

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/02/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bare Escentuals California Corporation	FORMERLY Bare Escentuals, Inc.	06/02/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	MD Beauty, Inc.
Street Address:	71 Stevenson Street
Internal Address:	22nd Floor
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94105
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 28

Property Type	Number	Word Mark
Registration Number:	2946388	A FOUNDATION THAT WORKS WITH YOUR SKIN, NOT AGAINST IT
Registration Number:	1539966	BARE ESCENTUALS
Registration Number:	1243255	BARE ESCENTUALS
Registration Number:	3037101	BARE ESCENTUALS
Registration Number:	2972323	BARELAVENDER
Registration Number:	2321607	BAREMINERALS
Registration Number:	3090836	BAREMINERALS
Registration Number:	3003497	BAREVITAMINS
Registration Number:	3003507	BAREVITAMINS
Registration Number:	3136392	CLEAR RADIANCE
Registration Number:	2444998	CLEAR SKIES

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Registration Number:	3144039	COLOR BY NUMBERS
Registration Number:	2745500	CUSH
Registration Number:	3080162	ESCENTUAL
Registration Number:	2209077	FOR PLAY
Registration Number:	2946457	HEEL ME
Registration Number:	3136221	MAGIC WAND BRUSHLESS MASCARA
Registration Number:	2701193	MAKEUP SO PURE YOU CAN SLEEP IN IT
Registration Number:	2885884	MINERAL VEIL
Registration Number:	2212978	PEACE & QUIET
Registration Number:	3136213	PERFECT BLACK DRESS
Registration Number:	3090610	SOY MOCHA
Registration Number:	2848678	SWIRL, TAP, BUFF
Registration Number:	3051384	THE ESSENTIAL BROW
Registration Number:	2212977	UP & AT 'EM
Registration Number:	2914247	WARMTH
Registration Number:	2845839	WARMTH
Registration Number:	2211150	BUZZ

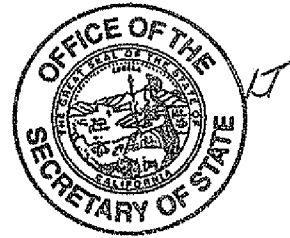
CORRESPONDENCE DATA

Fax Number: (415)651-9226
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 415-489-5165
Email: tmdocket@bareescentuals.com
Correspondent Name: Kimberly G. Russell, Esq.
Address Line 1: 71 Stevenson Street
Address Line 2: 22nd Floor
Address Line 4: San Francisco, CALIFORNIA 94105

ATTORNEY DOCKET NUMBER:	BE-1000 REGS
NAME OF SUBMITTER:	Kimberly G. Russell
Signature:	/kimberly g. russell/
Date:	03/20/2007

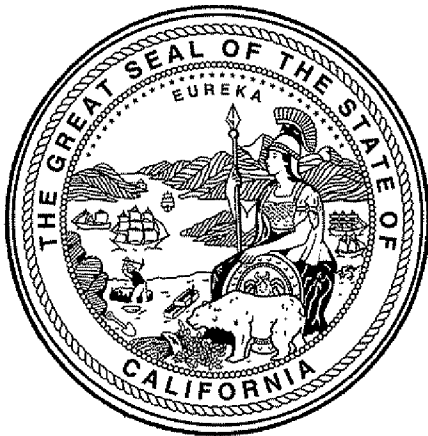
Total Attachments: 3
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State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN - 5 2006

BRUCE McPHERSON
Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER
OF
BARE ESSENTUALS CALIFORNIA CORPORATION
INTO
MD BEAUTY, INC.

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JUN - 2 2006

It is hereby certified that:

1. MD Beauty, Inc., hereinafter sometimes referred to as the "Corporation," is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of Bare Escentuals California Corporation, which is a business corporation of the State of California.
3. The laws of the jurisdiction of organization of Bare Escentuals California Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Bare Escentuals California Corporation into the Corporation.
5. The following is a copy of the resolutions adopted on June 2, 2006 by the Board of Directors of the Corporation to merge the said Bare Escentuals California Corporation with and into the Corporation:

"RESOLVED, that Bare Escentuals California Corporation be merged with and into this Corporation pursuant to Section 253 of the Delaware General Corporation Law, with the Corporation being the surviving corporation, and that all of the estate, property, rights, privileges, powers and franchises of Bare Escentuals California Corporation be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Bare Escentuals California Corporation in its name;

RESOLVED, that this Corporation assume all of the obligations of Bare Escentuals California Corporation;

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to prepare, or cause to be prepared, and to execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge Bare Escentuals California Corporation with and into the Corporation, and to file or to cause to be filed the Certificate of Ownership and Merger with the secretary of state of the state of Delaware; and

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of California, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Bare Escentuals California Corporation and of this Corporation and in any other appropriate jurisdiction."

Executed on June 2, 2006

MD BEAUTY, INC.,
a Delaware corporation

By: 

Name: Myles McCormick

Title: Chief Financial Officer

NSD164631.2



RECORDED: 03/20/2007

TRADEMARK
REEL: 003504 FRAME: 0152