Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
MARY KAY INC. RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/03/1965

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

MARY KAY INC.

16251 DALLAS PARKWAY
ADDISON, TX 75001

2b Employer Identification Number (EIN) 75-1151701

2c Sponsor's telephone number 972-687-6300

2d Business code (see instructions) 325900

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/26/2013	SUE STEINGRUBER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	2645
6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a Active participants	**6a**	2191
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	622
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2813
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	2813
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2617
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	12
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2H 2J 2K 2S 2T 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:
4B

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[X]	1	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[X]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
MARY KAY INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MARY KAY INC.

D Employer Identification Number (EIN)
75-1151701

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

PACIFIC LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
95-1079000	6766	0020476990	0	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
MARY KAY INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MARY KAY INC.

D Employer Identification Number (EIN)
75-1151701

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MORGANSTANLEYSMITH BARNEY

12-2919773

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

COOKIE & BEILER

23-3082822

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	295254	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

BANK OF NEW YORK

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	244414	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

SCHWAB RETIREMENT PLAN SERVICES CO.

74-2279754

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 50 59 64	NONE	190057	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [ ] No [X]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WEDGE CAPITAL MANAGEMENT

56-1557450

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	169940	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

TURNER INVESTMENT PARTNERS

23-2587824

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	161744	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

SAGE ADVISORY

74-2798841

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	144089	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

LAZARD ASSET MANAGEMENT

13-5545100

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	125991	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

MCDONNELL INVESTMENT

36-4445613

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	114145	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

LORD ABBETT

13-5620131

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	109976	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

TWC ASSET MANAGEMENT CO.

95-2642764

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	95918	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

FRONTIER CAPITAL MGMT

04-3492668

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	83722	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

PRICEWATERHOUSECOOPERS

13-4008324

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	17535	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
MARY KAY INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MARY KAY INC.

D Employer Identification Number (EIN)
75-1151701

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: COLLECTIVE US GOVERNMENT STIF

b Name of sponsor of entity listed in (a): BANK OF NEW YORK

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
13-6154008-003	C	8931385

a Name of MTIA, CCT, PSA, or 103-12 IE: MELLON STABLE VALUE FUND

b Name of sponsor of entity listed in (a): MELLON BANK

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
11-3152987-001	C	45818358

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
MARY KAY INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MARY KAY INC.

D Employer Identification Number (EIN)
75-1151701

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	23165523	24669182
(2) Participant contributions	1b(2)		399034
(3) Other	1b(3)	975601	17957571
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2063807	18948
(2) U.S. Government securities	1c(2)	63806955	50665470
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	49213016	61765404
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	155766092	162845165
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	6100383	6385953
(9) Value of interest in common/collective trusts	1c(9)	53782891	54749743
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	91341679	109205098
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	1998664	2186688

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	448214611	490848256
Liabilities			
g Benefit claims payable	1g	652295	
h Operating payables	1h	445612	256125
i Acquisition indebtedness	1i		
j Other liabilities	1j	3908355	611210
k Total liabilities (add all amounts in lines 1g through1j)	1k	5006262	867335
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	443208349	489980921

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	24686391	
(B) Participants	2a(1)(B)	10908502	
(C) Others (including rollovers)	2a(1)(C)	1065263	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		36660156
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)	15293351	
(C) Corporate debt instruments	2b(1)(C)	-14385443	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	235871	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1143779
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	5284835	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		5284835
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	131778698	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	124953713	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		6824985
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	13547189	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		13547189

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3778599
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		11566173
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		78805716
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	30280360	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		30280360
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	452006	
(3) Investment advisory and management fees	2i(3)	1300778	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1752784
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		32033144
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		46772572
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PRICEWATERHOUSECOOPERS **(2)** EIN: 13-4008324

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
MARY KAY INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MARY KAY INC.

D Employer Identification Number (EIN)
75-1151701

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 13-7067354

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Mary Kay Inc. Profit Sharing and 401(k) Plan

(Formerly Mary Kay Inc. Retirement Plan)

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

Mary Kay Inc. Profit Sharing and 401(k) Plan
(Formerly Mary Kay Inc. Retirement Plan)
Index
December 31, 2012 and 2011

Page

Independent Auditor's Report 1

Financial Statements

Statements of Net Assets Available for Benefits 3

Statements of Changes in Net Assets Available for Benefits 4

Notes to Financial Statements 5-18

Supplemental Schedules*

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012 19-52

Schedule H, Line 4j – Schedule of Reportable Transactions
Year Ended December 31, 2012 53

*Note: All other supplemental schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because they are not applicable.

pwc

Independent Auditor's Report

To the Participants and Administrator of the
Mary Kay Inc. Profit Sharing and 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Mary Kay Inc. Profit Sharing and 401(k) Plan (formerly known as the Mary Kay Inc. Retirement Plan) (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011 and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 and 2011, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by The Bank of New York Mellon Corporation, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the financial statements.

pwc

Other Matter

The supplemental Schedule of Assets (Held at End of Year) at December 31, 2012 and Schedule of Reportable Transactions for the year ended December 31, 2012 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PricewaterhouseCoopers LLP

September 26, 2013

Mary Kay Inc. Profit Sharing and 401(k) Plan
(Formerly Mary Kay Inc. Retirement Plan)
Statements of Net Assets Available for Benefits

	December 31, 2012	December 31, 2011
Assets		
Investments at fair value (Note 3)	$ 441,436,516	$ 417,973,104
Notes receivable from participants	6,385,953	6,100,383
Employer contribution receivable	24,669,182	23,165,523
Participant contribution receivable	399,034	-
Interest and dividends receivable	872,662	975,601
Due from broker for securities sold	17,084,909	71,212
Total assets	$ 490,848,256	$ 448,285,823
Liabilities		
Due to broker for securities purchased	$ 256,125	$ 3,979,567
Accrued expenses	611,210	445,612
Total liabilities	867,335	4,425,179
Net assets reflecting all investments at fair value	489,980,921	443,860,644
Adjustment from fair value to contract value for value of interest in common/collective trusts relating to fully benefit-responsive investment contracts (Note 3)	(1,078,452)	(1,055,033)
Net assets available for benefits	$ 488,902,469	$ 442,805,611

The accompanying notes are an integral part of these financial statements.

Mary Kay Inc. Profit Sharing and 401(k) Plan
(Formerly Mary Kay Inc. Retirement Plan)
Statements of Changes in Net Assets Available for Benefits

	For the Year Ended December 31,	
	2012	**2011**
Interest and dividends	$ 9,040,015	$ 8,241,997
Net appreciation (depreciation) in fair value of investments	32,846,255	(7,457,994)
Investment expenses	(1,300,778)	(1,281,189)
Net investment income (loss)	40,585,492	(497,186)
Interest income on notes receivable from participants	235,871	232,675
Employer contributions, net	24,686,391	23,165,523
Participant contributions	10,908,502	10,103,048
Rollover contributions	1,065,263	649,427
Total contributions	36,660,156	33,917,998
Benefit payments to participants or beneficiaries	(30,932,655)	(22,466,110)
Administrative expenses	(452,006)	(363,874)
Total deductions	(31,384,661)	(22,829,984)
Net increase	46,096,858	10,823,503
Net assets available for benefits		
Beginning of year	442,805,611	431,982,108
End of year	$ 488,902,469	$ 442,805,611

The accompanying notes are an integral part of these financial statements.

1. Description of the Plan

The following description of the Mary Kay Inc. Profit Sharing and 401(k) Plan (formerly the Mary Kay Inc. Retirement Plan) (the "Plan") is intended to give a general summary of its principal provisions. Effective November 25, 2012, the Mary Kay Retirement Plan was renamed the Mary Kay Inc. Profit Sharing and 401(k) Plan. Participants should refer to the Plan agreement for more complete information.

General

The Plan is a defined contribution plan administered by the Profit Sharing Plan Committee (the "Committee"), which is appointed by the Board of Directors of Mary Kay Inc. (the "Company" or the "Employer"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

The Plan consists of two components: (i) a 401(k) option, in which eligible participants can make contributions and (ii) profit sharing, in which the Employer makes contributions ranging from five to fifteen percent of the participant's eligible earnings, depending on the Company's profits each year. Participants are eligible to enroll in the 401(k) option upon hire date. Employees must complete six months of service and be actively employed at year end to be eligible for profit sharing contributions.

Eligible employees, who do not elect a deferral rate within the first thirty days of employment, are automatically enrolled at a deferral rate of 3%, unless the employee declines participation or otherwise elects a different deferral rate. If, as of January 31 of a Plan year, a participant has had in effect a default deferral election for six months or more, the participant's deferral percentage will automatically escalate by 1%, up to a maximum 6%, effective as of February 1 of that year, unless the participant declines participation or otherwise elects a different deferral rate.

Participants that are employed and have reached his or her normal retirement date or are 65 years or older, may withdraw all or any portion of the participant's vested account balance at any time, but no more frequently than once during the Plan year.

Contributions

The Company makes profit sharing contributions at the discretion of the Board of Directors which are maintained in nonparticipant directed funds. In 2012 and 2011, the profit sharing contribution was fifteen percent of participants' eligible earnings. The maximum aggregate contribution to the Plan is limited to the Company's allowable deduction for federal income tax purposes.

The Plan allows eligible participant contributions under Section 401(k) of the Internal Revenue Code ("IRC"). The Committee determines the maximum percentage of earnings that may be contributed by a participant to his/her 401(k) account each year. In 2012 and 2011, the maximum employee contribution was 30% and 20%, respectively. A participant may contribute up to the lesser of this maximum percentage of earnings or an amount determined by the Internal Revenue Service (the "IRS") ($17,000 in 2012 and $16,500 in 2011) to participate in the Plan. Participants age 50 or older are allowed to make additional "catch up" salary deferral contributions that are in addition to normal limits imposed by the Plan and the IRS. In 2012 and 2011, the maximum amount of additional catch up contributions was $5,500.

In addition to the profit sharing contribution, the Company may elect to contribute $100 to certain participants who contributed a minimum of 1% of their eligible earnings during the Plan year. In 2012 and 2011, the Company contributed in the aggregate $171,000 and $170,100, respectively, to the accounts of such contributing participants. These contributions are allocated to each participant's account based on his/her investment elections.

Rollover contributions from other qualified plans can be added to the Plan by eligible participants.

Vesting
Participants are 100% vested in their 401(k) contributions and the earnings thereon. Participants vest 20% in profit sharing contributions plus earnings thereon for each year of service (as defined) until fully vested. In the event of death, disability or retirement of a participant, his/her account shall become fully vested.

Participants' Accounts
A separate account is maintained for each participant. Each fund in the participants' account is stated in units and dollars. The participants' account balances are increased by the Employer's profit sharing contributions, participant 401(k) contributions, the Employer's matching of any participant contributions, and the allocation of Plan forfeitures. The Employer's profit sharing contribution and allocated forfeitures are at the discretion of the Company and allocated based on the participant's eligible earnings as a percentage of total eligible earnings of all participants. Participants' account balances are increased or decreased by the change in unit value of each fund.

For 2012 and 2011, the annual contribution and other additions to a participant's account may not exceed the lesser of 100% of the participant's compensation or $50,000 and $49,000, respectively.

Payment of Benefits
Whenever a participant, former participant or beneficiary is entitled to receive benefits from the Plan, the participant's vested account balance will be distributed in a single lump-sum amount equal to the value of the participant's account.

Investments
The investments of the Plan are held by The Bank of New York Mellon Corporation ("Trustee") in a trust. The Plan allows participants to elect, in increments of 1%, to participate in various 401(k) investment options which contain varied levels of risk.

Notes Receivable from Participants
Participants may borrow from their 401(k) fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. Loan transactions are treated as a transfer to/(from) the investment account from/(to) the outstanding loan principal account. Loan terms range from 1-4 years in 12-month increments based on the start of repayment. The loans are secured by the balance in the participant's account and bear interest at a rate of prime plus 1%. The outstanding loans have interest rates as of December 31, 2012 between 4.25% and 5% and mature through 2017. Principal and interest are paid ratably through either weekly or semi-monthly payroll deductions.

Asset Transfers to/from the Stable Value Fund
The Plan allows participants over the age of 55 the option of investing 50% or 100% of their profit sharing account balances in the Stable Value Fund. Participants wishing to transfer their profit sharing account balances into or out of the Stable Value Fund must communicate their election annually during a specific period. Through June 29, 2012, Stable Value Fund elections were invested in the Mellon Stable Value Fund. Effective after market close June 29, 2012, the Mellon Stable Value Fund was closed to new investments, and future Stable Value Fund elections are invested in the New York Life Insurance Company Anchor Account III Stable Value Fund. Stable Value Fund elections are accounted for as interfund transfers.

All participants are eligible to direct 401(k) contributions into and out of the Stable Value Fund at their discretion throughout the year.

Administrative Expenses and Investment Fees
Administrative expenses and investment fees can be paid by either the Company or paid from the Plan assets by the Trustee. In 2012 and 2011, fees were paid by the Trustee from Plan assets. Additionally, routine legal expenses and other internal costs of administration are paid on behalf of the Plan by the Company.

Tax Status
The Internal Revenue Service has determined and informed the Company by a letter dated July 10, 2012 that the Plan and related trust are designed in accordance with applicable sections of the IRC. Accordingly, no provision for federal income taxes has been provided in the accompanying financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions and is currently under a routine audit by the Internal Revenue Service for the 2009 year. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Termination of the Plan
The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, the accounts of all participants shall become fully vested and payment of such vested amount shall be distributed as soon as practicable after provision is made for the expense of administration, termination and liquidation. The Company has no present intent to terminate the Plan.

2. Summary of Significant Accounting Policies

Basis of Presentation

The financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

As described in the Fully Benefit-Responsive Investment Contracts topic of the Accounting Standards Codification Topic 820 (ASC 820), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a collective trust. The Statement of Net Assets Available for Benefits presents the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting periods and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Contributions

The Employer's contributions to the Plan are recorded in the year earned by participants. Under the Plan, participants may elect to make contributions under the provisions of Section 401(k) of the IRC, which are recorded in the period of the payroll deduction.

Investment Valuation and Income Recognition

The Plan agreement provides that the Trustee shall determine the market value of the Plan assets as of the end of each month. Government obligations and stocks are valued at quoted market prices. Mutual fund investments are valued at net asset value representing the value at which shares of the fund may be purchased or redeemed. The fair values for the Plan's corporate debt instruments are obtained primarily from a pricing service engaged by the Plan's trustee, and the Plan receives one price for each security. The fair values provided by the pricing service are estimated by using pricing models, where the inputs to those models are based on observable market inputs. A bullet (noncall) spread scale is created for each issuer for maturities going out to forty years. These spreads represent credit risk and are based on the new issue market, secondary trading, and dealer quotes, which are then added to the U.S. Treasury curve.

The Plan invests in common/collective trust funds and pooled separate accounts with the objective of preserving principal and generating a stable rate of return. The Collective U.S. Government Short-term Investment Fund invests principally in securities or other obligations issued by or guaranteed by the U.S. Government or its agencies and repurchase agreements collateralized by securities or other obligations issued by or guaranteed by the U.S. Government or its agencies. The Mellon Stable Value Fund invests in a diversified portfolio of guaranteed investment contracts, synthetic guaranteed investment contracts, and cash and cash equivalents. The New York Life Anchor Account III Stable Value Fund invests in a diversified portfolio of corporate bonds, commercial mortgage-backed securities, mortgage backed securities, asset-backed securities, collateralized mortgage obligations, U.S. Treasuries, and cash.

The Plan's investment in common/collective trusts and pooled separate accounts are stated at fair value on the statements of net assets available for benefits, with the amount representing the differences between fair value and contract value of the Mellon Stable Value Fund and New York Life Anchor Account III Stable Value Fund presented as a single amount, calculated as the sum of the amounts necessary to adjust the portion of net assets attributed to each fully benefit-responsive investment from fair value to contract value. The Collective U.S. Government Short-term Investment Fund values its investments on the basis of amortized cost which approximates fair value for the fund as a whole. The fair values of the Mellon Stable Value Fund and New York Life Anchor Account III Stable Value Fund are determined by the fair value of the fund's investment in externally managed stable value commingled investment funds provided to the fund by external managers of these funds.

Other investments include high grade U.S. municipal bonds. The fair values of these securities are obtained from a pricing service engaged by the Trustee and are determined by pricing systems, whereby the securities are evaluated using terms and conditions collected internally by the pricing service. Pricing analysts then segregate the universe by like characteristics into specific sectors. Market inputs used in the evaluation process include all or some of the following: trades, bid price or spread, two-sided markets, quotes, benchmark curves, market data feeds, new issues and trustee reports.

There have been no changes in the valuation methodologies used at December 31, 2012 and 2011, and there are no unfunded commitments or significant redemption restrictions on the Plan's investments.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The Plan presents in the statements of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Payment of Benefits
Benefits are recorded when paid.

Risks and Uncertainties
The Plan's investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with investments in mutual funds, stocks, corporate and government bonds, and short-term investments, it is at least reasonably possible that changes in the values of such investments will continue to occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Recently Adopted Accounting Standards
In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. ASU 2011-4 is intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. The amendments are of two types: (i) those that clarify the Board's intent about the application of existing fair value measurement and disclosure requirements and (ii) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The update is effective for annual periods beginning after December 15, 2011. The adoption of the provisions of this guidance did not materially impact the Plan's financial statements.

3. Investments

Consistent with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the independent auditors not to audit the information certified as complete and accurate by the Plan's Trustee as of December 31, 2012 and 2011 and for the years then ended. The certified information is as follows:

	2012		2011	
Assets				
Investments				
Nonparticipant directed funds				
U.S. Government securities	$ 50,665,470		$ 63,806,955	
Corporate debt instruments	61,765,404		49,213,016	
Corporate common stock	162,845,165		155,766,092	
Short-term investments	18,948		2,063,807	
Registered investment companies	24,748,700		7,553,643	
Common/collective trust funds	7,068,344		7,633,013	
Other investments	2,186,688		1,998,664	
Total nonparticipant directed funds	309,298,719		288,035,190	
Participant directed funds				
Mellon Stable Value Fund (at contract value)	44,765,992	* **	45,094,845	* **
New York Life Anchor Account III Stable Value Fund (at contract value)	1,836,955	**	-	**
Fidelity Magellan Fund	-		646,003	
Templeton Foreign Fund	10,404,862		8,476,083	
American Century Ultra Fund	10,506,360		10,337,880	
T. Rowe Price Small-Cap Value Fund	17,481,984		14,279,417	
Blackrock Index Equity Fund	-		8,159,623	
Washington Mutual Investors Fund/A	6,962,632		4,783,241	
Alger Small Cap and Mid Cap Fund	3,562,301		3,229,582	
Brandywine Blue Fund	-		5,450,481	
Vanguard Bond Index Fund	9,487,534		8,493,548	
Vanguard Target Retirement Income Fund	1,104,451		662,459	
Vanguard Target Retirement 2005 Fund	-		183,599	
Vanguard Target Retirement 2010 Fund	842,486		834,659	
Vanguard Target Retirement 2015 Fund	4,898,929		3,978,124	
Vanguard Target Retirement 2020 Fund	2,022,461		2,134,220	
Vanguard Target Retirement 2025 Fund	4,329,465		3,481,995	
Vanguard Target Retirement 2030 Fund	3,497,397		2,148,488	
Vanguard Target Retirement 2035 Fund	4,723,761		3,315,608	
Vanguard Target Retirement 2040 Fund	1,720,351		1,228,113	
Vanguard Target Retirement 2045 Fund	1,885,031		1,387,549	
Vanguard Target Retirement 2050 Fund	1,026,342		577,364	
Vanguard Target Retirement 2055 Fund	51		-	
Total participant-directed funds	131,059,345		128,882,881	
Total investments	$ 440,358,064		$ 416,918,071	
Other				
Interest and dividends	$ 9,040,015		$ 8,241,997	
Due from broker for securities sold	17,084,909		71,212	
Due to broker for securities purchased	256,125		3,979,567	

* Investment represents 5% or more of net assets available for benefits.
** Mellon Stable Value Fund and New York Life Anchor Account III Stable Value Fund are certified at contract value.

For the years ended December 31, 2012 and 2011, investments including investments bought, sold and held during the year, appreciated (depreciated) in value as follows:

	2012	2011
Nonparticipant directed funds		
U.S. Government securities	$ 15,293,351	$ 1,424,598
Corporate debt instruments	(14,385,443)	147,175
Corporate common stock	20,372,174	(7,569,421)
Short-term investments	2,752	-
Registered investment companies	1,346,754	810,297
Common/collective trust funds	-	-
Other investments	10,070	78,158
Total nonparticipant directed funds	22,639,658	(5,109,193)
Participant directed funds		
Mellon Stable Value Fund	-	(4)
New York Life Anchor Account III Stable Value Fund	-	-
Fidelity Magellan Fund	102,260	(88,840)
Templeton Foreign Fund	1,403,591	(1,480,490)
T. Rowe Price Small-Cap Value Fund	2,340,770	(246,274)
Blackrock Index Equity Fund	1,093,026	(20,318)
American Century Ultra Fund	1,374,294	179,926
Washington Mutual Investors Fund/A	535,751	175,123
Alger Small Cap and Mid Cap Fund	443,957	(186,807)
Brandywine Blue Fund	352,264	(611,420)
Vanguard Interm-Term Bond Index Fund	317,016	470,005
Vanguard Target Retirement Income Fund	60,210	12,547
Vanguard Target Retirement 2005 Fund	(8,829)	3,270
Vanguard Target Retirement 2010 Fund	65,995	7,140
Vanguard Target Retirement 2015 Fund	362,197	(38,832)
Vanguard Target Retirement 2020 Fund	213,536	(39,620)
Vanguard Target Retirement 2025 Fund	385,332	(93,410)
Vanguard Target Retirement 2030 Fund	281,451	(88,900)
Vanguard Target Retirement 2035 Fund	432,929	(144,965)
Vanguard Target Retirement 2040 Fund	172,028	(61,587)
Vanguard Target Retirement 2045 Fund	192,843	(65,915)
Vanguard Target Retirement 2050 Fund	85,976	(29,430)
Vanguard Target Retirement 2055 Fund	-	-
Total participant directed funds	10,206,597	(2,348,801)
Net appreciation (depreciation) in fair value of investments	$ 32,846,255	$ (7,457,994)

The Trustee holds all investment assets and executes all investment transactions of the Plan, distributes benefits to participants at the direction of the Plan's recordkeeper and pays administrative expenses.

The Mellon Stable Value Fund was certified at its contract value of $44,765,992 and $45,094,845 as of December 31, 2012 and 2011, respectively. The New York Life Anchor Account III Stable Value Fund was certified at its contract value of $1,836,955 as of December 31, 2012. The adjustment from fair value to contract value under ASC 962 for the Plan's interest in the Mellon Stable Value Fund of $(1,052,366) and $(1,055,033) as of December 31, 2012 and 2011, respectively, and the adjustment of the Plan's interest in the New York Life Anchor Account III Stable Value Fund of $(26,086) as of December 31, 2012, were not certified.

The following is a summary of the net assets and the changes in net assets of the nonparticipant directed funds at December 31:

	2012	2011
Assets		
Investments at fair value	$ 309,298,719	$ 288,035,190
Interest and dividends receivable	872,661	951,058
Due from broker for securities sold	328,113	71,212
	$ 310,499,493	$ 289,057,460
Liabilities		
Due to broker for securities purchased	$ 256,124	$ 3,676,779
Accrued expenses	215,163	94,118
	$ 471,287	$ 3,770,897
Net assets available for benefits	$ 310,028,206	$ 285,286,563

	2012	2011
Additions to net assets attributed to		
Interest and dividends	$ 6,620,745	$ 5,962,068
Net appreciation (depreciation) in fair value of investments	22,639,659	(5,109,193)
Investment expenses	(1,300,778)	(1,281,189)
Net investment income	27,959,626	(428,314)
Employer contributions	21,817,798	21,262,038
Interfund transfers, net	(6,582,809)	(2,917,150)
Total additions	15,234,989	18,344,888
Benefit payments to participants or beneficiaries	(18,000,966)	(11,599,683)
Administrative expenses	(452,006)	(363,874)
Total deductions	(18,452,972)	(11,963,557)
Net increase	24,741,643	5,953,017
Net assets available for benefits		
Beginning of year	285,286,563	279,333,546
End of year	$ 310,028,206	$ 285,286,563

Unallocated funds are invested in short-term investment funds and consist of receipts to the Plan for employee contributions and loan repayments and pending disbursements from the Plan for benefit payments and new loans. Receipts are allocated to investment funds based on participant elections. Benefit payments and loans are paid to participants in accordance with Plan provisions. Included in total investments are unallocated funds of $199,397 and $2,052,351 at December 31, 2012 and 2011, respectively.

4. Fair Value Measurements

ASC 820 establishes a three-level hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of the Plan's investments. The three levels are defined as follows:

Level 1 Unadjusted quoted prices in active markets that the Plan has the ability to access for identical assets or liabilities.

Level 2 Quoted prices for similar assets or liabilities in active markets. Quoted prices for identical or similar assets or liabilities in inactive markets. Inputs for the asset or liability that are observable, either directly or indirectly.

Level 3 Inputs to the valuation methodology that are significant to the valuation and are unobservable.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2012 and 2011:

	Investments at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Nonparticipant directed				
Common stocks				
Domestic large cap value	$ 50,993,205	$ -	$ -	$ 50,993,205
Domestic large cap growth	49,313,903	-	-	49,313,903
Mid/small cap value	22,964,751	-	-	22,964,751
International	18,175,221	-	-	18,175,221
Mid cap growth	10,963,576	-	-	10,963,576
Small cap growth	10,434,509	-	-	10,434,509
Total common stock	162,845,165	-	-	162,845,165
U.S. Government securities	50,665,470	-	-	50,665,470
Corporate debt instruments	-	61,765,404	-	61,765,404
Other investments	-	2,186,688	-	2,186,688
Registered investment companies	24,748,700	-	-	24,748,700
Common/collective trust funds	-	7,068,344	-	7,068,344
Short-term investments	18,948	-	-	18,948
Participant directed				
Mutual funds				
Large cap growth funds	10,506,360	-	-	10,506,360
Balanced funds	26,050,725	-	-	26,050,725
Small cap value funds	17,481,984	-	-	17,481,984
Foreign large value funds	10,404,862	-	-	10,404,862
Fixed income funds	9,487,534	-	-	9,487,534
Large cap value funds	6,962,632	-	-	6,962,632
Mid cap growth funds	3,562,301	-	-	3,562,301
Total mutual funds	84,456,398	-	-	84,456,398
Common/collective trust funds	-	45,818,358	-	45,818,358
Pooled separate accounts	-	1,863,041	-	1,863,041
Total investments at fair value	$ 322,734,681	$ 118,701,835	$ -	$ 441,436,516

	Investments at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Nonparticipant directed				
Common stocks				
Domestic large cap value	$ 49,120,494	$ -	$ -	$ 49,120,494
Domestic large cap growth	46,308,657	-	-	46,308,657
Mid/small cap value	22,382,453	-	-	22,382,453
International	15,414,104	-	-	15,414,104
Mid cap growth	11,194,838	-	-	11,194,838
Small cap growth	11,345,546	-	-	11,345,546
Total common stock	155,766,092	-	-	155,766,092
U.S. Government securities	63,806,955	-	-	63,806,955
Corporate debt instruments	-	49,213,016	-	49,213,016
Other investments	-	1,998,664	-	1,998,664
Registered investment companies	7,553,643	-	-	7,553,643
Common/collective trust funds	-	7,633,013	-	7,633,013
Short-term investments	2,063,807	-	-	2,063,807
Participant directed				
Mutual funds				
Large cap growth funds	16,434,364	-	-	16,434,364
Balanced funds	19,932,179	-	-	19,932,179
Small cap value funds	14,279,417	-	-	14,279,417
Foreign large value funds	8,476,082	-	-	8,476,082
Large blend funds	8,159,623	-	-	8,159,623
Fixed income funds	8,493,548	-	-	8,493,548
Large cap value funds	4,783,241	-	-	4,783,241
Mid cap growth funds	3,229,582	-	-	3,229,582
Total mutual funds	83,788,036	-	-	83,788,036
Common/collective trust funds	-	46,149,878	-	46,149,878
Total investments at fair value	$ 312,978,533	$ 104,994,571	$ -	$ 417,973,104

5. Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31,	
	2012	**2011**
Net assets available for benefits per the financial statements	$488,902,469	$442,805,611
Benefit obligations currently payable	-	(652,295)
Adjustment from fair value to contract value	1,078,452	1,055,033
Net assets available for benefits per the Form 5500	$489,980,921	$443,208,349

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to the Form 5500:

	December 31,	
	2012	**2011**
Net increase in net assets available for benefits per the financial statements	$ 46,096,858	$ 10,823,503
Less: Benefits payable at end of year	-	(652,295)
Add: Benefits payable at beginning of year	652,295	2,727,050
Add: Changes in adjustment from fair value to contract value	23,419	383,252
Net increase in net assets available for benefits per the Form 5500	$ 46,772,572	$ 13,281,510

Amounts currently payable to or for participants, dependents, and beneficiaries are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31, but not yet paid as of that date.

The Form 5500 has been prepared using the fair value of the Plan's investments in the Mellon Stable Value Fund and New York Life Insurance Company Anchor Account III Stable Value Fund, while the contract value of these funds have been used in the statements of net assets available for benefits.

6. Forfeited Accounts

Forfeited nonvested accounts totaled $570,593 and $401,598 at December 31, 2012 and 2011, respectively. These accounts are first used to restore previously forfeited amounts by eligible employees upon their rehire and reinstatement to the Plan in accordance with Plan provisions. The remaining forfeited amounts are allocated to eligible participants in the same manner as employer contributions each year. At the discretion of the Employer, a portion of the forfeitures may be used to offset current year employer contributions. In 2012 and 2011, the Employer elected to use all forfeitures to offset the current year employer contributions.

7. Related Party Transactions

Certain of the Plan's investments are managed by The Bank of New York Mellon Corporation. These transactions, as well as transactions involving notes receivable from participants, qualify as party-in-interest transactions.

8. Subsequent Events

Effective January 1, 2013, JPMorgan Chase Bank, N.A. replaced The Bank of New York Mellon Corporation as Plan Trustee. The Plan administrator has performed an evaluation of subsequent events through September 26, 2013, which is the date the financial statements were available to be issued.

Supplemental Schedules

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Participant directed			
**	Mellon Stable Value Fund	Common/collective trust	*	$ 45,818,358
	New York Life Anchor Account III Stable Value Fund	Pooled separate account	*	1,863,041
	Templeton Foreign Fund	Mutual funds	*	10,404,862
	America Century Ultra Fund	Mutual funds	*	10,506,360
	T. Rowe Price Small-Cap Value Fund	Mutual funds	*	17,481,984
	Washington Mutual Investors Fund-Class A	Mutual funds	*	6,962,632
	Alger Smallcap And Midcap Fund	Mutual funds	*	3,562,301
	Vanguard Interm Bond Index Fund	Mutual funds	*	9,487,534
	Vanguard Target Retirement Income Fund	Mutual funds	*	1,104,451
	Vanguard Target Retirement 2010 Fund	Mutual funds	*	842,486
	Vanguard Target Retirement 2015 Fund	Mutual funds	*	4,898,929
	Vanguard Target Retirement 2020 Fund	Mutual funds	*	2,022,461
	Vanguard Target Retirement 2025 Fund	Mutual funds	*	4,329,465
	Vanguard Target Retirement 2030 Fund	Mutual funds	*	3,497,397
	Vanguard Target Retirement 2035 Fund	Mutual funds	*	4,723,761
	Vanguard Target Retirement 2040 Fund	Mutual funds	*	1,720,351
	Vanguard Target Retirement 2045 Fund	Mutual funds	*	1,885,031
	Vanguard Target Retirement 2050 Fund	Mutual funds	*	1,026,342
	Vanguard Target Retirement 2055 Fund	Mutual funds	*	51
	Total Participant Directed			$ 132,137,797
**	**Notes Receivable From Participants**	Interest rates range from 4.25% to 5% with maturity between one and four years	*	$ 6,385,953

* Column (d) - cost omitted as all investments are participant directed

** Denotes a party-in-interest

The information in this schedule was prepared using the certified Trustee statements. The information in this schedule, except for the Mellon Stable Value Fund which was certified at contract value of $44,765,992, the New York Life Anchor Account III Stable Value Fund which was certified at contract value of $1,836,955, and notes receivable from participants, has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	ALTERRA CAPITAL HOLDINGS LTD	CUSIP #	G0229R108	3,000	$ 70,890	$ 84,570
	ARGO GROUP INTERNATIONAL HOLDINGS LTD COM	CUSIP #	G0464B107	3,310	95,858	111,183
	ASPEN INSURANCE HOLDINGS LIMITED SHS	CUSIP #	G05384105	4,200	111,734	134,736
	AXIS CAPITAL HLDGS LTD SHS	CUSIP #	G0692U109	24,800	796,800	859,072
	ENERGY XXI BERMUDA LTD	CUSIP #	G10082140	3,325	120,036	106,965
	ENDURANCE SPECIALTY HLDGS LTD SHS	CUSIP #	G30397106	9,700	366,585	384,993
	ENSTAR GROUP LIMITED SHS	CUSIP #	G3075P101	300	29,460	33,594
	GASLOG LTD	CUSIP #	G37585109	7,281	94,354	90,503
	PLATINUM UNDERWRITERS HLDGS LTD SHS	CUSIP #	G7127P100	1,516	51,711	69,736
	SIGNET JEWELERS LTD	CUSIP #	G81276100	2,400	105,540	128,160
	VELTI LTD	CUSIP #	G93285107	5,861	59,995	26,375
	WILLIS GROUP HOLDINGS PUBLIC LIMITED COMPANY	CUSIP #	G96666105	19,000	733,638	637,070
	ACE LIMITED SHS	CUSIP #	H0023R105	23,300	1,751,745	1,859,340
	ALLIED WORLD ASSURANCE COMPANY HOLDINGS AG	CUSIP #	H01531104	2,020	156,367	159,176
	TE CONNECTIVITY LTD USD0.97	CUSIP #	H84989104	27,300	848,286	1,013,376
	ALTISOURCE PORTFOLIO SOLUTIONS SA REG SHS	CUSIP #	L0175J104	460	50,977	39,861
	STRATASYS LTD	CUSIP #	M85548101	2,024	153,824	162,224
	SODASTREAM INTERNATIONAL LTD	CUSIP #	M9068E105	600	26,613	26,934
	FLEXTRONICS INTERNATIONAL LTD	CUSIP #	Y2573F102	151,100	865,217	938,331
	AFC ENTERPRISES INC	CUSIP #	00104Q107	2,100	30,870	54,873
	AARON'S INC	CUSIP #	002535300	2,900	77,372	82,012
	AEROPOSTALE INC	CUSIP #	007865108	3,135	39,255	40,786
	AIR METHODS CORP	CUSIP #	009128307	9,726	296,597	358,987
	AKAMAI TECHNOLOGIES INC	CUSIP #	00971T101	2,520	84,847	103,093
	ALASKA AIR GROUP INC	CUSIP #	011659109	2,060	82,857	88,765
	ALIGN TECHNOLOGY INC	CUSIP #	016255101	2,768	72,235	76,812
	ALLEGHENY TECHNOLOGIES INC	CUSIP #	01741R102	2,320	103,054	70,435
	ALLEGIANT TRAVEL CO	CUSIP #	01748X102	1,892	130,277	138,892
	ALLERGAN INC/UNITED STATES	CUSIP #	018490102	18,900	1,627,559	1,733,697
	ALLIANCE DATA SYSTEMS CORP	CUSIP #	018581108	1,500	157,723	217,140

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	ALLSTATE CORP/THE	CUSIP #	020002101	11,100	306,846	445,887
	ALTERA CORP	CUSIP #	021441100	5,000	164,574	171,950
	ALTISOURCE RESIDENTIAL CORP	CUSIP #	02153W100	154	2,349	2,439
	ALTISOURCE ASSET MANAGEMENT CO	CUSIP #	02153X108	46	878	3,708
	AMAZON.COM INC	CUSIP #	023135106	6,450	1,347,258	1,618,111
	AMERICAN EXPRESS CO	CUSIP #	025816109	23,000	1,099,773	1,322,040
	AMERICAN GREETINGS CORP	CUSIP #	026375105	5,609	70,169	94,736
	AMERICAN TOWER CORP	CUSIP #	03027X100	32,700	2,355,247	2,526,729
	AMETEK INC	CUSIP #	031100100	4,050	114,612	152,158
	AMPHENOL CORP	CUSIP #	032095101	1,800	113,778	116,460
	ANGIES LIST INC	CUSIP #	034754101	9,154	133,547	109,756
	ANHEUSER-BUSCH INBEV NV ADR	CUSIP #	03524A108	9,290	573,872	812,039
	ANNIE'S INC	CUSIP #	03600T104	2,302	81,911	76,956
	APPLE INC	CUSIP #	037833100	7,000	850,291	3,725,211
	ARIAD PHARMACEUTICALS INC	CUSIP #	04033A100	4,136	66,239	79,328
	ARM HOLDINGS PLC ADR	CUSIP #	042068106	43,200	1,134,566	1,634,256
	ARUBA NETWORKS INC	CUSIP #	043176106	6,191	125,338	128,401
	ASPEN TECHNOLOGY INC	CUSIP #	045327103	3,716	77,327	102,710
	ASSA ABLOY AB ADR	CUSIP #	045387107	26,950	342,969	503,130
	ASSOCIATED BRITISH FOODS PLC ADR	CUSIP #	045519402	7,700	190,115	195,757
	ASSOCIATED ESTATES REALTY CORP	CUSIP #	045604105	5,500	86,826	88,660
	ASSURANT INC	CUSIP #	04621X108	3,850	143,670	133,595
	ATHENAHEALTH INC	CUSIP #	04685W103	1,060	72,095	77,687
	ATLANTIA SPA ADR	CUSIP #	048173108	39,736	305,955	358,061
	ATWOOD OCEANICS INC	CUSIP #	050095108	2,350	108,189	107,606
	AVON PRODUCTS INC	CUSIP #	054303102	36,500	642,341	524,140
	BG GROUP PLC ADR	CUSIP #	055434203	15,415	330,907	253,700
	BNP PARIBAS ADR	CUSIP #	05565A202	13,870	269,772	389,359
	BALL CORP	CUSIP #	058498106	25,300	1,070,830	1,132,175
	BANCFIRST CORP	CUSIP #	05945F103	500	21,338	21,180

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	BANK OF AMERICA CORP	CUSIP #	060505104	45,100	258,499	523,611
	BANK OF THE OZARKS INC	CUSIP #	063904106	3,343	101,829	111,890
	BANKRATE INC	CUSIP #	06647F102	5,588	98,289	69,571
	BAXTER INTERNATIONAL INC	CUSIP #	071813109	16,400	816,433	1,093,224
	BAYER AG ADR	CUSIP #	072730302	4,315	285,145	408,971
	BAYERISCHE MOTOREN WERKE AG ADR	CUSIP #	072743206	9,465	227,577	303,353
	BBCN BANCORP INC	CUSIP #	073295107	5,633	54,010	65,174
	B/E AEROSPACE INC	CUSIP #	073302101	5,100	203,780	251,940
	BECTON DICKINSON AND CO	CUSIP #	075887109	12,700	949,627	993,013
	BED BATH & BEYOND INC	CUSIP #	075896100	1,450	87,715	81,069
	BEL FUSE INC	CUSIP #	077347300	1,400	26,250	27,370
	BELDEN INC	CUSIP #	077454106	2,150	71,552	96,728
	BEMIS CO INC	CUSIP #	081437105	10,600	319,860	354,676
	BERKSHIRE HATHAWAY INC	CUSIP #	084670702	5,900	529,159	529,230
	BERRY PETROLEUM CO	CUSIP #	085789105	1,700	72,171	57,035
	BEST BUY CO INC	CUSIP #	086516101	49,800	1,026,441	590,130
	BHP BILLITON LTD ADR	CUSIP #	088606108	8,045	559,542	630,889
	BIG LOTS INC	CUSIP #	089302103	2,900	95,324	82,534
	BIOMARIN PHARMACEUTICAL INC	CUSIP #	09061G101	3,691	143,883	181,597
	BIOMED REALTY TRUST INC	CUSIP #	09063H107	4,000	72,320	77,320
	BONANZA CREEK ENERGY INC	CUSIP #	097793103	374	10,546	10,393
	BOSTON BEER CO INC	CUSIP #	100557107	403	55,773	54,183
	BRITISH AMERICAN TOBACCO PLC ADR	CUSIP #	110448107	5,995	572,759	606,994
	BRITISH SKY BROADCASTING GROUP ADR	CUSIP #	111013108	3,695	161,880	184,270
	BROOKFIELD RESIDENTIAL PROPERTIES INC	CUSIP #	11283W104	5,300	45,423	95,082
	BROWN-FORMAN CORP	CUSIP #	115637209	1,995	124,640	126,184
	BRUNSWICK CORP/DE	CUSIP #	117043109	19,952	396,250	580,404
	BUCKEYE TECHNOLOGIES INC	CUSIP #	118255108	2,300	63,096	66,033
	BUFFALO WILD WINGS INC	CUSIP #	119848109	727	63,785	52,940
	CBL & ASSOCIATES PROPERTIES IN	CUSIP #	124830100	5,100	113,015	108,171

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	CEC ENTERTAINMENT INC	CUSIP #	125137109	2,700	93,015	89,613
	CRA INTERNATIONAL INC	CUSIP #	12618T105	1,451	29,647	28,686
	CVB FINANCIAL CORP	CUSIP #	126600105	4,811	48,254	50,034
	CYS INVTS INC	CUSIP #	12673A108	8,912	115,401	105,251
	CABELA'S INC	CUSIP #	126804301	1,400	71,675	58,450
	CABOT CORP	CUSIP #	127055101	2,473	83,222	98,401
	CABOT OIL & GAS CORP	CUSIP #	127097103	1,820	69,629	90,527
	CACI INTERNATIONAL INC	CUSIP #	127190304	1,800	98,838	99,054
	CADENCE DESIGN SYSTEMS INC	CUSIP #	127387108	12,100	144,975	163,471
	CALLAWAY GOLF CO	CUSIP #	131193104	13,628	75,619	88,582
	CAMBREX CORP	CUSIP #	132011107	3,500	24,684	39,830
	CAMERON INTERNATIONAL CORP	CUSIP #	13342B105	1,600	86,066	90,336
	CANON INC ADR	CUSIP #	138006309	7,180	317,279	281,528
	CAPSTEAD MORTGAGE CORP	CUSIP #	14067E506	16,500	205,573	189,255
	CARBO CERAMICS INC	CUSIP #	140781105	667	54,153	52,253
	CARDINAL HEALTH INC	CUSIP #	14149Y108	19,900	808,986	819,482
	CARLISLE COS INC	CUSIP #	142339100	10,021	446,507	588,834
	CARMAX INC	CUSIP #	143130102	1,500	54,252	56,310
	CARNIVAL CORP	CUSIP #	143658300	23,100	752,079	849,387
	CASCADE CORP	CUSIP #	147195101	894	42,156	57,484
	CATAMARAN CORP	CUSIP #	148887102	3,332	121,279	156,937
	CATHAY GENERAL BANCORP	CUSIP #	149150104	2,563	38,266	50,055
	CAVIUM INC	CUSIP #	14964U108	4,709	153,188	146,968
	CELANESE CORP	CUSIP #	150870103	2,500	107,341	111,325
	CENTENE CORP	CUSIP #	15135B101	2,700	104,622	110,700
	CEPHEID INC	CUSIP #	15670R107	1,651	60,267	55,903
	CERNER CORP	CUSIP #	156782104	22,390	1,609,440	1,735,449
	CHART INDUSTRIES INC	CUSIP #	16115Q308	1,347	81,652	89,830
	CHECKPOINT SYSTEMS INC	CUSIP #	162825103	5,400	58,809	57,996
	CHENIERE ENERGY INC	CUSIP #	16411R208	5,818	95,449	109,262

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	CHEVRON CORP	CUSIP #	166764100	9,200	976,405	994,888
	CHICAGO BRIDGE & IRON CO NV	CUSIP #	167250109	5,835	224,745	270,452
	CHICO'S FAS INC	CUSIP #	168615102	11,254	136,659	207,749
	CINTAS CORP	CUSIP #	172908105	25,200	883,340	1,030,680
	CITRIX SYSTEMS INC	CUSIP #	177376100	1,720	109,766	112,866
	CITY NATIONAL CORP/CA	CUSIP #	178566105	2,129	105,697	105,428
	COCA-COLA ENTERPRISES INC	CUSIP #	19122T109	26,500	687,854	840,845
	COGNIZANT TECHNOLOGY SOLUTIONS	CUSIP #	192446102	19,000	1,255,131	1,403,758
	COLGATE-PALMOLIVE CO	CUSIP #	194162103	9,300	862,395	972,222
	COLONY FINANCIAL INC	CUSIP #	19624R106	2,768	52,513	53,976
	COMMERCE BANCSHARES INC/MO	CUSIP #	200525103	673	24,433	23,595
	COMMVAULT SYSTEMS INC	CUSIP #	204166102	1,574	73,283	109,648
	COMPUTER SCIENCES CORP	CUSIP #	205363104	13,487	328,172	540,154
	COMSTOCK RESOURCES INC	CUSIP #	205768203	5,731	88,569	86,653
	COMTECH TELECOMMUNICATIONS COR	CUSIP #	205826209	8,883	255,613	225,451
	CONCHO RESOURCES INC/MIDLAND T	CUSIP #	20605P101	1,810	170,323	145,814
	CONCUR TECHNOLOGIES INC	CUSIP #	206708109	1,619	92,494	109,315
	CONTINENTAL RESOURCES INC/OK	CUSIP #	212015101	2,200	147,950	161,678
	CONVERGYS CORP	CUSIP #	212485106	19,695	251,992	323,195
	COOPER COS INC/THE	CUSIP #	216648402	2,310	167,719	213,629
	CORNERSTONE ONDEMAND INC	CUSIP #	21925Y103	4,624	94,733	136,547
	CORPORATE EXECUTIVE BOARD CO/T	CUSIP #	21988R102	1,554	81,560	73,753
	COSTCO WHOLESALE CORP	CUSIP #	22160K105	12,000	1,196,527	1,184,760
	COSTAR GROUP INC	CUSIP #	22160N109	2,083	139,876	186,158
	COVANCE INC	CUSIP #	222816100	5,835	283,556	337,088
	CREE INC	CUSIP #	225447101	3,861	117,052	131,197
	CROWN CASTLE INTERNATIONAL COR	CUSIP #	228227104	4,680	218,038	337,709
	CROWN HOLDINGS INC	CUSIP #	228368106	2,530	85,602	93,129
	CTRIP.COM INTERNATIONAL LTD ADR	CUSIP #	22943F100	2,546	57,804	57,692
	CUBIST PHARMACEUTICALS INC	CUSIP #	229678107	1,892	76,340	79,559

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	CYBERONICS INC	CUSIP #	23251P102	1,038	53,738	54,526
	CYTEC INDUSTRIES INC	CUSIP #	232820100	2,520	157,165	173,452
	DSW INC	CUSIP #	23334L102	2,369	146,490	155,620
	DAIHATSU MOTOR CO LTD ADR	CUSIP #	23381A108	6,600	245,251	261,208
	DAITO TRUST CONSTRUCTION CO LT ADR	CUSIP #	23405X100	14,085	303,282	331,899
	DANA HOLDING CORP	CUSIP #	235825205	18,405	228,924	287,302
	DARDEN RESTAURANTS INC	CUSIP #	237194105	24,412	1,128,752	1,100,249
	DAVITA HEALTHCARE PARTNERS INC	CUSIP #	23918K108	750	57,464	82,897
	DEVON ENERGY CORP	CUSIP #	25179M103	12,400	833,053	645,296
	DEXCOM INC	CUSIP #	252131107	8,406	91,087	114,238
	DIAGEO PLC ADR	CUSIP #	25243Q205	6,400	564,808	746,112
	DICK'S SPORTING GOODS INC	CUSIP #	253393102	2,853	124,529	129,783
	DIGITALGLOBE INC	CUSIP #	25389M877	2,128	52,484	52,008
	DISCOVERY COMMUNICATIONS INC	CUSIP #	25470F104	2,920	126,432	185,362
	DOVER CORP	CUSIP #	260003108	3,950	230,415	259,554
	DRIL-QUIP INC	CUSIP #	262037104	1,965	142,484	143,543
	DUKE REALTY CORP	CUSIP #	264411505	33,196	407,009	460,429
	DUNKIN' BRANDS GROUP INC	CUSIP #	265504100	2,200	67,120	72,996
	ENI SPA ADR	CUSIP #	26874R108	5,700	271,807	280,098
	EPR PPTYS COM SH BEN INT	CUSIP #	26884U109	3,900	171,146	179,829
	EAGLE MATERIALS INC	CUSIP #	26969P108	2,971	145,825	173,803
	EBIX INC	CUSIP #	278715206	11,800	239,033	190,216
	EDWARDS LIFESCIENCES CORP	CUSIP #	28176E108	860	65,453	77,546
	EL PASO ELECTRIC CO	CUSIP #	283677854	5,398	184,628	172,250
	ENERGEN CORP	CUSIP #	29265N108	2,400	118,654	108,216
	ENERSYS	CUSIP #	29275Y102	5,476	146,810	206,062
	ENSIGN GROUP INC/THE	CUSIP #	29358P101	2,142	52,915	58,155
	ENTERGY CORP	CUSIP #	29364G103	12,800	893,834	816,000
	EPAM SYSTEMS INC	CUSIP #	29414B104	4,395	86,440	79,549
	EQUINIX INC	CUSIP #	29444U502	7,300	1,437,383	1,505,260

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	EQUITY LIFESTYLE PROPERTIES IN	CUSIP #	29472R108	1,358	90,892	91,380
	ETHAN ALLEN INTERIORS INC	CUSIP #	297602104	2,016	58,039	51,831
	EXPERIAN PLC ADR	CUSIP #	30215C101	12,805	201,747	203,984
	EXXON MOBIL CORP	CUSIP #	30231G102	17,000	1,441,995	1,471,350
	FEI CO	CUSIP #	30241L109	800	43,104	44,376
	FMC CORP	CUSIP #	302491303	4,220	185,771	246,954
	FNB CORP/PA	CUSIP #	302520101	6,991	79,045	74,244
	FAIR ISAAC CORP	CUSIP #	303250104	1,300	53,475	54,639
	FAMILY DOLLAR STORES INC	CUSIP #	307000109	1,800	123,043	114,138
	FANUC CORP ADR	CUSIP #	307305102	8,635	223,012	264,982
	FARO TECHNOLOGIES INC	CUSIP #	311642102	1,509	57,557	53,841
	FASTENAL CO	CUSIP #	311900104	35,400	1,491,504	1,651,410
	FIDELITY NATIONAL FINANCIAL IN	CUSIP #	31620R105	7,980	144,505	187,929
	FINANCIAL ENGINES INC	CUSIP #	317485100	5,045	121,484	139,948
	FIRST MIDWEST BANCORP INC/IL	CUSIP #	320867104	9,633	99,608	120,605
	FIRST NIAGARA FINANCIAL GROUP	CUSIP #	33582V108	24,400	216,570	193,492
	FIRST SOLAR INC	CUSIP #	336433107	3,376	78,520	104,170
	FISERV INC	CUSIP #	337738108	13,100	778,396	1,035,293
	FLUSHING FINANCIAL CORP	CUSIP #	343873105	2,800	35,364	42,952
	FRESH MARKET INC/THE	CUSIP #	35804H106	1,077	52,809	51,793
	HB FULLER CO	CUSIP #	359694106	3,500	83,673	121,870
	FULTON FINANCIAL CORP	CUSIP #	360271100	8,100	80,078	77,841
	FUSION-IO INC	CUSIP #	36112J107	3,557	81,832	81,562
	G&K SERVICES INC	CUSIP #	361268105	600	17,466	20,490
	ARTHUR J GALLAGHER & CO	CUSIP #	363576109	3,890	133,073	134,788
	GARTNER INC	CUSIP #	366651107	3,440	145,299	158,309
	GENERAC HOLDINGS INC	CUSIP #	368736104	3,598	132,895	123,447
	GENERAL CABLE CORP	CUSIP #	369300108	7,979	200,616	242,641
	GENESEE & WYOMING INC	CUSIP #	371559105	2,157	134,558	164,105
	GENOMIC HEALTH INC	CUSIP #	37244C101	1,251	33,738	34,077

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	GEORGIA GULF CORPORATION	CUSIP #	373200302	800	35,657	33,024
	GEOSPACE TECHNOLOGIES CORP	CUSIP #	37364X109	833	67,646	74,029
	GETINGE AB ADR	CUSIP #	37427X104	9335	285,168	315,691
	GLOBAL PAYMENTS INC	CUSIP #	37940X102	3200	146,758	144,960
	GOOGLE INC	CUSIP #	38259P508	2770	1,602,448	1,959,443
	GRACO INC	CUSIP #	384109104	2000	84,625	102,980
	GREAT PLAINS ENERGY INC	CUSIP #	391164100	11200	225,480	227,472
	GREATBATCH INC	CUSIP #	39153L106	1870	41,835	43,459
	GROUPON INC	CUSIP #	399473107	11140	52,853	54,140
	HCA HOLDINGS INC	CUSIP #	40412C101	7000	182,409	211,190
	HCC INSURANCE HOLDINGS INC	CUSIP #	404132102	8350	231,157	310,703
	HAIN CELESTIAL GROUP INC/THE	CUSIP #	405217100	1700	77,580	92,174
	HANCOCK HOLDING CO	CUSIP #	410120109	600	19,182	19,038
	HANGER INC	CUSIP #	41043F208	3900	72,891	106,704
	HARLEY-DAVIDSON INC	CUSIP #	412822108	2950	130,205	144,048
	HARRIS TEETER SUPERMARKETS INC COM	CUSIP #	414585109	5950	248,839	229,432
	HARSCO CORP	CUSIP #	415864107	9175	186,718	215,612
	HARTE-HANKS INC	CUSIP #	416196103	6000	32,823	35,400
	HEALTH MANAGEMENT ASSOCIATES I	CUSIP #	421933102	10700	71,443	99,724
	HEALTH CARE REIT INC	CUSIP #	42217K106	5054	276,998	309,760
	HEARTWARE INTERNATIONAL INC	CUSIP #	422368100	1453	117,855	121,979
	HEICO CORP	CUSIP #	422806109	1511	64,257	67,632
	HENKEL AG & CO KGAA ADR	CUSIP #	42550U109	10800	532,456	739,411
	HENKEL AG & CO KGAA ADR	CUSIP #	42550U208	7300	429,826	598,629
	JACK HENRY & ASSOCIATES INC	CUSIP #	426281101	3800	130,551	149,188
	HERCULES TECHNOLOGY GROWTH CAP	CUSIP #	427096508	5100	56,474	56,763
	HEXCEL CORP	CUSIP #	428291108	5888	148,462	158,740
	HIBBETT SPORTS INC	CUSIP #	428567101	524	24,422	27,615
	HILL-ROM HOLDINGS INC	CUSIP #	431475102	2206	71,967	62,871
	HILLSHIRE BRANDS CO	CUSIP #	432589109	4278	161,328	120,383

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	HORNBECK OFFSHORE SERVICES INC	CUSIP #	440543106	1,523	61,095	52,300
	IPG PHOTONICS CORP	CUSIP #	44980X109	2,501	127,902	166,692
	IHS INC	CUSIP #	451734107	900	85,368	86,400
	ILLINOIS TOOL WORKS INC	CUSIP #	452308109	20,300	958,850	1,234,443
	IMAX CORP	CUSIP #	45245E109	5,550	125,212	124,764
	IMPERVA INC	CUSIP #	45321L100	2,750	94,492	86,708
	INCYTE CORP LTD	CUSIP #	45337C102	2,917	58,169	48,451
	INFORMA PLC ADR	CUSIP #	45672B107	24,165	274,867	352,737
	INFOBLOX INC	CUSIP #	45672H104	4,539	90,917	81,566
	ING GROEP NV ADR	CUSIP #	456837103	39,970	282,778	379,315
	INSIGHT ENTERPRISES INC	CUSIP #	45765U103	4,550	72,196	79,033
	INSULET CORP	CUSIP #	45784P101	4,099	79,707	86,981
	INTEGRATED DEVICE TECHNOLOGY I	CUSIP #	458118106	34,479	195,533	251,697
	INTEROIL CORP	CUSIP #	460951106	2,330	119,428	129,385
	INTUITIVE SURGICAL INC	CUSIP #	46120E602	1,730	845,412	848,340
	INTUIT INC	CUSIP #	461202103	2,480	131,011	147,498
	JPMORGAN CHASE & CO	CUSIP #	46625H100	35,900	1,230,759	1,578,487
	JIVE SOFTWARE INC	CUSIP #	47760A108	5,331	81,543	77,459
	JOHNSON & JOHNSON	CUSIP #	478160104	23,000	1,505,070	1,612,300
	KAR AUCTION SERVICES INC	CUSIP #	48238T109	4,580	80,603	92,699
	KENNAMETAL INC	CUSIP #	489170100	2,800	104,702	112,000
	KODIAK OIL & GAS CORP	CUSIP #	50015Q100	13,780	125,552	121,953
	KOHL'S CORP	CUSIP #	500255104	27,100	1,338,473	1,164,758
	KOMATSU LTD ADR	CUSIP #	500458401	12,510	358,077	315,990
	LKQ CORP	CUSIP #	501889208	7,540	119,752	159,094
	LTC PROPERTIES INC	CUSIP #	502175102	600	18,516	21,114
	LVMH MOET HENNESSY LOUIS VUITT ADR	CUSIP #	502441306	6,750	193,362	247,043
	LA-Z-BOY INC	CUSIP #	505336107	3,476	41,364	49,185
	LAKELAND FINANCIAL CORP	CUSIP #	511656100	1,400	36,055	36,176
	LAM RESEARCH CORP	CUSIP #	512807108	34,300	1,276,577	1,239,259

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	LEXMARK INTERNATIONAL INC	CUSIP #	529771107	2,700	88,400	62,613
	LIFE TIME FITNESS INC	CUSIP #	53217R207	1,317	60,803	64,810
	LIFE TECHNOLOGIES CORP	CUSIP #	53217V109	33,400	1,594,099	1,637,602
	LIFELOCK INC	CUSIP #	53224V100	9,846	84,417	80,048
	LINCOLN NATIONAL CORP	CUSIP #	534187109	17,967	354,995	465,345
	LINKEDIN CORP	CUSIP #	53578A108	7,300	720,618	838,186
	LIVEPERSON INC	CUSIP #	538146101	648	8,645	8,515
	LIXIL GROUP CORP ADR	CUSIP #	53931R103	7,165	282,037	317,710
	LLOYDS BANKING GROUP PLC ADR	CUSIP #	539439109	61,300	185,739	196,160
	LUMBER LIQUIDATORS HOLDINGS IN	CUSIP #	55003T107	1,608	77,749	84,951
	M&T BANK CORP	CUSIP #	55261F104	2,100	161,156	206,787
	MB FINANCIAL INC	CUSIP #	55264U108	2,750	48,406	54,313
	MFA FINANCIAL INC	CUSIP #	55272X102	28,000	210,574	227,080
	MRC GLOBAL INC	CUSIP #	55345K103	5,428	113,354	150,790
	MWI VETERINARY SUPPLY INC	CUSIP #	55402X105	1,450	149,108	159,500
	MACK-CALI REALTY CORP	CUSIP #	554489104	900	24,021	23,499
	STEVEN MADDEN LTD	CUSIP #	556269108	5,371	222,093	227,032
	MARTIN MARIETTA MATERIALS INC	CUSIP #	573284106	600	54,757	56,568
	MAXIM INTEGRATED PRODUCTS INC	CUSIP #	57772K101	4,610	128,660	135,534
	MCDONALD'S CORP	CUSIP #	580135101	13,600	1,333,136	1,199,656
	MEAD JOHNSON NUTRITION CO	CUSIP #	582839106	18,120	1,282,865	1,193,927
	MEDIVATION INC	CUSIP #	58501N101	1,999	87,119	102,269
	MEDNAX INC	CUSIP #	58502B106	1,840	132,640	146,317
	MERCADOLIBRE INC	CUSIP #	58733R102	1,019	84,293	80,042
	MERCK KGAA ADR	CUSIP #	589339100	9,525	311,958	417,881
	MICROS SYSTEMS INC	CUSIP #	594901100	2,100	97,679	89,124
	MICROSOFT CORP	CUSIP #	594918104	16,800	442,963	448,728
	MIDDLEBY CORP	CUSIP #	596278101	1,405	139,000	180,135
	MILLENNIAL MEDIA INC	CUSIP #	60040N105	7,512	112,472	94,125
	MINERALS TECHNOLOGIES INC	CUSIP #	603158106	2,800	80,078	111,776

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	MOLEX INC	CUSIP #	608554200	32,300	643,741	720,936
	MOLYCORP INC	CUSIP #	608753109	5,390	56,897	50,882
	MONSTER BEVERAGE CORP	CUSIP #	611740101	1,300	64,323	68,692
	MOODY'S CORP	CUSIP #	615369105	2,910	108,700	146,431
	MOOG INC	CUSIP #	615394202	2,708	118,346	111,109
	MURPHY OIL CORP	CUSIP #	626717102	5,800	324,139	345,390
	MYERS INDUSTRIES INC	CUSIP #	628464109	2,300	28,382	34,845
	MYRIAD GENETICS INC	CUSIP #	62855J104	2,700	69,078	73,575
	NVR INC	CUSIP #	62944T105	1,920	1,326,122	1,766,400
	NATIONAL OILWELL VARCO INC	CUSIP #	637071101	12,700	1,029,355	868,045
	NAVIGANT CONSULTING INC	CUSIP #	63935N107	6,157	70,251	68,712
	NETAPP INC	CUSIP #	64110D104	1,500	58,805	50,325
	NETSUITE INC	CUSIP #	64118Q107	2,149	107,359	144,628
	NETSPEND HOLDINGS INC	CUSIP #	64118V106	4,573	49,048	54,053
	NEUSTAR INC	CUSIP #	64126X201	2,840	97,443	119,081
	NORTHROP GRUMMAN CORP	CUSIP #	666807102	1,800	105,648	121,644
	NOVARTIS AG ADR	CUSIP #	66987V109	10,910	622,139	690,603
	O'REILLY AUTOMOTIVE INC	CUSIP #	67103H107	1,220	98,887	109,092
	OCCIDENTAL PETROLEUM CORP	CUSIP #	674599105	17,200	1,469,467	1,317,692
	OCEANEERING INTERNATIONAL INC	CUSIP #	675232102	25,600	1,408,335	1,377,024
	OCWEN FINANCIAL CORP	CUSIP #	675746309	2,359	35,617	81,598
	OLD DOMINION FREIGHT LINE INC	CUSIP #	679580100	2,775	75,744	95,127
	OMNICOM GROUP INC	CUSIP #	681919106	34,700	1,558,112	1,733,612
	OMEGA HEALTHCARE INVESTORS INC	CUSIP #	681936100	4,000	77,400	95,400
	ONYX PHARMACEUTICALS INC	CUSIP #	683399109	2,189	101,899	165,335
	OPENTABLE INC	CUSIP #	68372A104	1,187	54,300	57,926
	ORICA LTD ADR	CUSIP #	68618H103	6,880	192,871	179,073
	OWENS CORNING	CUSIP #	690742101	1,600	50,188	59,184
	OXFORD INDUSTRIES INC	CUSIP #	691497309	1,172	52,881	54,334
	PG&E CORP	CUSIP #	69331C108	7,600	314,935	305,368

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	PHH CORP	CUSIP #	693320202	5,800	62,060	131,950
	PNC FINANCIAL SERVICES GROUP I	CUSIP #	693475105	14,700	854,889	857,157
	PVH CORP	CUSIP #	693656100	1,000	98,042	111,010
	PALL CORP	CUSIP #	696429307	2,480	148,805	149,445
	PALO ALTO NETWORKS INC	CUSIP #	697435105	1,051	56,193	56,250
	PANTRY INC/THE	CUSIP #	698657103	4,400	53,036	53,372
	PARAMETRIC TECHNOLOGY CORP	CUSIP #	699173209	4,318	80,537	97,198
	PEP BOYS-MANNY MOE & JACK	CUSIP #	713278109	7,500	77,579	73,725
	PERRIGO CO	CUSIP #	714290103	550	53,564	57,217
	PETROFAC LTD ADR	CUSIP #	716473103	22,520	263,894	297,061
	PETROLEUM GEO-SERVICES ASA ADR	CUSIP #	716599105	10,535	143,212	180,497
	PHARMACYCLICS INC	CUSIP #	716933106	1,551	79,483	89,617
	PHILIP MORRIS INTERNATIONAL IN	CUSIP #	718172109	11,200	889,132	936,768
	PIER 1 IMPORTS INC	CUSIP #	720279108	3,478	50,154	69,560
	PINNACLE WEST CAPITAL CORP	CUSIP #	723484101	6,450	310,689	328,821
	PLANTRONICS INC	CUSIP #	727493108	1,700	54,493	62,679
	POLYPORE INTERNATIONAL INC	CUSIP #	73179V103	1,449	60,515	67,379
	PORTFOLIO RECOVERY ASSOCIATES	CUSIP #	73640Q105	1,072	91,787	114,554
	POTASH CORP OF SASKATCHEWAN IN	CUSIP #	73755L107	5,925	247,295	241,088
	PRAXAIR INC	CUSIP #	74005P104	13,900	1,485,446	1,521,355
	PRECISION CASTPARTS CORP	CUSIP #	740189105	8,550	1,384,696	1,619,541
	T ROWE PRICE GROUP INC	CUSIP #	74144T108	2,850	170,932	185,583
	PRICELINE.COM INC	CUSIP #	741503403	2,200	1,362,230	1,364,858
	PRICESMART INC	CUSIP #	741511109	1,847	141,876	142,201
	PROCTER & GAMBLE CO/THE	CUSIP #	742718109	15,400	1,027,094	1,045,506
	PROGRESS SOFTWARE CORP	CUSIP #	743312100	3,498	68,609	73,423
	PROGRESSIVE CORP/THE	CUSIP #	743315103	38,400	756,139	810,240
	PROSPERITY BANCSHARES INC	CUSIP #	743606105	1,957	79,844	82,194
	PROTO LABS INC	CUSIP #	743713109	2,936	87,045	115,737
	PRUDENTIAL PLC ADR	CUSIP #	74435K204	16,535	330,496	472,074

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	QEP RESOURCES INC	CUSIP #	74733V100	7,550	222,606	228,538
	QIHOO 360 TECHNOLOGY CO LTD ADR	CUSIP #	74734M109	2,765	74,355	82,093
	QUALCOMM INC	CUSIP #	747525103	44,070	2,486,536	2,726,170
	QUANTA SERVICES INC	CUSIP #	74762E102	8,700	187,217	237,423
	QUEST DIAGNOSTICS INC/DE	CUSIP #	74834L100	21,200	1,230,299	1,235,324
	RAYMOND JAMES FINANCIAL INC	CUSIP #	754730109	6,520	203,433	251,216
	RAYTHEON CO	CUSIP #	755111507	23,800	1,157,944	1,369,928
	RBC BEARINGS INC	CUSIP #	75524B104	1,847	78,929	92,479
	RED ELECTRICA CORP SA ADR	CUSIP #	756568101	14,430	133,996	141,919
	REGIS CORP	CUSIP #	758932107	3,000	49,650	50,760
	REINSURANCE GROUP OF AMERICA I	CUSIP #	759351604	1,550	81,957	82,956
	RESTORATION HARDWARE HOLDINGS	CUSIP #	761283100	2,067	69,895	69,720
	REXAM PLC ADR	CUSIP #	761655406	11,275	314,700	399,541
	ROCK-TENN CO	CUSIP #	772739207	12,400	718,704	866,884
	ROGERS COMMUNICATIONS INC	CUSIP #	775109200	6,830	258,639	310,902
	ROYAL DUTCH SHELL PLC ADR	CUSIP #	780259206	5,985	435,084	412,666
	RUBY TUESDAY INC	CUSIP #	781182100	11,500	79,944	90,390
	RUCKUS WIRELESS INC	CUSIP #	781220108	700	15,402	15,771
	RYANAIR HOLDINGS PLC ADR	CUSIP #	783513104	7,845	218,562	268,927
	RYDER SYSTEM INC	CUSIP #	783549108	2,400	97,744	119,832
	S&T BANCORP INC	CUSIP #	783859101	2,900	56,682	52,403
	SVB FINANCIAL GROUP	CUSIP #	78486Q101	479	25,397	26,810
	SY BANCORP INC	CUSIP #	785060104	1,192	24,472	26,725
	SALESFORCE.COM INC	CUSIP #	79466L302	12,080	1,646,444	2,030,648
	SAMPO ADR	CUSIP #	79588J102	21,170	262,101	339,673
	SANDS CHINA LTD ADR	CUSIP #	80007R105	4,755	184,593	208,279
	SANDVIK AB ADR	CUSIP #	800212201	14,850	208,335	236,264
	SANOFI ADR	CUSIP #	80105N105	18,015	660,016	853,551
	SAP AG ADR	CUSIP #	803054204	8,230	442,513	661,527
	SAREPTA THERAPEUTICS INC	CUSIP #	803607100	3,857	112,961.34	99,511

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	SCHLUMBERGER LTD	CUSIP #	806857108	22,980	1,676,252	1,592,491
	CHARLES SCHWAB CORP/THE	CUSIP #	808513105	134,800	1,708,851	1,935,728
	SEACOR HOLDINGS INC	CUSIP #	811904101	2,500	223,239	209,500
	SEATTLE GENETICS INC	CUSIP #	812578102	2,400	57,143	55,608
	SERVICENOW INC	CUSIP #	81762P102	1,658	45,679	49,790
	SEVEN & I HOLDINGS CO LTD ADR	CUSIP #	81783H105	3,960	261,064	223,225
	SHERWIN-WILLIAMS CO/THE	CUSIP #	824348106	1,020	107,582	156,896
	SHIRE PLC ADR	CUSIP #	82481R106	560	57,876	51,621
	SIGNATURE BANK/NEW YORK NY	CUSIP #	82669G104	2,396	166,828	170,931
	SILVER WHEATON CORP	CUSIP #	828336107	37,000	1,339,607	1,334,960
	SIRONA DENTAL SYSTEMS INC	CUSIP #	82966C103	2,700	163,658	174,042
	AO SMITH CORP	CUSIP #	831865209	1,500	91,019	94,605
	SOFTBANK CORP ADR	CUSIP #	83404D109	9,385	179,653	170,413
	SOHU.COM INC	CUSIP #	83408W103	1,393	64,256	65,945
	SONOCO PRODUCTS CO	CUSIP #	835495102	9,862	325,052	293,197
	SPARTAN STORES INC	CUSIP #	846822104	4,750	87,694	72,960
	SPLUNK INC	CUSIP #	848637104	2,808	88,866	81,488
	STAG INDUSTRIAL INC	CUSIP #	85254J102	6,294	96,490	113,103
	STANDEX INTERNATIONAL CORP	CUSIP #	854231107	3,259	111,360	167,154
	STARBUCKS CORP	CUSIP #	855244109	31,810	1,419,033	1,705,970
	STARWOOD HOTELS & RESORTS WORL	CUSIP #	85590A401	2,130	103,470	122,177
	STATE STREET CORP	CUSIP #	857477103	35,100	1,424,660	1,650,051
	STEELCASE INC	CUSIP #	858155203	33,950	257,159	432,523
	STERIS CORP	CUSIP #	859152100	2,600	77,895	90,298
	STIFEL FINANCIAL CORP	CUSIP #	860630102	2,100	68,215	67,137
	SUMITOMO MITSUI FINANCIAL GROU ADR	CUSIP #	86562M209	71,357	423,964	523,760
	SWATCH GROUP AG/THE ADR	CUSIP #	870123106	8,030	175,307	202,300
	SWEDBANK AB ADR	CUSIP #	870195104	11,055	145,423	215,816
	SYKES ENTERPRISES INC	CUSIP #	871237103	4,789	74,814	72,889
	TCF FINANCIAL CORP	CUSIP #	872275102	31,043	322,272	377,172

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	TEAM HEALTH HOLDINGS INC	CUSIP #	87817A107	5,648	150,715	162,493
	TECHNIP SA ADR	CUSIP #	878546209	9,365	233,632	268,045
	TELSTRA CORP LTD ADR	CUSIP #	87969N204	8,185	140,011	185,677
	TERADATA CORP	CUSIP #	88076W103	1,440	78,586	89,122
	TESLA MOTORS INC	CUSIP #	88160R101	3,454	109,085	116,987
	TEXAS CAPITAL BANCSHARES INC	CUSIP #	88224Q107	1,704	58,304	76,373
	THERMON GROUP HOLDINGS INC	CUSIP #	88362T103	2,665	59,973	60,042
	3D SYSTEMS CORP	CUSIP #	88554D205	2,884	84,552	153,861
	3M CO	CUSIP #	88579Y101	14,700	1,218,607	1,364,895
	TIDEWATER INC	CUSIP #	886423102	2,800	142,091	125,104
	TOMPKINS FINANCIAL CORP	CUSIP #	890110109	500	20,096	19,820
	TRANSDIGM GROUP INC	CUSIP #	893641100	2,969	286,598	404,853
	TULLOW OIL PLC ADR	CUSIP #	899415202	21,795	230,279	223,377
	TUMI HOLDINGS INC	CUSIP #	89969Q104	5,319	112,846	110,901
	UGI CORP	CUSIP #	902681105	3,400	98,984	111,214
	UNS ENERGY CORP	CUSIP #	903119105	1,600	58,877	67,872
	URS CORP	CUSIP #	903236107	18,832	669,829	739,344
	US AIRWAYS GROUP INC	CUSIP #	90341W108	14,821	80,230	200,084
	ULTA SALON COSMETICS & FRAGRAN	CUSIP #	90384S303	583	52,562	57,286
	ULTIMATE SOFTWARE GROUP INC	CUSIP #	90385D107	1,163	103,347	109,799
	UNDER ARMOUR INC	CUSIP #	904311107	526	23,718	25,527
	UNILEVER PLC ADR	CUSIP #	904767704	17,990	605,655	696,573
	UNITED BANKSHARES INC	CUSIP #	909907107	1,450	40,992	35,293
	UNITED CONTINENTAL HOLDINGS IN	CUSIP #	910047109	6,960	141,415	162,725
	UNITED NATURAL FOODS INC	CUSIP #	911163103	2,733	129,197	146,461
	UNITED PARCEL SERVICE INC	CUSIP #	911312106	10,000	735,742	737,300
	UNITED RENTALS INC	CUSIP #	911363109	4,459	174,981	202,974
	UNITED STATIONERS INC	CUSIP #	913004107	7,140	232,478	221,269
	URBAN OUTFITTERS INC	CUSIP #	917047102	1,700	50,933	66,912
	VF CORP	CUSIP #	918204108	3,313	444,771	500,164

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	VALASSIS COMMUNICATIONS INC	CUSIP #	918866104	2,990	57,508	77,082
	VALEO SA ADR	CUSIP #	919134304	9,155	193,995	227,126
	VECTREN CORP	CUSIP #	92240G101	4,400	133,012	129,360
	VERA BRADLEY INC	CUSIP #	92335C106	262	6,340	6,576
	VERISK ANALYTICS INC	CUSIP #	92345Y106	25,150	1,220,306	1,281,896
	VIAD CORP	CUSIP #	92552R406	2,610	45,623	70,888
	VISA INC	CUSIP #	92826C839	11,320	1,446,987	1,715,886
	VITAMIN SHOPPE INC	CUSIP #	92849E101	2,137	115,162	122,578
	VMWARE INC	CUSIP #	928563402	13,470	1,273,032	1,268,066
	VOCERA COMMUNICATIONS INC	CUSIP #	92857F107	2,440	68,275	61,244
	VODAFONE GROUP PLC ADR	CUSIP #	92857W209	50,400	1,411,689	1,269,576
	WSFS FINANCIAL CORP	CUSIP #	929328102	700	25,172	29,575
	WADDELL & REED FINANCIAL INC	CUSIP #	930059100	3,650	98,834	127,093
	WATSON PHARMACEUTICALS INC	CUSIP #	942683103	2,870	175,247	246,820
	WELLS FARGO & CO	CUSIP #	949746101	46,700	1,302,261	1,596,206
	WERNER ENTERPRISES INC	CUSIP #	950755108	17,646	419,013	382,389
	WESCO INTERNATIONAL INC	CUSIP #	95082P105	2,920	157,482	196,896
	WESTAMERICA BANCORPORATION	CUSIP #	957090103	400	17,795	17,036
	WESTERN ALLIANCE BANCORP	CUSIP #	957638109	6,667	53,620	70,204
	WESTERN UNION CO/THE	CUSIP #	959802109	77,900	1,359,039	1,060,219
	WEX INC	CUSIP #	96208T104	2,000	132,332	150,740
	WISDOMTREE INVESTMENTS INC	CUSIP #	97717P104	1,456	9,459	8,911
	WOLSELEY PLC-ADR	CUSIP #	977868207	63,537	227,960	299,513
	WYNDHAM WORLDWIDE CORP	CUSIP #	98310W108	9,430	403,469	501,770
	YAHOO JAPAN CORP ADR	CUSIP #	98433V102	21,695	232,504	233,004
	YELP INC	CUSIP #	985817105	5,551	116,607	104,636
	ZILLOW INC	CUSIP #	98954A107	1,710	58,448	47,453
	TOTAL COMMON STOCKS				145,646,394	162,845,165
	TOTAL CORPORATE - COMMON STOCKS				$ 145,646,394	$ 162,845,165

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS					
	PROLOGIS LP 6.125% 12/01/2016 DD 11/20/09	CUSIP #	00163MAJ3	$ 165,000	$ 188,352	$ 188,699
	AMERICAN EXPRESS CREDIT AC 2 A 0.680% 03/15/2018 DD 08/21/12	CUSIP #	02582JGD6	550,000	549,999	551,760
	BARRICK GOLD CORP 2.900% 05/30/2016 DD 06/01/11	CUSIP #	067901AF5	295,000	308,664	309,514
	BOARDWALK PIPELINES LP 5.875% 11/15/2016 DD 11/21/06	CUSIP #	096630AA6	275,000	311,087	307,208
	CIGNA CORP 2.750% 11/15/2016 DD 11/10/11	CUSIP #	125509BR9	350,000	349,233	368,179
	CAPITAL ONE FINANCIAL CORP 3.150% 07/15/2016 DD 07/19/11	CUSIP #	14040HAX3	350,000	358,900	371,592
	CHASE ISSUANCE TRUST A5 A5 0.590% 08/15/2017 DD 09/13/12	CUSIP #	161571FL3	550,000	549,980	550,467
	CITIGROUP INC 6.125% 11/21/2017 DD 11/21/07	CUSIP #	172967EM9	380,000	420,083	452,261
	CITIGROUP INC 6.010% 01/15/2015 DD 12/15/09	CUSIP #	172967FA4	405,000	423,108	442,548
	COMCAST CORP 5.900% 03/15/2016 DD 03/02/06	CUSIP #	20030NAL5	320,000	373,338	367,658
	COMCAST CORP 5.150% 03/01/2020 DD 03/01/10	CUSIP #	20030NBA8	340,000	386,658	402,988
	CONAGRA FOODS INC 5.875% 04/15/2014 DD 04/14/09	CUSIP #	205887BE1	270,000	296,973	287,272
	COVIDIEN INTERNATIONAL FINANCE 4.200% 06/15/2020 DD 06/28/10	CUSIP #	22303QAL4	275,000	301,114	311,471
	DIRECTV HOLDINGS LLC / DIRECTV 3.125% 02/15/2016 DD 08/17/10	CUSIP #	25459HAV7	295,000	305,729	308,933
	DIRECTV HOLDINGS LLC / DIRECTV 5.000% 03/01/2021 DD 03/10/11	CUSIP #	25459HBA2	350,000	374,577	392,623

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS					
	DISCOVERY COMMUNICATIONS LLC 3.700% 06/01/2015 DD 06/03/10	CUSIP #	25470DAB5	285,000	304,930	303,630
	DOMINION RESOURCES INC/VA 1.800% 03/15/2014 DD 03/07/11	CUSIP #	25746UBK4	250,000	255,610	253,278
	DOW CHEMICAL CO/THE 5.900% 02/15/2015 DD 08/07/09	CUSIP #	260543CA9	300,000	333,816	330,969
	DR PEPPER SNAPPLE GROUP INC 2.900% 01/15/2016 DD 01/11/11	CUSIP #	26138EAM1	350,000	362,992	368,784
	ERP OPERATING LP 5.750% 06/15/2017 DD 06/04/07	CUSIP #	26884AAX1	313,000	359,976	369,230
	HP ENTERPRISE SERVICES LLC VAR RT 08/01/2013 DD 06/30/03	CUSIP #	285661AD6	270,000	286,219	276,799
	ENBRIDGE ENERGY PARTNERS LP 6.500% 04/15/2018 DD 04/03/08	CUSIP #	29250RAN6	210,000	253,968	255,560
	ENTERPRISE PRODUCTS OPERATING 6.300% 09/15/2017 DD 09/04/07	CUSIP #	29379VAA1	300,000	354,272	362,889
	ENTERPRISE PRODUCTS OPERATING 5.600% 10/15/2014 DD 10/04/04	CUSIP #	293791AN9	270,000	295,831	292,291
	ENTERPRISE PRODUCTS OPERATING 5.000% 03/01/2015 DD 03/02/05	CUSIP #	293791AR0	245,000	268,723	265,068
	FEDEX CORP 2.625% 08/01/2022 DD 07/27/12	CUSIP #	31428XAS5	385,000	380,311	383,025
	FIRST HORIZON NATIONAL CORP 5.375% 12/15/2015 DD 12/20/10	CUSIP #	320517AA3	290,000	293,553	317,016
	FORD MOTOR CREDIT CO LLC 6.625% 08/15/2017 DD 08/04/10	CUSIP #	345397VP5	260,000	299,954	303,802
	GENERAL MILLS INC 5.200% 03/17/2015 DD 03/17/08	CUSIP #	370334BF0	455,000	506,028	499,717
	HCP INC 3.750% 02/01/2016 DD 01/24/11	CUSIP #	40414LAC3	295,000	303,645	313,092

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS					
	HEALTH CARE REIT INC 4.700% 09/15/2017 DD 09/10/10	CUSIP #	42217KAT3	300,000	297,939	334,641
	HJ HEINZ CO 5.350% 07/15/2013 DD 07/15/08	CUSIP #	423074AJ2	275,000	291,910	282,010
	INGERSOLL-RAND GLOBAL HOLDING 6.000% 08/15/2013 DD 08/15/08	CUSIP #	45687AAB8	300,000	319,888	310,029
	MONDELEZ INTERNATIONAL INC 6.500% 08/11/2017 DD 08/13/07	CUSIP #	50075NAS3	300,000	356,871	366,414
	MONDELEZ INTERNATIONAL INC 4.125% 02/09/2016 DD 02/08/10	CUSIP #	50075NBB9	370,000	406,197	403,119
	KROGER CO/THE 2.200% 01/15/2017 DD 01/19/12	CUSIP #	501044CP4	300,000	300,000	310,026
	MARATHON OIL CORP 2.800% 11/01/2022 DD 10/29/12	CUSIP #	565849AK2	390,000	392,925	392,418
	MCKESSON CORP 3.250% 03/01/2016 DD 02/28/11	CUSIP #	58155QAC7	325,000	343,954	348,367
	MERRILL LYNCH & CO INC 6.400% 08/28/2017 DD 08/28/07	CUSIP #	59018YJ69	360,000	348,588	422,770
	NEVADA POWER CO 6.500% 05/15/2018 DD 05/12/06	CUSIP #	641423BS6	305,000	365,963	380,384
	PFIZER INC 5.350% 03/15/2015 DD 03/24/09	CUSIP #	717081DA8	260,000	296,169	286,341
	PRUDENTIAL FINANCIAL INC 4.500% 07/15/2013 DD 07/07/03	CUSIP #	74432QAB1	505,000	523,539	515,065
	PRUDENTIAL FINANCIAL INC 5.150% 01/15/2013 DD 01/11/08	CUSIP #	74432QBE4	200,000	207,060	200,224
	RASC TRUST KS1 AI5 VAR RT 02/25/2034 DD 01/01/04	CUSIP #	74924PAE2	565,000	533,789	547,417
	REPUBLIC SERVICES INC 5.000% 03/01/2020 DD 03/04/10	CUSIP #	760759AH3	325,000	364,887	376,899

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS					
	SAFEWAY INC 6.250% 03/15/2014 DD 12/22/08	CUSIP #	786514BQ1	295,000	314,948	311,228
	SEMPRA ENERGY 2.875% 10/01/2022 DD 09/24/12	CUSIP #	816851AT6	320,000	320,563	320,774
	STARBUCKS CORP 6.250% 08/15/2017 DD 08/23/07	CUSIP #	855244AC3	255,000	304,184	306,729
	THERMO FISHER SCIENTIFIC INC 2.250% 08/15/2016 DD 08/16/11	CUSIP #	883556BA9	340,000	348,047	352,033
	TIME WARNER INC 3.150% 07/15/2015 DD 07/14/10	CUSIP #	887317AJ4	285,000	296,434	301,385
	VOLKSWAGEN AUTO LOAN ENHA 1 A4 1.980% 09/20/2017 DD 03/30/11	CUSIP #	92867DAD2	500,000	512,310	512,270
	VORNADO REALTY LP 4.250% 04/01/2015 DD 03/26/10	CUSIP #	929043AF4	295,000	309,880	311,818
	WASTE MANAGEMENT INC 6.375% 03/11/2015 DD 02/26/09	CUSIP #	94106LAT6	320,000	365,094	357,878
	WILLIS NORTH AMERICA INC 7.000% 09/29/2019 DD 09/29/09	CUSIP #	970648AE1	300,000	333,951	353,541
	WORLD FINANCIAL NETWORK CR A A 1.680% 08/15/2018 DD 11/09/11	CUSIP #	981464CN8	500,000	498,430	509,055
	XEROX CORP 6.400% 03/15/2016 DD 03/20/06	CUSIP #	984121BP7	320,000	358,061	360,598
	TOTAL CORPORATE DEBT INSTRUMENTS				$ 19,669,204	$ 19,981,756

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS-PREFERRED					
	AT&T INC 2.950% 05/15/2016 DD 04/29/11	CUSIP #	00206RAW2	$ 335,000	$ 349,890	$ 354,671
	ACE INA HOLDINGS INC 5.700% 02/15/2017 DD 02/08/07	CUSIP #	00440EAJ6	300,000	345,993	352,266
	AETNA INC 2.750% 11/15/2022 DD 11/07/12	CUSIP #	008117AP8	385,000	385,127	381,831
	ALLY MASTER OWNER TRUST 1 A2 1.440% 02/15/2017 DD 02/22/12	CUSIP #	02005ACC0	450,000	449,965	455,566
	ALLY AUTO RECEIVABLES TRU 3 A2 0.700% 01/15/2015 DD 05/30/12	CUSIP #	02005EAB6	490,000	489,978	490,843
	ALLY AUTO RECEIVABLES TRU 1 A3 1.380% 01/15/2015 DD 02/09/11	CUSIP #	02005TAC1	291,732	293,248	292,783
	AMERICA MOVIL SAB DE CV 5.625% 11/15/2017 DD 10/30/07	CUSIP #	02364WAN5	300,000	344,862	359,175
	AMERICAN EXPRESS CREDIT CORP 2.800% 09/19/2016 DD 09/19/11	CUSIP #	0258M0DC0	280,000	288,532	296,254
	AMERICAN EXPRESS CO 6.150% 08/28/2017 DD 08/28/07	CUSIP #	025816AX7	350,000	423,983	421,740
	AMERICREDIT AUTOMOBILE RE 3 A2 0.710% 12/08/2015 DD 06/27/12	CUSIP #	03061UAB9	500,000	499,967	500,850
	AMERICREDIT AUTOMOBILE RE 5 A3 0.620% 06/08/2017 DD 11/20/12	CUSIP #	03064XAC8	330,000	329,952	329,993
	ANHEUSER-BUSCH COS LLC 5.050% 10/15/2016 DD 10/14/03	CUSIP #	035229CV3	370,000	422,870	423,324
	BB&T CORP 5.700% 04/30/2014 DD 05/04/09	CUSIP #	05531FAA1	300,000	328,197	319,740
	BHP BILLITON FINANCE USA LTD 3.250% 11/21/2021 DD 11/21/11	CUSIP #	055451AL2	305,000	314,028	328,256

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS-PREFERRED					
	BHP BILLITON FINANCE USA LTD 1.000% 02/24/2015 DD 02/24/12	CUSIP #	055451AN8	310,000	313,010	312,297
	BANK OF MONTREAL 2.500% 01/11/2017 DD 01/11/12	CUSIP #	06366QW86	330,000	329,324	345,919
**	BANK OF NEW YORK MELLON CORP/T 3.100% 01/15/2015 DD 11/16/09	CUSIP #	06406HBN8	445,000	465,054	466,240
**	BANK OF NEW YORK MELLON CORP/T 0.700% 10/23/2015 DD 10/25/12	CUSIP #	06406HCD9	390,000	389,598	388,553
	BANK OF NOVA SCOTIA 1.375% 12/18/2017 DD 12/18/12	CUSIP #	064159BE5	310,000	309,656	310,431
	BAPTIST HEALTH SOUTH FLORIDA I 4.590% 08/15/2021 DD 05/25/11	CUSIP #	066836AA5	208,000	225,659	232,941
	BEAR STEARNS COS LLC/THE 7.250% 02/01/2018 DD 02/01/08	CUSIP #	073902RU4	300,000	360,384	375,912
	BROWN-FORMAN CORP 2.500% 01/15/2016 DD 12/16/10	CUSIP #	115637AK6	320,000	327,565	335,619
	BURLINGTON NORTHERN SANTA FE L 5.650% 05/01/2017 DD 04/13/07	CUSIP #	12189TAY0	610,000	717,237	718,037
	CARMAX AUTO OWNER TRUST 2 A3 0.910% 12/15/2015 DD 09/22/11	CUSIP #	14313DAC8	500,000	498,440	502,140
	CARMAX AUTO OWNER TRUST 1 A2 0.590% 03/16/2015 DD 02/16/12	CUSIP #	14313GAB3	404,905	404,877	405,371
	CATERPILLAR FINANCIAL SERVICES 4.250% 02/08/2013 DD 02/08/08	CUSIP #	14912L3S8	310,000	317,003	311,181
	CATERPILLAR FINANCIAL SERVICES 2.750% 06/24/2015 DD 06/24/10	CUSIP #	14912L4M0	300,000	311,523	314,226
	CATERPILLAR FINANCIAL SERVICES 2.050% 08/01/2016 DD 07/29/11	CUSIP #	14912L4X6	450,000	461,948	465,822

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS-PREFERRED					
	CISCO SYSTEMS INC 5.500% 02/22/2016 DD 02/22/06	CUSIP #	17275RAC6	300,000	349,119	342,915
	CISCO SYSTEMS INC VAR RT 03/14/2014 DD 03/16/11	CUSIP #	17275RAL6	200,000	199,848	200,544
	COLGATE-PALMOLIVE CO 0.600% 11/15/2014 DD 11/08/11	CUSIP #	19416QDW7	270,000	269,908	270,999
	CONOCOPHILLIPS 4.600% 01/15/2015 DD 05/21/09	CUSIP #	20825CAT1	365,000	402,193	394,455
	CONSOLIDATED EDISON CO OF NEW 7.125% 12/01/2018 DD 12/04/08	CUSIP #	209111EV1	300,000	385,917	391,821
	COSTCO WHOLESALE CORP 5.500% 03/15/2017 DD 02/20/07	CUSIP #	22160KAC9	200,000	238,878	235,784
	CREDIT SUISSE FIRST BOST C1 A4 VAR RT 01/15/2037 DD 03/01/04	CUSIP #	22541SAD0	449,833	463,891	464,075
	CREDIT SUISSE/NEW YORK NY 5.400% 01/14/2020 DD 01/14/10	CUSIP #	22546QAD9	360,000	348,623	404,780
	DBRR 2012- EZ1 TRUS EZ1 A 144A 0.946% 09/25/2045 DD 09/01/12	CUSIP #	23306AAA8	461,005	462,500	460,835
	DAIMLER FINANCE NORTH AMERICA 6.500% 11/15/2013 DD 11/06/03	CUSIP #	233835AW7	275,000	299,712	288,679
	JOHN DEERE CAPITAL CORP 1.850% 09/15/2016 DD 08/26/11	CUSIP #	24422ERF8	400,000	408,391	413,708
	DELL INC 2.300% 09/10/2015 DD 09/10/10	CUSIP #	24702RAL5	290,000	296,310	298,010
	WALT DISNEY CO/THE 0.875% 12/01/2014 DD 12/02/11	CUSIP #	25468PCQ7	350,000	350,536	352,888
	WALT DISNEY CO/THE 0.450% 12/01/2015 DD 11/30/12	CUSIP #	25468PCU8	310,000	307,691	308,472

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS-PREFERRED					
	WALT DISNEY CO/THE 4.500% 12/15/2013 DD 12/22/08	CUSIP #	254687AW6	415,000	446,698	431,114
	EI DU PONT DE NEMOURS & CO 3.250% 01/15/2015 DD 11/09/09	CUSIP #	263534BY4	425,000	453,237	447,364
	FORD CREDIT AUTO OWNER TR A A4 2.150% 06/15/2015 DD 04/28/10	CUSIP #	34529LAE4	475,000	484,025	481,056
	FORD CREDIT AUTO OWNER TR A A4 1.650% 05/15/2016 DD 01/28/11	CUSIP #	34529PAD7	475,000	480,923	482,529
	FORD CREDIT AUTO OWNER TR B A3 0.840% 06/15/2015 DD 07/26/11	CUSIP #	34529RAC5	566,003	565,686	567,446
	GE CAPITAL CREDIT CARD MAS 5 A 0.950% 06/15/2018 DD 06/20/12	CUSIP #	36159JDE8	510,000	509,864	514,406
	GENERAL ELECTRIC CAPITAL CORP 5.625% 05/01/2018 DD 04/21/08	CUSIP #	36962G3U6	495,000	571,675	587,827
	GENERAL ELECTRIC CAPITAL CORP 3.350% 10/17/2016 DD 10/17/11	CUSIP #	36962G5H3	580,000	604,012	622,566
	GEORGIA POWER CO 5.250% 12/15/2015 DD 12/06/05	CUSIP #	373334GA3	300,000	340,638	338,835
	GLAXOSMITHKLINE CAPITAL PLC 0.750% 05/08/2015 DD 05/09/12	CUSIP #	377373AB1	465,000	466,955	467,269
	GOLDMAN SACHS GROUP INC/THE 5.350% 01/15/2016 DD 01/17/06	CUSIP #	38141GEE0	325,000	333,174	359,252
	GOLDMAN SACHS GROUP INC/THE 5.750% 10/01/2016 DD 09/19/06	CUSIP #	38141GER1	685,000	725,796	779,434
	GOOGLE INC 2.125% 05/19/2016 DD 05/19/11	CUSIP #	38259PAC6	330,000	343,144	344,586
	HSBC FINANCE CORP 5.000% 06/30/2015 DD 06/27/05	CUSIP #	40429CCS9	500,000	507,695	541,990

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS-PREFERRED					
	HONDA AUTO RECEIVABLES OW 1 A4 1.980% 05/23/2016 DD 02/24/10	CUSIP #	43812BAH6	195,875	198,312	196,643
	HONDA AUTO RECEIVABLES OW 1 A3 0.770% 01/15/2016 DD 02/23/12	CUSIP #	43813UAC4	175,000	174,990	175,826
	HONDA AUTO RECEIVABLES OW 3 A3 0.560% 05/15/2016 DD 07/25/12	CUSIP #	43813XAC8	595,000	594,996	595,672
	HYUNDAI AUTO RECEIVABLES A A3 0.720% 03/15/2016 DD 03/07/12	CUSIP #	44890GAC9	375,000	374,964	376,301
	HYUNDAI AUTO RECEIVABLES C A3 0.530% 04/17/2017 DD 10/17/12	CUSIP #	44890KAC0	585,000	584,926	585,059
	HYUNDAI AUTO RECEIVABLES C A2 0.620% 07/15/2014 DD 10/05/11	CUSIP #	44918AAB2	291,897	291,526	292,081
	HYUNDAI AUTO RECEIVABLES A A4 3.150% 03/15/2016 DD 09/11/09	CUSIP #	44921AAD3	269,229	276,843	273,553
	HYUNDAI AUTO RECEIVABLES A A4 2.450% 12/15/2016 DD 05/13/10	CUSIP #	44923WAD3	485,000	500,001	496,596
	INTEL CORP 1.950% 10/01/2016 DD 09/19/11	CUSIP #	458140AH3	485,000	498,590	501,054
	INTEL CORP 3.300% 10/01/2021 DD 09/19/11	CUSIP #	458140AJ9	305,000	321,309	323,410
	JPMORGAN CHASE & CO 3.700% 01/20/2015 DD 09/18/09	CUSIP #	46625HHP8	300,000	318,600	315,864
	JPMORGAN CHASE & CO 3.150% 07/05/2016 DD 06/29/11	CUSIP #	46625HJA9	885,000	891,278	937,613
	JACKSON NATIONAL LIFE GLO 144A 5.375% 05/08/2013 DD 05/08/08	CUSIP #	46849LSB8	275,000	287,801	279,736
	LB-UBS COMMERCIAL MORTGA C3 A4 4.166% 05/15/2032 DD 05/11/03	CUSIP #	52108HRC0	190,984	196,396	191,843

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS-PREFERRED					
	MCDONALD'S CORP 5.000% 02/01/2019 DD 01/16/09	CUSIP #	58013MEG5	250,000	296,652	291,223
	MERCEDES-BENZ AUTO RECEIV 1 A4 2.140% 08/15/2016 DD 04/21/10	CUSIP #	587682AD7	130,000	132,584	131,474
	METLIFE INC 5.000% 06/15/2015 DD 06/23/05	CUSIP #	59156RAN8	255,000	283,904	280,730
	MORGAN STANLEY 2.875% 07/28/2014 DD 07/28/11	CUSIP #	61747WAK5	300,000	282,528	306,603
	NISSAN AUTO RECEIVABLES O B A3 0.950% 02/16/2016 DD 11/17/11	CUSIP #	65475QAC5	375,000	374,479	377,715
	NISSAN AUTO RECEIVABLES O A A4 4.740% 08/17/2015 DD 03/25/09	CUSIP #	65476AAF2	33,245	34,047	33,308
	PECO ENERGY CO 5.000% 10/01/2014 DD 03/26/09	CUSIP #	693304AN7	285,000	314,592	306,204
	PACCAR FINANCIAL CORP 1.600% 03/15/2017 DD 03/06/12	CUSIP #	69371RK54	360,000	361,334	365,641
	PACIFICORP 5.450% 09/15/2013 DD 09/08/03	CUSIP #	695114BW7	300,000	321,084	310,107
	PETROBRAS INTERNATIONAL FINANC 5.875% 03/01/2018 DD 11/01/07	CUSIP #	71645WAM3	335,000	366,614	383,545
	PRAXAIR INC 5.375% 11/01/2016 DD 11/02/06	CUSIP #	74005PAN4	320,000	373,632	371,578
	PUBLIC SERVICE ELECTRIC & GAS 0.850% 08/15/2014 DD 08/16/11	CUSIP #	74456QAY2	310,000	309,904	311,190
	RIO TINTO FINANCE USA LTD 2.500% 05/20/2016 DD 05/20/11	CUSIP #	767201AM8	350,000	357,031	365,375
	ROYAL BANK OF CANADA 1.150% 03/13/2015 DD 03/14/12	CUSIP #	78008T2C7	295,000	294,906	298,201

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS-PREFERRED					
	AT&T INC 5.625% 06/15/2016 DD 08/18/04	CUSIP #	78387GAL7	520,000	596,528	596,846
	SHELL INTERNATIONAL FINANCE BV 4.000% 03/21/2014 DD 03/23/09	CUSIP #	822582AF9	505,000	542,794	527,225
	SIMON PROPERTY GROUP LP 4.200% 02/01/2015 DD 01/25/10	CUSIP #	828807CC9	295,000	313,856	312,847
	TARGET CORP 4.000% 06/15/2013 DD 06/11/03	CUSIP #	87612EAM8	425,000	445,532	431,579
	TOYOTA MOTOR CREDIT CORP 2.050% 01/12/2017 DD 01/12/12	CUSIP #	89233P5S1	295,000	295,738	305,107
	TOYOTA MOTOR CREDIT CORP 1.750% 05/22/2017 DD 05/22/12	CUSIP #	89233P6D3	250,000	249,085	256,008
	TOYOTA AUTO RECEIVABLES 2 A A3 0.980% 10/15/2014 DD 02/03/11	CUSIP #	89235XAC1	311,880	312,531	312,588
	TRAVELERS PROPERTY CASUALTY CO 5.000% 03/15/2013 DD 03/11/03	CUSIP #	89420GAJ8	450,000	469,426	454,383
	UNITED PARCEL SERVICE INC 5.500% 01/15/2018 DD 01/15/08	CUSIP #	911312AH9	300,000	359,502	360,450
	US BANCORP 2.450% 07/27/2015 DD 07/27/10	CUSIP #	91159HGX2	525,000	538,041	548,725
	US BANCORP 1.650% 05/15/2017 DD 05/08/12	CUSIP #	91159HHD5	250,000	249,533	254,725
	UNITEDHEALTH GROUP INC 1.400% 10/15/2017 DD 10/22/12	CUSIP #	91324PBY7	300,000	299,640	300,468
	VERIZON COMMUNICATIONS INC 5.500% 04/01/2017 DD 04/03/07	CUSIP #	92343VAG9	525,000	607,829	616,087
	VERIZON COMMUNICATIONS INC 3.000% 04/01/2016 DD 03/28/11	CUSIP #	92343VAY0	355,000	373,249	378,008

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS-PREFERRED					
	CELLCO PARTNERSHIP / VERIZON W 5.550% 02/01/2014 DD 08/01/09	CUSIP #	92344SAP5	445,000	483,475	467,134
	VOLKSWAGEN AUTO LEASE TRU A A3 0.870% 07/20/2015 DD 06/21/12	CUSIP #	92867KAC8	425,000	424,916	427,363
	VOLKSWAGEN AUTO LOAN ENHA 1 A4 2.140% 08/22/2016 DD 01/28/10	CUSIP #	92869AAD6	102,568	104,218	103,379
	WELLS FARGO & CO 2.100% 05/08/2017 DD 05/07/12	CUSIP #	94974BFD7	750,000	749,818	775,402
	WELLS FARGO & CO 1.500% 07/01/2015 DD 06/27/12	CUSIP #	94974BFE5	620,000	630,304	630,683
	WISCONSIN POWER & LIGHT CO 5.000% 07/15/2019 DD 07/10/09	CUSIP #	976826BG1	210,000	243,909	247,756
	WORLD OMNI AUTO RECEIVABL A A3 0.640% 02/15/2017 DD 07/18/12	CUSIP #	98157HAB3	385,000	384,971	386,956
	WORLD OMNI AUTOMOBILE LEA A A3 0.930% 11/16/2015 DD 06/13/12	CUSIP #	98158VAC9	825,000	824,882	830,164
	TOTAL CORPORATE DEBT INSTRUMENTS-PREFERRED				$ 41,428,509	$ 41,783,648
	TOTAL CORPORATE DEBT INSTRUMENTS				$ 61,097,713	$ 61,765,404

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	U.S. GOVERNMENT SECURITIES					
	FEDERAL NATL MTG ASSN 1.250% 01/30/2017 DD 01/09/12	CUSIP #	3135G0GY3	$ 750,000	$ 758,600	$ 768,878
	FEDERAL NATL MTG ASSN 0.375% 12/21/2015 DD 11/16/12	CUSIP #	3135G0SB0	1,855,000	1,851,809	1,852,700
	FEDERAL HOME LN MTG CORP 3.750% 03/27/2019 DD 03/27/09	CUSIP #	3137EACA5	1,500,000	1,712,295	1,733,880
	FEDERAL HOME LN MTG CORP 1.000% 03/08/2017 DD 01/30/12	CUSIP #	3137EADC0	2,915,000	2,875,315	2,952,166
	FNMA POOL #0452225 6.000% 03/01/2029 DD 03/01/99	CUSIP #	31380WLE2	66,340	73,951	74,123
	FEDERAL NATL MTG ASSN 1.625% 10/26/2015 DD 09/27/10	CUSIP #	31398A4M1	2,295,000	2,369,817	2,374,201
	FNMA POOL #0889720 6.500% 07/01/2038 DD 06/01/08	CUSIP #	31410KPD0	79,132	88,482	88,896
	FNMA POOL #0913253 VAR RT 03/01/2037 DD 03/01/07	CUSIP #	31411RTJ7	532,218	563,742	566,791
	FNMA POOL #0946869 6.000% 09/01/2037 DD 09/01/07	CUSIP #	31413JMS0	373,585	411,773	409,004
	FNMA POOL #0984075 4.500% 06/01/2023 DD 05/01/08	CUSIP #	31415MFQ3	75,488	80,546	81,246
	GNMA POOL #0569238 6.500% 03/15/2032 DD 03/01/02	CUSIP #	36200QLT9	93,881	108,840	109,612
	GNMA GTD REMIC P/T 08-39 B 4.549% 06/16/2028 DD 05/01/08	CUSIP #	38373MW30	447,341	473,166	455,031
	GNMA GTD REMIC P/T 08-86 B 4.806% 11/16/2031 DD 10/01/08	CUSIP #	38373M3N8	500,000	540,385	521,865
	GNMA GTD REMIC P/T 09-37 AB 4.022% 03/16/2037 DD 05/01/09	CUSIP #	38373M6Y1	89,005	93,415	90,841
	GNMA GTD REMIC P/T 11-6 AB 2.400% 12/16/2037 DD 01/01/11	CUSIP #	38376GA91	869,616	887,443	892,948

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	U.S. GOVERNMENT SECURITIES					
	GNMA GTD REMIC P/T 11-20 A 1.883% 04/16/2032 DD 02/01/11	CUSIP #	38376GC24	819,307	827,394	831,417
	GNMA GTD REMIC P/T 11-16 A 2.210% 11/16/2034 DD 02/01/11	CUSIP #	38376GF21	662,418	673,136	674,944
	GNMA GTD REMIC P/T 11-47 A 2.070% 04/16/2032 DD 03/01/11	CUSIP #	38376GJ35	883,847	895,231	897,936
	GNMA GTD REMIC P/T 11-31 A 2.210% 12/16/2035 DD 03/01/11	CUSIP #	38376GL57	907,334	922,342	926,506
	GNMA GTD REMIC P/T 10-71 AC 2.989% 03/16/2039 DD 06/01/10	CUSIP #	38376GRF9	269,768	278,586	277,718
	GNMA GTD REMIC P/T 10-102 AB 1.852% 07/16/2032 DD 08/01/10	CUSIP #	38376GTK6	356,405	358,579	359,588
	GNMA GTD REMIC P/T 10-122 B 2.169% 11/16/2037 DD 09/01/10	CUSIP #	38376GVY3	424,409	431,993	436,470
	GNMA GTD REMIC P/T 12-46 AB 1.771% 11/16/2038 DD 04/01/12	CUSIP #	38378BSP5	738,940	746,329	758,381
	US TREAS-CPI INFLAT 2.000% 01/15/2014 DD 01/15/04	CUSIP #	912828BW9	732,367	774,326	755,766
	U S TREASURY NOTE 4.625% 02/15/2017 DD 02/15/07	CUSIP #	912828GH7	2,000,000	2,373,280	2,331,260
	US TREAS-CPI INFLAT 1.625% 01/15/2018 DD 01/15/08	CUSIP #	912828HN3	1,601,047	1,816,844	1,856,846
	U S TREASURY NOTE 3.875% 05/15/2018 DD 05/15/08	CUSIP #	912828HZ6	2,500,000	2,916,025	2,905,275
	U S TREASURY NOTE 3.125% 05/15/2019 DD 05/15/09	CUSIP #	912828KQ2	2,950,000	3,307,688	3,340,875
	U S TREASURY NOTE 2.625% 02/29/2016 DD 02/28/09	CUSIP #	912828KS8	450,000	486,423	481,536
	U S TREASURY NOTE 2.625% 11/15/2020 DD 11/15/10	CUSIP #	912828PC8	2,100,000	2,259,806	2,304,750

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	U.S. GOVERNMENT SECURITIES					
	U S TREASURY NOTE 2.125% 08/15/2021 DD 08/15/11	CUSIP #	912828RC6	3,000,000	3,159,789	3,153,750
	U S TREASURY NOTE 1.000% 03/31/2017 DD 03/31/12	CUSIP #	912828SM3	1,105,000	1,125,220	1,124,768
	U S TREASURY NOTE 0.250% 08/31/2014 DD 08/31/12	CUSIP #	912828TL4	4,800,000	4,799,641	4,801,296
	U S TREASURY NOTE 0.250% 09/15/2015 DD 09/15/12	CUSIP #	912828TP5	9,495,000	9,472,130	9,474,206
	TOTAL U.S. GOVERNMENT SECURITIES				$ 50,514,341	$ 50,665,470

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	OTHER INVESTMENTS					
	AMERICAN MUNI PWR-OHIO INC OH 3.944% 02/15/2015 DD 12/09/09	CUSIP #	02765UCS1	$ 200,000	$ 206,856	$ 208,332
	MASSACHUSETTS ST DEV FIN AGY R 3.988% 04/01/2017 DD 05/05/11	CUSIP #	57583UBX5	230,000	245,806	252,278
	NEBRASKA ST PUBLIC PWR DIST RE 5.140% 01/01/2014 DD 03/20/08	CUSIP #	63968AMY8	200,000	215,590	208,956
	NEW YORK NY 2.070% 08/01/2014 DD 04/01/11	CUSIP #	64966JDX1	355,000	358,831	363,783
	PHOENIX AZ CIVIC IMPT CORP EXC 4.002% 07/01/2018 DD 06/07/11	CUSIP #	71884AVX4	300,000	320,823	323,745
	PORT AUTH OF NEW YORK & NEW JE 5.309% 12/01/2019 DD 07/01/09	CUSIP #	73358WAG9	150,000	177,954	181,245
	PORT OF SEATTLE WA 2.254% 12/01/2014 DD 02/23/11	CUSIP #	735371LH7	200,000	206,806	205,174
	UTAH ST RECAPITALIZATION REVEN 4.340% 07/01/2019 DD 02/23/10	CUSIP #	917535AK2	180,000	203,846	204,847
	WASHINGTON ST BIOMEDICAL RESEA 3.049% 07/01/2014 DD 12/14/10	CUSIP #	93730PAK2	230,000	240,106	238,328
	TOTAL OTHER INVESTMENTS				$ 2,176,618	$ 2,186,688

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	REGISTERED INVESTMENT COMPANIES					
	LAZARD EMERGING MARKETS EQUITY	CUSIP #	52106N889	72,051	$ 1,332,182	$ 1,407,875
	MANNING & NAPIER FUND INC -	CUSIP #	563821503	807,378	17,959,757	18,819,984
	SPDR BARCLAYS INTERNATIONAL	CUSIP #	78464A516	74,100	4,330,674	4,520,841
	TOTAL REGISTERED INVESTMENT COMPANIES				$ 23,622,613	$ 24,748,700
	COMMON/COLLECTIVE TRUST FUNDS					
	COLLECTIVE US GOVT STIF 4 VAR RT 12/31/2019 DD 07/24/08	CUSIP #	S99990665	$ 6,868,947	$ 6,868,947	$ 6,868,947
	COLLECTIVE US GOVT STIF 4 VAR RT 12/31/2049 DD 07/24/08	CUSIP #	S99990665	199,397	199,397	199,397
	TOTAL COMMON/COLLECTIVE TRUST FUNDS				$ 7,068,344	$ 7,068,344
	SHORT TERM INVESTMENTS					
**	BNY MELLON CASH RESERVE 0.010% 12/31/2049 DD 06/26/97	CUSIP #	996087094	$ 5,892	$ 5,892	$ 5,892
	SHORT TERM INVESTMENT FUND			13,056	13,056	13,056
	TOTAL SHORT TERM INVESTMENTS				$ 18,948	$ 18,948
	TOTAL NONPARTICIPANT DIRECTED INVESTMENTS				$ 290,144,971	$ 309,298,719

** Denotes a party-in-interest

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4j - Schedule of Reportable Transactions
Year Ended December 31, 2012

(a) Identity of Party Involved	(b) Description of Asset		(c) Purchase Price	(d) Selling Price	(i) Net Gain or (Loss)
	COLLECTIVE U S GOVERNMENT STIF 938 Purchases	CUSIP # S99990660	$ 107,030,207	$ -	$ -
	COLLECTIVE U S GOVERNMENT STIF 644 Sales	CUSIP # S99990660	$ -	$ 107,794,273	$ -

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Participant directed			
**	Mellon Stable Value Fund	Common/collective trust	*	$ 45,818,358
	New York Life Anchor Account III Stable Value Fund	Pooled separate account	*	1,863,041
	Templeton Foreign Fund	Mutual funds	*	10,404,862
	America Century Ultra Fund	Mutual funds	*	10,506,360
	T. Rowe Price Small-Cap Value Fund	Mutual funds	*	17,481,984
	Washington Mutual Investors Fund-Class A	Mutual funds	*	6,962,632
	Alger Smallcap And Midcap Fund	Mutual funds	*	3,562,301
	Vanguard Interm Bond Index Fund	Mutual funds	*	9,487,534
	Vanguard Target Retirement Income Fund	Mutual funds	*	1,104,451
	Vanguard Target Retirement 2010 Fund	Mutual funds	*	842,486
	Vanguard Target Retirement 2015 Fund	Mutual funds	*	4,898,929
	Vanguard Target Retirement 2020 Fund	Mutual funds	*	2,022,461
	Vanguard Target Retirement 2025 Fund	Mutual funds	*	4,329,465
	Vanguard Target Retirement 2030 Fund	Mutual funds	*	3,497,397
	Vanguard Target Retirement 2035 Fund	Mutual funds	*	4,723,761
	Vanguard Target Retirement 2040 Fund	Mutual funds	*	1,720,351
	Vanguard Target Retirement 2045 Fund	Mutual funds	*	1,885,031
	Vanguard Target Retirement 2050 Fund	Mutual funds	*	1,026,342
	Vanguard Target Retirement 2055 Fund	Mutual funds	*	51
	Total Participant Directed			$ 132,137,797
**	**Notes Receivable From Participants**	Interest rates range from 4.25% to 5% with maturity between one and four years	*	$ 6,385,953

* Column (d) - cost omitted as all investments are participant directed

** Denotes a party-in-interest

The information in this schedule was prepared using the certified Trustee statements. The information in this schedule, except for the Mellon Stable Value Fund which was certified at contract value of $44,765,992, the New York Life Anchor Account III Stable Value Fund which was certified at contract value of $1,836,955, and notes receivable from participants, has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	ALTERRA CAPITAL HOLDINGS LTD	CUSIP #	G0229R108	3,000	$ 70,890	$ 84,570
	ARGO GROUP INTERNATIONAL HOLDINGS LTD COM	CUSIP #	G0464B107	3,310	95,858	111,183
	ASPEN INSURANCE HOLDINGS LIMITED SHS	CUSIP #	G05384105	4,200	111,734	134,736
	AXIS CAPITAL HLDGS LTD SHS	CUSIP #	G0692U109	24,800	796,800	859,072
	ENERGY XXI BERMUDA LTD	CUSIP #	G10082140	3,325	120,036	106,965
	ENDURANCE SPECIALTY HLDGS LTD SHS	CUSIP #	G30397106	9,700	366,585	384,993
	ENSTAR GROUP LIMITED SHS	CUSIP #	G3075P101	300	29,460	33,594
	GASLOG LTD	CUSIP #	G37585109	7,281	94,354	90,503
	PLATINUM UNDERWRITERS HLDGS LTD SHS	CUSIP #	G7127P100	1,516	51,711	69,736
	SIGNET JEWELERS LTD	CUSIP #	G81276100	2,400	105,540	128,160
	VELTI LTD	CUSIP #	G93285107	5,861	59,995	26,375
	WILLIS GROUP HOLDINGS PUBLIC LIMITED COMPANY	CUSIP #	G96666105	19,000	733,638	637,070
	ACE LIMITED SHS	CUSIP #	H0023R105	23,300	1,751,745	1,859,340
	ALLIED WORLD ASSURANCE COMPANY HOLDINGS AG	CUSIP #	H01531104	2,020	156,367	159,176
	TE CONNECTIVITY LTD USD0.97	CUSIP #	H84989104	27,300	848,286	1,013,376
	ALTISOURCE PORTFOLIO SOLUTIONS SA REG SHS	CUSIP #	L0175J104	460	50,977	39,861
	STRATASYS LTD	CUSIP #	M85548101	2,024	153,824	162,224
	SODASTREAM INTERNATIONAL LTD	CUSIP #	M9068E105	600	26,613	26,934
	FLEXTRONICS INTERNATIONAL LTD	CUSIP #	Y2573F102	151,100	865,217	938,331
	AFC ENTERPRISES INC	CUSIP #	00104Q107	2,100	30,870	54,873
	AARON'S INC	CUSIP #	002535300	2,900	77,372	82,012
	AEROPOSTALE INC	CUSIP #	007865108	3,135	39,255	40,786
	AIR METHODS CORP	CUSIP #	009128307	9,726	296,597	358,987
	AKAMAI TECHNOLOGIES INC	CUSIP #	00971T101	2,520	84,847	103,093
	ALASKA AIR GROUP INC	CUSIP #	011659109	2,060	82,857	88,765
	ALIGN TECHNOLOGY INC	CUSIP #	016255101	2,768	72,235	76,812
	ALLEGHENY TECHNOLOGIES INC	CUSIP #	01741R102	2,320	103,054	70,435
	ALLEGIANT TRAVEL CO	CUSIP #	01748X102	1,892	130,277	138,892
	ALLERGAN INC/UNITED STATES	CUSIP #	018490102	18,900	1,627,559	1,733,697
	ALLIANCE DATA SYSTEMS CORP	CUSIP #	018581108	1,500	157,723	217,140

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	ALLSTATE CORP/THE	CUSIP #	020002101	11,100	306,846	445,887
	ALTERA CORP	CUSIP #	021441100	5,000	164,574	171,950
	ALTISOURCE RESIDENTIAL CORP	CUSIP #	02153W100	154	2,349	2,439
	ALTISOURCE ASSET MANAGEMENT CO	CUSIP #	02153X108	46	878	3,708
	AMAZON.COM INC	CUSIP #	023135106	6,450	1,347,258	1,618,111
	AMERICAN EXPRESS CO	CUSIP #	025816109	23,000	1,099,773	1,322,040
	AMERICAN GREETINGS CORP	CUSIP #	026375105	5,609	70,169	94,736
	AMERICAN TOWER CORP	CUSIP #	03027X100	32,700	2,355,247	2,526,729
	AMETEK INC	CUSIP #	031100100	4,050	114,612	152,158
	AMPHENOL CORP	CUSIP #	032095101	1,800	113,778	116,460
	ANGIES LIST INC	CUSIP #	034754101	9,154	133,547	109,756
	ANHEUSER-BUSCH INBEV NV ADR	CUSIP #	03524A108	9,290	573,872	812,039
	ANNIE'S INC	CUSIP #	03600T104	2,302	81,911	76,956
	APPLE INC	CUSIP #	037833100	7,000	850,291	3,725,211
	ARIAD PHARMACEUTICALS INC	CUSIP #	04033A100	4,136	66,239	79,328
	ARM HOLDINGS PLC ADR	CUSIP #	042068106	43,200	1,134,566	1,634,256
	ARUBA NETWORKS INC	CUSIP #	043176106	6,191	125,338	128,401
	ASPEN TECHNOLOGY INC	CUSIP #	045327103	3,716	77,327	102,710
	ASSA ABLOY AB ADR	CUSIP #	045387107	26,950	342,969	503,130
	ASSOCIATED BRITISH FOODS PLC ADR	CUSIP #	045519402	7,700	190,115	195,757
	ASSOCIATED ESTATES REALTY CORP	CUSIP #	045604105	5,500	86,826	88,660
	ASSURANT INC	CUSIP #	04621X108	3,850	143,670	133,595
	ATHENAHEALTH INC	CUSIP #	04685W103	1,060	72,095	77,687
	ATLANTIA SPA ADR	CUSIP #	048173108	39,736	305,955	358,061
	ATWOOD OCEANICS INC	CUSIP #	050095108	2,350	108,189	107,606
	AVON PRODUCTS INC	CUSIP #	054303102	36,500	642,341	524,140
	BG GROUP PLC ADR	CUSIP #	055434203	15,415	330,907	253,700
	BNP PARIBAS ADR	CUSIP #	05565A202	13,870	269,772	389,359
	BALL CORP	CUSIP #	058498106	25,300	1,070,830	1,132,175
	BANCFIRST CORP	CUSIP #	05945F103	500	21,338	21,180

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	BANK OF AMERICA CORP	CUSIP #	060505104	45,100	258,499	523,611
	BANK OF THE OZARKS INC	CUSIP #	063904106	3,343	101,829	111,890
	BANKRATE INC	CUSIP #	06647F102	5,588	98,289	69,571
	BAXTER INTERNATIONAL INC	CUSIP #	071813109	16,400	816,433	1,093,224
	BAYER AG ADR	CUSIP #	072730302	4,315	285,145	408,971
	BAYERISCHE MOTOREN WERKE AG ADR	CUSIP #	072743206	9,465	227,577	303,353
	BBCN BANCORP INC	CUSIP #	073295107	5,633	54,010	65,174
	B/E AEROSPACE INC	CUSIP #	073302101	5,100	203,780	251,940
	BECTON DICKINSON AND CO	CUSIP #	075887109	12,700	949,627	993,013
	BED BATH & BEYOND INC	CUSIP #	075896100	1,450	87,715	81,069
	BEL FUSE INC	CUSIP #	077347300	1,400	26,250	27,370
	BELDEN INC	CUSIP #	077454106	2,150	71,552	96,728
	BEMIS CO INC	CUSIP #	081437105	10,600	319,860	354,676
	BERKSHIRE HATHAWAY INC	CUSIP #	084670702	5,900	529,159	529,230
	BERRY PETROLEUM CO	CUSIP #	085789105	1,700	72,171	57,035
	BEST BUY CO INC	CUSIP #	086516101	49,800	1,026,441	590,130
	BHP BILLITON LTD ADR	CUSIP #	088606108	8,045	559,542	630,889
	BIG LOTS INC	CUSIP #	089302103	2,900	95,324	82,534
	BIOMARIN PHARMACEUTICAL INC	CUSIP #	09061G101	3,691	143,883	181,597
	BIOMED REALTY TRUST INC	CUSIP #	09063H107	4,000	72,320	77,320
	BONANZA CREEK ENERGY INC	CUSIP #	097793103	374	10,546	10,393
	BOSTON BEER CO INC	CUSIP #	100557107	403	55,773	54,183
	BRITISH AMERICAN TOBACCO PLC ADR	CUSIP #	110448107	5,995	572,759	606,994
	BRITISH SKY BROADCASTING GROUP ADR	CUSIP #	111013108	3,695	161,880	184,270
	BROOKFIELD RESIDENTIAL PROPERTIES INC	CUSIP #	11283W104	5,300	45,423	95,082
	BROWN-FORMAN CORP	CUSIP #	115637209	1,995	124,640	126,184
	BRUNSWICK CORP/DE	CUSIP #	117043109	19,952	396,250	580,404
	BUCKEYE TECHNOLOGIES INC	CUSIP #	118255108	2,300	63,096	66,033
	BUFFALO WILD WINGS INC	CUSIP #	119848109	727	63,785	52,940
	CBL & ASSOCIATES PROPERTIES IN	CUSIP #	124830100	5,100	113,015	108,171

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	CEC ENTERTAINMENT INC	CUSIP #	125137109	2,700	93,015	89,613
	CRA INTERNATIONAL INC	CUSIP #	12618T105	1,451	29,647	28,686
	CVB FINANCIAL CORP	CUSIP #	126600105	4,811	48,254	50,034
	CYS INVTS INC	CUSIP #	12673A108	8,912	115,401	105,251
	CABELA'S INC	CUSIP #	126804301	1,400	71,675	58,450
	CABOT CORP	CUSIP #	127055101	2,473	83,222	98,401
	CABOT OIL & GAS CORP	CUSIP #	127097103	1,820	69,629	90,527
	CACI INTERNATIONAL INC	CUSIP #	127190304	1,800	98,838	99,054
	CADENCE DESIGN SYSTEMS INC	CUSIP #	127387108	12,100	144,975	163,471
	CALLAWAY GOLF CO	CUSIP #	131193104	13,628	75,619	88,582
	CAMBREX CORP	CUSIP #	132011107	3,500	24,684	39,830
	CAMERON INTERNATIONAL CORP	CUSIP #	13342B105	1,600	86,066	90,336
	CANON INC ADR	CUSIP #	138006309	7,180	317,279	281,528
	CAPSTEAD MORTGAGE CORP	CUSIP #	14067E506	16,500	205,573	189,255
	CARBO CERAMICS INC	CUSIP #	140781105	667	54,153	52,253
	CARDINAL HEALTH INC	CUSIP #	14149Y108	19,900	808,986	819,482
	CARLISLE COS INC	CUSIP #	142339100	10,021	446,507	588,834
	CARMAX INC	CUSIP #	143130102	1,500	54,252	56,310
	CARNIVAL CORP	CUSIP #	143658300	23,100	752,079	849,387
	CASCADE CORP	CUSIP #	147195101	894	42,156	57,484
	CATAMARAN CORP	CUSIP #	148887102	3,332	121,279	156,937
	CATHAY GENERAL BANCORP	CUSIP #	149150104	2,563	38,266	50,055
	CAVIUM INC	CUSIP #	14964U108	4,709	153,188	146,968
	CELANESE CORP	CUSIP #	150870103	2,500	107,341	111,325
	CENTENE CORP	CUSIP #	15135B101	2,700	104,622	110,700
	CEPHEID INC	CUSIP #	15670R107	1,651	60,267	55,903
	CERNER CORP	CUSIP #	156782104	22,390	1,609,440	1,735,449
	CHART INDUSTRIES INC	CUSIP #	16115Q308	1,347	81,652	89,830
	CHECKPOINT SYSTEMS INC	CUSIP #	162825103	5,400	58,809	57,996
	CHENIERE ENERGY INC	CUSIP #	16411R208	5,818	95,449	109,262

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	CHEVRON CORP	CUSIP #	166764100	9,200	976,405	994,888
	CHICAGO BRIDGE & IRON CO NV	CUSIP #	167250109	5,835	224,745	270,452
	CHICO'S FAS INC	CUSIP #	168615102	11,254	136,659	207,749
	CINTAS CORP	CUSIP #	172908105	25,200	883,340	1,030,680
	CITRIX SYSTEMS INC	CUSIP #	177376100	1,720	109,766	112,866
	CITY NATIONAL CORP/CA	CUSIP #	178566105	2,129	105,697	105,428
	COCA-COLA ENTERPRISES INC	CUSIP #	19122T109	26,500	687,854	840,845
	COGNIZANT TECHNOLOGY SOLUTIONS	CUSIP #	192446102	19,000	1,255,131	1,403,758
	COLGATE-PALMOLIVE CO	CUSIP #	194162103	9,300	862,395	972,222
	COLONY FINANCIAL INC	CUSIP #	19624R106	2,768	52,513	53,976
	COMMERCE BANCSHARES INC/MO	CUSIP #	200525103	673	24,433	23,595
	COMMVAULT SYSTEMS INC	CUSIP #	204166102	1,574	73,283	109,648
	COMPUTER SCIENCES CORP	CUSIP #	205363104	13,487	328,172	540,154
	COMSTOCK RESOURCES INC	CUSIP #	205768203	5,731	88,569	86,653
	COMTECH TELECOMMUNICATIONS COR	CUSIP #	205826209	8,883	255,613	225,451
	CONCHO RESOURCES INC/MIDLAND T	CUSIP #	20605P101	1,810	170,323	145,814
	CONCUR TECHNOLOGIES INC	CUSIP #	206708109	1,619	92,494	109,315
	CONTINENTAL RESOURCES INC/OK	CUSIP #	212015101	2,200	147,950	161,678
	CONVERGYS CORP	CUSIP #	212485106	19,695	251,992	323,195
	COOPER COS INC/THE	CUSIP #	216648402	2,310	167,719	213,629
	CORNERSTONE ONDEMAND INC	CUSIP #	21925Y103	4,624	94,733	136,547
	CORPORATE EXECUTIVE BOARD CO/T	CUSIP #	21988R102	1,554	81,560	73,753
	COSTCO WHOLESALE CORP	CUSIP #	22160K105	12,000	1,196,527	1,184,760
	COSTAR GROUP INC	CUSIP #	22160N109	2,083	139,876	186,158
	COVANCE INC	CUSIP #	222816100	5,835	283,556	337,088
	CREE INC	CUSIP #	225447101	3,861	117,052	131,197
	CROWN CASTLE INTERNATIONAL COR	CUSIP #	228227104	4,680	218,038	337,709
	CROWN HOLDINGS INC	CUSIP #	228368106	2,530	85,602	93,129
	CTRIP.COM INTERNATIONAL LTD ADR	CUSIP #	22943F100	2,546	57,804	57,692
	CUBIST PHARMACEUTICALS INC	CUSIP #	229678107	1,892	76,340	79,559

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	CYBERONICS INC	CUSIP #	23251P102	1,038	53,738	54,526
	CYTEC INDUSTRIES INC	CUSIP #	232820100	2,520	157,165	173,452
	DSW INC	CUSIP #	23334L102	2,369	146,490	155,620
	DAIHATSU MOTOR CO LTD ADR	CUSIP #	23381A108	6,600	245,251	261,208
	DAITO TRUST CONSTRUCTION CO LT ADR	CUSIP #	23405X100	14,085	303,282	331,899
	DANA HOLDING CORP	CUSIP #	235825205	18,405	228,924	287,302
	DARDEN RESTAURANTS INC	CUSIP #	237194105	24,412	1,128,752	1,100,249
	DAVITA HEALTHCARE PARTNERS INC	CUSIP #	23918K108	750	57,464	82,897
	DEVON ENERGY CORP	CUSIP #	25179M103	12,400	833,053	645,296
	DEXCOM INC	CUSIP #	252131107	8,406	91,087	114,238
	DIAGEO PLC ADR	CUSIP #	25243Q205	6,400	564,808	746,112
	DICK'S SPORTING GOODS INC	CUSIP #	253393102	2,853	124,529	129,783
	DIGITALGLOBE INC	CUSIP #	25389M877	2,128	52,484	52,008
	DISCOVERY COMMUNICATIONS INC	CUSIP #	25470F104	2,920	126,432	185,362
	DOVER CORP	CUSIP #	260003108	3,950	230,415	259,554
	DRIL-QUIP INC	CUSIP #	262037104	1,965	142,484	143,543
	DUKE REALTY CORP	CUSIP #	264411505	33,196	407,009	460,429
	DUNKIN' BRANDS GROUP INC	CUSIP #	265504100	2,200	67,120	72,996
	ENI SPA ADR	CUSIP #	26874R108	5,700	271,807	280,098
	EPR PPTYS COM SH BEN INT	CUSIP #	26884U109	3,900	171,146	179,829
	EAGLE MATERIALS INC	CUSIP #	26969P108	2,971	145,825	173,803
	EBIX INC	CUSIP #	278715206	11,800	239,033	190,216
	EDWARDS LIFESCIENCES CORP	CUSIP #	28176E108	860	65,453	77,546
	EL PASO ELECTRIC CO	CUSIP #	283677854	5,398	184,628	172,250
	ENERGEN CORP	CUSIP #	29265N108	2,400	118,654	108,216
	ENERSYS	CUSIP #	29275Y102	5,476	146,810	206,062
	ENSIGN GROUP INC/THE	CUSIP #	29358P101	2,142	52,915	58,155
	ENTERGY CORP	CUSIP #	29364G103	12,800	893,834	816,000
	EPAM SYSTEMS INC	CUSIP #	29414B104	4,395	86,440	79,549
	EQUINIX INC	CUSIP #	29444U502	7,300	1,437,383	1,505,260

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	EQUITY LIFESTYLE PROPERTIES IN	CUSIP #	29472R108	1,358	90,892	91,380
	ETHAN ALLEN INTERIORS INC	CUSIP #	297602104	2,016	58,039	51,831
	EXPERIAN PLC ADR	CUSIP #	30215C101	12,805	201,747	203,984
	EXXON MOBIL CORP	CUSIP #	30231G102	17,000	1,441,995	1,471,350
	FEI CO	CUSIP #	30241L109	800	43,104	44,376
	FMC CORP	CUSIP #	302491303	4,220	185,771	246,954
	FNB CORP/PA	CUSIP #	302520101	6,991	79,045	74,244
	FAIR ISAAC CORP	CUSIP #	303250104	1,300	53,475	54,639
	FAMILY DOLLAR STORES INC	CUSIP #	307000109	1,800	123,043	114,138
	FANUC CORP ADR	CUSIP #	307305102	8,635	223,012	264,982
	FARO TECHNOLOGIES INC	CUSIP #	311642102	1,509	57,557	53,841
	FASTENAL CO	CUSIP #	311900104	35,400	1,491,504	1,651,410
	FIDELITY NATIONAL FINANCIAL IN	CUSIP #	31620R105	7,980	144,505	187,929
	FINANCIAL ENGINES INC	CUSIP #	317485100	5,045	121,484	139,948
	FIRST MIDWEST BANCORP INC/IL	CUSIP #	320867104	9,633	99,608	120,605
	FIRST NIAGARA FINANCIAL GROUP	CUSIP #	33582V108	24,400	216,570	193,492
	FIRST SOLAR INC	CUSIP #	336433107	3,376	78,520	104,170
	FISERV INC	CUSIP #	337738108	13,100	778,396	1,035,293
	FLUSHING FINANCIAL CORP	CUSIP #	343873105	2,800	35,364	42,952
	FRESH MARKET INC/THE	CUSIP #	35804H106	1,077	52,809	51,793
	HB FULLER CO	CUSIP #	359694106	3,500	83,673	121,870
	FULTON FINANCIAL CORP	CUSIP #	360271100	8,100	80,078	77,841
	FUSION-IO INC	CUSIP #	36112J107	3,557	81,832	81,562
	G&K SERVICES INC	CUSIP #	361268105	600	17,466	20,490
	ARTHUR J GALLAGHER & CO	CUSIP #	363576109	3,890	133,073	134,788
	GARTNER INC	CUSIP #	366651107	3,440	145,299	158,309
	GENERAC HOLDINGS INC	CUSIP #	368736104	3,598	132,895	123,447
	GENERAL CABLE CORP	CUSIP #	369300108	7,979	200,616	242,641
	GENESEE & WYOMING INC	CUSIP #	371559105	2,157	134,558	164,105
	GENOMIC HEALTH INC	CUSIP #	37244C101	1,251	33,738	34,077

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	GEORGIA GULF CORPORATION	CUSIP #	373200302	800	35,657	33,024
	GEOSPACE TECHNOLOGIES CORP	CUSIP #	37364X109	833	67,646	74,029
	GETINGE AB ADR	CUSIP #	37427X104	9335	285,168	315,691
	GLOBAL PAYMENTS INC	CUSIP #	37940X102	3200	146,758	144,960
	GOOGLE INC	CUSIP #	38259P508	2770	1,602,448	1,959,443
	GRACO INC	CUSIP #	384109104	2000	84,625	102,980
	GREAT PLAINS ENERGY INC	CUSIP #	391164100	11200	225,480	227,472
	GREATBATCH INC	CUSIP #	39153L106	1870	41,835	43,459
	GROUPON INC	CUSIP #	399473107	11140	52,853	54,140
	HCA HOLDINGS INC	CUSIP #	40412C101	7000	182,409	211,190
	HCC INSURANCE HOLDINGS INC	CUSIP #	404132102	8350	231,157	310,703
	HAIN CELESTIAL GROUP INC/THE	CUSIP #	405217100	1700	77,580	92,174
	HANCOCK HOLDING CO	CUSIP #	410120109	600	19,182	19,038
	HANGER INC	CUSIP #	41043F208	3900	72,891	106,704
	HARLEY-DAVIDSON INC	CUSIP #	412822108	2950	130,205	144,048
	HARRIS TEETER SUPERMARKETS INC COM	CUSIP #	414585109	5950	248,839	229,432
	HARSCO CORP	CUSIP #	415864107	9175	186,718	215,612
	HARTE-HANKS INC	CUSIP #	416196103	6000	32,823	35,400
	HEALTH MANAGEMENT ASSOCIATES I	CUSIP #	421933102	10700	71,443	99,724
	HEALTH CARE REIT INC	CUSIP #	42217K106	5054	276,998	309,760
	HEARTWARE INTERNATIONAL INC	CUSIP #	422368100	1453	117,855	121,979
	HEICO CORP	CUSIP #	422806109	1511	64,257	67,632
	HENKEL AG & CO KGAA ADR	CUSIP #	42550U109	10800	532,456	739,411
	HENKEL AG & CO KGAA ADR	CUSIP #	42550U208	7300	429,826	598,629
	JACK HENRY & ASSOCIATES INC	CUSIP #	426281101	3800	130,551	149,188
	HERCULES TECHNOLOGY GROWTH CAP	CUSIP #	427096508	5100	56,474	56,763
	HEXCEL CORP	CUSIP #	428291108	5888	148,462	158,740
	HIBBETT SPORTS INC	CUSIP #	428567101	524	24,422	27,615
	HILL-ROM HOLDINGS INC	CUSIP #	431475102	2206	71,967	62,871
	HILLSHIRE BRANDS CO	CUSIP #	432589109	4278	161,328	120,383

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	HORNBECK OFFSHORE SERVICES INC	CUSIP #	440543106	1,523	61,095	52,300
	IPG PHOTONICS CORP	CUSIP #	44980X109	2,501	127,902	166,692
	IHS INC	CUSIP #	451734107	900	85,368	86,400
	ILLINOIS TOOL WORKS INC	CUSIP #	452308109	20,300	958,850	1,234,443
	IMAX CORP	CUSIP #	45245E109	5,550	125,212	124,764
	IMPERVA INC	CUSIP #	45321L100	2,750	94,492	86,708
	INCYTE CORP LTD	CUSIP #	45337C102	2,917	58,169	48,451
	INFORMA PLC ADR	CUSIP #	45672B107	24,165	274,867	352,737
	INFOBLOX INC	CUSIP #	45672H104	4,539	90,917	81,566
	ING GROEP NV ADR	CUSIP #	456837103	39,970	282,778	379,315
	INSIGHT ENTERPRISES INC	CUSIP #	45765U103	4,550	72,196	79,033
	INSULET CORP	CUSIP #	45784P101	4,099	79,707	86,981
	INTEGRATED DEVICE TECHNOLOGY I	CUSIP #	458118106	34,479	195,533	251,697
	INTEROIL CORP	CUSIP #	460951106	2,330	119,428	129,385
	INTUITIVE SURGICAL INC	CUSIP #	46120E602	1,730	845,412	848,340
	INTUIT INC	CUSIP #	461202103	2,480	131,011	147,498
	JPMORGAN CHASE & CO	CUSIP #	46625H100	35,900	1,230,759	1,578,487
	JIVE SOFTWARE INC	CUSIP #	47760A108	5,331	81,543	77,459
	JOHNSON & JOHNSON	CUSIP #	478160104	23,000	1,505,070	1,612,300
	KAR AUCTION SERVICES INC	CUSIP #	48238T109	4,580	80,603	92,699
	KENNAMETAL INC	CUSIP #	489170100	2,800	104,702	112,000
	KODIAK OIL & GAS CORP	CUSIP #	50015Q100	13,780	125,552	121,953
	KOHL'S CORP	CUSIP #	500255104	27,100	1,338,473	1,164,758
	KOMATSU LTD ADR	CUSIP #	500458401	12,510	358,077	315,990
	LKQ CORP	CUSIP #	501889208	7,540	119,752	159,094
	LTC PROPERTIES INC	CUSIP #	502175102	600	18,516	21,114
	LVMH MOET HENNESSY LOUIS VUITT ADR	CUSIP #	502441306	6,750	193,362	247,043
	LA-Z-BOY INC	CUSIP #	505336107	3,476	41,364	49,185
	LAKELAND FINANCIAL CORP	CUSIP #	511656100	1,400	36,055	36,176
	LAM RESEARCH CORP	CUSIP #	512807108	34,300	1,276,577	1,239,259

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	LEXMARK INTERNATIONAL INC	CUSIP #	529771107	2,700	88,400	62,613
	LIFE TIME FITNESS INC	CUSIP #	53217R207	1,317	60,803	64,810
	LIFE TECHNOLOGIES CORP	CUSIP #	53217V109	33,400	1,594,099	1,637,602
	LIFELOCK INC	CUSIP #	53224V100	9,846	84,417	80,048
	LINCOLN NATIONAL CORP	CUSIP #	534187109	17,967	354,995	465,345
	LINKEDIN CORP	CUSIP #	53578A108	7,300	720,618	838,186
	LIVEPERSON INC	CUSIP #	538146101	648	8,645	8,515
	LIXIL GROUP CORP ADR	CUSIP #	53931R103	7,165	282,037	317,710
	LLOYDS BANKING GROUP PLC ADR	CUSIP #	539439109	61,300	185,739	196,160
	LUMBER LIQUIDATORS HOLDINGS IN	CUSIP #	55003T107	1,608	77,749	84,951
	M&T BANK CORP	CUSIP #	55261F104	2,100	161,156	206,787
	MB FINANCIAL INC	CUSIP #	55264U108	2,750	48,406	54,313
	MFA FINANCIAL INC	CUSIP #	55272X102	28,000	210,574	227,080
	MRC GLOBAL INC	CUSIP #	55345K103	5,428	113,354	150,790
	MWI VETERINARY SUPPLY INC	CUSIP #	55402X105	1,450	149,108	159,500
	MACK-CALI REALTY CORP	CUSIP #	554489104	900	24,021	23,499
	STEVEN MADDEN LTD	CUSIP #	556269108	5,371	222,093	227,032
	MARTIN MARIETTA MATERIALS INC	CUSIP #	573284106	600	54,757	56,568
	MAXIM INTEGRATED PRODUCTS INC	CUSIP #	57772K101	4,610	128,660	135,534
	MCDONALD'S CORP	CUSIP #	580135101	13,600	1,333,136	1,199,656
	MEAD JOHNSON NUTRITION CO	CUSIP #	582839106	18,120	1,282,865	1,193,927
	MEDIVATION INC	CUSIP #	58501N101	1,999	87,119	102,269
	MEDNAX INC	CUSIP #	58502B106	1,840	132,640	146,317
	MERCADOLIBRE INC	CUSIP #	58733R102	1,019	84,293	80,042
	MERCK KGAA ADR	CUSIP #	589339100	9,525	311,958	417,881
	MICROS SYSTEMS INC	CUSIP #	594901100	2,100	97,679	89,124
	MICROSOFT CORP	CUSIP #	594918104	16,800	442,963	448,728
	MIDDLEBY CORP	CUSIP #	596278101	1,405	139,000	180,135
	MILLENNIAL MEDIA INC	CUSIP #	60040N105	7,512	112,472	94,125
	MINERALS TECHNOLOGIES INC	CUSIP #	603158106	2,800	80,078	111,776

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	MOLEX INC	CUSIP #	608554200	32,300	643,741	720,936
	MOLYCORP INC	CUSIP #	608753109	5,390	56,897	50,882
	MONSTER BEVERAGE CORP	CUSIP #	611740101	1,300	64,323	68,692
	MOODY'S CORP	CUSIP #	615369105	2,910	108,700	146,431
	MOOG INC	CUSIP #	615394202	2,708	118,346	111,109
	MURPHY OIL CORP	CUSIP #	626717102	5,800	324,139	345,390
	MYERS INDUSTRIES INC	CUSIP #	628464109	2,300	28,382	34,845
	MYRIAD GENETICS INC	CUSIP #	62855J104	2,700	69,078	73,575
	NVR INC	CUSIP #	62944T105	1,920	1,326,122	1,766,400
	NATIONAL OILWELL VARCO INC	CUSIP #	637071101	12,700	1,029,355	868,045
	NAVIGANT CONSULTING INC	CUSIP #	63935N107	6,157	70,251	68,712
	NETAPP INC	CUSIP #	64110D104	1,500	58,805	50,325
	NETSUITE INC	CUSIP #	64118Q107	2,149	107,359	144,628
	NETSPEND HOLDINGS INC	CUSIP #	64118V106	4,573	49,048	54,053
	NEUSTAR INC	CUSIP #	64126X201	2,840	97,443	119,081
	NORTHROP GRUMMAN CORP	CUSIP #	666807102	1,800	105,648	121,644
	NOVARTIS AG ADR	CUSIP #	66987V109	10,910	622,139	690,603
	O'REILLY AUTOMOTIVE INC	CUSIP #	67103H107	1,220	98,887	109,092
	OCCIDENTAL PETROLEUM CORP	CUSIP #	674599105	17,200	1,469,467	1,317,692
	OCEANEERING INTERNATIONAL INC	CUSIP #	675232102	25,600	1,408,335	1,377,024
	OCWEN FINANCIAL CORP	CUSIP #	675746309	2,359	35,617	81,598
	OLD DOMINION FREIGHT LINE INC	CUSIP #	679580100	2,775	75,744	95,127
	OMNICOM GROUP INC	CUSIP #	681919106	34,700	1,558,112	1,733,612
	OMEGA HEALTHCARE INVESTORS INC	CUSIP #	681936100	4,000	77,400	95,400
	ONYX PHARMACEUTICALS INC	CUSIP #	683399109	2,189	101,899	165,335
	OPENTABLE INC	CUSIP #	68372A104	1,187	54,300	57,926
	ORICA LTD ADR	CUSIP #	68618H103	6,880	192,871	179,073
	OWENS CORNING	CUSIP #	690742101	1,600	50,188	59,184
	OXFORD INDUSTRIES INC	CUSIP #	691497309	1,172	52,881	54,334
	PG&E CORP	CUSIP #	69331C108	7,600	314,935	305,368

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	PHH CORP	CUSIP #	693320202	5,800	62,060	131,950
	PNC FINANCIAL SERVICES GROUP I	CUSIP #	693475105	14,700	854,889	857,157
	PVH CORP	CUSIP #	693656100	1,000	98,042	111,010
	PALL CORP	CUSIP #	696429307	2,480	148,805	149,445
	PALO ALTO NETWORKS INC	CUSIP #	697435105	1,051	56,193	56,250
	PANTRY INC/THE	CUSIP #	698657103	4,400	53,036	53,372
	PARAMETRIC TECHNOLOGY CORP	CUSIP #	699173209	4,318	80,537	97,198
	PEP BOYS-MANNY MOE & JACK	CUSIP #	713278109	7,500	77,579	73,725
	PERRIGO CO	CUSIP #	714290103	550	53,564	57,217
	PETROFAC LTD ADR	CUSIP #	716473103	22,520	263,894	297,061
	PETROLEUM GEO-SERVICES ASA ADR	CUSIP #	716599105	10,535	143,212	180,497
	PHARMACYCLICS INC	CUSIP #	716933106	1,551	79,483	89,617
	PHILIP MORRIS INTERNATIONAL IN	CUSIP #	718172109	11,200	889,132	936,768
	PIER 1 IMPORTS INC	CUSIP #	720279108	3,478	50,154	69,560
	PINNACLE WEST CAPITAL CORP	CUSIP #	723484101	6,450	310,689	328,821
	PLANTRONICS INC	CUSIP #	727493108	1,700	54,493	62,679
	POLYPORE INTERNATIONAL INC	CUSIP #	73179V103	1,449	60,515	67,379
	PORTFOLIO RECOVERY ASSOCIATES	CUSIP #	73640Q105	1,072	91,787	114,554
	POTASH CORP OF SASKATCHEWAN IN	CUSIP #	73755L107	5,925	247,295	241,088
	PRAXAIR INC	CUSIP #	74005P104	13,900	1,485,446	1,521,355
	PRECISION CASTPARTS CORP	CUSIP #	740189105	8,550	1,384,696	1,619,541
	T ROWE PRICE GROUP INC	CUSIP #	74144T108	2,850	170,932	185,583
	PRICELINE.COM INC	CUSIP #	741503403	2,200	1,362,230	1,364,858
	PRICESMART INC	CUSIP #	741511109	1,847	141,876	142,201
	PROCTER & GAMBLE CO/THE	CUSIP #	742718109	15,400	1,027,094	1,045,506
	PROGRESS SOFTWARE CORP	CUSIP #	743312100	3,498	68,609	73,423
	PROGRESSIVE CORP/THE	CUSIP #	743315103	38,400	756,139	810,240
	PROSPERITY BANCSHARES INC	CUSIP #	743606105	1,957	79,844	82,194
	PROTO LABS INC	CUSIP #	743713109	2,936	87,045	115,737
	PRUDENTIAL PLC ADR	CUSIP #	74435K204	16,535	330,496	472,074

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	QEP RESOURCES INC	CUSIP #	74733V100	7,550	222,606	228,538
	QIHOO 360 TECHNOLOGY CO LTD ADR	CUSIP #	74734M109	2,765	74,355	82,093
	QUALCOMM INC	CUSIP #	747525103	44,070	2,486,536	2,726,170
	QUANTA SERVICES INC	CUSIP #	74762E102	8,700	187,217	237,423
	QUEST DIAGNOSTICS INC/DE	CUSIP #	74834L100	21,200	1,230,299	1,235,324
	RAYMOND JAMES FINANCIAL INC	CUSIP #	754730109	6,520	203,433	251,216
	RAYTHEON CO	CUSIP #	755111507	23,800	1,157,944	1,369,928
	RBC BEARINGS INC	CUSIP #	75524B104	1,847	78,929	92,479
	RED ELECTRICA CORP SA ADR	CUSIP #	756568101	14,430	133,996	141,919
	REGIS CORP	CUSIP #	758932107	3,000	49,650	50,760
	REINSURANCE GROUP OF AMERICA I	CUSIP #	759351604	1,550	81,957	82,956
	RESTORATION HARDWARE HOLDINGS	CUSIP #	761283100	2,067	69,895	69,720
	REXAM PLC ADR	CUSIP #	761655406	11,275	314,700	399,541
	ROCK-TENN CO	CUSIP #	772739207	12,400	718,704	866,884
	ROGERS COMMUNICATIONS INC	CUSIP #	775109200	6,830	258,639	310,902
	ROYAL DUTCH SHELL PLC ADR	CUSIP #	780259206	5,985	435,084	412,666
	RUBY TUESDAY INC	CUSIP #	781182100	11,500	79,944	90,390
	RUCKUS WIRELESS INC	CUSIP #	781220108	700	15,402	15,771
	RYANAIR HOLDINGS PLC ADR	CUSIP #	783513104	7,845	218,562	268,927
	RYDER SYSTEM INC	CUSIP #	783549108	2,400	97,744	119,832
	S&T BANCORP INC	CUSIP #	783859101	2,900	56,682	52,403
	SVB FINANCIAL GROUP	CUSIP #	78486Q101	479	25,397	26,810
	SY BANCORP INC	CUSIP #	785060104	1,192	24,472	26,725
	SALESFORCE.COM INC	CUSIP #	79466L302	12,080	1,646,444	2,030,648
	SAMPO ADR	CUSIP #	79588J102	21,170	262,101	339,673
	SANDS CHINA LTD ADR	CUSIP #	80007R105	4,755	184,593	208,279
	SANDVIK AB ADR	CUSIP #	800212201	14,850	208,335	236,264
	SANOFI ADR	CUSIP #	80105N105	18,015	660,016	853,551
	SAP AG ADR	CUSIP #	803054204	8,230	442,513	661,527
	SAREPTA THERAPEUTICS INC	CUSIP #	803607100	3,857	112,961.34	99,511

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	SCHLUMBERGER LTD	CUSIP #	806857108	22,980	1,676,252	1,592,491
	CHARLES SCHWAB CORP/THE	CUSIP #	808513105	134,800	1,708,851	1,935,728
	SEACOR HOLDINGS INC	CUSIP #	811904101	2,500	223,239	209,500
	SEATTLE GENETICS INC	CUSIP #	812578102	2,400	57,143	55,608
	SERVICENOW INC	CUSIP #	81762P102	1,658	45,679	49,790
	SEVEN & I HOLDINGS CO LTD ADR	CUSIP #	81783H105	3,960	261,064	223,225
	SHERWIN-WILLIAMS CO/THE	CUSIP #	824348106	1,020	107,582	156,896
	SHIRE PLC ADR	CUSIP #	82481R106	560	57,876	51,621
	SIGNATURE BANK/NEW YORK NY	CUSIP #	82669G104	2,396	166,828	170,931
	SILVER WHEATON CORP	CUSIP #	828336107	37,000	1,339,607	1,334,960
	SIRONA DENTAL SYSTEMS INC	CUSIP #	82966C103	2,700	163,658	174,042
	AO SMITH CORP	CUSIP #	831865209	1,500	91,019	94,605
	SOFTBANK CORP ADR	CUSIP #	83404D109	9,385	179,653	170,413
	SOHU.COM INC	CUSIP #	83408W103	1,393	64,256	65,945
	SONOCO PRODUCTS CO	CUSIP #	835495102	9,862	325,052	293,197
	SPARTAN STORES INC	CUSIP #	846822104	4,750	87,694	72,960
	SPLUNK INC	CUSIP #	848637104	2,808	88,866	81,488
	STAG INDUSTRIAL INC	CUSIP #	85254J102	6,294	96,490	113,103
	STANDEX INTERNATIONAL CORP	CUSIP #	854231107	3,259	111,360	167,154
	STARBUCKS CORP	CUSIP #	855244109	31,810	1,419,033	1,705,970
	STARWOOD HOTELS & RESORTS WORL	CUSIP #	85590A401	2,130	103,470	122,177
	STATE STREET CORP	CUSIP #	857477103	35,100	1,424,660	1,650,051
	STEELCASE INC	CUSIP #	858155203	33,950	257,159	432,523
	STERIS CORP	CUSIP #	859152100	2,600	77,895	90,298
	STIFEL FINANCIAL CORP	CUSIP #	860630102	2,100	68,215	67,137
	SUMITOMO MITSUI FINANCIAL GROU ADR	CUSIP #	86562M209	71,357	423,964	523,760
	SWATCH GROUP AG/THE ADR	CUSIP #	870123106	8,030	175,307	202,300
	SWEDBANK AB ADR	CUSIP #	870195104	11,055	145,423	215,816
	SYKES ENTERPRISES INC	CUSIP #	871237103	4,789	74,814	72,889
	TCF FINANCIAL CORP	CUSIP #	872275102	31,043	322,272	377,172

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	TEAM HEALTH HOLDINGS INC	CUSIP #	87817A107	5,648	150,715	162,493
	TECHNIP SA ADR	CUSIP #	878546209	9,365	233,632	268,045
	TELSTRA CORP LTD ADR	CUSIP #	87969N204	8,185	140,011	185,677
	TERADATA CORP	CUSIP #	88076W103	1,440	78,586	89,122
	TESLA MOTORS INC	CUSIP #	88160R101	3,454	109,085	116,987
	TEXAS CAPITAL BANCSHARES INC	CUSIP #	88224Q107	1,704	58,304	76,373
	THERMON GROUP HOLDINGS INC	CUSIP #	88362T103	2,665	59,973	60,042
	3D SYSTEMS CORP	CUSIP #	88554D205	2,884	84,552	153,861
	3M CO	CUSIP #	88579Y101	14,700	1,218,607	1,364,895
	TIDEWATER INC	CUSIP #	886423102	2,800	142,091	125,104
	TOMPKINS FINANCIAL CORP	CUSIP #	890110109	500	20,096	19,820
	TRANSDIGM GROUP INC	CUSIP #	893641100	2,969	286,598	404,853
	TULLOW OIL PLC ADR	CUSIP #	899415202	21,795	230,279	223,377
	TUMI HOLDINGS INC	CUSIP #	89969Q104	5,319	112,846	110,901
	UGI CORP	CUSIP #	902681105	3,400	98,984	111,214
	UNS ENERGY CORP	CUSIP #	903119105	1,600	58,877	67,872
	URS CORP	CUSIP #	903236107	18,832	669,829	739,344
	US AIRWAYS GROUP INC	CUSIP #	90341W108	14,821	80,230	200,084
	ULTA SALON COSMETICS & FRAGRAN	CUSIP #	90384S303	583	52,562	57,286
	ULTIMATE SOFTWARE GROUP INC	CUSIP #	90385D107	1,163	103,347	109,799
	UNDER ARMOUR INC	CUSIP #	904311107	526	23,718	25,527
	UNILEVER PLC ADR	CUSIP #	904767704	17,990	605,655	696,573
	UNITED BANKSHARES INC	CUSIP #	909907107	1,450	40,992	35,293
	UNITED CONTINENTAL HOLDINGS IN	CUSIP #	910047109	6,960	141,415	162,725
	UNITED NATURAL FOODS INC	CUSIP #	911163103	2,733	129,197	146,461
	UNITED PARCEL SERVICE INC	CUSIP #	911312106	10,000	735,742	737,300
	UNITED RENTALS INC	CUSIP #	911363109	4,459	174,981	202,974
	UNITED STATIONERS INC	CUSIP #	913004107	7,140	232,478	221,269
	URBAN OUTFITTERS INC	CUSIP #	917047102	1,700	50,933	66,912
	VF CORP	CUSIP #	918204108	3,313	444,771	500,164

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	COMMON STOCK					
	VALASSIS COMMUNICATIONS INC	CUSIP #	918866104	2,990	57,508	77,082
	VALEO SA ADR	CUSIP #	919134304	9,155	193,995	227,126
	VECTREN CORP	CUSIP #	92240G101	4,400	133,012	129,360
	VERA BRADLEY INC	CUSIP #	92335C106	262	6,340	6,576
	VERISK ANALYTICS INC	CUSIP #	92345Y106	25,150	1,220,306	1,281,896
	VIAD CORP	CUSIP #	92552R406	2,610	45,623	70,888
	VISA INC	CUSIP #	92826C839	11,320	1,446,987	1,715,886
	VITAMIN SHOPPE INC	CUSIP #	92849E101	2,137	115,162	122,578
	VMWARE INC	CUSIP #	928563402	13,470	1,273,032	1,268,066
	VOCERA COMMUNICATIONS INC	CUSIP #	92857F107	2,440	68,275	61,244
	VODAFONE GROUP PLC ADR	CUSIP #	92857W209	50,400	1,411,689	1,269,576
	WSFS FINANCIAL CORP	CUSIP #	929328102	700	25,172	29,575
	WADDELL & REED FINANCIAL INC	CUSIP #	930059100	3,650	98,834	127,093
	WATSON PHARMACEUTICALS INC	CUSIP #	942683103	2,870	175,247	246,820
	WELLS FARGO & CO	CUSIP #	949746101	46,700	1,302,261	1,596,206
	WERNER ENTERPRISES INC	CUSIP #	950755108	17,646	419,013	382,389
	WESCO INTERNATIONAL INC	CUSIP #	95082P105	2,920	157,482	196,896
	WESTAMERICA BANCORPORATION	CUSIP #	957090103	400	17,795	17,036
	WESTERN ALLIANCE BANCORP	CUSIP #	957638109	6,667	53,620	70,204
	WESTERN UNION CO/THE	CUSIP #	959802109	77,900	1,359,039	1,060,219
	WEX INC	CUSIP #	96208T104	2,000	132,332	150,740
	WISDOMTREE INVESTMENTS INC	CUSIP #	97717P104	1,456	9,459	8,911
	WOLSELEY PLC-ADR	CUSIP #	977868207	63,537	227,960	299,513
	WYNDHAM WORLDWIDE CORP	CUSIP #	98310W108	9,430	403,469	501,770
	YAHOO JAPAN CORP ADR	CUSIP #	98433V102	21,695	232,504	233,004
	YELP INC	CUSIP #	985817105	5,551	116,607	104,636
	ZILLOW INC	CUSIP #	98954A107	1,710	58,448	47,453
	TOTAL COMMON STOCKS				145,646,394	162,845,165
	TOTAL CORPORATE - COMMON STOCKS				$ 145,646,394	$ 162,845,165

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS					
	PROLOGIS LP 6.125% 12/01/2016 DD 11/20/09	CUSIP #	00163MAJ3	$ 165,000	$ 188,352	$ 188,699
	AMERICAN EXPRESS CREDIT AC 2 A 0.680% 03/15/2018 DD 08/21/12	CUSIP #	02582JGD6	550,000	549,999	551,760
	BARRICK GOLD CORP 2.900% 05/30/2016 DD 06/01/11	CUSIP #	067901AF5	295,000	308,664	309,514
	BOARDWALK PIPELINES LP 5.875% 11/15/2016 DD 11/21/06	CUSIP #	096630AA6	275,000	311,087	307,208
	CIGNA CORP 2.750% 11/15/2016 DD 11/10/11	CUSIP #	125509BR9	350,000	349,233	368,179
	CAPITAL ONE FINANCIAL CORP 3.150% 07/15/2016 DD 07/19/11	CUSIP #	14040HAX3	350,000	358,900	371,592
	CHASE ISSUANCE TRUST A5 A5 0.590% 08/15/2017 DD 09/13/12	CUSIP #	161571FL3	550,000	549,980	550,467
	CITIGROUP INC 6.125% 11/21/2017 DD 11/21/07	CUSIP #	172967EM9	380,000	420,083	452,261
	CITIGROUP INC 6.010% 01/15/2015 DD 12/15/09	CUSIP #	172967FA4	405,000	423,108	442,548
	COMCAST CORP 5.900% 03/15/2016 DD 03/02/06	CUSIP #	20030NAL5	320,000	373,338	367,658
	COMCAST CORP 5.150% 03/01/2020 DD 03/01/10	CUSIP #	20030NBA8	340,000	386,658	402,988
	CONAGRA FOODS INC 5.875% 04/15/2014 DD 04/14/09	CUSIP #	205887BE1	270,000	296,973	287,272
	COVIDIEN INTERNATIONAL FINANCE 4.200% 06/15/2020 DD 06/28/10	CUSIP #	22303QAL4	275,000	301,114	311,471
	DIRECTV HOLDINGS LLC / DIRECTV 3.125% 02/15/2016 DD 08/17/10	CUSIP #	25459HAV7	295,000	305,729	308,933
	DIRECTV HOLDINGS LLC / DIRECTV 5.000% 03/01/2021 DD 03/10/11	CUSIP #	25459HBA2	350,000	374,577	392,623

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS					
	DISCOVERY COMMUNICATIONS LLC 3.700% 06/01/2015 DD 06/03/10	CUSIP #	25470DAB5	285,000	304,930	303,630
	DOMINION RESOURCES INC/VA 1.800% 03/15/2014 DD 03/07/11	CUSIP #	25746UBK4	250,000	255,610	253,278
	DOW CHEMICAL CO/THE 5.900% 02/15/2015 DD 08/07/09	CUSIP #	260543CA9	300,000	333,816	330,969
	DR PEPPER SNAPPLE GROUP INC 2.900% 01/15/2016 DD 01/11/11	CUSIP #	26138EAM1	350,000	362,992	368,784
	ERP OPERATING LP 5.750% 06/15/2017 DD 06/04/07	CUSIP #	26884AAX1	313,000	359,976	369,230
	HP ENTERPRISE SERVICES LLC VAR RT 08/01/2013 DD 06/30/03	CUSIP #	285661AD6	270,000	286,219	276,799
	ENBRIDGE ENERGY PARTNERS LP 6.500% 04/15/2018 DD 04/03/08	CUSIP #	29250RAN6	210,000	253,968	255,560
	ENTERPRISE PRODUCTS OPERATING 6.300% 09/15/2017 DD 09/04/07	CUSIP #	29379VAA1	300,000	354,272	362,889
	ENTERPRISE PRODUCTS OPERATING 5.600% 10/15/2014 DD 10/04/04	CUSIP #	293791AN9	270,000	295,831	292,291
	ENTERPRISE PRODUCTS OPERATING 5.000% 03/01/2015 DD 03/02/05	CUSIP #	293791AR0	245,000	268,723	265,068
	FEDEX CORP 2.625% 08/01/2022 DD 07/27/12	CUSIP #	31428XAS5	385,000	380,311	383,025
	FIRST HORIZON NATIONAL CORP 5.375% 12/15/2015 DD 12/20/10	CUSIP #	320517AA3	290,000	293,553	317,016
	FORD MOTOR CREDIT CO LLC 6.625% 08/15/2017 DD 08/04/10	CUSIP #	345397VP5	260,000	299,954	303,802
	GENERAL MILLS INC 5.200% 03/17/2015 DD 03/17/08	CUSIP #	370334BF0	455,000	506,028	499,717
	HCP INC 3.750% 02/01/2016 DD 01/24/11	CUSIP #	40414LAC3	295,000	303,645	313,092

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS					
	HEALTH CARE REIT INC 4.700% 09/15/2017 DD 09/10/10	CUSIP #	42217KAT3	300,000	297,939	334,641
	HJ HEINZ CO 5.350% 07/15/2013 DD 07/15/08	CUSIP #	423074AJ2	275,000	291,910	282,010
	INGERSOLL-RAND GLOBAL HOLDING 6.000% 08/15/2013 DD 08/15/08	CUSIP #	45687AAB8	300,000	319,888	310,029
	MONDELEZ INTERNATIONAL INC 6.500% 08/11/2017 DD 08/13/07	CUSIP #	50075NAS3	300,000	356,871	366,414
	MONDELEZ INTERNATIONAL INC 4.125% 02/09/2016 DD 02/08/10	CUSIP #	50075NBB9	370,000	406,197	403,119
	KROGER CO/THE 2.200% 01/15/2017 DD 01/19/12	CUSIP #	501044CP4	300,000	300,000	310,026
	MARATHON OIL CORP 2.800% 11/01/2022 DD 10/29/12	CUSIP #	565849AK2	390,000	392,925	392,418
	MCKESSON CORP 3.250% 03/01/2016 DD 02/28/11	CUSIP #	58155QAC7	325,000	343,954	348,367
	MERRILL LYNCH & CO INC 6.400% 08/28/2017 DD 08/28/07	CUSIP #	59018YJ69	360,000	348,588	422,770
	NEVADA POWER CO 6.500% 05/15/2018 DD 05/12/06	CUSIP #	641423BS6	305,000	365,963	380,384
	PFIZER INC 5.350% 03/15/2015 DD 03/24/09	CUSIP #	717081DA8	260,000	296,169	286,341
	PRUDENTIAL FINANCIAL INC 4.500% 07/15/2013 DD 07/07/03	CUSIP #	74432QAB1	505,000	523,539	515,065
	PRUDENTIAL FINANCIAL INC 5.150% 01/15/2013 DD 01/11/08	CUSIP #	74432QBE4	200,000	207,060	200,224
	RASC TRUST KS1 AI5 VAR RT 02/25/2034 DD 01/01/04	CUSIP #	74924PAE2	565,000	533,789	547,417
	REPUBLIC SERVICES INC 5.000% 03/01/2020 DD 03/04/10	CUSIP #	760759AH3	325,000	364,887	376,899

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS					
	SAFEWAY INC 6.250% 03/15/2014 DD 12/22/08	CUSIP #	786514BQ1	295,000	314,948	311,228
	SEMPRA ENERGY 2.875% 10/01/2022 DD 09/24/12	CUSIP #	816851AT6	320,000	320,563	320,774
	STARBUCKS CORP 6.250% 08/15/2017 DD 08/23/07	CUSIP #	855244AC3	255,000	304,184	306,729
	THERMO FISHER SCIENTIFIC INC 2.250% 08/15/2016 DD 08/16/11	CUSIP #	883556BA9	340,000	348,047	352,033
	TIME WARNER INC 3.150% 07/15/2015 DD 07/14/10	CUSIP #	887317AJ4	285,000	296,434	301,385
	VOLKSWAGEN AUTO LOAN ENHA 1 A4 1.980% 09/20/2017 DD 03/30/11	CUSIP #	92867DAD2	500,000	512,310	512,270
	VORNADO REALTY LP 4.250% 04/01/2015 DD 03/26/10	CUSIP #	929043AF4	295,000	309,880	311,818
	WASTE MANAGEMENT INC 6.375% 03/11/2015 DD 02/26/09	CUSIP #	94106LAT6	320,000	365,094	357,878
	WILLIS NORTH AMERICA INC 7.000% 09/29/2019 DD 09/29/09	CUSIP #	970648AE1	300,000	333,951	353,541
	WORLD FINANCIAL NETWORK CR A A 1.680% 08/15/2018 DD 11/09/11	CUSIP #	981464CN8	500,000	498,430	509,055
	XEROX CORP 6.400% 03/15/2016 DD 03/20/06	CUSIP #	984121BP7	320,000	358,061	360,598
	TOTAL CORPORATE DEBT INSTRUMENTS				$ 19,669,204	$ 19,981,756

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS-PREFERRED					
	AT&T INC 2.950% 05/15/2016 DD 04/29/11	CUSIP #	00206RAW2	$ 335,000	$ 349,890	$ 354,671
	ACE INA HOLDINGS INC 5.700% 02/15/2017 DD 02/08/07	CUSIP #	00440EAJ6	300,000	345,993	352,266
	AETNA INC 2.750% 11/15/2022 DD 11/07/12	CUSIP #	008117AP8	385,000	385,127	381,831
	ALLY MASTER OWNER TRUST 1 A2 1.440% 02/15/2017 DD 02/22/12	CUSIP #	02005ACC0	450,000	449,965	455,566
	ALLY AUTO RECEIVABLES TRU 3 A2 0.700% 01/15/2015 DD 05/30/12	CUSIP #	02005EAB6	490,000	489,978	490,843
	ALLY AUTO RECEIVABLES TRU 1 A3 1.380% 01/15/2015 DD 02/09/11	CUSIP #	02005TAC1	291,732	293,248	292,783
	AMERICA MOVIL SAB DE CV 5.625% 11/15/2017 DD 10/30/07	CUSIP #	02364WAN5	300,000	344,862	359,175
	AMERICAN EXPRESS CREDIT CORP 2.800% 09/19/2016 DD 09/19/11	CUSIP #	0258M0DC0	280,000	288,532	296,254
	AMERICAN EXPRESS CO 6.150% 08/28/2017 DD 08/28/07	CUSIP #	025816AX7	350,000	423,983	421,740
	AMERICREDIT AUTOMOBILE RE 3 A2 0.710% 12/08/2015 DD 06/27/12	CUSIP #	03061UAB9	500,000	499,967	500,850
	AMERICREDIT AUTOMOBILE RE 5 A3 0.620% 06/08/2017 DD 11/20/12	CUSIP #	03064XAC8	330,000	329,952	329,993
	ANHEUSER-BUSCH COS LLC 5.050% 10/15/2016 DD 10/14/03	CUSIP #	035229CV3	370,000	422,870	423,324
	BB&T CORP 5.700% 04/30/2014 DD 05/04/09	CUSIP #	05531FAA1	300,000	328,197	319,740
	BHP BILLITON FINANCE USA LTD 3.250% 11/21/2021 DD 11/21/11	CUSIP #	055451AL2	305,000	314,028	328,256

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS-PREFERRED					
	BHP BILLITON FINANCE USA LTD 1.000% 02/24/2015 DD 02/24/12	CUSIP #	055451AN8	310,000	313,010	312,297
	BANK OF MONTREAL 2.500% 01/11/2017 DD 01/11/12	CUSIP #	06366QW86	330,000	329,324	345,919
**	BANK OF NEW YORK MELLON CORP/T 3.100% 01/15/2015 DD 11/16/09	CUSIP #	06406HBN8	445,000	465,054	466,240
**	BANK OF NEW YORK MELLON CORP/T 0.700% 10/23/2015 DD 10/25/12	CUSIP #	06406HCD9	390,000	389,598	388,553
	BANK OF NOVA SCOTIA 1.375% 12/18/2017 DD 12/18/12	CUSIP #	064159BE5	310,000	309,656	310,431
	BAPTIST HEALTH SOUTH FLORIDA I 4.590% 08/15/2021 DD 05/25/11	CUSIP #	066836AA5	208,000	225,659	232,941
	BEAR STEARNS COS LLC/THE 7.250% 02/01/2018 DD 02/01/08	CUSIP #	073902RU4	300,000	360,384	375,912
	BROWN-FORMAN CORP 2.500% 01/15/2016 DD 12/16/10	CUSIP #	115637AK6	320,000	327,565	335,619
	BURLINGTON NORTHERN SANTA FE L 5.650% 05/01/2017 DD 04/13/07	CUSIP #	12189TAY0	610,000	717,237	718,037
	CARMAX AUTO OWNER TRUST 2 A3 0.910% 12/15/2015 DD 09/22/11	CUSIP #	14313DAC8	500,000	498,440	502,140
	CARMAX AUTO OWNER TRUST 1 A2 0.590% 03/16/2015 DD 02/16/12	CUSIP #	14313GAB3	404,905	404,877	405,371
	CATERPILLAR FINANCIAL SERVICES 4.250% 02/08/2013 DD 02/08/08	CUSIP #	14912L3S8	310,000	317,003	311,181
	CATERPILLAR FINANCIAL SERVICES 2.750% 06/24/2015 DD 06/24/10	CUSIP #	14912L4M0	300,000	311,523	314,226
	CATERPILLAR FINANCIAL SERVICES 2.050% 08/01/2016 DD 07/29/11	CUSIP #	14912L4X6	450,000	461,948	465,822

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS-PREFERRED					
	CISCO SYSTEMS INC 5.500% 02/22/2016 DD 02/22/06	CUSIP #	17275RAC6	300,000	349,119	342,915
	CISCO SYSTEMS INC VAR RT 03/14/2014 DD 03/16/11	CUSIP #	17275RAL6	200,000	199,848	200,544
	COLGATE-PALMOLIVE CO 0.600% 11/15/2014 DD 11/08/11	CUSIP #	19416QDW7	270,000	269,908	270,999
	CONOCOPHILLIPS 4.600% 01/15/2015 DD 05/21/09	CUSIP #	20825CAT1	365,000	402,193	394,455
	CONSOLIDATED EDISON CO OF NEW 7.125% 12/01/2018 DD 12/04/08	CUSIP #	209111EV1	300,000	385,917	391,821
	COSTCO WHOLESALE CORP 5.500% 03/15/2017 DD 02/20/07	CUSIP #	22160KAC9	200,000	238,878	235,784
	CREDIT SUISSE FIRST BOST C1 A4 VAR RT 01/15/2037 DD 03/01/04	CUSIP #	22541SAD0	449,833	463,891	464,075
	CREDIT SUISSE/NEW YORK NY 5.400% 01/14/2020 DD 01/14/10	CUSIP #	22546QAD9	360,000	348,623	404,780
	DBRR 2012- EZ1 TRUS EZ1 A 144A 0.946% 09/25/2045 DD 09/01/12	CUSIP #	23306AAA8	461,005	462,500	460,835
	DAIMLER FINANCE NORTH AMERICA 6.500% 11/15/2013 DD 11/06/03	CUSIP #	233835AW7	275,000	299,712	288,679
	JOHN DEERE CAPITAL CORP 1.850% 09/15/2016 DD 08/26/11	CUSIP #	24422ERF8	400,000	408,391	413,708
	DELL INC 2.300% 09/10/2015 DD 09/10/10	CUSIP #	24702RAL5	290,000	296,310	298,010
	WALT DISNEY CO/THE 0.875% 12/01/2014 DD 12/02/11	CUSIP #	25468PCQ7	350,000	350,536	352,888
	WALT DISNEY CO/THE 0.450% 12/01/2015 DD 11/30/12	CUSIP #	25468PCU8	310,000	307,691	308,472

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS-PREFERRED					
	WALT DISNEY CO/THE 4.500% 12/15/2013 DD 12/22/08	CUSIP #	254687AW6	415,000	446,698	431,114
	EI DU PONT DE NEMOURS & CO 3.250% 01/15/2015 DD 11/09/09	CUSIP #	263534BY4	425,000	453,237	447,364
	FORD CREDIT AUTO OWNER TR A A4 2.150% 06/15/2015 DD 04/28/10	CUSIP #	34529LAE4	475,000	484,025	481,056
	FORD CREDIT AUTO OWNER TR A A4 1.650% 05/15/2016 DD 01/28/11	CUSIP #	34529PAD7	475,000	480,923	482,529
	FORD CREDIT AUTO OWNER TR B A3 0.840% 06/15/2015 DD 07/26/11	CUSIP #	34529RAC5	566,003	565,686	567,446
	GE CAPITAL CREDIT CARD MAS 5 A 0.950% 06/15/2018 DD 06/20/12	CUSIP #	36159JDE8	510,000	509,864	514,406
	GENERAL ELECTRIC CAPITAL CORP 5.625% 05/01/2018 DD 04/21/08	CUSIP #	36962G3U6	495,000	571,675	587,827
	GENERAL ELECTRIC CAPITAL CORP 3.350% 10/17/2016 DD 10/17/11	CUSIP #	36962G5H3	580,000	604,012	622,566
	GEORGIA POWER CO 5.250% 12/15/2015 DD 12/06/05	CUSIP #	373334GA3	300,000	340,638	338,835
	GLAXOSMITHKLINE CAPITAL PLC 0.750% 05/08/2015 DD 05/09/12	CUSIP #	377373AB1	465,000	466,955	467,269
	GOLDMAN SACHS GROUP INC/THE 5.350% 01/15/2016 DD 01/17/06	CUSIP #	38141GEE0	325,000	333,174	359,252
	GOLDMAN SACHS GROUP INC/THE 5.750% 10/01/2016 DD 09/19/06	CUSIP #	38141GER1	685,000	725,796	779,434
	GOOGLE INC 2.125% 05/19/2016 DD 05/19/11	CUSIP #	38259PAC6	330,000	343,144	344,586
	HSBC FINANCE CORP 5.000% 06/30/2015 DD 06/27/05	CUSIP #	40429CCS9	500,000	507,695	541,990

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS-PREFERRED					
	HONDA AUTO RECEIVABLES OW 1 A4 1.980% 05/23/2016 DD 02/24/10	CUSIP #	43812BAH6	195,875	198,312	196,643
	HONDA AUTO RECEIVABLES OW 1 A3 0.770% 01/15/2016 DD 02/23/12	CUSIP #	43813UAC4	175,000	174,990	175,826
	HONDA AUTO RECEIVABLES OW 3 A3 0.560% 05/15/2016 DD 07/25/12	CUSIP #	43813XAC8	595,000	594,996	595,672
	HYUNDAI AUTO RECEIVABLES A A3 0.720% 03/15/2016 DD 03/07/12	CUSIP #	44890GAC9	375,000	374,964	376,301
	HYUNDAI AUTO RECEIVABLES C A3 0.530% 04/17/2017 DD 10/17/12	CUSIP #	44890KAC0	585,000	584,926	585,059
	HYUNDAI AUTO RECEIVABLES C A2 0.620% 07/15/2014 DD 10/05/11	CUSIP #	44918AAB2	291,897	291,526	292,081
	HYUNDAI AUTO RECEIVABLES A A4 3.150% 03/15/2016 DD 09/11/09	CUSIP #	44921AAD3	269,229	276,843	273,553
	HYUNDAI AUTO RECEIVABLES A A4 2.450% 12/15/2016 DD 05/13/10	CUSIP #	44923WAD3	485,000	500,001	496,596
	INTEL CORP 1.950% 10/01/2016 DD 09/19/11	CUSIP #	458140AH3	485,000	498,590	501,054
	INTEL CORP 3.300% 10/01/2021 DD 09/19/11	CUSIP #	458140AJ9	305,000	321,309	323,410
	JPMORGAN CHASE & CO 3.700% 01/20/2015 DD 09/18/09	CUSIP #	46625HHP8	300,000	318,600	315,864
	JPMORGAN CHASE & CO 3.150% 07/05/2016 DD 06/29/11	CUSIP #	46625HJA9	885,000	891,278	937,613
	JACKSON NATIONAL LIFE GLO 144A 5.375% 05/08/2013 DD 05/08/08	CUSIP #	46849LSB8	275,000	287,801	279,736
	LB-UBS COMMERCIAL MORTGA C3 A4 4.166% 05/15/2032 DD 05/11/03	CUSIP #	52108HRC0	190,984	196,396	191,843

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS-PREFERRED					
	MCDONALD'S CORP 5.000% 02/01/2019 DD 01/16/09	CUSIP #	58013MEG5	250,000	296,652	291,223
	MERCEDES-BENZ AUTO RECEIV 1 A4 2.140% 08/15/2016 DD 04/21/10	CUSIP #	587682AD7	130,000	132,584	131,474
	METLIFE INC 5.000% 06/15/2015 DD 06/23/05	CUSIP #	59156RAN8	255,000	283,904	280,730
	MORGAN STANLEY 2.875% 07/28/2014 DD 07/28/11	CUSIP #	61747WAK5	300,000	282,528	306,603
	NISSAN AUTO RECEIVABLES O B A3 0.950% 02/16/2016 DD 11/17/11	CUSIP #	65475QAC5	375,000	374,479	377,715
	NISSAN AUTO RECEIVABLES O A A4 4.740% 08/17/2015 DD 03/25/09	CUSIP #	65476AAF2	33,245	34,047	33,308
	PECO ENERGY CO 5.000% 10/01/2014 DD 03/26/09	CUSIP #	693304AN7	285,000	314,592	306,204
	PACCAR FINANCIAL CORP 1.600% 03/15/2017 DD 03/06/12	CUSIP #	69371RK54	360,000	361,334	365,641
	PACIFICORP 5.450% 09/15/2013 DD 09/08/03	CUSIP #	695114BW7	300,000	321,084	310,107
	PETROBRAS INTERNATIONAL FINANC 5.875% 03/01/2018 DD 11/01/07	CUSIP #	71645WAM3	335,000	366,614	383,545
	PRAXAIR INC 5.375% 11/01/2016 DD 11/02/06	CUSIP #	74005PAN4	320,000	373,632	371,578
	PUBLIC SERVICE ELECTRIC & GAS 0.850% 08/15/2014 DD 08/16/11	CUSIP #	74456QAY2	310,000	309,904	311,190
	RIO TINTO FINANCE USA LTD 2.500% 05/20/2016 DD 05/20/11	CUSIP #	767201AM8	350,000	357,031	365,375
	ROYAL BANK OF CANADA 1.150% 03/13/2015 DD 03/14/12	CUSIP #	78008T2C7	295,000	294,906	298,201

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS-PREFERRED					
	AT&T INC 5.625% 06/15/2016 DD 08/18/04	CUSIP #	78387GAL7	520,000	596,528	596,846
	SHELL INTERNATIONAL FINANCE BV 4.000% 03/21/2014 DD 03/23/09	CUSIP #	822582AF9	505,000	542,794	527,225
	SIMON PROPERTY GROUP LP 4.200% 02/01/2015 DD 01/25/10	CUSIP #	828807CC9	295,000	313,856	312,847
	TARGET CORP 4.000% 06/15/2013 DD 06/11/03	CUSIP #	87612EAM8	425,000	445,532	431,579
	TOYOTA MOTOR CREDIT CORP 2.050% 01/12/2017 DD 01/12/12	CUSIP #	89233P5S1	295,000	295,738	305,107
	TOYOTA MOTOR CREDIT CORP 1.750% 05/22/2017 DD 05/22/12	CUSIP #	89233P6D3	250,000	249,085	256,008
	TOYOTA AUTO RECEIVABLES 2 A A3 0.980% 10/15/2014 DD 02/03/11	CUSIP #	89235XAC1	311,880	312,531	312,588
	TRAVELERS PROPERTY CASUALTY CO 5.000% 03/15/2013 DD 03/11/03	CUSIP #	89420GAJ8	450,000	469,426	454,383
	UNITED PARCEL SERVICE INC 5.500% 01/15/2018 DD 01/15/08	CUSIP #	911312AH9	300,000	359,502	360,450
	US BANCORP 2.450% 07/27/2015 DD 07/27/10	CUSIP #	91159HGX2	525,000	538,041	548,725
	US BANCORP 1.650% 05/15/2017 DD 05/08/12	CUSIP #	91159HHD5	250,000	249,533	254,725
	UNITEDHEALTH GROUP INC 1.400% 10/15/2017 DD 10/22/12	CUSIP #	91324PBY7	300,000	299,640	300,468
	VERIZON COMMUNICATIONS INC 5.500% 04/01/2017 DD 04/03/07	CUSIP #	92343VAG9	525,000	607,829	616,087
	VERIZON COMMUNICATIONS INC 3.000% 04/01/2016 DD 03/28/11	CUSIP #	92343VAY0	355,000	373,249	378,008

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE DEBT INSTRUMENTS-PREFERRED					
	CELLCO PARTNERSHIP / VERIZON W 5.550% 02/01/2014 DD 08/01/09	CUSIP #	92344SAP5	445,000	483,475	467,134
	VOLKSWAGEN AUTO LEASE TRU A A3 0.870% 07/20/2015 DD 06/21/12	CUSIP #	92867KAC8	425,000	424,916	427,363
	VOLKSWAGEN AUTO LOAN ENHA 1 A4 2.140% 08/22/2016 DD 01/28/10	CUSIP #	92869AAD6	102,568	104,218	103,379
	WELLS FARGO & CO 2.100% 05/08/2017 DD 05/07/12	CUSIP #	94974BFD7	750,000	749,818	775,402
	WELLS FARGO & CO 1.500% 07/01/2015 DD 06/27/12	CUSIP #	94974BFE5	620,000	630,304	630,683
	WISCONSIN POWER & LIGHT CO 5.000% 07/15/2019 DD 07/10/09	CUSIP #	976826BG1	210,000	243,909	247,756
	WORLD OMNI AUTO RECEIVABL A A3 0.640% 02/15/2017 DD 07/18/12	CUSIP #	98157HAB3	385,000	384,971	386,956
	WORLD OMNI AUTOMOBILE LEA A A3 0.930% 11/16/2015 DD 06/13/12	CUSIP #	98158VAC9	825,000	824,882	830,164
	TOTAL CORPORATE DEBT INSTRUMENTS-PREFERRED				$ 41,428,509	$ 41,783,648
	TOTAL CORPORATE DEBT INSTRUMENTS				$ 61,097,713	$ 61,765,404

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	U.S. GOVERNMENT SECURITIES					
	FEDERAL NATL MTG ASSN 1.250% 01/30/2017 DD 01/09/12	CUSIP #	3135G0GY3	$ 750,000	$ 758,600	$ 768,878
	FEDERAL NATL MTG ASSN 0.375% 12/21/2015 DD 11/16/12	CUSIP #	3135G0SB0	1,855,000	1,851,809	1,852,700
	FEDERAL HOME LN MTG CORP 3.750% 03/27/2019 DD 03/27/09	CUSIP #	3137EACA5	1,500,000	1,712,295	1,733,880
	FEDERAL HOME LN MTG CORP 1.000% 03/08/2017 DD 01/30/12	CUSIP #	3137EADC0	2,915,000	2,875,315	2,952,166
	FNMA POOL #0452225 6.000% 03/01/2029 DD 03/01/99	CUSIP #	31380WLE2	66,340	73,951	74,123
	FEDERAL NATL MTG ASSN 1.625% 10/26/2015 DD 09/27/10	CUSIP #	31398A4M1	2,295,000	2,369,817	2,374,201
	FNMA POOL #0889720 6.500% 07/01/2038 DD 06/01/08	CUSIP #	31410KPD0	79,132	88,482	88,896
	FNMA POOL #0913253 VAR RT 03/01/2037 DD 03/01/07	CUSIP #	31411RTJ7	532,218	563,742	566,791
	FNMA POOL #0946869 6.000% 09/01/2037 DD 09/01/07	CUSIP #	31413JMS0	373,585	411,773	409,004
	FNMA POOL #0984075 4.500% 06/01/2023 DD 05/01/08	CUSIP #	31415MFQ3	75,488	80,546	81,246
	GNMA POOL #0569238 6.500% 03/15/2032 DD 03/01/02	CUSIP #	36200QLT9	93,881	108,840	109,612
	GNMA GTD REMIC P/T 08-39 B 4.549% 06/16/2028 DD 05/01/08	CUSIP #	38373MW30	447,341	473,166	455,031
	GNMA GTD REMIC P/T 08-86 B 4.806% 11/16/2031 DD 10/01/08	CUSIP #	38373M3N8	500,000	540,385	521,865
	GNMA GTD REMIC P/T 09-37 AB 4.022% 03/16/2037 DD 05/01/09	CUSIP #	38373M6Y1	89,005	93,415	90,841
	GNMA GTD REMIC P/T 11-6 AB 2.400% 12/16/2037 DD 01/01/11	CUSIP #	38376GA91	869,616	887,443	892,948

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	U.S. GOVERNMENT SECURITIES					
	GNMA GTD REMIC P/T 11-20 A 1.883% 04/16/2032 DD 02/01/11	CUSIP #	38376GC24	819,307	827,394	831,417
	GNMA GTD REMIC P/T 11-16 A 2.210% 11/16/2034 DD 02/01/11	CUSIP #	38376GF21	662,418	673,136	674,944
	GNMA GTD REMIC P/T 11-47 A 2.070% 04/16/2032 DD 03/01/11	CUSIP #	38376GJ35	883,847	895,231	897,936
	GNMA GTD REMIC P/T 11-31 A 2.210% 12/16/2035 DD 03/01/11	CUSIP #	38376GL57	907,334	922,342	926,506
	GNMA GTD REMIC P/T 10-71 AC 2.989% 03/16/2039 DD 06/01/10	CUSIP #	38376GRF9	269,768	278,586	277,718
	GNMA GTD REMIC P/T 10-102 AB 1.852% 07/16/2032 DD 08/01/10	CUSIP #	38376GTK6	356,405	358,579	359,588
	GNMA GTD REMIC P/T 10-122 B 2.169% 11/16/2037 DD 09/01/10	CUSIP #	38376GVY3	424,409	431,993	436,470
	GNMA GTD REMIC P/T 12-46 AB 1.771% 11/16/2038 DD 04/01/12	CUSIP #	38378BSP5	738,940	746,329	758,381
	US TREAS-CPI INFLAT 2.000% 01/15/2014 DD 01/15/04	CUSIP #	912828BW9	732,367	774,326	755,766
	U S TREASURY NOTE 4.625% 02/15/2017 DD 02/15/07	CUSIP #	912828GH7	2,000,000	2,373,280	2,331,260
	US TREAS-CPI INFLAT 1.625% 01/15/2018 DD 01/15/08	CUSIP #	912828HN3	1,601,047	1,816,844	1,856,846
	U S TREASURY NOTE 3.875% 05/15/2018 DD 05/15/08	CUSIP #	912828HZ6	2,500,000	2,916,025	2,905,275
	U S TREASURY NOTE 3.125% 05/15/2019 DD 05/15/09	CUSIP #	912828KQ2	2,950,000	3,307,688	3,340,875
	U S TREASURY NOTE 2.625% 02/29/2016 DD 02/28/09	CUSIP #	912828KS8	450,000	486,423	481,536
	U S TREASURY NOTE 2.625% 11/15/2020 DD 11/15/10	CUSIP #	912828PC8	2,100,000	2,259,806	2,304,750

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	U.S. GOVERNMENT SECURITIES					
	U S TREASURY NOTE 2.125% 08/15/2021 DD 08/15/11	CUSIP #	912828RC6	3,000,000	3,159,789	3,153,750
	U S TREASURY NOTE 1.000% 03/31/2017 DD 03/31/12	CUSIP #	912828SM3	1,105,000	1,125,220	1,124,768
	U S TREASURY NOTE 0.250% 08/31/2014 DD 08/31/12	CUSIP #	912828TL4	4,800,000	4,799,641	4,801,296
	U S TREASURY NOTE 0.250% 09/15/2015 DD 09/15/12	CUSIP #	912828TP5	9,495,000	9,472,130	9,474,206
	TOTAL U.S. GOVERNMENT SECURITIES				$ 50,514,341	$ 50,665,470

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	OTHER INVESTMENTS					
	AMERICAN MUNI PWR-OHIO INC OH 3.944% 02/15/2015 DD 12/09/09	CUSIP #	02765UCS1	$ 200,000	$ 206,856	$ 208,332
	MASSACHUSETTS ST DEV FIN AGY R 3.988% 04/01/2017 DD 05/05/11	CUSIP #	57583UBX5	230,000	245,806	252,278
	NEBRASKA ST PUBLIC PWR DIST RE 5.140% 01/01/2014 DD 03/20/08	CUSIP #	63968AMY8	200,000	215,590	208,956
	NEW YORK NY 2.070% 08/01/2014 DD 04/01/11	CUSIP #	64966JDX1	355,000	358,831	363,783
	PHOENIX AZ CIVIC IMPT CORP EXC 4.002% 07/01/2018 DD 06/07/11	CUSIP #	71884AVX4	300,000	320,823	323,745
	PORT AUTH OF NEW YORK & NEW JE 5.309% 12/01/2019 DD 07/01/09	CUSIP #	73358WAG9	150,000	177,954	181,245
	PORT OF SEATTLE WA 2.254% 12/01/2014 DD 02/23/11	CUSIP #	735371LH7	200,000	206,806	205,174
	UTAH ST RECAPITALIZATION REVEN 4.340% 07/01/2019 DD 02/23/10	CUSIP #	917535AK2	180,000	203,846	204,847
	WASHINGTON ST BIOMEDICAL RESEA 3.049% 07/01/2014 DD 12/14/10	CUSIP #	93730PAK2	230,000	240,106	238,328
	TOTAL OTHER INVESTMENTS				$ 2,176,618	$ 2,186,688

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	REGISTERED INVESTMENT COMPANIES					
	LAZARD EMERGING MARKETS EQUITY	CUSIP #	52106N889	72,051	$ 1,332,182	$ 1,407,875
	MANNING & NAPIER FUND INC -	CUSIP #	563821503	807,378	17,959,757	18,819,984
	SPDR BARCLAYS INTERNATIONAL	CUSIP #	78464A516	74,100	4,330,674	4,520,841
	TOTAL REGISTERED INVESTMENT COMPANIES				$ 23,622,613	$ 24,748,700
	COMMON/COLLECTIVE TRUST FUNDS					
	COLLECTIVE US GOVT STIF 4 VAR RT 12/31/2019 DD 07/24/08	CUSIP #	S99990665	$ 6,868,947	$ 6,868,947	$ 6,868,947
	COLLECTIVE US GOVT STIF 4 VAR RT 12/31/2049 DD 07/24/08	CUSIP #	S99990665	199,397	199,397	199,397
	TOTAL COMMON/COLLECTIVE TRUST FUNDS				$ 7,068,344	$ 7,068,344
	SHORT TERM INVESTMENTS					
**	BNY MELLON CASH RESERVE 0.010% 12/31/2049 DD 06/26/97	CUSIP #	996087094	$ 5,892	$ 5,892	$ 5,892
	SHORT TERM INVESTMENT FUND			13,056	13,056	13,056
	TOTAL SHORT TERM INVESTMENTS				$ 18,948	$ 18,948
	TOTAL NONPARTICIPANT DIRECTED INVESTMENTS				$ 290,144,971	$ 309,298,719

** Denotes a party-in-interest

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.

Mary Kay Inc. Profit Sharing and 401(k) Plan (Formerly Mary Kay Inc. Retirement Plan)
EIN: 75-1151701 Plan 001
Schedule H, line 4j - Schedule of Reportable Transactions
Year Ended December 31, 2012

(a) Identity of Party Involved	(b) Description of Asset		(c) Purchase Price	(d) Selling Price	(i) Net Gain or (Loss)
	COLLECTIVE U S GOVERNMENT STIF 938 Purchases	CUSIP # S99990660	$ 107,030,207	$ -	$ -
	COLLECTIVE U S GOVERNMENT STIF 644 Sales	CUSIP # S99990660	$ -	$ 107,794,273	$ -

The information in this schedule was prepared using information provided by the Trustee and has been certified as to its completeness and accuracy by the Trustee. Therefore, no audit procedures were performed by the Plan's independent auditors.