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10 *Lead Counsel for Lead Plaintiffs*

11 UNITED STATES DISTRICT COURT
12 NORTHERN DISTRICT OF CALIFORNIA
13 OAKLAND DIVISION

14 IN RE BARE ESSENTIALS, INC.
SECURITIES LITIGATION

) Master File No.: C-09-03268-PJH

) **STIPULATION AND [PROPOSED]**
) **ORDER OF DISMISSAL AND**
) **FINAL JUDGMENT**

15 _____)
16 _____)
17 This Document Relates To:)
18 All Actions)
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1 **[PROPOSED] ORDER AND FINAL JUDGMENT**

2 Upon consideration of the foregoing Stipulation of Dismissal by and between Lead
3 Plaintiffs Westmoreland County Retirement System and Vincent J. Takas (together, "Lead
4 Plaintiffs"), on the one hand, and Defendants Bare Escentuals, Inc., Leslie A. Blodgett, Myles B.
5 McCormick, Ross M. Jones, Bradley M. Bloom, John C. Hansen, Michael J. John, Lea Anne
6 Ottinger, Karen M. Rose, Glen T. Senk and Diane M. Miles (together, the "Bare Defendants"),
7 and Goldman, Sachs & Co., CIBC World Markets Corp., Banc of America Securities LLC, Piper
8 Jaffray Companies, Thomas Weisel Partners LLC, and SunTrust Robinson Humphrey, Inc.
9 (together, the "Underwriter Defendants") (collectively, "Defendants"), on the other hand,
10 IT IS HEREBY ORDERED, ADJUDGED AND DECREED, as follows:

11 1. Pursuant to Section 21D(C)(1) of the Securities Exchange Act of 1934, 15 U.S.C.
12 § 78u-4(c)(1) and N.D. Cal. Civil Local Rule 58-1, the Court finds that during the course of the
13 litigation, Lead Plaintiffs and Defendants and their respective counsel at all times complied with
14 the requirements of Federal Rule of Civil Procedure 11;

15 2. This action is DISMISSED in its entirety WITH PREJUDICE as to Lead
16 Plaintiffs.

17 3. The Parties shall bear their respective fees and costs.

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19 Dated: November 10, 2010

By: _____

THE HONORABLE PHYLIS J. HAMILTON
United States District Court



