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RECORDATION FORM COVER

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Dolphin Acquisition Corporation

2-20-02

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: January 2, 2002

2. Name and address of receiving party(ies)

Name: Bare Escentuals, Inc.

Internal

Address:

Street Address: 425 Bush Street, 3rd Floor

City: San Francisco State: CA Zip: 94108

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No. (s)

76/267,579; 76/294,951;

B. Trademark Registration No. (s)

1,539,966; 1,243,255; 2,321,607

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Michelle MacKenzie

Internal Address:

Sheppard, Mullin, Richter & Hampton, LLP

Street Address: 4 Embarcadero Center, 17th Floor

City: San Francisco State: CA Zip: 94111

6. Total number of applications and registrations involved:

12

7. Total fee (37 CFR 3.41) \$ 315.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Michelle MacKenzie

Name of Person Signing

Signature

2/14/02

Date

5

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

03/12/2002 6TON11 00000012 76267579

01 FC:481
02 FC:482

40.00 OP
275.00 OP

Additional Application and Registration Nos.

Application Nos.

Registration Nos.

76/333,924

2,211,150

2,444,998

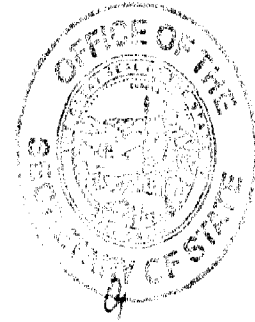
2,419,952

2,212,978

2,212,977

2,209,077

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, 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

FEB 07 2002



Bill Jones

Secretary of State