

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		06/02/2006	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	MD Beauty, Inc.		
Street Address:	71 Stevenson Street, 22nd Floor		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94105		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	76644111	SERVICE YOUR SKIN	
CORRESPONDENCE DATA			
Fax Number:	(415)591-1400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	415-591-1000		
Email:	tmdocket@bareescentuals.com		
Correspondent Name:	Winston & Strawn LLP		
Address Line 1:	101 California Street		
Address Line 2:	Suite 3900		
Address Line 4:	San Francisco, CALIFORNIA 94111		
ATTORNEY DOCKET NUMBER:	BE1153		
NAME OF SUBMITTER:	Kimberly A. Eckhart		

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Signature:

/Kimberly A. Eckhart/

Date:

10/23/2008

Total Attachments: 3

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source=Bare Escentuals CA Corp - MD Beauty merger#page2.tif

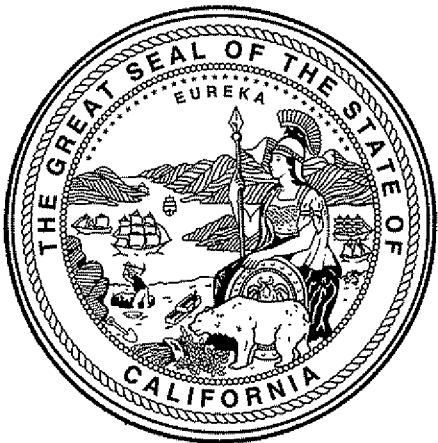
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State of California
Secretary of State



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

NSD\64631.2



RECORDED: 10/23/2008

TRADEMARK
REEL: 003875 FRAME: 0661