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

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); 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
ADDISON, TX 75001

2b Employer Identification Number (EIN)
75-1151701

2c Plan 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.	10/08/2015	SUE STEINGRUBER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a	Plan administrator's name and address [X] Same as Plan Sponsor	**3b**	Administrator's EIN
		3c	Administrator's telephone number
4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	2670
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	2275
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	2224
b	Retired or separated participants receiving benefits	**6b**	49
c	Other retired or separated participants entitled to future benefits	**6c**	345
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	2618
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	7
f	Total. Add lines **6d** and **6e**.	**6f**	2625
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2609
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	68
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:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[X] Insurance	**(1)**	[X] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) .....…… ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

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

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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	2609	01/01/2014	12/31/2014

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

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**	12545796

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)**	0
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	0
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)**	0
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	0

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)**	0
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)**	0
(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)**	0
(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.**	**2014** **This Form is Open to Public Inspection.**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan	**B** Three-digit plan number (PN) ▶
MARY KAY INC. PROFIT SHARING AND 401(K) PLAN	001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
MARY KAY INC.	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).. . . . . ☐ 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

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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)

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	387897	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	364718	Yes ☐ No ☒	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	201250	Yes ☐ No ☒	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)

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 50 63 72	NONE	169000	Yes [X] No [ ]	Yes [X] No [ ]	30447	Yes [X] No [ ]

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

SAGE ADVISORY

74-2798841

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	170195	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	160380	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	128849	Yes ☐ No ☒	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	126084	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	101478	Yes ☐ No ☒	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)

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	75000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

GREAT WEST FINANCIAL RPS, LLC

84-0467907

(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 64	NONE	60169	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

PRICEWATERHOUSECOOPERS LLP

13-4008324

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	38285	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
J.P.MORGAN CHASE BANK	72	8287

(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.
J.P. MORGAN INVESTMENT MANAGEMENT 245 PARK AVENUE NEW YORK, NY 10167	OTHER INVESTMENT FEES AND EXPENSES

(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	63	22160

(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.
SUNGUARD GLOBAL NETWORK 13-4994650	12B-1 FEES AND SIMILAR FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
GREAT WEST FINANCIAL RPS, LLC	63	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	12B-1 FEE @ 0.25%

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
GREAT WEST FINANCIAL RPS, LLC	63	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	12B-1 FEE @ 0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
GREAT WEST FINANCIAL RPS, LLC	63	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	12B-1 FEE @ 0.25%

(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: PRICEWATERHOUSECOOPERS LLP	**b** EIN: 13-4008324	
c Position: AUDITOR		
d Address: 2001 ROSS AVENUE, SUITE 1800 DALLAS, TX 75201	**e** Telephone: 214-999-1400	

Explanation: ROTATION OF AUDIT PROVIDER

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

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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	30605630

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	12545796

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

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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	586466
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	25895465	25804040
(2) Participant contributions	1b(2)	261205	0
(3) Other	1b(3)	1702050	1216509
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)	54747754	58955142
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	16363843	10781551
(B) All other	1c(3)(B)	67910890	77244736
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	363052
(B) Common	1c(4)(B)	198784354	208188649
(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)	6487161	6833476
(9) Value of interest in common/collective trusts	1c(9)	11948283	11013426
(10) Value of interest in pooled separate accounts	1c(10)	14527513	18728105
(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)	181992184	190452450
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	5892325	3318427
(15) Other	1c(15)	3754152	2912216

		(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	591267612	616398245
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	460532	1780759
i Acquisition indebtedness	1i		
j Other liabilities	1j	1283181	800600
k Total liabilities (add all amounts in lines 1g through1j)	1k	1743713	2581359
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	589523899	613816886

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)	25804525	
(B) Participants	2a(1)(B)	12135201	
(C) Others (including rollovers)	2a(1)(C)	749959	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		38689685
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)	906931	
(C) Corporate debt instruments	2b(1)(C)	2388256	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	290191	
(F) Other	2b(1)(F)	115840	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3701218
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	4131	
(B) Common stock	2b(2)(B)	2935946	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	7960472	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		10900549
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	177780206	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	177895778	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-115572
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	14749628	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		14749628

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		545259
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		219422
(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)		-2723543
c Other income	2c		125528
d Total income. Add all **income** amounts in column (b) and enter total	2d		66092174
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	39810919	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		39810919
f Corrective distributions (see instructions)	2f		82734
g Certain deemed distributions of participant loans (see instructions)	2g		9709
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1544350	
(4) Other	2i(4)	351475	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1895825
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		41799187
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		24292987
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: WHITLEY PENN LLP **(2)** EIN: 75-2393478

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	
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			

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

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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: 0.0% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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

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

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

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

Years Ended December 31, 2014 and 2013
with Report of Independent Auditors

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

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

Years Ended December 31, 2014 and 2013

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NOTE: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has been included in the financial statements or notes thereto.

whitleypenn

Dallas Office
8343 Douglas Avenue
Suite 400
Dallas, Texas 75225
214.393.9300 Main

whitleypenn.com

REPORT OF INDEPENDENT AUDITORS

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

We were engaged to audit the accompanying financial statements of Mary Kay Inc. Profit Sharing and 401(k) Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2014, and the related statement of changes in net assets available for benefits for the year then ended, 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 these 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 these 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 F, which was certified by Great-West Financial Retirement Plan Services, LLC, the custodian of the Plan on behalf of the trustee, except for comparing the information with the related information included in the 2014 financial statements. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of and for the year ended December 31, 2014, that the information provided to the Plan administrator by the custodian 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 on the 2014 financial statements. Accordingly, we do not express an opinion on the 2014 financial statements.

Other Matter – Supplemental Schedules

The supplemental schedules of Form 5500, Schedule H, Line 4i - Schedule of Assets (Held at End of Year) and Schedule H, Line 4j - Schedule of Reportable Transactions as of or for the year ended December 31, 2014, 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 is 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 the supplemental schedules.

Other Matter—2013 Financial Statements

The financial statements of the Plan as of December 31, 2013, were audited by predecessor auditors. 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 the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by JPMorgan Chase Bank, N.A., the trustee of the Plan. Their report, dated October 10, 2014, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were 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.

Report on Form and Content in Compliance With Department of Labor's Rules and Regulations 2014

The form and content of the information included in the 2014 financial statements and supplemental schedules, other than that derived from the information certified by the custodian, 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.

Whitley Penn LLP

Dallas, Texas
October 6, 2015

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

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2014	December 31, 2013
Assets		
Investments, at fair value	$ 581,957,754	$ 555,921,297
Receivables:		
Participant	-	261,205
Employer	25,804,040	25,895,465
Notes receivable from participants	6,833,476	6,487,161
Interest and dividends receivable	982,227	900,367
Due from broker securities sold	169,814	718,592
Other	64,468	-
Total receivables	33,854,025	34,262,790
Non-interest bearing cash	586,466	398,309
Total assets	$ 616,398,245	$ 590,582,396
Liabilities		
Excess contributions payable	127,401	-
Due to broker for securities purchased	1,780,759	460,532
Accrued expenses	510,485	597,965
Other liabilities	162,714	-
Total liabilities	2,581,359	1,058,497
Net assets reflecting all investments at fair value	613,816,886	589,523,899
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(374,471)	(202,869)
Net assets available for benefits	$ 613,442,415	$ 589,321,030

See accompanying notes to financial statements.

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

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31, 2014	2013
Additions to Net Assets		
Investment income:		
Net realized and unrealized gains on investments	$ 12,514,345	$ 73,514,261
Interest and dividends	14,426,350	11,968,408
Total investment income	26,940,695	85,482,669
Less investment expenses	1,544,350	1,529,591
Net investment income	25,396,345	83,953,078
Interest income from notes receivable from participants	290,191	266,878
Contributions:		
Participant	12,135,201	11,582,057
Rollover	749,959	1,424,325
Employer	25,804,525	25,919,953
Total contributions	38,689,685	38,926,335
Total additions to net assets	64,376,221	123,146,291
Deductions from Net Assets		
Benefits paid to participants	39,903,361	22,458,129
Administrative expenses	351,475	269,601
Total deductions from net assets	40,254,836	22,727,730
Net increase in net assets available for benefits	24,121,385	100,418,561
Net assets available for benefits at beginning of year	589,321,030	488,902,469
Net assets available for benefits at end of year	$ 613,442,415	$ 589,321,030

See accompanying notes to financial statements.

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

NOTES TO FINANCIAL STATEMENTS

December 31, 2014 and 2013

A. Description of the Plan

General

The following brief description of the Mary Kay Inc. Profit Sharing and 401(k) Plan (the "Plan") is provided for general information purposes only. The Plan is sponsored by Mary Kay Inc. (the "Company" or "Plan Sponsor"). The Plan is administered by the Profit Sharing and 401(k) Plan Committee (the "Committee"), which is appointed by the Board of Directors of the Company. Participants should refer to the Plan document for more complete information. The Company's corporate offices are located in Addison, Texas.

The Plan was amended and restated effective January 1, 2012, and is a defined contribution plan available to substantially all employees of the Company who have attained age 18. 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 Company makes contributions ranging from five to fifteen percent of the participant's eligible earnings, depending on the Company's profits each year. All employees of the Company are eligible to participate 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.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participants may contribute up to 30% of pre-tax annual compensation, as defined by the Plan. Contributions are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code (the "Code") as defined in the Plan document. Eligible participants may make a rollover contribution to the Plan.

A. Description of the Plan – continued

Contributions – continued

Participants who are eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the year may make catch-up contributions in accordance with, and subject to the limitations imposed by the Code.

The Company makes profit sharing contributions at the discretion of the Board of Directors which are maintained in nonparticipant directed funds. In 2014 and 2013 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.

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 2014 and 2013 the Company contributed in the aggregate of $170,500 and $175,100, respectively, to the accounts of such contributing participants. These contributions are allocated to each participant's account based on his/her investment elections.

Participant Accounts

A separate account is maintained for each participant. Each fund in the participant's accounts is stated in units and dollars. The participants' account balances are increased by the Company's profit sharing contributions, participant 401(k) contributions, the Company's matching of any participant contributions, and the allocation of Plan forfeitures. The Company'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 2014 and 2013 the annual contribution and other additions to a participant's account may not exceed the lesser of 100% of the participant's compensation or $52,000 and $51,000, respectively.

A. Description of the Plan – continued

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company matching contribution and profit sharing portion of accounts, plus actual earnings thereon is as follows:

Years of Service	Vested Percentage
Less than 1 year	0%
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years	100%

In the event of disability, early retirement, or death, the participant will become fully vested.

Notes Receivable from Participants

Participants may borrow from their 401(k) fund accounts a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or 50% of their account balance. Loan terms range up to four years. The loans are secured by the balance in the participant's account and bear interest rate of prime plus 1%. As of December 31, 2014 and 2013, outstanding loans have an interest rate of 4.25%. Principal and interest are paid ratably through payroll deductions.

Benefit Payments

Participants withdrawing during the year for reasons of service or disability, retirement, death, or termination are entitled to their vested account balances. Benefits are distributed in the form of rollovers or lump sum payments. If withdrawing participants are not entitled to their entire account balances, the unvested amounts are forfeited.

Forfeitures

Forfeited nonvested accounts totaled $1,618,165 and $457,501 at December 31, 2014 and 2013, respectively. These accounts are first used to restore previously forfeited amounts by eligible employees upon 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 Plan Sponsor, forfeitures may be used to offset current year employer contributions. In 2014 and 2013 the Plan Sponsor elected to allocate all forfeitures to offset the current year employer contributions and as a result there are no unallocated forfeitures at December 31, 2014 and 2013.

A. Description of the Plan – continued

Investment Options

The investments of the Plan are held in a trust. For the years ending December 31, 2014 and 2013, JP Morgan Chase Bank, N.A. was the Plan Trustee. Upon enrollment in the Plan, a participant may direct their salary deferrals in 1% increments into any of the Plan's investment options. Profit sharing funds are invested in separately managed accounts.

Plan Expenses

Administrative expenses and investment fees can be paid by either the Company or paid from the Plan assets by the Trustee. In 2014 and 2013, fees were paid by the Trustee from Plan assets of which $351,475 and $269,601, respectively, were administrative expenses and $1,544,350 and $1,529,591, respectively, were investment expenses. Additionally, routine legal expenses and other internal costs of administration are paid on behalf of the Plan by the Company.

Asset Transfers to/from the Stable Value Fund

The Plan allows participants over the age of 55 the option of investing a percentage 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 inter-fund transfers. All participants are eligible to direct 401(k) contributions into and out of the Stable Value Fund at their discretion throughout the year.

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from these estimates.

B. Summary of Significant Accounting Policies – continued

Contributions

Contributions from the Company and participants are accrued as they become obligations of the Company, as determined by the Plan's administrator, and in the period in which they are deducted, in accordance with salary deferral agreements.

Investment Valuation and Income

The investments of the Plan are stated at fair value as of the end of the year and are subject to market or credit risks customarily associated with equity investments. Fair value measurements are determined in accordance with GAAP, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. See Note D for information related to the Plan's valuation methodologies.

Investment gains and losses are accounted for using the average cost basis of the securities sold. The net realized and unrealized gains and losses on investments include realized gains and losses on sales of investments during the year and unrealized increases or decreases in the market value of investments held at year end. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Fully Benefit-Responsive Investment Contracts

The accompanying statements of net assets available for benefits presents the fair values of the investments in the Mellon Stable Value Fund and New York Life Anchor Account III Stable Value Fund as well as the adjustment of the investment from fair value to contract value relating to each investment contract. The accompanying statements of changes in net assets available for benefits are prepared on a contract-value basis. The contract value of the fully benefit-responsive investment contracts represents contributions plus earnings, less participant withdrawals and administrative expenses. The average yield earned by the underlying investments of the Mellon Stable Value Fund during 2014 and 2013 was 1.50% and 1.44%, respectively. The average yield of the underlying investments, after an adjustment to reflect the actual interest credited to participants, was 1.26% and 1.18% during 2014 and 2013, respectively. The average yield earned by the underlying investments of the New York Life Anchor Account III Stable Value Fund during 2014 and 2013 was 2.14% and 2.17%, respectively. The average yield of the underlying investments, after an adjustment to reflect the actual interest credited to participants, was 1.69% and 1.72% during 2014 and 2013, respectively.

B. Summary of Significant Accounting Policies – continued

Notes Receivable from Participants

Notes receivable from participants are recorded at the unpaid principal balance plus accrued but unpaid interest.

Cash and Cash Equivalents

All highly-liquid investments with a maturity of three months or less when purchased are treated as cash equivalents. At December 31, 2014 and 2013, the Plan held such investments primarily in one financial institution, which at times exceeded amounts covered by insurance provided by the U.S. Federal Deposit Insurance Corporation ("FDIC"). The Plan has not experienced any losses related to amounts in excess of FDIC limits.

Payment of Benefits

Benefits are recorded when paid.

Plan Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements.

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.

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation.

C. Investments

For the years ending December 31, 2014 and 2013, there were no individual investments that represent 5% or more of net assets available for benefit.

C. Investments – continued

During 2014 and 2013 the Plan's net realized and unrealized gains (losses) on investments were comprised of the following:

	2014	20132013
Nonparticipant directed funds:		
U.S. Government securities	$ 371,868	$ (1,600,120)
Corporate debt instruments	(505,191)	(1,812,028)
Corporate common stocks	14,789,366	52,911,378
Registered investment companies	(2,789,460)	2,874,649
Other investments	(21,987)	(79,590)
Total nonparticipant directed funds	11,844,596	52,294,289
Participant directed funds:		
Common/collective trust funds	407,892	-
Pooled separate accounts	184,879	-
Registered investment companies	76,978	21,219,972
Total participant directed funds	669,749	21,219,972
Net realized and unrealized gains on investments	$12,514,345	$73,514,261

D. Fair Value Measurements

GAAP defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined are as follows:

- Level 1 — observable inputs that are based upon quoted market prices for identical assets or liabilities within active markets.

- Level 2 — observable inputs other than Level 1 that are based upon quoted market prices for similar assets or liabilities, based upon quoted prices within inactive markets, or inputs other than quoted market prices that are observable through market data for substantially the full term of the asset or liability.

- Level 3 — inputs that are unobservable for the particular asset or liability due to little or no market activity and are significant to the fair value of the asset or liability. These inputs reflect assumptions that market participants would use when valuing the particular asset or liability.

D. Fair Value Measurements – continued

GAAP requires that we describe the methodologies used to measure the fair value of assets and liabilities. We have described below the methodology used to measure each major category of assets and liabilities. There have been no changes in the methodologies used at December 31, 2014 and 2013.

- *Corporate stocks:* Valued based on the quoted market prices and are classified within Level 1 of the valuation hierarchy.

- *Registered investment companies:* Valued at net asset value ("NAV") representing the value at which shares of the fund may be purchased or redeemed and are classified within Level 1 of the valuation hierarchy. There are no significant restrictions on redeeming these investments at NAV.

- *U.S. Government securities and corporate debt instruments:* Fair values are obtained primarily from pricing services engaged by the Trustee, 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. 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. U.S. Government securities and corporate debt instruments are classified within Level 2 of the valuation hierarchy.

D. Fair Value Measurements – continued

- *Other investments:* Include high grade U.S. municipal bonds. The fair values of these securities are obtained from pricing services engaged by the Trustee and are determined by pricing systems. In 2014 and 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. Other investments are classified within Level 2 of the valuation hierarchy.

- *Common/collective trust funds, pooled separate accounts and guaranteed investment contracts:* 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, guaranteed investment contracts and cash. The Plan's investment in common/collective trust funds 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 values and contract values 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. Common/collective trust funds, pooled separate accounts and guaranteed investment contracts are classified within Level 2 of the valuation hierarchy.

D. Fair Value Measurements – continued

The following table details the Plan's investments at fair value by level, within the fair value hierarchy, as of December 31, 2014 and 2013. The Plan has no assets classified within Level 3 of the valuation hierarchy.

	2014		
	Level 1	**Level 2**	**Total**
Non-participant directed			
Corporate stock - common	$ 208,188,649	$ -	$ 208,188,649
Corporate stock - preferred	363,052	-	363,052
U.S. Government securities	-	53,474,814	53,474,814
Corporate debt instruments	-	83,647,393	83,647,393
Registered investment companies	46,281,289	-	46,281,289
Other investments		2,910,740	2,910,740
Participant directed			
U.S. Government securities	-	5,480,328	5,480,328
Corporate debt instruments	-	4,378,894	4,378,894
Common/collective trust funds	-	11,013,426	11,013,426
Pooled separate accounts	-	18,728,105	18,728,105
Registered investment companies	144,171,161	-	144,171,161
Guaranteed investment contracts	-	3,319,903	3,319,903
Total investments at fair value	$ 399,004,151	$ 182,953,603	$ 581,957,754

D. Fair Value Measurements – continued

	2013		
	Level 1	**Level 2**	**Total**
Non-participant directed			
Corporate stock - common	$ 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
Registered investment companies	47,178,612	-	47,178,612
Other investments		3,752,400	3,752,400
Participant directed			
U.S. Government securities	-	7,757,935	7,757,935
Corporate debt instruments	-	4,190,575	4,190,575
Common/collective trust funds	-	11,948,284	11,948,284
Pooled separate accounts	-	14,527,513	14,527,513
Registered investment companies	134,813,571	-	134,813,571
Guaranteed investment contracts	-	5,894,077	5,894,077
Total investments at fair value	$ 380,776,537	$ 175,144,760	$ 555,921,297

These items are classified in their entirety based on the lowest priority level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement of assets and liabilities within the levels of the fair value hierarchy.

E. Nonparticipant-directed Investments

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

	2014	2013
Assets		
Investments, at fair value:		
Corporate stock, common	$208,188,649	$198,784,354
Corporate stock, preferred	363,052	-
U.S. Government securities	53,474,814	46,989,820
Corporate debt instruments	83,647,393	80,084,156
Registered investment companies	46,281,289	47,178,612
Other investments	2,910,740	3,752,400
Total investments at fair value	394,865,937	376,789,342
Non-interest bearing cash	257,434	206,787
Receivables:		
Employer	25,632,082	25,720,365
Interest and dividends receivable	982,227	900,367
Due from broker securities sold	169,814	718,592
Total receivables	26,784,123	27,339,324
Total assets	421,907,494	404,335,453
Liabilities		
Due to broker for securities purchased	1,780,759	460,532
Accrued expenses	510,485	50,811
	2,291,244	511,343
Net assets available for benefits	$419,616,250	$403,824,110

E. Nonparticipant-directed Investments – continued

	2014	2013
Additions to Net Assets		
Investment income:		
Net realized and unrealized gains on investments	$ 11,844,597	$ 52,294,289
Interest and dividends	7,003,948	6,394,932
Total investment income	18,848,545	58,689,221
Employer contributions	25,632,082	25,720,365
Interfund transfers, net	(1,495,343)	(228,625)
Total additions to net assets	42,985,284	84,180,961
Deductions from Net Assets		
Benefits paid to participants	25,357,488	13,152,237
Administrative expenses	1,835,656	1,799,193
Total deductions from net assets	27,193,144	14,951,430
Net increase in net assets available for benefits	15,792,140	69,229,531
Net assets available for benefits at beginning of year	403,824,110	334,594,579
Net assets available for benefits at end of year	$419,616,250	$403,824,110

F. Information Certified by the Custodian

The Plan administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator limited auditing procedures with respect to the investment information certified by the custodian on behalf of the trustee in 2014 and by the Trustee in 2013, which included total investments as of December 31, 2014 and 2013, the total investment income for the years ended December 31, 2014 and 2013, and all information included in the supplemental schedule H, line 4i – schedule of assets (held at end of year) and schedule H, line 4j – schedule of reportable transactions.

G. Tax Status

The Plan obtained its latest determination letter on July 10, 2012, in which the Internal Revenue Service (the "IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code. The Plan has been amended since receiving the determination letter.

Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Company believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

GAAP requires 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 IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2014 and 2013, 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, however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examination for years prior to 2011.

H. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan terminates, all amounts credited to participant's accounts will become 100% vested. The Company has no present intent to terminate the Plan.

I. Parties-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee organization, or relatives of such persons.

The Plan invests in shares of mutual funds managed by J.P. Morgan Chase Bank, N.A., the Trustee. Transactions in such investments as well as transactions involving notes receivable from participants qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

J. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits as of December 31, 2014 and 2013, per the accompanying financial statements to the Form 5500:

	2014	2013
Net assets available for benefits per the financial statements	$613,442,415	$589,321,030
Adjustment from contract value to fair value for investments in fully benefit-responsive investment contracts	374,471	202,869
Net assets available for benefits per the Form 5500	$613,816,886	$589,523,899

The following is a reconciliation of the net increase in assets available for benefits as of December 31, 2014 and 2013, per the accompanying financial statements to the Form 5500:

	2014	2013
Net increase in assets available for benefits per the financial statements	$ 24,121,385	$100,418,561
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	171,602	(875,583)
Net increase in net assets available for benefits per the Form 5500	$ 24,292,987	$ 99,542,978

The reconciling items noted above are due to the difference in the method of accounting used in preparing the Form 5500 as compared to the Plan's financial statements. 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.

K. Subsequent Events

In preparing the accompanying financial statements, management of the Company has evaluated all subsequent events and transactions for potential recognition or disclosure through October 6, 2015, the date the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULES

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

FORM 5500, SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

Year Ended December 31, 2014

EIN: 75-1151701
Plan #: 001

(a) Identity of Party	(b) Description of Asset	Number of Purchase Transactions	(c) Purchase Price	Number of Sell Transactions	(d) Selling Price	(g) Cost of Assets	Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (iii) - Series of securities transactions in excess of 5% of Plan Assets								
* JP Morgan	JPMorgan US Govt MMKT Fund Morgan Shares	928	$ 102,683,892	-	$ -	$ 102,683,892	$ 102,683,892	$ -
* JP Morgan	JPMorgan US Govt MMKT Fund Morgan Shares	-	-	611	99,678,336	99,678,336	99,678,336	-
* JP Morgan	JPMorgan US Prime MMKT Fund INST SHR	16	33,972,704	-	-	33,972,704	33,972,704	-
* JP Morgan	JPMorgan US Prime MMKT Fund INST SHR	-	-	138	25,715,967	25,715,967	25,715,967	-

* A party-in-interest as defined by ERISA

Columns (e) and (f) are not applicable

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

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2014

EIN: 75-1151701
PLAN #: 001

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, maturity value, etc.	(d) Cost	(e) Current Value
	U S GOVERNMENT SECURITIES			
	FEDERAL HOME LOAN MORTGAGE CORP NOTES FIXED 1.75% 3137EACM9	510,000.0000	$ 517,696	$ 515,229
	FEDERAL NATIONAL MORTGAGE ASSOCIATION NOTES FIXED 3135G0ZY2	735,000.0000	733,630	735,441
	FNMA MORTPASS 6% 01/MAR/2029 CL PN# 452225 31380WLE2	38,111.7300	39,111	43,715
	FNMA MORTPASS 6% 01/SEP/2037 CL PN# 946869 31413JMS0	139,427.3500	143,654	157,990
	FNMA MORTPASS ARM 01/MAR/2037 LB PN# 913253 31411RTJ7	431,724.9600	448,454	457,135
	GNMA I MORTPASS 6.5% 15/MAR/2032 SF PN# 569238 36200QLT9	34,708.3800	36,129	39,606
	UNITED STATES OF AMERICA NOTES FIXED .375% 912828C40	3,875,000.0000	3,879,255	3,874,396
	UNITED STATES OF AMERICA NOTES FIXED 1% 912828D98	9,295,000.0000	9,311,832	9,300,084
	UNITED STATES OF AMERICA NOTES FIXED 1.625% 912828C65	5,060,000.0000	5,049,502	5,081,001
	UNITED STATES OF AMERICA NOTES FIXED 1.75% 912828F39	2,080,000.0000	2,093,206	2,092,187
	FEDERAL HOME LOAN MORTGAGE CORP NOTES FIXED 0.875% 3137EADP1	1,250,000.0000	1,251,224	1,234,941
	FEDERAL HOME LOAN MORTGAGE CORP NOTES FIXED 1.75% 3137EADG1	1,000,000.0000	992,730	1,005,544
	FEDERAL HOME LOAN MORTGAGE CORP NOTES FIXED 3.75% 3137EACA5	1,500,000.0000	1,490,508	1,632,531
	FEDERAL NATIONAL MORTGAGE ASSOCIATION NOTES FIXED 3135G0CM3	1,000,000.0000	1,014,880	1,010,208
	FEDERAL NATIONAL MORTGAGE ASSOCIATION NOTES FIXED 3135G0GY3	1,000,000.0000	1,011,399	1,008,965
	FHLMCGLD MORTPASS 3.5% 01/NOV/2044 C0 PN# C09068 31292SCD0	697,860.8400	725,448	726,391
	FHLMCGLD MORTPASS 4% 01/JUL/2044 G0 PN# G08595 3128MJUV0	693,451.6800	739,285	740,080
	FHLMCGLD MORTPASS 4.5% 01/JUL/2044 G0 PN# G08596 3128MJUW8	693,005.3400	753,968	753,086
	FNMA MORTPASS 4.5% 01/JUN/2023 CI PN# 984075 31415MFQ3	29,815.4700	28,651	32,052
	FNMA MORTPASS 6.5% 01/JUL/2038 CL PN# 889720 31410KPD0	34,461.2500	35,393	39,245
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION 2010-122 38376GVY3	74,371.7000	75,836	74,624
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION 2011-20 A 38376GC24	0.0400	-	-
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION 2011-47 A 38376GJ35	154,413.2300	155,740	154,541
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION 2012-46 38378BSP5	528,682.2600	533,969	522,532
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION 2013-33 38378B7E3	549,970.0600	547,048	528,484
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION 2013-72 A 38378KQE2	968,693.4500	983,602	931,557
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION 2013-96 A 38378KWU9	723,296.7400	715,160	704,090
	UNITED STATES OF AMERICA NOTES FIXED .875% 912828RX0	1,750,000.0000	1,759,098	1,756,563
	UNITED STATES OF AMERICA NOTES FIXED 1.375% 912828RH5	500,000.0000	499,661	499,531
	UNITED STATES OF AMERICA NOTES FIXED 1.625% 912828HN3	1,450,000.0000	1,603,135	1,720,911
	UNITED STATES OF AMERICA NOTES FIXED 2.125% 912828RC6	2,405,000.0000	2,533,098	2,433,372
	UNITED STATES OF AMERICA NOTES FIXED 2.625% 912828PC8	5,150,000.0000	5,418,095	5,375,714
	UNITED STATES OF AMERICA NOTES FIXED 2.75% 912828B66	3,800,000.0000	3,871,661	3,998,611
	UNITED STATES OF AMERICA NOTES FIXED 3.125% 912828KQ2	750,000.0000	759,535	799,512
	UNITED STATES OF AMERICA NOTES FIXED 3.875% 912828HZ6	1,300,000.0000	1,411,656	1,413,344
	UNITED STATES OF AMERICA NOTES FIXED 4.625% 912828GH7	1,000,000.0000	1,109,937	1,081,875
	UNITED STATES TREASURY FLOATING RATE NOTE NOTES 912828WK2	1,000,000.0000	999,574	999,727
	FANNIE MAE POOL DUE 02/25/2016	218,172.8300	*	14,094
	FANNIE MAE POOL DUE 05/25/2018	70,758.7600	*	18,561
	FANNIE MAE POOL DUE 05/25/2021	353,793.7800	*	105,598
	FANNIE MAE POOL DUE 06/25/2015	82,551.8800	*	2,720
	FANNIE MAE POOL DUE 07/25/2018	51,889.7600	*	16,757
	FANNIE MAE POOL DUE 07/25/2019	284,803.9800	*	100,691
	FANNIE MAE POOL DUE 08/25/2015	109,676.0700	*	6,192
	FANNIE MAE POOL DUE 08/27/2018	198,053.7500	*	74,174
	FANNIE MAE POOL DUE 10/25/2018	58,965.6300	*	13,238
	FANNIE MAE POOL DUE 11/25/2016	79,102.6600	*	17,216
	FANNIE MAE POOL DUE 11/26/2018	177,611.8600	*	131,795
	FANNIE MAE POOL DUE 12/26/2018	370,304.1600	*	112,554
	FEDERAL HOME LOAN MORTGAGE CORPORATION DUE 05/01/2023	64,172.7300	*	68,221
	FEDERAL HOME LOAN MORTGAGE CORPORATION DUE 07/01/2018	1,186.4500	*	1,252
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 01/01/2026	10,448.6300	*	11,081
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 01/01/2028	6,244.8900	*	6,526
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 02/01/2018	10,237.0400	*	10,469
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 04/01/2028	27,917.6300	*	28,551
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 04/20/2017	45,155.5600	*	45,092
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 05/01/2018	38,609.2000	*	40,718
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 05/01/2025	3,411.7700	*	3,682
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 05/21/2018	248,445.8700	*	244,638
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 05/27/2015	118,307.5600	*	118,503
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 06/01/2027	40,091.0600	*	41,892
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 07/01/2020	3,491.5500	*	3,768
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 07/01/2027	123,359.9800	*	128,907
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 08/01/2018	3,262.0700	*	3,468
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 08/01/2026	84,258.1300	*	89,611
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 11/01/2018	8,500.4400	*	8,969
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 11/01/2027	8,380.2400	*	8,570
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 11/01/2027	37,679.2400	*	38,556
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 12/01/2020	26,678.1400	*	28,766
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 12/01/2027	3,352.3200	*	3,428
	FEDERAL NATIONAL MORTGAGE ASSOCIATION DUE 12/01/2027	103,010.8100	*	105,344
	FREDDIE MAC POOL DUE 01/15/2020	58,965.6300	*	28,993
	FREDDIE MAC POOL DUE 01/16/2018	281,124.5300	*	58,825
	FREDDIE MAC POOL DUE 02/15/2019	198,684.4500	*	113,551
	FREDDIE MAC POOL DUE 02/15/2019	228,786.6500	*	114,498
	FREDDIE MAC POOL DUE 04/16/2018	94,345.0100	*	18,909

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

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2014

EIN: 75-1151701
PLAN #: 001

(a)	(b) Identity of issuer, borrower, lessor, or similar party		(c) Description of investment including maturity date, rate of interest, collateral, par, maturity value, etc.	(d) Cost	(e) Current Value
	FREDDIE MAC POOL DUE 05/15/2018		153,310.6400	*	33,540
	FREDDIE MAC POOL DUE 05/15/2020		290,110.9000	*	83,952
	FREDDIE MAC POOL DUE 05/15/2020		349,076.5300	*	101,016
	FREDDIE MAC POOL DUE 06/15/2017		51,889.7600	*	14,657
	FREDDIE MAC POOL DUE 07/16/2018		58,965.6300	*	11,220
	FREDDIE MAC POOL DUE 08/16/2021		106,138.1400	*	44,957
	FREDDIE MAC POOL DUE 10/15/2039		168,580.7400	*	108,842
	FREDDIE MAC POOL DUE 11/15/2028		278,647.9800	*	95,159
	FREDDIE MAC POOL DUE 12/01/2021		219,757.0400	*	97,051
	FREDDIE MAC POOL DUE 12/15/2021		70,758.7600	*	45,790
	FREDDIE MAC POOL DUE 12/17/2018		312,517.8400	*	97,698
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 03/16/2017		70,758.7600	*	8,463
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 03/16/2019		180,622.2300	*	175,602
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 03/20/2037		180,622.2300	*	112,442
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 04/16/2019		70,758.7600	*	64,539
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 07/16/2018		82,551.8800	*	70,910
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 07/16/2019		75,476.0100	*	66,468
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 07/20/2038		96,331.8500	*	46,397
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 08/16/2019		129,724.3900	*	126,522
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 08/20/2020		82,551.8800	*	35,305
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 08/20/2020		150,952.0100	*	103,010
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 09/21/2020		179,117.0400	*	84,055
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 10/20/2041		197,507.5100	*	166,646
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 10/21/2019		176,896.8900	*	82,647
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 11/20/2019		58,965.6300	*	26,033
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 11/20/2038		165,570.3700	*	64,237
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 12/16/2036		189,653.3400	*	103,641
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION DUE 12/20/2017		94,345.0100	*	25,427
	UNITED STATES TREASURY DUE 02/28/2017		165,630.5800	*	166,533
	UNITED STATES TREASURY DUE 03/15/2016		162,081.3500	*	162,286
	UNITED STATES TREASURY DUE 03/31/2015		40,880.8300	*	40,924
	UNITED STATES TREASURY DUE 03/31/2018		250,812.0200	*	247,451
	UNITED STATES TREASURY DUE 07/31/2019		60,207.4100	*	58,567
	UNITED STATES TREASURY DUE 09/30/2018		30,103.7000	*	30,183
	UNITED STATES TREASURY DUE 10/31/2019		15,051.8500	*	14,839
	UNITED STATES TREASURY DUE 11/30/2018		60,207.4100	*	59,853
	US TREASURY NOTE DUE 01/15/2016		374,567.9900	*	375,443
	US TREASURY NOTE DUE 04/15/2015		124,110.8600	*	124,305
	US TREASURY NOTE DUE 09/15/2016		103,066.4700	*	103,867
	US TREASURY NOTE DUE 10/17/2016		11,456.9900	*	11,475
	TOTAL U S GOVERNMENT SECURITIES				**58,955,142**
	CORPORATE DEBT - PREFERRED				
	BA CREDIT CARD TRUST 2007-A11 A11 FLOATING	05522RBG2	665,000.0000	657,908	661,554
	BANC OF AMERICA MERRILL LYNCH COMMERCIAL MORTGAGE	05947U4D7	282,266.1100	302,973	288,089
	BANC OF AMERICA MERRILL LYNCH COMMERCIAL MORTGAGE	05947UM21	177,598.2400	185,354	178,303
	BANK OF AMERICA CORP NOTES FIXED 5.75% 01/DEC/2017	060505DP6	465,000.0000	530,589	513,777
	BEAR STEARNS COMMERCIAL MORTGAGE SECURITIES TRUST	07387BAH6	302,665.8200	307,986	307,024
	BURLINGTON NORTHERN SANTA FE LLC CALLABLE BOND	12189TAY0	260,000.0000	310,723	285,183
	CATERPILLAR FINANCIAL SERVICES CORP MEDIUM TERM	14912L3K5	535,000.0000	611,109	595,722
	CITIGROUP COMMERCIAL MORTGAGE TRUST 2005-C3	173067GZ6	265,000.0000	277,484	265,722
	DU PONT(E.I.)DE NEMOURS & CO 3.25% NTS 15/JAN/2015	263534BY4	425,000.0000	429,095	425,279
	GENERAL ELECTRIC CAPITAL CORP MEDIUM TERM NOTE	36962G3U6	610,000.0000	700,384	686,392
	GS MORT SEC CORP 2005-GG$ CL A4A	36228CVU4	283,242.5300	300,489	283,516
	HSBC FINANCE CORP NOTES FIXED 5% 30/JUN/2015 USD	40429CCS9	590,000.0000	643,553	601,903
**	MORGAN STANLEY CAPITAL I TRUST 2006-TOP21 2006-T21	617451CR8	260,000.0000	287,097	266,586
	PRUDENTIAL FINANCIAL INC MEDIUM TERM NOTE FIXED	74432QBJ3	615,000.0000	668,511	631,064
	WACHOVIA BANK COMMERCIAL MORTGAGE TRUST SERIES	9297664T7	330,000.0000	348,240	336,971
	WACHOVIA BANK COMMERCIAL MORTGAGE TRUST SERIES	929766C43	300,000.0000	312,832	300,143
	WACHOVIA BANK COMMERCIAL MORTGAGE TRUST SERIES	92978PAE9	287,112.3200	325,244	304,262
	WACHOVIA CORP BOND FIXED 5.75% 15/JUN/2017 USD	929903DT6	340,000.0000	387,753	375,369
	ACE INA HOLDINGS INC CALLABLE NOTES FIXED 5.7%	00440EAJ6	475,000.0000	489,587	518,206
	AMERICAN EXPRESS CO NOTES FIXED 6.15% 28/AUG/2017	025816AX7	500,000.0000	597,524	557,101
	AMERICAN INTERNATIONAL GROUP INC MEDIUM TERM NOTE	02687QDG0	380,000.0000	430,008	424,878
	GENERAL ELECTRIC CAPITAL CORP MEDIUM TERM NOTE	36962G3U6	595,000.0000	685,714	669,513
	GEORGIA POWER CO CALLABLE BOND FIXED 5.25%	373334GA3	300,000.0000	301,416	312,279
**	JPMORGAN CHASE & CO 3.7% NTS 20/JAN/2015 USD1000	46625HHP8	300,000.0000	318,600	300,503
	UNITED PARCEL SERVICE INC CALLABLE NOTES FIXED	911312AH9	300,000.0000	307,941	334,641
	WISCONSIN POWER & LIGHT CO CALLABLE BOND FIXED 5%	976826BG1	320,000.0000	335,327	357,571
	TOTAL CORPORATE DEBT - PREFERRED				**10,781,551**
	CORPORATE DEBT-ALL OTHER				
	ABBVIE INC CALLABLE NOTES FIXED 1.75% 06/NOV/2017	00287YAJ8	380,000.0000	382,755	380,826
	ALLY MASTER OWNER TRUST 2012-1 A2 1.44%	02005ACC0	450,000.0000	449,965	450,440
	ALLY MASTER OWNER TRUST 2014-4 A2 1.43%	02005AEK0	535,000.0000	534,868	533,732
	AMAZON.COM INC CALLABLE NOTES FIXED 1.2%	023135AH9	385,000.0000	382,286	380,916
	AMERICAN ELECTRIC POWER CO INC CALLABLE NOTES	025537AF8	380,000.0000	381,471	380,098

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

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2014

EIN: **75-1151701**
PLAN #: **001**

(a)	(b) Identity of issuer, borrower, lessor, or similar party		(c) Description of investment including maturity date, rate of interest, collateral, par, maturity value, etc.	(d) Cost	(e) Current Value
	AMERICAN EXPRESS CREDIT CORP MEDIUM TERM NOTE	0258M0DD8	345,000.0000	355,698	352,814
	AMERICAN HONDA FINANCE CORP CALLABLE MEDIUM TERM	02665WAH4	400,000.0000	399,260	401,287
	AMERICAN INTERNATIONAL GROUP INC CALLABLE NOTES	026874CZ8	310,000.0000	309,374	310,316
	AMERICREDIT AUTOMOBILE RECEIVABLES TRUST 2012-5	03064XAC8	179,420.7300	179,395	179,450
	ANHEUSER-BUSCH INBEV WORLDWIDE INC CALLABLE NOTES	03523TBM9	330,000.0000	331,535	330,529
	APPLE INC CALLABLE NOTES FIXED 1% 03/MAY/2018 USD	037833AJ9	370,000.0000	361,194	364,509
	AT&T INC CALLABLE NOTES FIXED 2.375% 27/NOV/2018	00206RCA8	355,000.0000	355,212	357,750
	BA CREDIT CARD TRUST 2014-A1 A FLOATING	05522RCQ9	650,000.0000	650,000	649,489
	BANK OF NEW YORK MELLON CORP/THE CALLABLE MEDIUM	06406HCP2	465,000.0000	464,303	466,474
	BANK OF NOVA SCOTIA/THE NOTES FIXED 2.05%	064159CU8	380,000.0000	381,436	380,466
	BHP BILLITON FINANCE USA LTD 1% BDS 24/FEB/2015	055451AN8	310,000.0000	313,010	310,169
	BNP PARIBAS SA MEDIUM TERM NOTE FIXED 2.4%	05574LTX6	455,000.0000	459,700	459,332
	BOARDWALK PIPELINES LP CALLABLE NOTES FIXED 5.875%	096630AA6	275,000.0000	310,448	291,978
	BP CAPITAL MARKETS PLC NOTES FIXED .7% 06/NOV/2015	05565QCA4	500,000.0000	498,580	500,119
	CABELA'S CREDIT CARD MASTER NOTE TRUST 2014-1 A	126802CU9	420,000.0000	420,000	419,883
	CARMAX AUTO OWNER TRUST 2013-1 2013-1 A3 0.6%	14313LAC0	629,969.1700	630,211	629,604
	CARMAX AUTO OWNER TRUST 2013-4 2013-4 A2 0.52%	14313PAB3	224,621.8400	224,601	224,656
	CITIGROUP INC NOTES FIXED 1.75% 01/MAY/2018 USD	172967GS4	500,000.0000	493,920	494,150
	COMCAST CORP CALLABLE NOTES FIXED 5.9% 15/MAR/2016	20030NAL5	320,000.0000	373,338	339,262
	COMM 2013-CCRE6 MORTGAGE TRUST 2013-CR6 A2 2.122%	12624XAB4	335,000.0000	346,974	338,088
	COMMERCIAL MORTGAGE PASS THROUGH CERTIFICATES	12630DAV6	770,000.0000	794,985	795,976
	COMMONWEALTH EDISON CO CALLABLE BOND FIXED 2.15%	202795JC5	340,000.0000	339,245	342,540
	CONAGRA FOODS INC CALLABLE NOTES FIXED 1.35%	205887BH4	370,000.0000	372,035	371,492
	CONOCOPHILLIPS CO CALLABLE NOTES FIXED 1.05%	20826FAB2	335,000.0000	329,004	330,716
	CVS HEALTH CORP CALLABLE NOTES FIXED 2.25%	126650CE8	385,000.0000	385,928	383,392
	DIRECTV HOLDINGS LLC / DIRECTV FINANCING CO INC	25459HAV7	295,000.0000	305,729	301,696
	DISCOVERY COMMUNICATIONS LLC CALLABLE BOND FIXED	25470DAB5	285,000.0000	304,930	288,243
	ENBRIDGE ENERGY PARTNERS LP CALLABLE NOTES FIXED	29250RAN6	275,000.0000	329,563	311,475
	ENERGY TRANSFER PARTNERS LP CALLABLE NOTES FIXED	29273RAB5	337,000.0000	352,871	338,112
	ENTERPRISE PRODUCTS OPERATING LLC CALLABLE NOTES	293791AR0	375,000.0000	401,522	377,423
	EXPRESS SCRIPTS HOLDING CO CALLABLE NOTES FIXED	30219GAH1	370,000.0000	368,172	366,038
	FIFTH THIRD AUTO 2013-1 2013-1 A2 0.59%	31679GAB5	87,922.1200	87,919	87,927
	FIFTH THIRD AUTO TRUST 2014-2 2014-2 A3 0.89%	31679KAD2	620,000.0000	619,894	618,544
	FIRST HORIZON NATIONAL CORP NOTES FIXED 5.375%	320517AA3	290,000.0000	295,177	300,237
	FIRST NATIONAL MASTER NOTE TRUST 2013-2 A FLOATING	32113CBD1	700,000.0000	700,458	701,055
	FORD CREDIT AUTO OWNER TRUST 2014-A 2014-A A2	34530HAB6	173,750.3400	173,733	173,733
	FORD CREDIT FLOORPLAN MASTER OWNER TRUST A 2014-1	34528QDE1	530,000.0000	529,545	528,439
	GE CAPITAL COMMERCIAL MORTGAGE CORP SERIES 2006-C1	36828QSA5	110,000.0000	119,062	114,246
	GE DEALER FLOORPLAN MASTER NOTE TRUST 2014-1 A	36159LCK0	645,000.0000	645,000	644,377
	GENERAL MILLS INC 5.2% 17/MAR/2015	370334BF0	455,000.0000	506,028	459,271
	GENWORTH HOLDINGS INC CALLABLE MEDIUM TERM NOTE	37247DAK2	265,000.0000	308,677	270,019
	GOLDMAN SACHS GROUP INC/THE NOTES FIXED 2.375%	38141GRC0	940,000.0000	943,940	949,493
	GS MORTGAGE SECURITIES TRUST 2013-GC16 2013-GC16	36248GAB6	660,000.0000	679,792	684,879
	HCP INC NOTES FIXED 5.625% 01/MAY/2017 USD 1000	421915ED7	247,000.0000	276,961	268,782
	HEALTH CARE REIT INC CALLABLE NOTES FIXED 6.125%	42217KAS5	485,000.0000	563,759	557,523
	HEWLETT-PACKARD CO CALLABLE NOTES FIXED 2.6%	428236BW2	370,000.0000	383,268	376,946
	HONDA AUTO RECEIVABLES 2014-2 OWNER TRUST 2014-2	43814GAC4	535,000.0000	534,936	533,820
	HYUNDAI AUTO RECEIVABLES TRUST 2011-B 2011-B B	44890EAE0	265,000.0000	268,717	266,406
	HYUNDAI AUTO RECEIVABLES TRUST 2012-C 2012-C A3	44890KAC0	394,646.9700	394,658	394,660
	HYUNDAI AUTO RECEIVABLES TRUST 2013-A 2013-A A3	44890JAC3	421,603.2900	421,573	421,762
	HYUNDAI CAPITAL AMERICA CALLABLE NOTES FIXED	44923QAG9	345,000.0000	350,920	351,968
	INTEL CORP CALLABLE NOTES FIXED 1.35% 15/DEC/2017	458140AL4	475,000.0000	475,584	474,305
	JEFFERIES GROUP LLC CALLABLE NOTES FIXED 5.125%	472319AK8	350,000.0000	380,214	369,113
	JOHN DEERE CAPITAL CORP MEDIUM TERM NOTE FIXED	24422ERZ4	355,000.0000	355,703	354,926
	JOHNSON & JOHNSON CALLABLE NOTES FIXED 1.875%	478160BM5	670,000.0000	668,238	669,956
**	JPMBB COMMERCIAL MORTGAGE SECURITIES TRUST	46640LAB8	395,000.0000	410,975	409,253
**	JPMORGAN CHASE & CO NOTES FIXED 1.8% 25/JAN/2018	46625HJG6	1,140,000.0000	1,143,900	1,139,113
	KINDER MORGAN ENERGY PARTNERS LP CALLABLE NOTES	494550BG0	370,000.0000	390,529	377,609
	KROGER CO/THE CALLABLE NOTES FIXED 2.2%	501044CP4	300,000.0000	300,000	304,769
	LB-UBS COMMERCIAL MORTGAGE TRUST 2006-C7 2006-C7	50180CAD2	270,000.0000	306,239	287,163
	MIDAMERICAN ENERGY HOLDINGS CO CALLABLE NOTES	59562VAT4	330,000.0000	377,966	369,813
	MONDELEZ INTERNATIONAL INC NOTES FIXED 4.125%	50075NBB9	370,000.0000	406,197	383,747
	NEWELL RUBBERMAID INC CALLABLE NOTES FIXED 2.875%	651229AP1	345,000.0000	344,614	345,130
	NOMURA HOLDINGS INC FIXED 2% 13/SEP/2016 USD 1000	65535HAD1	530,000.0000	530,096	534,276
	NORTHROP GRUMMAN CORP CALLABLE NOTES FIXED 1.75%	666807BF8	365,000.0000	359,839	362,377
	ORACLE CORP CALLABLE NOTES FIXED 1.2% 15/OCT/2017	68389XAN5	500,000.0000	496,235	498,221
	PETROBRAS GLOBAL FINANCE BV CALLABLE NOTES FIXED	71647NAB5	390,000.0000	375,091	344,787
	PETROLEOS MEXICANOS CALLABLE NOTES FIXED 5.75%	706451BS9	425,000.0000	473,399	459,000
	PHILIP MORRIS INTERNATIONAL INC NOTES FIXED 1.875%	718172BF5	540,000.0000	531,311	536,724
	PHILLIPS 66 CALLABLE NOTES FIXED 2.95% 01/MAY/2017	718546AJ3	340,000.0000	353,073	351,146
	POTASH CORP OF SASKATCHEWAN INC CALLABLE NOTES	73755LAJ6	410,000.0000	445,613	427,673
	RIO TINTO FINANCE USA PLC CALLABLE NOTES FIXED	76720AAL0	440,000.0000	440,810	441,939
	ROYAL BANK OF CANADA MEDIUM TERM NOTE FIXED 1.2%	78010UNX1	570,000.0000	572,052	569,583
	RYDER SYSTEM INC CALLABLE MEDIUM TERM NOTE FIXED	78355HJW0	365,000.0000	367,183	365,502
	SANTANDER HOLDINGS USA INC/PA CALLABLE NOTES FIXED	80282KAC0	370,000.0000	373,707	384,170
	STARBUCKS CORP CALLABLE BOND FIXED 6.25%	855244AC3	255,000.0000	304,184	286,418
	SYNCHRONY CREDIT CARD MASTER NOTE TRUST 2012-5 A	36159JDE8	510,000.0000	509,864	510,817

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	TIME WARNER INC CALLABLE NOTES FIXED 3.15%	887317AJ4	285,000.0000	296,736	288,983
	TOTAL CAPITAL CANADA LTD CALLABLE NOTES FIXED	89153UAE1	355,000.0000	354,482	352,493
	TOYOTA AUTO RECEIVABLES 2013-B OWNER TRUST 2013-B	89236VAC4	410,000.0000	409,980	410,768
	TOYOTA MOTOR CREDIT CORP CALLABLE MEDIUM TERM NOTE	89233P6S0	355,000.0000	354,641	353,940
	UNITEDHEALTH GROUP INC CALLABLE NOTES FIXED 1.4%	91324PBY7	390,000.0000	389,762	389,618
	VERIZON COMMUNICATIONS INC CALLABLE NOTES FIXED	92343VBP8	335,000.0000	356,165	354,004
	VODAFONE GROUP PLC CALLABLE NOTES FIXED 1.5%	92857WBE9	385,000.0000	381,874	378,097
	VORNADO REALTY LP CALLABLE NOTES FIXED 4.25%	929043AF4	295,000.0000	309,880	295,000
	WACHOVIA BANK COMMERCIAL MORTGAGE TRUST SERIES	92978MAS5	544,076.0000	540,165	540,221
	WALGREENS BOOTS ALLIANCE INC CALLABLE NOTES FIXED	931427AA6	365,000.0000	366,544	366,857
	WELLS FARGO & CO MEDIUM TERM NOTE FIXED 1.25%	94974BFL9	705,000.0000	706,234	707,338
	WORLD FINANCIAL NETWORK CREDIT CARD MASTER TRUST	981464CJ7	540,000.0000	572,991	548,180
	WORLD OMNI AUTO RECEIVABLES TRUST 2012-A 2012-A A3	98157HAB3	146,444.3900	146,433	146,503
	AETNA INC CALLABLE NOTES FIXED 2.75% 15/NOV/2022	008117AP8	585,000.0000	574,029	567,465
	AMERICAN EXPRESS CREDIT ACCOUNT MASTER TRUST	02582JGD6	550,000.0000	549,999	550,421
	AMERICAN HONDA FINANCE CORP MEDIUM TERM NOTE	02665WAA9	700,000.0000	705,901	703,056
	AMGEN INC CALLABLE NOTES FIXED 2.2% 22/MAY/2019	031162BU3	460,000.0000	459,112	458,067
	ANHEUSER-BUSCH INBEV WORLDWIDE INC CALLABLE NOTES	03523TAN8	470,000.0000	532,571	532,339
	APPLE INC CALLABLE NOTES FIXED 2.4% 03/MAY/2023	037833AK6	570,000.0000	557,546	554,038
	AT&T INC CALLABLE NOTES FIXED 2.375% 27/NOV/2018	00206RCA8	550,000.0000	551,328	554,260
	BANK OF AMERICA CORP MEDIUM TERM NOTE FIXED 3.3%	06051GEU9	575,000.0000	562,057	575,044
	BANK OF MONTREAL CALLABLE MEDIUM TERM NOTE FIXED	06367VHL2	300,000.0000	303,915	302,883
	BAPTIST HEALTH SOUTH FLORIDA INC CALLABLE NOTES	066836AA5	208,000.0000	215,339	228,682
	BHP BILLITON FINANCE USA LTD NOTES FIXED 3.25%	055451AL2	520,000.0000	527,969	537,038
	BMW VEHICLE OWNER TRUST 2013-A 2013-A A3 0.67%	05578XAC2	675,000.0000	674,985	674,955
	BROWN-FORMAN CORP CALLABLE NOTES FIXED 2.5%	115637AK6	390,000.0000	394,408	396,771
	BURLINGTON NORTHERN SANTA FE LLC CALLABLE NOTES	12189LAM3	530,000.0000	530,501	528,312
	CAPITAL ONE FINANCIAL CORP CALLABLE NOTES FIXED	14040HBE4	550,000.0000	551,271	548,740
	CATERPILLAR FINANCIAL SERVICES CORP MEDIUM TERM	14912L5P2	460,000.0000	457,447	456,804
	CHASE ISSUANCE TRUST 2012-A5 A5 0.59% 15/AUG/2017	161571FL3	550,000.0000	549,980	550,173
	CHASE ISSUANCE TRUST 2014-A3 A3 FLOATING	161571GL2	675,000.0000	675,000	674,719
	CHEVRON CORP CALLABLE NOTES FIXED 1.718%	166764AE0	315,000.0000	314,676	316,592
	CIGNA CORP CALLABLE NOTES FIXED 4% 15/FEB/2022 USD	125509BS7	520,000.0000	545,371	547,934
	CISCO SYSTEMS INC NOTES VARIABLE 03/MAR/2017 USD	17275RAS1	460,000.0000	460,000	460,080
	CITIGROUP INC NOTES FIXED 2.55% 08/APR/2019 USD	172967HM6	570,000.0000	570,176	573,749
	COMCAST CORP CALLABLE NOTES FIXED 5.15%	20030NBA8	460,000.0000	538,404	520,959
	COSTCO WHOLESALE CORP CALLABLE NOTES FIXED 1.7%	22160KAF2	500,000.0000	499,895	490,978
	COVIDIEN INTERNATIONAL FINANCE SA CALLABLE BOND	22303QAL4	435,000.0000	462,481	468,729
	CSX CORP CALLABLE NOTES FIXED 6.25% 15/MAR/2018	126408GM9	470,000.0000	536,590	533,748
	CVS HEALTH CORP CALLABLE NOTES FIXED 2.25%	126650CE8	500,000.0000	500,135	497,912
	DIRECTV HOLDINGS LLC / DIRECTV FINANCING CO INC	25459HBF1	450,000.0000	433,625	457,817
	DISCOVER CARD EXECUTION NOTE TRUST 2014-A5 A 1.39%	254683BL8	900,000.0000	899,922	898,121
	ENTERPRISE PRODUCTS OPERATING LLC CALLABLE BOND	29379VAA1	470,000.0000	554,737	525,465
	ERP OPERATING LP CALLABLE NOTES FIXED 5.75%	26884AAX1	473,000.0000	543,376	520,681
	FORD CREDIT AUTO OWNER TRUST 2011-A 2011-A A4	34529PAD7	41,321.3700	41,309	41,357
	FORD MOTOR CREDIT CO LLC NOTES FIXED 6.625%	345397VP5	490,000.0000	568,095	546,231
	GOLDMAN SACHS GROUP INC/THE MEDIUM TERM NOTE FIXED	38141EA66	500,000.0000	577,830	578,014
	GOLDMAN SACHS GROUP INC/THE MEDIUM TERM NOTE FIXED	38141EA74	500,000.0000	521,310	508,070
	HONDA AUTO RECEIVABLES 2013-4 OWNER TRUST 2013-4	43814FAC6	675,000.0000	674,885	674,492
	INTEL CORP CALLABLE NOTES FIXED 3.3% 01/OCT/2021	458140AJ9	465,000.0000	478,193	487,612
	JOHN DEERE CAPITAL CORP MEDIUM TERM NOTE FIXED	24422ERF8	450,000.0000	459,629	457,485
	JOHN DEERE CAPITAL CORP MEDIUM TERM NOTE VARIABLE	24422ESQ3	350,000.0000	350,242	350,051
**	JPMORGAN CHASE & CO NOTES FIXED 3.625% 13/MAY/2024	46625HJX9	705,000.0000	704,281	721,640
	KINDER MORGAN ENERGY PARTNERS LP CALLABLE NOTES	494550BR6	485,000.0000	487,900	477,877
	MACY'S RETAIL HOLDINGS INC CALLABLE NOTES FIXED	55616XAL1	475,000.0000	474,650	480,590
	MAGELLAN MIDSTREAM PARTNERS LP CALLABLE NOTES	559080AB2	425,000.0000	479,094	456,877
	MARATHON OIL CORP CALLABLE NOTES FIXED 2.8%	565849AK2	590,000.0000	582,022	552,534
	MCKESSON CORP CALLABLE NOTES FIXED 3.25%	58155QAC7	445,000.0000	455,534	455,620
	METLIFE INC CALLABLE NOTES FIXED 3.6% 10/APR/2024	59156RBH0	500,000.0000	503,930	513,121
	MICROSOFT CORP CALLABLE NOTES FIXED 2.375%	594918AT1	520,000.0000	509,840	510,376
**	MORGAN STANLEY MEDIUM TERM NOTE FIXED 2.125%	6174467U7	467,000.0000	464,283	467,270
	NEVADA POWER CO CALLABLE NOTES FIXED 6.5%	641423BS6	375,000.0000	451,271	432,008
	ORACLE CORP NOTES VARIABLE 07/JUL/2017 USD 1000	68389XAT2	540,000.0000	540,805	539,461
	PACCAR FINANCIAL CORP MEDIUM TERM NOTE FIXED 1.6%	69371RK54	560,000.0000	561,708	564,696
	ROYAL BANK OF CANADA MEDIUM TERM NOTE FIXED 2.3%	78008TLB8	545,000.0000	566,745	556,194
	SEMPRA ENERGY CALLABLE NOTES FIXED 2.875%	816851AT6	460,000.0000	458,315	452,174
	SIERRA PACIFIC POWER CO CALLABLE BOND FIXED 6%	826418BD6	485,000.0000	545,014	517,805
	SIMON PROPERTY GROUP LP CALLABLE NOTES FIXED	828807CS4	575,000.0000	575,706	584,870
	SUNCOR ENERGY INC CALLABLE NOTES FIXED 6.1%	86722TAA0	420,000.0000	496,040	471,118
	THERMO FISHER SCIENTIFIC INC CALLABLE NOTES FIXED	883556BA9	440,000.0000	446,622	446,860
	TIME WARNER INC CALLABLE NOTES FIXED 4.75%	887317AK1	460,000.0000	517,133	502,033
	TOYOTA MOTOR CREDIT CORP CALLABLE MEDIUM TERM NOTE	89236TBB0	565,000.0000	565,266	567,370
	US BANCORP/MN CALLABLE MEDIUM TERM NOTE FIXED	91159HHD5	500,000.0000	504,037	503,732
	VERIZON COMMUNICATIONS INC CALLABLE NOTES FIXED	92343VBP8	420,000.0000	435,818	443,825
	WELLS FARGO & CO NOTES FIXED 2.125% 22/APR/2019	94974BFU9	575,000.0000	575,311	574,849
	WILLIAMS PARTNERS LP CALLABLE NOTES FIXED 4%	96950FAH7	520,000.0000	535,418	521,272
	WORLD OMNI AUTO RECEIVABLES TRUST 2014-A 2014-A A3	98158LAC1	700,000.0000	699,910	698,758

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	WORLD OMNI AUTOMOBILE LEASE SECURITIZATION TRUST	98161DAD2	475,000.0000	474,968	476,010
	3M CO DUE 06/26/2017		12,071.5900	*	12,058
	3M COMPANY DUE 06/15/2019		15,051.8500	*	14,899
	ABBVIE INC. DUE 11/06/2017		3,190.9900	*	3,209
	ALLY AUTO RECEIVABLES TRUST DUE 02/16/2016		448.2400	*	448
	ALTRIA GROUP INC. DUE 09/11/2015		5,328.3600	*	5,518
	AMERICA MOVIL SAB DE CV DUE 01/15/2015		4,967.1100	*	5,101
	AMERICAN EXPRESS CREDIT ACCOUNT DUE 03/15/2018		23,661.5100	*	23,690
	AMERICAN EXPRESS CREDIT CORPORATION DUE 09/19/2016		11,108.2700	*	11,528
	AMERICAN INTERNATIONAL GROUP DUE 07/16/2019		15,051.8500	*	15,242
	AMERICAN INTERNATIONAL GROUP DUE 08/15/2020		9,693.3900	*	10,206
	AMERICREDIT AUTOMOBILE RECEIVABLES TRUST DUE 08/08/2017		30,103.7000	*	30,024
	ANHEUSER-BUSCH COMPANIES LLC DUE 07/15/2017		12,071.5900	*	12,145
	APACHE CORPORATION DUE 04/15/2017		12,553.2400	*	12,594
	AT&T INC. DUE 08/15/2016		2,468.5000	*	2,542
	BANK OF AMERICA CORP DUE 03/22/2017		17,038.7000	*	18,019
	BANK OF MONTREAL DUE 01/11/2017		11,589.9300	*	12,013
	BANK OF NOVA SCOTIA DUE 04/11/2017		30,103.7000	*	30,106
	BARCLAYS PLC DUE 11/08/2019		15,051.8500	*	15,032
	BEAR STEARNS COMPANIES LLC/THE DUE 02/01/2018		25,437.6300	*	30,107
	BERKSHIRE HATHAWAY INC DUE 08/14/2019		27,093.3300	*	27,510
	CAPITAL ONE FINANCIAL CORPORATION DUE 09/01/2016		6,743.2300	*	7,388
	CARMAX AUTO OWNER TRSUT DUE 04/15/2018		90,311.1100	*	90,114
	CARMAX AUTO OWNER TRUST DUE 02/15/2017		141,517.5100	*	141,405
	CATERPILLAR FINANCE CORP DUE 06/01/2017		16,195.7900	*	16,328
	CC HOLDINGS GS V LLC CROWN CASTLE DUE 12/15/2017		3,793.0700	*	3,833
	CD COMMERCIAL MORTGAGE TRUST DUE 11/15/2044		25,098.6600	*	27,491
	CD COMMERCIAL MORTGAGE TRUST DUE 12/10/2049		35,492.2700	*	38,973
	CENTERPOINT ENERGY TRANSITION BOND DUE 02/17/2015		23,586.2500	*	2,449
	CENTERPOINT ENERGY TRANSITION BOND DUE 04/17/2017		82,551.8800	*	41,921
	CHASE ISSUANCE TRSUT DUE 07/15/2019		112,888.8900	*	112,578
	CHASE ISSUANCE TRUST DUE 10/17/2016		114,393.3200	*	114,443
	CHASE ISSUANCE TRUST DUE 10/17/2016		132,083.0100	*	132,140
	CHEVRON CORP DUE 06/24/2020		5,448.7700	*	5,485
	CIGNA CORPORATION DUE 11/15/2016		12,553.2400	*	12,941
	CISCO SYSTEMS INC DUE 03/01/2019		30,103.7000	*	30,477
	CITIBANK CREDIT CARD ISSUANCE DUE 11/20/2017		29,591.9400	*	30,921
	CITIGROUP INC. DUE 01/10/2017		13,245.6300	*	14,288
	CNH EQUIPMENT TRUST DUE 05/15/2019		142,992.6000	*	142,656
	CNH EQUIPMENT TRUST DUE 07/17/2017		60,207.4100	*	60,057
	CNOOC FINANCE (2013) LTD DUE 05/09/2018		9,332.1500	*	9,214
	COCA-COLA COMPANY (THE) DUE 04/01/2018		9,934.2200	*	9,856
	COLGATE-PALMOLIVE COMPANY DUE 03/15/2019		30,103.7000	*	30,082
	COMCAST CORPORATION DUE 06/15/2016		16,195.7900	*	17,199
	COMERICA INC DUE 05/23/2019		30,103.7000	*	30,001
	COMMERCIAL MORTGAGE TRUST DUE 01/17/2017		47,172.5000	*	2,045
	COMPUTER SCIENCES CORP DUE 03/15/2018		2,709.3300	*	3,083
	COVIDIEN INTERNATIONAL FINANCE DUE 06/15/2015		5,087.5300	*	5,143
	CS FIRST BOSTON COMMERCIAL MORTGAGE TRUST DUE 04/15/2015		165,103.7700	*	135,954
	DIRECTV HOLDINGS LLC DUE 03/15/2017		9,031.1100	*	9,270
	DISCOVER CARD EXECUTION NOTE TRUST DUE 10/17/2016		149,772.7000	*	149,694
	EDISON INTERNATIONAL DUE 09/15/2017		3,552.2400	*	3,791
	EMC CORP (MASSACHUSETTS) DUE 06/01/2020		2,137.3600	*	2,134
	ENSCO PLC DUE 03/15/2016		3,190.9900	*	3,281
	ENTERPRISE PRODUCTS OPERATING DUE 02/01/2016		8,278.5200	*	8,587
	ERP OPERATING LIMITED PARTNERS DUE 03/15/2016		3,793.0700	*	4,034
	EXPRESS SCRIPTS HOLDING CO DUE 02/15/2017		8,880.5900	*	9,174
	FIFTH THIRD AUTO TRUST DUE 07/15/2016		113,214.0100	*	113,428
	FORD CREDIT AUTO OWNER TRUST DUE 12/15/2016		5,706.4000	*	5,711
	FORD MOTOR CREDIT COMPANY LLC DUE 08/15/2017		6,773.3300	*	7,725
	FORD MOTOR CREDIT COMPANY LLC DUE 12/06/2017		15,051.8500	*	14,925
	FREEPORT-MCMORAN COPPER & GOLD DUE 03/15/2018		2,829.7500	*	2,821
	GE CAPITAL CREDIT CARD MASTER NOTE TRUST DUE 09/15/2022		30,103.7000	*	29,458
	GE CAPITAL CREDIT CARD MASTER NOTE TRUST DUE 01/15/2022		30,103.7000	*	30,142
	GENERAL ELECTRIC CAPITAL CORP 01/14/2019		15,051.8500	*	15,467
	GENERAL ELECTRIC CAPITAL CORP 05/01/2018		2,016.9500	*	2,289
	GENERAL ELECTRIC CAPITAL CORP 11/09/2015		15,051.8500	*	15,310
	GMAC COMMERCIAL MORTGAGE SECURITIES INC. DUE 08/11/2014		51,889.7600	*	404
	GOLDMAN SACHS GROUP INC./THE DUE 01/22/2018		7,224.8900	*	7,377
	GOLDMAN SACHS GROUP INC./THE DUE 02/07/2016		15,382.9900	*	16,011
	GOOGLE INC. DUE 05/19/2016		13,486.4600	*	13,814
	GS MORTGAGE SECURITIES TRUST DUE 09/12/2016		120,414.8200	*	125,910
	HCP INC. DUE 01/30/2018		2,950.1600	*	3,445
	HYUNDAI AUTO RECEIVABLES TRUST DUE 11/15/2016		70,758.7600	*	70,994
	IBM CORP DUE 02/06/2017		21,072.5900	*	21,254
	INTERNATIONAL BANK FOR RECONST DUE 04/17/2017		13,486.4600	*	13,536
	INTERNATIONAL BUSINESS MACHINE DUE 52/15/2019		18,062.2200	*	18,003

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

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2014

EIN: 75-1151701
PLAN #: 001

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, maturity value, etc.	(d) Cost	(e) Current Value
	JOHN DEERE CAPITAL CORP DUE 03/12/2018	4,967.1100	*	4,938
	JOHN DEERE CAPITAL CORP DUE 09/16/2019	15,051.8500	*	15,260
	JOHN DEERE OWNER TRUST DUE 03/16/2015	23,586.2500	*	2,444
	JOHN DEERE OWNER TRUST DUE 09/15/2015	70,758.7600	*	29,968
	JOHNSON & JOHNSON DUE 12/05/2019	15,051.8500	*	15,100
**	JP MORGAN CHASE COMMERCIAL MORTGAGE SECURITIES DUE 08/17/2015	111,150.2200	*	98,688
**	JPMBB COMMERCIAL MORTGAGE SECURITIES TRUST DUE 07/16/2018	117,931.2600	*	91,862
**	JPMORGAN CHASE COMMERCIAL MORTGAGE SECURITIES CORP DUE 02/12/2051	23,661.5100	*	25,782
**	JPMORGAN CHASE COMMERCIAL MORTGAGE SECURITIES CORP DUE 05/15/2045	19,673.5200	*	20,805
**	JPMORGAN CHASE COMMERCIAL MORTGAGE SECURITIES CORP DUE 11/15/2018	57,197.0400	*	59,485
**	JPMORGAN CHASE COMMERCIAL MORTGAGE SECURITIES CORP DUE 12/15/2044	21,688.1200	*	22,159
	KLA-TENCOR CORP 11/01/2019	15,051.8500	*	15,430
	KRAFT FOODS GROUP INC. DUE 06/05/2017	5,328.3600	*	5,428
	LB- UBS COMMERCIAL MORTGAGE TRUST DUE 02/16/2016	122,648.5100	*	105,209
	LB- UBS COMMERCIAL MORTGAGE TRUST DUE 06/15/2015	88,448.4500	*	59,825
	LB- UBS COMMERCIAL MORTGAGE TRUST DUE 09/15/2016	106,138.1400	*	112,518
	LB- UBS COMMERCIAL MORTGAGE TRUST DUE 09/15/2045	123,425.1900	*	102,215
	LB- UBS COMMERCIAL MORTGAGE TRUST DUE 09/15/2045	123,425.1900	*	102,215
	LB- UBS COMMERCIAL MORTGAGE TRUST DUE 10/17/2016	51,889.7600	*	5,863
	LOWES COMPANIES INC. DUE 04/15/2016	8,158.1000	*	8,332
	MERRILL LYNCH & CO INC. DUE 05/16/2016	6,773.3300	*	7,226
	MICROSOFT CORPORATION DUE 09/25/2015	26,972.9200	*	27,340
	MICROSOFT CORPORATION DUE 11/15/2017	19,055.6400	*	18,900
**	MORGAN STANLEY BAML TRUST DUE 01/15/2019	150,518.5200	*	134,254
**	MORGAN STANLEY BAML TRUST DUE 11/15/2018	111,383.7100	*	99,746
**	MORGAN STANLEY CAPITAL I TRUST DUE 07/12/2044	29,335.6400	*	30,959
**	MORGAN STANLEY CAPITAL I TRUST DUE 10/15/2042	29,163.9900	*	30,115
**	MORGAN STANLEY DUE 04/01/2018	15,744.2400	*	18,207
	NIPPON TELEGRAPH AND TELEPHONE DUE 07/18/2017	8,398.9300	*	8,433
	NISSAN AUTO RECEIVABLES OWNER DUE 10/17/2016	11,551.3000	*	11,553
	NISSAN AUTO RECEIVABLES OWNER TRUST DUE 05/15/2017	150,518.5200	*	150,198
	NISSAN AUTO RECEIVABLES OWNER TRUST DUE 08/15/2018	45,155.5600	*	45,068
	NISSAN AUTO RECEIVABLES OWNER TRUST DUE 08/17/2015	35,379.3800	*	16,377
	NOVARTIS CAPITAL CORP DUE 04/24/2015	13,486.4600	*	13,665
	ONCOR ELECTRIC DELIVERY DUE 05/16/2016	23,586.2500	*	10,663
	ONTARIO (PROVINCE OF) DUE 06/16/2015	16,195.7900	*	16,387
	PETROBRAS INTERNATIONAL FINANCIAL DUE 02/06/2017	4,726.2800	*	4,592
	PHILIP MORRIS INTERNATIONAL INC. DUE 01/15/2019	23,661.5100	*	23,745
	PNC FUNDING CORPORATION DUE 09/19/2016	15,503.4100	*	16,046
	QUEBEC (PROVINCE OF) DUE 03/01/2016	13,727.2900	*	14,661
	QWEST CORP DUE 06/01/2017	1,776.1200	*	1,953
	RABOBANK NEDERLAND (NY BRANCH) DUE 01/14/2019	22,577.7800	*	23,003
	RABOBANK NEDERLAND (NY BRANCH) DUE 01/19/2017	5,328.3600	*	5,642
	RABOBANK NEDERLAND (NY BRANCH) DUE 03/19/2018	10,536.3000	*	10,577
	RIO TINTO FINANCE USA PLC DUE 06/17/2016	24,384.0000	*	24,513
	ROYAL BANK OF CANADA DUE 01/16/2018	22,577.7800	*	22,626
	ROYAL BANK OF CANADA DUE 10/21/2019	15,051.8500	*	17,688
	ROYAL BANK OF CANADA DUE 10/30/2015	14,329.3600	*	14,386
	SANTANDER DRIVE AUTO RECEIVABLES TRUST DUE 02/15/2019	30,103.7000	*	30,144
	SENIOR HOUSING PROPERTIES TRUST DUE 05/01/2019	15,051.8500	*	15,241
	SHELL INTERNATIONAL FINANCE BV DUE 11/15/2018	23,480.8900	*	23,723
	SIMON PROPERTY GROUP LP DUE 02/02/2019	12,041.4800	*	12,226
	STATE STREET CORPORATION DUE 03/07/2016	4,967.1100	*	5,135
	STATOIL ASA DUE 11/08/2018	30,103.7000	*	30,211
	TORONTO-DOMINION BANK DUE 10/19/2016	8,158.1000	*	8,389
	TORONTO-DOMINION BANK DUE 11/05/2019	30,103.7000	*	30,303
	TOTAL CAPITAL SA DUE 06/24/2015	21,644.5600	*	21,913
	TOTAL SA DUE 08/12/2016	4,033.9000	*	4,060
	TOYOTA MOTOR CREDIT CORP DUE 06/17/2015	24,384.0000	*	24,721
	UNITED TECHNOLOGIES CORPORATION DUE 06/01/2017	5,328.3600	*	5,409
	UNITEDHEALTHCARE INC. DUE 10/15/2015	6,743.2300	*	6,776
	US BANCORP DUE 11/16/2016	5,328.3600	*	5,455
	US BANK NA/CINCINNATI DUE 09/11/2017	15,051.8500	*	15,134
	US BANK NA/CINCINNATI DUE 10/28/2019	15,051.8500	*	15,069
	VALE OVERSEAS LIMITED DUE 01/23/2017	6,863.6400	*	7,516
	VIACOM INC. DUE 09/01/2018	2,378.1900	*	2,421
	WACHOVIA CORPORATION DUE 02/01/2018	3,793.0700	*	4,341
	WALLS FARGO & COMPANY DUE 06/02/2017	30,103.7000	*	29,985
	WAL-MART STORES INC DUE 04/21/2017	30,103.7000	*	30,110
	WALT DISNEY COMPANY (THE) DUE 08/16/2016	6,020.7400	*	6,110
	WATSON PHARMACEUTICALS INC. DUE 10/01/2017	5,087.5300	*	5,095
	WEATHERFORD INTERNATIONAL INC. DUE 06/15/2017	2,709.3300	*	2,906
	WELLPOINT INC. DUE 01/15/2018	2,257.7800	*	2,278
	WORLD FINANCIAL NETWORK CREDIT CARD MASTER TRUST DUE 04/17/2023	30,103.7000	*	29,970
	WORLD OMNI AUTO RECEIVABLES TRUST DUE 01/15/2015	47,172.5000	*	3,754
	TOTAL CORPORATE DEBT - OTHER			**77,244,736**

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

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2014

EIN: **75-1151701**
PLAN #: **001**

(a)	(b) Identity of issuer, borrower, lessor, or similar party		(c) Description of investment including maturity date, rate of interest, collateral, par, maturity value, etc.	(d) Cost	(e) Current Value
	CORPORATE STOCKS - COMMON:				
	ACTELION LTD ADR USD	00507G102	5,185.0000	156,497	148,550
	AIRBUS GROUP NV ADR USD	9279100	17,910.0000	299,007	221,009
	ANGLO AMERICAN PLC ADR USD	03485P201	13,300.0000	150,223	121,163
	ANHEUSER-BUSCH INBEV NV ADR USD	03524A108	7,665.0000	477,682	860,933
	ASHTEAD GROUP PLC ADR USD	45055100	4,185.0000	263,440	300,106
	ASSA ABLOY AB ADR USD	45387107	16,820.0000	177,313	446,403
	ASSOCIATED BRITISH FOODS PLC ADR USD	45519402	5,290.0000	134,340	258,877
	ATLANTIA SPA ADR USD	48173108	24,306.0000	225,041	281,220
	BAYER AG ADR USD	72730302	4,995.0000	379,806	683,516
	BAYERISCHE MOTOREN WERKE AG ADR USD	72743206	5,900.0000	180,941	210,158
	BG GROUP PLC ADR USD	55434203	13,970.0000	273,048	186,639
	BHP BILLITON LTD ADR USD	88606108	5,820.0000	397,357	275,402
	BNP PARIBAS SA ADR USD	05565A202	16,895.0000	487,750	496,375
	BRITISH AMERICAN TOBACCO PLC ADR USD	110448107	5,220.0000	384,501	562,820
	CARLSBERG A/S ADR USD	142795202	10,150.0000	219,607	156,209
	CIE FINANCIERE RICHEMONT SA ADR USD	204319107	31,845.0000	300,085	282,465
	DAIKIN INDUSTRIES LTD ADR USD	23381B106	3,535.0000	345,523	456,722
	DAIWA HOUSE INDUSTRY CO LTD ADR USD	234062206	23,950.0000	460,249	453,853
	FRESENIUS SE & CO KGAA ADR USD	35804M105	25,462.0000	326,930	330,242
	INFORMA PLC ADR USD	45672B305	21,945.0000	293,543	324,567
	JAPAN TOBACCO INC ADR USD	471105205	16,140.0000	261,876	221,602
	KDDI CORP ADR USD	48667L106	33,065.0000	478,022	522,427
	KOMATSU LTD ADR USD 50	500458401	11,335.0000	321,661	251,070
	KONINKLIJKE KPN NV ADR USD	780641205	64,105.0000	213,563	198,726
	LLOYDS BANKING GROUP PLC ADR USD	539439109	103,595.0000	367,933	480,681
	MAKITA CORP ADR USD	560877300	6,940.0000	371,905	312,647
	MEDIOLANUM SPA ADR USD	58502L104	18,290.0000	272,702	233,929
	NOVARTIS AG ADR USD	66987V109	10,710.0000	576,597	992,389
	NOVO NORDISK A/S ADR USD	670100205	9,585.0000	318,834	405,637
	NXP SEMICONDUCTORS NV COMMON STOCK USD	N6596X109	2,990.0000	217,222	228,436
	PRUDENTIAL PLC ADR USD	74435K204	15,970.0000	378,416	737,335
	RED ELECTRICA CORP SA ADR USD	756568101	12,810.0000	135,122	222,638
	REXAM PLC ADR USD	761655604	9,805.0000	286,791	341,606
	ROGERS COMMUNICATIONS INC COMMON STOCK CAD 0	775109200	9,395.0000	339,024	365,090
	ROLLS-ROYCE HOLDINGS PLC ADR USD	775781206	4,875.0000	441,056	327,551
	ROYAL DUTCH SHELL PLC ADR USD	780259206	6,645.0000	436,089	444,883
	RYANAIR HOLDINGS PLC ADR USD	783513104	5,620.0000	158,969	400,537
	RYOHIN KEIKAKU CO LTD ADR USD	78392U105	6,945.0000	157,056	171,889
	SAMPO OYJ ADR USD	79588J102	15,580.0000	195,665	363,871
	SANDS CHINA LTD ADR USD	80007R105	4,640.0000	224,036	228,497
	SEVEN & I HOLDINGS CO LTD ADR USD	81783H105	23,940.0000	388,855	431,638
	SHIRE PLC ADR USD	82481R106	1,610.0000	310,167	342,189
	SIGNET JEWELERS LTD COMMON STOCK USD 0.18	G81276100	2,025.0000	135,881	266,429
	SOFTBANK CORP ADR USD	83404D109	15,980.0000	589,009	474,606
	SUMITOMO MITSUI FINANCIAL GROUP INC ADR USD	86562M209	66,597.0000	557,051	484,826
	SUMITOMO MITSUI TRUST HOLDINGS INC ADR USD	86562X106	38,000.0000	194,140	143,260
	SWATCH GROUP AG/THE ADR USD	870123106	7,520.0000	167,991	166,380
	SWEDBANK AB ADR USD	870195104	18,635.0000	406,055	464,144
	TEVA PHARMACEUTICAL INDUSTRIES LTD ADR USD	881624209	11,050.0000	581,986	635,486
	UNILEVER PLC ADR USD	904767704	6,085.0000	172,204	246,321
	VALEO SA ADR USD	919134304	5,755.0000	182,710	356,407
	WOLSELEY PLC ADR USD	977868306	56,540.0000	197,050	325,105
	WOLTERS KLUWER NV ADR USD	977874205	8,120.0000	227,119	247,660
	AARON'S INC COMMON STOCK USD 0.5	2535300	2,163.0000	36,463	66,123
	AECOM COMMON STOCK USD 0.01	00766T100	10,822.0000	232,187	328,664
	AIR METHODS CORP COMMON STOCK USD 0.06	9128307	7,271.0000	180,201	320,142
	AIRCASTLE LTD COMMON STOCK USD 0.01	G0129K104	2,783.0000	45,600	59,473
	ALLSTATE CORP/THE COMMON STOCK USD 0.01	20002101	9,200.0000	229,598	646,300
	ALTRA INDUSTRIAL MOTION CORP	02208R106	3,800.0000	125,979	107,882
	AMSURG CORP COMMON STOCK USD 0	03232P405	6,755.0000	344,344	369,701
	ANN INC COMMON STOCK USD 0.0068	35623107	1,700.0000	51,797	62,016
	ARGO GROUP INTERNATIONAL HOLDINGS LTD COMMON STOCK	G0464B107	3,141.0000	112,773	174,231
	ASHLAND INC COMMON STOCK USD 0.01	44209104	5,300.0000	497,695	634,728
	ASPEN INSURANCE HOLDINGS LTD COMMON STOCK USD	G05384105	3,700.0000	96,073	161,949
	ASSOCIATED ESTATES REALTY CORP REIT USD 0	45604105	6,600.0000	102,142	153,186
	ASSURANT INC COMMON STOCK USD 0.01	04621X108	2,750.0000	79,514	188,183
	ATLAS AIR WORLDWIDE HOLDINGS INC COMMON STOCK USD	49164205	2,900.0000	111,390	142,970
	AVALONBAY COMMUNITIES INC REIT USD 0.01	53484101	1,900.0000	226,970	310,441
	AXIALL CORP COMMON STOCK USD 0.01	05463D100	2,200.0000	96,219	93,434
	BANCFIRST CORP COMMON STOCK USD 1	05945F103	500.0000	21,338	31,695
	BBCN BANCORP INC COMMON STOCK USD 0.001	73295107	4,833.0000	42,651	69,499
	BEL FUSE INC COMMON STOCK USD 0.1	77347300	800.0000	16,049	21,872
	BELDEN INC COMMON STOCK USD 0.01	77454106	1,650.0000	48,115	130,037
	BEMIS CO INC COMMON STOCK USD 0.1	81437105	2,801.0000	82,617	126,633
	BERKSHIRE HILLS BANCORP INC COMMON STOCK USD 0.01	84680107	1,000.0000	28,348	26,660
	BIG LOTS INC COMMON STOCK USD 0.01	89302103	2,200.0000	72,315	88,044

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

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	BIOMED REALTY TRUST INC REIT USD 0.01	09063H107	5,126.0000	85,731	110,414
	BRAVO BRIO RESTAURANT GROUP INC COMMON STOCK USD 0	10567B109	1,912.0000	28,951	26,596
	BROOKFIELD RESIDENTIAL PROPERTIES INC COMMON STOCK	11283W104	6,500.0000	85,517	156,390
	BRUNSWICK CORP/DE COMMON STOCK USD 0.75	117043109	13,076.0000	338,047	670,276
	CABOT CORP COMMON STOCK USD 1	127055101	2,373.0000	72,815	104,080
	CACI INTERNATIONAL INC COMMON STOCK USD 0.1	127190304	1,400.0000	65,173	120,652
	CAPSTEAD MORTGAGE CORP REIT USD 0.01	14067E506	10,300.0000	129,674	126,484
	CAREFUSION CORP COMMON STOCK 0.01	14170T101	4,700.0000	177,374	278,898
	CARLISLE COS INC COMMON STOCK USD 1	142339100	195.0000	6,764	17,597
	CARRIZO OIL & GAS INC COMMON STOCK USD 0.01	144577103	2,400.0000	82,328	99,840
	CATHAY GENERAL BANCORP COMMON STOCK USD 0.01	149150104	2,563.0000	40,054	65,587
	CBL & ASSOCIATES PROPERTIES INC REIT USD 0.01	124830100	14,300.0000	316,053	277,706
	CHECKPOINT SYSTEMS INC COMMON STOCK USD 0.1	162825103	5,600.0000	84,398	76,888
	CHICO'S FAS INC COMMON STOCK USD 0.01	168615102	4,894.0000	40,898	79,332
	CIT GROUP INC COMMON STOCK USD 0.01	125581801	7,300.0000	315,065	349,159
	COMMERCE BANCSHARES INC/MO COMMON STOCK USD 5	200525103	2,410.8000	85,029	104,846
	COMPUTER SCIENCES CORP COMMON STOCK USD 1	205363104	8,787.0000	342,743	554,020
	CONVERGYS CORP COMMON STOCK USD 0	212485106	12,621.0000	156,161	257,090
	COVANCE INC COMMON STOCK EUR 0.01	222816100	2,135.0000	80,901	221,698
	CRA INTERNATIONAL INC COMMON STOCK USD 0	12618T105	1,451.0000	37,131	43,994
	CUSTOMERS BANCORP INC COMMON STOCK USD 1	23204G100	1,760.0000	27,010	34,250
	CVB FINANCIAL CORP COMMON STOCK USD 0	126600105	7,211.0000	65,197	115,520
	CYS INVESTMENTS INC REIT USD 0.01	12673A108	16,212.0000	191,006	141,369
	DANA HOLDING CORP COMMON STOCK USD 0.01	235825205	38,005.0000	697,129	826,229
	DARDEN RESTAURANTS INC COMMON STOCK USD 0	237194105	8,100.0000	353,787	474,903
	DELPHI AUTOMOTIVE PLC COMMON STOCK USD 0.01	G27823106	4,300.0000	211,105	312,696
	DOVER CORP COMMON STOCK USD 1	260003108	4,050.0000	237,457	290,466
	DR HORTON INC COMMON STOCK USD 0.01	23331A109	11,400.0000	270,983	288,306
	DUKE REALTY CORP REIT USD 0.01	264411505	15,833.0000	213,831	319,827
	DUPONT FABROS TECHNOLOGY INC REIT USD 0.001	26613Q106	8,000.0000	202,175	265,920
	EL PASO ELECTRIC CO COMMON STOCK USD 0	283677854	5,198.0000	101,353	208,232
	ENDURANCE SPECIALTY HOLDINGS LTD COMMON STOCK USD	G30397106	9,100.0000	354,931	544,544
	ENERGEN CORP COMMON STOCK USD 0.01	29265N108	1,600.0000	66,357	102,016
	ENERSYS COMMON STOCK USD 0.01	29275Y102	5,476.0000	205,771	337,979
	ENSIGN GROUP INC/THE COMMON STOCK USD 0.001	29358P101	2,342.0000	37,080	103,961
	EPR PROPERTIES REIT USD 0.01	26884U109	4,200.0000	190,090	242,046
	EQUITY LIFESTYLE PROPERTIES INC REIT USD 0.01	29472R108	2,416.0000	78,786	124,545
	FAIR ISAAC CORP COMMON STOCK USD 0.01	303250104	2,029.0000	87,080	146,697
	FIRST MERCHANTS CORP COMMON STOCK USD 0	320817109	2,600.0000	54,389	59,150
	FIRST MIDWEST BANCORP INC/IL COMMON STOCK USD 0.01	320867104	7,733.0000	85,732	132,312
	FNB CORP/PA COMMON STOCK USD 0.01	302520101	6,091.0000	37,464	81,132
	FNF GROUP TRACKING STK USD 0.0001	31620R303	9,200.0000	280,693	316,940
	FULTON FINANCIAL CORP COMMON STOCK USD 2.5	360271100	8,200.0000	86,585	101,352
	G&K SERVICES INC COMMON STOCK USD 0.5	361268105	600.0000	19,527	42,510
	GENERAL CABLE CORP COMMON STOCK USD 0.01	369300108	6,479.0000	166,177	96,537
	GENESCO INC COMMON STOCK USD 1	371532102	242.0000	18,394	18,542
	GERMAN AMERICAN BANCORP INC COMMON STOCK USD 0	373865104	1,100.0000	29,901	33,572
	GLOBAL PAYMENTS INC COMMON STOCK USD 0	37940X102	2,200.0000	80,871	177,606
	GRAN TIERRA ENERGY INC COMMON STOCK USD 0.001	38500T101	7,704.0000	36,803	29,660
	GREAT PLAINS ENERGY INC COMMON STOCK USD 0	391164100	10,600.0000	218,565	301,146
	GREATBATCH INC COMMON STOCK USD 0.001	39153L106	1,470.0000	33,238	72,471
	HANGER INC COMMON STOCK USD 0.01	41043F208	7,000.0000	173,365	153,300
	HARSCO CORP COMMON STOCK USD 1.25	415864107	8,975.0000	188,462	169,538
	HARTE-HANKS INC COMMON STOCK USD 1	416196103	6,000.0000	32,823	46,440
	HCC INSURANCE HOLDINGS INC COMMON STOCK USD 1	404132102	8,550.0000	238,844	457,596
	HERCULES TECHNOLOGY GROWTH CAPITAL INC COMMON	427096508	1,600.0000	17,717	23,808
	HILL-ROM HOLDINGS INC COMMON STOCK USD 0	431475102	1,706.0000	48,562	77,828
	HORACE MANN EDUCATORS CORP COMMON STOCK USD 0.001	440327104	2,300.0000	67,977	76,314
	HUNTINGTON INGALLS INDUSTRIES INC COMMON STOCK USD	446413106	2,404.0000	119,176	270,354
	INSIGHT ENTERPRISES INC COMMON STOCK USD 0.01	45765U103	3,050.0000	29,664	78,965
	INTEGRATED DEVICE TECHNOLOGY INC COMMON STOCK USD	458118106	18,479.0000	136,435	362,188
	KENNAMETAL INC COMMON STOCK USD 1.25	489170100	2,100.0000	51,465	75,159
	KEYSIGHT TECHNOLOGIES INC COMMON STOCK USD	49338L103	8,100.0000	278,713	273,537
	LAKELAND FINANCIAL CORP COMMON STOCK USD 0	511656100	1,400.0000	29,470	60,858
	LEXMARK INTERNATIONAL INC COMMON STOCK USD 0.01	529771107	1,600.0000	41,597	66,032
	LIFE TIME FITNESS INC COMMON STOCK USD 0.02	53217R207	2,017.0000	63,566	114,203
	LINCOLN NATIONAL CORP COMMON STOCK USD 0	534187109	10,467.0000	222,648	603,632
	LINNCO LLC COMMON STOCK USD	535782106	1,784.0000	38,163	18,500
	M&T BANK CORP COMMON STOCK USD 0.5	55261F104	3,300.0000	326,664	414,546
	MATERION CORP COMMON STOCK USD 0	576690101	2,043.0000	56,762	71,975
	MB FINANCIAL INC COMMON STOCK USD 0.01	55264U108	2,350.0000	48,816	77,221
	MFA FINANCIAL INC REIT USD 0.01	55272X102	39,300.0000	302,784	314,007
	MICROSEMI CORP COMMON STOCK USD 0.2	595137100	4,100.0000	102,076	116,358
	MINERALS TECHNOLOGIES INC COMMON STOCK USD 0.1	603158106	1,800.0000	44,977	125,010
	MOOG INC COMMON STOCK USD 1	615394202	2,031.0000	60,186	150,355
	MURPHY OIL CORP COMMON STOCK USD 1	626717102	5,200.0000	258,546	262,704
	MYERS INDUSTRIES INC COMMON STOCK USD 0	628464109	3,200.0000	51,227	56,320

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

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2014

EIN: 75-1151701
PLAN #: 001

(a)	(b) Identity of issuer, borrower, lessor, or similar party		(c) Description of investment including maturity date, rate of interest, collateral, par, maturity value, etc.	(d) Cost	(e) Current Value
	NAVIGANT CONSULTING INC COMMON STOCK USD 0.001	63935N107	4,857.0000	63,561	74,652
	NEENAH PAPER INC COMMON STOCK USD 0.01	640079109	512.0000	16,153	30,858
	NORDSTROM INC COMMON STOCK USD 0	655664100	7,100.0000	407,381	563,669
	NORTHROP GRUMMAN CORP COMMON STOCK USD 1	666807102	835.0000	45,344	123,071
	OLD DOMINION FREIGHT LINE INC COMMON STOCK USD 0.1	679580100	184.0000	7,541	14,286
	OMEGA HEALTHCARE INVESTORS INC REIT USD 0.1	681936100	3,300.0000	90,892	128,931
	OWENS-ILLINOIS INC COMMON STOCK USD 0.01	690768403	13,800.0000	404,709	372,462
	PANTRY INC/THE COMMON STOCK 0.01	698657103	3,200.0000	51,814	118,592
	PARK-OHIO HOLDINGS CORP COMMON STOCK USD 1	700666100	1,567.0000	86,680	98,768
	PEP BOYS-MANNY MOE & JACK/THE COMMON STOCK USD 1	713278109	8,800.0000	96,148	86,416
	PG&E CORP COMMON STOCK USD 0	69331C108	8,900.0000	370,646	473,836
	PIER 1 IMPORTS INC COMMON STOCK USD 0.001	720279108	8,300.0000	105,316	127,820
	PINNACLE FINANCIAL PARTNERS INC COMMON STOCK USD 1	72346Q104	2,025.0000	70,250	80,069
	PINNACLE WEST CAPITAL CORP COMMON STOCK USD 0	723484101	7,450.0000	276,006	508,910
	PLANTRONICS INC COMMON STOCK USD 0.01	727493108	4,100.0000	166,236	217,382
	PROGRESS SOFTWARE CORP COMMON STOCK USD 0.01	743312100	4,098.0000	73,815	110,728
	PROSPERITY BANCSHARES INC COMMON STOCK USD 1	743606105	2,057.0000	74,926	113,876
	PROVIDENCE SERVICE CORP/THE COMMON STOCK USD 0.001	743815102	3,900.0000	105,904	142,116
	PTC INC COMMON STOCK USD 0.01	69370C100	2,818.0000	44,835	103,280
	QEP RESOURCES INC COMMON STOCK USD 0.01	74733V100	8,150.0000	213,281	164,793
	RED ROBIN GOURMET BURGERS INC COMMON STOCK USD	75689M101	1,800.0000	108,627	138,555
	REINSURANCE GROUP OF AMERICA INC COMMON STOCK USD	759351604	1,350.0000	47,686	118,287
	REPUBLIC SERVICES INC COMMON STOCK USD 0.01	760759100	3,600.0000	124,982	144,900
	RUSH ENTERPRISES INC COMMON STOCK USD 0.01	781846209	2,200.0000	70,433	70,510
	RYDER SYSTEM INC COMMON STOCK USD 0.5	783549108	1,200.0000	44,093	111,420
	S&T BANCORP INC COMMON STOCK USD 2.5	783859101	2,000.0000	35,983	59,620
	SEACOR HOLDINGS INC COMMON STOCK USD 0.01	811904101	3,400.0000	259,330	250,954
	SONOCO PRODUCTS CO COMMON STOCK USD 0	835495102	4,962.0000	142,662	216,839
	SPARTANNASH CO COMMON STOCK USD 0	847215100	4,930.0000	84,022	128,870
	STAG INDUSTRIAL INC REIT USD 0.01	85254J102	9,527.0000	163,218	233,412
	STANDEX INTERNATIONAL CORP COMMON STOCK USD 1.5	854231107	2,459.0000	49,348	189,982
	STEELCASE INC COMMON STOCK USD 0	858155203	30,650.0000	306,388	550,168
	STERIS CORP COMMON STOCK USD 0	859152100	2,100.0000	54,515	136,185
	STOCK YARDS BANCORP INC COMMON STOCK USD 0	861025104	1,992.0000	51,795	66,413
	SYKES ENTERPRISES INC COMMON STOCK USD 0.01	871237103	3,789.0000	57,708	88,928
	TCF FINANCIAL CORP COMMON STOCK USD 0.01	872275102	19,919.0000	265,221	316,513
	TCP CAPITAL CORP COMMON STOCK USD 0.001	87238Q103	4,900.0000	78,451	82,222
	TIDEWATER INC COMMON STOCK USD 0.1	886423102	2,800.0000	128,109	90,748
	TOMPKINS FINANCIAL CORP COMMON STOCK USD 0.1	890110109	500.0000	20,096	27,650
	TRANSDIGM GROUP INC COMMON STOCK USD 0.01	893641100	2,169.0000	167,242	425,883
	UGI CORP COMMON STOCK USD 0	902681105	4,050.0000	72,635	153,819
	UNITED STATIONERS INC COMMON STOCK USD 0.1	913004107	5,940.0000	140,602	250,430
	UNIVERSAL HEALTH SERVICES INC COMMON STOCK USD	913903100	1,250.0000	139,650	139,075
	VECTREN CORP COMMON STOCK USD 0	92240G101	4,900.0000	132,551	226,527
	VIAD CORP COMMON STOCK USD 1.5	92552R406	2,610.0000	68,188	69,583
	WADDELL & REED FINANCIAL INC COMMON STOCK USD 0.01	930059100	2,250.0000	59,492	112,095
	WATTS WATER TECHNOLOGIES INC COMMON STOCK USD 0.1	942749102	1,800.0000	102,406	114,192
	WERNER ENTERPRISES INC COMMON STOCK USD 0.01	950755108	18,246.0000	369,273	568,363
	WSFS FINANCIAL CORP COMMON STOCK USD 0.01	929328102	1,100.0000	61,738	84,579
	WYNDHAM WORLDWIDE CORP COMMON STOCK USD 0.01	98310W108	5,500.0000	210,965	471,680
	3M CO COMMON STOCK USD 0.01	88579Y101	8,400.0000	706,352	1,380,288
	AMERICAN EXPRESS CO COMMON STOCK USD 0.2	25816109	12,900.0000	533,242	1,200,216
	BALL CORP COMMON STOCK USD 0	58498106	10,000.0000	432,039	681,700
	BANK OF AMERICA CORP COMMON STOCK USD 0.01	60505104	52,100.0000	1,650,223	932,069
	BAXTER INTERNATIONAL INC COMMON STOCK USD 1	71813109	21,000.0000	1,130,611	1,539,090
	BECTON DICKINSON AND CO COMMON STOCK USD 1	75887109	11,600.0000	1,002,680	1,614,256
	BERKSHIRE HATHAWAY INC COMMON STOCK USD 0.0033	84670702	7,100.0000	653,969	1,066,065
	CARDINAL HEALTH INC COMMON STOCK USD 0	14149Y108	16,700.0000	655,054	1,348,191
	CARNIVAL CORP COMMON STOCK USD 0.01	143658300	43,200.0000	1,560,067	1,958,256
	CHEVRON CORP COMMON STOCK USD 0.75	166764100	12,140.0000	1,118,870	1,361,865
	COLGATE-PALMOLIVE CO COMMON STOCK USD 1	194162103	9,900.0000	326,577	684,981
	CROWN HOLDINGS INC COMMON STOCK USD 5	228368106	45,100.0000	1,958,842	2,295,590
	DEVON ENERGY CORP COMMON STOCK USD 0.1	25179M103	23,600.0000	1,496,448	1,444,556
	DIAGEO PLC ADR USD	25243Q205	7,300.0000	542,128	832,857
	DONALDSON CO INC COMMON STOCK USD 5	257651109	5,400.0000	202,574	208,602
	EATON CORP PLC COMMON STOCK USD 0.01	G29183103	15,600.0000	948,186	1,060,176
	EXXON MOBIL CORP COMMON STOCK USD 0	30231G102	17,260.0000	1,219,741	1,595,687
	FISERV INC COMMON STOCK USD 0.01	337738108	20,200.0000	380,837	1,433,594
	FNF GROUP TRACKING STK USD 0.0001	31620R303	47,600.0000	1,315,066	1,639,820
	GILDAN ACTIVEWEAR INC COMMON STOCK CAD 0	375916103	26,000.0000	1,398,050	1,470,300
	HENKEL AG & CO KGAA ADR USD 0	42550U109	9,600.0000	364,380	926,400
	JOHNSON & JOHNSON COMMON STOCK USD 1	478160104	17,000.0000	1,111,650	1,777,690
**	JPMORGAN CHASE & CO COMMON STOCK USD 1	46625H100	32,000.0000	1,257,837	2,002,560
	KOHL'S CORP COMMON STOCK USD 0.01	500255104	27,700.0000	1,340,299	1,690,808
	LABORATORY CORP OF AMERICA HOLDINGS COMMON STOCK	50540R409	17,100.0000	1,638,796	1,845,090
	MCDONALD'S CORP COMMON STOCK USD 0.01	580135101	16,100.0000	943,338	1,508,570
	NOBLE ENERGY INC COMMON STOCK USD 0.01	655044105	15,300.0000	970,803	725,679

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

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2014

EIN: 75-1151701
PLAN #: 001

(a)	(b) Identity of issuer, borrower, lessor, or similar party		(c) Description of investment including maturity date, rate of interest, collateral, par, maturity value, etc.	(d) Cost	(e) Current Value
	OMNICOM GROUP INC COMMON STOCK USD 0.15	681919106	25,800.0000	1,244,708	1,998,726
	PARKER-HANNIFIN CORP COMMON STOCK USD 0.5	701094104	12,700.0000	1,241,644	1,637,665
	PHILIP MORRIS INTERNATIONAL INC COMMON STOCK USD 0	718172109	20,000.0000	1,625,013	1,629,000
	PNC FINANCIAL SERVICES GROUP INC/THE COMMON STOCK	693475105	15,500.0000	792,796	1,414,065
	PROCTER & GAMBLE CO/THE COMMON STOCK USD 0	742718109	14,100.0000	966,492	1,284,369
	PROGRESSIVE CORP/THE COMMON STOCK USD 1	743315103	70,500.0000	1,569,690	1,902,795
	QUALCOMM INC COMMON STOCK USD 0.0001	747525103	19,500.0000	1,467,640	1,449,435
	RENAISSANCERE HOLDINGS LTD COMMON STOCK USD 1	G7496G103	19,900.0000	1,854,237	1,934,678
	ROCK-TENN CO COMMON STOCK USD 0.01	772739207	11,100.0000	369,338	676,878
	STATE STREET CORP COMMON STOCK USD 1	857477103	32,000.0000	1,604,812	2,512,000
	TWENTY-FIRST CENTURY FOX INC COMMON STOCK USD 0.01	90130A101	42,200.0000	1,332,614	1,620,691
	UNILEVER NV NY REG SHRS USD	904784709	36,600.0000	1,414,777	1,428,864
	UNITED PARCEL SERVICE INC COMMON STOCK USD 0.01	911312106	16,900.0000	1,201,901	1,878,773
	UNITEDHEALTH GROUP INC COMMON STOCK USD 0.01	91324P102	16,100.0000	1,004,379	1,627,549
	WELLS FARGO & CO COMMON STOCK USD 1.666	949746101	41,600.0000	1,218,191	2,280,512
	WESTERN UNION CO/THE COMMON STOCK USD 0.01	959802109	72,200.0000	1,175,004	1,293,102
	WILLIS GROUP HOLDINGS PLC COMMON STOCK USD	G96666105	22,300.0000	798,982	999,263
	WORLD FUEL SERVICES CORP COMMON STOCK USD 0.01	981475106	19,600.0000	819,957	919,828
	ADVANCE AUTO PARTS INC COMMON STOCK USD 0.0001	00751Y106	1,276.0000	155,214	203,241
	AKAMAI TECHNOLOGIES INC COMMON STOCK USD 0.01	00971T101	3,140.0000	148,281	197,694
	ALKERMES PLC COMMON STOCK USD 0.01	G01767105	4,650.0000	144,055	272,304
	ALLIANCE DATA SYSTEMS CORP COMMON STOCK USD 0.01	18581108	930.0000	103,204	266,027
	ALLIED WORLD ASSURANCE COMPANYHOLDINGS AG	H01531104	2,170.0000	57,981	82,286
	ALLSCRIPTS HEALTHCARE SOLUTIONS INC COMMON STOCK	01988P108	4,850.0000	83,888	61,935
	AMERICAN AIRLINES GROUP INC COMMON STOCK USD 0.01	02376R102	5,870.0000	197,431	314,808
	AMPHENOL CORP COMMON STOCK USD 0.001	32095101	4,620.0000	170,034	248,602
	AON PLC COMMON STOCK USD 0.01	G0408V102	1,700.0000	138,401	161,211
	ARTHUR J GALLAGHER & CO COMMON STOCK USD 1	363576109	2,720.0000	95,424	128,058
	AVAGO TECHNOLOGIES LTD NPV	Y0486S104	2,380.0000	103,705	239,404
	BIOMARIN PHARMACEUTICAL INC COMMON STOCK USD 0.001	09061G101	1,218.0000	106,117	110,107
	BRIGHT HORIZONS FAMILY SOLUTIONS INC COMMON STOCK	109194100	2,410.0000	92,579	113,294
	BROWN-FORMAN CORP COMMON STOCK USD 0.15	115637209	1,655.0000	105,767	145,375
	BRUNSWICK CORP/DE COMMON STOCK USD 0.75	117043109	3,575.0000	165,822	183,255
	CABOT OIL & GAS CORP COMMON STOCK USD 0.1	127097103	2,380.0000	58,409	70,472
	CADENCE DESIGN SYSTEMS INC COMMON STOCK USD 0.01	127387108	12,055.0000	170,889	228,683
	CARRIZO OIL & GAS INC COMMON STOCK USD 0.01	144577103	4,160.0000	204,782	173,056
	CENTENE CORP COMMON STOCK USD 0.001	15135B101	2,500.0000	196,415	259,625
	CERNER CORP COMMON STOCK USD 0.01	156782104	2,030.0000	78,945	131,260
	CHIPOTLE MEXICAN GRILL INC COMMON STOCK USD 0.01	169656105	180.0000	62,937	123,212
	COGENT COMMUNICATIONS HOLDINGS COMMON STOCK USD	19239V302	3,940.0000	151,172	139,437
	CONTINENTAL RESOURCES INC/OK COMMON STOCK USD 0.01	212015101	2,820.0000	85,812	108,175
	COOPER COS INC/THE COMMON STOCK USD 0.1	216648402	1,429.0000	105,759	231,627
	COPART INC COMMON STOCK USD 0	217204106	4,271.0000	155,034	155,849
	CYTEC INDUSTRIES INC COMMON STOCK USD 0.01	232820100	2,840.0000	108,566	131,123
	DSW INC COMMON STOCK USD 0	23334L102	5,283.0000	166,614	197,056
	DUNKIN' BRANDS GROUP INC COMMON STOCK USD 0.001	265504100	2,390.0000	84,371	101,934
	E*TRADE FINANCIAL CORP COMMON STOCK USD 0.01	269246401	6,730.0000	127,260	163,236
	EAGLE MATERIALS INC COMMON STOCK USD 0.01	26969P108	2,059.0000	145,182	156,546
	ELECTRONIC ARTS INC COMMON STOCK USD 0.01	285512109	7,330.0000	180,998	344,620
	EP ENERGY CORP COMMON STOCK USD 0.01	268785102	4,600.0000	101,494	48,024
	FORTINET INC COMMON STOCK USD 0.001	3.50E+113	6,621.0000	156,695	203,000
	GARTNER INC COMMON STOCK USD 0.0005	366651107	1,840.0000	96,493	154,946
	GLOBAL PAYMENTS INC COMMON STOCK USD 0	37940X102	2,858.0000	199,278	230,726
	GNC HOLDINGS INC COMMON STOCK USD 0.001	36191G107	2,651.0000	114,475	124,491
	HAIN CELESTIAL GROUP INC/THE COMMON STOCK USD 0.01	405217100	3,028.0000	156,666	176,502
	HARLEY-DAVIDSON INC COMMON STOCK USD 0.01	412822108	1,410.0000	65,666	92,933
	HARMAN INTERNATIONAL INDUSTRIES INC COMMON STOCK	413086109	1,268.0000	136,760	135,308
	HUMANA INC COMMON STOCK USD 0.166	444859102	1,682.0000	220,299	241,586
	IHS INC COMMON STOCK USD 0.01	451734107	1,741.0000	198,081	198,265
	ILLUMINA INC COMMON STOCK USD 0.01	452327109	1,170.0000	70,137	215,959
	IMAX CORP COMMON STOCK USD 0	4.52E+113	4,743.0000	112,470	146,559
	INCYTE CORP COMMON STOCK USD 0.001	45337C102	3,270.0000	148,898	239,070
	JACK HENRY & ASSOCIATES INC COMMON STOCK USD 0.01	426281101	1,930.0000	69,131	119,930
	JB HUNT TRANSPORT SERVICES INC COMMON STOCK USD	445658107	1,924.0000	147,097	162,097
	KAR AUCTION SERVICES INC COMMON STOCK USD 0.01	48238T109	3,250.0000	59,749	112,613
	KIRBY CORP COMMON STOCK USD 0.1	497266106	970.0000	74,737	78,318
	L BRANDS INC COMMON STOCK USD 0.5	501797104	1,800.0000	120,524	155,790
	LAM RESEARCH CORP COMMON STOCK USD 0.001	512807108	2,390.0000	133,611	189,623
	LKQ CORP COMMON STOCK USD 0.01	501889208	7,050.0000	125,443	198,246
	LULULEMON ATHLETICA INC COMMON STOCK USD 0.005	550021109	1,665.0000	89,905	92,890
	MASTEC INC COMMON STOCK USD 0.1	576323109	3,672.0000	121,258	83,024
	MEAD JOHNSON NUTRITION CO COMMON STOCK USD 0.01	582839106	900.0000	85,415	90,486
	MEDIVATION INC COMMON STOCK USD 0.01	58501N101	1,492.0000	148,812	148,618
	MEDNAX INC COMMON STOCK USD 0.01	58502B106	2,850.0000	106,100	188,414
	MGM RESORTS INTERNATIONAL COMMON STOCK USD 0.01	552953101	3,602.0000	90,856	77,011
	MONSTER BEVERAGE CORP COMMON STOCK USD 0.005	611740101	800.0000	75,723	86,680
	MYLAN INC USD0.50	628530107	2,708.0000	108,625	152,650

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

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2014

EIN: 75-1151701
PLAN #: 001

(a)	(b) Identity of issuer, borrower, lessor, or similar party		(c) Description of investment including maturity date, rate of interest, collateral, par, maturity value, etc.	(d) Cost	(e) Current Value
	NETFLIX INC COMMON STOCK USD 0.001	64110L106	310.0000	114,944	105,899
	NXP SEMICONDUCTORS NV COMMON STOCK USD	N6596X109	3,510.0000	141,030	268,164
	O'REILLY AUTOMOTIVE INC COMMON STOCK USD 0.01	67103H107	940.0000	65,849	181,063
	PALL CORP COMMON STOCK USD 0.1	696429307	1,090.0000	60,842	110,319
	PERRIGO CO PLC COMMON STOCK USD 0	G97822103	1,900.0000	246,382	317,604
	RAYMOND JAMES FINANCIAL INC COMMON STOCK USD 0.01	754730109	5,343.0000	220,336	306,100
	ROPER INDUSTRIES INC COMMON STOCK USD 0.01	776696106	921.0000	137,329	143,998
	ROSS STORES INC COMMON STOCK USD 0.01	778296103	2,700.0000	204,448	254,502
	SANDISK CORP COMMON STOCK USD 0.001	80004C101	2,842.0000	249,951	278,459
	SHERWIN-WILLIAMS CO/THE COMMON STOCK USD 1	824348106	938.0000	131,333	246,732
	SIGNATURE BANK/NEW YORK NY COMMON STOCK USD 0.01	82669G104	1,341.0000	116,249	168,912
	SPIRIT AIRLINES INC COMMON STOCK USD 0.0001	848577102	2,984.0000	177,999	225,531
	SS&C TECHNOLOGIES HOLDINGS INC COMMON STOCK USD	78467J100	3,112.0000	155,538	182,021
	STARWOOD HOTELS & RESORTS WORLDWIDE INC COMMON	85590A401	2,630.0000	175,802	213,214
	STERICYCLE INC COMMON STOCK USD 0.01	858912108	870.0000	95,867	114,040
	SVB FINANCIAL GROUP COMMON STOCK USD 0.001	78486Q101	826.0000	97,952	95,874
	TIFFANY & CO COMMON STOCK USD 0.01	886547108	884.0000	60,009	94,464
	UNITED NATURAL FOODS INC COMMON STOCK USD 0.01	911163103	2,400.0000	152,671	185,580
	US SILICA HOLDINGS INC COMMON STOCK USD 0.01	9.03E+107	1,723.0000	72,718	44,264
	VF CORP COMMON STOCK USD 0	918204108	3,112.0000	146,503	233,089
	WABTEC CORP/DE COMMON STOCK USD 0.01	929740108	2,973.0000	215,994	258,324
	WESCO INTERNATIONAL INC COMMON STOCK USD 0.01	95082P105	905.0000	55,229	68,970
	WEX INC COMMON STOCK USD 0.01	96208T104	683.0000	47,410	67,562
	WISDOMTREE INVESTMENTS INC COMMON STOCK USD 0.01	97717P104	5,256.0000	79,707	82,388
	YELP INC COMMON STOCK USD 0.000001	985817105	990.0000	65,759	54,183
	ZYNGA INC COMMON STOCK USD 0.00000625	98986T108	12,630.0000	72,403	33,596
	ACE LTD COMMON STOCK USD 24.77	H0023R105	24,150.0000	1,915,226	2,774,352
	ALEXION PHARMACEUTICALS INC COMMON STOCK USD	15351109	8,087.0000	1,433,233	1,496,338
	ALLERGAN INC/UNITED STATES COMMON STOCK 0.01	18490102	8,560.0000	988,533	1,819,770
	AMAZON.COM INC COMMON STOCK USD 0.01	23135106	4,520.0000	1,053,163	1,402,782
	AMERICAN TOWER CORP REIT USD 0.01	03027X100	33,300.0000	2,466,403	3,291,705
	ARM HOLDINGS PLC ADR USD 0	42068106	42,345.0000	1,339,241	1,960,574
	ATHENAHEALTH INC COMMON STOCK USD 0.01	04685W103	15,320.0000	1,664,569	2,232,124
	BIOMARIN PHARMACEUTICAL INC COMMON STOCK USD 0.001	09061G101	22,830.0000	1,493,705	2,063,832
	CELGENE CORP COMMON STOCK USD 0.01	151020104	24,760.0000	1,552,304	2,769,654
	CERNER CORP COMMON STOCK USD 0.01	156782104	47,160.0000	1,920,857	3,049,366
	CHARLES SCHWAB CORP/THE COMMON STOCK USD 0.01	808513105	49,150.0000	760,283	1,483,839
	CHIPOTLE MEXICAN GRILL INC COMMON STOCK USD 0.01	169656105	2,740.0000	1,483,129	1,875,557
	COSTCO WHOLESALE CORP COMMON STOCK USD 0.005	22160K105	12,855.0000	1,332,695	1,822,196
	EQUINIX, INC.	29444U502	9,348.3200	1,880,022	2,119,545
	FACEBOOK INC COMMON STOCK USD 0.000006	30303M102	26,600.0000	1,995,992	2,075,332
	FASTENAL CO COMMON STOCK USD 0.01	311900104	22,760.0000	987,770	1,082,466
	GOOGLE INC-CL C	38259P706	6,239.0000	2,682,694	3,284,210
	ILLUMINA INC COMMON STOCK USD 0.01	452327109	12,100.0000	1,823,992	2,233,418
	LINKEDIN CORP COMMON STOCK USD 0.0001	53578A108	9,675.0000	1,308,661	2,222,444
	MEAD JOHNSON NUTRITION CO COMMON STOCK USD 0.01	582839106	20,370.0000	1,568,288	2,048,000
	OCEANEERING INTERNATIONAL INC COMMON STOCK USD	675232102	17,095.0000	1,032,194	1,005,357
	PRECISION CASTPARTS CORP COMMON STOCK USD 0	740189105	10,550.0000	1,896,750	2,541,284
	PRICELINE GROUP INC/THE COM USD	741503403	2,348.0000	1,787,883	2,677,213
	QUALCOMM INC COMMON STOCK USD 0.0001	747525103	26,970.0000	1,538,933	2,004,680
	SALESFORCE.COM INC COMMON STOCK USD 0.001	79466L302	63,130.0000	2,482,173	3,744,240
	SCHLUMBERGER LTD COMMON STOCK USD 0.01	806857108	20,355.0000	1,596,523	1,738,521
	SERVICENOW INC COMMON STOCK USD 0.001	81762P102	31,665.0000	1,880,303	2,148,470
	SPLUNK INC COMMON STOCK USD 0.001	848637104	26,100.0000	1,226,779	1,538,595
	STARBUCKS CORP COMMON STOCK USD 0.001	855244109	35,110.0000	1,850,926	2,880,776
	TIFFANY & CO COMMON STOCK USD 0.01	886547108	16,450.0000	1,232,332	1,757,847
	VISA INC COMMON STOCK USD 0.0001	92826C839	12,420.0000	1,743,882	3,256,524
	2U INC COMMON STOCK USD 0.001	90214J101	7,668.0000	119,812	150,753
	ABIOMED INC COMMON STOCK USD 0.01	3654100	2,500.0000	92,472	95,150
	ACADIA PHARMACEUTICALS INC COMMON STOCK USD 0.0001	4225108	3,814.0000	94,643	121,095
	ACCELERON PHARMA INC COMMON STOCK USD 0.001	00434H108	400.0000	18,183	15,584
	AGIOS PHARMACEUTICALS INC COMMON STOCK USD 0.001	00847X104	892.0000	40,389	99,940
	AIR LEASE CORP COMMON STOCK USD 0.01	00912X302	3,733.0000	128,255	128,079
	ALIGN TECHNOLOGY INC COMMON STOCK USD 0.0001	16255101	1,856.0000	95,558	103,769
	ALNYLAM PHARMACEUTICALS INC COMMON STOCK USD 0.01	02043Q107	841.0000	55,400	81,577
	AMBARELLA INC COMMON STOCK USD 0.00045	G037AX101	2,262.0000	99,863	114,729
	ASTRONICS CORP COMMON STOCK USD 0.01	46433108	2,686.0000	134,506	148,563
	BENEFITFOCUS INC COMMON STOCK USD 0.001	08180D106	2,943.0000	110,760	96,648
	BJ'S RESTAURANTS INC COMMON STOCK USD 0	09180C106	2,348.0000	111,755	117,893
	BLACKHAWK NETWORK HOLDINGS INC COMMON STOCK USD	9.24E+107	2,892.0000	94,821	112,210
	BLUEBIRD BIO INC COMMON STOCK USD 0.01	09609G100	559.0000	45,387	51,271
	BUFFALO WILD WINGS INC COMMON STOCK USD 0	119848109	400.0000	72,521	72,152
	CASTLIGHT HEALTH INC COMMON STOCK USD 0.0001	14862Q100	3,679.0000	45,672	43,044
	CAVIUM INC COMMON STOCK USD 0.001	14964U108	3,678.0000	163,462	227,374
	CELLDEX THERAPEUTICS INC COMMON STOCK USD 0.001	15117B103	7,843.0000	137,061	143,135
	CHARLES RIVER LABORATORIES INTERNATIONAL INC	159864107	1,136.0000	68,416	72,295
	CIMPRESS NV COMMON STOCK USD 0.001	N20146101	1,514.0000	111,534	113,308

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

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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	CLOVIS ONCOLOGY INC COMMON STOCK USD 0.001	189464100	1,639.0000	94,872	91,784
	COGNEX CORP COMMON STOCK USD 0.002	192422103	1,699.0000	69,559	70,220
	COMSCORE INC COMMON STOCK USD 0.001	20564W105	4,364.0000	141,921	202,621
	COSTAR GROUP INC COMMON STOCK USD 0.01	22160N109	1,090.0000	173,221	200,157
	COUPONS.COM INC COMMON STOCK USD 0.00001	22265J102	6,933.0000	120,231	123,061
	CRAY INC COMMON STOCK USD 0.01	225223304	3,731.0000	115,330	128,645
	CRITEO SA ADR USD 0.025	226718104	3,583.0000	123,239	144,825
	DECKERS OUTDOOR CORP COMMON STOCK USD 0.01	243537107	1,459.0000	137,782	132,827
	DEMANDWARE INC COMMON STOCK USD 0.01	24802Y105	2,411.0000	151,103	138,729
	DEXCOM INC COMMON STOCK USD 0.001	252131107	3,180.0000	122,510	175,059
	DIPLOMAT PHARMACY INC COMMON STOCK USD 0	25456K101	2,393.0000	40,064	65,496
	E*TRADE FINANCIAL CORP COMMON STOCK USD 0.01	269246401	3,268.0000	60,894	79,265
	EPAM SYSTEMS INC COMMON STOCK USD 0.001	29414B104	3,683.0000	140,495	175,863
	EURONET WORLDWIDE INC COMMON STOCK USD 0.02	298736109	1,824.0000	104,313	100,138
	EVERCORE PARTNERS INC COMMON STOCK USD 0.01	29977A105	1,362.0000	69,244	71,328
	EXACT SCIENCES CORP COMMON STOCK USD 0.01	30063P105	2,795.0000	69,513	76,695
	EXAMWORKS GROUP INC COMMON STOCK USD	30066A105	3,776.0000	132,978	157,044
	FARO TECHNOLOGIES INC COMMON STOCK USD 0.001	311642102	3,012.0000	160,200	188,792
	FIESTA RESTAURANT GROUP INC COMMON STOCK USD 0.01	31660B101	2,423.0000	124,838	147,318
	FLIR SYSTEMS INC COMMON STOCK USD 0.01	302445101	3,370.0000	117,151	108,885
	FLOTEK INDUSTRIES INC COMMON STOCK USD 0.0001	343389102	4,123.0000	96,296	77,224
	FLUIDIGM CORP COMMON STOCK USD 0.001	34385P108	2,861.0000	81,281	96,502
	FORTINET INC COMMON STOCK USD 0.001	3.50E+113	5,134.0000	130,211	157,408
	FOUNDATION MEDICINE INC COMMON STOCK USD 0.0001	350465100	3,038.0000	84,319	67,504
	FRESH MARKET INC/THE COMMON STOCK USD 0.01	35804H106	3,563.0000	129,744	146,796
	GASLOG LTD COMMON STOCK USD 0.01	G37585109	4,844.0000	82,601	98,575
	GOGO INC COMMON STOCK USD 0.0001	38046C109	8,748.0000	156,986	144,604
	GRUBHUB INC COMMON STOCK USD 0.0001	400110102	4,060.0000	147,369	147,459
	HAIN CELESTIAL GROUP INC/THE COMMON STOCK USD 0.01	405217100	3,756.0000	172,992	218,937
	HEARTLAND PAYMENT SYSTEMS INC COMMON STOCK USD	42235N108	1,600.0000	86,880	86,320
	HEXCEL CORP USD0.01	428291108	3,401.0000	139,441	141,107
	HSN INC COMMON STOCK USD 0.01	404303109	1,972.0000	139,626	149,872
	INFINERA CORP COMMON STOCK USD 0.001	45667G103	10,622.0000	142,984	156,356
	INSULET CORP COMMON STOCK USD 0.001	45784P101	2,611.0000	97,982	120,263
	IPG PHOTONICS CORP COMMON STOCK USD 0.0001	44980X109	2,499.0000	178,027	187,225
	IROBOT CORP COMMON STOCK USD 0.01	462726100	5,150.0000	186,472	178,808
	JANUS CAPITAL GROUP INC COMMON STOCK USD 0.01	47102X105	9,163.0000	137,860	147,799
	JETBLUE AIRWAYS CORP COMMON STOCK USD 0.01	477143101	10,269.0000	148,461	162,866
	JUNO THERAPEUTICS INC COMMON STOCK USD 0.0001	48205A109	100.0000	2,400	5,222
	KNIGHT TRANSPORTATION INC COMMON STOCK USD 0.01	499064103	5,889.0000	146,251	198,224
	LIFELOCK INC COMMON STOCK USD 0.001	53224V100	11,836.0000	139,847	219,084
	MARKETAXESS HOLDINGS INC COMMON STOCK USD 0.003	57060D108	2,112.0000	136,440	151,452
	MATERIALISE NV ADR USD 0	57667T100	4,041.0000	45,802	38,470
	MEDIDATA SOLUTIONS INC COMMON STOCK USD 0.01	58471A105	889.0000	40,298	42,450
	MERCADOLIBRE INC COMMON STOCK USD 0.001	58733R102	1,246.0000	129,124	159,077
	MIDDLEBY CORP/THE COMMON STOCK USD 0.01	596278101	1,899.0000	167,349	188,191
	NIMBLE STORAGE INC COMMON STOCK USD 0.001	65440R101	3,283.0000	111,149	90,283
	NPS PHARMACEUTICALS INC COMMON STOCK EUR 0.001	62936P103	1,110.0000	40,039	39,705
	NXSTAGE MEDICAL INC COMMON STOCK USD 0.001	67072V103	7,402.0000	121,467	132,718
	ON DECK CAPITAL INC COMMON STOCK USD 0.005	682163100	4,058.0000	104,199	91,021
	PACIRA PHARMACEUTICALS INC/DE COMMON STOCK USD	695127100	612.0000	61,524	54,260
	PAYCOM SOFTWARE INC COMMON STOCK USD 0.01	70432V102	1,400.0000	38,098	36,862
	PAYLOCITY HOLDING CORP COMMON STOCK USD 0.001	70438V106	3,628.0000	89,872	94,727
	POLYPORE INTERNATIONAL INC COMMON STOCK USD 0.01	73179V103	3,973.0000	184,672	186,930
	PRIVATEBANCORP INC COMMON STOCK USD 0	742962103	2,205.0000	67,539	73,647
	PROOFPOINT INC COMMON STOCK USD 0.0001	743424103	3,425.0000	140,348	165,188
	QUALYS INC COMMON STOCK USD 0.001	74758T303	4,945.0000	139,699	186,674
	RAMBUS INC COMMON STOCK USD 0.001	750917106	8,485.0000	105,154	94,099
	RECEPTOS INC COMMON STOCK USD 0.001	756207106	789.0000	34,182	96,660
	RENTRAK CORP COMMON STOCK USD 0.001	760174102	2,515.0000	145,025	183,142
	RESTORATION HARDWARE HOLDINGS INC COMMON STOCK USD	761283100	2,168.0000	163,126	208,150
	RICE ENERGY INC COMMON STOCK USD 0.01	762760106	2,846.0000	75,408	59,681
	RUCKUS WIRELESS INC COMMON STOCK USD 0.001	781220108	7,066.0000	98,096	84,933
	RUSH ENTERPRISES INC COMMON STOCK USD 0.01	781846209	3,105.0000	106,366	99,515
	SHUTTERSTOCK INC COMMON STOCK USD 0.01	825690100	522.0000	39,725	36,070
	SIERRA WIRELESS INC COMMON STOCK CAD 0	826516106	1,592.0000	68,222	75,445
	SKECHERS U.S.A. INC COMMON STOCK USD 0.001	830566105	2,790.0000	149,589	154,148
	SONIC CORP COMMON STOCK USD 0.01	835451105	5,078.0000	111,886	138,274
	SPECTRANETICS CORP/THE COMMON STOCK USD 0.001	84760C107	5,211.0000	167,274	180,196
	SPRINGLEAF HOLDINGS INC COMMON STOCK USD 0.01	85172J101	4,366.0000	98,693	157,918
	STIFEL FINANCIAL CORP COMMON STOCK USD 0.15	860630102	2,829.0000	125,604	144,336
	SUNPOWER CORP COMMON STOCK USD 0.001	867652406	2,925.0000	85,896	75,553
	SVB FINANCIAL GROUP COMMON STOCK USD 0.001	78486Q101	337.0000	37,567	39,116
	SYNAGEVA BIOPHARMA CORP COMMON STOCK USD 0.001	87159A103	1,281.0000	98,996	118,864
	SYNCHRONOSS TECHNOLOGIES INC COMMON STOCK USD	87157B103	3,155.0000	132,024	132,068
	TABLEAU SOFTWARE INC COMMON STOCK USD 0.0001	87336U105	1,246.0000	85,532	105,611

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

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	TASER INTERNATIONAL INC COMMON STOCK USD 0.00001	87651B104	4,399.0000	102,571	116,486
	TEAM HEALTH HOLDINGS INC COMMON STOCK USD 0.01	87817A107	1,158.0000	55,526	66,620
	TESSERA TECHNOLOGIES INC COMMON STOCK USD 0.001	88164L100	4,080.0000	118,224	145,901
	TREX CO INC COMMON STOCK USD 0.01	89531P105	4,886.0000	180,837	208,046
	TRINET GROUP INC COMMON STOCK USD 0.000025	896288107	4,151.0000	105,677	129,843
	TRUECAR INC COMMON STOCK USD 0.0001	89785L107	4,845.0000	102,928	110,951
	ULTIMATE SOFTWARE GROUP INC/THE COMMON STOCK USD	90385D107	940.0000	128,224	138,006
	ULTRAGENYX PHARMACEUTICAL INC COMMON STOCK USD	90400D108	1,020.0000	45,782	44,758
	UNITED NATURAL FOODS INC COMMON STOCK USD 0.01	911163103	2,665.0000	180,055	206,071
	US ECOLOGY INC COMMON STOCK USD 0.01	91732J102	2,113.0000	97,913	84,774
	VEEVA SYSTEMS INC COMMON STOCK USD 0.00001	922475108	5,886.0000	165,218	155,449
	VERIFONE SYSTEMS INC COMMON STOCK USD 0.01	92342Y109	4,099.0000	147,140	152,483
	WAGEWORKS INC COMMON STOCK USD 0.001	930427109	2,085.0000	126,921	134,628
	WAYFAIR INC COMMON STOCK USD 0.001	94419L101	3,227.0000	95,818	64,056
	WESTERN ALLIANCE BANCORP COMMON STOCK USD 0.0001	957638109	2,670.0000	65,829	74,226
	WISDOMTREE INVESTMENTS INC COMMON STOCK USD 0.01	97717P104	10,259.0000	139,991	160,810
	ZELTIQ AESTHETICS INC COMMON STOCK USD 0.001	98933Q108	6,597.0000	110,537	184,122
	ZENDESK INC COMMON STOCK USD 0.01	98936J101	1,943.0000	50,611	47,351
	ZOE'S KITCHEN INC COMMON STOCK USD 0.01	98979J109	3,887.0000	114,765	116,260
	TOTAL CORPORATE STOCKS - COMMON				**208,188,649**
	CORPORATE STOCKS - PREFERRED				
	HENKEL AG & CO KGAA ADR USD	42550U208	3,400.0000	155,354	363,052
	TOTAL CORPORATE STOCKS - PREFERRED				**363,052**
	COMMON/COLLECTIVE FUNDS				
	BANK OF NEW YORK COLLECTIVE TRUST GOVERNMENT SHORT TERM INVESTMENT FU		2,406,035.8000	*	2,406,036
	BLACKROCK 1-3 YEAR CREDIT BOND INDEX FUND		29,419.6300	*	338,171
	BLACKROCK 1-3 YEAR GOVERNMENT BOND INDEX FUND		5,194.3300	*	587,266
	BLACKROCK ASSET-BACKED SECURITIES INDEX FUND		24,861.7200	*	815,180
	BLACKROCK COMMERCIAL MORTGAGE-BACKED SECURITIES FUND		4,260.1600	*	114,108
	BLACKROCK INTERMEDIATE GOVERNMENT BOND INDEX FUND		8,410.0400	*	341,352
	BLACKROCK INTERMEDIATE TERM CREDIT BOND INDEX FUND		24,287.1300	*	1,225,179
	BLACKROCK LONG TERM GOVERNMENT BOND INDEX FUND		937.8200	*	73,364
	BLACKROCK MORTGAGE-BACKED SECURITIES INDEX FUND		21,740.8000	*	1,052,909
	PRUDENTIAL CORE CONSERVATIVE INTERMEDIATE BOND FUND		3,988,766.8900	*	4,059,862
	TOTAL COMMON/COLLECTIVE FUNDS:				**11,013,426**
	POOLED SEPARATE ACCOUNTS				
	NEW YORK LIFE ANCHOR ACCOUNT			*	12,545,796
	NEW YORK LIFE			*	2,758,820
	VOYA RETIREMENT INSURANE AND ANNUITY CO.			*	1,855,105
	WILMINGTON TRUST CIT			*	1,568,384
	TOTAL POOLED SEPARATE ACCOUNTS				**18,728,105**
	REGISTERED INVESTMENT COMPANIES				
	MANNING & NAPIER FUND INC - OVERSEAS SERIES FUND	563821503	916,925.9200	20,597,612	19,814,769
**	JP MORGAN US GOVT MMF MORGAN SHARES	928989367	14,888,621.4800	14,888,621	14,888,621
**	JPMORGAN PRIME MMKT FUND - INST SHR FUND 829	46699A9D0	8,256,742.8400	8,256,743	8,256,743
	LAZARD EMERGING MARKETS EQUITY PORTFOLIO OPEN-END	52106N889	73,787.8300	1,365,139	1,268,413
	SPDR BARCLAYS INTERNATIONAL TREASURY BOND ETF ETP	78464A516	37,100.0000	2,168,259	2,052,743
	ALGER SMID CAP GROWTH-A	ALMAX	277,200.5823	*	4,704,094
	AMERICAN CENTURY ULTRA-INV	TWCUX	363,472.7693	*	12,645,218
	AMERICAN FUNDS WASHINGTON MUTUAL-A	AWSHX	276,164.3830	*	11,308,931
**	JPMORGAN EQUITY INDEX-SELECT	HLEIX	380,912.5584	*	15,636,461
**	JPMORGAN LARGE CAP GROWTH-R6	JLGMX	384,848.3795	*	13,446,602
	T ROWE PRICE SMALL-CAP VALUE	PRSVX	483,204.4131	*	22,613,967
	TEMPLETON FOREIGN-A	TEMFX	1,734,047.2748	*	12,086,309
	VANGUARD INTERMEDIATE-TERM BOND INDEX-INST	VBIMX	751,327.7978	*	8,610,217
	VANGUARD TARGET RETIREMENT FUND 2010	VTENX	28,668.2938	*	754,549
	VANGUARD TARGET RETIREMENT FUND 2015	VTXVX	354,300.8897	*	5,417,261
	VANGUARD TARGET RETIREMENT FUND 2020	VTWNX	166,748.8013	*	4,745,671
	VANGUARD TARGET RETIREMENT FUND 2025	VTTVX	466,419.3612	*	7,709,912
	VANGUARD TARGET RETIREMENT FUND 2030	VTHRX	188,773.9495	*	5,481,996
	VANGUARD TARGET RETIREMENT FUND 2035	VTTHX	426,375.3144	*	7,606,536
	VANGUARD TARGET RETIREMENT FUND 2040	VFORX	141,994.6590	*	4,225,761
	VANGUARD TARGET RETIREMENT FUND 2045	VTIVX	189,968.7777	*	3,542,918
	VANGUARD TARGET RETIREMENT FUND 2050	VFIFX	62,799.0180	*	1,860,107
	VANGUARD TARGET RETIREMENT FUND 2055	VFFVX	8,087.6919	*	258,644
	VANGUARD TARGET RETIREMENT INCOME FUND	VTINX	117,428.9797	*	1,516,008
	TOTAL REGISTERED INVESTMENT COMPANIES				**190,452,450**

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

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2014

EIN: 75-1151701
PLAN #: 001

(a)	(b) Identity of issuer, borrower, lessor, or similar party		(c) Description of investment including maturity date, rate of interest, collateral, par, maturity value, etc.	(d) Cost	(e) Current Value
	OTHER ASSETS				
	CALIFORNIA ST VAR PURP 2 28/APR/2009 01/APR/2015	13063A5C4	490,000.0000	528,991	495,885
	KOREA DEVELOPMENT BANK/THE NOTES FIXED 3.5%	500630BW7	665,000.0000	699,031	692,258
	AMERICAN MUN PWR OHIO INC REV HYDROELEC PJS-SER A	02765UCS1	200,000.0000	200,000	200,572
	FLORIDA HURRICANE CATASTROPHE FD FIN CORP REV RFDG	34074GDF8	375,000.0000	375,000	377,025
	MASSACHUSETTS ST DEV FIN AGY REV FOR ISSUES DATED	57583UBX5	230,000.0000	230,000	242,951
	OAKLAND UNIV MICH REV RFDG-TAXABLE-GEN-SER B	673588EJ4	215,000.0000	215,000	213,317
	PHOENIX ARIZ CIVIC IMPT CORP EXCISE TAX REV	71884AVX4	300,000.0000	301,257	320,439
	PORT AUTH N Y & N J CONS-ONE HUNDRED FIFTY SEVENTH	73358WAG9	150,000.0000	177,954	171,035
	UTAH ST RECAPITALIZION REV SER C-BUILD AMER	917535AK2	180,000.0000	180,000	197,258
	WRAPPER CONTRACT				1,476
	TOTAL OTHER ASSETS				**2,912,216**
	GUARANTEED INVESTMENT CONTRACTS				
	JACKSON NATIONAL LIFE INSURANCE COMPANY DUE 12/15/2016			*	471,769
	JACKSON NATIONAL LIFE INSURANCE DUE 10/14/2016			*	474,042
	METROPOLITAN LIFE DUE 10/15/2015			*	617,049
	PROTECTIVE LIFE DUE 01/15/2016			*	241,875
	PROTECTIVE LIFE DUE 02/16/2016			*	322,483
	PROTECTIVE LIFE DUE 06/15/2016			*	242,317
	PRUDENTIAL DUE 08/17/2015			*	236,889
	PRUDENTIAL DUE 09/15/2016			*	356,820
	SECURITY LIFE OF DENVER DUE 12/15/2015			*	235,999
	UNITED OF OMAHA DUE 10/15/2016			*	119,183
	TOTAL GUANRANTEED INVESTMENT CONTRACTS				**3,318,427**
	TOTAL INVESTMENTS				**581,957,754**
**	**PARTICIPANT LOANS**		**Interest rates at 4.25% with various due dates**	**-0-**	**6,833,476**
	TOTAL ASSETS				**$ 588,791,229**

**** PARTY IN INTEREST AS DEFINED BY ERISA**
***** COST OMITTED FOR PARTICIPANT DIRECTED ACCOUNTS**