

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Grant of Trademark Security Interest (IP Supplement to the initial Trademark Grant/Security Agreement executed 11/07/2003)		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Burt's Bees, Inc.		09/02/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Canadian Imperial Bank of Commerce, as Administrative Agent		
<b>Street Address:</b>	425 Lexington Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10017		
<b>Entity Type:</b>	Unknown:		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78631468		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(213)430-6407		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	gdurham@omm.com		
<b>Correspondent Name:</b>	Gina M. Durham, Esq.		
<b>Address Line 1:</b>	400 South Hope Street		
<b>Address Line 2:</b>	O'Melveny & Myers LLP		
<b>Address Line 4:</b>	Los Angeles, CALIFORNIA 90071		
<b>NAME OF SUBMITTER:</b>	Gina M. Durham		
<b>Signature:</b>	/Gina M. Durham/		
<b>Date:</b>	09/20/2005		

CH \$40.00 78631468

Total Attachments: 2

**900032398**

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IP SUPPLEMENT

This IP SUPPLEMENT, dated as of September 2, 2005, is delivered pursuant to and supplements (i) the Amended and Restated Security Agreement, dated as of March 29, 2005 (said Amended and Restated Security Agreement, as it may heretofore have been and as it may hereafter be further amended, restated, supplemented or otherwise modified from time to time, being the "**Security Agreement**"), among Burt's Bees, Inc. ("**Grantor**") and the other grantors named therein, and Canadian Imperial Bank of Commerce, as Secured Party, and (ii) the Grant of Trademark Security Interest dated as of November 7, 2003 (the "**Grant**") executed by Grantor. Capitalized terms used herein not otherwise defined herein shall have the meanings ascribed thereto in the Grant.

Grantor grants to Secured Party a security interest in all of Grantor's right, title and interest in and to the Trademark Collateral set forth on Schedule A annexed hereto. All such Trademark Collateral shall be deemed to be part of the Trademark Collateral and shall be hereafter subject to each of the terms and conditions of the Security Agreement and the Grant.

**IN WITNESS WHEREOF**, Grantor has caused this IP Supplement to be duly executed and delivered by its duly authorized officer as of September 2, 2005.

**BURT'S BEES, INC.**

By: 

Name: Douglas L. Meyer

Title: President & CEO

SCHEDULE A  
TO  
IP SUPPLEMENT

<u>Owner</u>	<u>Trademark Description</u>	<u>Appl. Number</u>	<u>Appl. Date</u>
Burt's Bees, Inc.	Design Only (Head)	78631468	May 17, 2005

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Pledge Supplement  
to Security Agreement

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RECORDED: 09/20/2005

**TRADEMARK**  
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