



State of Rhode Island
and Providence Plantations
Office of the Secretary of State

A. Ralph Mollis, Secretary of State
Corporations Division
148 W. River Street
Providence, RI 02904-2615
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2012

Filing Period: January 1 - March 1

THIS REPORT MUST BE TYPED OR PRINTED LEGIBLY IN BLACK INK.
* In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c&d)) is subject to a penalty fee of \$25.00.

1. Corporate ID No. 505822		2. Name of Corporation Bare Escentuals Beauty, Inc.			
3. Street Address Principal Business Office 71 Stevenson St 22nd Fl			City San Francisco	State CA	Zip 94105
4. Business Phone No. 415-489-5000		5. State of Incorporation Delaware			
6. Brief Description of the Character of Business Conducted in Rhode Island					
7. NAMES AND ADDRESSES OF THE OFFICERS: (<input checked="" type="checkbox"/> X) BOX FOR ATTACHMENT <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Myles McCormick			Vice President Name Kevin Bradshaw		
Street Address 71 Stevenson St			Street Address 71 Stevenson St		
City San Francisco	State CA	Zip 94105	City San Francisco	State CA	Zip 94105
Secretary Name Deanna Chechile			Treasurer Name Charles Bracher		
Street Address 71 Stevenson St			Street Address 71 Stevenson St		
City San Francisco	State CA	Zip 94105	City San Francisco	State CA	Zip 94105
8. NAMES AND ADDRESSES OF THE DIRECTORS: (<input checked="" type="checkbox"/> X) BOX FOR ATTACHMENT <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Leslie Blodgett			Director Name		
Street Address 71 Stevenson St			Street Address		
City San Francisco	State CA	Zip 94105	City	State	Zip
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
9. SHARES AUTHORIZED					
10. SHARES ISSUED (<input checked="" type="checkbox"/> X) BOX FOR ATTACHMENT <input type="checkbox"/>					
ISSUED SHARES — THIS SECTION MUST BE COMPLETED					
This information is currently of record in the Office of the Secretary of State. Changes require an additional filing. See Section 9 of instruction sheet.					
Number of Shares		Class/Series		Par Value	
5000		Preferred		.001	
5000		Common		.001	

This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

FILED

File Date: JAN 30 2012

Check No: 434838

By: _____

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature: [Signature] Date: 1/23/12

Print or Type Name: Charles Bracher

Title: Chief Financial Officer Treas.