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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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. PROFIT SHARING AND 401(K) 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
DALLAS, 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.	10/14/2014	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 ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

MARY KAY INC. PROFIT SHARING AND 401(K) PLAN

16251 DALLAS PARKWAY
DALLAS, TX 75001

3b Administrator's EIN
75-1151701

3c Administrator's telephone number
972-687-6300

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:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	2813
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**	2275
b	Retired or separated participants receiving benefits	**6b**	33
c	Other retired or separated participants entitled to future benefits	**6c**	353
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2661
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	9
f	Total. Add lines **6d** and **6e**.	**6f**	2670
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2636
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	39
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)	X	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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
MARY KAY INC. PROFIT SHARING AND 401(K) 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

NEW YORK 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
13-5582869	66915	GA31564		01/01/2013	12/31/2013

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**	7375063

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.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
MARY KAY INC. PROFIT SHARING AND 401(K) 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

JPMORGAN RETIREMENT PLAN SERVICES

71-0930784

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

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(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)

COOKE & 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	326902	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

TCW 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	325427	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(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	191316	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)

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	149455	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(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	141858	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	123855	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)

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	115987	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

JPMORGAN CHASE BANK, NA

13-4994650

(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 52	NONE	99552	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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	95770	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)

FRONTIER CAPITAL MANAGEMENT

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	91307	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

J.P. MORGAN RETIREMENT PLAN SERVICE

71-0930784

(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?
15 37 50 59 64	NONE	47303	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] 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	44389	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)

MORGAN STANLEY

12-2919773

(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?
16 50	NONE	37500	Yes ☐ No ☒	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	35859	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

(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?
			Yes ☐ No ☐	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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(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.
AMERICAN CENTURY ULTRA-INV 4500 MAIN STREET KANSAS CITY, MO 64112	JANUARY 2013 TO DECEMBER 2013 35 BASIS POINTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(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.
TEMPLETON FOREIGN-A 300 S.E. 2ND STREET FORT LAUDERDALE, FL 33301-1923	JANUARY 2013 TO DECEMBER 2013 40 BASIS POINTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(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.
AMERICAN FUNDS WASHINGTON MUTUAL-A P.O. BOX 6040 INDIANAPOLIS, IN 46206	JANUARY 2013 TO DECEMBER 2013 30 BASIS POINTS

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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(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.
JPMORGAN EQUITY INDEX-SELECT	P.O. BOX 8528 BOSTON, MA 02266-8528	JANUARY 2013 TO DECEMBER 2013 10 BASIS POINTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(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.
NEW YORK LIFE ANCHOR ACCOUNT	690 CANTON ST WESTWOOD, MA 02090	JANUARY 2013 TO DECEMBER 2013 10 BASIS POINTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(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.
ALGER SMID CAP GROWTH-A	P.O. BOX 8480 BOSTON, MA 02266-8480	JANUARY 2013 TO DECEMBER 2013 50 BASIS POINTS

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
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(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.
MELLON STABLE VALUE ONE BOSTON PLACE 24TH FLOOR BOSTON, MA 02108	FEBRUARY 2013 TO DECEMBER 2013 10 BASIS POINTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN RETIREMENT PLAN SERVICES	59	0

(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.
T ROWE PRICE SMALL-CAP VALUE 100 EAST PRATT STREET BALTIMORE, MD 21202	JANUARY 2013 TO DECEMBER 2013 15 BASIS POINTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P. MORGAN CHASE BANK NA	52	0

(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.
VARIOUS BROKER DEALERS 13-4994650	$0.75 TO $2.00 FOR EACH RECEIPT OF DELIVERY OF BORROWED SECURITIES

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
J.P. MORGAN CHASE BANK NA	52	0

(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.
VARIOUS BROKER DEALERS 13-4994650	$25 PER TRANSACTION OR A WEIGHTED ANNUAL FEE OF 0.36 BASIS POINTS ON THE SECURITIES HELD AS TRI-PARTY AGENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P. MORGAN CHASE BANK NA	52	0

(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.
VARIOUS BROKER DEALERS 13-4994650	$25 PER TRANSACTION OR A WEIGHTED ANNUAL FEE OF 0.36 BASIS POINTS ON THE NON-CASH COLLATERAL HELD AS TRI-PARTY AGENT

(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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
MARY KAY INC. PROFIT SHARING AND 401(K) 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: 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)
11-3152987-000	C	37134843

a Name of MTIA, CCT, PSA, or 103-12 IE: NEW YORK LIFE ANCHOR FD PSA 25

b Name of sponsor of entity listed in (a): NEW YORK LIFE INSURANCE CO

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)
13-5582869-125	P	7375063

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

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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
MARY KAY INC. PROFIT SHARING AND 401(K) 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		1000433
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	24669182	25895465
(2) Participant contributions	1b(2)	399034	261205
(3) Other	1b(3)	17957571	1702050
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	18948	0
(2) U.S. Government securities	1c(2)	50665470	54747754
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		16363843
(B) All other	1c(3)(B)	61765404	67910890
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	162845165	198784354
(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)	6385953	6487161
(9) Value of interest in common/collective trusts	1c(9)	54749743	11948283
(10) Value of interest in pooled separate accounts	1c(10)		14527513
(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)	109205098	181992184
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		5892325
(15) Other	1c(15)	2186688	3754152

			(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	490848256	591267612
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	256125	460532
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	611210	1283181
k	Total liabilities (add all amounts in lines 1g through1j)	1k	867335	1743713
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	489980921	589523899

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)	25919953	
	(B) Participants	2a(1)(B)	11582057	
	(C) Others (including rollovers)	2a(1)(C)	1424325	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		38926335
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1447	
	(B) U.S. Government securities	2b(1)(B)	749359	
	(C) Corporate debt instruments	2b(1)(C)	2073662	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	266878	
	(F) Other	2b(1)(F)	138157	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3229503
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	2819530	
	(B) Common stock	2b(2)(B)	5629263	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		8448793
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	238718144	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	227459023	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		11259121
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	38173881	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		38173881

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-414445
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		99383
(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)		24066668
c Other income	2c		10956
d Total income. Add all **income** amounts in column (b) and enter total	2d		123800195
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	22319790	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	21	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		22319811
f Corrective distributions (see instructions)	2f		136920
g Certain deemed distributions of participant loans (see instructions)	2g		1398
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	-58293	
(3) Investment advisory and management fees	2i(3)	1587884	
(4) Other	2i(4)	269497	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1799088
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		24257217
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		99542978
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		10000000
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		1415
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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
MARY KAY INC. PROFIT SHARING AND 401(K) 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): 43-1796706

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):



Independent Auditor's Report

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Mary Kay Inc. Profit Sharing and 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and December 31, 2012 and the related statement of changes in net assets available for benefits for the years ended December 31, 2013 and December 31, 2012, 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 and JPMorgan Chase Bank, N.A, the trustees 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 JPMorgan Chase Bank, N.A. held the Plan's investment assets and executed investment transactions as of December 31, 2013 and for the period from January 1, 2013 to December 31, 2013, and that The Bank of New York held the Plan's investment assets and executed investment transactions as of December 31, 2012 and for the period January 1, 2012 to December 31, 2012. The plan administrator has obtained certifications from the trustees as of December 31, 2013 and December 31, 2012 and for the years ended December 31, 2013 and December 31, 2012, that the information provided to the plan administrator by the trustees 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.



Other Matter

The supplemental schedules of Schedule of Assets (Held at Year End) as of December 31, 2013 and Schedule of Reporting Transactions for the year ended December 31, 2013 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

Dallas, TX
October 10, 2014

MARY KAY INC. PROFIT SHARING AND 401(K) PLAN

SCHEDULE H - PART IV - 4i
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

AS OF DECEMBER 31, 2013

EIN # : 75-1151701 PLAN #: 001

SECURITY ISSUER & DESCRIPTION		CUSIP / TICKER	SHARES/PAR VALUE	COST	CURRENT VALUE
NON-INTEREST BEARING CASH					
CASH					206,785.75
NET INVESTABLE CASH					793,646.00
					1,000,431.75
TOTAL INTEREST BEARING CASH					
U S GOVERNMENT SECURITIES					
FEDERAL HOME LN MTG CORP FR 1.75%30/MAY/2019 SEMI-ANN. 1.750% 05/30/2019	CUSIP #	3137EADG1	1,000,000.0000	992,730.00	982,300.00
FEDERAL HOME LOAN MORTGAGE CORP 0.875% BDS SEMI-ANN. 0.875% 03/07/2018	CUSIP #	3137EADP1	1,250,000.0000	1,251,223.75	1,214,235.00
FEDERAL HOME LOAN MORTGAGE CORP 1% BDS 08/MAR/2017 SEMI-ANN. 1.000% 03/08/2017	CUSIP #	3137EADC0	1,740,000.0000	1,737,633.60	1,742,834.46
FEDERAL HOME LOAN MORTGAGE CORP 3.75% BDS SEMI-ANN. 3.750% 03/27/2019	CUSIP #	3137EACA5	1,500,000.0000	1,490,507.72	1,634,953.50
FEDERAL NATIONAL MORTGAGE ASSOC 1.25% BDS SEMI-ANN. 1.250% 09/28/2016	CUSIP #	3135G0CM3	1,000,000.0000	1,014,880.00	1,014,278.00
FEDERAL NATIONAL MORTGAGE ASSOC 1.25% MTG BDS SEMI-ANN. 1.250% 01/30/2017	CUSIP #	3135G0GY3	1,000,000.0000	1,011,398.75	1,012,033.00
FNMA MORTPASS 4.5% 01/JUN/2023 CI PN# 984075 MONTHLY 4.500% 06/01/2023	CUSIP #	31415MFQ3	39,865.4000	38,308.72	42,489.26
FNMA MORTPASS 6% 01/MAR/2029 CL PN# 452225 MONTHLY 6.000% 03/01/2029	CUSIP #	31380WLE2	40,452.8400	41,513.03	44,855.57
FNMA MORTPASS 6% 01/SEP/2037 CL PN# 946869 MONTHLY 6.000% 09/01/2037	CUSIP #	31413JMS0	200,707.6250	206,791.56	222,031.81
FNMA MORTPASS 6.5% 01/JUL/2038 CL PN# 889720 MONTHLY 6.500% 07/01/2038	CUSIP #	31410KPD0	44,981.0510	46,196.96	49,944.58
FNMA MORTPASS ARM 01/MAR/2037 LB PN# 913253 MONTHLY FLOATING 03/01/2037	CUSIP #	31411RTJ7	491,050.9270	510,079.16	513,999.70
GINNIE MAE 2010-122 B 2.169% 16/NOV/2037 MONTHLY 2.169% 11/16/2037	CUSIP #	38376GVY3	274,865.7100	280,277.13	277,824.09
GINNIE MAE 2010-71 AC 2.989% 16/MAR/2039 MONTHLY 2.989% 03/16/2039	CUSIP #	38376GRF9	95,369.8700	96,323.56	96,304.30
GINNIE MAE 2011-47 A 2.070% 16/APR/2032 MONTHLY 2.070% 04/16/2032	CUSIP #	38376GJ35	233,517.1700	235,523.96	234,046.79
GINNIE MAE 2012-046 AB 1.771% 16/NOV/2038 MONTHLY 1.771% 11/16/2038	CUSIP #	38378BSP5	709,556.1100	716,651.68	709,036.01
GINNIE MAE 2013-33 AC 1.744% 16/MAY/2046 MONTHLY 1.744% 05/16/2046	CUSIP #	38378B7E3	565,623.4800	562,618.61	541,796.03
GINNIE MAE 2013-72 A 2.039% 16/OCT/2046 MONTHLY 2.039% 10/16/2046	CUSIP #	38378KQE2	988,627.3200	1,003,842.92	940,159.87
GNMA I MORTPASS 6.5% 15/MAR/2032 SF PN# 569238 MONTHLY 6.500% 03/15/2032	CUSIP #	36200QLT9	42,308.1200	44,040.11	47,220.39
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION 2011-20 A MONTHLY 1.883% 04/16/2032	CUSIP #	38376GC24	619,544.9800	615,527.61	622,345.94
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION 2011-31 A MONTHLY 2.210% 12/16/2035	CUSIP #	38376GL57	536,587.2200	539,521.68	540,448.50
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION 2013-96 A MONTHLY 1.400% 11/16/2041	CUSIP #	38378KWU9	741,444.2900	733,103.03	726,498.26
UNITED STATES OF AMER TREAS NOTES 1.625% FLOATING 01/15/2018	CUSIP #	912828HN3	1,450,000.0000	1,603,135.09	1,756,905.50
UNITED STATES OF AMER TREAS NOTES 2% 15/JAN/2014 FLOATING 01/15/2014	CUSIP #	912828BW9	585,000.0000	755,670.54	738,955.16
UNITED STATES OF AMER TREAS NOTES 2.625% BDS SEMI-ANN. 2.625% 02/29/2016	CUSIP #	912828KS8	1,000,000.0000	1,032,516.80	1,047,500.00
UNITED STATES OF AMERICA NOTES FIXED 1.25% SEMI-ANN. 1.250% 11/30/2018	CUSIP #	912828A34	1,315,000.0000	1,297,334.09	1,286,851.11
UNITED STATES OF AMERICA NOTES FIXED 1.375% SEMI-ANN. 1.375% 09/30/2018	CUSIP #	912828RH5	1,300,000.0000	1,299,117.64	1,284,155.60
UNITED STATES OF AMERICA NOTES FIXED 4.625% SEMI-ANN. 4.625% 02/15/2017	CUSIP #	912828GH7	1,000,000.0000	1,109,937.32	1,115,312.00
UNITED STATES TREAS NTS 0.25%31/MAY/2015 SEMI-ANN. 0.250% 05/31/2015	CUSIP #	912828VD9	1,585,000.0000	1,585,995.94	1,585,743.37
UNITED STATES TREAS NTS 0.375%30/JUN/2015 SEMI-ANN. 0.375% 06/30/2015	CUSIP #	912828VH0	2,250,000.0000	2,252,732.14	2,254,657.50
UNITED STATES TREAS NTS 0.625%30/APR/2018 SEMI-ANN. 0.625% 04/30/2018	CUSIP #	912828UZ1	4,005,000.0000	3,880,523.90	3,862,321.88
UNITED STATES TREAS NTS 0.875%30/APR/2017 SEMI-ANN. 0.875% 04/30/2017	CUSIP #	912828SS0	8,010,000.0000	8,029,426.05	7,986,218.31
UNITED STATES TREAS NTS 2.125%15/AUG/2021 SEMI-ANN. 2.125% 08/15/2021	CUSIP #	912828RC6	2,500,000.0000	2,633,157.79	2,421,875.00
UNITED STATES TREAS NTS 2.625%15/NOV/2020 SEMI-ANN. 2.625% 11/15/2020	CUSIP #	912828PC8	2,500,000.0000	2,658,014.28	2,540,625.00
UNITED STATES TREAS NTS 3.125%15/MAY/2019 SEMI-ANN. 3.125% 05/15/2019	CUSIP #	912828KQ2	2,950,000.0000	2,987,502.41	3,143,593.75
UNITED STATES TREAS NTS 3.875%15/MAY/2018 SEMI-ANN. 3.875% 05/15/2018	CUSIP #	912828HZ6	2,500,000.0000	2,714,722.90	2,755,470.00
FANNIE MAE POOL DUE 12/26/2018			12,300,950.0000		177,205.10
FANNIE MAE POOL DUE 11/25/2016			2,627,672.0000		35,842.82
FANNIE MAE POOL DUE 11/26/2018			5,900,000.0000		214,579.76
FREDDIE MAC POOL DUE 05/15/2020			9,637,050.0000		134,466.02
FREDDIE MAC POOL DUE 12/17/2018			10,381,375.0000		151,703.14
FREDDIE MAC POOL DUE 02/15/2019			7,599,950.0000		177,687.92
FREDDIE MAC POOL DUE 11/15/2028			9,256,269.0000		150,803.46
FREDDIE MAC POOL DUE 01/16/2018			9,338,536.0000		111,198.71
FANNIE MAE POOL DUE 05/25/2021			11,752,500.0000		169,864.28
FANNIE MAE POOL DUE 08/27/2018			6,579,049.0000		210,791.32
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 10/21/2019			5,876,250.0000		127,160.78

GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 08/20/2020			2,742,250.0000		56,124.38	
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 08/16/2019			4,309,250.0000		153,603.87	
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 03/16/2019			6,000,000.0000		214,023.27	
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 08/20/2020			5,014,400.0000		163,365.14	
US TREASURY NOTE DUE 01/15/2016			21,881,588.0000		785,010.83	
US TREASURY NOTE DUE 10/17/2016			5,380,584.0000		192,667.40	
FANNIE MAE POOL DUE 07/25/2019			9,460,762.0000		151,090.48	
FREDDIE MAC POOL DUE 05/15/2020			11,595,800.0000		161,796.50	
FREDDIE MAC POOL DUE 08/16/2021			3,525,750.0000		72,288.81	
FREDDIE MAC POOL DUE 04/16/2018			3,134,000.0000		34,865.60	
FREDDIE MAC POOL DUE 02/15/2019			6,600,000.0000		178,039.50	
FREDDIE MAC POOL DUE 07/16/2018			1,958,750.0000		22,157.96	
FREDDIE MAC POOL DUE 05/15/2018			5,092,750.0000		61,737.67	
FREDDIE MAC POOL DUE 01/15/2020			1,958,750.0000		44,455.54	
FREDDIE MAC POOL DUE 12/15/2021			2,350,500.0000		62,544.34	
FREDDIE MAC POOL DUE 06/15/2017			1,723,700.0000		25,530.26	
FANNIE MAE POOL DUE 05/25/2018			2,350,500.0000		32,605.73	
FANNIE MAE POOL DUE 06/25/2015			2,742,250.0000		12,674.36	
FANNIE MAE POOL DUE 02/25/2016			7,247,375.0000		39,081.27	
FANNIE MAE POOL DUE 08/25/2015			3,643,275.0000		23,194.18	
FANNIE MAE POOL DUE 10/25/2018			1,958,750.0000		24,563.43	
FANNIE MAE POOL DUE 07/25/2018			1,723,700.0000		26,394.98	
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 11/20/2019			1,958,750.0000		42,937.00	
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 12/20/2017			3,134,000.0000		46,288.30	
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 09/21/2020			5,950,000.0000		133,256.96	
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 03/16/2017			2,350,500.0000		22,234.70	
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 07/16/2018			2,742,250.0000		94,179.02	
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 04/16/2019			2,350,500.0000		82,255.66	
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 07/16/2019			2,507,200.0000		86,002.19	
US TREASURY NOTE DUE 08/15/2014			304,781.0000		10,965.67	
US TREASURY NOTE DUE 11/17/2014			339,255.0000		12,183.87	
US TREASURY NOTE DUE 04/15/2015			4,122,777.0000		148,168.54	
US TREASURY NOTE DUE 09/15/2016			17,929,714.0000		647,823.47	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 08/28/2014			1,493,000.0000		53,911.91	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 05/27/2015			3,930,000.0000		141,294.03	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 05/21/2018			8,253,000.0000		286,618.73	
UNITED STATES TREASURY DUE 11/30/2018			2,000,000.0000		70,206.79	
UNITED STATES TREASURY DUE 02/28/2017			5,502,000.0000		197,708.40	
UNITED STATES TREASURY DUE 03/15/2016			5,384,100.0000		192,838.30	
UNITED STATES TREASURY DUE 03/31/2015			2,358,000.0000		84,589.69	
UNITED STATES TREASURY DUE 03/31/2018			8,331,600.0000		290,635.19	
FEDERAL HOME LOAN MORTGAGE CORPORATION DUE 05/01/2023			3,076,201.0000		117,144.80	
FEDERAL HOME LOAN MORTGAGE CORPORATION DUE 07/01/2018			60,602.0000		2,312.14	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 08/01/2018			163,955.0000		6,255.65	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 01/01/2026			415,499.0000		15,648.36	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 05/01/2025			180,416.0000		6,947.75	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 07/01/2027			4,615,564.0000		169,683.45	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 11/01/2027			319,813.0000		11,380.85	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 11/01/2027			1,419,520.0000		50,629.54	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 12/01/2027			125,062.0000		4,457.47	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 12/01/2027			3,890,601.0000		138,450.55	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 02/01/2018			386,082.0000		13,739.07	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 05/01/2018			1,974,319.0000		75,709.26	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 12/01/2020			1,320,581.0000		50,937.09	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 11/01/2018			454,107.0000		17,405.45	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 08/01/2026			3,268,792.0000		122,962.35	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 06/01/2027			1,598,801.0000		58,686.71	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 04/01/2028			1,049,175.0000		37,335.86	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 01/01/2028			234,843.0000		8,639.20	
FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 07/01/2020			165,675.0000		6,391.98	
TOTAL U S GOVERNMENT SECURITIES						54,747,754.00
CORPORATE DEBT - PREFERRED						
ACE INA HLDGS INC 5.7% SNR NTS 15/FEB/2017 USD1000 SEMI-ANN. 5.700% 02/15/2017	CUSIP #	00440EAJ6	375,000.0000	377,268.00	420,506.25	
AMERICA MOVIL SAB DE CV 5.625% SNR NTS 15/NOV/2017 SEMI-ANN. 5.625% 11/15/2017	CUSIP #	02364WAN5	400,000.0000	446,447.50	450,566.40	
AMERICAN EXPRESS CO NOTES FIXED 6.15% 28/AUG/2017 SEMI-ANN. 6.150% 08/28/2017	CUSIP #	025816AX7	400,000.0000	482,409.50	461,476.80	
AMERICAN INTERNATIONAL GROUP INC 5.85% MTN SEMI-ANN. 5.850% 01/16/2018	CUSIP #	02687QDG0	480,000.0000	543,167.80	550,584.00	

BA CREDIT CARD TRUST 2007-A11 A11 FLOATING MONTHLY FLOATING 12/15/2019	CUSIP #	05522RBG2	665,000.0000	657,908.40	657,626.48	
BANC AMERICA COML MTG INC 5.182% CMO 10/SEP/2047 MONTHLY FLOATING 09/10/2047	CUSIP #	05947U4D7	310,000.0000	332,741.41	330,006.16	
BANC OF AMERICA COMMERCIAL MORTGAGE INC 2005-2 CL MONTHLY FLOATING 07/10/2043	CUSIP #	05947UM21	340,000.0000	354,848.44	353,717.30	
BANC OF AMERICA COMMERCIAL MORTGAGE INC MONTHLY FLOATING 06/10/2039	CUSIP #	05947UVC9	305,873.3300	312,564.32	307,406.98	
BANK OF AMERICA CORP 4.5% BDS 01/APR/2015 USD1000 SEMI-ANN. 4.500% 04/01/2015	CUSIP #	06051GEB1	190,000.0000	199,889.50	198,773.44	
BANK OF AMERICA CORP MEDIUM TERM NOTE FIXED 6.4% SEMI-ANN. 6.400% 08/28/2017	CUSIP #	59018YJ69	435,000.0000	451,213.60	501,514.11	
BANK OF NEW YORK MELLON CORP 3.1% MTN 15/JAN/2015 SEMI-ANN. 3.100% 01/15/2015	CUSIP #	06406HBN8	510,000.0000	536,604.10	523,735.83	
BB&T CORP 5.7% LN STK 30/APR/2014 USD1000	CUSIP #	05531FAA1	300,000.0000	314,187.88	305,171.70	
BURLINGTON NORTHERN SANTA FE CORP 5.65% DEB SEMI-ANN. 5.650% 05/01/2017	CUSIP #	12189TAY0	260,000.0000	310,723.40	291,592.86	
CISCO SYSTEMS INC 5.5% BDS 22/FEB/2016 USD1000 SEMI-ANN. 5.500% 02/22/2016	CUSIP #	17275RAC6	300,000.0000	305,589.00	330,040.20	
CITIGROUP COMMERCIAL MORTGAGE TRUST 2005-C3 AM MONTHLY FLOATING 05/15/2043	CUSIP #	173067GZ6	265,000.0000	277,483.98	275,900.78	
CITIGROUP INC FLTG RATE NTS 05/NOV/2014 USD1000 QUARTERLY FLOATING 11/05/2014	CUSIP #	172967CS8	330,000.0000	329,340.00	329,872.29	
CITIGROUP INC SR NT 6.125% 21/NOV/2017 SEMI-ANN. 6.125% 11/21/2017	CUSIP #	172967EM9	380,000.0000	420,083.40	438,029.42	
CREDIT SUISSE 5.4% SUB NTS 14/JAN/2020 USD2000 SEMI-ANN. 5.400% 01/14/2020	CUSIP #	22546QAD9	360,000.0000	362,284.80	400,079.88	
DU PONT(E.I.)DE NEMOURS & CO 3.25% NTS 15/JAN/2015 SEMI-ANN. 3.250% 01/15/2015	CUSIP #	263534BY4	425,000.0000	429,095.30	437,191.98	
GENERAL ELECTRIC CAPITAL SERVICES 5.625% MTN SEMI-ANN. 5.625% 05/01/2018	CUSIP #	36962G3U6	595,000.0000	686,745.50	683,278.96	
GEORGIA PWR CO 5.25 15/DEC/2015 SEMI-ANN. 5.250% 12/15/2015	CUSIP #	373334GA3	300,000.0000	301,416.00	325,266.30	
GOLDMAN SACHS GROUP INC 5.95% SNR NTS 18/JAN/2018 SEMI-ANN. 5.950% 01/18/2018	CUSIP #	38141GFG4	505,000.0000	585,539.80	574,153.69	
GS MORT SEC CORP 2005-GG$ CL A4A MONTHLY 4.751% 07/10/2039	CUSIP #	36228CVU4	409,635.7500	437,718.21	424,359.29	
HSBC FINANCE CORP NOTES FIXED 5% 30/JUN/2015 USD SEMI-ANN. 5.000% 06/30/2015	CUSIP #	40429CCS9	590,000.0000	643,552.90	623,463.62	
INTERNATIONAL BUS MACH CORP 5.7% BDS 14/SEP/2017 SEMI-ANN. 5.700% 09/14/2017	CUSIP #	459200GJ4	420,000.0000	494,411.40	482,285.16	
JPMORGAN CHASE & CO 3.7% NTS 20/JAN/2015 USD1000 SEMI-ANN. 3.700% 01/20/2015	CUSIP #	46625HHP8	300,000.0000	318,600.00	309,361.20	
LB-UBS COMMERCIAL MORTGAGE TRUST FRN SER 2004-C7 MONTHLY FLOATING 10/15/2029	CUSIP #	52108HP73	264,776.7700	271,882.30	268,684.08	
METLIFE INC 5% 15/JUN/2015 SEMI-ANN. 5.000% 06/15/2015	CUSIP #	59156RAN8	425,000.0000	466,432.45	451,101.80	
MORGAN STANLEY CAPITAL I TR FRN 12/OCT/2052 USD1 MONTHLY FLOATING 10/12/2052	CUSIP #	617451CR8	260,000.0000	287,096.88	277,199.00	
PACIFICORP 4.95% 15/AUG/2014 SEMI-ANN. 4.950% 08/15/2014	CUSIP #	695114BY3	320,000.0000	332,665.60	328,886.40	
PECO ENERGY CO 5% MTG BDS 01/OCT/2014 USD1000 SEMI-ANN. 5.000% 10/01/2014	CUSIP #	693304AN7	285,000.0000	284,672.25	294,280.46	
PRAXAIR INC 5.375% BDS 01/NOV/2016 USD1000 SEMI-ANN. 5.375% 11/01/2016	CUSIP #	74005PAN4	320,000.0000	358,186.00	356,893.12	
PRUDENTIAL FINANCIAL INC 4.75% NTS 17/SEP/2015 SEMI-ANN. 4.750% 09/17/2015	CUSIP #	74432QBJ3	500,000.0000	547,150.00	532,821.00	
SHELL INTERNATIONAL FINANCE BV 4% UNS LN STK SEMI-ANN. 4.000% 03/21/2014	CUSIP #	822582AF9	505,000.0000	534,906.10	509,008.69	
SIMON PROPERTY GROUP INC 4.2% NTS 01/FEB/2015 SEMI-ANN. 4.200% 02/01/2015	CUSIP #	828807CC9	295,000.0000	313,856.35	303,673.00	
SOUTHERN CO 4.15% SNR NTS 15/MAY/2014 USD1000 SEMI-ANN. 4.150% 05/15/2014	CUSIP #	842587CE5	320,000.0000	330,598.40	324,268.16	
UNITED PARCEL SERVICE INC 5.5% SNR NTS 15/JAN/2018 SEMI-ANN. 5.500% 01/15/2018	CUSIP #	911312AH9	300,000.0000	307,941.00	343,169.40	
WACHOVIA BANK COMMERCIAL MORTGAGE TRUST 2005-C16 MONTHLY FLOATING 10/15/2041	CUSIP #	929766YX5	340,000.0000	353,892.19	349,141.58	
WACHOVIA BANK COMMERICAL MTG TST 5.308% CMO MONTHLY 5.308% 11/15/2048	CUSIP #	92978PAE9	295,000.0000	334,179.69	322,403.73	
WACHOVIA BK COML MTG TR SER 2004-C14 COML MTG MONTHLY FLOATING 08/15/2041	CUSIP #	929766UK7	352,295.3000	361,666.91	357,469.11	
WISCONSIN PWR & LT 5% NTS 15/JUL/2019 USD SEMI-ANN. 5.000% 07/15/2019	CUSIP #	976826BG1	320,000.0000	335,326.90	358,882.24	
TOTAL CORPORATE DEBT - PREFERRED						16,363,842.85
CORPORATE DEBT-ALL OTHER						
AETNA INC 2.75% BDS 15/NOV/2022 USD2000 SEMI-ANN. 2.750% 11/15/2022	CUSIP #	008117AP8	485,000.0000	477,986.05	446,758.24	
ALLY AUTO RECEIVABLES TR 0.7% MTG BDS 15/JAN/2015 USD1000	CUSIP #	02005EAB6	11,374.6100	11,374.10	11,375.62	
ALLY MASTER OWNER TRUST 1.44% MTG BDS 15/FEB/2017 MONTHLY 1.440% 02/15/2017	CUSIP #	02005ACC0	450,000.0000	449,965.22	453,341.70	
AMB PROPERTY LP 6.125% BDS 01/DEC/2016 USD1000	CUSIP #	00163MAJ3	165,000.0000	188,352.45	185,826.96	
AMERICAN EXPRESS CREDIT ACCOUNT MASTER TRUST MONTHLY 0.680% 03/15/2018	CUSIP #	02582JGD6	550,000.0000	549,999.45	550,991.65	
AMERICAN EXPRESS CREDIT CORP 2.8% BDS 19/SEP/2016 SEMI-ANN. 2.800% 09/19/2016	CUSIP #	0258M0DC0	375,000.0000	388,330.05	391,830.00	
AMERICREDIT AUTO REC TRUST 0.71% MTG BDS 08/DEC/2015 USD1000	CUSIP #	03061UAB9	115,277.4300	115,269.87	115,305.33	
AMERICREDIT AUTOMOBILE RECEIVABLES TRUST 2012-5 MONTHLY 0.620% 06/08/2017	CUSIP #	03064XAC8	330,000.0020	329,952.02	329,871.63	
ANHEUSER BUSCH 0.8% BDS 15/JUL/2015 USD1000 SEMI-ANN. 0.800% 07/15/2015	CUSIP #	03523TBM9	330,000.0000	331,534.50	331,642.41	
ANHEUSER-BUSCH COS INC 5.05% DUE 15/OCT/2016 SEMI-ANN. 5.050% 10/15/2016	CUSIP #	035229CV3	394,000.0000	442,760.46	438,326.97	
APPLE INC 2.4% BDS 03/MAY/2023 USD2000 SEMI-ANN. 2.400% 05/03/2023	CUSIP #	037833AK6	470,000.0000	464,562.10	422,629.17	
AT&T INC CALLABLE NOTES FIXED 2.375% 27/NOV/2018 SEMI-ANN. 2.375% 11/27/2018	CUSIP #	00206RCA8	355,000.0000	355,212.10	355,304.59	
AT&T INC CALLABLE NOTES FIXED 2.375% 27/NOV/2018 SEMI-ANN. 2.375% 11/27/2018	CUSIP #	00206RCA8	450,000.0000	450,000.00	450,386.10	
BANC OF AMERICA COMM 4.542% MTG BDS 10/NOV/2041 MONTHLY 4.542% 11/10/2041	CUSIP #	05947UXR4	314,975.5620	325,359.90	320,355.66	
BANC OF AMERICA MERRILL LYNCH COMMERCIAL MORTGAGE MONTHLY FLOATING 12/10/2042	CUSIP #	05947UC22	420,000.0000	433,075.78	430,682.70	
BANK OF NOVA SCOTIA SR NT 1.375% 18/DEC/2017 SEMI-ANN. 1.375% 12/18/2017	CUSIP #	064159BE5	310,000.0000	309,655.90	304,216.02	
BAPTIST HEALTH SOUTH FLORIDA 4.59% NTS 15/AUG/2021 SEMI-ANN. 4.590% 08/15/2021	CUSIP #	066836AA5	208,000.0000	215,338.60	214,460.06	
BB&T CORP FRN 28/APR/2014 USD1000 TR00009	CUSIP #	05531FAJ2	450,000.0000	451,665.00	450,797.85	
BHP BILLITON FINANCE USA LTD 1% BDS 24/FEB/2015 SEMI-ANN. 1.000% 02/24/2015	CUSIP #	055451AN8	310,000.0000	313,010.10	311,699.42	
BHP BILLITON FINANCE USA LTD 3.25% BDS 21/NOV/2021 SEMI-ANN. 3.250% 11/21/2021	CUSIP #	055451AL2	433,000.0000	438,638.73	430,434.04	
BK OF NY MELLON CP 0.7% MTN 23/OCT/2015 USD1000 SEMI-ANN. 0.700% 10/23/2015	CUSIP #	06406HCD9	390,000.0000	389,598.30	390,708.24	
BMW VEHICLE OWNER TRUST 2013-A 2013-A A3 0.67% MONTHLY 0.670% 11/27/2017	CUSIP #	05578XAC2	675,000.0000	674,984.81	675,625.73	
BNP PARIBAS SA MEDIUM TERM NOTE FIXED 1.25% SEMI-ANN. 1.250% 12/12/2016	CUSIP #	05574LTW8	460,000.0000	459,526.20	460,337.18	
BOARDWALK PIPELINES LLC 5.875% NTS 15/NOV/2016 SEMI-ANN. 5.875% 11/15/2016	CUSIP #	096630AA6	275,000.0000	310,448.00	304,338.93	
BP CAPITAL MARKETS 0.7% BDS 06/NOV/2015 USD1000 SEMI-ANN. 0.700% 11/06/2015	CUSIP #	05565QCA4	500,000.0000	498,580.00	501,245.00	
BROWN-FORMAN CORP 2.5% BDS 15/JAN/2016 USD1000 SEMI-ANN. 2.500% 01/15/2016	CUSIP #	115637AK6	390,000.0000	394,408.10	402,828.27	
BURLINGTON NORTHERN SANTA FE CORP 3.0% BDS SEMI-ANN. 3.000% 03/15/2023	CUSIP #	12189LAM3	460,000.0000	463,068.02	428,380.06	

CAMPBELL SOUP CO FRN 01/AUG/2014 USD1000 QUARTERLY FLOATING 08/01/2014	CUSIP #	134429AX7	330,000.0000	330,636.90	330,433.29
CAPITAL ONE FINL 3.15% BDS 15/JUN/2016 USD1000 SEMI-ANN. 3.150% 07/15/2016	CUSIP #	14040HAX3	466,000.0000	480,539.01	487,004.02
CAPITAL ONE MULTI-ASSET EXECUTION TRUST 14041NBG5 MONTHLY FLOATING 12/15/2016	CUSIP #	14041NBG5	705,000.0000	705,424.61	705,124.79
CARMAX AUTO OWNER 0.91% MTG BDS 15/DEC/2015 USD1 MONTHLY 0.910% 12/15/2015	CUSIP #	14313DAC8	208,182.8500	208,172.46	208,417.47
CARMAX AUTO OWNER TRUST 2013-1 2013-1 A3 0.6% MONTHLY 0.600% 10/16/2017	CUSIP #	14313LAC0	600,000.0000	600,143.18	599,859.60
CARMAX AUTO OWNER TRUST 2013-4 2013-4 A2 0.52% MONTHLY 0.520% 11/15/2016	CUSIP #	14313PAB3	500,000.0000	499,953.85	500,066.00
CATERPILLAR FINANCIAL SERVICES CORP 1.3% BDS SEMI-ANN. 1.300% 03/01/2018	CUSIP #	14912L5P2	460,000.0000	457,447.20	446,014.16
CATERPILLAR FINANCIAL SERVICES CORP 2.05% BDS SEMI-ANN. 2.050% 08/01/2016	CUSIP #	14912L4X6	450,000.0000	456,331.50	461,941.20
CHASE ISSUANCE TRUST 2012-A5 A5 0.59% 15/AUG/2017 MONTHLY 0.590% 08/15/2017	CUSIP #	161571FL3	550,000.0000	549,979.76	550,061.05
CHEVRON CORP 1.718% BDS 24/JUN/2018 USD0 SEMI-ANN. 1.718% 06/24/2018	CUSIP #	166764AE0	465,000.0000	464,522.00	463,245.09
CIGNA CORP 2.75% BDS 15/NOV/2016 USD100 SEMI-ANN. 2.750% 11/15/2016	CUSIP #	125509BR9	450,000.0000	451,799.00	468,369.90
CITIGROUP INC 3.953% BDS 15/JUN/2016 USD100 SEMI-ANN. 3.953% 06/15/2016	CUSIP #	172967FS5	470,000.0000	497,410.40	500,033.94
COLGATE-PALMOLIVE CO 0.6% BDS 15/NOV/2014 USD1000 SEMI-ANN. 0.600% 11/15/2014	CUSIP #	19416QDW7	270,000.0000	268,976.70	270,504.36
COMCAST CORP 5.15% GTD SNR 01/MAR/2020 USD SEMI-ANN. 5.150% 03/01/2020	CUSIP #	20030NBA8	460,000.0000	538,404.00	513,161.74
COMCAST CORP 5.9% BDS 15/MAR/2016 USD1000 SEMI-ANN. 5.900% 03/15/2016	CUSIP #	20030NAL5	320,000.0000	373,337.60	353,404.48
COMM 2013-CCRE6 MORTGAGE TRUST 2013-CR6 A2 2.122% MONTHLY 2.122% 03/10/2046	CUSIP #	12624XAB4	335,000.0000	346,973.63	334,380.92
CONOCOPHILLIPS 1.05% BDS 15/DEC/2017 USD1000 SEMI-ANN. 1.050% 12/15/2017	CUSIP #	20826FAB2	335,000.0000	329,003.50	326,888.98
COSTCO WHOLESALE CORP 1.7% BDS 15/DEC/2019 USD1000 SEMI-ANN. 1.700% 12/15/2019	CUSIP #	22160KAF2	500,000.0000	499,895.00	481,613.50
COVIDIEN INTL FINANCE SA 4.20% 15/JUN/2020 SEMI-ANN. 4.200% 06/15/2020	CUSIP #	22303QAL4	435,000.0000	462,481.05	461,577.20
CVS CAREMARK CORP 4.875% NTS 15/SEP/2014 USD1000 SEMI-ANN. 4.875% 09/15/2014	CUSIP #	126650AV2	510,000.0000	527,783.70	525,261.75
DBRR CMBS RE-REMIC 0.946% MTG BDS 25/SEP/2045 USD MONTHLY 0.946% 09/25/2045	CUSIP #	23306AAA8	376,398.1869	376,906.35	376,415.88
DIRECTV HLDGS LLC/FINANCING INC 3.125% BDS SEMI-ANN. 3.125% 02/15/2016	CUSIP #	25459HAV7	295,000.0000	305,728.80	306,865.79
DIRECTV HLDGS LLC/FINANCING INC 5% BDS 01/MAR/2021 SEMI-ANN. 5.000% 03/01/2021	CUSIP #	25459HBA2	350,000.0000	363,177.50	367,678.15
DISCOVERY COMMUNICATIONS INC 3.7% BDS 01/JUN/2015 SEMI-ANN. 3.700% 06/01/2015	CUSIP #	25470DAB5	285,000.0000	304,930.05	296,557.04
DISCOVERY COMMUNICATIONS INC 5.05% BDS 01/JUN/2020 SEMI-ANN. 5.050% 06/01/2020	CUSIP #	25470DAC3	370,000.0000	427,184.80	403,872.39
DOMINION RESOURCES INC(VIRGINIA) 1.8% BDS SEMI-ANN. 1.800% 03/15/2014	CUSIP #	25746UBK4	250,000.0000	255,610.00	250,708.00
DR PEPPER SNAPPLE 2.9% GTD SNR 15/JAN/2016 USD SEMI-ANN. 2.900% 01/15/2016	CUSIP #	26138EAM1	425,000.0000	440,213.50	441,085.83
ENBRIDGE ENERGY PARTNERS LP 6.5% NTS 15/APR/2018 SEMI-ANN. 6.500% 04/15/2018	CUSIP #	29250RAN6	275,000.0000	329,562.70	320,060.68
ENTERPRISE PRODS OPER LP GTD SR NT 5% 01/MAR/2015 SEMI-ANN. 5.000% 03/01/2015	CUSIP #	293791AR0	255,000.0000	279,415.85	267,095.42
ENTERPRISE PRODUCTS OPERATING LLC CALLABLE BOND SEMI-ANN. 6.300% 09/15/2017	CUSIP #	29379VAA1	370,000.0000	438,813.10	425,939.93
ERP OPERATING 5.75% BDS 15/JUN/2017 USD1000 SEMI-ANN. 5.750% 06/15/2017	CUSIP #	26884AAX1	373,000.0000	430,691.51	418,798.06
FIFTH THIRD AUTO 2013-1 2013-1 A2 0.59% MONTHLY 0.590% 03/15/2016	CUSIP #	31679GAB5	585,000.0000	584,979.53	585,184.86
FIRST HORIZON NATIONAL CORP 5.375% BDS 15/DEC/2015 SEMI-ANN. 5.375% 12/15/2015	CUSIP #	320517AA3	290,000.0000	295,176.50	311,724.19
FIRST NATIONAL MASTER NOTE TRUST 2013-2 A FLOATING MONTHLY FLOATING 10/15/2019	CUSIP #	32113CBD1	700,000.0000	700,458.20	700,000.00
FORD CR AUTO OW TR 0.84% MTG BDS 15/JUN/2015 USD1	CUSIP #	34529RAC5	81,082.7600	81,069.23	81,114.30
FORD CREDIT AUTO OWNER TRUST 2.15% MTG BDS 15/JUN/2015 USD1000	CUSIP #	34529LAE4	124,363.2100	125,146.97	124,781.94
FORD CREDIT OWNER TRUST 2011-A 1.65% ASST BKD NTS MONTHLY 1.650% 05/15/2016	CUSIP #	34529PAD7	367,470.8300	367,364.15	369,698.81
FORD MOTOR CREDIT CO LLC NOTES FIXED 6.625% SEMI-ANN. 6.625% 08/15/2017	CUSIP #	345397VP5	370,000.0000	429,369.20	428,620.21
GE CAPITAL CREDIT CARD MASTER NOTE TRUST 2012-5 A MONTHLY 0.950% 06/15/2018	CUSIP #	36159JDE8	510,000.0000	509,863.73	511,906.38
GE COMMERCIAL MORTGAGE CORP 5.5186% CMO MONTHLY FLOATING 03/10/2044	CUSIP #	36828QSA5	110,000.0000	119,062.11	118,451.19
GENERAL ELECTRIC CAPITAL CORP 2.9% BDS 09/JAN/2017 SEMI-ANN. 2.900% 01/09/2017	CUSIP #	36962G5N0	635,000.0000	660,634.95	662,920.95
GENERAL MILLS INC 5.2% 17/MAR/2015 SEMI-ANN. 5.200% 03/17/2015	CUSIP #	370334BF0	455,000.0000	506,028.25	479,737.44
GLAXOSMITHKLINE CAPITAL 0.75% BDS 08/MAY/2015 SEMI-ANN. 0.750% 05/08/2015	CUSIP #	377373AB1	465,000.0000	466,955.25	466,847.45
GOLDMAN SACHS GROUP INC FR 2.375%22/JAN/2018 SEMI-ANN. 2.375% 01/22/2018	CUSIP #	38141GRC0	825,000.0000	827,813.65	828,135.83
GOOGLE INC 2.125% 19/MAY/2016 SEMI-ANN. 2.125% 05/19/2016	CUSIP #	38259PAC6	405,000.0000	408,196.50	418,443.17
GS MORTGAGE SECURITIES TRUST 2013-GC16 2013-GC16 MONTHLY 3.033% 11/10/2046	CUSIP #	36248GAB6	660,000.0000	679,792.28	676,995.00
HCP INC 3.75% BDS 01/FEB/2016 USD1000 SEMI-ANN. 3.750% 02/01/2016	CUSIP #	40414LAC3	335,000.0000	345,735.05	352,019.68
HEALTH CARE REIT INC 2.25% BDS 15/MAR/2018 USD1000 SEMI-ANN. 2.250% 03/15/2018	CUSIP #	42217KAZ9	565,000.0000	574,695.00	558,588.38
HEWLETT PACKARD CO VAR 30/MAY/2014 QUARTERLY FLOATING 05/30/2014	CUSIP #	428236BJ1	355,000.0000	355,166.85	355,076.68
HONDA AUTO REC OWNER TST 2012-3 0.56% MTG BDS MONTHLY 0.560% 05/15/2016	CUSIP #	43813XAC8	595,000.0000	594,995.72	595,771.12
HONDA AUTO RECEIVABLES 2013-4 OWNER TRUST 2013-4 MONTHLY 0.690% 09/18/2017	CUSIP #	43814FAC6	675,000.0000	674,884.71	675,525.15
HONDA AUTO RECEIVABLES OWNER TR 0.77% MTG BDS MONTHLY 0.770% 01/15/2016	CUSIP #	43813UAC4	146,191.8700	146,183.09	146,531.62
HYUNDAI AUTO RECEIVABLES TRUST 2010-A 2010-A A4 MONTHLY 2.450% 12/15/2016	CUSIP #	44923WAD3	322,559.1300	326,982.83	326,069.86
HYUNDAI AUTO RECEIVABLES TRUST 2012 0.53% MTG BDS MONTHLY 0.530% 04/17/2017	CUSIP #	44890KAC0	705,000.0000	705,019.98	705,386.34
HYUNDAI AUTO RECEIVABLES TRUST 2012 0.72% MTG BDS MONTHLY 0.720% 03/15/2016	CUSIP #	44890GAC9	207,716.0400	207,696.29	208,041.95
HYUNDAI AUTO RECEIVABLES TRUST 2013-A A-3 0.560% MONTHLY 0.560% 07/17/2017	CUSIP #	44890JAC3	522,000.0000	521,962.16	522,032.89
HYUNDAI AUTO RECEIVABLES TRUST 2013-C 2013-C A2 MONTHLY 0.570% 06/15/2016	CUSIP #	44890QAB9	490,000.0000	489,977.90	490,552.23
HYUNDAI CAPITAL AMERICA 2.875% BDS 09/AUG/2018 SEMI-ANN. 2.875% 08/09/2018	CUSIP #	44923QAG9	345,000.0000	350,920.20	346,309.97
INTEL CORP 1.35% BDS 15/DEC/2017 USD1000 SEMI-ANN. 1.350% 12/15/2017	CUSIP #	458140AL4	475,000.0000	475,584.25	469,461.03
INTEL CORP 3.3% BDS 01/OCT/2021 USD1000 SEMI-ANN. 3.300% 10/01/2021	CUSIP #	458140AJ9	465,000.0000	478,193.35	461,973.78
JEFFERIES GROUP INC 5.125% BDS 13/APR/2018 USD1000 SEMI-ANN. 5.125% 04/13/2018	CUSIP #	472319AK8	265,000.0000	287,612.45	286,531.25
JOHN DEERE CAPITAL CORP 0.75% BDS 22/JAN/2016 SEMI-ANN. 0.750% 01/22/2016	CUSIP #	24422ERZ4	355,000.0000	355,702.90	354,102.56
JOHN DEERE CAPITAL CORP 1.85% BDS 15/SEP/2016 SEMI-ANN. 1.850% 09/15/2016	CUSIP #	24422ERF8	400,000.0000	408,391.00	409,523.60
JPMORGAN CHASE & CO 3.15% BDS 05/JUL/2016 USD100 SEMI-ANN. 3.150% 07/05/2016	CUSIP #	46625HJA9	1,005,000.0000	1,014,336.95	1,053,623.91
JPMORGAN CHASE & CO 3.375% BDS 01/MAY/2023 USD1000 SEMI-ANN. 3.375% 05/01/2023	CUSIP #	46625HJJ0	680,000.0000	674,143.40	633,760.00
KINDER MORGAN ENER 3.5% SNR 01/MAR/2016 USD1000 SEMI-ANN. 3.500% 03/01/2016	CUSIP #	494550BG0	250,000.0000	266,512.50	261,491.75
KINDER MORGAN ENERGY PARTNERS 2.65% SNR NTS SEMI-ANN. 2.650% 02/01/2019	CUSIP #	494550BR6	485,000.0000	487,900.30	479,621.35

KROGER CO 2.2% BDS 15/JAN/2017 USD1000 SEMI-ANN. 2.200% 01/15/2017	CUSIP #	501044CP4	300,000.0000	300,000.00	303,649.20
LB UBS COMMERCIAL MORTGAGE TRUST 5.347% CMO MONTHLY 5.347% 11/15/2038	CUSIP #	50180CAD2	270,000.0000	306,239.06	296,448.93
MAGELLAN MIDSTREAM PRTNRS LP SR NT 5.65%16 SEMI-ANN. 5.650% 10/15/2016	CUSIP #	559080AB2	425,000.0000	479,094.00	475,187.40
MARATHON OIL CORP 2.8% SR NT 01/NOV/2022 USD1000 SEMI-ANN. 2.800% 11/01/2022	CUSIP #	565849AK2	490,000.0000	486,525.00	451,587.43
MAY DEPARTMENT STORES CO 5.75% BDS 15/JUL/2014 SEMI-ANN. 5.750% 07/15/2014	CUSIP #	577778BS1	315,000.0000	330,006.60	323,428.77
MCKESSON CORP 3.25% BDS 01/MAR/2016 USD1000 SEMI-ANN. 3.250% 03/01/2016	CUSIP #	58155QAC7	445,000.0000	455,534.25	463,772.33
MERCEDES-BENZ AUTO RECEIVABLES TRUST 2012-1 2013-1 MONTHLY 0.500% 03/15/2016	CUSIP #	58768WAB5	595,000.0000	594,954.42	595,238.00
MICROSOFT CORP 2.375% BDS 01/MAY/2023 USD1000 SEMI-ANN. 2.375% 05/01/2023	CUSIP #	594918AT1	520,000.0000	509,839.80	470,445.56
MONDELEZ INTERNATIONAL INC 4.125% BDS 09/FEB/2016 SEMI-ANN. 4.125% 02/09/2016	CUSIP #	50075NBB9	370,000.0000	406,197.10	392,258.46
MORGAN STANLEY 2.125% BDS 25/APR/2018 USD1000 SEMI-ANN. 2.125% 04/25/2018	CUSIP #	6174467U7	467,000.0000	463,491.74	462,972.13
NEVADA POWER CO 6.5% BDS 15/MAY/2018 USD1000 SEMI-ANN. 6.500% 05/15/2018	CUSIP #	641423BS6	305,000.0000	367,878.80	359,502.59
NISSAN AUTO RECEIVABLES OWNER TRUST 0.95% MTG BDS MONTHLY 0.950% 02/16/2016	CUSIP #	65475QAC5	296,673.4100	296,623.54	297,692.19
NOMURA HLDGS INC 2.0% BDS 13/SEP/2016 USD1000 SEMI-ANN. 2.000% 09/13/2016	CUSIP #	65535HAD1	530,000.0000	530,095.95	534,381.51
ORACLE CORP 1.2% BDS 15/OCT/2017 USD100 SEMI-ANN. 1.200% 10/15/2017	CUSIP #	68389XAN5	500,000.0000	496,235.00	492,029.00
PACCAR FINL CORP SR MTNS BK EN FR 1.6%15/MAR/2017 SEMI-ANN. 1.600% 03/15/2017	CUSIP #	69371RK54	460,000.0000	460,415.00	459,337.60
PEMEX PROJECT FUNDING MASTER TRUST 5.75% GTD BDS SEMI-ANN. 5.750% 03/01/2018	CUSIP #	706451BS9	425,000.0000	473,399.00	473,875.00
PHILIP MORRIS INTERNATIONAL INC 1.625% BDS SEMI-ANN. 1.625% 03/20/2017	CUSIP #	718172AN9	440,000.0000	446,014.80	440,530.64
PHILLIPS 66 2.95% BDS 01/MAY/2017 USD1000 SEMI-ANN. 2.950% 05/01/2017	CUSIP #	718546AJ3	340,000.0000	353,073.00	353,732.60
PLAINS EXPLORATION & PRODUCTION 8.625% BDS SEMI-ANN. 8.625% 10/15/2019	CUSIP #	726505AH3	320,000.0000	354,800.00	351,123.52
POTASH CORP OF SASKATCHEWAN INC 3.25% BDS SEMI-ANN. 3.250% 12/01/2017	CUSIP #	73755LAJ6	410,000.0000	445,612.60	427,828.03
PPL CAPITAL FUNDING INC 3.4% SRN 01/JUN/2023 SEMI-ANN. 3.400% 06/01/2023	CUSIP #	69352PAF0	450,000.0000	446,904.30	418,721.40
PUBLIC SERVICE ELECTRIC & GAS CO 0.85% BDS SEMI-ANN. 0.850% 08/15/2014	CUSIP #	74456QAY2	310,000.0000	309,817.10	310,886.91
RIO TINTO FINANCE PLC 8.95% BDS 01/MAY/2014 SEMI-ANN. 8.950% 05/01/2014	CUSIP #	767201AF3	310,000.0000	333,126.00	318,420.53
RIO TINTO FINANCE USA LTD 2.5% BDS 20/MAY/2016 SEMI-ANN. 2.500% 05/20/2016	CUSIP #	767201AM8	420,000.0000	429,212.70	433,129.20
RIO TINTO FINANCE USA PLC CALLABLE NOTES FIXED SEMI-ANN. 1.375% 06/17/2016	CUSIP #	76720AAL0	440,000.0000	440,809.60	446,852.56
ROYAL BANK OF CANADA MEDIUM TERM NOTE FIXED 2.3% SEMI-ANN. 2.300% 07/20/2016	CUSIP #	78008TLB8	395,000.0000	411,713.85	408,342.31
SANTANDER HOLDINGS USA INC/PA CALLABLE NOTES FIXED SEMI-ANN. 3.450% 08/27/2018	CUSIP #	80282KAC0	370,000.0000	373,707.40	379,495.31
SEMPRA ENERGY 2.875% BDS 01/OCT/2022 USD1000 SEMI-ANN. 2.875% 10/01/2022	CUSIP #	816851AT6	460,000.0000	458,315.10	423,533.50
SHERWIN-WILLIAMS CO 1.35% BDS 15/DEC/2017 USD1000 SEMI-ANN. 1.350% 12/15/2017	CUSIP #	824348AP1	330,000.0000	330,392.70	321,324.63
SIERRA PACIFIC POWER CO 6% NTS 15/MAY/2016 USD1000 SEMI-ANN. 6.000% 05/15/2016	CUSIP #	826418BD6	410,000.0000	463,892.90	457,674.39
STARBUCKS CORP 6.25% BDS 15/AUG/2017 USD1000 SEMI-ANN. 6.250% 08/15/2017	CUSIP #	855244AC3	255,000.0000	304,184.05	297,125.49
SUNCOR ENERGY 6.1% BDS 01/JUN/2018 USD1000 SEMI-ANN. 6.100% 06/01/2018	CUSIP #	86722TAA0	420,000.0000	496,040.20	485,502.36
THERMO FISHER SCIENTIFIC INC 2.25% 15/AUG/2016 SEMI-ANN. 2.250% 08/15/2016	CUSIP #	883556BA9	440,000.0000	446,622.40	449,978.76
TIME WARNER INC 3.15% BDS 15/JUL/2015 USD1000 SEMI-ANN. 3.150% 07/15/2015	CUSIP #	887317AJ4	285,000.0000	296,736.30	295,257.72
TIME WARNER INC 4.75% BDS 29/MAR/2021 USD1000 SEMI-ANN. 4.750% 03/29/2021	CUSIP #	887317AK1	460,000.0000	517,132.80	490,531.12
TOTAL CAPITAL SA 1.55% BDS 28/JUN/2017 USD1000 SEMI-ANN. 1.550% 06/28/2017	CUSIP #	89153VAC3	295,000.0000	298,103.40	295,063.43
TOYOTA AUTO RECEIVABLES 2013-B OWNER TRUST 2013-B MONTHLY 0.890% 07/17/2017	CUSIP #	89236VAC4	410,000.0000	409,980.44	411,905.68
TOYOTA MOTOR CRED 2.05% BDS 12/JAN/2017 USD1000 SEMI-ANN. 2.050% 01/12/2017	CUSIP #	89233P5S1	370,000.0000	372,863.75	378,137.04
TOYOTA MOTOR CREDIT CORP 1.75% BDS 22/MAY/2017 SEMI-ANN. 1.750% 05/22/2017	CUSIP #	89233P6D3	435,000.0000	439,239.60	437,051.90
UNITEDHEALTH GROUP INC 1.4% BDS 15/OCT/2017 SEMI-ANN. 1.400% 10/15/2017	CUSIP #	91324PBY7	390,000.0000	389,761.50	385,075.86
US BANCORP 1.65% BDS 15/MAY/2017 USD1000 SEMI-ANN. 1.650% 05/15/2017	CUSIP #	91159HHD5	500,000.0000	504,036.50	501,051.00
VERIZON COMMUNICATIONS INC CALLABLE NOTES FIXED SEMI-ANN. 2.500% 09/15/2016	CUSIP #	92343VBN3	340,000.0000	352,335.20	351,572.24
VERIZON COMMUNICATIONS INC CALLABLE NOTES FIXED SEMI-ANN. 3.650% 09/14/2018	CUSIP #	92343VBP8	420,000.0000	432,837.60	444,596.88
VODAFONE GROUP 2.875% NTS 16/MAR/2016 USD1000 SEMI-ANN. 2.875% 03/16/2016	CUSIP #	92857WAW0	645,000.0000	669,226.20	668,918.54
VOLKSWAGEN AUTO LN ENHNCD TST 0.87% MTG BDS MONTHLY 0.870% 07/20/2015	CUSIP #	92867KAC8	632,277.4500	633,123.69	633,680.47
VOLKSWAGEN AUTO LOAN ENHANCED TRUST 2011-1 2011-1 MONTHLY 1.980% 09/20/2017	CUSIP #	92867DAD2	500,000.0000	499,905.15	505,705.00
VORNADO REALTY TRUST 4.25% 01/APR/2015 SEMI-ANN. 4.250% 04/01/2015	CUSIP #	929043AF4	295,000.0000	309,879.80	304,213.74
WALT DISNEY CO/THE CALLABLE NOTES FIXED .875% SEMI-ANN. 0.875% 12/01/2014	CUSIP #	25468PCQ7	350,000.0000	348,855.50	351,593.90
WALT DISNEY COMPANY 1.125% BDS 15/FEB/2017 USD1000 SEMI-ANN. 1.125% 02/15/2017	CUSIP #	25468PCS3	335,000.0000	334,273.05	332,948.46
WELLS FARGO & CO 2% SRN 16/JUL/2016 USD1000 SEMI-ANN. 1.250% 07/20/2016	CUSIP #	94974BFL9	705,000.0000	706,233.75	710,229.69
WELLS FARGO & CO 2.1% BDS 08/MAY/2017 USD1000 SEMI-ANN. 2.100% 05/08/2017	CUSIP #	94974BFD7	380,000.0000	379,696.00	387,086.62
WELLS FARGO & CO 2.1% BDS 08/MAY/2017 USD1000 SEMI-ANN. 2.100% 05/08/2017	CUSIP #	94974BFD7	540,000.0000	545,347.10	550,070.46
WORLD FIN NTWK CRD 3.96% A/BKD 15/APR/2019 USD MONTHLY 3.960% 04/15/2019	CUSIP #	981464CJ7	540,000.0000	572,990.63	564,216.30
WORLD FINANCIAL NETWORK CREDIT CARD MASTER NOTE MONTHLY 1.680% 08/15/2018	CUSIP #	981464CN8	500,000.0000	499,927.35	503,694.50
WORLD OMNI AUTO RE 0.93% MTG BDS 16/NOV/2015 USD1 MONTHLY 0.930% 11/16/2015	CUSIP #	98158VAC9	825,000.0000	824,882.03	827,245.65
WORLD OMNI AUTO RECEIV TR 2009-A 0.64% MTG BDS MONTHLY 0.640% 02/15/2017	CUSIP #	98157HAB3	385,000.0000	384,971.24	385,761.92
CD COMMERCIAL MORTGAGE TRUST DUE 01/15/2014			2,000,000.0000		7,263.86
CHASE ISSUANCE TRUST DUE 10/17/2016			4,387,600.0000		157,072.94
CS FIRST BOSTON COMMERCIAL MORTGAGE TRUS T DUE 04/15/2015			5,484,500.0000		204,084.08
DISCOVER CARD EXECUTION NOTE TRUS T DUE 10/17/2016			4,975,225.0000		178,168.02
FIFTH THIRD AUTO TRUST DUE 07/15/2016			3,760,800.0000		60,779.25
HYUNDAI AUTO RECEIVABLES TRUST DUE 11/15/2016			2,350,500.0000		84,742.61
JP MORGAN CHASE COMMERCIAL MORTGAGE SECURITIES DUE 08/17/2015			3,692,244.0000		139,000.91
JPMBB COMMERCIAL MORTGAGE SECURITIES TRUST DUE 07/16/2018			3,917,500.0000		133,005.76
LB- UBS COMMERCIAL MORTGAGE TRUST DUE 09/15/2016			3,525,750.0000		138,168.40
LB- UBS COMMERCIAL MORTGAGE TRUST DUE 02/16/2016			4,074,200.0000		157,494.39
MERRILL LYNCH MORTGAGE TRUST DUE 05/12/2014			4,309,250.0000		34,046.75

NISSAN AUTO RECEIVABLES OWNER TRUST DUE 05/15/2017	5,000,000.0000	178,730.27
ONCOR ELECTRIC DELIVERY DUE 05/16/2016	783,500.0000	21,265.91
WORLD OM NI AUTO RECEIVABLES TRUST DUE 01/15/2015	1,567,000.0000	32,281.81
COMMERCIAL MORTGAGE TRUST DUE 01/17/2017	1,567,000.0000	39,568.21
CARMAX AUTO OWNER TRUST DUE 02/15/2017	4,701,000.0000	168,236.13
CENTERPOINT ENERGY TRANSITION BOND DUE 02/17/2015	783,500.0000	8,889.39
CENTERPOINT ENERGY TRANSITION BOND DUE 04/17/2017	2,742,250.0000	69,245.77
CHASE ISSUANCE TRUST DUE 10/17/2016	3,799,975.0000	136,036.37
COMMERCIAL MORTGAGE TRUST DUE 02/10/2014	3,134,000.0000	9,216.39
GMAC COMMERCIAL MORTGAGE SECURITIES INC. DUE 08/11/2014	1,723,700.0000	62,013.22
GS MORTGAGE SECURITIES TRUST DUE 09/12/2016	4,000,000.0000	157,804.23
JP MORGAN CHASE COMMERCIAL MORTGAGE SECURITIES DUE 03/12/2014	1,567,000.0000	14,980.30
JOHN DEERE OWNER TRUST DUE 03/16/2015	783,500.0000	19,748.54
JOHN DEERE OWNER TRUST DUE 09/15/2015	2,350,500.0000	84,251.62
LB- UBS COMMERCIAL MORTGAGE TRUST DUE 06/15/2015	2,938,125.0000	109,632.87
LB- UBS COMMERCIAL MORTGAGE TRUST DUE 10/17/2016	1,723,700.0000	14,929.93
NISSAN AUTO RECEIVABLES OWNER TRUS T DUE 08/17/2015	1,175,250.0000	42,128.14
ALLY AUTO RECEIVABLES TRUST DUE 02/16/2016	522,213.0000	18,770.25
FORD CREDIT AUTO OWNER TRUST DUE 12/15/2016	673,254.0000	24,171.44
NISSAN AUTO RECEIVABLES OWNER DUE 10/17/2016	829,000.0000	29,720.99
AMERICAN EXPRESS CREDIT ACCOUNT DUE 03/15/2018	786,000.0000	28,229.42
CITIBANK CREDIT CARD ISSUANCE DUE 11/20/2017	983,000.0000	38,356.24
CNOOC FINANCE (2013) LTD DUE 05/09/2018	310,000.0000	10,896.27
CD COMMERCIAL MORTGAGE TRUST DUE 11/15/2044	1,074,736.0000	43,459.52
CD COMMERCIAL MORTGAGE TRUST DUE 12/10/2049	1,179,000.0000	47,903.30
CS FIRST BOSTON COMMERCIAL MORTGAGE TRUST DUE 08/15/2038	1,179,000.0000	44,550.24
JPMORGAN CHASE COMMERCIAL MORTGAGE SECURITIES CORP DUE 08/12/2037	621,710.0000	23,272.72
JPMORGAN CHASE COMMERCIAL MORTGAGE SECURITIES CORP DUE 12/15/2044	786,000.0000	30,150.42
JPMORGAN CHASE COMMERCIAL MORTGAGE SECURITIES CORP DUE 05/15/2045	707,400.0000	27,755.45
JPMORGAN CHASE COMMERCIAL MORTGAGE SECURITIES CORP DUE 02/12/2051	786,000.0000	31,754.67
MORGAN STANLEY CAPITAL I TRUST DUE 10/15/2042	1,027,065.0000	39,670.57
MORGAN STANLEY CAPITAL I TRUST DUE 12/31/2041	231,832.0000	8,532.07
MORGAN STANLEY CAPITAL I TRUST DUE 07/12/2044	1,031,811.0000	40,482.33
AMERICAN EXPRESS CREDIT CORPORATION DUE 09/19/2016	369,000.0000	13,927.92
BANK OF AMERICA CORP DUE 03/22/2017	566,000.0000	21,876.46
BANK OF MONTREAL DUE 01/11/2017	385,000.0000	14,382.11
BEAR STEARNS COMPANIES LLC/THE DUE 02/01/2018	845,000.0000	37,197.59
CAPITAL ONE FINANCIAL CORPORATION DUE 09/01/2016	224,000.0000	9,146.53
CITIGROUP INC. DUE 09/15/2014 90,000 93,905	90,000.0000	3,364.45
CITIGROUP INC. DUE 01/10/2017 440,000 486,511	440,000.0000	17,430.85
RABOBANK NEDERLAND (NY BRANCH) DUE 01/19/2017	177,000.0000	6,778.17
FIFTH THIRD BANCORP DUE 01/15/2017	102,000.0000	4,110.90
GOLDMAN SACHS GROUP INC./THE DUE 01/22/2018	240,000.0000	8,729.95
GOLDMAN SACHS GROUP INC./THE DUE 02/07/2016	511,000.0000	19,489.36
MERRILL LYNCH & CO INC. DUE 05/16/2016	225,000.0000	8,935.21
MORGAN STANLEY DUE 04/01/2018	523,000.0000	22,256.45
PNC FUNDING CORPORATION DUE 09/19/2016	515,000.0000	19,399.54
RABOBANK NEDERLAND (NY BRANCH) DUE 03/19/2018	350,000.0000	12,457.56
ROYAL BANK OF CANADA DUE 10/30/2015	476,000.0000	17,127.13
ROYAL BANK OF CANADA DUE 10/30/2014	448,000.0000	16,244.75
STATE STREET CORPORATION DUE 03/07/2016	165,000.0000	6,208.90
TORONTO-DOMINION BANK DUE 10/19/2016	271,000.0000	10,133.60
US BANCORP DUE 11/16/2016	177,000.0000	6,571.23
WACHOVIA CORPORATION DUE 02/01/2018	126,000.0000	5,318.38
WELLS FARGO & COMPANY DUE 04/15/2015	1,081,000.0000	40,593.86
GENERAL ELECTRIC CAPITAL CORP 05/01/2018	67,000.0000	2,781.85
GENERAL ELECTRIC CAPITAL CORP 11/09/2015	1,081,000.0000	40,059.95
AMERICAN INTERNATIONAL GROUP DUE 08/15/2020	322,000.0000	11,774.50
BERKSHIRE HATHAWAY INC. DUE 02/11/2015	896,000.0000	33,496.14
CIGNA CORPORATION DUE 11/15/2016 417,000 435,787	417,000.0000	15,613.50
PRUDENTIAL FINANCIAL INC. DUE 09/20/2014	204,000.0000	7,648.33
UNITEDHEALTHCARE INC. DUE 10/15/2015 224,000	224,000.0000	8,075.62
WELLPOINT INC. DUE 01/15/2018	75,000.0000	2,682.86
ERP OPERATING LIMITED PARTNERS DUE 03/15/2016	126,000.0000	4,975.33
HCP INC. DUE 01/30/2018	98,000.0000	4,183.49
PETROBRAS INTERNATIONAL FINANCIAL DUE 02/06/2017 157,000 161,042	157,000.0000	5,769.86
STATOIL ASA DUE 10/15/2014 849,000 871,467	849,000.0000	31,223.16

FREEPORT-MCMORAN COPPER & GOLD DUE 03/15/2018 94,000 94,521			94,000.0000		3,386.52	
INTERNATIONAL PAPER CO DUE 06/15/2018			90,000.0000		3,932.01	
RIO TINTO FINANCE (USA) LIMITED DUE 05/01/2014 810,000 844,153			810,000.0000		30,244.54	
VALE OVERSEAS LIMITED DUE 01/23/2017 228,000 260,277			228,000.0000		9,325.28	
CATERPILLAR FINANCE CORP DUE 06/01/2017			538,000.0000		19,438.45	
JOHN DEERE CAPITAL CORP DUE 03/12/2018			165,000.0000		5,806.40	
3M CO DUE 06/26/2017			401,000.0000		14,199.28	
UNITED TECHNOLOGIES CORPORATION DUE 06/01/2017			177,000.0000		6,454.18	
AT&T INC. DUE 08/15/2016			82,000.0000		3,049.74	
AMERICA MOVIL SAB DE CV DUE 01/15/2015 165,000 177,542			165,000.0000		6,361.02	
CC HOLDINGS GS V LLC CROWN CAS TLE DUE 12/15/2017			126,000.0000		4,480.36	
COMCAS T CORPORATION DUE 06/15/2016			538,000.0000		21,102.28	
DIRECTV HOLDINGS LLC/DIRECTV F DUE 03/15/2015			287,000.0000		10,732.32	
NIPPON TELEGRAPH AND TELEPHONE DUE 07/18/2017			279,000.0000		9,947.58	
QWEST CORP DUE 06/01/2017			59,000.0000		2,402.14	
TIME WARNER CABLE INC. DUE 07/01/2018			590,000.0000		24,442.33	
VERIZON COMMUNICATIONS INC. DUE 04/01/2016			138,000.0000		5,195.82	
WALT DISNEY COMPANY (THE) DUE 08/16/2016			200,000.0000		7,289.05	
FORD MOTOR CREDIT COMPANY LLC DUE 08/15/2017			225,000.0000		9,547.95	
LOWES COMPANIES INC. DUE 04/15/2016			271,000.0000		10,007.95	
TOYOTA MOTOR CREDIT CORP DUE 06/17/2015			810,000.0000		30,226.99	
VIACOM INC. DUE 09/01/2018			79,000.0000		2,882.31	
WAL-MART STORES INC. DUE 10/25/2015			896,000.0000		32,815.94	
ABBVIE INC. DUE 11/06/2017			106,000.0000		3,804.96	
ALTRIA GROUP INC. DUE 09/11/2015 177,000 189,086			177,000.0000		6,774.62	
ANHEUS ER-BUSCH COM PANIES LLC DUE 07/15/2017			401,000.0000		14,440.37	
COCA-COLA COMPANY (THE) DUE 04/01/2018			330,000.0000		11,532.08	
COVIDIEN INTERNATIONAL FINANCE DUE 06/15/2015			169,000.0000		6,235.95	
EXPRES S SCRIPTS HOLDING CO DUE 02/15/2017			295,000.0000		11,007.52	
KRAFT FOODS GROUP INC. DUE 06/05/2017			177,000.0000		6,436.91	
NOVARTIS CAPITAL CORP DUE 04/24/2015			448,000.0000		16,678.17	
PHILIP MORRIS INTERNATIONAL INC. DUE 01/15/2019			786,000.0000		27,625.14	
SANOFI DUE 03/28/2014			538,000.0000		19,416.74	
WATSON PHARM ACEUTICALS INC. DUE 10/01/2017			169,000.0000		6,025.60	
APACHE CORPORATION DUE 04/15/2017			417,000.0000		15,037.74	
CHEVRON CORP DUE 06/24/2020 181,000 176,471			181,000.0000		6,322.65	
DEVON ENERGY CORPORATION DUE 05/15/2017			176,850.0000		6,402.62	
ENSCO PLC DUE 03/15/2016			106,000.0000		4,003.52	
PETROHAWK ENERGY CORP DUE 08/15/2018			177,000.0000		7,025.78	
SHELL INTERNATIONAL FINANCE BV DUE 03/21/2014			810,000.0000		29,575.31	
TOTAL CAPITAL SA DUE 06/24/2015			719,000.0000		26,707.79	
TOTAL SA DUE 08/12/2016			134,000.0000		4,830.73	
WEATHERFORD INTERNATIONAL INC. DUE 06/15/2017			90,000.0000		3,657.35	
STANFORD UNIVERSITY DUE 05/01/2014			849,000.0000		30,909.16	
COMPUTER SCIENCES CORP DUE 03/15/2018			90,000.0000		3,765.23	
EMC CORP (MASSACHUSETTS) DUE 06/01/2020			71,000.0000		2,500.63	
GOOGLE INC. DUE 05/19/2016			448,000.0000		16,633.28	
INTERNATIONAL BUSINESS MACHINE DUE 02/06/2015			680,000.0000		24,459.93	
INTERNATIONAL BUSINESS MACHINE DUE 52/15/2019			600,000.0000		21,163.08	
MICROSOFT CORPORATION DUE 09/25/2015			896,000.0000		32,923.85	
MICROSOFT CORPORATION DUE 11/15/2017			633,000.0000		22,375.11	
ONTARIO (PROVINCE OF) DUE 06/16/2015			538,000.0000		19,938.40	
QUEBEC (PROVINCE OF) DUE 03/01/2016			456,000.0000		18,110.87	
MEXICO (UNITED MEXICAN STATES) DUE 01/15/2017			94,000.0000		3,859.35	
INTERNATIONAL BANK FOR RECONST DUE 04/17/2017			448,000.0000		16,051.07	
ALABAMA POWER COMPANY DUE 10/15/2015			440,000.0000		15,752.37	
EDISON INTERNATIONAL DUE 09/15/2017			118,000.0000		4,481.19	
ENTERPRISE PRODUCTS OPERATING DUE 02/01/2016			275,000.0000		10,414.31	
TOTAL CORPORATE DEBT - OTHER						67,910,890.60
CORPORATE STOCKS - COMMON:						
3M CO USD0.01	CUSIP #	88579Y101	13,500.0000	1,135,208.37	1,893,375.00	
AARON'S INC CLASS'A'COM VTG USD0.5	CUSIP #	002535300	2,900.0000	48,887.53	85,260.00	
ACADIA PHARMACEUTICALS INC COMMON STOCK USD 0.0001	CUSIP #	004225108	2,847.0000	55,700.91	71,146.53	
ACE LTD COMMON STOCK USD 26.59	CUSIP #	H0023R105	24,700.0000	1,906,218.15	2,557,191.00	
ACTAVIS PLC COMMON STOCK USD 0.0033	CUSIP #	G0083B108	2,410.0000	191,957.14	404,880.00	
ACUITY BRANDS INC USD0.01	CUSIP #	00508Y102	1,574.0000	139,427.97	172,069.68	

ACXIOM CORP USD0.10	CUSIP #	005125109	2,615.0000	92,442.46	96,702.70
AEGERION PHARMACEUTICALS INC USD0.001	CUSIP #	00767E102	408.0000	32,915.46	28,951.68
AERCAP HOLDINGS N.V. EUR0.01	CUSIP #	N00985106	4,200.0000	81,870.89	161,070.00
AEROPOSTALE INC USD0.01	CUSIP #	007865108	6,051.0000	76,359.61	55,003.59
AIR LEASE CORP USD0.01	CUSIP #	00912X302	6,031.0000	172,777.72	187,443.48
AIR METHODS CORP USD0.06	CUSIP #	009128307	6,600.0000	138,282.45	384,978.00
AKAMAI TECHNOLOGIES USD0.01	CUSIP #	00971T101	1,490.0000	50,720.41	70,298.20
ALBEMARLE CORP USD0.01	CUSIP #	012653101	1,250.0000	80,963.17	79,237.50
ALIGN TECHNOLOGY INC USD0.0001	CUSIP #	016255101	2,920.0000	109,896.89	166,878.00
ALKERMES PLC COMMON STOCK USD 0.01	CUSIP #	G01767105	5,650.0000	169,376.58	229,729.00
ALLERGAN INC USD0.01	CUSIP #	018490102	14,560.0000	1,294,044.16	1,617,324.80
ALLIANCE DATA SYSTEM USD0.01	CUSIP #	018581108	1,300.0000	110,401.07	341,809.00
ALLIED WORLD ASSURANCE COMPANYHOLDINGS AG	CUSIP #	H01531104	1,950.0000	154,056.38	219,979.50
ALLSTATE CORP USD0.01	CUSIP #	020002101	9,600.0000	239,580.44	523,584.00
ALNYLAM PHARMACEUTICALS INC USD0.01	CUSIP #	02043Q107	911.0000	31,610.74	58,604.63
AMAZON COM INC USD0.01	CUSIP #	023135106	8,990.0000	2,033,144.18	3,585,122.10
AMERICAN AIRLINES GROUP INC COMMON STOCK USD 1	CUSIP #	02376R102	13,021.0000	101,601.75	328,780.25
AMERICAN EXPRESS CO COMMON STOCK USD 0.2	CUSIP #	025816109	18,200.0000	752,325.26	1,651,286.00
AMERICAN TOWER CORPORATION	CUSIP #	03027X100	32,800.0000	2,399,136.87	2,618,096.00
AMPHENOL CORP USD0.001 A	CUSIP #	032095101	1,820.0000	119,004.65	162,307.60
ANHEUSER-BUSCH INBEV SA ADR EACH REP 1 ORD	CUSIP #	03524A108	6,455.0000	329,922.42	687,199.30
ANN INC USD0.0068	CUSIP #	035623107	1,700.0000	51,796.69	62,152.00
ANNIES INC USD0.001	CUSIP #	03600T104	1,582.0000	67,314.63	68,089.28
AON PLC USD0.01 A	CUSIP #	G0408V102	1,800.0000	143,778.25	151,002.00
ARGO GROUP INTL HLDGS USD0.01	CUSIP #	G0464B107	3,141.0000	112,772.68	146,025.09
ARM HLDGS ADS EACH REP 3 ORD	CUSIP #	042068106	37,200.0000	1,063,721.32	2,036,328.00
ARMSTRONG WORLD INDUSTRIES INC USD0.01	CUSIP #	04247X102	2,440.0000	127,690.60	140,568.40
ARTISAN PARTNERS ASSET MGMT INC USD0.01 A	CUSIP #	04316A108	2,004.0000	106,956.74	130,640.76
ASHLAND INC USD1	CUSIP #	044209104	4,400.0000	401,900.39	426,976.00
ASPEN INSURANCE HLDGS USD0.15144558	CUSIP #	G05384105	3,700.0000	96,073.33	152,847.00
ASPEN TECHNOLOGY INC USD0.10	CUSIP #	045327103	1,594.0000	63,813.27	66,629.20
ASSA ABLOY AB ADR EACH REPR 1 ORD	CUSIP #	045387107	16,785.0000	170,302.60	443,963.25
ASSOCIATED BRITISH FOODS ADR EACH REPR 1 ORD GBP0.0568	CUSIP #	045519402	7,160.0000	177,814.44	291,125.60
ASSOCIATED ESTATES REALTY CORP COM NPV	CUSIP #	045604105	6,600.0000	102,141.54	105,930.00
ASSURANT INC USD0.01	CUSIP #	04621X108	3,150.0000	91,079.33	209,065.50
ATHENAHEALTH INC ORD USD0.01	CUSIP #	04685W103	12,715.0000	1,165,771.04	1,710,167.50
ATHENAHEALTH INC ORD USD0.01	CUSIP #	04685W103	955.0000	107,491.18	128,447.50
ATLANTIA SPA UNSP ADR EACH REPR 1/2 SH	CUSIP #	048173108	36,666.0000	337,214.12	411,025.86
ATLAS AIR WORLDWIDE HOLDINGS INC USD0.01	CUSIP #	049164205	2,162.0000	86,631.96	88,966.30
AVAGO TECHNOLOGIES LTD NPV	CUSIP #	Y0486S104	3,260.0000	139,576.69	172,421.40
AVON PRODUCTS INC USD0.25	CUSIP #	054303102	40,700.0000	943,802.21	700,854.00
AXIALL CORP USD0.01	CUSIP #	05463D100	2,500.0000	109,340.23	118,600.00
AXIS CAPITAL HLDGS USD0.0125	CUSIP #	G0692U109	23,560.0000	737,936.80	1,120,749.20
B/E AEROSPACE INC	CUSIP #	073302101	5,840.0000	218,616.77	508,255.20
BALL CORP NPV	CUSIP #	058498106	29,600.0000	1,278,836.81	1,529,136.00
BANCFIRST CORP USD1	CUSIP #	05945F103	500.0000	21,338.25	28,030.00
BANK OF AMERICA CORP USD0.01	CUSIP #	060505104	40,200.0000	1,468,598.80	625,914.00
BAXTER INTERNATIONAL INC USD1	CUSIP #	071813109	21,000.0000	1,130,611.14	1,460,550.00
BAYER AG ADR-EACH REPR 1 ORD SPON	CUSIP #	072730302	4,950.0000	367,173.19	702,900.00
BAYERISCHE MOTOREN WERKE AG ADR EACH REPR 0.333 ORD UNSPON	CUSIP #	072743206	13,650.0000	413,286.06	538,219.50
BBCN BANCORP INC	CUSIP #	073295107	4,833.0000	42,651.03	80,179.47
BECTON DICKINSON & CO USD1	CUSIP #	075887109	7,000.0000	479,585.76	773,430.00
BED BATH AND BEYOND USD0.01	CUSIP #	075896100	1,330.0000	66,323.04	106,799.00
BEL FUSE INC CLASS'B'SHS USD0.1	CUSIP #	077347300	1,400.0000	28,085.65	29,834.00
BELDEN INC COM STK USD0.01	CUSIP #	077454106	1,650.0000	48,115.29	116,242.50
BEMIS CO INC USD0.10	CUSIP #	081437105	6,700.0000	195,702.37	274,432.00
BERKSHIRE HATHAWAY INC COMMON STOCK USD 0.0033	CUSIP #	084670702	10,700.0000	985,559.11	1,268,592.00
BERKSHIRE HILLS BANCORP INC USD0.01	CUSIP #	084680107	1,000.0000	28,347.86	27,270.00
BG GROUP ADR REP 1 ORD GBP0.10	CUSIP #	055434203	13,855.0000	270,968.35	300,514.95
BHP BILLITON LIMITED ADR EACH REP 2 ORD NPV(MGT)	CUSIP #	088606108	5,770.0000	393,341.39	393,514.00
BIG LOTS INC USD0.01	CUSIP #	089302103	2,500.0000	82,175.70	80,725.00
BIOMARIN PHARMACEUTICAL USD0.001	CUSIP #	09061G101	21,930.0000	1,441,678.36	1,541,021.10
BIOMED REALTY TRUST INC USD0.01	CUSIP #	09063H107	4,226.0000	66,276.73	76,575.12
BNP PARIBAS ADR EACH REPR 1/2 ORD LVL I (SPON)	CUSIP #	05565A202	16,090.0000	443,299.46	630,728.00
BRAVO BRIO RESTAURANT GROUP INC NPV	CUSIP #	10567B109	4,424.0000	66,985.94	71,978.48
BRITISH AMERICAN TOBACCO ADR EACH REP 2 ORD GBP0.25 LVL2(BNY)	CUSIP #	110448107	4,265.0000	278,963.00	458,146.30
BROOKFIELD RESIDENTIAL PROPERTIES INC COMMON STOCK CAD	CUSIP #	11283W104	5,100.0000	57,040.30	123,369.00

BROWN-FORMAN CORP USD0.15 B	CUSIP #	115637209	1,785.0000	112,218.63	134,892.45
BRUNSWICK CORP USD0.75	CUSIP #	117043109	11,576.0000	263,596.36	533,190.56
BUFFALO WILD WINGS INC NPV	CUSIP #	119848109	880.0000	94,276.90	129,536.00
C&J ENERGY SERVICES INC USD0.01	CUSIP #	12467B304	2,626.0000	62,962.42	60,660.60
CABOT CORP USD1	CUSIP #	127055101	3,073.0000	94,294.75	157,952.20
CABOT OIL & GAS CORP COMMON STOCK USD 0.1	CUSIP #	127097103	5,240.0000	119,158.34	203,102.40
CACI INTL INC CLASS A COM	CUSIP #	127190304	1,400.0000	65,172.60	102,508.00
CADENCE DESIGN SYSTEMS INC USD0.01	CUSIP #	127387108	12,710.0000	164,611.46	178,194.20
CALLAWAY GOLF CO USD0.01	CUSIP #	131193104	12,101.0000	67,329.12	102,011.43
CAMERON INTERNATIONAL CORP USD0.01	CUSIP #	13342B105	2,420.0000	139,247.95	144,062.60
CAPSTEAD MTGE.CORP USD0.01	CUSIP #	14067E506	20,200.0000	254,311.90	244,016.00
CARBO CERAMICS USD0.01	CUSIP #	140781105	1,084.0000	113,843.94	126,318.52
CARDINAL HEALTH INC NPV	CUSIP #	14149Y108	20,700.0000	811,952.64	1,382,967.00
CAREFUSION CORP USD0.01	CUSIP #	14170T101	7,615.0000	284,934.31	303,229.30
CARLISLE COS INC USD1	CUSIP #	142339100	7,721.0000	267,804.82	613,047.40
CARLSBERG ADR EACH REPR CL B 1/5 SHS SPON	CUSIP #	142795202	10,140.0000	219,816.21	224,094.00
CARMAX INC USD0.50	CUSIP #	143130102	1,360.0000	50,680.45	63,947.20
CARNIVAL CORP COM STK USD0.01(PAIRED STOCK)	CUSIP #	143658300	37,900.0000	1,364,797.96	1,522,443.00
CATAHY GENERAL BANCORP COM STK USD0.01	CUSIP #	149150104	2,563.0000	40,054.31	68,508.99
CATAMARAN CORP NPV	CUSIP #	148887102	2,592.0000	107,850.12	123,068.16
CBL & ASSOCIATES PROPERTIES INC USD0.01	CUSIP #	124830100	13,578.0000	310,831.78	243,860.88
CEC ENTERTAINMENT INC COMMON STOCK EUR 0.1	CUSIP #	125137109	2,400.0000	70,862.51	106,272.00
CELANESE CORP COMMON STOCK USD 0.0001	CUSIP #	150870103	2,290.0000	96,445.01	126,659.90
CELGENE CORP USD0.01	CUSIP #	151020104	11,300.0000	1,382,376.07	1,909,248.00
CELLDEX THERAPEUTICS INC USD0.001	CUSIP #	15117B103	2,890.0000	71,441.59	69,966.90
CEPHEID COMMON STOCK USD 0	CUSIP #	15670R107	3,169.0000	135,289.71	148,055.68
CERNER CORP USD0.01	CUSIP #	156782104	1,470.0000	40,203.76	81,937.80
CERNER CORP USD0.01	CUSIP #	156782104	47,260.0000	1,870,040.24	2,634,272.40
CHART INDUSTRIES INC NPV	CUSIP #	16115Q308	410.0000	32,557.86	39,212.40
CHECKPOINT SYSTEMS USD0.10	CUSIP #	162825103	3,500.0000	57,887.46	55,195.00
CHEGG INC COMMON STOCK USD 0.001	CUSIP #	163092109	2,800.0000	28,297.40	23,828.00
CHEVRON CORP USD0.75	CUSIP #	166764100	8,200.0000	628,028.68	1,024,262.00
CHICAGO BRIDGE & IRON CO N.V. EUR0.01 (REG)	CUSIP #	167250109	1,980.0000	124,422.86	164,617.20
CHICOS FAS INC USD0.01	CUSIP #	168615102	4,894.0000	40,897.90	92,202.96
CHIPOTLE MEXICAN GRILL USD0.01	CUSIP #	169656105	170.0000	57,719.74	90,572.60
CHUYS HLDGS INC USD0.01	CUSIP #	171604101	2,118.0000	67,564.20	76,290.36
CINTAS CORP COM NPV	CUSIP #	172908105	22,500.0000	656,132.17	1,340,775.00
CITRIX SYSTEMS INC USD0.001	CUSIP #	177376100	1,050.0000	74,650.54	66,412.50
CITY NATIONAL CORP USD1	CUSIP #	178566105	3,730.0000	188,336.84	295,490.60
CLOVIS ONCOLOGY INC USD0.001	CUSIP #	189464100	1,122.0000	72,237.84	67,622.94
COCA-COLA ENTERPRISES INC COMMON STOCK USD 0.01	CUSIP #	19122T109	19,900.0000	520,777.53	878,187.00
COGENT COMMUNICATIONS HOLDINGS COMMON STOCK USD 0.001	CUSIP #	19239V302	1,400.0000	53,747.21	56,574.00
COGNEX CORP USD0.002	CUSIP #	192422103	4,114.0000	134,579.80	157,072.52
COLGATE-PALMOLIVE CO USD1	CUSIP #	194162103	13,900.0000	458,527.91	906,419.00
COMMERCE BANCSHARES INC USD5	CUSIP #	200525103	2,596.6500	96,163.42	116,615.55
COMPAGNIE FINANCIERE RICHEMONT SA ADR EACH REPR 0.10 ORD	CUSIP #	204319107	25,640.0000	235,136.78	256,400.00
COMPUTER SCIENCES CORP USD1	CUSIP #	205363104	9,487.0000	342,398.13	530,133.56
COMSTOCK RESOURCES INC USD0.50	CUSIP #	205768203	7,731.0000	152,394.91	141,399.99
CONCHO RESOURCES INC USD0.001	CUSIP #	20605P101	1,390.0000	84,558.45	150,120.00
CONCUR TECHNOLOGIES INC USD0.001	CUSIP #	206708109	330.0000	25,362.79	34,049.40
CONTAINER STORE GROUP INC/THE COMMON STOCK USD 0.01	CUSIP #	210751103	1,611.0000	60,930.58	75,088.71
CONTINENTAL RESOURCES INC OKLA USD0.01	CUSIP #	212015101	1,740.0000	100,373.96	195,784.80
CONVERGYS CORP NPV	CUSIP #	212485106	18,395.0000	215,907.65	387,214.75
COOPER COS INC USD0.10	CUSIP #	216648402	1,920.0000	108,703.00	237,772.80
CORNERSTONE ONDEMAND INC USD0.0001	CUSIP #	21925Y103	541.0000	14,401.29	28,856.94
CORPORATE EXECUTIVE BOARD CO USD0.01	CUSIP #	21988R102	1,333.0000	77,086.02	103,214.19
COSTAR GROUP INC USD0.01	CUSIP #	22160N109	815.0000	58,331.94	150,432.70
COSTCO WHOLESALE CORP USD0.005	CUSIP #	22160K105	11,900.0000	1,196,851.07	1,416,219.00
COVANCE INC USD0.01	CUSIP #	222816100	2,335.0000	88,479.54	205,620.10
COVANCE INC USD0.01	CUSIP #	222816100	1,760.0000	91,899.70	154,985.60
CRA INTERNATIONAL INC COM	CUSIP #	12618T105	1,451.0000	37,131.37	28,729.80
CRAY INC USD0.01	CUSIP #	225223304	400.0000	11,102.76	10,984.00
CROWN HOLDINGS INC	CUSIP #	228368106	37,300.0000	1,626,044.67	1,662,461.00
CURTISS-WRIGHT CORP USD1	CUSIP #	231561101	800.0000	46,965.70	49,784.00
CUSTOMERS BANCORP INC USD1.00	CUSIP #	23204G100	1,600.0000	27,009.96	32,736.00
CVB FINANCIAL NPV	CUSIP #	126600105	8,111.0000	73,334.47	138,454.77
CYS INVESTMENTS INC USD0.01	CUSIP #	12673A108	18,512.0000	218,104.57	137,173.92

CYTEC INDUSTRIES INC USD0.01	CUSIP #	232820100	1,070.0000	69,212.63	99,681.20
DAIKIN INDUSTRIES ADR EACH REPR 0.50 ORD	CUSIP #	23381B106	2,775.0000	237,152.69	346,708.50
DAIWA HOUSE INDUSTRY CO ADR-EACH CNV INTO 10 ORD NPV	CUSIP #	234062206	2,125.0000	412,067.24	412,632.50
DANA HOLDING CORP USD0.01	CUSIP #	235825205	19,705.0000	296,689.00	386,612.10
DARDEN RESTAURANTS INC NPV	CUSIP #	237194105	7,900.0000	340,325.21	429,523.00
DEALERTRACK TECHNOLOGIES INC	CUSIP #	242309102	1,499.0000	72,577.56	72,071.92
DECKERS OUTDOOR CORP USD0.01	CUSIP #	243537107	1,499.0000	124,233.44	126,605.54
DELEK US HOLDINGS INC USD0.01	CUSIP #	246647101	3,300.0000	70,693.04	113,553.00
DELPHI AUTOMOTIVE PLC ORD USD0.01	CUSIP #	G27823106	4,200.0000	202,275.77	252,546.00
DELPHI AUTOMOTIVE PLC ORD USD0.01	CUSIP #	G27823106	3,060.0000	156,072.90	183,997.80
DEVON ENERGY CORP(NEW) USD0.10	CUSIP #	25179M103	23,400.0000	1,431,739.01	1,447,758.00
DEVRY EDUCATION GROUP INC	CUSIP #	251893103	1,823.0000	64,671.19	64,716.50
DEXCOM INC USD0.001	CUSIP #	252131107	3,749.0000	53,368.87	132,752.09
DFC GLOBAL CORP COMMON STOCK EUR 0.001	CUSIP #	23324T107	8,800.0000	112,567.28	100,760.00
DICKS SPORTING GOODS INC USD0.01	CUSIP #	253393102	1,720.0000	77,162.91	99,932.00
DISCOVERY COMMUNICATIONS INC CLS 'A' USD0.01	CUSIP #	25470F104	2,130.0000	85,822.18	192,594.60
DOVER CORP USD1	CUSIP #	260003108	1,450.0000	47,594.26	139,983.00
DRIL QUIP INC USD0.01	CUSIP #	262037104	9,300.0000	993,097.65	1,022,349.00
DSW INC NPV A	CUSIP #	23334L102	1,465.0000	63,945.51	62,599.45
DUKE REALTY CORP USD0.01	CUSIP #	264411505	24,405.0000	324,723.28	367,051.20
DUNKIN BRANDS GROUP INC USD0.001	CUSIP #	265504100	1,990.0000	61,467.85	95,918.00
DUPONT FABROS TECHNOLOGY USD1	CUSIP #	26613Q106	5,700.0000	145,133.05	140,847.00
DXP ENTERPRISES INC USD0.01	CUSIP #	233377407	754.0000	79,385.41	86,860.80
E TRADE FINANCIAL CORP USD0.01	CUSIP #	269246401	9,700.0000	167,517.38	190,508.00
E TRADE FINANCIAL CORP USD0.01	CUSIP #	269246401	9,137.0000	133,496.51	179,450.68
EADS(EURO AERONAUTIC DEFENSE SPACE) ADR EACH REPR 1 ORD UNSPON	CUSIP #	29875W100	17,820.0000	296,822.84	341,253.00
EAGLE MATERIALS INC USD0.01	CUSIP #	26969P108	2,539.0000	171,929.68	196,594.77
EAGLE MATERIALS INC USD0.01	CUSIP #	26969P108	860.0000	66,962.90	66,589.80
EBIX. COM INC USD0.10	CUSIP #	278715206	9,760.0000	180,769.15	143,667.20
EL PASO ELECTRIC CO NPV	CUSIP #	283677854	5,498.0000	105,637.32	193,034.78
ELECTRONIC ARTS USD0.01	CUSIP #	285512109	7,400.0000	180,701.78	169,756.00
ENDOLOGIX INC	CUSIP #	29266S106	6,852.0000	110,006.12	119,498.88
ENDURANCE SPECIALTY HLDGS LTD USD1	CUSIP #	G30397106	7,700.0000	283,437.23	451,759.00
ENERGEN CORP USD0.01	CUSIP #	29265N108	1,600.0000	66,356.59	113,200.00
ENERSYS COMMON STOCK USD 0.01	CUSIP #	29275Y102	3,976.0000	92,879.54	278,677.84
ENI ADR EACH REP 2 ORD (MGT)	CUSIP #	26874R108	5,335.0000	254,411.83	258,694.15
ENSIGN GROUP INC COM NPV	CUSIP #	29358P101	2,342.0000	66,551.41	103,680.34
ENTERGY CORP USD0.01	CUSIP #	29364G103	14,300.0000	953,256.45	904,761.00
ENVESTNET INC USD0.005	CUSIP #	29404K106	1,190.0000	40,087.62	47,957.00
EPAM SYSTEMS INC USD0.001	CUSIP #	29414B104	3,145.0000	69,367.43	109,886.30
EPR PROPERTIES SBI USD0.01	CUSIP #	26884U109	4,200.0000	190,090.08	206,472.00
EQUINIX INC USD0.001	CUSIP #	29444U502	10,435.0000	2,079,404.73	1,851,690.75
EQUITY LIFESTYLE PROPERTIES INC COM STK USD0.01	CUSIP #	29472R108	2,816.0000	91,830.54	102,023.68
EURONET WORLDWIDE INC USD0.02	CUSIP #	298736109	500.0000	24,463.70	23,925.00
EVERCORE PARTNERS INC NPV	CUSIP #	29977A105	3,306.0000	148,704.62	197,632.68
EVERTEC INC USD0.01	CUSIP #	30040P103	3,196.0000	69,633.82	78,813.36
EXPERIAN PLC ADR EACH REPR 1 ORD	CUSIP #	30215C101	7,635.0000	120,661.52	140,713.05
EXXON MOBIL CORP COMMON STOCK USD 0	CUSIP #	30231G102	12,200.0000	720,806.78	1,234,640.00
FAIR ISAAC CORP USD0.01	CUSIP #	303250104	2,029.0000	87,080.21	127,502.36
FARO TECHNOLOGIES INC USD0.001	CUSIP #	311642102	2,371.0000	123,464.18	138,229.30
FASTENAL USD0.01	CUSIP #	311900104	29,460.0000	1,278,545.93	1,399,644.60
FIESTA RESTAURANT GROUP INC USD0.01	CUSIP #	31660B101	2,227.0000	102,838.86	116,338.48
FINANCIAL ENGINES INC USD0.0001	CUSIP #	317485100	2,544.0000	89,040.13	176,757.12
FIRST MIDWEST BANCORP USD0.01	CUSIP #	320867104	7,733.0000	85,732.46	135,559.49
FISERV INC USD0.01	CUSIP #	337738108	23,200.0000	437,396.43	1,369,960.00
FLOTEK INDUSTRIES NPV	CUSIP #	343389102	3,309.0000	67,122.87	66,411.63
FLUIDIGM CORP USD0.001	CUSIP #	34385P108	3,742.0000	97,140.31	143,393.44
FMC CORP USD0.10	CUSIP #	302491303	4,630.0000	209,595.60	349,379.80
FNB CORP PA USD0.01	CUSIP #	302520101	6,091.0000	37,463.83	76,868.42
FOUNDATION MEDICINE INC COMMON STOCK USD 0.0001	CUSIP #	350465100	1,571.0000	45,229.93	37,421.22
FRANKLIN ELECTRIC CO INC USD0.10	CUSIP #	353514102	1,400.0000	59,185.28	62,496.00
FRANKS INTL NV EUR0.01	CUSIP #	N33462107	2,408.0000	63,696.16	65,016.00
FRESENIUS SE & CO KGAA ADR EACH REPR 0.125 SHARE SPON	CUSIP #	35804M105	8,190.0000	156,496.98	158,443.74
FULTON FINANCIAL CORP USD2.50	CUSIP #	360271100	9,200.0000	97,143.91	120,336.00
GALLAGHER(ARTHUR J.)& CO COM USD1	CUSIP #	363576109	2,900.0000	100,477.84	136,097.00
GARTNER INC USD0.0005	CUSIP #	366651107	1,980.0000	83,631.33	140,679.00
GASLOG LTD USD0.01	CUSIP #	G37585109	11,041.0000	145,833.53	188,690.69

GENERAC HLDGS USD0.01	CUSIP #	368736104	3,207.0000	153,314.24	181,644.48
GENERAL CABLE CORP USD0.01	CUSIP #	369300108	10,161.0000	256,196.90	298,835.01
GENOMIC HEALTH INC USD0.0001	CUSIP #	37244C101	2,328.0000	73,478.06	68,140.56
GLOBAL PAYMENTS INC USD0.001	CUSIP #	37940X102	2,800.0000	102,926.41	181,972.00
GNC HLDGS INC USD0.001	CUSIP #	36191G107	5,180.0000	242,018.52	302,771.00
GOOGLE INC-CL A	CUSIP #	38259P508	3,084.0000	1,949,216.41	3,456,269.64
GREAT PLAINS ENERGY INC NPV	CUSIP #	391164100	10,900.0000	220,218.88	264,216.00
GREATBATCH INC COM STK USD0.001	CUSIP #	39153L106	1,870.0000	42,282.46	82,728.80
HAIN CELESTIAL GROUP INC USD0.01	CUSIP #	405217100	2,087.0000	147,321.94	189,457.86
HANGER INC USD0.01	CUSIP #	41043F208	4,900.0000	109,717.58	192,766.00
HARLEY DAVIDSON USD0.01	CUSIP #	412822108	3,570.0000	162,977.13	247,186.80
HARSCO CORP USD1.25	CUSIP #	415864107	7,575.0000	155,096.24	212,327.25
HARTE-HANKS INC USD1	CUSIP #	416196103	6,000.0000	32,823.45	46,920.00
HCA HLDGS INC USD0.01	CUSIP #	40412C101	5,800.0000	151,138.61	276,718.00
HCC INSURANCE HLDG USD1	CUSIP #	404132102	7,250.0000	180,499.54	334,515.00
HEALTH MANAGEMENT ASSOCIATES INC COMMON STOCK EUR 0.01	CUSIP #	421933102	7,700.0000	51,412.37	100,870.00
HEARTLAND PAYMENT SYSTEMS INC USD0.001	CUSIP #	42235N108	1,386.0000	65,880.18	69,078.24
HENKEL AG & CO KGAA ADR EACH REP 1 NON.V PRF NPV(BNY)	CUSIP #	42550U208	3,400.0000	155,354.09	396,712.00
HENKEL AG & CO KGAA ADR EACH REP 1 NPV(BNY)	CUSIP #	42550U109	9,600.0000	364,379.54	1,002,816.00
HENRY JACK & ASSOCIATES INC COM STK USD0.01	CUSIP #	426281101	3,540.0000	123,604.90	209,603.40
HERCULES TECHNOLOGY GROWTH CAP INC USD1	CUSIP #	427096508	2,314.0000	25,623.66	37,949.60
HEXCEL CORP USD0.01	CUSIP #	428291108	2,235.0000	56,739.42	99,882.15
HIBBETT SPORTS INC USD0.01	CUSIP #	428567101	2,358.0000	148,081.07	158,481.18
HILL-ROM HOLDINGS INC COM STK NPV	CUSIP #	431475102	1,706.0000	48,562.05	70,526.04
HILLSHIRE BRANDS CO/THE COMMON STOCK USD 0.01	CUSIP #	432589109	4,278.0000	106,804.43	143,056.32
HOME BANCSHARES INC USD0.01	CUSIP #	436893200	2,693.0000	74,384.92	100,583.55
HOMEAWAY INC USD0.0001	CUSIP #	43739Q100	2,499.0000	93,324.58	102,159.12
HSBC HLDGS ADR EACH REPR 5 USD0.50	CUSIP #	404280406	9,935.0000	550,325.97	547,716.55
HUNT(J.B.)TRANSPORT SERVICES INC USD0.01	CUSIP #	445658107	1,300.0000	96,308.38	100,490.00
HUNTINGTON INGALLS INDUSTRIES INC USD0.01 WI	CUSIP #	446413106	6,058.0000	300,318.67	545,280.58
IHS INC USD0.01 A	CUSIP #	451734107	1,220.0000	124,139.52	146,034.00
ILLINOIS TOOL WORKS INC NPV	CUSIP #	452308109	12,900.0000	581,966.31	1,084,632.00
ILLUMINA INC USD0.01	CUSIP #	452327109	1,220.0000	69,329.50	134,956.40
IMAX CORP NPV	CUSIP #	45245E109	5,090.0000	115,445.03	150,053.20
INCYTE CORP USD0.001	CUSIP #	45337C102	2,590.0000	96,512.09	131,131.70
INCYTE CORP USD0.001	CUSIP #	45337C102	3,474.0000	100,583.35	175,888.62
INFORMA PLC ADR EACH REPR ORD SPON	CUSIP #	45672B206	21,785.0000	288,931.42	413,479.30
INSIGHT ENTERPRISE INC USD0.01	CUSIP #	45765U103	4,550.0000	44,252.82	103,330.50
INSULET CORPORATION USD0.001	CUSIP #	45784P101	1,812.0000	44,240.65	67,225.20
INTEGRATED DEVICE TECHNOLOGY INC USD0.001	CUSIP #	458118106	25,979.0000	191,809.04	264,726.01
INTEROIL CORP COM NPV	CUSIP #	460951106	1,470.0000	99,922.29	75,690.30
INTREXON CORP NPV	CUSIP #	46122T102	2,070.0000	45,994.08	49,266.00
INVENSENSE INC USD0.001	CUSIP #	46123D205	5,840.0000	112,554.53	121,355.20
IPC THE HOSPITALIST CO INC USD0.001	CUSIP #	44984A105	2,350.0000	122,695.57	139,566.50
IPG PHOTONICS CORP USD0.001	CUSIP #	44980X109	2,619.0000	182,874.98	203,260.59
IROBOT CORP USD0.01	CUSIP #	462726100	3,732.0000	136,865.53	129,761.64
ISIS PHARMACEUTICAL USD0.001	CUSIP #	464330109	3,765.0000	99,016.94	149,997.60
ITT CORP USD1	CUSIP #	450911201	3,146.0000	117,509.72	136,599.32
JACOBS ENGINEERING GROUP INC USD1	CUSIP #	469814107	2,440.0000	139,892.43	153,695.60
JAZZ PHARMACEUTICALS PLC USD0.0001	CUSIP #	G50871105	1,073.0000	101,438.36	135,798.88
JETBLUE AIRWAYS CORP USD0.01	CUSIP #	477143101	17,791.0000	152,470.39	152,113.05
JOHNSON & JOHNSON COMMON STOCK USD 1	CUSIP #	478160104	17,000.0000	1,111,650.13	1,557,030.00
JPMORGAN CHASE & CO COMMON STOCK USD 1	CUSIP #	46625H100	32,000.0000	1,257,836.63	1,871,360.00
KAR AUCTION SERVICES INC USD0.01	CUSIP #	48238T109	4,370.0000	78,080.68	129,133.50
KDDI CORPORATION ADR EACH REPR 0.25 SHS UNSPON	CUSIP #	48667L106	17,605.0000	245,859.11	271,821.20
KENNAMETAL INC CAP STK USD1.25	CUSIP #	489170100	2,100.0000	51,464.68	109,347.00
KEY ENERGY SERVICES INC USD0.10	CUSIP #	492914106	8,400.0000	65,531.41	66,360.00
KIRBY CORP USD0.10	CUSIP #	497266106	2,120.0000	158,536.47	210,410.00
KOHLS CORP USD0.01	CUSIP #	500255104	24,200.0000	1,168,107.62	1,373,350.00
KOMATSU ADR EACH REPR 1 ORD	CUSIP #	500458401	11,275.0000	322,350.35	232,039.50
LADBROKES ADR EACH REPR 1 ORD	CUSIP #	505730101	44,535.0000	144,559.61	131,378.25
LAKELAND FINANCIAL CORP USD0.01	CUSIP #	511656100	1,400.0000	29,470.10	54,600.00
LAM RESEARCH CORP USD0.001	CUSIP #	512807108	17,900.0000	708,199.60	974,655.00
LEXMARK INTERNATIONAL INC USD0.01 A	CUSIP #	529771107	2,000.0000	51,996.34	71,040.00
LIFE TIME FITNESS INC USD0.02	CUSIP #	53217R207	2,017.0000	63,565.56	94,799.00
LIFELOCK INC USD0.001	CUSIP #	53224V100	12,026.0000	113,997.38	197,346.66
LINCOLN NATIONAL CORP USD1.25	CUSIP #	534187109	10,467.0000	196,088.92	540,306.54

LINKEDIN CORP USD0.0001 A	CUSIP #	53578A108	7,500.0000	889,820.97	1,626,225.00
LINNCO LLC USD0.01(REPR LTD LIABILITY CO INT)	CUSIP #	535782106	2,184.0000	46,719.94	67,289.04
LIXIL GROUP CORP ADR EACH REPR 2 ORD	CUSIP #	53931R103	6,455.0000	287,757.62	355,605.95
LKQ CORP USD0.01	CUSIP #	501889208	6,940.0000	87,118.39	228,326.00
LLOYDS BANKING GROUP PLC ADR EACH REP 4 ORD GBP0.25(BNY)	CUSIP #	539439109	88,155.0000	280,670.11	468,984.60
LUXOFT HLDG INC NPV A	CUSIP #	G57279104	1,400.0000	50,337.33	53,172.00
M & T BANK CORP USD5	CUSIP #	55261F104	3,300.0000	326,663.89	384,186.00
MACK CALI REALTY CORP USD0.01	CUSIP #	554489104	900.0000	18,606.04	19,332.00
MADDEN(STEVEN) USD0.0001	CUSIP #	556269108	2,680.0000	91,888.84	98,061.20
MAKITA CORP ADR-EACH CNV INTO 1 ORD NPV	CUSIP #	560877300	6,865.0000	368,125.46	363,845.00
MATERION CORP USD1	CUSIP #	576690101	36.0000	972.98	1,110.60
MAXIMUS INC NPV	CUSIP #	577933104	1,470.0000	55,886.85	64,665.30
MB FINANCIAL INC USD0.01	CUSIP #	55264U108	2,750.0000	57,125.09	88,247.50
MCDONALD'S CORP USD0.01	CUSIP #	580135101	14,900.0000	829,078.95	1,445,747.00
MEAD JOHNSON NUTRITION USD0.01	CUSIP #	582839106	16,300.0000	1,206,321.77	1,365,288.00
MEDIDATA SOLUITION INC USD0.01	CUSIP #	58471A105	2,986.0000	117,146.95	180,862.02
MEDIOLANUM UNSP ADR EACH REPR 2 SHS	CUSIP #	58502L104	18,475.0000	274,563.99	322,388.75
MEDNAX INC COM STK USD0.01	CUSIP #	58502B106	3,600.0000	130,312.54	192,168.00
MFA FINANCIAL INC COM STK USD0.01	CUSIP #	55272X102	31,600.0000	242,072.15	223,096.00
MICROSEMI USD0.20	CUSIP #	595137100	1,164.0000	27,981.16	29,041.80
MICROSOFT CORP COMMON STOCK USD 0.00000625	CUSIP #	594918104	24,200.0000	644,261.05	905,806.00
MIDDLEBY CORP/THE COMMON STOCK USD 0.01	CUSIP #	596278101	60.0000	8,573.08	14,398.20
MINERALS TECHNOLOGIES INC USD0.10	CUSIP #	603158106	2,000.0000	49,974.41	120,140.00
MOOG INC CLASS'A'(LIM.V)USD1	CUSIP #	615394202	2,331.0000	69,076.29	158,368.14
MURPHY OIL CORP COM USD1	CUSIP #	626717102	4,000.0000	183,415.87	259,520.00
MWI VETERINARY SUPPLY INC USD0.01	CUSIP #	55402X105	995.0000	142,737.76	169,737.05
MYERS INDUSTRIES INC NPV	CUSIP #	628464109	1,500.0000	16,402.80	31,680.00
MYLAN INC USD0.50	CUSIP #	628530107	4,998.0000	198,962.86	216,913.20
NATIONAL OILWELL VARCO INC USD0.01	CUSIP #	637071101	11,250.0000	894,207.11	894,712.50
NAVIGANT CONSULTING INC USD0.001	CUSIP #	63935N107	5,457.0000	71,412.44	104,774.40
NEENAH PAPER INC USD0.01	CUSIP #	640079109	512.0000	16,153.17	21,898.24
NETFLIX INC COMMON STOCK USD 0.001	CUSIP #	64110L106	200.0000	66,713.30	73,634.00
NETSUITE INC USD0.01	CUSIP #	64118Q107	134.0000	10,994.42	13,804.68
NIMBLE STORAGE INC COMMON STOCK USD 0.001	CUSIP #	65440R101	100.0000	2,100.00	4,530.00
NORDSTROM INC NPV	CUSIP #	655664100	6,500.0000	361,619.63	401,700.00
NORTHROP GRUMMAN CORP USD1	CUSIP #	666807102	1,300.0000	70,595.76	148,993.00
NOVARTIS AG ADR EACH REPR 1 CHF0.50(REGD)	CUSIP #	66987V109	10,000.0000	504,684.08	803,800.00
NOVO-NORDISK AS ADR EACH REPR 1 CLS'B'	CUSIP #	670100205	3,640.0000	602,137.05	672,526.40
NVR INC USD0.01	CUSIP #	62944T105	1,640.0000	1,073,480.57	1,682,656.40
NXP SEMICONDUCTORS NV EUR0.20	CUSIP #	N6596X109	4,900.0000	181,634.69	225,057.00
O REILLY AUTOMOTIVE INC USD0.01	CUSIP #	67103H107	1,480.0000	98,745.38	190,490.80
OCEANEERING INTERNATIONAL INC USD0.25	CUSIP #	675232102	900.0000	56,521.72	70,992.00
OCEANEERING INTERNATIONAL INC USD0.25	CUSIP #	675232102	17,100.0000	966,975.67	1,348,848.00
OLD DOMINION FREIGHT LINE INC USD0.10	CUSIP #	679580100	2,675.0000	52,686.91	141,828.50
OMEGA HEALTHCARE INVESTORS USD0.10	CUSIP #	681936100	2,787.0000	74,294.32	83,052.60
OMNICOM GROUP INC USD0.15	CUSIP #	681919106	28,100.0000	1,210,585.13	2,089,797.00
ON ASSIGNMENT USD0.01	CUSIP #	682159108	3,206.0000	80,599.39	111,953.52
OPENTABLE INC NPV	CUSIP #	68372A104	1,232.0000	84,785.79	97,783.84
PALL CORP USD0.10	CUSIP #	696429307	1,930.0000	105,251.12	164,725.50
PANDORA MEDIA INC USD0.0001	CUSIP #	698354107	2,300.0000	64,273.60	61,180.00
PANDORA MEDIA INC USD0.0001	CUSIP #	698354107	3,909.0000	64,673.34	103,979.40
PANTRY INC USD0.01	CUSIP #	698657103	4,400.0000	71,243.84	73,832.00
PAPA JOHNS INTERNATIONAL INC USD0.01	CUSIP #	698813102	2,246.0000	91,378.44	101,968.40
PARKER-HANNIFIN CORP USD0.50	CUSIP #	701094104	9,200.0000	822,571.30	1,183,488.00
PENTAIR LTD COMMON STOCK USD 0.167	CUSIP #	H6169Q108	2,100.0000	136,558.42	163,107.00
PEP BOYS MANNY MOE & JACK USD1	CUSIP #	713278109	6,400.0000	71,082.50	77,696.00
PERRIGO CO PLC COMMON STOCK USD 0	CUSIP #	G97822103	1,920.0000	245,457.95	294,643.20
PETROLEUM GEO SERVICES ASA ADS EACH REPR 1 ORD NOK30(CBK N.A.)	CUSIP #	716599105	13,165.0000	180,963.14	154,372.79
PG&E CORP NPV	CUSIP #	69331C108	9,000.0000	372,525.68	362,520.00
PHH CORP NPV	CUSIP #	693320202	5,200.0000	103,681.21	126,620.00
PHILIP MORRIS INTERNATIONAL INC NPV	CUSIP #	718172109	12,900.0000	1,044,341.52	1,123,977.00
PHILLIPS VAN HEUSEN CORP COM STK USD1	CUSIP #	693656100	830.0000	85,494.96	112,896.60
PINNACLE WEST CAPITAL CORP USD2.50	CUSIP #	723484101	7,450.0000	270,294.86	394,254.00
PLANTRONICS INC USD0.01	CUSIP #	727493108	3,600.0000	140,149.28	167,220.00
PNC FINANCIAL SERVICES GROUP USD5	CUSIP #	693475105	15,500.0000	792,795.74	1,202,490.00
POWER INTEGRATIONS INC USD0.001	CUSIP #	739276103	2,230.0000	123,986.60	124,478.60
PRAXAIR INC USD0.01	CUSIP #	74005P104	13,750.0000	1,478,682.55	1,787,912.50

PRECISION CASTPARTS CORP COM NPV	CUSIP #	740189105	9,550.0000	1,606,088.34	2,571,815.00
PRICELINE GROUP INC/THE COM USD	CUSIP #	741503403	1,900.0000	1,189,170.80	2,208,560.00
PRICESMART INC USD0.0001	CUSIP #	741511109	1,108.0000	95,392.93	128,018.32
PROCTER & GAMBLE CO NPV	CUSIP #	742718109	10,300.0000	663,028.71	838,523.00
PROGRESS SOFTWARE CORP USD0.01	CUSIP #	743312100	2,998.0000	49,478.71	77,438.34
PROGRESSIVE CORP(OHIO) USD1	CUSIP #	743315103	34,500.0000	680,397.47	940,815.00
PROSPERITY BANCSHARES INC USD1	CUSIP #	743606105	1,557.0000	48,283.37	98,698.23
PROVIDENCE SERVICE CORP USD0.001	CUSIP #	743815102	2,400.0000	65,125.37	61,728.00
PRUDENTIAL ADR EACH REPR 2 ORD GBP0.05	CUSIP #	74435K204	17,940.0000	379,488.31	807,300.00
PTC INC	CUSIP #	69370C100	3,418.0000	54,381.65	120,963.02
PUMA BIOTECHNOLOGY INC USD0.0001	CUSIP #	74587V107	1,093.0000	65,045.87	113,158.29
QEP RESOURCES INC USD0.01	CUSIP #	74733V100	8,850.0000	229,060.24	271,252.50
QUALCOMM INC USD0.0001	CUSIP #	747525103	34,820.0000	1,986,860.83	2,585,385.00
QUEST DIAGNOSTICS INC USD0.01	CUSIP #	74834L100	23,700.0000	1,257,598.66	1,268,898.00
RAYMOND JAMES FINANCIAL INC USD0.01	CUSIP #	754730109	3,285.0000	99,596.94	171,444.15
RBC BEARINGS INC USD0.01	CUSIP #	75524B104	1,300.0000	57,607.16	91,975.00
REALPAGE INC USD0.001	CUSIP #	75606N109	4,573.0000	106,987.96	106,916.74
RED ELECTRICA CORPORACION SA UNSP ADR EACH REPR 1/5 SH	CUSIP #	756568101	28,325.0000	298,777.15	369,641.25
REINSURANCE GROUP OF AMERICA USD0.01	CUSIP #	759351604	1,350.0000	47,686.01	104,503.50
RENAISSANCERE HLDGS USD1	CUSIP #	G7496G103	14,400.0000	1,300,819.31	1,401,696.00
REPUBLIC SERVICES INC USD0.01	CUSIP #	760759100	3,600.0000	124,982.26	119,520.00
RESTORATION HARDWARE HLDGS INC USD0.0001	CUSIP #	761283100	1,203.0000	64,234.36	80,961.90
REXAM ADR EACH REP 5 ORD	CUSIP #	761655505	10,969.0000	333,612.85	484,939.49
RIGNET INC USD0.001	CUSIP #	766582100	1,748.0000	61,954.27	83,781.64
ROCKET FUEL INC COMMON STOCK USD 0.001	CUSIP #	773111109	709.0000	38,103.42	43,596.41
ROCK-TENN CO COMMON STOCK USD 0.01	CUSIP #	772739207	12,300.0000	818,531.92	1,291,623.00
ROGERS COMMUNICATIONS INC CLASS'B'COM CAD 1.624780	CUSIP #	775109200	6,255.0000	217,347.81	283,038.75
ROYAL DUTCH SHELL PLC ADR USD	CUSIP #	780259206	5,390.0000	330,429.50	384,145.30
RUBY TUESDAY INC COM USD0.01	CUSIP #	781182100	11,500.0000	99,137.92	79,695.00
RYANAIR HLDGS ADR EACH REPR 5 ORD EUR0.0127	CUSIP #	783513104	7,070.0000	196,258.60	331,795.10
RYDER SYSTEM INC USD0.50	CUSIP #	783549108	1,700.0000	62,465.56	125,426.00
S & T BANCORP INC COM STK USD2.50	CUSIP #	783859101	2,000.0000	35,983.37	50,620.00
SALESFORCE.COM INC USD0.001	CUSIP #	79466L302	56,130.0000	2,025,205.03	3,097,814.70
SAMPO OYJ ADR USD	CUSIP #	79588J102	19,345.0000	237,961.98	477,047.70
SANDRIDGE ENERGY INC USD0.001	CUSIP #	80007P307	17,410.0000	99,120.18	105,678.70
SANDS CHINA LTD UNSP ADR EACH REPR 10 SHS	CUSIP #	80007R105	6,795.0000	288,411.03	558,549.00
SANOFI ADR ECH REP 1/2 ORD EUR2 SPON	CUSIP #	80105N105	10,265.0000	396,422.65	550,511.95
SAP SE ADR USD	CUSIP #	803054204	7,675.0000	384,735.25	668,799.50
SCHLUMBERGER LTD COMMON STOCK USD 0.01	CUSIP #	806857108	26,630.0000	2,020,987.31	2,399,629.30
SCHWAB(CHARLES)CORP USD0.01	CUSIP #	808513105	40,000.0000	510,869.07	1,040,000.00
SCHWAB(CHARLES)CORP USD0.01	CUSIP #	808513105	48,550.0000	693,680.11	1,262,300.00
SEACOR HOLDINGS INC COMMON STOCK USD 0.01	CUSIP #	811904101	3,000.0000	226,171.12	273,600.00
SEVEN & I HOLDINGS CO LTD UNSP ADR EACH REPR 2 SHS	CUSIP #	81783H105	5,945.0000	384,439.60	475,727.82
SHERWIN-WILLIAMS CO USD1	CUSIP #	824348106	650.0000	68,557.42	119,275.00
SHUTTERFLY INC COM STK USD0.0001	CUSIP #	82568P304	670.0000	32,675.67	34,123.10
SHUTTERSTOCK INC USD0.01	CUSIP #	825690100	1,834.0000	94,000.13	153,377.42
SIGNATURE BANK COMMON SHS	CUSIP #	82669G104	2,015.0000	167,568.58	216,451.30
SIGNATURE BANK COMMON SHS	CUSIP #	82669G104	892.0000	93,758.58	95,818.64
SIGNET JEWELERS LTD USD0.18	CUSIP #	G81276100	3,935.0000	264,045.42	309,684.50
SILVER SPRING NETWORKS INC USD0.001	CUSIP #	82817Q103	5,053.0000	101,607.95	106,113.00
SILVER WHEATON CORP COM NPV	CUSIP #	828336107	40,945.0000	1,371,489.20	826,679.55
SINCLAIR BROADCAST GROUP INC USD0.01 A	CUSIP #	829226109	3,678.0000	109,928.79	131,414.94
SONOCO PRODUCTS CO NPV	CUSIP #	835495102	7,962.0000	222,352.99	332,174.64
SPARTAN STORES INC USD0.01	CUSIP #	846822104	5,250.0000	86,539.94	127,470.00
SPIRIT AIRLINES INC USD0.0001	CUSIP #	848577102	2,159.0000	90,539.38	98,040.19
SPLUNK INC USD0.001	CUSIP #	848637104	22,700.0000	1,023,494.25	1,558,809.00
SPLUNK INC USD0.001	CUSIP #	848637104	1,353.0000	59,719.54	92,910.51
SPRINGLEAF HOLDINGS INC COMMON STOCK USD 0.01	CUSIP #	85172J101	5,728.0000	112,952.45	144,803.84
STAG INDUSTRIAL INC USD0.01	CUSIP #	85254J102	6,927.0000	108,073.49	141,241.53
STANDEX INTERNATIONAL CORP USD1.5	CUSIP #	854231107	2,859.0000	57,374.80	179,773.92
STARBUCKS CORP NPV	CUSIP #	855244109	32,075.0000	1,565,898.75	2,514,359.25
STARWOOD HTLS WRLD PAIRED CERT CLASS'B'USD0.01	CUSIP #	85590A401	2,800.0000	171,507.18	222,460.00
STATE STREET CORP USD1	CUSIP #	857477103	28,700.0000	1,346,358.31	2,106,293.00
STEELCASE INC NPV	CUSIP #	858155203	26,350.0000	225,745.25	417,911.00
STERICYCLE INC USD0.01	CUSIP #	858912108	740.0000	80,722.11	85,965.80
STERIS CORP NPV	CUSIP #	859152100	2,100.0000	54,514.73	100,905.00
STIFEL FINANCIAL CORP USD0.15	CUSIP #	860630102	2,813.0000	108,297.80	134,798.96

STRATASYS LTD USD0	CUSIP #	M85548101	804.0000	88,915.77	108,298.80
SUMITOMO MITSUI FINL GROUP INC ADR	CUSIP #	86562M209	66,332.0000	555,434.37	695,822.68
SUMITOMO MITSUI TRUST HOLDINGS INC	CUSIP #	86562X106	38,945.0000	199,470.59	206,019.05
SUNEDISON INC USD0.01	CUSIP #	86732Y109	8,162.0000	52,638.89	106,514.10
SUNPOWER CORP COM	CUSIP #	867652406	3,608.0000	72,859.88	107,554.48
SVB FINANCIAL GROUP USD0.001	CUSIP #	78486Q101	1,626.0000	131,770.03	170,502.36
SWATCH GROUP ADR EACH REP 0.05 ORD UNSP	CUSIP #	870123106	7,470.0000	164,325.88	248,004.00
SWEDBANK AB ADR EACH REP 1 SER'A'SEK20(MGT)	CUSIP #	870195104	9,945.0000	176,412.10	281,542.95
SWIFT TRANSPORTATION CO INC USD0.01 CL A	CUSIP #	87074U101	5,623.0000	87,554.13	124,886.83
SY BANCORP INC NPV	CUSIP #	785060104	1,192.0000	28,407.27	38,048.64
SYKES ENTERPRISES INC USD0.01	CUSIP #	871237103	3,789.0000	57,707.50	82,638.09
SYNAGEVA BIOPHARMA CORP USD0.001	CUSIP #	87159A103	1,443.0000	87,497.09	93,390.96
SYNAPTICS INC COMMON STOCK USD 0.001	CUSIP #	87157D109	2,987.0000	144,762.10	154,756.47
TCF FINANCIAL USD0.01	CUSIP #	872275102	17,643.0000	221,787.96	286,698.75
TCP CAPITAL CORP USD0.001	CUSIP #	87238Q103	4,862.0000	77,792.00	81,584.36
TEAM HEALTH HLDGS INC USD0.01	CUSIP #	87817A107	3,203.0000	122,568.42	145,896.65
TEXAS CAPITAL BANCSHARES INC COMMON STOCK USD 0.01	CUSIP #	88224Q107	1,105.0000	65,185.50	68,731.00
TIDEWATER INC USD0.10	CUSIP #	886423102	2,400.0000	106,941.87	142,248.00
TIFFANY & CO USD0.01	CUSIP #	886547108	1,050.0000	66,601.64	97,419.00
TIFFANY & CO USD0.01	CUSIP #	886547108	19,750.0000	1,444,275.72	1,832,405.00
TOMPKINS FINANCIAL CORP USD0.10	CUSIP #	890110109	500.0000	20,096.10	25,695.00
TRANSDIGM GROUP INC USD0.01	CUSIP #	893641100	3,469.0000	253,222.69	558,578.38
TREX COMPANY USD0.01	CUSIP #	89531P105	1,825.0000	128,646.42	145,142.25
TRULIA INC USD0.000033	CUSIP #	897888103	2,134.0000	74,073.32	75,266.18
TRW AUTOMOTIVE HLDGS CORP USD0.01	CUSIP #	87264S106	2,380.0000	144,807.93	177,048.20
TULLOW OIL PLC ADR EACH REPR 1/2 ORD GBP0.10 SHS	CUSIP #	899415202	20,290.0000	195,826.30	143,247.40
TUMI HLDGS INC USD0.01	CUSIP #	89969Q104	2,600.0000	60,236.38	58,630.00
TWENTY-FIRST CENTURY FOX INC COMMON STOCK USD 0.01	CUSIP #	90130A101	37,300.0000	1,163,784.52	1,312,214.00
UGI CORP COM NPV	CUSIP #	902681105	3,100.0000	83,395.55	128,526.00
ULTIMATE SOFTWARE GROUP INC/THE COMMON STOCK USD 0.01	CUSIP #	90385D107	644.0000	77,328.36	98,673.68
UNILEVER ADS-EACH REPR 1 ORD(JPM)	CUSIP #	904767704	11,295.0000	313,681.23	465,354.00
UNILEVER NV EUR0.16(NEW YORK SHARES)	CUSIP #	904784709	31,300.0000	1,210,906.04	1,259,199.00
UNITED CONTINENTAL HLDGS INC USD0.01	CUSIP #	910047109	4,890.0000	99,238.64	184,988.70
UNITED NATURAL FOODS INC USD0.01	CUSIP #	911163103	1,390.0000	81,708.43	104,792.10
UNITED PARCEL SERVICE INC USD0.01 B	CUSIP #	911312106	8,900.0000	436,908.86	935,212.00
UNITED STATIONERS INC USD0.10	CUSIP #	913004107	5,140.0000	101,874.81	235,874.60
UNITEDHEALTH GROUP INC USD0.01	CUSIP #	91324P102	16,100.0000	1,004,378.86	1,212,330.00
UNS ENERGY CORP NPV	CUSIP #	903119105	1,600.0000	50,702.08	95,760.00
URS CORP USD0.01	CUSIP #	903236107	13,832.0000	528,148.02	732,957.68
US SILICA HLDGS INC USD0.01	CUSIP #	90346E103	3,828.0000	130,331.11	130,573.08
VALASSIS COMMUNICATIONS INC COMMON STOCK EUR 0.01	CUSIP #	918866104	2,990.0000	73,973.39	102,407.50
VALEO ADR-EACH REPR 1 ORD EUR3	CUSIP #	919134304	8,740.0000	236,164.06	486,031.40
VCA INC COMMON STOCK USD 0.001	CUSIP #	918194101	2,000.0000	60,732.02	62,720.00
VECTREN CORP COM NPV	CUSIP #	92240G101	4,400.0000	101,996.47	156,200.00
VERISK ANALYTICS INC NPV	CUSIP #	92345Y106	26,750.0000	1,370,445.12	1,758,010.00
VF CORP NPV	CUSIP #	918204108	2,412.0000	91,427.76	150,364.08
VIAD CORP COM STOCK USD1.5	CUSIP #	92552R406	2,610.0000	68,188.48	72,505.80
VISA INC USD0.0001 'A'	CUSIP #	92826C839	12,320.0000	1,659,292.26	2,743,417.60
VISTAPRINT NV EUR0.01	CUSIP #	N93540107	1,145.0000	63,303.89	65,093.25
VMWARE INC USD0.01 A	CUSIP #	928563402	16,070.0000	1,424,833.11	1,441,639.70
WABTEC CORPORATIONCOM USD0.01	CUSIP #	929740108	1,590.0000	99,874.59	118,089.30
WADDELL & REED FINANCIAL INC USD0.01 A	CUSIP #	930059100	2,750.0000	72,712.53	179,080.00
WAGEWORKS INC USD0.001	CUSIP #	930427109	2,534.0000	107,023.98	150,620.96
WEBMD HEALTH CORP USD0.01	CUSIP #	94770V102	2,636.0000	86,203.05	104,122.00
WELLS FARGO & CO COM STK USD1 2/3	CUSIP #	949746101	41,600.0000	1,218,190.66	1,888,640.00
WERNER ENTERPRISES INC USD0.01	CUSIP #	950755108	18,746.0000	373,494.91	463,588.58
WESCO INTERNATIONAL INC USD0.01	CUSIP #	95082P105	1,910.0000	102,894.41	173,943.70
WESTERN ALLIANCE BANCORP COMMON STOCK USD 0.0001	CUSIP #	957638109	4,141.0000	46,410.21	98,804.26
WESTERN UNION COMPANY (THE) USD0.01	CUSIP #	959802109	72,200.0000	1,175,004.35	1,245,450.00
WEX INC USD0.01	CUSIP #	96208T104	1,760.0000	120,277.33	174,292.80
WHITEWAVE FOODS CO/THE COMMON STOCK USD 0.01	CUSIP #	966244105	2,754.0000	61,490.44	63,176.76
WHOLE FOODS MARKET INC NPV	CUSIP #	966837106	11,200.0000	628,813.61	647,696.00
WILLIS GROUP HLDGS PLC ORD SHS USD0.000115	CUSIP #	G96666105	22,300.0000	798,981.62	999,263.00
WISDOMTREE INVTS INC	CUSIP #	97717P104	9,916.0000	122,914.00	175,612.36
WOLSELEY PLC ADR USD	CUSIP #	977868306	56,129.9980	191,508.74	321,063.59
WORLD FUEL SERVICES CORP USD0.01	CUSIP #	981475106	7,600.0000	313,923.39	328,016.00
WSFS FINANCIAL CORP USD0.01	CUSIP #	929328102	500.0000	18,381.91	38,765.00

	WYNDHAM WORLDWIDE USD0.01	CUSIP #	98310W108	6,000.0000	211,223.26	442,140.00	
	WYNDHAM WORLDWIDE USD0.01	CUSIP #	98310W108	1,410.0000	69,651.87	103,902.90	
	XILINX INC USD0.01	CUSIP #	983919101	3,970.0000	153,832.17	182,302.40	
	XOOM CORP USD0.0001	CUSIP #	98419Q101	3,276.0000	81,486.79	89,664.12	
	YAHOO JAPAN CORPORATION ADR EACH REPR 1/30 SHS UNSPON	CUSIP #	98433V102	40,708.0000	326,618.12	452,672.96	
	YELP INC USD0.000001	CUSIP #	985817105	960.0000	64,961.86	66,192.00	
	YELP INC USD0.000001	CUSIP #	985817105	1,939.0000	112,460.38	133,694.05	
	ZELTIQ AESTHETICS INC USD0.001	CUSIP #	98933Q108	4,800.0000	64,084.43	90,768.00	
	ZILLOW INC USD0.0001	CUSIP #	98954A107	1,211.0000	84,967.65	98,975.03	
	TOTAL CORPORATE STOCKS - COMMON						198,784,353.80
X	**PARTICIPANT LOANS: (INTEREST RATE RANGE 4.25% - 5.00%)**	N/A	N/A	*	*	6,487,160.67	6,487,160.67
	COMMON/COLLECTIVE FUNDS						
	BLACKROCK 1-3 YEAR CREDIT BOND INDEX FUND	N/A	N/A	968,301.0000		394,750.54	
	BLACKROCK 1-3 YEAR GOVERNMENT BOND INDEX FUND	N/A	N/A	143,933.0000		578,552.63	
	BLACKROCK ASSET-BACKED SECURITIES INDEX FUND	N/A	N/A	819,912.0000		945,321.03	
	BLACKROCK COMMERCIAL MORTGAGE-BACKED SECURITIES FUND	N/A	N/A	141,870.0000		131,177.30	
	BLACKROCK INTERMEDIATE GOVERNMENT BOND INDEX FUND	N/A	N/A	406,077.0000		574,689.94	
	BLACKROCK INTERMEDIATE TERM CREDIT BOND INDEX FUND	N/A	N/A	817,195.0000		1,415,744.47	
	BLACKROCK MORTGAGE-BACKED SECURITIES INDEX FUND	N/A	N/A	732,835.0000		1,194,351.86	
	PRUDENTIAL CORE CONSERVATIVE INTERMEDIATE BOND FUND	N/A	N/A	10,923,880.0000		4,649,829.47	
	BANK OF NEW YORK COLLECTIVE TRUST GOVERNMENT SHORT TERM INVESTMENT FUND (A)	N/A	N/A	57,604,406.0000		2,063,866.39	
	TOTAL COMMON/COLLECTIVE FUNDS:						11,948,283.63
	POOLED SEPARATE ACCOUNTS						
	NEW YORK LIFE ANCHOR ACCOUNT	N/A	N/A	*	*	7,375,063.29	
	WILMINGTON TRUST CIT	N/A	N/A	*	*	1,782,461.17	
	ING LIFE INSURANCE & ANNUITY	N/A	N/A	*	*	2,178,431.27	
	NEW YORK LIFE	N/A	N/A	*	*	3,191,557.53	
	TOTAL POOLED SEPARATE ACCOUNTS						14,527,513.26
	REGISTERED INVESTMENT COMPANIES						
X	JPMORGAN PRIME MMKT FUND - INST SHR FUND 829 MONTHLY VARIABLE 12/31/2049	CUSIP #	46699A9D0	1.3500	1.35	1.35	
X	JPMORGAN US GOVT MMKT FUND MORGAN SHARES - FUND 3916	CUSIP #	928989367	11,883,073.0000	11,883,073.00	11,883,073.00	
	LAZARD FUNDS INC EMERGING MARKETS EQUITY PTF INSTL	CUSIP #	52106N889	58,654.7150	1,097,629.66	1,095,083.53	
	MANNING & NAPIER FUND INC OVERSEAS SER	CUSIP #	563821503	835,810.1190	18,886,343.00	21,990,164.23	
	SPDR BARCLAYS INTERNATIONAL TREASURY BOND ETF ETP USD	CUSIP #	78464A516	74,100.0000	4,330,674.19	4,278,534.00	
	VANGUARD BOND INDEX FUND INC SHORT TERM BD INDEX FD SIGNAL SHS	CUSIP #	921937850	756,125.4822	7,988,101.62	7,931,756.31	
	AMERICAN CENTURY ULTRA-INV	TICKER	TWCUX	*	*	12,427,089.93	
X	JPMORGAN EQUITY INDEX-SELECT	TICKER	HLEIX	*	*	13,036,478.77	
	VANGUARD TARGET RETIREMENT FUND 2010	TICKER	VTENX	*	*	929,618.91	
	VANGUARD TARGET RETIREMENT FUND 2030	TICKER	VTHRX	*	*	4,529,634.61	
	VANGUARD TARGET RETIREMENT FUND 2020	TICKER	VTWNX	*	*	3,613,170.82	
	VANGUARD TARGET RETIREMENT FUND 2040	TICKER	VFORX	*	*	3,065,723.12	
	VANGUARD TARGET RETIREMENT FUND 2050	TICKER	VFIFX	*	*	1,434,425.09	
	ALGER SMID CAP GROWTH-A	TICKER	ALMAX	*	*	4,868,830.80	
	AMERICAN FUNDS WASHINGTON MUTUAL-A	TICKER	AWSHX	*	*	10,143,898.61	
	VANGUARD INTERMEDIATE-TERM BOND INDEX-SIGNAL	TICKER	VIBSX	*	*	8,413,811.36	
X	JPMORGAN LARGE CAP GROWTH-R6	TICKER	JLGMX	*	*	10,900,397.72	
	TEMPLETON FOREIGN-A	TICKER	TEMFX	*	*	13,753,150.23	
	T ROWE PRICE SMALL-CAP VALUE	TICKER	PRSVX	*	*	25,243,559.13	
	VANGUARD TARGET RETIREMENT INCOME FUND	TICKER	VTINX	*	*	1,231,278.63	
	VANGUARD TARGET RETIREMENT FUND 2015	TICKER	VTXVX	*	*	5,466,607.45	
	VANGUARD TARGET RETIREMENT FUND 2025	TICKER	VTTVX	*	*	6,409,166.61	
	VANGUARD TARGET RETIREMENT FUND 2035	TICKER	VTTHX	*	*	6,369,613.10	
	VANGUARD TARGET RETIREMENT FUND 2045	TICKER	VTIVX	*	*	2,658,388.52	
	VANGUARD TARGET RETIREMENT FUND 2055	TICKER	VFFVX	*	*	318,728.45	
	TOTAL REGISTERED INVESTMENT COMPANIES						181,992,184.28
	OTHER ASSETS						
	AMERICAN MUN PWR OHIO INC REV HYDROELEC PJS-SER A SEMI-ANN. 3.944% 02/15/2015	CUSIP #	02765UCS1	200,000.0000	200,000.00	205,706.00	
	CALIFORNIA STATE 5.45% BDS 01/APR/2015 USD5000 SEMI-ANN. 5.450% 04/01/2015	CUSIP #	13063A5C4	330,000.0000	362,316.90	349,885.80	
	FLORIDA ST 1.298% BDS 01/JUL/2016 USD400000 SEMI-ANN. 1.298% 07/01/2016	CUSIP #	34074GDF8	375,000.0000	375,000.00	375,431.25	
	KOREA DEVELOPMENT BANK 3.5% BDS 22/AUG/2017 SEMI-ANN. 3.500% 08/22/2017	CUSIP #	500630BW7	665,000.0000	699,030.85	693,235.24	

MASSACHUSETTS ST DEV FIN AGY REV FOR ISSUES DATED SEMI-ANN. 3.988% 04/01/2017	CUSIP #	57583UBX5	230,000.0000	230,000.00	245,184.60	
NEBRASKA PUB PWR DIST REV GEN-SER A-RFDG 01/JAN/2014 05.140	CUSIP #	63968AMY8	200,000.0000	206,168.00	200,000.00	
NEW YORK N Y FOR PRIOR ISSUES SEE 64966H ETC FOR SEMI-ANN. 2.070% 08/01/2014	CUSIP #	64966JDX1	355,000.0000	361,592.35	358,038.80	
OAKLAND UNIV MICH REV RFDG-TAXABLE-GEN-SER B SEMI-ANN. 2.230% 05/15/2019	CUSIP #	673588EJ4	215,000.0000	215,000.00	205,813.05	
PHOENIX ARIZ CIVIC IMPT CORP EXCISE TAX REV SEMI-ANN. 4.002% 07/01/2018	CUSIP #	71884AVX4	300,000.0000	301,257.00	318,912.00	
PORT AUTH N Y & N J CONS-ONE HUNDRED FIFTY SEVENTH SEMI-ANN. 5.309% 12/01/2019	CUSIP #	73358WAG9	150,000.0000	177,954.00	168,528.00	
PORT SEATTLE WASH TAXABLE 01/DEC/2014 02.254 SEMI-ANN. 2.254% 12/01/2014	CUSIP #	735371LH7	200,000.0000	200,000.00	203,222.00	
UTAH ST RECAPITALIZION REV SER C-BUILD AMER SEMI-ANN. 4.340% 07/01/2019	CUSIP #	917535AK2	180,000.0000	180,000.00	195,759.00	
WASHINGTON BIOMEDICAL RESH FACS 3 WASH LEASE REV SEMI-ANN. 3.049% 07/01/2014	CUSIP #	93730PAK2	230,000.0000	230,000.00	232,684.10	
WRAPPER CONTRACT			48,886.0000		1,751.50	
TOTAL OTHER ASSETS						3,754,151.34
GUARANTEED INVESTMENT CONTRACTS						
ING LIFE INSURANCE & ANNUITY DUE 09/15/2014					300,342.11	
ING LIFE INSURANCE & ANNUITY DUE 11/17/2014					443,531.27	
JACKSON NATIONAL LIFE INSURANCE DUE 12/15/2016					567,618.84	
JACKSON NATIONAL LIFE INSURANCE DUE 10/14/2016					568,617.80	
METROPOLITAN LIFE DUE 10/15/2015					733,388.70	
PRINCIPAL LIFE DUE 10/15/2014					432,241.64	
PROTECTIVE LIFE DUE 01/15/2016					428,044.21	
PROTECTIVE LIFE DUE 02/16/2016					570,642.96	
PROTECTIVE LIFE DUE 06/15/2016					428,429.80	
PRUDENTIAL DUE 08/17/2015					425,375.76	
PRUDENTIAL DUE 09/15/2016					428,282.69	
SECURITY LIFE OF DENVER DUE 12/15/2015					423,545.08	
UNITED OF OMAHA DUE 10/15/2016					142,264.18	
TOTAL GUANRANTEED INVESTMENT CONTRACTS						5,892,325.04
TOTAL ASSETS						563,408,891.22

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

Financial Statements and Supplemental Schedules
December 31, 2013 and 2012

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



Independent Auditor's Report

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Mary Kay Inc. Profit Sharing and 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and December 31, 2012 and the related statement of changes in net assets available for benefits for the years ended December 31, 2013 and December 31, 2012, 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 and JPMorgan Chase Bank, N.A, the trustees 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 JPMorgan Chase Bank, N.A. held the Plan's investment assets and executed investment transactions as of December 31, 2013 and for the period from January 1, 2013 to December 31, 2013, and that The Bank of New York held the Plan's investment assets and executed investment transactions as of December 31, 2012 and for the period January 1, 2012 to December 31, 2012. The plan administrator has obtained certifications from the trustees as of December 31, 2013 and December 31, 2012 and for the years ended December 31, 2013 and December 31, 2012, that the information provided to the plan administrator by the trustees 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.



Other Matter

The supplemental schedules of Schedule of Assets (Held at Year End) as of December 31, 2013 and Schedule of Reporting Transactions for the year ended December 31, 2013 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

Dallas, TX
October 10, 2014

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

	December 31,	
	2013	2012
Assets		
Investments at fair value (Note 3)	$ 556,112,819	$ 441,436,516
Cash	206,787	—
Notes receivable from participants	6,487,161	6,385,953
Employer contribution receivable	25,895,465	24,669,182
Participant contribution receivable	261,205	399,034
Interest and dividends receivable	900,367	872,662
Due from broker for securities sold	718,592	17,084,909
Total assets	$ 590,582,396	$ 490,848,256
Liabilities		
Due to broker for securities purchased	$ 460,532	$ 256,125
Accrued expenses	597,965	611,210
Total liabilities	1,058,497	867,335
Net assets reflecting all investments at fair value	589,523,899	489,980,921
Adjustment from fair value to contract value for value of interests in common/collective trust and pooled separate account relating to fully benefit-responsive investment contracts (Note 3)	(202,869)	(1,078,452)
Net assets available for benefits	$ 589,321,030	$ 488,902,469

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

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

	For the Year Ended December 31,	
	2013	**2012**
Interest and dividends	$ 11,968,408	$ 9,040,015
Net appreciation in fair value of investments	73,514,261	32,846,255
Investment expenses	(1,529,591)	(1,300,778)
Net investment income	83,953,078	40,585,492
Interest income on notes receivable from participants	266,878	235,871
Employer contributions, net	25,919,953	24,686,391
Participant contributions	11,582,057	10,908,502
Rollover contributions	1,424,325	1,065,263
Total contributions	38,926,335	36,660,156
Benefit payments to participants or beneficiaries	(22,458,129)	(30,932,655)
Administrative expenses	(269,601)	(452,006)
Total deductions	(22,727,730)	(31,384,661)
Net increase	100,418,561	46,096,858
Net assets available for benefits		
Beginning of year	488,902,469	442,805,611
End of year	$ 589,321,030	$ 488,902,469

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 Inc. 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 2013 and 2012, 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") that are subject to certain Internal Revenue Service (the "IRS") limitations. The Committee determines the maximum percentage of earnings that may be contributed by a participant to his/her 401(k) account each year. In 2013 and 2012, the maximum employee contribution was 30%. A participant may contribute up to the lesser of this maximum percentage of earnings or an amount determined by the IRS 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 addition to the profit sharing contribution, the Company may elect to make matching contributions of $100 to certain participants who contributed a minimum of 1% of their eligible earnings during the Plan year. In 2013 and 2012, the Company contributed in the aggregate $175,100 and $171,000, 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 2013 and 2012, the annual contribution and other additions to a participant's account may not exceed the lesser of 100% of the participant's compensation or $51,000 and $50,000, 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 in a trust. Effective January 1, 2013, JPMorgan Chase Bank, N.A. replaced The Bank of New York Mellon Corporation (collectively the "Trustees") as Plan Trustee. The Plan allows participants to elect, in increments of 1%, to participate in various 401(k) investment options which contain varied levels of risk. Profit sharing funds are invested in separately managed accounts.

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%. As of December 31, 2013, outstanding loans have an interest rate of 4.25% and mature through 2018. 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 Trustees. In 2013 and 2012, fees were paid by the Trustees from nonparticipant directed 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 taken by the Plan, and has concluded that as of December 31, 2013 and 2012, 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 and a pooled separate account. The Statements of Net Assets Available for Benefits presents the fair value of the investment in the collective trust and pooled separate account as well as the adjustment of the investment in the collective trust and pooled separate account 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 Trustees 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 pricing services engaged by the Trustees, and the Plan receives one price for each security. The fair values provided by the pricing service are estimated by using either a price or spread basis, where the inputs to those models are based on observable market inputs. In 2013, both a price and spread basis were used. In 2012, only a spread basis was used.

For the price basis, evaluators attempt to match each issue to its best-known market maker and contact firms that deal with the respective securities. Evaluators maintain quality by surveying the dealer community, obtaining relevant trade data, benchmark quotes and spreads, and incorporating this information into the evaluation process.

For the spread basis, a bullet (noncall) spread scale is created for the relevant maturities of each issuer. These spreads represent credit risk and are based on the new issue market, secondary trading, and dealer quotes. In 2013, the spreads were added to both a benchmark curve and the U.S. Treasury curve. In 2012, the spreads were only 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 pricing services engaged by the Trustees and are determined by pricing systems. In 2013, the securities were evaluated using terms and conditions from a municipal descriptive database. Evaluators apply this information to bond sectors and individual bond evaluations are then extrapolated. Market inputs used in the evaluation process include all or some of the following: current trades, trading spreads, bid-wanted lists, offerings, quotes for active issues, along with general information on market movement, direction, trends, and specific data on specialty issues.

In 2012, the securities were 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.

Except where otherwise noted, there have been no changes in the valuation methodologies used at December 31, 2013 and 2012, 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, short-term investments, common/collective trusts, and pooled separate accounts, 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.

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 Trustees as of December 31, 2013 and 2012 and for the years then ended. The certified investment information is as follows:

	2013		2012	
Assets				
Investments				
Nonparticipant directed funds				
U.S. Government securities	$ 46,989,820		$ 50,665,470	
Corporate debt instruments	80,084,156		61,765,404	
Corporate common stock	198,784,354		162,845,165	
Short-term investments	—		18,948	
Registered investment companies	47,178,612		24,748,700	
Common/collective trust funds	—		7,068,344	
Other investments	3,752,400		2,186,688	
Total nonparticipant directed funds	376,789,342		309,298,719	
Participant directed funds				
Mellon Stable Value Fund (at contract value)	36,967,297	* **	44,765,992	* **
New York Life Anchor Account III Stable Value Fund (at contract value)	7,339,740	**	1,836,955	**
Templeton Foreign Fund	13,753,150		10,404,862	
American Century Ultra Fund	12,427,090		10,506,360	
T. Rowe Price Small-Cap Value Fund	25,243,559		17,481,984	
JPMorgan Equity Index Select Fund	13,036,479		—	
Washington Mutual Investors Fund/A	10,143,898		6,962,632	
Alger Small Cap and Mid Cap Fund	4,868,831		3,562,301	
JPMorgan Large Cap Growth Fund	10,900,398		—	
Vanguard Bond Index Fund	8,413,811		9,487,534	
Vanguard Target Retirement Income Fund	1,231,279		1,104,451	
Vanguard Target Retirement 2010 Fund	929,619		842,486	
Vanguard Target Retirement 2015 Fund	5,466,607		4,898,929	
Vanguard Target Retirement 2020 Fund	3,613,171		2,022,461	
Vanguard Target Retirement 2025 Fund	6,409,167		4,329,465	
Vanguard Target Retirement 2030 Fund	4,529,634		3,497,397	
Vanguard Target Retirement 2035 Fund	6,369,613		4,723,761	
Vanguard Target Retirement 2040 Fund	3,065,723		1,720,351	
Vanguard Target Retirement 2045 Fund	2,658,389		1,885,031	
Vanguard Target Retirement 2050 Fund	1,434,425		1,026,342	
Vanguard Target Retirement 2055 Fund	318,728		51	
Total participant-directed funds	179,120,608		131,059,345	
Total investments	$ 555,909,950		$ 440,358,064	
Other				
Interest and dividends	$ 11,968,408		$ 9,040,015	
Due from broker for securities sold	718,592		17,084,909	
Due to broker for securities purchased	460,532		256,125	
Notes receivable from participants	6,487,161		—	***

* 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.
*** Notes receivable from participants were not certified by The Bank of New York Mellon Corporation

For the years ended December 31, 2013 and 2012, investments including investments bought, sold and held during the year, appreciated (depreciated) in value as follows:

	2013	2012
Nonparticipant directed funds		
U.S. Government securities	$ (1,600,120)	$ 15,293,351
Corporate debt instruments	(1,812,028)	(14,385,443)
Corporate common stock	52,911,378	20,372,174
Short-term investments	—	2,752
Registered investment companies	2,874,649	1,346,754
Other investments	(79,590)	10,070
Total nonparticipant directed funds	52,294,289	22,639,658
Participant directed funds		
Fidelity Magellan Fund	—	102,260
Templeton Foreign Fund	2,221,458	1,403,591
T. Rowe Price Small-Cap Value Fund	5,312,039	2,340,770
Blackrock Index Equity Fund	—	1,093,026
JPMorgan Equity Index Select Fund	1,932,465	—
American Century Ultra Fund	3,057,716	1,374,294
Washington Mutual Investors Fund/A	1,943,627	535,751
Alger Small Cap and Mid Cap Fund	497,322	443,957
JPMorgan Large Cap Growth	2,357,029	—
Brandywine Blue Fund	—	352,264
Vanguard Interm-Term Bond Index Fund	(683,191)	317,016
Vanguard Target Retirement Income Fund	29,480	60,210
Vanguard Target Retirement 2005 Fund	—	(8,829)
Vanguard Target Retirement 2010 Fund	57,633	65,995
Vanguard Target Retirement 2015 Fund	509,537	362,197
Vanguard Target Retirement 2020 Fund	354,807	213,536
Vanguard Target Retirement 2025 Fund	793,853	385,332
Vanguard Target Retirement 2030 Fund	639,076	281,451
Vanguard Target Retirement 2035 Fund	992,202	432,929
Vanguard Target Retirement 2040 Fund	461,744	172,028
Vanguard Target Retirement 2045 Fund	457,798	192,843
Vanguard Target Retirement 2050 Fund	242,994	85,976
Vanguard Target Retirement 2055 Fund	42,383	—
Total participant-directed funds	21,219,972	10,206,597
Net appreciation in fair value of investments	$ 73,514,261	$ 32,846,255

The Trustees hold all investment assets and execute all investment transactions of the Plan, distribute benefits to participants at the direction of the Plan's recordkeeper and pay administrative expenses.

The Mellon Stable Value Fund was certified at its contract value of $36,967,297 and $44,765,992 as of December 31, 2013 and 2012, respectively. The New York Life Anchor Account III Stable Value Fund was certified at its contract value of $7,339,740 and $1,836,955 as of December 31, 2013 and 2012, respectively. The adjustment from fair value to contract value under ASC 962 for the Plan's interest in the Mellon Stable Value Fund of $(167,547) and $(1,052,366) as of December 31, 2013 and 2012, respectively, and the adjustment of the Plan's interest in the New York Life Anchor Account III Stable Value Fund of $(35,322) and $(26,086) as of December 31, 2013 and 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:

	2013	2012
Assets		
Investments at fair value	$ 376,789,342	$ 309,298,719
Cash	206,787	—
Interest and dividends receivable	900,367	872,662
Due from broker for securities sold	718,592	328,113
	$ 378,615,088	$ 310,499,494
Liabilities		
Due to broker for securities purchased	$ 460,532	$ 256,125
Accrued expenses	50,811	215,163
	$ 511,343	$ 471,288
Net assets available for benefits	$ 378,103,745	$ 310,028,206

	2013	2012
Additions to net assets attributed to		
Interest and dividends	$ 6,394,932	$ 6,620,745
Net appreciation (depreciation) in fair value of investments	52,294,289	22,639,658
Investment expenses	(1,529,591)	(1,300,778)
Net investment income	57,159,630	27,959,625
Employer contributions	24,566,373	21,817,798
Interfund transfers, net	(228,625)	(6,582,809)
Total additions	24,337,748	15,234,989
Benefit payments to participants or beneficiaries	(13,152,237)	(18,000,966)
Administrative expenses	(269,601)	(452,006)
Total deductions	(13,421,838)	(18,452,972)
Net increase	68,075,540	24,741,642
Net assets available for benefits		
Beginning of year	310,028,205	285,286,563
End of year	$ 378,103,745	$ 310,028,205

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, 2013 and 2012:

	Investments at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Nonparticipant directed				
Common stocks				
Domestic large cap value	$ 61,429,244	$ —	$ —	$ 61,429,244
Domestic large cap growth	63,826,450	—	—	63,826,450
Mid/small cap value	26,540,238	—	—	26,540,238
International	20,735,172	—	—	20,735,172
Mid cap growth	13,282,033	—	—	13,282,033
Small cap growth	12,971,217	—	—	12,971,217
Total common stock	198,784,354	—	—	198,784,354
U.S. Government securities	—	46,989,820	—	46,989,820
Corporate debt instruments	—	80,084,156	—	80,084,156
Other investments	—	3,752,400	—	3,752,400
Registered investment companies	47,178,612	—	—	47,178,612
Participant directed				
Mutual funds				
Large cap growth funds	23,327,488	—	—	23,327,488
Balanced funds	36,026,355	—	—	36,026,355
Small cap value funds	25,243,559	—	—	25,243,559
Foreign large value funds	13,753,150	—	—	13,753,150
Fixed income funds	8,413,811	—	—	8,413,811
Large cap value funds	10,143,898	—	—	10,143,898
Large blend funds	13,036,479	—	—	13,036,479
Mid cap growth funds	4,868,831	—	—	4,868,831
Total mutual funds	134,813,571	—	—	134,813,571
Common/collective trust funds	—	37,134,844	—	37,134,844
Pooled separate accounts	—	7,375,062	—	7,375,062
Total investments at fair value	$ 380,776,537	$ 175,336,282	$ —	$ 556,112,819

	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

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, 2013	December 31, 2012
Net assets available for benefits per the financial statements	$ 589,321,030	$ 488,902,469
Adjustment from fair value to contract value	202,869	1,078,452
Net assets available for benefits per the Form 5500	$ 589,523,899	$ 489,980,921

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

	December 31, 2013	December 31, 2012
Net increase in net assets available for benefits per the financial statements	$ 100,418,561	$ 46,096,858
Add: Benefits payable at beginning of year	—	652,295
Add: Changes in adjustment from fair value to contract value	(875,583)	23,419
Net increase in net assets available for benefits per the Form 5500	$ 99,542,978	$ 46,772,572

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 $457,501 and $570,593 at December 31, 2013 and 2012, 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 2013 and 2012, the Employer elected to use all forfeitures to offset the current year employer contributions and there are no unused forfeitures.

7. Related Party Transactions

Certain of the Plan's investments are managed by JPMorgan Chase Bank, N.A. These transactions, as well as transactions involving notes receivable from participants, qualify as party-in-interest transactions.

8. Subsequent Events

The Plan administrator has performed an evaluation of subsequent events through October 10, 2014, which is the date the financial statements were available to be issued.

Supplemental Schedules

Mary Kay Inc. Profit Sharing and 401(k) Plan
EIN: 75-1151701 Plan 001
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013

(a)	(b)	(c)	(d)	(e)
Parties in Interest	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment including Maturity Date, Rate of Interest, etc.	Cost	Current Value
	Participant Directed			
	New York Life Anchor Account III Stable Value Fund	Pooled Separate Account	*	7,375,062
	Templeton Foreign Fund	Mutual Funds	*	13,753,150
	American Century Ultra Fund	Mutual Funds	*	12,427,090
	T. Rowe Price Small-Cap Value Fund	Mutual Funds	*	25,243,559
**	JPMorgan Equity Index Select Fund	Mutual Funds	*	13,036,479
	Washington Mutual Investors Fund/A	Mutual Funds	*	10,143,898
	Alger Small Cap and Mid Cap Fund	Mutual Funds	*	4,868,831
**	JPMorgan Large Cap Growth Fund	Mutual Funds	*	10,900,398
	Vanguard Bond Index Fund	Mutual Funds	*	8,413,811
	Vanguard Target Retirement Income Fund	Mutual Funds	*	1,231,279
	Vanguard Target Retirement 2010 Fund	Mutual Funds	*	929,619
	Vanguard Target Retirement 2015 Fund	Mutual Funds	*	5,466,607
	Vanguard Target Retirement 2020 Fund	Mutual Funds	*	3,613,171
	Vanguard Target Retirement 2025 Fund	Mutual Funds	*	6,409,167
	Vanguard Target Retirement 2030 Fund	Mutual Funds	*	4,529,634
	Vanguard Target Retirement 2035 Fund	Mutual Funds	*	6,369,613
	Vanguard Target Retirement 2040 Fund	Mutual Funds	*	3,065,723
	Vanguard Target Retirement 2045 Fund	Mutual Funds	*	2,658,389
	Vanguard Target Retirement 2050 Fund	Mutual Funds	*	1,434,425
	Vanguard Target Retirement 2055 Fund	Mutual Funds	*	318,728

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Mary Kay Inc. Profit Sharing and 401(k) Plan
EIN: 75-1151701 Plan 001
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment including Maturity Date, Rate of Interest, etc.	(d) Cost	(e) Current Value
	MELLON STABLE VALUE FUND			
	GOVERNMENT SECURITIES			
	FANNIE MAE POOL DUE 12/26/2018	12,300,950	*	$ 177,205
	FANNIE MAE POOL DUE 11/25/2016	2,627,672	*	35,843
	FANNIE MAE POOL DUE 11/26/2018	5,900,000	*	214,580
	FREDDIE MAC POOL DUE 05/15/2020	9,637,050	*	134,466
	FREDDIE MAC POOL DUE 12/17/2018	10,381,375	*	151,703
	FREDDIE MAC POOL DUE 02/15/2019	7,599,950	*	177,688
	FREDDIE MAC POOL DUE 11/15/2028	9,256,269	*	150,803
	FREDDIE MAC POOL DUE 01/16/2018	9,338,536	*	111,199
	FANNIE MAE POOL DUE 05/25/2021	11,752,500	*	169,864
	FANNIE MAE POOL DUE 08/27/2018	6,579,049	*	210,791
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 10/21/2019	5,876,250	*	127,161
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 08/20/2020	2,742,250	*	56,124
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 08/16/2019	4,309,250	*	153,604
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 03/16/2019	6,000,000	*	214,023
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 08/20/2020	5,014,400	*	163,365
	US TREASURY NOTE DUE 01/15/2016	21,881,588	*	785,011
	US TREASURY NOTE DUE 10/17/2016	5,380,584	*	192,667
	FANNIE MAE POOL DUE 07/25/2019	9,460,762	*	151,090
	FREDDIE MAC POOL DUE 05/15/2020	11,595,800	*	161,797
	FREDDIE MAC POOL DUE 08/16/2021	3,525,750	*	72,289
	FREDDIE MAC POOL DUE 04/16/2018	3,134,000	*	34,866
	FREDDIE MAC POOL DUE 02/15/2019	6,600,000	*	178,040
	FREDDIE MAC POOL DUE 07/16/2018	1,958,750	*	22,158
	FREDDIE MAC POOL DUE 05/15/2018	5,092,750	*	61,738
	FREDDIE MAC POOL DUE 01/15/2020	1,958,750	*	44,456

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Mary Kay Inc. Profit Sharing and 401(k) Plan
EIN: 75-1151701 Plan 001
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment including Maturity Date, Rate of Interest, etc.	(d) Cost	(e) Current Value
	FREDDIE MAC POOL DUE 12/15/2021	2,350,500	*	62,544
	FREDDIE MAC POOL DUE 06/15/2017	1,723,700	*	25,530
	FANNIE MAE POOL DUE 05/25/2018	2,350,500	*	32,606
	FANNIE MAE POOL DUE 06/25/2015	2,742,250	*	12,674
	FANNIE MAE POOL DUE 02/25/2016	7,247,375	*	39,081
	FANNIE MAE POOL DUE 08/25/2015	3,643,275	*	23,194
	FANNIE MAE POOL DUE 10/25/2018	1,958,750	*	24,563
	FANNIE MAE POOL DUE 07/25/2018	1,723,700	*	26,395
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 11/20/2019	1,958,750	*	42,937
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 12/20/2017	3,134,000	*	46,288
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 09/21/2020	5,950,000	*	133,257
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 03/16/2017	2,350,500	*	22,235
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 07/16/2018	2,742,250	*	94,179
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 04/16/2019	2,350,500	*	82,256
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 07/16/2019	2,507,200	*	86,002
	US TREASURY NOTE DUE 08/15/2014	304,781	*	10,966
	US TREASURY NOTE DUE 11/17/2014	339,255	*	12,184
	US TREASURY NOTE DUE 04/15/2015	4,122,777	*	148,169
	US TREASURY NOTE DUE 09/15/2016	17,929,714	*	647,823
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 08/28/2014	1,493,000	*	53,912
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 05/27/2015	3,930,000	*	141,294
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 05/21/2018	8,253,000	*	286,619
	UNITED STATES TREASURY DUE 11/30/2018	2,000,000	*	70,207
	UNITED STATES TREASURY DUE 02/28/2017	5,502,000	*	197,708
	UNITED STATES TREASURY DUE 03/15/2016	5,384,100	*	192,838
	UNITED STATES TREASURY DUE 03/31/2015	2,358,000	*	84,590
	UNITED STATES TREASURY DUE 03/31/2018	8,331,600	*	290,635
	FEDERAL HOME LOAN MORTGAGE CORPORATION DUE 05/01/2023	3,076,201	*	117,145

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Mary Kay Inc. Profit Sharing and 401(k) Plan
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Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment including Maturity Date, Rate of Interest, etc.	(d) Cost	(e) Current Value
	FEDERAL HOME LOAN MORTGAGE CORPORATION DUE 07/01/2018	60,602	*	2,312
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 08/01/2018	163,955	*	6,256
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 01/01/2026	415,499	*	15,648
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 05/01/2025	180,416	*	6,948
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 07/01/2027	4,615,564	*	169,683
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 11/01/2027	319,813	*	11,381
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 11/01/2027	1,419,520	*	50,630
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 12/01/2027	125,062	*	4,457
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 12/01/2027	3,890,601	*	138,451
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 02/01/2018	386,082	*	13,739
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 05/01/2018	1,974,319	*	75,709
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 12/01/2020	1,320,581	*	50,937
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 11/01/2018	454,107	*	17,405
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 08/01/2026	3,268,792	*	122,963
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 06/01/2027	1,598,801	*	58,687
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 04/01/2028	1,049,175	*	37,336
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 01/01/2028	234,843	*	8,639
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 07/01/2020	165,675	*	6,392
	TOTAL GOVERNMENT SECURITIES			**$ 7,757,935**

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Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013

(a)	(b)	(c)	(d)	(e)
Parties in Interest	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment including Maturity Date, Rate of Interest, etc.	Cost	Current Value
	CORPORATE DEBT			
	CD COMMERCIAL MORTGAGE TRUST DUE 01/15/2014	$ 2,000,000	*	$ 7,264
	CHASE ISSUANCE TRUST DUE 10/17/2016	4,387,600	*	157,073
	CS FIRST BOSTON COMMERCIAL MORTGAGE TRUS T DUE 04/15/2015	5,484,500	*	204,084
	DISCOVER CARD EXECUTION NOTE TRUS T DUE 10/17/2016	4,975,225	*	178,168
	FIFTH THIRD AUTO TRUST DUE 07/15/2016	3,760,800	*	60,779
	HYUNDAI AUTO RECEIVABLES TRUST DUE 11/15/2016	2,350,500	*	84,743
**	JP MORGAN CHASE COMMERCIAL MORTGAGE SECURITIES DUE 08/17/2015	3,692,244	*	139,001
**	JPMBB COMMERCIAL MORTGAGE SECURITIES TRUST DUE 07/16/2018	3,917,500	*	133,006
	LB- UBS COMMERCIAL MORTGAGE TRUST DUE 09/15/2016	3,525,750	*	138,168
	LB- UBS COMMERCIAL MORTGAGE TRUST DUE 02/16/2016	4,074,200	*	157,494
	MERRILL LYNCH MORTGAGE TRUST DUE 05/12/2014	4,309,250	*	34,047
	NISSAN AUTO RECEIVABLES OWNER TRUST DUE 05/15/2017	5,000,000	*	178,730
	ONCOR ELECTRIC DELIVERY DUE 05/16/2016	783,500	*	21,266
	WORLD OM NI AUTO RECEIVABLES TRUST DUE 01/15/2015	1,567,000	*	32,282
	COMMERCIAL MORTGAGE TRUST DUE 01/17/2017	1,567,000	*	39,568
	CARMAX AUTO OWNER TRUST DUE 02/15/2017	4,701,000	*	168,236
	CENTERPOINT ENERGY TRANSITION BOND DUE 02/17/2015	783,500	*	8,889

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December 31, 2013

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment including Maturity Date, Rate of Interest, etc.	(d) Cost	(e) Current Value
	CENTERPOINT ENERGY TRANSITION BOND DUE 04/17/2017	2,742,250	*	69,246
	CHASE ISSUANCE TRUST DUE 10/17/2016	3,799,975	*	136,036
	COMMERCIAL MORTGAGE TRUST DUE 02/10/2014	3,134,000	*	9,216
	GMAC COMMERCIAL MORTGAGE SECURITIES INC. DUE 08/11/2014	1,723,700	*	62,013
	GS MORTGAGE SECURITIES TRUST DUE 09/12/2016	4,000,000	*	157,804
**	JP MORGAN CHASE COMMERCIAL MORTGAGE SECURITIES DUE 03/12/2014	1,567,000	*	14,980
	JOHN DEERE OWNER TRUST DUE 03/16/2015	783,500	*	19,749
	JOHN DEERE OWNER TRUST DUE 09/15/2015	2,350,500	*	84,252
	LB- UBS COMMERCIAL MORTGAGE TRUST DUE 06/15/2015	2,938,125	*	109,633
	LB- UBS COMMERCIAL MORTGAGE TRUST DUE 10/17/2016	1,723,700	*	14,930
	NISSAN AUTO RECEIVABLES OWNER TRUS T DUE 08/17/2015	1,175,250	*	42,128
	ALLY AUTO RECEIVABLES TRUST DUE 02/16/2016	522,213	*	18,770
	FORD CREDIT AUTO OWNER TRUST DUE 12/15/2016	673,254	*	24,171
	NISSAN AUTO RECEIVABLES OWNER DUE 10/17/2016	829,000	*	29,721
	AMERICAN EXPRESS CREDIT ACCOUNT DUE 03/15/2018	786,000	*	28,229
	CITIBANK CREDIT CARD ISSUANCE DUE 11/20/2017	983,000	*	38,356
	CNOOC FINANCE (2013) LTD DUE 05/09/2018	310,000	*	10,896
	CD COMMERCIAL MORTGAGE TRUST DUE 11/15/2044	1,074,736	*	43,460

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	CD COMMERCIAL MORTGAGE TRUST DUE 12/10/2049	1,179,000	*	47,903
	CS FIRST BOSTON COMMERCIAL MORTGAGE TRUST DUE 08/15/2038	1,179,000	*	44,550
**	JPMORGAN CHASE COMMERCIAL MORTGAGE SECURITIES CORP DUE 08/12/2037	621,710	*	23,273
**	JPMORGAN CHASE COMMERCIAL MORTGAGE SECURITIES CORP DUE 12/15/2044	786,000	*	30,150
**	JPMORGAN CHASE COMMERCIAL MORTGAGE SECURITIES CORP DUE 05/15/2045	707,400	*	27,755
**	JPMORGAN CHASE COMMERCIAL MORTGAGE SECURITIES CORP DUE 02/12/2051	786,000	*	31,755
	MORGAN STANLEY CAPITAL I TRUST DUE 10/15/2042	1,027,065	*	39,671
	MORGAN STANLEY CAPITAL I TRUST DUE 12/31/2041	231,832	*	8,532
	MORGAN STANLEY CAPITAL I TRUST DUE 07/12/2044	1,031,811	*	40,482
	AMERICAN EXPRESS CREDIT CORPORATION DUE 09/19/2016	369,000	*	13,928
	BANK OF AMERICA CORP DUE 03/22/2017	566,000	*	21,876
	BANK OF MONTREAL DUE 01/11/2017	385,000	*	14,382
	BEAR STEARNS COMPANIES LLC/THE DUE 02/01/2018	845,000	*	37,198
	CAPITAL ONE FINANCIAL CORPORATION DUE 09/01/2016	224,000	*	9,147
	CITIGROUP INC. DUE 09/15/2014 90,000 93,905	90,000	*	3,364
	CITIGROUP INC. DUE 01/10/2017 440,000 486,511	440,000	*	17,431
	RABOBANK NEDERLAND (NY BRANCH) DUE 01/19/2017	177,000	*	6,778
	FIFTH THIRD BANCORP DUE 01/15/2017	102,000	*	4,111

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	GOLDMAN SACHS GROUP INC./THE DUE 01/22/2018	240,000	*	8,730
	GOLDMAN SACHS GROUP INC./THE DUE 02/07/2016	511,000	*	19,489
	MERRILL LYNCH & CO INC. DUE 05/16/2016	225,000	*	8,935
	MORGAN STANLEY DUE 04/01/2018	523,000	*	22,256
	PNC FUNDING CORPORATION DUE 09/19/2016	515,000	*	19,400
	RABOBANK NEDERLAND (NY BRANCH) DUE 03/19/2018	350,000	*	12,458
	ROYAL BANK OF CANADA DUE 10/30/2015	476,000	*	17,127
	ROYAL BANK OF CANADA DUE 10/30/2014	448,000	*	16,245
	STATE STREET CORPORATION DUE 03/07/2016	165,000	*	6,209
	TORONTO-DOMINION BANK DUE 10/19/2016	271,000	*	10,134
	US BANCORP DUE 11/16/2016	177,000	*	6,571
	WACHOVIA CORPORATION DUE 02/01/2018	126,000	*	5,318
	WELLS FARGO & COMPANY DUE 04/15/2015	1,081,000	*	40,594
	GENERAL ELECTRIC CAPITAL CORP 05/01/2018	67,000	*	2,782
	GENERAL ELECTRIC CAPITAL CORP 11/09/2015	1,081,000	*	40,060
	AMERICAN INTERNATIONAL GROUP DUE 08/15/2020	322,000	*	11,775
	BERKSHIRE HATHAWAY INC. DUE 02/11/2015	896,000	*	33,496
	CIGNA CORPORATION DUE 11/15/2016 417,000 435,787	417,000	*	15,614

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	PRUDENTIAL FINANCIAL INC. DUE 09/20/2014	204,000	*	7,648
	UNITEDHEALTHCARE INC. DUE 10/15/2015 224,000	224,000	*	8,076
	WELLPOINT INC. DUE 01/15/2018	75,000	*	2,683
	ERP OPERATING LIMITED PARTNERS DUE 03/15/2016	126,000	*	4,975
	HCP INC. DUE 01/30/2018	98,000	*	4,183
	PETROBRAS INTERNATIONAL FINANCIAL DUE 02/06/2017 157,000 161,042	157,000	*	5,770
	STATOIL ASA DUE 10/15/2014 849,000 871,467	849,000	*	31,223
	FREEPORT-MCMORAN COPPER & GOLD DUE 03/15/2018 94,000 94,521	94,000	*	3,387
	INTERNATIONAL PAPER CO DUE 06/15/2018	90,000	*	3,932
	RIO TINTO FINANCE (USA) LIMITED DUE 05/01/2014 810,000 844,153	810,000	*	30,245
	VALE OVERSEAS LIMITED DUE 01/23/2017 228,000 260,277	228,000	*	9,325
	CATERPILLAR FINANCE CORP DUE 06/01/2017	538,000	*	19,438
	JOHN DEERE CAPITAL CORP DUE 03/12/2018	165,000	*	5,806
	3M CO DUE 06/26/2017	401,000	*	14,199
	UNITED TECHNOLOGIES CORPORATION DUE 06/01/2017	177,000	*	6,454
	AT&T INC. DUE 08/15/2016	82,000	*	3,050
	AMERICA MOVIL SAB DE CV DUE 01/15/2015 165,000 177,542	165,000	*	6,361
	CC HOLDINGS GS V LLC CROWN CAS TLE DUE 12/15/2017	126,000	*	4,480

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	COMCAS T CORPORATION DUE 06/15/2016	538,000	*	21,102
	DIRECTV HOLDINGS LLC/DIRECTV F DUE 03/15/2015	287,000	*	10,732
	NIPPON TELEGRAPH AND TELEPHONE DUE 07/18/2017	279,000	*	9,948
	QWEST CORP DUE 06/01/2017	59,000	*	2,402
	TIME WARNER CABLE INC. DUE 07/01/2018	590,000	*	24,442
	VERIZON COMMUNICATIONS INC. DUE 04/01/2016	138,000	*	5,196
	WALT DISNEY COMPANY (THE) DUE 08/16/2016	200,000	*	7,289
	FORD MOTOR CREDIT COMPANY LLC DUE 08/15/2017	225,000	*	9,548
	LOWES COMPANIES INC. DUE 04/15/2016	271,000	*	10,008
	TOYOTA MOTOR CREDIT CORP DUE 06/17/2015	810,000	*	30,227
	VIACOM INC. DUE 09/01/2018	79,000	*	2,882
	WAL-MART STORES INC. DUE 10/25/2015	896,000	*	32,816
	ABBVIE INC. DUE 11/06/2017	106,000	*	3,805
	ALTRIA GROUP INC. DUE 09/11/2015 177,000 189,086	177,000	*	6,775
	ANHEUS ER-BUSCH COM PANIES LLC DUE 07/15/2017	401,000	*	14,440
	COCA-COLA COMPANY (THE) DUE 04/01/2018	330,000	*	11,532
	COVIDIEN INTERNATIONAL FINANCE DUE 06/15/2015	169,000	*	6,236
	EXPRES S SCRIPTS HOLDING CO DUE 02/15/2017	295,000	*	11,008

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	KRAFT FOODS GROUP INC. DUE 06/05/2017	177,000	*	6,437
	NOVARTIS CAPITAL CORP DUE 04/24/2015	448,000	*	16,678
	PHILIP MORRIS INTERNATIONAL INC. DUE 01/15/2019	786,000	*	27,625
	SANOFI DUE 03/28/2014	538,000	*	19,417
	WATSON PHARM ACEUTICALS INC. DUE 10/01/2017	169,000	*	6,026
	APACHE CORPORATION DUE 04/15/2017	417,000	*	15,038
	CHEVRON CORP DUE 06/24/2020 181,000 176,471	181,000	*	6,323
	DEVON ENERGY CORPORATION DUE 05/15/2017	176,850	*	6,403
	ENSCO PLC DUE 03/15/2016	106,000	*	4,004
	PETROHAWK ENERGY CORP DUE 08/15/2018	177,000	*	7,026
	SHELL INTERNATIONAL FINANCE BV DUE 03/21/2014	810,000	*	29,575
	TOTAL CAPITAL SA DUE 06/24/2015	719,000	*	26,708
	TOTAL SA DUE 08/12/2016	134,000	*	4,831
	WEATHERFORD INTERNATIONAL INC. DUE 06/15/2017	90,000	*	3,657
	STANFORD UNIVERSITY DUE 05/01/2014	849,000	*	30,909
	COMPUTER SCIENCES CORP DUE 03/15/2018	90,000	*	3,765
	EMC CORP (MASSACHUSETTS) DUE 06/01/2020	71,000	*	2,501
	GOOGLE INC. DUE 05/19/2016	448,000	*	16,633

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	INTERNATIONAL BUSINESS MACHINE DUE 02/06/2015	680,000	*	24,460
	INTERNATIONAL BUSINESS MACHINE DUE 52/15/2019	600,000	*	21,163
	MICROSOFT CORPORATION DUE 09/25/2015	896,000	*	32,924
	MICROSOFT CORPORATION DUE 11/15/2017	633,000	*	22,375
	ONTARIO (PROVINCE OF) DUE 06/16/2015	538,000	*	19,938
	QUEBEC (PROVINCE OF) DUE 03/01/2016	456,000	*	18,111
	MEXICO (UNITED MEXICAN STATES) DUE 01/15/2017	94,000	*	3,859
	INTERNATIONAL BANK FOR RECONST DUE 04/17/2017	448,000	*	16,052
	ALABAMA POWER COMPANY DUE 10/15/2015	440,000	*	15,753
	EDISON INTERNATIONAL DUE 09/15/2017	118,000	*	4,481
	ENTERPRISE PRODUCTS OPERATING DUE 02/01/2016	275,000	*	10,415
	TOTAL CORPORATE DEBT			**$ 4,190,577**

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	COMMON/COLLECTIVE TRUSTS			
	BLACKROCK 1-3 YEAR CREDIT BOND INDEX FUND	968,301	*	$ 394,751
	BLACKROCK 1-3 YEAR GOVERNMENT BOND INDEX FUND	143,933	*	578,553
	BLACKROCK ASSET-BACKED SECURITIES INDEX FUND	819,912	*	945,321
	BLACKROCK COMMERCIAL MORTGAGE-BACKED SECURITIES FUND	141,870	*	131,177
	BLACKROCK INTERMEDIATE GOVERNMENT BOND INDEX FUND	406,077	*	574,690
	BLACKROCK INTERMEDIATE TERM CREDIT BOND INDEX FUND	817,195	*	1,415,744
	BLACKROCK MORTGAGE-BACKED SECURITIES INDEX FUND	732,835	*	1,194,352
	PRUDENTIAL CORE CONSERVATIVE INTERMEDIATE BOND FUND	10,923,880	*	4,649,829
	BANK OF NEW YORK COLLECTIVE TRUST GOVERNMENT SHORT TERM INVESTMENT FUND (A)	57,604,406	*	2,063,866
	TOTAL COMMON/COLLECTIVE TRUSTS			**$ 11,948,283**
	POOLED SEPARATE ACCOUNTS			
	WILMINGTON TRUST CIT	N/A	*	$ 1,782,461
	ING LIFE INSURANCE & ANNUITY	N/A	*	2,178,431
	NEW YORK LIFE	N/A	*	3,191,558
	TOTAL POOLED SEPARATE ACCOUNTS			**$ 7,152,450**

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	GUARANTEED INVESTMENT CONTRACTS			
	ING LIFE INSURANCE & ANNUITY DUE 09/15/2014		*	$ 300,342
	ING LIFE INSURANCE & ANNUITY DUE 11/17/2014		*	443,531
	JACKSON NATIONAL LIFE INSURANCE DUE 12/15/2016		*	567,619
	JACKSON NATIONAL LIFE INSURANCE DUE 10/14/2016		*	568,618
	METROPOLITAN LIFE DUE 10/15/2015		*	733,389
	PRINCIPAL LIFE DUE 10/15/2014		*	432,242
	PROTECTIVE LIFE DUE 01/15/2016		*	428,044
	PROTECTIVE LIFE DUE 02/16/2016		*	570,643
	PROTECTIVE LIFE DUE 06/15/2016		*	428,430
	PRUDENTIAL DUE 08/17/2015		*	425,376
	PRUDENTIAL DUE 09/15/2016		*	428,283
	SECURITY LIFE OF DENVER DUE 12/15/2015		*	423,544
	UNITED OF OMAHA DUE 10/15/2016		*	142,264
	TOTAL GUARANTEED INVESTMENT CONTRACTS			**$ 5,892,325**
	OTHER ASSETS			
	WRAPPER CONTRACT	48,886	*	$ 1,752
	TOTAL OTHER ASSETS			**$ 1,752**

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	NON-INTEREST BEARING CASH			
	CASH AND CASH EQUIVALENTS			$ 191,522
	TOTAL NON-INTEREST BEARING CASH			**$ 191,522**
	TOTAL MELLON STABLE VALUE FUND			**$ 37,134,844**
	TOTAL PARTICIPANT DIRECTED			**$ 179,323,477**
	NOTES RECEIVABLE FROM PARTICIPANTS	Interest rate of 4.25% with maturity between one and four years	*	**$ 6,487,161**

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

** Denotes a party-in-interest

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	NONPARTICIPANT DIRECTED					
	COMMON STOCK					
	3M CO USD0.01	CUSIP #	88579Y101	13,500	$ 1,135,208	$ 1,893,375
	AARON'S INC CLASS'A'COM VTG USD0.5	CUSIP #	002535300	2,900	48,888	85,260
	ACADIA PHARMACEUTICALS INC COMMON STOCK USD 0.0001	CUSIP #	004225108	2,847	55,701	71,147
	ACE LTD COMMON STOCK USD 26.59	CUSIP #	H0023R105	24,700	1,906,218	2,557,191
	ACTAVIS PLC COMMON STOCK USD 0.0033	CUSIP #	G0083B108	2,410	191,957	404,880
	ACUITY BRANDS INC USD0.01	CUSIP #	00508Y102	1,574	139,428	172,070
	ACXIOM CORP USD0.10	CUSIP #	005125109	2,615	92,442	96,703
	AEGERION PHARMACEUTICALS INC USD0.001	CUSIP #	00767E102	408	32,915	28,952
	AERCAP HOLDINGS N.V. EUR0.01	CUSIP #	N00985106	4,200	81,871	161,070
	AEROPOSTALE INC USD0.01	CUSIP #	007865108	6,051	76,360	55,004
	AIR LEASE CORP USD0.01	CUSIP #	00912X302	6,031	172,778	187,443
	AIR METHODS CORP USD0.06	CUSIP #	009128307	6,600	138,282	384,978
	AKAMAI TECHNOLOGIES USD0.01	CUSIP #	00971T101	1,490	50,720	70,298
	ALBEMARLE CORP USD0.01	CUSIP #	012653101	1,250	80,963	79,238
	ALIGN TECHNOLOGY INC USD0.0001	CUSIP #	016255101	2,920	109,897	166,878
	ALKERMES PLC COMMON STOCK USD 0.01	CUSIP #	G01767105	5,650	169,377	229,729
	ALLERGAN INC USD0.01	CUSIP #	018490102	14,560	1,294,044	1,617,325
	ALLIANCE DATA SYSTEM USD0.01	CUSIP #	018581108	1,300	110,401	341,809
	ALLIED WORLD ASSURANCE COMPANYHOLDINGS AG	CUSIP #	H01531104	1,950	154,056	219,980
	ALLSTATE CORP USD0.01	CUSIP #	020002101	9,600	239,580	523,584
	ALNYLAM PHARMACEUTICALS INC USD0.01	CUSIP #	02043Q107	911	31,611	58,605
	AMAZON COM INC USD0.01	CUSIP #	023135106	8,990	2,033,144	3,585,122

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	AMERICAN AIRLINES GROUP INC COMMON STOCK USD 1	CUSIP #	02376R102	13,021	101,602	328,780
	AMERICAN EXPRESS CO COMMON STOCK USD 0.2	CUSIP #	025816109	18,200	752,325	1,651,286
	AMERICAN TOWER CORPORATION	CUSIP #	03027X100	32,800	2,399,137	2,618,096
	AMPHENOL CORP USD0.001 A	CUSIP #	032095101	1,820	119,005	162,308
	ANHEUSER-BUSCH INBEV SA ADR EACH REP 1 ORD	CUSIP #	03524A108	6,455	329,922	687,199
	ANN INC USD0.0068	CUSIP #	035623107	1,700	51,797	62,152
	ANNIES INC USD0.001	CUSIP #	03600T104	1,582	67,315	68,089
	AON PLC USD0.01 A	CUSIP #	G0408V102	1,800	143,778	151,002
	ARGO GROUP INTL HLDGS USD0.01	CUSIP #	G0464B107	3,141	112,773	146,025
	ARM HLDGS ADS EACH REP 3 ORD	CUSIP #	042068106	37,200	1,063,721	2,036,328
	ARMSTRONG WORLD INDUSTRIES INC USD0.01	CUSIP #	04247X102	2,440	127,691	140,568
	ARTISAN PARTNERS ASSET MGMT INC USD0.01 A	CUSIP #	04316A108	2,004	106,957	130,641
	ASHLAND INC USD1	CUSIP #	044209104	4,400	401,900	426,976
	ASPEN INSURANCE HLDGS USD0.15144558	CUSIP #	G05384105	3,700	96,073	152,847
	ASPEN TECHNOLOGY INC USD0.10	CUSIP #	045327103	1,594	63,813	66,629
	ASSA ABLOY AB ADR EACH REPR 1 ORD	CUSIP #	045387107	16,785	170,303	443,963
	ASSOCIATED BRITISH FOODS ADR EACH REPR 1 ORD GBP0.0568	CUSIP #	045519402	7,160	177,814	291,126
	ASSOCIATED ESTATES REALTY CORP COM NPV	CUSIP #	045604105	6,600	102,142	105,930
	ASSURANT INC USD0.01	CUSIP #	04621X108	3,150	91,079	209,066
	ATHENAHEALTH INC ORD USD0.01	CUSIP #	04685W103	12,715	1,165,771	1,710,168
	ATHENAHEALTH INC ORD USD0.01	CUSIP #	04685W103	955	107,491	128,448
	ATLANTIA SPA UNSP ADR EACH REPR 1/2 SH	CUSIP #	048173108	36,666	337,214	411,026
	ATLAS AIR WORLDWIDE HOLDINGS INC USD0.01	CUSIP #	049164205	2,162	86,632	88,966
	AVAGO TECHNOLOGIES LTD NPV	CUSIP #	Y0486S104	3,260	139,577	172,421
	AVON PRODUCTS INC USD0.25	CUSIP #	054303102	40,700	943,802	700,854
	AXIALL CORP USD0.01	CUSIP #	05463D100	2,500	109,340	118,600

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Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013

(a)	(b)			(c)	(d)	(e)
Parties in Interest	Identity of Issue, Borrower, Lessor or Similar Party			Description of Investment including Maturity Date, Rate of Interest, etc.	Cost	Current Value
	AXIS CAPITAL HLDGS USD0.0125	CUSIP #	G0692U109	23,560	737,937	1,120,749
	B/E AEROSPACE INC	CUSIP #	073302101	5,840	218,617	508,255
	BALL CORP NPV	CUSIP #	058498106	29,600	1,278,837	1,529,136
	BANCFIRST CORP USD1	CUSIP #	05945F103	500	21,338	28,030
	BANK OF AMERICA CORP USD0.01	CUSIP #	060505104	40,200	1,468,599	625,914
	BAXTER INTERNATIONAL INC USD1	CUSIP #	071813109	21,000	1,130,611	1,460,550
	BAYER AG ADR-EACH REPR 1 ORD SPON	CUSIP #	072730302	4,950	367,173	702,900
	BAYERISCHE MOTOREN WERKE AG ADR REPR 0.333 ORD UNSPON	CUSIP #	072743206	13,650	413,286	538,220
	BBCN BANCORP INC	CUSIP #	073295107	4,833	42,651	80,179
	BECTON DICKINSON & CO USD1	CUSIP #	075887109	7,000	479,586	773,430
	BED BATH AND BEYOND USD0.01	CUSIP #	075896100	1,330	66,323	106,799
	BEL FUSE INC CLASS'B'SHS USD0.1	CUSIP #	077347300	1,400	28,086	29,834
	BELDEN INC COM STK USD0.01	CUSIP #	077454106	1,650	48,115	116,243
	BEMIS CO INC USD0.10	CUSIP #	081437105	6,700	195,702	274,432
	BERKSHIRE HATHAWAY INC COMMON STOCK USD 0.0033	CUSIP #	084670702	10,700	985,559	1,268,592
	BERKSHIRE HILLS BANCORP INC USD0.01	CUSIP #	084680107	1,000	28,348	27,270
	BG GROUP ADR REP 1 ORD GBP0.10	CUSIP #	055434203	13,855	270,968	300,515
	BHP BILLITON LIMITED ADR EACH REP 2 ORD NPV(MGT)	CUSIP #	088606108	5,770	393,341	393,514
	BIG LOTS INC USD0.01	CUSIP #	089302103	2,500	82,176	80,725
	BIOMARIN PHARMACEUTICAL USD0.001	CUSIP #	09061G101	21,930	1,441,678	1,541,021
	BIOMED REALTY TRUST INC USD0.01	CUSIP #	09063H107	4,226	66,277	76,575
	BNP PARIBAS ADR EACH REPR 1/2 ORD LVL I (SPON)	CUSIP #	05565A202	16,090	443,299	630,728
	BRAVO BRIO RESTAURANT GROUP INC NPV	CUSIP #	10567B109	4,424	66,986	71,978
	BRITISH AMERICAN TOBACCO ADR REP 2 ORD GBP0.25 LVL2(BNY)	CUSIP #	110448107	4,265	278,963	458,146
	BROOKFIELD RESIDENTIAL PROPERTIES INC COMMON STOCK CAD	CUSIP #	11283W104	5,100	57,040	123,369
	BROWN-FORMAN CORP USD0.15 B	CUSIP #	115637209	1,785	112,219	134,892

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	BRUNSWICK CORP USD0.75	CUSIP #	117043109	11,576	263,596	533,191
	BUFFALO WILD WINGS INC NPV	CUSIP #	119848109	880	94,277	129,536
	C&J ENERGY SERVICES INC USD0.01	CUSIP #	12467B304	2,626	62,962	60,661
	CABOT CORP USD1	CUSIP #	127055101	3,073	94,295	157,952
	CABOT OIL & GAS CORP COMMON STOCK USD 0.1	CUSIP #	127097103	5,240	119,158	203,102
	CACI INTL INC CLASS A COM	CUSIP #	127190304	1,400	65,173	102,508
	CADENCE DESIGN SYSTEMS INC USD0.01	CUSIP #	127387108	12,710	164,611	178,194
	CALLAWAY GOLF CO USD0.01	CUSIP #	131193104	12,101	67,329	102,011
	CAMERON INTERNATIONAL CORP USD0.01	CUSIP #	13342B105	2,420	139,248	144,063
	CAPSTEAD MTGE.CORP USD0.01	CUSIP #	14067E506	20,200	254,312	244,016
	CARBO CERAMICS USD0.01	CUSIP #	140781105	1,084	113,844	126,319
	CARDINAL HEALTH INC NPV	CUSIP #	14149Y108	20,700	811,953	1,382,967
	CAREFUSION CORP USD0.01	CUSIP #	14170T101	7,615	284,934	303,229
	CARLISLE COS INC USD1	CUSIP #	142339100	7,721	267,805	613,047
	CARLSBERG ADR EACH REPR CL B 1/5 SHS SPON	CUSIP #	142795202	10,140	219,816	224,094
	CARMAX INC USD0.50	CUSIP #	143130102	1,360	50,680	63,947
	CARNIVAL CORP COM STK USD0.01(PAIRED STOCK)	CUSIP #	143658300	37,900	1,364,798	1,522,443
	CATAHY GENERAL BANCORP COM STK USD0.01	CUSIP #	149150104	2,563	40,054	68,509
	CATAMARAN CORP NPV	CUSIP #	148887102	2,592	107,850	123,068
	CBL & ASSOCIATES PROPERTIES INC USD0.01	CUSIP #	124830100	13,578	310,832	243,861
	CEC ENTERTAINMENT INC COMMON STOCK EUR 0.1	CUSIP #	125137109	2,400	70,863	106,272
	CELANESE CORP COMMON STOCK USD 0.0001	CUSIP #	150870103	2,290	96,445	126,660
	CELGENE CORP USD0.01	CUSIP #	151020104	11,300	1,382,376	1,909,248
	CELLDEX THERAPEUTICS INC USD0.001	CUSIP #	15117B103	2,890	71,442	69,967
	CEPHEID COMMON STOCK USD 0	CUSIP #	15670R107	3,169	135,290	148,056
	CERNER CORP USD0.01	CUSIP #	156782104	1,470	40,204	81,938

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	CERNER CORP USD0.01	CUSIP #	156782104	47,260	1,870,040	2,634,272
	CHART INDUSTRIES INC NPV	CUSIP #	16115Q308	410	32,558	39,212
	CHECKPOINT SYSTEMS USD0.10	CUSIP #	162825103	3,500	57,887	55,195
	CHEGG INC COMMON STOCK USD 0.001	CUSIP #	163092109	2,800	28,297	23,828
	CHEVRON CORP USD0.75	CUSIP #	166764100	8,200	628,029	1,024,262
	CHICAGO BRIDGE & IRON CO N.V. EUR0.01 (REG)	CUSIP #	167250109	1,980	124,423	164,617
	CHICOS FAS INC USD0.01	CUSIP #	168615102	4,894	40,898	92,203
	CHIPOTLE MEXICAN GRILL USD0.01	CUSIP #	169656105	170	57,720	90,573
	CHUYS HLDGS INC USD0.01	CUSIP #	171604101	2,118	67,564	76,290
	CINTAS CORP COM NPV	CUSIP #	172908105	22,500	656,132	1,340,775
	CITRIX SYSTEMS INC USD0.001	CUSIP #	177376100	1,050	74,651	66,413
	CITY NATIONAL CORP USD1	CUSIP #	178566105	3,730	188,337	295,491
	CLOVIS ONCOLOGY INC USD0.001	CUSIP #	189464100	1,122	72,238	67,623
	COCA-COLA ENTERPRISES INC COMMON STOCK USD 0.01	CUSIP #	19122T109	19,900	520,778	878,187
	COGENT COMMUNICATIONS HOLDINGS COMMON STOCK USD 0.001	CUSIP #	19239V302	1,400	53,747	56,574
	COGNEX CORP USD0.002	CUSIP #	192422103	4,114	134,580	157,073
	COLGATE-PALMOLIVE CO USD1	CUSIP #	194162103	13,900	458,528	906,419
	COMMERCE BANCSHARES INC USD5	CUSIP #	200525103	2,597	96,163	116,616
	COMPAGNIE FINANCIERE RICHEMONT SA ADR EACH REPR 0.10 ORD	CUSIP #	204319107	25,640	235,137	256,400
	COMPUTER SCIENCES CORP USD1	CUSIP #	205363104	9,487	342,398	530,134
	COMSTOCK RESOURCES INC USD0.50	CUSIP #	205768203	7,731	152,395	141,400
	CONCHO RESOURCES INC USD0.001	CUSIP #	20605P101	1,390	84,558	150,120
	CONCUR TECHNOLOGIES INC USD0.001	CUSIP #	206708109	330	25,363	34,049
	CONTAINER STORE GROUP INC/THE COMMON STOCK USD 0.01	CUSIP #	210751103	1,611	60,931	75,089
	CONTINENTAL RESOURCES INC OKLA USD0.01	CUSIP #	212015101	1,740	100,374	195,785
	CONVERGYS CORP NPV	CUSIP #	212485106	18,395	215,908	387,215

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	COOPER COS INC USD0.10	CUSIP #	216648402	1,920	108,703	237,773
	CORNERSTONE ONDEMAND INC USD0.0001	CUSIP #	21925Y103	541	14,401	28,857
	CORPORATE EXECUTIVE BOARD CO USD0.01	CUSIP #	21988R102	1,333	77,086	103,214
	COSTAR GROUP INC USD0.01	CUSIP #	22160N109	815	58,332	150,433
	COSTCO WHOLESALE CORP USD0.005	CUSIP #	22160K105	11,900	1,196,851	1,416,219
	COVANCE INC USD0.01	CUSIP #	222816100	2,335	88,480	205,620
	COVANCE INC USD0.01	CUSIP #	222816100	1,760	91,900	154,986
	CRA INTERNATIONAL INC COM	CUSIP #	12618T105	1,451	37,131	28,730
	CRAY INC USD0.01	CUSIP #	225223304	400	11,103	10,984
	CROWN HOLDINGS INC	CUSIP #	228368106	37,300	1,626,045	1,662,461
	CURTISS-WRIGHT CORP USD1	CUSIP #	231561101	800	46,966	49,784
	CUSTOMERS BANCORP INC USD1.00	CUSIP #	23204G100	1,600	27,010	32,736
	CVB FINANCIAL NPV	CUSIP #	126600105	8,111	73,334	138,455
	CYS INVESTMENTS INC USD0.01	CUSIP #	12673A108	18,512	218,105	137,174
	CYTEC INDUSTRIES INC USD0.01	CUSIP #	232820100	1,070	69,213	99,681
	DAIKIN INDUSTRIES ADR EACH REPR 0.50 ORD	CUSIP #	23381B106	2,775	237,153	346,709
	DAIWA HOUSE INDUSTRY CO ADR-EACH CNV INTO 10 ORD NPV	CUSIP #	234062206	2,125	412,067	412,633
	DANA HOLDING CORP USD0.01	CUSIP #	235825205	19,705	296,689	386,612
	DARDEN RESTAURANTS INC NPV	CUSIP #	237194105	7,900	340,325	429,523
	DEALERTRACK TECHNOLOGIES INC	CUSIP #	242309102	1,499	72,578	72,072
	DECKERS OUTDOOR CORP USD0.01	CUSIP #	243537107	1,499	124,233	126,606
	DELEK US HOLDINGS INC USD0.01	CUSIP #	246647101	3,300	70,693	113,553
	DELPHI AUTOMOTIVE PLC ORD USD0.01	CUSIP #	G27823106	4,200	202,276	252,546
	DELPHI AUTOMOTIVE PLC ORD USD0.01	CUSIP #	G27823106	3,060	156,073	183,998
	DEVON ENERGY CORP(NEW) USD0.10	CUSIP #	25179M103	23,400	1,431,739	1,447,758
	DEVRY EDUCATION GROUP INC	CUSIP #	251893103	1,823	64,671	64,717

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	DEXCOM INC USD0.001	CUSIP #	252131107	3,749	53,369	132,752
	DFC GLOBAL CORP COMMON STOCK EUR 0.001	CUSIP #	23324T107	8,800	112,567	100,760
	DIAGEO ADR EACH REPR 4 ORD GBP0.28 101/108(BNY)	CUSIP #	25243Q205	5,800	365,608	768,036
	DICKS SPORTING GOODS INC USD0.01	CUSIP #	253393102	1,720	77,163	99,932
	DISCOVERY COMMUNICATIONS INC CLS 'A' USD0.01	CUSIP #	25470F104	2,130	85,822	192,595
	DOVER CORP USD1	CUSIP #	260003108	1,450	47,594	139,983
	DRIL QUIP INC USD0.01	CUSIP #	262037104	9,300	993,098	1,022,349
	DSW INC NPV A	CUSIP #	23334L102	1,465	63,946	62,599
	DUKE REALTY CORP USD0.01	CUSIP #	264411505	24,405	324,723	367,051
	DUNKIN BRANDS GROUP INC USD0.001	CUSIP #	265504100	1,990	61,468	95,918
	DUPONT FABROS TECHNOLOGY USD1	CUSIP #	26613Q106	5,700	145,133	140,847
	DXP ENTERPRISES INC USD0.01	CUSIP #	233377407	754	79,385	86,861
	E TRADE FINANCIAL CORP USD0.01	CUSIP #	269246401	9,700	167,517	190,508
	E TRADE FINANCIAL CORP USD0.01	CUSIP #	269246401	9,137	133,497	179,451
	EADS(EURO AERONAUTIC DEFENSE SPACE) ADR 1 ORD UNSPON	CUSIP #	29875W100	17,820	296,823	341,253
	EAGLE MATERIALS INC USD0.01	CUSIP #	26969P108	2,539	171,930	196,595
	EAGLE MATERIALS INC USD0.01	CUSIP #	26969P108	860	66,963	66,590
	EBIX. COM INC USD0.10	CUSIP #	278715206	9,760	180,769	143,667
	EL PASO ELECTRIC CO NPV	CUSIP #	283677854	5,498	105,637	193,035
	ELECTRONIC ARTS USD0.01	CUSIP #	285512109	7,400	180,702	169,756
	ENDOLOGIX INC	CUSIP #	29266S106	6,852	110,006	119,499
	ENDURANCE SPECIALTY HLDGS LTD USD1	CUSIP #	G30397106	7,700	283,437	451,759
	ENERGEN CORP USD0.01	CUSIP #	29265N108	1,600	66,357	113,200
	ENERSYS COMMON STOCK USD 0.01	CUSIP #	29275Y102	3,976	92,880	278,678
	ENI ADR EACH REP 2 ORD (MGT)	CUSIP #	26874R108	5,335	254,412	258,694
	ENSIGN GROUP INC COM NPV	CUSIP #	29358P101	2,342	66,551	103,680

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	ENTERGY CORP USD0.01	CUSIP #	29364G103	14,300	953,256	904,761
	ENVESTNET INC USD0.005	CUSIP #	29404K106	1,190	40,088	47,957
	EPAM SYSTEMS INC USD0.001	CUSIP #	29414B104	3,145	69,367	109,886
	EPR PROPERTIES SBI USD0.01	CUSIP #	26884U109	4,200	190,090	206,472
	EQUINIX INC USD0.001	CUSIP #	29444U502	10,435	2,079,405	1,851,691
	EQUITY LIFESTYLE PROPERTIES INC COM STK USD0.01	CUSIP #	29472R108	2,816	91,831	102,024
	EURONET WORLDWIDE INC USD0.02	CUSIP #	298736109	500	24,464	23,925
	EVERCORE PARTNERS INC NPV	CUSIP #	29977A105	3,306	148,705	197,633
	EVERTEC INC USD0.01	CUSIP #	30040P103	3,196	69,634	78,813
	EXPERIAN PLC ADR EACH REPR 1 ORD	CUSIP #	30215C101	7,635	120,662	140,713
	EXXON MOBIL CORP COMMON STOCK USD 0	CUSIP #	30231G102	12,200	720,807	1,234,640
	FAIR ISAAC CORP USD0.01	CUSIP #	303250104	2,029	87,080	127,502
	FARO TECHNOLOGIES INC USD0.001	CUSIP #	311642102	2,371	123,464	138,229
	FASTENAL USD0.01	CUSIP #	311900104	29,460	1,278,546	1,399,645
	FIESTA RESTAURANT GROUP INC USD0.01	CUSIP #	31660B101	2,227	102,839	116,338
	FINANCIAL ENGINES INC USD0.0001	CUSIP #	317485100	2,544	89,040	176,757
	FIRST MIDWEST BANCORP USD0.01	CUSIP #	320867104	7,733	85,732	135,559
	FISERV INC USD0.01	CUSIP #	337738108	23,200	437,396	1,369,960
	FLOTEK INDUSTRIES NPV	CUSIP #	343389102	3,309	67,123	66,412
	FLUIDIGM CORP USD0.001	CUSIP #	34385P108	3,742	97,140	143,393
	FMC CORP USD0.10	CUSIP #	302491303	4,630	209,596	349,380
	FNB CORP PA USD0.01	CUSIP #	302520101	6,091	37,464	76,868
	FOUNDATION MEDICINE INC COMMON STOCK USD 0.0001	CUSIP #	350465100	1,571	45,230	37,421
	FRANKLIN ELECTRIC CO INC USD0.10	CUSIP #	353514102	1,400	59,185	62,496
	FRANKS INTL NV EUR0.01	CUSIP #	N33462107	2,408	63,696	65,016
	FRESENIUS SE & CO KGAA ADR EACH REPR 0.125 SHARE SPON	CUSIP #	35804M105	8,190	156,497	158,444

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	FULTON FINANCIAL CORP USD2.50	CUSIP #	360271100	9,200	97,144	120,336
	G&K SERVICES INC USD0.50 A	CUSIP #	361268105	600	19,527	37,338
	GALLAGHER(ARTHUR J.)& CO COM USD1	CUSIP #	363576109	2,900	100,478	136,097
	GARTNER INC USD0.0005	CUSIP #	366651107	1,980	83,631	140,679
	GASLOG LTD USD0.01	CUSIP #	G37585109	11,041	145,834	188,691
	GENERAC HLDGS USD0.01	CUSIP #	368736104	3,207	153,314	181,644
	GENERAL CABLE CORP USD0.01	CUSIP #	369300108	10,161	256,197	298,835
	GENESEE & WYOMING INC USD0.01 A	CUSIP #	371559105	1,860	169,433	178,653
	GENOMIC HEALTH INC USD0.0001	CUSIP #	37244C101	2,328	73,478	68,141
	GLOBAL PAYMENTS INC USD0.001	CUSIP #	37940X102	2,800	102,926	181,972
	GNC HLDGS INC USD0.001	CUSIP #	36191G107	5,180	242,019	302,771
	GOOGLE INC-CL A	CUSIP #	38259P508	3,084	1,949,216	3,456,270
	GREAT PLAINS ENERGY INC NPV	CUSIP #	391164100	10,900	220,219	264,216
	GREATBATCH INC COM STK USD0.001	CUSIP #	39153L106	1,870	42,282	82,729
	HAIN CELESTIAL GROUP INC USD0.01	CUSIP #	405217100	2,087	147,322	189,458
	HANGER INC USD0.01	CUSIP #	41043F208	4,900	109,718	192,766
	HARLEY DAVIDSON USD0.01	CUSIP #	412822108	3,570	162,977	247,187
	HARSCO CORP USD1.25	CUSIP #	415864107	7,575	155,096	212,327
	HARTE-HANKS INC USD1	CUSIP #	416196103	6,000	32,823	46,920
	HCA HLDGS INC USD0.01	CUSIP #	40412C101	5,800	151,139	276,718
	HCC INSURANCE HLDG USD1	CUSIP #	404132102	7,250	180,500	334,515
	HEALTH MANAGEMENT ASSOCIATES INC COMMON STOCK EUR 0.01	CUSIP #	421933102	7,700	51,412	100,870
	HEARTLAND PAYMENT SYSTEMS INC USD0.001	CUSIP #	42235N108	1,386	65,880	69,078
	HENKEL AG & CO KGAA ADR EACH REP 1 NON.V PRF NPV(BNY)	CUSIP #	42550U208	3,400	155,354	396,712
	HENKEL AG & CO KGAA ADR EACH REP 1 NPV(BNY)	CUSIP #	42550U109	9,600	364,380	1,002,816
	HENRY JACK & ASSOCIATES INC COM STK USD0.01	CUSIP #	426281101	3,540	123,605	209,603

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Mary Kay Inc. Profit Sharing and 401(k) Plan
EIN: 75-1151701 Plan 001
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
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	HERCULES TECHNOLOGY GROWTH CAP INC USD1	CUSIP #	427096508	2,314	25,624	37,950
	HEXCEL CORP USD0.01	CUSIP #	428291108	2,235	56,739	99,882
	HIBBETT SPORTS INC USD0.01	CUSIP #	428567101	2,358	148,081	158,481
	HILL-ROM HOLDINGS INC COM STK NPV	CUSIP #	431475102	1,706	48,562	70,526
	HILLSHIRE BRANDS CO/THE COMMON STOCK USD 0.01	CUSIP #	432589109	4,278	106,804	143,056
	HOME BANCSHARES INC USD0.01	CUSIP #	436893200	2,693	74,385	100,584
	HOMEAWAY INC USD0.0001	CUSIP #	43739Q100	2,499	93,325	102,159
	HSBC HLDGS ADR EACH REPR 5 USD0.50	CUSIP #	404280406	9,935	550,326	547,717
	HUNT(J.B.)TRANSPORT SERVICES INC USD0.01	CUSIP #	445658107	1,300	96,308	100,490
	HUNTINGTON INGALLS INDUSTRIES INC USD0.01 WI	CUSIP #	446413106	6,058	300,319	545,281
	IHS INC USD0.01 A	CUSIP #	451734107	1,220	124,140	146,034
	ILLINOIS TOOL WORKS INC NPV	CUSIP #	452308109	12,900	581,966	1,084,632
	ILLUMINA INC USD0.01	CUSIP #	452327109	1,220	69,330	134,956
	IMAX CORP NPV	CUSIP #	45245E109	5,090	115,445	150,053
	INCYTE CORP USD0.001	CUSIP #	45337C102	2,590	96,512	131,132
	INCYTE CORP USD0.001	CUSIP #	45337C102	3,474	100,583	175,889
	INFORMA PLC ADR EACH REPR ORD SPON	CUSIP #	45672B206	21,785	288,931	413,479
	INSIGHT ENTERPRISE INC USD0.01	CUSIP #	45765U103	4,550	44,253	103,331
	INSULET CORPORATION USD0.001	CUSIP #	45784P101	1,812	44,241	67,225
	INTEGRATED DEVICE TECHNOLOGY INC USD0.001	CUSIP #	458118106	25,979	191,809	264,726
	INTEROIL CORP COM NPV	CUSIP #	460951106	1,470	99,922	75,690
	INTREXON CORP NPV	CUSIP #	46122T102	2,070	45,994	49,266
	INVENSENSE INC USD0.001	CUSIP #	46123D205	5,840	112,555	121,355
	IPC THE HOSPITALIST CO INC USD0.001	CUSIP #	44984A105	2,350	122,696	139,567
	IPG PHOTONICS CORP USD0.001	CUSIP #	44980X109	2,619	182,875	203,261
	IROBOT CORP USD0.01	CUSIP #	462726100	3,732	136,866	129,762

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	ISIS PHARMACEUTICAL USD0.001	CUSIP #	464330109	3,765	99,017	149,998
	ITT CORP USD1	CUSIP #	450911201	3,146	117,510	136,599
	JACOBS ENGINEERING GROUP INC USD1	CUSIP #	469814107	2,440	139,892	153,696
	JAZZ PHARMACEUTICALS PLC USD0.0001	CUSIP #	G50871105	1,073	101,438	135,799
	JETBLUE AIRWAYS CORP USD0.01	CUSIP #	477143101	17,791	152,470	152,113
	JOHNSON & JOHNSON COMMON STOCK USD 1	CUSIP #	478160104	17,000	1,111,650	1,557,030
**	JPMORGAN CHASE & CO COMMON STOCK USD 1	CUSIP #	46625H100	32,000	1,257,837	1,871,360
	KAR AUCTION SERVICES INC USD0.01	CUSIP #	48238T109	4,370	78,081	129,134
	KDDI CORPORATION ADR EACH REPR 0.25 SHS UNSPON	CUSIP #	48667L106	17,605	245,859	271,821
	KENNAMETAL INC CAP STK USD1.25	CUSIP #	489170100	2,100	51,465	109,347
	KEY ENERGY SERVICES INC USD0.10	CUSIP #	492914106	8,400	65,531	66,360
	KIRBY CORP USD0.10	CUSIP #	497266106	2,120	158,536	210,410
	KOHLS CORP USD0.01	CUSIP #	500255104	24,200	1,168,108	1,373,350
	KOMATSU ADR EACH REPR 1 ORD	CUSIP #	500458401	11,275	322,350	232,040
	LADBROKES ADR EACH REPR 1 ORD	CUSIP #	505730101	44,535	144,560	131,378
	LAKELAND FINANCIAL CORP USD0.01	CUSIP #	511656100	1,400	29,470	54,600
	LAM RESEARCH CORP USD0.001	CUSIP #	512807108	17,900	708,200	974,655
	LEXMARK INTERNATIONAL INC USD0.01 A	CUSIP #	529771107	2,000	51,996	71,040
	LIFE TIME FITNESS INC USD0.02	CUSIP #	53217R207	2,017	63,566	94,799
	LIFELOCK INC USD0.001	CUSIP #	53224V100	12,026	113,997	197,347
	LINCOLN NATIONAL CORP USD1.25	CUSIP #	534187109	10,467	196,089	540,307
	LINKEDIN CORP USD0.0001 A	CUSIP #	53578A108	7,500	889,821	1,626,225
	LINNCO LLC USD0.01(REPR LTD LIABILITY CO INT)	CUSIP #	535782106	2,184	46,720	67,289
	LIXIL GROUP CORP ADR EACH REPR 2 ORD	CUSIP #	53931R103	6,455	287,758	355,606
	LKQ CORP USD0.01	CUSIP #	501889208	6,940	87,118	228,326
	LLOYDS BANKING GROUP PLC ADR EACH REP 4 ORD GBP0.25(BNY)	CUSIP #	539439109	88,155	280,670	468,985

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	LUXOFT HLDG INC NPV A	CUSIP #	G57279104	1,400	50,337	53,172
	M & T BANK CORP USD5	CUSIP #	55261F104	3,300	326,664	384,186
	MACK CALI REALTY CORP USD0.01	CUSIP #	554489104	900	18,606	19,332
	MADDEN(STEVEN) USD0.0001	CUSIP #	556269108	2,680	91,889	98,061
	MAKITA CORP ADR-EACH CNV INTO 1 ORD NPV	CUSIP #	560877300	6,865	368,125	363,845
	MATERION CORP USD1	CUSIP #	576690101	36	973	1,111
	MAXIMUS INC NPV	CUSIP #	577933104	1,470	55,887	64,665
	MB FINANCIAL INC USD0.01	CUSIP #	55264U108	2,750	57,125	88,248
	MCDONALD'S CORP USD0.01	CUSIP #	580135101	14,900	829,079	1,445,747
	MEAD JOHNSON NUTRITION USD0.01	CUSIP #	582839106	16,300	1,206,322	1,365,288
	MEDIDATA SOLUITION INC USD0.01	CUSIP #	58471A105	2,986	117,147	180,862
	MEDIOLANUM UNSP ADR EACH REPR 2 SHS	CUSIP #	58502L104	18,475	274,564	322,389
	MEDNAX INC COM STK USD0.01	CUSIP #	58502B106	3,600	130,313	192,168
	MFA FINANCIAL INC COM STK USD0.01	CUSIP #	55272X102	31,600	242,072	223,096
	MICROSEMI USD0.20	CUSIP #	595137100	1,164	27,981	29,042
	MICROSOFT CORP COMMON STOCK USD 0.00000625	CUSIP #	594918104	24,200	644,261	905,806
	MIDDLEBY CORP/THE COMMON STOCK USD 0.01	CUSIP #	596278101	60	8,573	14,398
	MINERALS TECHNOLOGIES INC USD0.10	CUSIP #	603158106	2,000	49,974	120,140
	MOOG INC CLASS'A'(LIM.V)USD1	CUSIP #	615394202	2,331	69,076	158,368
	MURPHY OIL CORP COM USD1	CUSIP #	626717102	4,000	183,416	259,520
	MWI VETERINARY SUPPLY INC USD0.01	CUSIP #	55402X105	995	142,738	169,737
	MYERS INDUSTRIES INC NPV	CUSIP #	628464109	1,500	16,403	31,680
	MYLAN INC USD0.50	CUSIP #	628530107	4,998	198,963	216,913
	NATIONAL OILWELL VARCO INC USD0.01	CUSIP #	637071101	11,250	894,207	894,713
	NAVIGANT CONSULTING INC USD0.001	CUSIP #	63935N107	5,457	71,412	104,774
	NEENAH PAPER INC USD0.01	CUSIP #	640079109	512	16,153	21,898

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	NETFLIX INC COMMON STOCK USD 0.001	CUSIP #	64110L106	200	66,713	73,634
	NETSUITE INC USD0.01	CUSIP #	64118Q107	134	10,994	13,805
	NIMBLE STORAGE INC COMMON STOCK USD 0.001	CUSIP #	65440R101	100	2,100	4,530
	NORDSTROM INC NPV	CUSIP #	655664100	6,500	361,620	401,700
	NORTHROP GRUMMAN CORP USD1	CUSIP #	666807102	1,300	70,596	148,993
	NOVARTIS AG ADR EACH REPR 1 CHF0.50(REGD)	CUSIP #	66987V109	10,000	504,684	803,800
	NOVO-NORDISK AS ADR EACH REPR 1 CLS'B'	CUSIP #	670100205	3,640	602,137	672,526
	NVR INC USD0.01	CUSIP #	62944T105	1,640	1,073,481	1,682,656
	NXP SEMICONDUCTORS NV EUR0.20	CUSIP #	N6596X109	4,900	181,635	225,057
	O REILLY AUTOMOTIVE INC USD0.01	CUSIP #	67103H107	1,480	98,745	190,491
	OCEANEERING INTERNATIONAL INC USD0.25	CUSIP #	675232102	900	56,522	70,992
	OCEANEERING INTERNATIONAL INC USD0.25	CUSIP #	675232102	17,100	966,976	1,348,848
	OLD DOMINION FREIGHT LINE INC USD0.10	CUSIP #	679580100	2,675	52,687	141,829
	OMEGA HEALTHCARE INVESTORS USD0.10	CUSIP #	681936100	2,787	74,294	83,053
	OMNICOM GROUP INC USD0.15	CUSIP #	681919106	28,100	1,210,585	2,089,797
	ON ASSIGNMENT USD0.01	CUSIP #	682159108	3,206	80,599	111,954
	OPENTABLE INC NPV	CUSIP #	68372A104	1,232	84,786	97,784
	PALL CORP USD0.10	CUSIP #	696429307	1,930	105,251	164,726
	PANDORA MEDIA INC USD0.0001	CUSIP #	698354107	2,300	64,274	61,180
	PANDORA MEDIA INC USD0.0001	CUSIP #	698354107	3,909	64,673	103,979
	PANTRY INC USD0.01	CUSIP #	698657103	4,400	71,244	73,832
	PAPA JOHNS INTERNATIONAL INC USD0.01	CUSIP #	698813102	2,246	91,378	101,968
	PARKER-HANNIFIN CORP USD0.50	CUSIP #	701094104	9,200	822,571	1,183,488
	PENTAIR LTD COMMON STOCK USD 0.167	CUSIP #	H6169Q108	2,100	136,558	163,107
	PEP BOYS MANNY MOE & JACK USD1	CUSIP #	713278109	6,400	71,083	77,696
	PERRIGO CO PLC COMMON STOCK USD 0	CUSIP #	G97822103	1,920	245,458	294,643

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	PETROLEUM GEO SERVICES ASA ADS REPR 1 ORD NOK30(CBK N.A.)	CUSIP #	716599105	13,165	180,963	154,373
	PG&E CORP NPV	CUSIP #	69331C108	9,000	372,526	362,520
	PHH CORP NPV	CUSIP #	693320202	5,200	103,681	126,620
	PHILIP MORRIS INTERNATIONAL INC NPV	CUSIP #	718172109	12,900	1,044,342	1,123,977
	PHILLIPS VAN HEUSEN CORP COM STK USD1	CUSIP #	693656100	830	85,495	112,897
	PINNACLE WEST CAPITAL CORP USD2.50	CUSIP #	723484101	7,450	270,295	394,254
	PLANTRONICS INC USD0.01	CUSIP #	727493108	3,600	140,149	167,220
	PNC FINANCIAL SERVICES GROUP USD5	CUSIP #	693475105	15,500	792,796	1,202,490
	POWER INTEGRATIONS INC USD0.001	CUSIP #	739276103	2,230	123,987	124,479
	PRAXAIR INC USD0.01	CUSIP #	74005P104	13,750	1,478,683	1,787,913
	PRECISION CASTPARTS CORP COM NPV	CUSIP #	740189105	9,550	1,606,088	2,571,815
	PRICELINE GROUP INC/THE COM USD	CUSIP #	741503403	1,900	1,189,171	2,208,560
	PRICESMART INC USD0.0001	CUSIP #	741511109	1,108	95,393	128,018
	PROCTER & GAMBLE CO NPV	CUSIP #	742718109	10,300	663,029	838,523
	PROGRESS SOFTWARE CORP USD0.01	CUSIP #	743312100	2,998	49,479	77,438
	PROGRESSIVE CORP(OHIO) USD1	CUSIP #	743315103	34,500	680,397	940,815
	PROSPERITY BANCSHARES INC USD1	CUSIP #	743606105	1,557	48,283	98,698
	PROVIDENCE SERVICE CORP USD0.001	CUSIP #	743815102	2,400	65,125	61,728
	PRUDENTIAL ADR EACH REPR 2 ORD GBP0.05	CUSIP #	74435K204	17,940	379,488	807,300
	PTC INC	CUSIP #	69370C100	3,418	54,382	120,963
	PUMA BIOTECHNOLOGY INC USD0.0001	CUSIP #	74587V107	1,093	65,046	113,158
	QEP RESOURCES INC USD0.01	CUSIP #	74733V100	8,850	229,060	271,253
	QUALCOMM INC USD0.0001	CUSIP #	747525103	34,820	1,986,861	2,585,385
	QUEST DIAGNOSTICS INC USD0.01	CUSIP #	74834L100	23,700	1,257,599	1,268,898
	RAYMOND JAMES FINANCIAL INC USD0.01	CUSIP #	754730109	3,285	99,597	171,444
	RBC BEARINGS INC USD0.01	CUSIP #	75524B104	1,300	57,607	91,975

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	REALPAGE INC USD0.001	CUSIP #	75606N109	4,573	106,988	106,917
	RED ELECTRICA CORPORACION SA UNSP ADR EACH REPR 1/5 SH	CUSIP #	756568101	28,325	298,777	369,641
	REINSURANCE GROUP OF AMERICA USD0.01	CUSIP #	759351604	1,350	47,686	104,503
	RENAISSANCERE HLDGS USD1	CUSIP #	G7496G103	14,400	1,300,819	1,401,696
	REPUBLIC SERVICES INC USD0.01	CUSIP #	760759100	3,600	124,982	119,520
	RESTORATION HARDWARE HLDGS INC USD0.0001	CUSIP #	761283100	1,203	64,234	80,962
	REXAM ADR EACH REP 5 ORD	CUSIP #	761655505	10,969	333,613	484,939
	RIGNET INC USD0.001	CUSIP #	766582100	1,748	61,954	83,782
	ROCKET FUEL INC COMMON STOCK USD 0.001	CUSIP #	773111109	709	38,103	43,596
	ROCK-TENN CO COMMON STOCK USD 0.01	CUSIP #	772739207	12,300	818,532	1,291,623
	ROGERS COMMUNICATIONS INC CLASS'B'COM CAD 1.624780	CUSIP #	775109200	6,255	217,348	283,039
	ROYAL DUTCH SHELL PLC ADR USD	CUSIP #	780259206	5,390	330,430	384,145
	RUBY TUESDAY INC COM USD0.01	CUSIP #	781182100	11,500	99,138	79,695
	RYANAIR HLDGS ADR EACH REPR 5 ORD EUR0.0127	CUSIP #	783513104	7,070	196,259	331,795
	RYDER SYSTEM INC USD0.50	CUSIP #	783549108	1,700	62,466	125,426
	S & T BANCORP INC COM STK USD2.50	CUSIP #	783859101	2,000	35,983	50,620
	SALESFORCE.COM INC USD0.001	CUSIP #	79466L302	56,130	2,025,205	3,097,814
	SAMPO OYJ ADR USD	CUSIP #	79588J102	19,345	237,962	477,048
	SANDRIDGE ENERGY INC USD0.001	CUSIP #	80007P307	17,410	99,120	105,679
	SANDS CHINA LTD UNSP ADR EACH REPR 10 SHS	CUSIP #	80007R105	6,795	288,411	558,549
	SANOFI ADR ECH REP 1/2 ORD EUR2 SPON	CUSIP #	80105N105	10,265	396,423	550,512
	SAP SE ADR USD	CUSIP #	803054204	7,675	384,735	668,799
	SCHLUMBERGER LTD COMMON STOCK USD 0.01	CUSIP #	806857108	26,630	2,020,987	2,399,629
	SCHWAB(CHARLES)CORP USD0.01	CUSIP #	808513105	40,000	510,869	1,040,000
	SCHWAB(CHARLES)CORP USD0.01	CUSIP #	808513105	48,550	693,680	1,262,300
	SEACOR HOLDINGS INC COMMON STOCK USD 0.01	CUSIP #	811904101	3,000	226,171	273,600

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	SEVEN & I HOLDINGS CO LTD UNSP ADR EACH REPR 2 SHS	CUSIP #	81783H105	5,945	384,440	475,728
	SHERWIN-WILLIAMS CO USD1	CUSIP #	824348106	650	68,557	119,275
	SHUTTERFLY INC COM STK USD0.0001	CUSIP #	82568P304	670	32,676	34,123
	SHUTTERSTOCK INC USD0.01	CUSIP #	825690100	1,834	94,000	153,377
	SIGNATURE BANK COMMON SHS	CUSIP #	82669G104	2,015	167,569	216,451
	SIGNATURE BANK COMMON SHS	CUSIP #	82669G104	892	93,759	95,819
	SIGNET JEWELERS LTD USD0.18	CUSIP #	G81276100	3,935	264,045	309,685
	SILVER SPRING NETWORKS INC USD0.001	CUSIP #	82817Q103	5,053	101,608	106,113
	SILVER WHEATON CORP COM NPV	CUSIP #	828336107	40,945	1,371,489	826,679
	SINCLAIR BROADCAST GROUP INC USD0.01 A	CUSIP #	829226109	3,678	109,929	131,415
	SONOCO PRODUCTS CO NPV	CUSIP #	835495102	7,962	222,353	332,175
	SPARTAN STORES INC USD0.01	CUSIP #	846822104	5,250	86,540	127,470
	SPIRIT AIRLINES INC USD0.0001	CUSIP #	848577102	2,159	90,539	98,040
	SPLUNK INC USD0.001	CUSIP #	848637104	22,700	1,023,494	1,558,809
	SPLUNK INC USD0.001	CUSIP #	848637104	1,353	59,720	92,911
	SPRINGLEAF HOLDINGS INC COMMON STOCK USD 0.01	CUSIP #	85172J101	5,728	112,952	144,804
	STAG INDUSTRIAL INC USD0.01	CUSIP #	85254J102	6,927	108,073	141,241
	STANDEX INTERNATIONAL CORP USD1.5	CUSIP #	854231107	2,859	57,375	179,774
	STARBUCKS CORP NPV	CUSIP #	855244109	32,075	1,565,899	2,514,359
	STARWOOD HTLS WRLD PAIRED CERT CLASS'B'USD0.01	CUSIP #	85590A401	2,800	171,507	222,460
	STATE STREET CORP USD1	CUSIP #	857477103	28,700	1,346,358	2,106,293
	STEELCASE INC NPV	CUSIP #	858155203	26,350	225,745	417,911
	STERICYCLE INC USD0.01	CUSIP #	858912108	740	80,722	85,966
	STERIS CORP NPV	CUSIP #	859152100	2,100	54,515	100,905
	STIFEL FINANCIAL CORP USD0.15	CUSIP #	860630102	2,813	108,298	134,799
	STRATASYS LTD USD0	CUSIP #	M85548101	804	88,916	108,299

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	SUMITOMO MITSUI FINL GROUP INC ADR	CUSIP #	86562M209	66,332	555,434	695,822
	SUMITOMO MITSUI TRUST HOLDINGS INC	CUSIP #	86562X106	38,945	199,471	206,019
	SUNEDISON INC USD0.01	CUSIP #	86732Y109	8,162	52,639	106,514
	SUNPOWER CORP COM	CUSIP #	867652406	3,608	72,860	107,554
	SVB FINANCIAL GROUP USD0.001	CUSIP #	78486Q101	1,626	131,770	170,502
	SWATCH GROUP ADR EACH REP 0.05 ORD UNSP	CUSIP #	870123106	7,470	164,326	248,004
	SWEDBANK AB ADR EACH REP 1 SER'A'SEK20(MGT)	CUSIP #	870195104	9,945	176,412	281,543
	SWIFT TRANSPORTATION CO INC USD0.01 CL A	CUSIP #	87074U101	5,623	87,554	124,887
	SY BANCORP INC NPV	CUSIP #	785060104	1,192	28,407	38,049
	SYKES ENTERPRISES INC USD0.01	CUSIP #	871237103	3,789	57,708	82,638
	SYNAGEVA BIOPHARMA CORP USD0.001	CUSIP #	87159A103	1,443	87,497	93,391
	SYNAPTICS INC COMMON STOCK USD 0.001	CUSIP #	87157D109	2,987	144,762	154,756
	TCF FINANCIAL USD0.01	CUSIP #	872275102	17,643	221,788	286,699
	TCP CAPITAL CORP USD0.001	CUSIP #	87238Q103	4,862	77,792	81,584
	TEAM HEALTH HLDGS INC USD0.01	CUSIP #	87817A107	3,203	122,568	145,896
	TEXAS CAPITAL BANCSHARES INC COMMON STOCK USD 0.01	CUSIP #	88224Q107	1,105	65,186	68,731
	TIDEWATER INC USD0.10	CUSIP #	886423102	2,400	106,942	142,248
	TIFFANY & CO USD0.01	CUSIP #	886547108	1,050	66,602	97,419
	TIFFANY & CO USD0.01	CUSIP #	886547108	19,750	1,444,276	1,832,405
	TOMPKINS FINANCIAL CORP USD0.10	CUSIP #	890110109	500	20,096	25,695
	TRANSDIGM GROUP INC USD0.01	CUSIP #	893641100	3,469	253,223	558,578
	TREX COMPANY USD0.01	CUSIP #	89531P105	1,825	128,646	145,142
	TRULIA INC USD0.000033	CUSIP #	897888103	2,134	74,073	75,266
	TRW AUTOMOTIVE HLDGS CORP USD0.01	CUSIP #	87264S106	2,380	144,808	177,048
	TULLOW OIL PLC ADR EACH REPR 1/2 ORD GBP0.10 SHS	CUSIP #	899415202	20,290	195,826	143,247
	TUMI HLDGS INC USD0.01	CUSIP #	89969Q104	2,600	60,236	58,630

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	TWENTY-FIRST CENTURY FOX INC COMMON STOCK USD 0.01	CUSIP #	90130A101	37,300	1,163,785	1,312,214
	UGI CORP COM NPV	CUSIP #	902681105	3,100	83,396	128,526
	ULTIMATE SOFTWARE GROUP INC/THE COMMON STOCK USD 0.01	CUSIP #	90385D107	644	77,328	98,673
	UNILEVER ADS-EACH REPR 1 ORD(JPM)	CUSIP #	904767704	11,295	313,681	465,354
	UNILEVER NV EUR0.16(NEW YORK SHARES)	CUSIP #	904784709	31,300	1,210,906	1,259,199
	UNITED CONTINENTAL HLDGS INC USD0.01	CUSIP #	910047109	4,890	99,239	184,988
	UNITED NATURAL FOODS INC USD0.01	CUSIP #	911163103	1,390	81,708	104,792
	UNITED PARCEL SERVICE INC USD0.01 B	CUSIP #	911312106	8,900	436,909	935,212
	UNITED STATIONERS INC USD0.10	CUSIP #	913004107	5,140	101,875	235,874
	UNITEDHEALTH GROUP INC USD0.01	CUSIP #	91324P102	16,100	1,004,379	1,212,330
	UNS ENERGY CORP NPV	CUSIP #	903119105	1,600	50,702	95,760
	URS CORP USD0.01	CUSIP #	903236107	13,832	528,148	732,957
	US SILICA HLDGS INC USD0.01	CUSIP #	90346E103	3,828	130,331	130,573
	VALASSIS COMMUNICATIONS INC COMMON STOCK EUR 0.01	CUSIP #	918866104	2,990	73,973	102,407
	VALEO ADR-EACH REPR 1 ORD EUR3	CUSIP #	919134304	8,740	236,164	486,031
	VCA INC COMMON STOCK USD 0.001	CUSIP #	918194101	2,000	60,732	62,720
	VECTREN CORP COM NPV	CUSIP #	92240G101	4,400	101,996	156,200
	VERISK ANALYTICS INC NPV	CUSIP #	92345Y106	26,750	1,370,445	1,758,010
	VF CORP NPV	CUSIP #	918204108	2,412	91,428	150,364
	VIAD CORP COM STOCK USD1.5	CUSIP #	92552R406	2,610	68,188	72,506
	VISA INC USD0.0001 'A'	CUSIP #	92826C839	12,320	1,659,292	2,743,417
	VISTAPRINT NV EUR0.01	CUSIP #	N93540107	1,145	63,304	65,093
	VMWARE INC USD0.01 A	CUSIP #	928563402	16,070	1,424,833	1,441,640
	WABTEC CORPORATIONCOM USD0.01	CUSIP #	929740108	1,590	99,875	118,089
	WADDELL & REED FINANCIAL INC USD0.01 A	CUSIP #	930059100	2,750	72,713	179,080
	WAGEWORKS INC USD0.001	CUSIP #	930427109	2,534	107,024	150,621

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	WEBMD HEALTH CORP USD0.01	CUSIP #	94770V102	2,636	86,203	104,122
	WELLS FARGO & CO COM STK USD1 2/3	CUSIP #	949746101	41,600	1,218,191	1,888,640
	WERNER ENTERPRISES INC USD0.01	CUSIP #	950755108	18,746	373,495	463,588
	WESCO INTERNATIONAL INC USD0.01	CUSIP #	95082P105	1,910	102,894	173,944
	WESTERN ALLIANCE BANCORP COMMON STOCK USD 0.0001	CUSIP #	957638109	4,141	46,410	98,804
	WESTERN UNION COMPANY (THE) USD0.01	CUSIP #	959802109	72,200	1,175,004	1,245,450
	WEX INC USD0.01	CUSIP #	96208T104	1,760	120,277	174,293
	WHITEWAVE FOODS CO/THE COMMON STOCK USD 0.01	CUSIP #	966244105	2,754	61,490	63,177
	WHOLE FOODS MARKET INC NPV	CUSIP #	966837106	11,200	628,814	647,696
	WILLIS GROUP HLDGS PLC ORD SHS USD0.000115	CUSIP #	G96666105	22,300	798,982	999,263
	WISDOMTREE INVTS INC	CUSIP #	97717P104	9,916	122,914	175,612
	WOLSELEY PLC ADR USD	CUSIP #	977868306	56,130	191,509	321,063
	WORLD FUEL SERVICES CORP USD0.01	CUSIP #	981475106	7,600	313,923	328,016
	WSFS FINANCIAL CORP USD0.01	CUSIP #	929328102	500	18,382	38,765
	WYNDHAM WORLDWIDE USD0.01	CUSIP #	98310W108	6,000	211,223	442,140
	WYNDHAM WORLDWIDE USD0.01	CUSIP #	98310W108	1,410	69,652	103,903
	XILINX INC USD0.01	CUSIP #	983919101	3,970	153,832	182,302
	XOOM CORP USD0.0001	CUSIP #	98419Q101	3,276	81,487	89,664
	YAHOO JAPAN CORPORATION ADR EACH REPR 1/30 SHS UNSPON	CUSIP #	98433V102	40,708	326,618	452,673
	YELP INC USD0.000001	CUSIP #	985817105	960	64,962	66,192
	YELP INC USD0.000001	CUSIP #	985817105	1,939	112,460	133,694
	ZELTIQ AESTHETICS INC USD0.001	CUSIP #	98933Q108	4,800	64,084	90,768
	ZILLOW INC USD0.0001	CUSIP #	98954A107	1,211	84,968	98,975
	TOTAL COMMON STOCKS				$ 145,261,775	$ 198,784,354

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	CORPORATE DEBT - OTHER					
	AETNA INC 2.75% BDS 15/NOV/2022 USD2000 SEMI-ANN. 2.750% 11/15/2022	CUSIP #	008117AP8	$ 485,000	$ 477,986	$ 446,758
	ALLY AUTO RECEIVABLES TR 0.7% MTG BDS 15/JAN/2015 USD1000	CUSIP #	02005EAB6	11,375	11,374	11,376
	ALLY MASTER OWNER TRUST 1.44% MTG BDS 15/FEB/2017 MONTHLY 1.440% 02/15/2017	CUSIP #	02005ACC0	450,000	449,965	453,342
	AMB PROPERTY LP 6.125% BDS 01/DEC/2016 USD1000	CUSIP #	00163MAJ3	165,000	188,352	185,827
	AMERICAN EXPRESS CREDIT ACCOUNT MASTER TRUST MONTHLY 0.680% 03/15/2018	CUSIP #	02582JGD6	550,000	549,999	550,992
	AMERICAN EXPRESS CREDIT CORP 2.8% BDS 19/SEP/2016 SEMI-ANN. 2.800% 09/19/2016	CUSIP #	0258M0DC0	375,000	388,330	391,830
	AMERICREDIT AUTO REC TRUST 0.71% MTG BDS 08/DEC/2015 USD1000	CUSIP #	03061UAB9	115,277	115,270	115,305
	AMERICREDIT AUTOMOBILE RECEIVABLES TRUST 2012-5 MONTHLY 0.620% 06/08/2017	CUSIP #	03064XAC8	330,000	329,952	329,872
	ANHEUSER BUSCH 0.8% BDS 15/JUL/2015 USD1000 SEMI-ANN. 0.800% 07/15/2015	CUSIP #	03523TBM9	330,000	331,535	331,642
	ANHEUSER-BUSCH COS INC 5.05% DUE 15/OCT/2016 SEMI-ANN. 5.050% 10/15/2016	CUSIP #	035229CV3	394,000	442,760	438,327
	APPLE INC 2.4% BDS 03/MAY/2023 USD2000 SEMI-ANN. 2.400% 05/03/2023	CUSIP #	037833AK6	470,000	464,562	422,629
	AT&T INC CALLABLE NOTES FIXED 2.375% 27/NOV/2018 SEMI-ANN. 2.375% 11/27/2018	CUSIP #	00206RCA8	355,000	355,212	355,305
	AT&T INC CALLABLE NOTES FIXED 2.375% 27/NOV/2018 SEMI-ANN. 2.375% 11/27/2018	CUSIP #	00206RCA8	450,000	450,000	450,386
	BANC OF AMERICA COMM 4.542% MTG BDS 10/NOV/2041 MONTHLY 4.542% 11/10/2041	CUSIP #	05947UXR4	314,976	325,360	320,356
	BANC OF AMERICA MERRILL LYNCH COMMERCIAL MORTGAGE MONTHLY FLOATING 12/10/2042	CUSIP #	05947UC22	420,000	433,076	430,683

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	BANK OF NOVA SCOTIA SR NT 1.375% 18/DEC/2017 SEMI-ANN. 1.375% 12/18/2017	CUSIP #	064159BE5	310,000	309,656	304,216
	BAPTIST HEALTH SOUTH FLORIDA 4.59% NTS 15/AUG/2021 SEMI-ANN. 4.590% 08/15/2021	CUSIP #	066836AA5	208,000	215,339	214,460
	BB&T CORP FRN 28/APR/2014 USD1000 TR00009	CUSIP #	05531FAJ2	450,000	451,665	450,798
	BHP BILLITON FINANCE USA LTD 1% BDS 24/FEB/2015 SEMI-ANN. 1.000% 02/24/2015	CUSIP #	055451AN8	310,000	313,010	311,699
	BHP BILLITON FINANCE USA LTD 3.25% BDS 21/NOV/2021 SEMI-ANN. 3.250% 11/21/2021	CUSIP #	055451AL2	433,000	438,639	430,434
	BK OF NY MELLON CP 0.7% MTN 23/OCT/2015 USD1000 SEMI-ANN. 0.700% 10/23/2015	CUSIP #	06406HCD9	390,000	389,598	390,708
	BMW VEHICLE OWNER TRUST 2013-A 2013-A A3 0.67% MONTHLY 0.670% 11/27/2017	CUSIP #	05578XAC2	675,000	674,985	675,626
	BNP PARIBAS SA MEDIUM TERM NOTE FIXED 1.25% SEMI-ANN. 1.250% 12/12/2016	CUSIP #	05574LTW8	460,000	459,526	460,337
	BOARDWALK PIPELINES LLC 5.875% NTS 15/NOV/2016 SEMI-ANN. 5.875% 11/15/2016	CUSIP #	096630AA6	275,000	310,448	304,339
	BP CAPITAL MARKETS 0.7% BDS 06/NOV/2015 USD1000 SEMI-ANN. 0.700% 11/06/2015	CUSIP #	05565QCA4	500,000	498,580	501,245
	BROWN-FORMAN CORP 2.5% BDS 15/JAN/2016 USD1000 SEMI-ANN. 2.500% 01/15/2016	CUSIP #	115637AK6	390,000	394,408	402,828
	BURLINGTON NORTHERN SANTA FE CORP 3.0% BDS SEMI-ANN. 3.000% 03/15/2023	CUSIP #	12189LAM3	460,000	463,068	428,380
	CAMPBELL SOUP CO FRN 01/AUG/2014 USD1000 QUARTERLY FLOATING 08/01/2014	CUSIP #	134429AX7	330,000	330,637	330,433
	CAPITAL ONE FINL 3.15% BDS 15/JUN/2016 USD1000 SEMI-ANN. 3.150% 07/15/2016	CUSIP #	14040HAX3	466,000	480,539	487,004
	CAPITAL ONE MULTI-ASSET EXECUTION TRUST 14041NBG5 MONTHLY FLOATING 12/15/2016	CUSIP #	14041NBG5	705,000	705,425	705,125
	CARMAX AUTO OWNER 0.91% MTG BDS 15/DEC/2015 USD1 MONTHLY 0.910% 12/15/2015	CUSIP #	14313DAC8	208,183	208,172	208,417
	CARMAX AUTO OWNER TRUST 2013-1 2013-1 A3 0.6% MONTHLY 0.600% 10/16/2017	CUSIP #	14313LAC0	600,000	600,143	599,860

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	CARMAX AUTO OWNER TRUST 2013-4 2013-4 A2 0.52% MONTHLY 0.520% 11/15/2016	CUSIP #	14313PAB3	500,000	499,954	500,066
	CATERPILLAR FINANCIAL SERVICES CORP 1.3% BDS SEMI-ANN. 1.300% 03/01/2018	CUSIP #	14912L5P2	460,000	457,447	446,014
	CATERPILLAR FINANCIAL SERVICES CORP 2.05% BDS SEMI-ANN. 2.050% 08/01/2016	CUSIP #	14912L4X6	450,000	456,332	461,941
	CHASE ISSUANCE TRUST 2012-A5 A5 0.59% 15/AUG/2017 MONTHLY 0.590% 08/15/2017	CUSIP #	161571FL3	550,000	549,980	550,061
	CHEVRON CORP 1.718% BDS 24/JUN/2018 USD0 SEMI-ANN. 1.718% 06/24/2018	CUSIP #	166764AE0	465,000	464,522	463,245
	CIGNA CORP 2.75% BDS 15/NOV/2016 USD100 SEMI-ANN. 2.750% 11/15/2016	CUSIP #	125509BR9	450,000	451,799	468,370
	CITIGROUP INC 3.953% BDS 15/JUN/2016 USD100 SEMI-ANN. 3.953% 06/15/2016	CUSIP #	172967FS5	470,000	497,410	500,034
	COLGATE-PALMOLIVE CO 0.6% BDS 15/NOV/2014 USD1000 SEMI-ANN. 0.600% 11/15/2014	CUSIP #	19416QDW7	270,000	268,977	270,504
	COMCAST CORP 5.15% GTD SNR 01/MAR/2020 USD SEMI-ANN. 5.150% 03/01/2020	CUSIP #	20030NBA8	460,000	538,404	513,162
	COMCAST CORP 5.9% BDS 15/MAR/2016 USD1000 SEMI-ANN. 5.900% 03/15/2016	CUSIP #	20030NAL5	320,000	373,338	353,404
	COMM 2013-CCRE6 MORTGAGE TRUST 2013-CR6 A2 2.122% MONTHLY 2.122% 03/10/2046	CUSIP #	12624XAB4	335,000	346,974	334,381
	CONOCOPHILLIPS 1.05% BDS 15/DEC/2017 USD1000 SEMI-ANN. 1.050% 12/15/2017	CUSIP #	20826FAB2	335,000	329,004	326,889
	COSTCO WHOLESALE CORP 1.7% BDS 15/DEC/2019 USD1000 SEMI-ANN. 1.700% 12/15/2019	CUSIP #	22160KAF2	500,000	499,895	481,614
	COVIDIEN INTL FINANCE SA 4.20% 15/JUN/2020 SEMI-ANN. 4.200% 06/15/2020	CUSIP #	22303QAL4	435,000	462,481	461,577
	CVS CAREMARK CORP 4.875% NTS 15/SEP/2014 USD1000 SEMI-ANN. 4.875% 09/15/2014	CUSIP #	126650AV2	510,000	527,784	525,262
	DBRR CMBS RE-REMIC 0.946% MTG BDS 25/SEP/2045 USD MONTHLY 0.946% 09/25/2045	CUSIP #	23306AAA8	376,398	376,906	376,416
	DIRECTV HLDGS LLC/FINANCING INC 3.125% BDS SEMI-ANN. 3.125% 02/15/2016	CUSIP #	25459HAV7	295,000	305,729	306,866

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	DIRECTV HLDGS LLC/FINANCING INC 5% BDS 01/MAR/2021 SEMI-ANN. 5.000% 03/01/2021	CUSIP #	25459HBA2	350,000	363,178	367,678
	DISCOVERY COMMUNICATIONS INC 3.7% BDS 01/JUN/2015 SEMI-ANN. 3.700% 06/01/2015	CUSIP #	25470DAB5	285,000	304,930	296,557
	DISCOVERY COMMUNICATIONS INC 5.05% BDS 01/JUN/2020 SEMI-ANN. 5.050% 06/01/2020	CUSIP #	25470DAC3	370,000	427,185	403,872
	DOMINION RESOURCES INC(VIRGINIA) 1.8% BDS SEMI-ANN. 1.800% 03/15/2014	CUSIP #	25746UBK4	250,000	255,610	250,708
	DR PEPPER SNAPPLE 2.9% GTD SNR 15/JAN/2016 USD SEMI-ANN. 2.900% 01/15/2016	CUSIP #	26138EAM1	425,000	440,214	441,086
	ENBRIDGE ENERGY PARTNERS LP 6.5% NTS 15/APR/2018 SEMI-ANN. 6.500% 04/15/2018	CUSIP #	29250RAN6	275,000	329,563	320,061
	ENTERPRISE PRODS OPER LP GTD SR NT 5% 01/MAR/2015 SEMI-ANN. 5.000% 03/01/2015	CUSIP #	293791AR0	255,000	279,416	267,095
	ENTERPRISE PRODUCTS OPERATING LLC CALLABLE BOND SEMI-ANN. 6.300% 09/15/2017	CUSIP #	29379VAA1	370,000	438,813	425,940
	ERP OPERATING 5.75% BDS 15/JUN/2017 USD1000 SEMI-ANN. 5.750% 06/15/2017	CUSIP #	26884AAX1	373,000	430,692	418,798
	FIFTH THIRD AUTO 2013-1 2013-1 A2 0.59% MONTHLY 0.590% 03/15/2016	CUSIP #	31679GAB5	585,000	584,980	585,185
	FIRST HORIZON NATIONAL CORP 5.375% BDS 15/DEC/2015 SEMI-ANN. 5.375% 12/15/2015	CUSIP #	320517AA3	290,000	295,177	311,724
	FIRST NATIONAL MASTER NOTE TRUST 2013-2 A FLOATING MONTHLY FLOATING 10/15/2019	CUSIP #	32113CBD1	700,000	700,458	700,000
	FORD CR AUTO OW TR 0.84% MTG BDS 15/JUN/2015 USD1	CUSIP #	34529RAC5	81,083	81,069	81,114
	FORD CREDIT AUTO OWNER TRUST 2.15% MTG BDS 15/JUN/2015 USD1000	CUSIP #	34529LAE4	124,363	125,147	124,782
	FORD CREDIT OWNER TRUST 2011-A 1.65% ASST BKD NTS MONTHLY 1.650% 05/15/2016	CUSIP #	34529PAD7	367,471	367,364	369,699
	FORD MOTOR CREDIT CO LLC NOTES FIXED 6.625% SEMI-ANN. 6.625% 08/15/2017	CUSIP #	345397VP5	370,000	429,369	428,620
	GE CAPITAL CREDIT CARD MASTER NOTE TRUST 2012-5 A MONTHLY 0.950% 06/15/2018	CUSIP #	36159JDE8	510,000	509,864	511,906

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Mary Kay Inc. Profit Sharing and 401(k) Plan
EIN: 75-1151701 Plan 001
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013

(a)	(b)			(c)	(d)	(e)
Parties in Interest	Identity of Issue, Borrower, Lessor or Similar Party			Description of Investment including Maturity Date, Rate of Interest, etc.	Cost	Current Value
	GE COMMERCIAL MORTGAGE CORP 5.5186% CMO MONTHLY FLOATING 03/10/2044	CUSIP #	36828QSA5	110,000	119,062	118,451
	GENERAL ELECTRIC CAPITAL CORP 2.9% BDS 09/JAN/2017 SEMI-ANN. 2.900% 01/09/2017	CUSIP #	36962G5N0	635,000	660,635	662,921
	GENERAL MILLS INC 5.2% 17/MAR/2015 SEMI-ANN. 5.200% 03/17/2015	CUSIP #	370334BF0	455,000	506,028	479,737
	GLAXOSMITHKLINE CAPITAL 0.75% BDS 08/MAY/2015 SEMI-ANN. 0.750% 05/08/2015	CUSIP #	377373AB1	465,000	466,955	466,847
	GOLDMAN SACHS GROUP INC FR 2.375%22/JAN/2018 SEMI-ANN. 2.375% 01/22/2018	CUSIP #	38141GRC0	825,000	827,814	828,136
	GOOGLE INC 2.125% 19/MAY/2016 SEMI-ANN. 2.125% 05/19/2016	CUSIP #	38259PAC6	405,000	408,197	418,443
	GS MORTGAGE SECURITIES TRUST 2013-GC16 2013-GC16 MONTHLY 3.033% 11/10/2046	CUSIP #	36248GAB6	660,000	679,792	676,995
	HCP INC 3.75% BDS 01/FEB/2016 USD1000 SEMI-ANN. 3.750% 02/01/2016	CUSIP #	40414LAC3	335,000	345,735	352,020
	HEALTH CARE REIT INC 2.25% BDS 15/MAR/2018 USD1000 SEMI-ANN. 2.250% 03/15/2018	CUSIP #	42217KAZ9	565,000	574,695	558,588
	HEWLETT PACKARD CO VAR 30/MAY/2014 QUARTERLY FLOATING 05/30/2014	CUSIP #	428236BJ1	355,000	355,167	355,077
	HONDA AUTO REC OWNER TST 2012-3 0.56% MTG BDS MONTHLY 0.560% 05/15/2016	CUSIP #	43813XAC8	595,000	594,996	595,771
	HONDA AUTO RECEIVABLES 2013-4 OWNER TRUST 2013-4 MONTHLY 0.690% 09/18/2017	CUSIP #	43814FAC6	675,000	674,885	675,525
	HONDA AUTO RECEIVABLES OWNER TR 0.77% MTG BDS MONTHLY 0.770% 01/15/2016	CUSIP #	43813UAC4	146,192	146,183	146,532
	HYUNDAI AUTO RECEIVABLES TRUST 2010-A 2010-A A4 MONTHLY 2.450% 12/15/2016	CUSIP #	44923WAD3	322,559	326,983	326,070
	HYUNDAI AUTO RECEIVABLES TRUST 2012 0.53% MTG BDS MONTHLY 0.530% 04/17/2017	CUSIP #	44890KAC0	705,000	705,020	705,386
	HYUNDAI AUTO RECEIVABLES TRUST 2012 0.72% MTG BDS MONTHLY 0.720% 03/15/2016	CUSIP #	44890GAC9	207,716	207,696	208,042
	HYUNDAI AUTO RECEIVABLES TRUST 2013-A A-3 0.560% MONTHLY 0.560% 07/17/2017	CUSIP #	44890JAC3	522,000	521,962	522,033

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	HYUNDAI AUTO RECEIVABLES TRUST 2013-C 2013-C A2 MONTHLY 0.570% 06/15/2016	CUSIP #	44890QAB9	490,000	489,978	490,552
	HYUNDAI CAPITAL AMERICA 2.875% BDS 09/AUG/2018 SEMI-ANN. 2.875% 08/09/2018	CUSIP #	44923QAG9	345,000	350,920	346,310
	INTEL CORP 1.35% BDS 15/DEC/2017 USD1000 SEMI-ANN. 1.350% 12/15/2017	CUSIP #	458140AL4	475,000	475,584	469,461
	INTEL CORP 3.3% BDS 01/OCT/2021 USD1000 SEMI-ANN. 3.300% 10/01/2021	CUSIP #	458140AJ9	465,000	478,193	461,974
	JEFFERIES GROUP INC 5.125% BDS 13/APR/2018 USD1000 SEMI-ANN. 5.125% 04/13/2018	CUSIP #	472319AK8	265,000	287,612	286,531
	JOHN DEERE CAPITAL CORP 0.75% BDS 22/JAN/2016 SEMI-ANN. 0.750% 01/22/2016	CUSIP #	24422ERZ4	355,000	355,703	354,103
	JOHN DEERE CAPITAL CORP 1.85% BDS 15/SEP/2016 SEMI-ANN. 1.850% 09/15/2016	CUSIP #	24422ERF8	400,000	408,391	409,524
**	JPMORGAN CHASE & CO 3.15% BDS 05/JUL/2016 USD100 SEMI-ANN. 3.150% 07/05/2016	CUSIP #	46625HJA9	1,005,000	1,014,337	1,053,624
**	JPMORGAN CHASE & CO 3.375% BDS 01/MAY/2023 USD1000 SEMI-ANN. 3.375% 05/01/2023	CUSIP #	46625HJJ0	680,000	674,143	633,760
	KINDER MORGAN ENER 3.5% SNR 01/MAR/2016 USD1000 SEMI-ANN. 3.500% 03/01/2016	CUSIP #	494550BG0	250,000	266,513	261,492
	KINDER MORGAN ENERGY PARTNERS 2.65% SNR NTS SEMI-ANN. 2.650% 02/01/2019	CUSIP #	494550BR6	485,000	487,900	479,621
	KROGER CO 2.2% BDS 15/JAN/2017 USD1000 SEMI-ANN. 2.200% 01/15/2017	CUSIP #	501044CP4	300,000	300,000	303,649
	LB UBS COMMERCIAL MORTGAGE TRUST 5.347% CMO MONTHLY 5.347% 11/15/2038	CUSIP #	50180CAD2	270,000	306,239	296,449
	MAGELLAN MIDSTREAM PRTNRS LP SR NT 5.65%16 SEMI-ANN. 5.650% 10/15/2016	CUSIP #	559080AB2	425,000	479,094	475,187
	MARATHON OIL CORP 2.8% SR NT 01/NOV/2022 USD1000 SEMI-ANN. 2.800% 11/01/2022	CUSIP #	565849AK2	490,000	486,525	451,587
	MAY DEPARTMENT STORES CO 5.75% BDS 15/JUL/2014 SEMI-ANN. 5.750% 07/15/2014	CUSIP #	577778BS1	315,000	330,007	323,429
	MCKESSON CORP 3.25% BDS 01/MAR/2016 USD1000 SEMI-ANN. 3.250% 03/01/2016	CUSIP #	58155QAC7	445,000	455,534	463,772

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	MERCEDES-BENZ AUTO RECEIVABLES TRUST 2012-1 2013-1 MONTHLY 0.500% 03/15/2016	CUSIP #	58768WAB5	595,000	594,954	595,238
	MICROSOFT CORP 2.375% BDS 01/MAY/2023 USD1000 SEMI-ANN. 2.375% 05/01/2023	CUSIP #	594918AT1	520,000	509,840	470,446
	MONDELEZ INTERNATIONAL INC 4.125% BDS 09/FEB/2016 SEMI-ANN. 4.125% 02/09/2016	CUSIP #	50075NBB9	370,000	406,197	392,258
	MORGAN STANLEY 2.125% BDS 25/APR/2018 USD1000 SEMI-ANN. 2.125% 04/25/2018	CUSIP #	6174467U7	467,000	463,492	462,972
	NEVADA POWER CO 6.5% BDS 15/MAY/2018 USD1000 SEMI-ANN. 6.500% 05/15/2018	CUSIP #	641423BS6	305,000	367,879	359,503
	NISSAN AUTO RECEIVABLES OWNER TRUST 0.95% MTG BDS MONTHLY 0.950% 02/16/2016	CUSIP #	65475QAC5	296,673	296,624	297,692
	NOMURA HLDGS INC 2.0% BDS 13/SEP/2016 USD1000 SEMI-ANN. 2.000% 09/13/2016	CUSIP #	65535HAD1	530,000	530,096	534,382
	ORACLE CORP 1.2% BDS 15/OCT/2017 USD100 SEMI-ANN. 1.200% 10/15/2017	CUSIP #	68389XAN5	500,000	496,235	492,029
	PACCAR FINL CORP SR MTNS BK EN FR 1.6%15/MAR/2017 SEMI-ANN. 1.600% 03/15/2017	CUSIP #	69371RK54	460,000	460,415	459,338
	PEMEX PROJECT FUNDING MASTER TRUST 5.75% GTD BDS SEMI-ANN. 5.750% 03/01/2018	CUSIP #	706451BS9	425,000	473,399	473,875
	PHILIP MORRIS INTERNATIONAL INC 1.625% BDS SEMI-ANN. 1.625% 03/20/2017	CUSIP #	718172AN9	440,000	446,015	440,531
	PHILLIPS 66 2.95% BDS 01/MAY/2017 USD1000 SEMI-ANN. 2.950% 05/01/2017	CUSIP #	718546AJ3	340,000	353,073	353,733
	PLAINS EXPLORATION & PRODUCTION 8.625% BDS SEMI-ANN. 8.625% 10/15/2019	CUSIP #	726505AH3	320,000	354,800	351,124
	POTASH CORP OF SASKATCHEWAN INC 3.25% BDS SEMI-ANN. 3.250% 12/01/2017	CUSIP #	73755LAJ6	410,000	445,613	427,828
	PPL CAPITAL FUNDING INC 3.4% SRN 01/JUN/2023 SEMI-ANN. 3.400% 06/01/2023	CUSIP #	69352PAF0	450,000	446,904	418,721
	PUBLIC SERVICE ELECTRIC & GAS CO 0.85% BDS SEMI-ANN. 0.850% 08/15/2014	CUSIP #	74456QAY2	310,000	309,817	310,887
	RIO TINTO FINANCE PLC 8.95% BDS 01/MAY/2014 SEMI-ANN. 8.950% 05/01/2014	CUSIP #	767201AF3	310,000	333,126	318,421

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	RIO TINTO FINANCE USA LTD 2.5% BDS 20/MAY/2016 SEMI-ANN. 2.500% 05/20/2016	CUSIP #	767201AM8	420,000	429,213	433,129
	RIO TINTO FINANCE USA PLC CALLABLE NOTES FIXED SEMI-ANN. 1.375% 06/17/2016	CUSIP #	76720AAL0	440,000	440,810	446,853
	ROYAL BANK OF CANADA MEDIUM TERM NOTE FIXED 2.3% SEMI-ANN. 2.300% 07/20/2016	CUSIP #	78008TLB8	395,000	411,714	408,342
	SANTANDER HOLDINGS USA INC/PA CALLABLE NOTES FIXED SEMI-ANN. 3.450% 08/27/2018	CUSIP #	80282KAC0	370,000	373,707	379,495
	SEMPRA ENERGY 2.875% BDS 01/OCT/2022 USD1000 SEMI-ANN. 2.875% 10/01/2022	CUSIP #	816851AT6	460,000	458,315	423,534
	SHERWIN-WILLIAMS CO 1.35% BDS 15/DEC/2017 USD1000 SEMI-ANN. 1.350% 12/15/2017	CUSIP #	824348AP1	330,000	330,393	321,325
	SIERRA PACIFIC POWER CO 6% NTS 15/MAY/2016 USD1000 SEMI-ANN. 6.000% 05/15/2016	CUSIP #	826418BD6	410,000	463,893	457,674
	STARBUCKS CORP 6.25% BDS 15/AUG/2017 USD1000 SEMI-ANN. 6.250% 08/15/2017	CUSIP #	855244AC3	255,000	304,184	297,125
	SUNCOR ENERGY 6.1% BDS 01/JUN/2018 USD1000 SEMI-ANN. 6.100% 06/01/2018	CUSIP #	86722TAA0	420,000	496,040	485,502
	THERMO FISHER SCIENTIFIC INC 2.25% 15/AUG/2016 SEMI-ANN. 2.250% 08/15/2016	CUSIP #	883556BA9	440,000	446,622	449,979
	TIME WARNER INC 3.15% BDS 15/JUL/2015 USD1000 SEMI-ANN. 3.150% 07/15/2015	CUSIP #	887317AJ4	285,000	296,736	295,258
	TIME WARNER INC 4.75% BDS 29/MAR/2021 USD1000 SEMI-ANN. 4.750% 03/29/2021	CUSIP #	887317AK1	460,000	517,133	490,531
	TOTAL CAPITAL SA 1.55% BDS 28/JUN/2017 USD1000 SEMI-ANN. 1.550% 06/28/2017	CUSIP #	89153VAC3	295,000	298,103	295,063
	TOYOTA AUTO RECEIVABLES 2013-B OWNER TRUST 2013-B MONTHLY 0.890% 07/17/2017	CUSIP #	89236VAC4	410,000	409,980	411,906
	TOYOTA MOTOR CRED 2.05% BDS 12/JAN/2017 USD1000 SEMI-ANN. 2.050% 01/12/2017	CUSIP #	89233P5S1	370,000	372,864	378,137
	TOYOTA MOTOR CREDIT CORP 1.75% BDS 22/MAY/2017 SEMI-ANN. 1.750% 05/22/2017	CUSIP #	89233P6D3	435,000	439,240	437,052
	UNITEDHEALTH GROUP INC 1.4% BDS 15/OCT/2017 SEMI-ANN. 1.400% 10/15/2017	CUSIP #	91324PBY7	390,000	389,762	385,076

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	US BANCORP 1.65% BDS 15/MAY/2017 USD1000 SEMI-ANN. 1.650% 05/15/2017	CUSIP #	91159HHD5	500,000	504,037	501,051
	VERIZON COMMUNICATIONS INC CALLABLE NOTES FIXED SEMI-ANN. 2.500% 09/15/2016	CUSIP #	92343VBN3	340,000	352,335	351,572
	VERIZON COMMUNICATIONS INC CALLABLE NOTES FIXED SEMI-ANN. 3.650% 09/14/2018	CUSIP #	92343VBP8	420,000	432,838	444,597
	VODAFONE GROUP 2.875% NTS 16/MAR/2016 USD1000 SEMI-ANN. 2.875% 03/16/2016	CUSIP #	92857WAW0	645,000	669,226	668,919
	VOLKSWAGEN AUTO LN ENHNCD TST 0.87% MTG BDS MONTHLY 0.870% 07/20/2015	CUSIP #	92867KAC8	632,277	633,124	633,680
	VOLKSWAGEN AUTO LOAN ENHANCED TRUST 2011-1 2011-1 MONTHLY 1.980% 09/20/2017	CUSIP #	92867DAD2	500,000	499,905	505,705
	VORNADO REALTY TRUST 4.25% 01/APR/2015 SEMI-ANN. 4.250% 04/01/2015	CUSIP #	929043AF4	295,000	309,880	304,214
	WALT DISNEY CO/THE CALLABLE NOTES FIXED .875% SEMI-ANN. 0.875% 12/01/2014	CUSIP #	25468PCQ7	350,000	348,856	351,594
	WALT DISNEY COMPANY 1.125% BDS 15/FEB/2017 USD1000 SEMI-ANN. 1.125% 02/15/2017	CUSIP #	25468PCS3	335,000	334,273	332,948
	WELLS FARGO & CO 2% SRN 16/JUL/2016 USD1000 SEMI-ANN. 1.250% 07/20/2016	CUSIP #	94974BFL9	705,000	706,234	710,230
	WELLS FARGO & CO 2.1% BDS 08/MAY/2017 USD1000 SEMI-ANN. 2.100% 05/08/2017	CUSIP #	94974BFD7	380,000	379,696	387,087
	WELLS FARGO & CO 2.1% BDS 08/MAY/2017 USD1000 SEMI-ANN. 2.100% 05/08/2017	CUSIP #	94974BFD7	540,000	545,347	550,070
	WORLD FIN NTWK CRD 3.96% A/BKD 15/APR/2019 USD MONTHLY 3.960% 04/15/2019	CUSIP #	981464CJ7	540,000	572,991	564,216
	WORLD FINANCIAL NETWORK CREDIT CARD MASTER NOTE MONTHLY 1.680% 08/15/2018	CUSIP #	981464CN8	500,000	499,927	503,695
	WORLD OMNI AUTO RE 0.93% MTG BDS 16/NOV/2015 USD1 MONTHLY 0.930% 11/16/2015	CUSIP #	98158VAC9	825,000	824,882	827,245
	WORLD OMNI AUTO RECEIV TR 2009-A 0.64% MTG BDS MONTHLY 0.640% 02/15/2017	CUSIP #	98157HAB3	385,000	384,971	385,762
	TOTAL CORPORATE DEBT - OTHER				$ 64,261,724	$ 63,720,313

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	CORPORATE DEBT - PREFERRED					
	ACE INA HLDGS INC 5.7% SNR NTS 15/FEB/2017 USD1000 SEMI-ANN. 5.700% 02/15/2017	CUSIP #	00440EAJ6	$ 375,000	$ 377,268	$ 420,506
	AMERICA MOVIL SAB DE CV 5.625% SNR NTS 15/NOV/2017 SEMI-ANN. 5.625% 11/15/2017	CUSIP #	02364WAN 5	400,000	446,448	450,566
	AMERICAN EXPRESS CO NOTES FIXED 6.15% 28/AUG/2017 SEMI-ANN. 6.150% 08/28/2017	CUSIP #	025816AX7	400,000	482,410	461,477
	AMERICAN INTERNATIONAL GROUP INC 5.85% MTN SEMI-ANN. 5.850% 01/16/2018	CUSIP #	02687QDG0	480,000	543,168	550,584
	BA CREDIT CARD TRUST 2007-A11 A11 FLOATING MONTHLY FLOATING 12/15/2019	CUSIP #	05522RBG2	665,000	657,908	657,626
	BANC AMERICA COML MTG INC 5.182% CMO 10/SEP/2047 MONTHLY FLOATING 09/10/2047	CUSIP #	05947U4D7	310,000	332,741	330,006
	BANC OF AMERICA COMMERCIAL MORTGAGE INC 2005-2 CL MONTHLY FLOATING 07/10/2043	CUSIP #	05947UM21	340,000	354,848	353,717
	BANC OF AMERICA COMMERCIAL MORTGAGE INC MONTHLY FLOATING 06/10/2039	CUSIP #	05947UVC9	305,873	312,564	307,407
	BANK OF AMERICA CORP 4.5% BDS 01/APR/2015 USD1000 SEMI-ANN. 4.500% 04/01/2015	CUSIP #	06051GEB1	190,000	199,890	198,773
	BANK OF AMERICA CORP MEDIUM TERM NOTE FIXED 6.4% SEMI-ANN. 6.400% 08/28/2017	CUSIP #	59018YJ69	435,000	451,214	501,514
	BANK OF NEW YORK MELLON CORP 3.1% MTN 15/JAN/2015 SEMI-ANN. 3.100% 01/15/2015	CUSIP #	06406HBN8	510,000	536,604	523,736
	BB&T CORP 5.7% LN STK 30/APR/2014 USD1000	CUSIP #	05531FAA1	300,000	314,188	305,172
	BURLINGTON NORTHERN SANTA FE CORP 5.65% DEB SEMI-ANN. 5.650% 05/01/2017	CUSIP #	12189TAY0	260,000	310,723	291,593
	CISCO SYSTEMS INC 5.5% BDS 22/FEB/2016 USD1000 SEMI-ANN. 5.500% 02/22/2016	CUSIP #	17275RAC6	300,000	305,589	330,040

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	CITIGROUP COMMERCIAL MORTGAGE TRUST 2005-C3 AM MONTHLY FLOATING 05/15/2043	CUSIP #	173067GZ6	265,000	277,484	275,901
	CITIGROUP INC FLTG RATE NTS 05/NOV/2014 USD1000 QUARTERLY FLOATING 11/05/2014	CUSIP #	172967CS8	330,000	329,340	329,872
	CITIGROUP INC SR NT 6.125% 21/NOV/2017 SEMI-ANN. 6.125% 11/21/2017	CUSIP #	172967EM9	380,000	420,083	438,029
	CREDIT SUISSE 5.4% SUB NTS 14/JAN/2020 USD2000 SEMI-ANN. 5.400% 01/14/2020	CUSIP #	22546QAD9	360,000	362,285	400,080
	DU PONT(E.I.)DE NEMOURS & CO 3.25% NTS 15/JAN/2015 SEMI-ANN. 3.250% 01/15/2015	CUSIP #	263534BY4	425,000	429,095	437,192
	GENERAL ELECTRIC CAPITAL SERVICES 5.625% MTN SEMI-ANN. 5.625% 05/01/2018	CUSIP #	36962G3U6	595,000	686,746	683,279
	GEORGIA PWR CO 5.25 15/DEC/2015 SEMI-ANN. 5.250% 12/15/2015	CUSIP #	373334GA3	300,000	301,416	325,266
	GOLDMAN SACHS GROUP INC 5.95% SNR NTS 18/JAN/2018 SEMI-ANN. 5.950% 01/18/2018	CUSIP #	38141GFG4	505,000	585,540	574,154
	GS MORT SEC CORP 2005-GG$ CL A4A MONTHLY 4.751% 07/10/2039	CUSIP #	36228CVU4	409,636	437,718	424,359
	HSBC FINANCE CORP NOTES FIXED 5% 30/JUN/2015 USD SEMI-ANN. 5.000% 06/30/2015	CUSIP #	40429CCS9	590,000	643,553	623,464
	INTERNATIONAL BUS MACH CORP 5.7% BDS 14/SEP/2017 SEMI-ANN. 5.700% 09/14/2017	CUSIP #	459200GJ4	420,000	494,411	482,285
**	JPMORGAN CHASE & CO 3.7% NTS 20/JAN/2015 USD1000 SEMI-ANN. 3.700% 01/20/2015	CUSIP #	46625HHP8	300,000	318,600	309,361
	LB-UBS COMMERCIAL MORTGAGE TRUST FRN SER 2004-C7 MONTHLY FLOATING 10/15/2029	CUSIP #	52108HP73	264,777	271,882	268,684
	METLIFE INC 5% 15/JUN/2015 SEMI-ANN. 5.000% 06/15/2015	CUSIP #	59156RAN8	425,000	466,432	451,102
	MORGAN STANLEY CAPITAL I TR FRN 12/OCT/2052 USD1 MONTHLY FLOATING 10/12/2052	CUSIP #	617451CR8	260,000	287,097	277,199
	PACIFICORP 4.95% 15/AUG/2014 SEMI-ANN. 4.950% 08/15/2014	CUSIP #	695114BY3	320,000	332,666	328,886

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Mary Kay Inc. Profit Sharing and 401(k) Plan
EIN: 75-1151701 Plan 001
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013

(a) Parties in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party			(c) Description of Investment including Maturity Date, Rate of Interest, etc.	(d) Cost	(e) Current Value
	PECO ENERGY CO 5% MTG BDS 01/OCT/2014 USD1000 SEMI-ANN. 5.000% 10/01/2014	CUSIP #	693304AN7	285,000	284,672	294,280
	PRAXAIR INC 5.375% BDS 01/NOV/2016 USD1000 SEMI-ANN. 5.375% 11/01/2016	CUSIP #	74005PAN4	320,000	358,186	356,894
	PRUDENTIAL FINANCIAL INC 4.75% NTS 17/SEP/2015 SEMI-ANN. 4.750% 09/17/2015	CUSIP #	74432QBJ3	500,000	547,150	532,821
	SHELL INTERNATIONAL FINANCE BV 4% UNS LN STK SEMI-ANN. 4.000% 03/21/2014	CUSIP #	822582AF9	505,000	534,906	509,009
	SIMON PROPERTY GROUP INC 4.2% NTS 01/FEB/2015 SEMI-ANN. 4.200% 02/01/2015	CUSIP #	828807CC9	295,000	313,856	303,673
	SOUTHERN CO 4.15% SNR NTS 15/MAY/2014 USD1000 SEMI-ANN. 4.150% 05/15/2014	CUSIP #	842587CE5	320,000	330,598	324,268
	UNITED PARCEL SERVICE INC 5.5% SNR NTS 15/JAN/2018 SEMI-ANN. 5.500% 01/15/2018	CUSIP #	911312AH9	300,000	307,941	343,170
	WACHOVIA BANK COMMERCIAL MORTGAGE TRUST 2005-C16 MONTHLY FLOATING 10/15/2041	CUSIP #	929766YX5	340,000	353,892	349,142
	WACHOVIA BANK COMMERICAL MTG TST 5.308% CMO MONTHLY 5.308% 11/15/2048	CUSIP #	92978PAE9	295,000	334,180	322,404
	WACHOVIA BK COML MTG TR SER 2004-C14 COML MTG MONTHLY FLOATING 08/15/2041	CUSIP #	929766UK7	352,295	361,667	357,469
	WISCONSIN PWR & LT 5% NTS 15/JUL/2019 USD SEMI-ANN. 5.000% 07/15/2019	CUSIP #	976826BG1	320,000	335,327	358,883
	TOTAL CORPORATE DEBT - PREFERRED				$ 16,332,286	$ 16,363,843
	TOTAL CORPORATE DEBT				$ 80,594,010	$ 80,084,156
	U.S. GOVERNMENT SECURITIES					

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Mary Kay Inc. Profit Sharing and 401(k) Plan
EIN: 75-1151701 Plan 001
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013

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	FEDERAL HOME LN MTG CORP FR 1.75%30/MAY/2019 SEMI-ANN. 1.750% 05/30/2019	CUSIP #	3137EADG1	$ 1,000,000	$ 992,730	$ 982,300
	FEDERAL HOME LOAN MORTGAGE CORP 0.875% BDS SEMI-ANN. 0.875% 03/07/2018	CUSIP #	3137EADP1	1,250,000	1,251,224	1,214,235
	FEDERAL HOME LOAN MORTGAGE CORP 1% BDS 08/MAR/2017 SEMI-ANN. 1.000% 03/08/2017	CUSIP #	3137EADC0	1,740,000	1,737,634	1,742,834
	FEDERAL HOME LOAN MORTGAGE CORP 3.75% BDS SEMI-ANN. 3.750% 03/27/2019	CUSIP #	3137EACA5	1,500,000	1,490,508	1,634,954
	FEDERAL NATIONAL MORTGAGE ASSOC 1.25% BDS SEMI-ANN. 1.250% 09/28/2016	CUSIP #	3135G0CM3	1,000,000	1,014,880	1,014,278
	FEDERAL NATIONAL MORTGAGE ASSOC 1.25% MTG BDS SEMI-ANN. 1.250% 01/30/2017	CUSIP #	3135G0GY3	1,000,000	1,011,399	1,012,033
	FNMA MORTPASS 4.5% 01/JUN/2023 CI PN# 984075 MONTHLY 4.500% 06/01/2023	CUSIP #	31415MFQ3	39,865	38,309	42,489
	FNMA MORTPASS 6% 01/MAR/2029 CL PN# 452225 MONTHLY 6.000% 03/01/2029	CUSIP #	31380WLE2	40,453	41,513	44,856
	FNMA MORTPASS 6% 01/SEP/2037 CL PN# 946869 MONTHLY 6.000% 09/01/2037	CUSIP #	31413JMS0	200,708	206,792	222,032
	FNMA MORTPASS 6.5% 01/JUL/2038 CL PN# 889720 MONTHLY 6.500% 07/01/2038	CUSIP #	31410KPD0	44,981	46,197	49,945
	FNMA MORTPASS ARM 01/MAR/2037 LB PN# 913253 MONTHLY FLOATING 03/01/2037	CUSIP #	31411RTJ7	491,051	510,079	514,000
	GINNIE MAE 2010-122 B 2.169% 16/NOV/2037 MONTHLY 2.169% 11/16/2037	CUSIP #	38376GVY3	274,866	280,277	277,824
	GINNIE MAE 2010-71 AC 2.989% 16/MAR/2039 MONTHLY 2.989% 03/16/2039	CUSIP #	38376GRF9	95,370	96,324	96,304
	GINNIE MAE 2011-47 A 2.070% 16/APR/2032 MONTHLY 2.070% 04/16/2032	CUSIP #	38376GJ35	233,517	235,524	234,047
	GINNIE MAE 2012-046 AB 1.771% 16/NOV/2038 MONTHLY 1.771% 11/16/2038	CUSIP #	38378BSP5	709,556	716,652	709,036
	GINNIE MAE 2013-33 AC 1.744% 16/MAY/2046 MONTHLY 1.744% 05/16/2046	CUSIP #	38378B7E3	565,623	562,619	541,796

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	GINNIE MAE 2013-72 A 2.039% 16/OCT/2046 MONTHLY 2.039% 10/16/2046	CUSIP #	38378KQE2	988,627	1,003,843	940,160
	GNMA I MORTPASS 6.5% 15/MAR/2032 SF PN# 569238 MONTHLY 6.500% 03/15/2032	CUSIP #	36200QLT9	42,308	44,040	47,220
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION 2011-20 A MONTHLY 1.883% 04/16/2032	CUSIP #	38376GC24	619,545	615,528	622,346
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION 2011-31 A MONTHLY 2.210% 12/16/2035	CUSIP #	38376GL57	536,587	539,522	540,449
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION 2013-96 A MONTHLY 1.400% 11/16/2041	CUSIP #	38378KWU 9	741,444	733,103	726,498
	UNITED STATES OF AMER TREAS NOTES 1.625% FLOATING 01/15/2018	CUSIP #	912828HN3	1,450,000	1,603,135	1,756,906
	UNITED STATES OF AMER TREAS NOTES 2% 15/JAN/2014 FLOATING 01/15/2014	CUSIP #	912828BW9	585,000	755,671	738,955
	UNITED STATES OF AMER TREAS NOTES 2.625% BDS SEMI-ANN. 2.625% 02/29/2016	CUSIP #	912828KS8	1,000,000	1,032,517	1,047,500
	UNITED STATES OF AMERICA NOTES FIXED 1.25% SEMI-ANN. 1.250% 11/30/2018	CUSIP #	912828A34	1,315,000	1,297,334	1,286,851
	UNITED STATES OF AMERICA NOTES FIXED 1.375% SEMI-ANN. 1.375% 09/30/2018	CUSIP #	912828RH5	1,300,000	1,299,118	1,284,156
	UNITED STATES OF AMERICA NOTES FIXED 4.625% SEMI-ANN. 4.625% 02/15/2017	CUSIP #	912828GH7	1,000,000	1,109,937	1,115,312
	UNITED STATES TREAS NTS 0.25%31/MAY/2015 SEMI-ANN. 0.250% 05/31/2015	CUSIP #	912828VD9	1,585,000	1,585,996	1,585,743
	UNITED STATES TREAS NTS 0.375%30/JUN/2015 SEMI-ANN. 0.375% 06/30/2015	CUSIP #	912828VH0	2,250,000	2,252,732	2,254,657
	UNITED STATES TREAS NTS 0.625%30/APR/2018 SEMI-ANN. 0.625% 04/30/2018	CUSIP #	912828UZ1	4,005,000	3,880,524	3,862,322
	UNITED STATES TREAS NTS 0.875%30/APR/2017 SEMI-ANN. 0.875% 04/30/2017	CUSIP #	912828SS0	8,010,000	8,029,426	7,986,218
	UNITED STATES TREAS NTS 2.125%15/AUG/2021 SEMI-ANN. 2.125% 08/15/2021	CUSIP #	912828RC6	2,500,000	2,633,158	2,421,875
	UNITED STATES TREAS NTS 2.625%15/NOV/2020 SEMI-ANN. 2.625% 11/15/2020	CUSIP #	912828PC8	2,500,000	2,658,014	2,540,625

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Mary Kay Inc. Profit Sharing and 401(k) Plan
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Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013

(a)	(b)			(c)	(d)	(e)
Parties in Interest	Identity of Issue, Borrower, Lessor or Similar Party			Description of Investment including Maturity Date, Rate of Interest, etc.	Cost	Current Value
	UNITED STATES TREAS NTS 3.125%15/MAY/2019 SEMI-ANN. 3.125% 05/15/2019	CUSIP #	912828KQ2	2,950,000	2,987,502	3,143,594
	UNITED STATES TREAS NTS 3.875%15/MAY/2018 SEMI-ANN. 3.875% 05/15/2018	CUSIP #	912828HZ6	2,500,000	2,714,723	2,755,470
	TOTAL U. S. GOVERNMENT SECURITIES				$ 47,008,484	$ 46,989,820

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	OTHER INVESTMENTS					
	AMERICAN MUN PWR OHIO INC REV HYDROELEC PJS-SER A SEMI-ANN. 3.944% 02/15/2015	CUSIP #	02765UCS1	$ 200,000	$ 200,000	$ 205,706
	CALIFORNIA STATE 5.45% BDS 01/APR/2015 USD5000 SEMI-ANN. 5.450% 04/01/2015	CUSIP #	13063A5C4	330,000	362,317	349,886
	FLORIDA ST 1.298% BDS 01/JUL/2016 USD400000 SEMI-ANN. 1.298% 07/01/2016	CUSIP #	34074GDF8	375,000	375,000	375,431
	KOREA DEVELOPMENT BANK 3.5% BDS 22/AUG/2017 SEMI-ANN. 3.500% 08/22/2017	CUSIP #	500630BW7	665,000	699,031	693,235
	MASSACHUSETTS ST DEV FIN AGY REV FOR ISSUES DATED SEMI-ANN. 3.988% 04/01/2017	CUSIP #	57583UBX5	230,000	230,000	245,185
	NEBRASKA PUB PWR DIST REV GEN-SER A-RFDG 01/JAN/2014 05.140	CUSIP #	63968AMY8	200,000	206,168	200,000
	NEW YORK N Y FOR PRIOR ISSUES SEE 64966H ETC FOR SEMI-ANN. 2.070% 08/01/2014	CUSIP #	64966JDX1	355,000	361,592	358,039
	OAKLAND UNIV MICH REV RFDG-TAXABLE-GEN-SER B SEMI-ANN. 2.230% 05/15/2019	CUSIP #	673588EJ4	215,000	215,000	205,813
	PHOENIX ARIZ CIVIC IMPT CORP EXCISE TAX REV SEMI-ANN. 4.002% 07/01/2018	CUSIP #	71884AVX4	300,000	301,257	318,912
	PORT AUTH N Y & N J CONS-ONE HUNDRED FIFTY SEVENTH SEMI-ANN. 5.309% 12/01/2019	CUSIP #	73358WAG9	150,000	177,954	168,528
	PORT SEATTLE WASH TAXABLE 01/DEC/2014 02.254 SEMI-ANN. 2.254% 12/01/2014	CUSIP #	735371LH7	200,000	200,000	203,222
	UTAH ST RECAPITALIZION REV SER C-BUILD AMER SEMI-ANN. 4.340% 07/01/2019	CUSIP #	917535AK2	180,000	180,000	195,759
	WASHINGTON BIOMEDICAL RESH FACS 3 WASH LEASE REV SEMI-ANN. 3.049% 07/01/2014	CUSIP #	93730PAK2	230,000	230,000	232,684
	TOTAL OTHER INVESTMENTS				$ 3,738,319	$ 3,752,400
	REGISTERED INVESTMENT COMPANIES					

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Mary Kay Inc. Profit Sharing and 401(k) Plan
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**	JPMORGAN PRIME MMKT FUND - INST SHR FUND 829 MONTHLY VARIABLE 12/31/2049	CUSIP #	46699A9D0	$ 1	$ 1	$ 1
**	JPMORGAN US GOVT MMKT FUND MORGAN SHARES - FUND 3916	CUSIP #	928989367	11,883,073	11,883,073	11,883,073
	LAZARD FUNDS INC EMERGING MARKETS EQUITY PTF INSTL	CUSIP #	52106N889	58,655	1,097,630	1,095,084
	MANNING & NAPIER FUND INC OVERSEAS SER	CUSIP #	563821503	835,810	18,886,343	21,990,164
	SPDR BARCLAYS INTERNATIONAL TREASURY BOND ETF ETP USD	CUSIP #	78464A516	74,100	4,330,674	4,278,534
	VANGUARD BOND INDEX FUND INC SHORT TERM BD INDEX FD SIGNAL SHS	CUSIP #	921937850	756,125	7,988,102	7,931,756
	TOTAL REGISTERED INVESTMENT COMPANIES				$ 44,185,823	$ 47,178,612
	TOTAL NONPARTICIPANT DIRECTED INVESTMENTS				$ 320,788,411	$ 376,789,342

** Denotes a party-in-interest

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Mary Kay Inc. Profit Sharing and 401(k) Plan
EIN: 75-1151701 Plan 001
Schedule H, Line 4j - Schedule of Reportable Transactions
Year Ended December 31, 2013

(a)	(b)	(c)	(d)	(i)
Identity of Party Involved	**Description of Asset**	**Purchase Price**	**Selling Price**	**Net Gain or (Loss)**
JPMORGAN US GOVT MMKT FUND MORGAN SHARES - FUND 3916 8925 Purchases	REGISTERED INVESTMENT COMPANY	$132,662,548	$ —	$ —
JPMORGAN US GOVT MMKT FUND MORGAN SHARES - FUND 3916 658 Sales	REGISTERED INVESTMENT COMPANY	$ —	$120,779,476	$ —

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Schedule H, Line 4j - Schedule of Reportable Transactions
Year Ended December 31, 2013

(a)	(b)	(c)	(d)	(i)
Identity of Party Involved	**Description of Asset**	**Purchase Price**	**Selling Price**	**Net Gain or (Loss)**
JPMORGAN US GOVT MMKT FUND MORGAN SHARES - FUND 3916 8925 Purchases	REGISTERED INVESTMENT COMPANY	$132,662,548	$ —	$ —
JPMORGAN US GOVT MMKT FUND MORGAN SHARES - FUND 3916 658 Sales	REGISTERED INVESTMENT COMPANY	$ —	$120,779,476	$ —

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