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Attorneys for Defendant
15 INTELLIGENT BEAUTY, LLC

16 **UNITED STATES DISTRICT COURT**
17 **NORTHERN DISTRICT OF CALIFORNIA**

18 BARE ESCENTUALS BEAUTY, INC.,) **Case No. 03:09-cv-00382 (CRB) (JCS)**
19)
20 Plaintiff,) **STIPULATION AND [PROPOSED]**
21 vs.) **ORDER REGARDING CONFIDENTIAL**
22) **AFFILIATE AGREEMENT**
23)
24 INTELLIGENT BEAUTY, LLC,) **Trial Date: May 17, 2010**
25) **Time: 8:30 a.m.**
26) **Room: 8**
27)
28)
DOES 1-12,)
Defendants.)

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STIPULATION

This Stipulation is entered into by Plaintiff BARE ESCENTUALS BEAUTY, INC. (“Plaintiff”) and Defendant INTELLIGENT BEAUTY, INC. (“Defendant”).

WHEREAS, in response to Plaintiff’s document requests, Defendant has agreed to conduct a reasonable and diligent search for all documents in Defendant’s possession, custody, or control that reflect affiliate agreements and licensee agreements related to RAWMINERALS or marketing of RAWMINERALS products;

WHEREAS, Defendant has produced all such documents that it could locate following a reasonable and diligent search, with the exception of one agreement that is subject to a confidentiality clause that may prohibit Defendant from producing it unless a Court has ordered Defendant to do so;

NOW, THEREFORE, Plaintiff seeks an Order of this Court ordering that Defendant produce the previously withheld agreement to Plaintiff within five business days of entry of an order by the Court.

IT IS SO STIPULATED.

Dated: January 4, 2010

Dated: January 4, 2010

BRYAN CAVE LLP

WINSTON & STRAWN LLP

Keith D. Klein
Attorney for Defendant
INTELLIGENT BEAUTY, LLC

Jennifer A. Golinveaux
Attorney for Plaintiff
BARE ESCENTUALS BEAUTY, INC.

J. Caleb Donaldson attests that the above signatories have consented to the filing of this document.

J. Caleb Donaldson

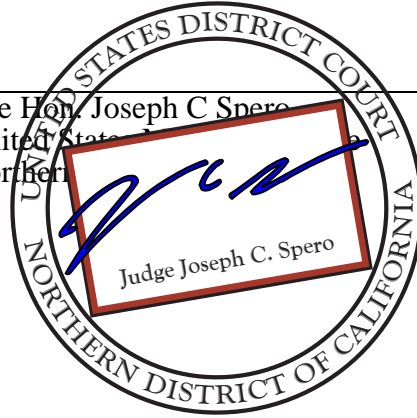
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[PROPOSED] ORDER

PURSUANT TO STIPULATION IT IS HEREBY ORDERED.

Dated: January 5, 2010

The Hon. Joseph C Spero
United States
Northern



SF:270697.1

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