

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: 36

Property Type	Number	Word Mark
Serial Number:	76642243	BARE FEET
Serial Number:	78875689	BARE RADIANCE
Serial Number:	76520722	BE AT HOME
Serial Number:	76503937	BEAUTYRX
Serial Number:	78875668	BEDTIME BEAUTY
Serial Number:	78875623	BEDTIME WILL NEVER BE THE SAME
Serial Number:	78848348	BIG TEASE
Serial Number:	76646627	BISQUE
Serial Number:	78875655	BUXOM LIPS
Serial Number:	76642242	BUZZ LATTE
Serial Number:	76642244	DIAMOND READY HANDS

CH \$915.00 76642243

Serial Number:	76642208	DON'T BE CALLOUS
Serial Number:	76642236	EYE REV-ER UPPER
Serial Number:	76646561	FIVE-OIL BLEND
Serial Number:	76646557	GONE TO HEAVEN
Serial Number:	76646558	HAND MODEL
Serial Number:	76294951	I.D.
Serial Number:	76640900	I.D. BAREMINERALS
Serial Number:	78875619	IQUAD
Serial Number:	76642216	LEGS FOR DAYS
Serial Number:	76642237	LIQUID LOOFAH
Serial Number:	76617634	MAKE IT CLEAR
Serial Number:	78875638	MINERAL INFUSION
Serial Number:	77008095	MY SOLUTION
Serial Number:	76646564	PERFECT WHITE DRESS
Serial Number:	76644673	PILLOW PUFF
Serial Number:	76639924	RARE MINERALS
Serial Number:	76639975	RAREMINERALS
Serial Number:	76646599	ROSE RADIANCE
Serial Number:	76642239	SIMPLY NAKED
Serial Number:	76642238	SKIN REV-ER UPPER
Serial Number:	76646562	SUMMER BISQUE
Serial Number:	76646625	WARM RADIANCE
Serial Number:	76646555	WEARABLE EYE
Serial Number:	76527476	WEARABLE LIP
Serial Number:	76642220	WELL-RESTED

CORRESPONDENCE DATA

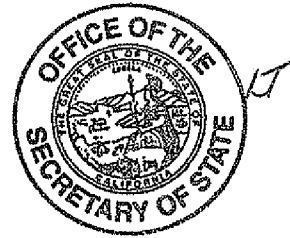
Fax Number: (415)651-9226
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 415-489-5165
Email: tmdocket@bareescentuals.com
Correspondent Name: Kimberly G. Russell, Esq.
Address Line 1: 71 Stevenson Street
Address Line 2: 22nd Floor
Address Line 4: San Francisco, CALIFORNIA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

ATTORNEY DOCKET NUMBER:

BE-1000/APPS

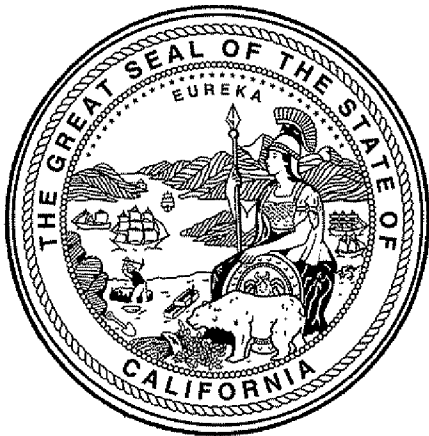
NAME OF SUBMITTER:	Kimberly G. Russell
Signature:	/kimberly g. russell/
Date:	03/20/2007
Total Attachments: 3 source=Bare Escentuals CA Corp - MD Beauty merger#page1.tif source=Bare Escentuals CA Corp - MD Beauty merger#page2.tif source=Bare Escentuals CA Corp - MD Beauty merger#page3.tif	

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: 0142