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 TRADEMARK

TRADEMARK
REEL: 003504 FRAME: 0148

900072228 RE

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

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

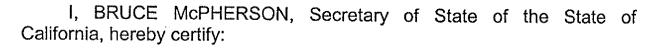
ATTORNEY DOCKET NUMBER:	BE-1000 REGS
NAME OF SUBMITTER:	Kimberly G. Russell
Signature:	/kimberly g. russell/
Date:	03/20/2007

Total Attachments: 3

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

> TRADEMARK REEL: 003504 FRAME: 0149





That the attached transcript of _______ 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

Sec/State Form CE-107 (REV 03/31/05)

TRADEMARK 05 94200 REEL: 003504 FRAME: 0150

CERTIFICATE OF OWNERSHIP AND MERGER

OF

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

BARE ESCENTUALS CALIFORNIA CORPORATION INTO

JUN - 2 2006

MD BEAUTY, INC.

It is hereby certified that:

- 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
- 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

"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."

NSD\64631.2

TRADEMARK REEL: 003504 FRAME: 0151 Executed on June 2, 2006

MD BEAUTY, INC., a Delaware corporation

Name: Myles McCormick Title: Chief Financial Officer

NSD\64631.2

RECORDED: 03/20/2007



TRADEMARK REEL: 003504 FRAME: 0152