

07-19-2004

7/15/04



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

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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): Comerica Bank, successor in interest to Comerica Bank-California

- Assignment, Association, General Partnership, Limited Partnership, Corporation-State, Other Michigan Banking corporation

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Reassignment and Full Release of Security Interest

Execution Date: June 10, 2004

2. Name and address of receiving party(ies)

Name: Bare Escentuals, Inc. Internal Address: Street Address: 425 Bush Street 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) 75-656,433, See attached Exhibit A

B. Trademark No.(s) See attached Exhibit A

Additional numbers attached? Yes No

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

Name: Richard Roel Internal Address: c/o O'Melveny & Myers, LLP

Street Address: Time Square Tower, 7 Times Square

City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41).....\$ 365.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number

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9. Signature.

Richard Roel Name of Person Signing

Richard Roel Signature

7/12/04 Date

07/16/2004 DBYRNE 00000114 75656433 01 FC:8521 02 FC:8522

40.00 number of pages including cover sheet, attachments, and documents: 3 325.00 documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

NY1:1518216.1

TRADEMARK REEL: 003009 FRAME: 0448

EXHIBIT A

Trademarks

Bare Escentuals, Inc.

Mark	Country of Filing	Serial Number	Filing Date	Registration Number	Registration Date
Clear Skies	United States	75-656,433	March 9, 1999	2,444,998	April 17, 2001
Makeup So Pure You Can Sleep In It	United States	76-267,579	June 6, 2001	2,701,193	March 25, 2003
Bare Escentuals	United States	73-720,085	April 1, 1988	1,539,966	May 23, 1989
Bareminerals	United States	75-655,198	March 8, 1999	2,321,607	February 22, 2000
Buzz	United States	75-405,251	December 15, 1997	2,211,150	December 15, 1998
Cush	United States	75-656,434	March 9, 1999	2,419,952	August 5, 2003
For Play	United States	75-405,253	December 15, 1997	2,209,077	December 8, 1998
Peace & Quiet	United States	75-405,252	December 15, 1997	2,212,978	December 22, 1998
Up & At 'Em	United States	75-405,250	December 15, 1997	2,212,977	December 22, 1998
Bare Escentuals	United States	73-321,765	August 3, 1981	1,243,255	June 21, 1983
Power Bath ¹	United States	75-094,389	April 25, 1996	2,127,757	January 6, 1998
A Foundation That Works With Your Skin, Not Against It	United States	76-333,924	November 5, 2001		
I.D.	United States	76-294,951	August 6, 2001		
At Home in Your Own Skin	United States	75-656,399	June 6, 2001		

¹ This trademark is still registered under the name Dolphin Acquisition Corp.

REASSIGNMENT AND FULL RELEASE OF SECURITY INTEREST

This Reassignment and Full Release of Security Interest is made as of June 10, 2004 by COMERICA BANK, successor in interest to Comerica Bank-California ("Lender") to BARE ESCENTUALS, INC. a California corporation, with its principal place of business at 425 Bush Street, 3rd Floor, San Francisco, California 94108 ("Grantor").

Recital

WHEREAS, Grantor assigned certain interests in its trademarks, together with the registrations and right to all renewals thereof, and the goodwill of the business of Grantor symbolized by the trademarks, trademark applications, trade names and service marks set forth on Exhibit A (the "Trademarks"), to Lender under an Intellectual Property Security Agreement dated as of November 28, 2001 (the "Trademark Security Agreement") and recorded with the United States Patent and Trademark Office on April 1, 2002 at Reel Number 002481 and Frame Number 0631; and

WHEREAS, Grantor has satisfied its obligations under the Trademark Security Agreement, and Lender agrees to release all interest that Lender may have in the Trademarks.

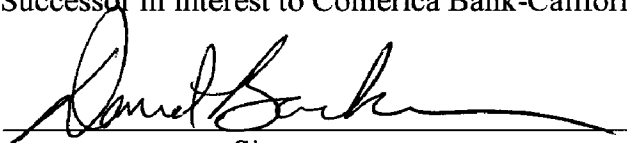
Agreement

Now therefore, Lender agrees that it releases and discharges its security interest in the Trademarks and reassigns to Grantor, without warranty or recourse, all interest of Lender in the Intellectual Property.

IN WITNESS WHEREOF, Lender has caused this Reassignment and Full Release of Security Interest to be duly executed and delivered by its officer thereunto duly authorized as on the date first written above.

LENDER:

COMERICA BANK,
Successor in interest to Comerica Bank-California



Signature

Name: Daniel Backer

Title: Asst. Vice President

Address: 75 East Trimble Road
San Jose, California 95131