escentuals, Inc.	76/555425	10/30/03
24.	QUICK STICK	Bare Escentuals, Inc.	76/528773	07/09/03
25.	SEA MIST	Bare Escentuals, Inc.	76/555640	10/30/03
26.	SOY MOCHA	Bare Escentuals, Inc.	76/469002	11/21/02
27.	THE ESSENTIAL BROW	Bare Escentuals, Inc.	76/559064	11/13/03
28.	TOTALLY BARE	Bare Escentuals, Inc.	76/595981	06/07/04
29.	WEARABLE LIP	Bare Escentuals, Inc.	76/527476	07/03/03

	Trademark Description	Owner	Application Number	Filing Date
30.	WIDE AWAKE	Bare Escentuals, Inc.	76/569932	01/14/04