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Attorneys for Defendants

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

SAN JOSE DIVISION

E-FILED - 2/2/07

BARE ESCENTUALS, INC.,

Plaintiff,

vs.

L'OREAL USA, INC. and its LANCÔME
Division,

Defendants.

Case No. C 04-0173RMW

**STIPULATION OF DISMISSAL
WITHOUT PREJUDICE AND
[] ORDER**

STIPULATION

Pursuant to Fed. R. Civ. P. 41(a), Plaintiff Bare Escentuals, Inc. and Defendant L'Oreal USA, Inc. and its Lancôme Division stipulate to voluntary dismissal of this action without prejudice pursuant to the terms of the parties' settlement agreement.

The parties further stipulate, and request that the Court order, that the Court retain jurisdiction over the case for the purpose of enforcing, or adjudicating disputes arising from, the parties' settlement agreement.

Dated: January 25, 2007

WINSTON & STRAWN LLP

By: /s/ Andrew P. Bridges
Andrew P. Bridges
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Attorneys for Plaintiff
BARE ESCENTUALS, INC.

Dated: January 25, 2007

PAUL, HASTINGS, JANOFSKY &
WALKER LLP

By: /s/ Robert L. Sherman by Andrew P. Bridges with Mr. Sherman's express authorization

Robert L. Sherman

Attorneys for Defendants
L'OREAL USA, INC. AND ITS
LANCÔME DIVISION

[] ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED that the action is hereby dismissed without prejudice subject to the terms of the parties' settlement agreement.

PURSUANT TO STIPULATION, IT IS FURTHER ORDERED that the Court retains jurisdiction over matters contained in the parties' settlement agreement for the purpose of enforcing, or adjudicating disputes arising from, the parties' settlement agreement.

IT IS SO ORDERED.

Dated: 2/2, 2007



THE HONORABLE RONALD M. WHYTE