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

2015

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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:
- [ ] 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 (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
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.	08/01/2016	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)

Preparer's telephone number

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**	2625
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)**	2224
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	2202
b	Retired or separated participants receiving benefits	**6b**	79
c	Other retired or separated participants entitled to future benefits	**6c**	327
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	2608
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	7
f	Total. Add lines **6d** and **6e**.	**6f**	2615
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2587
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	66
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 2015 Form M-1 annual report. If the plan was not required to file the 2015 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

2015

This Form is Open to Public Inspection

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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	2587	01/01/2015	12/31/2015

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	20065316

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	0
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	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).	2015
Department of Labor Employee Benefits Security Administration	▶ File as an attachment to Form 5500.	This Form is Open to Public Inspection.
Pension Benefit Guaranty Corporation		

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
75-1151701

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ 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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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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

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

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	370341	Yes [ ] No [X]	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	333240	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	285231	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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)

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	200275	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

SAGE ADVISORY

74-2798841

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	178747	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	165687	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	133870	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

LORD ABBETT

13-5620131

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	130795	Yes [ ] No [X]	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	106586	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)

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	NONE	75000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WHITLEY PENN

75-2393478

(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	NONE	29124	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
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%

(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 FT LAUDERDALE, FL 33301-1923	12B-1 FEE @ 0.25%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2015

This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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	26150376

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	20065316

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2015

This Form is Open to Public Inspection

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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	586466	282442
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	25804040	27871706
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1216509	1135523
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)	58955142	66810530
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	10781551	6294968
(B) All other	1c(3)(B)	77244736	84590874
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	363052	0
(B) Common	1c(4)(B)	208188649	174443023
(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)	6833476	6963932
(9) Value of interest in common/collective trusts	1c(9)	11013426	14144149
(10) Value of interest in pooled separate accounts	1c(10)	18728105	25470096
(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)	190452450	208442248
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	3318427	978235
(15) Other	1c(15)	2912216	2517136

		(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	616398245	619944862
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	1780759	554920
i Acquisition indebtedness	1i		
j Other liabilities	1j	800600	537195
k Total liabilities (add all amounts in lines 1g through1j)	1k	2581359	1092115
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	613816886	618852747

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)	27871706	
(B) Participants	2a(1)(B)	12822999	
(C) Others (including rollovers)	2a(1)(C)	604398	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		41299103
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)	1120020	
(C) Corporate debt instruments	2b(1)(C)	2373834	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	295683	
(F) Other	2b(1)(F)	83191	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3872728
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	2682052	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	12963442	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		15645494
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	216815820	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	215717932	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		1097888
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	750811	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		750811

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		65688
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		153712
(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)		-15758980
c Other income	2c		47063
d Total income. Add all **income** amounts in column (b) and enter total	2d		47173507
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	40203650	
(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)		40203650
f Corrective distributions (see instructions)	2f		6398
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	29124	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1619541	
(4) Other	2i(4)	278933	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1927598
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		42137646
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		5035861
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	N/A	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	N/A	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				
o Did the plan trust incur unrelated business taxable income?	4o				
p Were in-service distributions made during the plan year?	4p				

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

6a Name of trust

6b Trust's EIN

6c Name of trustee or custodian

6d Trustee's or custodian's telephone number

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

2015

This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A

22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____ (See instructions for tax law changes and codes).

22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter _____/_____/_____ and the letter's serial number _____.

22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter _____/_____/_____.

23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No

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

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

Years Ended December 31, 2015 and 2014
with Report of Independent Auditors

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

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

Years Ended December 31, 2015 and 2014

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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.

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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 the Mary Kay Inc. Profit Sharing and 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statements of changes in net assets available for benefits for the years 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 E, which was certified by Great-West Trust Company, LLC, the trustee, and 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 financial statements and supplemental schedules. We have been informed by the Plan administrator that Great-West Trust Company, LLC held the Plan's investment assets and executed investment transactions from June 1, 2015 through December 31, 2015, and that Great-West Financial Retirement Plan Services held the Plan's investments and executed investment transactions as of December 31, 2014 and for the period January 1, 2015 to May 31, 2015. The Plan administrator has obtained a certifications from the trustee and custodian as of and for the years ended December 31, 2015 and 2014, that the information provided to the Plan administrator by the trustee and 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. Accordingly, we do not express an opinion on these financial statements.

Other Matter

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, 2015, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

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



Dallas, Texas
August 1, 2016

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

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2015	December 31, 2014
Assets		
Investments, at fair value	$ 583,938,342	$ 581,583,299
Receivables:		
Employer	27,871,706	25,804,040
Notes receivable from participants	6,963,932	6,833,476
Interest and dividends receivable	1,023,192	982,227
Due from broker securities sold	80,398	169,814
Other	-	64,452
Total receivables	35,939,228	33,854,009
Non-interest bearing cash	33,204	586,466
Total assets	619,910,774	616,023,774
Liabilities		
Excess contributions payable	125,454	127,401
Due to broker for securities purchased	460,169	1,780,759
Accrued expenses	429,466	510,485
Other liabilities	-	162,714
Total liabilities	1,015,089	2,581,359
Net assets available for benefits	$ 618,895,685	$ 613,442,415

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, 2015	2014
Additions to (Reductions from) Net Assets		
Investment income:		
Net realized and unrealized gains (losses) on investments	$ (13,280,987)	$ 12,514,345
Interest and dividends	19,277,117	14,426,350
Total investment income	5,996,130	26,940,695
Less investment expenses	1,619,541	1,544,350
Net investment income	4,376,589	25,396,345
Interest income from notes receivable from participants	295,683	290,191
Contributions:		
Participant	12,822,999	12,135,201
Rollover	604,398	749,959
Employer	27,871,706	25,804,525
Total contributions	41,299,103	38,689,685
Total additions to net assets	45,971,375	64,376,221
Deductions from Net Assets		
Benefits paid to participants	40,210,048	39,903,361
Administrative expenses	308,057	351,475
Total deductions from net assets	40,518,105	40,254,836
Net increase in net assets available for benefits	5,453,270	24,121,385
Net assets available for benefits at beginning of year	613,442,415	589,321,030
Net assets available for benefits at end of year	$ 618,895,685	$ 613,442,415

See accompanying notes to financial statements.

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 most recently 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. Effective December 29, 2015, the maximum automatic escalation increased from 6% to 10%.

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 2015 and 2014 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 2015 and 2014 the Company contributed in the aggregate of $166,300 and $170,500, 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 2015 and 2014 the annual contribution and other additions to a participant's account may not exceed the lesser of 100% of the participant's compensation or $53,000 and $52,000, 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 five 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, 2015 and 2014, 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 $614,243 and $1,618,165 at December 31, 2015 and 2014, respectively, which were allocated to offset the current year employer contributions. 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.

A. Description of the Plan – continued

Investment Options

The investments of the Plan are held in a trust. For the year ended December 31, 2014, and from January 1, 2015 to May 31, 2015, JP Morgan Chase Bank, N.A. was the Plan Trustee. Effective June 1, 2015, Great-West Trust Company, LLC 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 2015 and 2014 administrative fees paid by the Trustee from Plan assets were $308,057 and $351,475, respectively, and investment expenses were $1,619,541 and $1,544,350, respectively. 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").

B. Summary of Significant Accounting Policies – continued

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.

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 C 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.

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, 2015 and 2014, 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.

B. Summary of Significant Accounting Policies – continued

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.

New Accounting Pronouncements

In May 2015 the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2015-07, Fair Value Measurements (Topic 820), removing the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The guidance is effective for the Plan on January 1, 2017; earlier application is permitted. Plan management has elected to adopt the guidance for the year beginning January 1, 2015. The amendment has been retroactively applied.

In July 2015 the FASB issued ASU 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient., Part I eliminates the requirements to measure the fair value of fully benefit-responsive investment contracts and provide certain disclosures. Part II eliminates the requirements to disclose individual investments that represent 5 percent or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics, and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. The ASU is effective for fiscal years beginning after December 15, 2015, with early adoption permitted. Parts I and II are to be applied retrospectively. Plan management has elected to adopt Parts I and II for the year beginning January 1, 2015. Part III is not applicable to the Plan.

C. 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.

GAAP requires that management describe the methodologies used to measure the fair value of assets and liabilities. The methodologies used to measure the fair value of the Plan's investments are as follows:

- *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.

C. Fair Value Measurements – continued

- *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.

- *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 2015 and 2014 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.

- *Pooled separate account:* The Plan invests in a pooled separate account with the objective of preserving principal and generating a stable rate of return. The New York Life Anchor Account III Stable Value Fund invests in a diversified portfolio of corporate bonds, commercial mortgage-backed securities, mortgage back securities, asset-backed securities, collateralized mortgage obligations, U.S. Treasuries, guaranteed investment contracts, and cash. The fair value of the New York Life Anchor Account III Stable Value Fund is 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. The pooled separate account is classified within Level 2 of the valuation hierarchy.

C. Fair Value Measurements – continued

- *Common/collective trust fund:* The Plan invests in common/collective trust fund with the objective of preserving principal and generating a stable rate of return. The Mellon Stable Value Fund invests in a diversified portfolio of fully-benefit responsive guaranteed investment contracts, synthetic guaranteed investment contracts, and cash and cash equivalents. The common/collective trust fund is valued at the net asset value of units of the stable value fund. The net asset value is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported net asset value. Participant transactions (purchases and sales) may occur daily. If the Plan initiates a full redemption of the stable value fund, the issuer reserves the right to require 12 months' notification in order to ensure that securities liquidations will be carried out in an orderly business manner.

There have been no changes in the methodologies used at December 31, 2015 and 2014. The following table details the Plan's investments at fair value by level, within the fair value hierarchy, as of December 31, 2015 and 2014. The Plan has no assets classified within Level 3 of the valuation hierarchy.

	2015		
	Level 1	**Level 2**	**Total**
Corporate stocks	$174,443,023	$ -	$174,443,023
Registered investment companies	208,442,248	-	208,442,248
U.S. Government securities	-	64,310,310	64,310,310
Corporate debt instruments	-	87,975,656	87,975,656
Other investments		2,508,475	2,508,475
Pooled separate account	-	20,119,639	20,119,639
Total investments in the fair value hierarchy	382,885,271	174,914,080	557,799,351
Investments measured at net asset value (a)	-	-	26,138,991
Total investments at fair value			$583,938,342

C. Fair Value Measurements – continued

	2014		
	Level 1	**Level 2**	**Total**
Corporate stocks	$208,551,701	$ -	$208,551,701
Registered investment companies	190,452,466	-	190,452,466
U.S. Government securities	-	53,474,814	53,474,814
Corporate debt instruments	-	83,647,393	83,647,393
Other investments		2,910,740	2,910,740
Pooled separate account	-	12,475,943	12,475,943
Total investments in the fair value hierarchy	399,004,167	152,508,890	551,513,057
Investments measured at net asset value (a)	-	-	30,070,242
Total investments at fair value			$581,583,299

(a) In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

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. For the years ended December 31, 2015 and 2014, there were no significant transfers between levels.

C. Fair Value Measurements – continued

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2015 and 2014, respectively. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

Investment	Fair Value	Unfunded Commitments	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
Mellon Stable Value Fund	$26,138,991 (2015)	n/a	Daily	12 months
Mellon Stable Value Fund	$30,070,242 (2014)	n/a	Daily	12 months

D. 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:

	2015	2014
Assets		
Investments, at fair value:		
Corporate stock, common	$174,443,023	$208,188,649
Corporate stock, preferred	-	363,052
U.S. Government securities	64,310,310	53,474,814
Corporate debt instruments	87,975,656	83,647,393
Registered investment companies	65,162,653	46,281,289
Other investments	2,508,475	2,910,740
Total investments at fair value	394,400,117	394,865,937
Non-interest bearing cash	33,204	257,434
Receivables:		
Employer	27,705,406	25,632,082
Interest and dividends receivable	1,023,192	982,227
Due from broker securities sold	80,398	169,814
Total receivables	28,808,996	26,784,123
Total assets	423,242,317	421,907,494
Liabilities		
Due to broker for securities purchased	460,169	1,780,759
Accrued expenses	429,466	510,485
	889,635	2,291,244
Net assets available for benefits	$422,352,682	$419,616,250

D. Nonparticipant-directed Investments – continued

	2015	2014
Additions to Net Assets		
Investment income:		
Net realized and unrealized gains (losses) on investments	$ (1,379,584)	$ 11,844,597
Interest and dividends	7,114,281	7,003,948
Total investment income	5,734,697	18,848,545
Employer contributions	27,705,406	25,632,082
Interfund transfers, net	(813,438)	(1,495,343)
	26,891,968	24,136,739
Total additions to net assets	32,626,665	42,985,284
Deductions from Net Assets		
Benefits paid to participants	28,107,849	25,357,488
Administrative expenses	1,782,384	1,835,656
Total deductions from net assets	29,890,233	27,193,144
Net increase in net assets available for benefits	2,736,432	15,792,140
Net assets available for benefits at beginning of year	419,616,250	403,824,110
Net assets available for benefits at end of year	$422,352,682	$419,616,250

E. Information Certified by the Custodian/Trustee

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 from January 1, 2014 through May 31, 2015, and by the Trustee from June 1, 2015 through December 31, 2015, which included total investments as of December 31, 2015 and 2014, the total investment income for the years ended December 31, 2015 and 2014, 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.

F. 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, 2015, 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.

G. 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.

H. Parties-in-Interest Transactions

Parties-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 securities and common stock managed by the Trustee. Transactions in such investments and those involving notes receivable from participants qualify as parties-in-interest transactions, which are exempt from the prohibited transaction rules.

I. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits as of December 31, 2015 and 2014, per the accompanying financial statements to the Form 5500:

	2015	2014
Net assets available for benefits per the financial statements	$618,895,685	$613,442,415
Difference in valuation of fully benefit-responsive investment contracts	(42,938)	374,471
Net assets available for benefits per the Form 5500	$618,852,747	$613,816,886

The following is a reconciliation of the net increase in assets available for benefits as of December 31, 2015 and 2014, per the accompanying financial statements to the Form 5500:

	2015	2014
Net increase in assets available for benefits per the financial statements	$ 5,453,270	$ 24,121,385
Difference in valuation of fully benefit-responsive investment contracts	(417,409)	171,602
Net increase in net assets available for benefits per the Form 5500	$ 5,035,861	$ 24,292,987

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 was prepared using the current 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 fair value (which approximates contract value per ASU 2015-12) of these funds was used in the statements of net assets available for benefits. Additionally, there are differences between the reporting of certain line items within the statements of net assets available for benefits and the Form 5500 for the Mellon Stable Value Fund because the Mellon Stable Value Fund is required to be reported at the underlying investment level in the Form 5500 and supplemental schedules.

J. 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 August 1, 2016, the date the financial statements were available for issuance.

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

2015

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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 ☒ 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: ☐ 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 (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
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	Sue Steingruber	8-1-16	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)

Preparer's telephone number

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**	2,625
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)**	2,224
a(2) Total number of active participants at the end of the plan year	**6a(2)**	2,202
b Retired or separated participants receiving benefits	**6b**	79
c Other retired or separated participants entitled to future benefits	**6c**	327
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	2,608
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	7
f Total. Add lines **6d** and **6e**.	**6f**	2,615
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2,587
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	66
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)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

Year Ended December 31, 2015

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	878	$ 113,320,891	-	$ -	$ 113,320,891	$ 113,320,891	$ -
* JP Morgan	JPMorgan US Govt MMKT Fund Morgan Shares	-	-	650	119,753,459	119,753,459	119,753,459	-
* JP Morgan	JPMorgan US Prime MMKT Fund INST SHR	12	29,232,566	-	-	29,232,566	29,232,566	-
* JP Morgan	JPMorgan US Prime MMKT Fund INST SHR	-	-	136	30,250,134	30,250,134	30,250,134	-

* 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 4(i) - SCHEDULE OF ASSETS (HELD AT YEAR END)

As of December 31, 2015

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	CUSIP/Ticker	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	U.S. Government Securities				
	FEDERAL HOME LOAN MORTGAGE CORP NOTES FIXED 0.875% SEMI-ANN. 0.875% 03/07/2018	3137EADP1	1,250,000	$ 1,251,224	$ 1,241,229
	FEDERAL HOME LOAN MORTGAGE CORP NOTES FIXED 3.75% SEMI-ANN. 3.750% 03/27/2019	3137EACA5	1,500,000	1,490,508	1,605,992
	FEDERAL NATIONAL MORTGAGE ASSOCIATION NOTES FIXED SEMI-ANN. 1.250% 01/30/2017	3135G0GY3	1,000,000	1,011,399	1,003,750
	FEDERAL NATIONAL MORTGAGE ASSOCIATION NOTES FIXED SEMI-ANN. 1.250% 09/28/2016	3135G0CM3	1,000,000	1,014,880	1,003,624
	FEDERAL NATIONAL MORTGAGE ASSOCIATION NOTES FIXED SEMI-ANN. 1.500% 06/22/2020	3135G0D75	1,750,000	1,743,893	1,728,209
	FEDERAL NATIONAL MORTGAGE ASSOCIATION NOTES FIXED SEMI-ANN. 1.750% 11/26/2019	3135G0ZY2	735,000	733,630	738,773
	FEDERAL NATIONAL MORTGAGE ASSOCIATION NOTES FIXED SEMI-ANN. 2.625% 09/06/2024	3135G0ZR7	1,905,000	1,977,159	1,925,115
	FHLMCGLD MORTPASS 3.5% 01/NOV/2044 C0 PN# C09068 MONTHLY 3.500% 11/01/2044	31292SCD0	614,467	638,757	633,040
	FHLMCGLD MORTPASS 4% 01/JUL/2044 G0 PN# G08595 MONTHLY 4.000% 07/01/2044	3128MJUV0	534,012	569,307	564,598
	FHLMCGLD MORTPASS 4.5% 01/JUL/2044 G0 PN# G08596 MONTHLY 4.500% 07/01/2044	3128MJUW8	543,908	591,754	587,050
	FNMA MORTPASS 4.5% 01/JUN/2023 CI PN# 984075 MONTHLY 4.500% 06/01/2023	31415MFQ3	22,000	21,141	23,331
	FNMA MORTPASS 6% 01/MAR/2029 CL PN# 452225 MONTHLY 6.000% 03/01/2029	31380WLE2	32,482	33,333	36,845
	FNMA MORTPASS 6.5% 01/JUL/2038 CL PN# 889720 MONTHLY 6.500% 07/01/2038	31410KPD0	23,327	23,958	26,659
	FNMA MORTPASS ARM 01/MAR/2037 LB PN# 913253 MONTHLY FLOATING 03/01/2037	31411RTJ7	398,208	413,639	417,483
	GNMA I MORTPASS 6.5% 15/MAR/2032 SF PN# 569238 MONTHLY 6.500% 03/15/2032	36200QLT9	33,420	34,788	38,237
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION 2012-46 MONTHLY 1.771% 11/16/2038	38378BSP5	357,025	360,595	355,123
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION 2013-33 MONTHLY 1.744% 05/16/2046	38378B7E3	525,507	522,715	506,154
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION 2013-72 A MONTHLY 2.039% 10/16/2046	38378KQE2	884,930	898,550	852,304
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION 2013-96 A MONTHLY 1.400% 11/16/2041	38378KWU9	703,959	696,039	678,706
	UNITED STATES OF AMERICA NOTES FIXED .625% SEMI-ANN. 0.625% 11/30/2017	912828UA6	6,025,000	5,976,784	5,975,107
	UNITED STATES OF AMERICA NOTES FIXED .875% SEMI-ANN. 0.875% 12/31/2016	912828RX0	1,450,000	1,457,538	1,450,906
	UNITED STATES OF AMERICA NOTES FIXED 1.125% SEMI-ANN. 1.125% 12/31/2019	912828UF5	700,000	686,055	686,711
	UNITED STATES OF AMERICA NOTES FIXED 1.25% SEMI-ANN. 1.250% 01/31/2020	912828H52	1,027,000	1,017,464	1,011,193
	UNITED STATES OF AMERICA NOTES FIXED 1.375% SEMI-ANN. 1.375% 09/30/2018	912828RH5	500,000	499,661	501,563
	UNITED STATES OF AMERICA NOTES FIXED 1.5% SEMI-ANN. 1.500% 01/31/2022	912828H86	1,850,000	1,811,410	1,798,402
	UNITED STATES OF AMERICA NOTES FIXED 1.625% FLOATING 01/15/2018	912828HN3	685,000	757,343	802,013
	UNITED STATES OF AMERICA NOTES FIXED 1.625% SEMI-ANN. 1.625% 03/31/2019	912828C65	9,591,000	9,706,134	9,651,225
	UNITED STATES OF AMERICA NOTES FIXED 1.625% SEMI-ANN. 1.625% 07/31/2020	912828XM7	1,898,000	1,907,654	1,888,954
	UNITED STATES OF AMERICA NOTES FIXED 1.75% SEMI-ANN. 1.750% 09/30/2019	912828F39	6,427,000	6,554,325	6,470,434
	UNITED STATES OF AMERICA NOTES FIXED 2.125% SEMI-ANN. 2.125% 01/31/2021	912828B58	3,100,000	3,154,748	3,145,775
	UNITED STATES OF AMERICA NOTES FIXED 2.125% SEMI-ANN. 2.125% 05/15/2025	912828XB1	3,000,000	2,969,703	2,960,859
	UNITED STATES OF AMERICA NOTES FIXED 2.125% SEMI-ANN. 2.125% 08/15/2021	912828RC6	2,405,000	2,533,098	2,433,466
	UNITED STATES OF AMERICA NOTES FIXED 2.625% SEMI-ANN. 2.625% 11/15/2020	912828PC8	5,580,000	5,865,211	5,797,531
	UNITED STATES OF AMERICA NOTES FIXED 2.75% SEMI-ANN. 2.750% 02/15/2024	912828B66	2,250,000	2,322,012	2,343,605
	UNITED STATES OF AMERICA NOTES FIXED 3.125% SEMI-ANN. 3.125% 05/15/2019	912828KQ2	950,000	995,066	1,002,213
	UNITED STATES OF AMERICA NOTES FIXED 3.875% SEMI-ANN. 3.875% 05/15/2018	912828HZ6	1,300,000	1,411,656	1,383,078
	UNITED STATES OF AMERICA NOTES FIXED 4.625% SEMI-ANN. 4.625% 02/15/2017	912828GH7	1,000,000	1,109,937	1,041,055
	Fannie Mae Pool due 01/25/2019		33,608	*	34,584
	Fannie Mae Pool due 04/10/2606		6,249	*	6,333
	Fannie Mae Pool due 06/25/2033		57,632	*	60,048
	Fannie Mae Pool due 08/16/7776		51,998	*	52,824
	Fannie Mae Pool due 1/25/2023		99,976	*	105,683
	Fannie Mae Pool due 10/05/2852		8,430	*	8,530
	Fannie Mae Pool due 12/26/2911		8,954	*	9,084
	Fannie Mae Pool due 2/25/2036		49,876	*	50,825
	Fannie Mae Pool due 4/25/2038		109,776	*	111,949
	Fannie Mae Pool due 5/25/2025		69,268	*	70,070
	Fannie Mae Pool due 8/25/2038		104,987	*	108,546
	Fannie Mae Pool due 9/25/2019		5,309	*	5,322
	Freddie Mac Pool due 01/03/2484		5,168	*	5,222
	Freddie Mac Pool due 01/27/5056		27,926	*	27,967
	Freddie Mac Pool due 05/04/4261		20,894	*	21,196
	Freddie Mac Pool due 05/24/7883		52,943	*	53,705
	Freddie Mac Pool due 06/01/8992		62,756	*	65,336
	Freddie Mac Pool due 06/08/2678		6,888	*	6,964
	Freddie Mac Pool due 06/15/2018		24,588	*	25,443
	Freddie Mac Pool due 06/17/3632		15,329	*	15,626
	Freddie Mac Pool due 07/12/8153		55,333	*	57,286
	Freddie Mac Pool due 08/15/2035		65,670	*	66,378
	Freddie Mac Pool due 09/15/2020		44,000	*	44,633
	Freddie Mac Pool due 10/15/2039		72,610	*	72,814
	Freddie Mac Pool due 11/07/2880		8,679	*	8,765
	Freddie Mac Pool due 11/15/2028		96,808	*	99,238
	Freddie Mac Pool due 11/28/3762		16,484	*	16,647
	Freddie Mac Pool due 12/15/2021		114,627	*	121,972
	Government National Mortgage Association due 02/16/2038		19	*	19
	Government National Mortgage Association due 04/16/2039		48,893	*	48,421
	Government National Mortgage Association due 05/20/2037		8,957	*	9,073
	Government National Mortgage Association due 06/20/2038		41,554	*	42,437
	Government National Mortgage Association due 07/20/2038		22,487	*	22,891
	Government National Mortgage Association due 09/16/2040		35,829	*	36,197
	Government National Mortgage Association due 10/20/2040		52,359	*	53,815
	Government National Mortgage Association due 10/20/2041		101,451	*	105,892
	Government National Mortgage Association due 11/16/2040		41,495	*	42,050
	Government National Mortgage Association due 11/20/2037		11,513	*	11,705
	Government National Mortgage Association due 11/20/2038		28,065	*	28,886
	Government National Mortgage Association due 12/16/2036		63,750	*	63,335
	Government National Mortgage Association due 3/16/2052		73,324	*	73,588
	Government National Mortgage Association due 3/20/2037		40,967	*	41,452
	Government National Mortgage Association due 4/20/2039		42,856	*	44,281

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

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

As of December 31, 2015

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	CUSIP/Ticker	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	Government National Mortgage Association due 6/20/2038		16,677	*	17,039
	Government National Mortgage Association due 9/16/2051		131,296	*	131,710
	US TreasuryNote due 09/15/2016		82,943	*	83,257
	US TreasuryNote due 1/15/2016		301,434	*	301,960
	US TreasuryNote due 10/15/2016		9,220	*	9,223
	Total U.S. Government Securities				**66,810,530**
	Corporate Debt - Preferred				
	AMERICAN INTERNATIONAL GROUP INC MEDIUM TERM NOTE SEMI-ANN. 5.850% 01/16/2018	02687QDG0	570,000	641,785	614,003
	BANK OF AMERICA CORP NOTES FIXED 5.75% 15/AUG/2016 SEMI-ANN. 5.750% 08/15/2016	060505CL6	575,000	600,720	589,094
	BURLINGTON NORTHERN SANTA FE LLC CALLABLE BOND SEMI-ANN. 5.650% 05/01/2017	12189TAY0	310,000	365,369	326,017
	CATERPILLAR FINANCIAL SERVICES CORP MEDIUM TERM SEMI-ANN. 5.850% 09/01/2017	14912L3K5	535,000	611,109	573,360
	COMM 2007-C9 MORTGAGE TRUST 2007-C9 A4 VARIABLE	20047RAE3	569,699	610,401	590,933
	GENERAL ELECTRIC CO MEDIUM TERM NOTE FIXED 5.625% SEMI-ANN. 5.625% 05/01/2018	36962G3U6	695,000	797,911	757,968
	GS MORTGAGE SECURITIES TRUST 2006-GG8 2006-GG8 A4 MONTHLY 5.560% 11/10/2039	362332AE8	478,168	494,456	477,346
	MORGAN STANLEY CAPITAL I TRUST 2007-TOP25 2007-T25 MONTHLY FLOATING 11/12/2049	61751XAE0	578,192	605,521	590,424
	UNITED PARCEL SERVICE INC CALLABLE NOTES FIXED SEMI-ANN. 5.500% 01/15/2018	911312AH9	550,000	586,276	595,277
	WACHOVIA BANK COMMERCIAL MORTGAGE TRUST SERIES MONTHLY 5.308% 11/15/2048	92978PAE9	404,155	446,406	409,675
	WACHOVIA CORP BOND FIXED 5.75% 15/JUN/2017 USD SEMI-ANN. 5.750% 06/15/2017	929903DT6	340,000	387,753	359,926
	WISCONSIN POWER & LIGHT CO CALLABLE BOND FIXED 5% SEMI-ANN. 5.000% 07/15/2019	976826BG1	375,000	397,106	410,944
	Total Corporate Debt - Preferred				**6,294,968**
	Corporate Debt - All Other				
	ABBVIE INC CALLABLE NOTES FIXED 1.75% 06/NOV/2017	00287YAJ8	380,000	382,755	379,262
	ACTAVIS FUNDING SCS CALLABLE NOTES FIXED 3% SEMI-ANN. 3.000% 03/12/2020	00507UAP6	360,000	370,447	359,714
	ACTAVIS FUNDING SCS CALLABLE NOTES FIXED 3% SEMI-ANN. 3.000% 03/12/2020	00507UAP6	235,000	234,988	234,813
	AETNA INC CALLABLE NOTES FIXED 2.75% 15/NOV/2022 SEMI-ANN. 2.750% 11/15/2022	008117AP8	585,000	574,029	568,295
	AFLAC INC CALLABLE NOTES FIXED 2.4% 16/MAR/2020 SEMI-ANN. 2.400% 03/16/2020	001055AN2	630,000	630,583	633,326
	ALLY MASTER OWNER TRUST 2014-4 A2 1.43% MONTHLY 1.430% 06/17/2019	02005AEK0	535,000	534,868	533,081
	AMAZON.COM INC CALLABLE NOTES FIXED 1.2% SEMI-ANN. 1.200% 11/29/2017	023135AH9	385,000	382,286	383,808
	AMAZON.COM INC CALLABLE NOTES FIXED 3.8% SEMI-ANN. 3.800% 12/05/2024	023135AN6	600,000	631,428	624,156
	AMERICAN ELECTRIC POWER CO INC CALLABLE NOTES SEMI-ANN. 1.650% 12/15/2017	025537AF8	380,000	381,471	377,188
	AMERICAN EXPRESS CREDIT CORP CALLABLE MEDIUM TERM SEMI-ANN. 2.375% 05/26/2020	0258M0DT3	620,000	615,846	615,255
	AMERICAN EXPRESS CREDIT CORP MEDIUM TERM NOTE SEMI-ANN. 2.375% 03/24/2017	0258M0DD8	345,000	355,698	348,747
	AMERICAN HONDA FINANCE CORP CALLABLE MEDIUM TERM SEMI-ANN. 2.250% 08/15/2019	02665WAH4	510,000	509,501	511,255
	AMERICAN HONDA FINANCE CORP MEDIUM TERM NOTE QUARTERLY FLOATING 10/07/2016	02665WAA9	700,000	705,901	701,283
	AMGEN INC CALLABLE NOTES FIXED 2.2% 22/MAY/2019 SEMI-ANN. 2.200% 05/22/2019	031162BU3	630,000	631,343	629,205
	ANADARKO PETROLEUM CORP NOTES FIXED 5.95% SEMI-ANN. 5.950% 09/15/2016	032511AX5	380,000	400,254	390,472
	ANHEUSER-BUSCH INBEV WORLDWIDE INC CALLABLE NOTES SEMI-ANN. 1.375% 07/15/2017	03523TBN7	400,000	399,612	398,670
	ANHEUSER-BUSCH INBEV WORLDWIDE INC CALLABLE NOTES SEMI-ANN. 5.375% 01/15/2020	03523TAN8	570,000	647,124	630,737
	APPLE INC CALLABLE NOTES FIXED 1% 03/MAY/2018 USD SEMI-ANN. 1.000% 05/03/2018	037833AJ9	370,000	361,194	366,994
	APPLE INC CALLABLE NOTES FIXED 2.4% 03/MAY/2023 SEMI-ANN. 2.400% 05/03/2023	037833AK6	670,000	654,700	652,826
	AT&T INC CALLABLE NOTES FIXED 2.375% 27/NOV/2018 SEMI-ANN. 2.375% 11/27/2018	00206RCA8	355,000	355,212	357,419
	AT&T INC CALLABLE NOTES FIXED 2.45% 30/JUN/2020 SEMI-ANN. 2.450% 06/30/2020	00206RCL4	595,000	598,528	585,970
	BA CREDIT CARD TRUST 2014-A1 A FLOATING MONTHLY FLOATING 06/15/2021	05522RCQ9	650,000	650,000	648,876
	BANK OF AMERICA CORP MEDIUM TERM NOTE FIXED 3.3% SEMI-ANN. 3.300% 01/11/2023	06051GEU9	725,000	711,992	713,636
	BANK OF AMERICA CORP NOTES FIXED 5.625% SEMI-ANN. 5.625% 07/01/2020	06051GEC9	760,000	855,266	844,184
	BANK OF MONTREAL CALLABLE MEDIUM TERM NOTE FIXED SEMI-ANN. 2.375% 01/25/2019	06367VHL2	615,000	625,345	620,176
	BANK OF NEW YORK MELLON CORP/THE CALLABLE MEDIUM SEMI-ANN. 2.100% 01/15/2019	06406HCP2	465,000	464,303	467,161
	BANK OF NOVA SCOTIA/THE NOTES FIXED 2.05% SEMI-ANN. 2.050% 10/30/2018	064159CU8	380,000	381,436	380,909
	BAPTIST HEALTH SOUTH FLORIDA INC CALLABLE NOTES SEMI-ANN. 4.590% 08/15/2021	066836AA5	269,000	283,676	291,095
	BERKSHIRE HATHAWAY ENERGY CO CALLABLE NOTES FIXED SEMI-ANN. 5.750% 04/01/2018	59562VAT4	330,000	377,966	356,510
	BHP BILLITON FINANCE USA LTD NOTES FIXED 3.25% SEMI-ANN. 3.250% 11/21/2021	055451AL2	620,000	631,890	582,367
	BMW VEHICLE OWNER TRUST 2013-A 2013-A A3 0.67% MONTHLY 0.670% 11/27/2017	05578XAC2	283,334	283,327	282,849
	BNP PARIBAS SA MEDIUM TERM NOTE FIXED 2.4%	05574LTX6	560,000	566,203	564,403
	BOARDWALK PIPELINES LP CALLABLE NOTES FIXED 5.875% SEMI-ANN. 5.875% 11/15/2016	096630AA6	275,000	310,448	277,667
	BURLINGTON NORTHERN SANTA FE LLC CALLABLE NOTES SEMI-ANN. 3.000% 03/15/2023	12189LAM3	630,000	632,532	620,848
	CABELA'S CREDIT CARD MASTER NOTE TRUST 2014-1 A MONTHLY FLOATING 03/16/2020	126802CU9	420,000	420,000	419,197
	CABELA'S CREDIT CARD MASTER NOTE TRUST 2015-1A A2 MONTHLY FLOATING 03/15/2023	126802DD6	480,000	480,000	473,589
	CAPITAL ONE FINANCIAL CORP CALLABLE NOTES FIXED SEMI-ANN. 2.450% 04/24/2019	14040HBE4	605,000	606,963	606,105
	CAPITAL ONE MULTI-ASSET EXECUTION TRUST 2015-A1 A1 MONTHLY 1.390% 01/15/2021	14041NEU1	745,000	746,513	740,785
	CARMAX AUTO OWNER TRUST 2013-1 2013-1 A3 0.6% MONTHLY 0.600% 10/16/2017	14313LAC0	169,950	170,015	169,857
	CARMAX AUTO OWNER TRUST 2015-2 2015-2 A2A 0.82% MONTHLY 0.820% 06/15/2018	143127AH1	740,341	739,098	738,528
	CATERPILLAR FINANCIAL SERVICES CORP MEDIUM TERM SEMI-ANN. 1.300% 03/01/2018	14912L5P2	460,000	457,447	457,055
	CHASE ISSUANCE TRUST 2014-A3 A3 FLOATING MONTHLY FLOATING 05/15/2018	161571GL2	675,000	675,000	674,832
	CHASE ISSUANCE TRUST 2015-A5 A5 1.36% 15/APR/2020 MONTHLY 1.360% 04/15/2020	161571GY4	775,000	774,863	770,568
	CHASE ISSUANCE TRUST 2015-A5 A5 1.36% 15/APR/2020 MONTHLY 1.360% 04/15/2020	161571GY4	875,000	874,846	869,996
	CHUBB INA HOLDINGS INC CALLABLE NOTES FIXED 3.15% SEMI-ANN. 3.150% 03/15/2025	00440EAS6	620,000	624,146	612,753
	CIGNA CORP CALLABLE NOTES FIXED 4% 15/FEB/2022 USD SEMI-ANN. 4.000% 02/15/2022	125509BS7	520,000	545,371	537,466
	CISCO SYSTEMS INC NOTES VARIABLE 03/MAR/2017 USD QUARTERLY FLOATING 03/03/2017	17275RAS1	460,000	460,000	460,040
	CITIBANK CREDIT CARD ISSUANCE TRUST 2014-A6 A6 SEMI-ANN. 2.150% 07/15/2021	17305EFS9	730,000	741,920	733,493
	CITIGROUP INC NOTES FIXED 2.4% 18/FEB/2020 USD SEMI-ANN. 2.400% 02/18/2020	172967JJ1	1,400,000	1,397,070	1,383,620
	CITIGROUP INC NOTES FIXED 2.55% 08/APR/2019 USD SEMI-ANN. 2.550% 04/08/2019	172967HM6	645,000	646,256	647,619
	COMCAST CORP CALLABLE NOTES FIXED 5.15% SEMI-ANN. 5.150% 03/01/2020	20030NBA8	585,000	681,525	653,637
	COMM 2012-LC4 MORTGAGE TRUST 2012-LC4 A4 3.288% 10/DEC/2044	126192AD5	545,000	563,841	556,991
	COMM 2014-CCRE15 MORTGAGE TRUST 2014-CR15 A2 MONTHLY 2.928% 02/10/2047	12591RAX8	425,000	438,182	431,786
	COMMERCIAL MORTGAGE PASS THROUGH CERTIFICATES MONTHLY 3.147% 02/10/2047	12630DAV6	770,000	794,985	786,684
	COMMONWEALTH EDISON CO CALLABLE BOND FIXED 2.15% SEMI-ANN. 2.150% 01/15/2019	202795JC5	340,000	339,245	338,419
	CONOCOPHILLIPS CO CALLABLE NOTES FIXED 1.05% SEMI-ANN. 1.050% 12/15/2017	20826FAB2	335,000	329,004	328,927
	COSTCO WHOLESALE CORP CALLABLE NOTES FIXED 1.7% SEMI-ANN. 1.700% 12/15/2019	22160KAF2	625,000	624,983	619,728
	CSX CORP CALLABLE NOTES FIXED 3.7% 30/OCT/2020 USD SEMI-ANN. 3.700% 10/30/2020	126408GT4	570,000	607,871	594,752

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

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

As of December 31, 2015

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	CUSIP/Ticker	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	CVS HEALTH CORP CALLABLE BOND FIXED 2.25% SEMI-ANN. 2.250% 08/12/2019	126650CE8	385,000	385,928	384,493
	CVS HEALTH CORP CALLABLE BOND FIXED 2.25% SEMI-ANN. 2.250% 08/12/2019	126650CE8	600,000	601,565	599,210
	DIRECTV HOLDINGS LLC / DIRECTV FINANCING CO INC	25459HBF1	550,000	536,344	553,478
	DIRECTV HOLDINGS LLC / DIRECTV FINANCING CO INC SEMI-ANN. 5.200% 03/15/2020	25459HAT2	375,000	408,030	406,128
	DISCOVER CARD EXECUTION NOTE TRUST 2014-A5 A 1.39% MONTHLY 1.390% 04/15/2020	254683BL8	900,000	899,922	897,683
	DISCOVER CARD EXECUTION NOTE TRUST 2015-A2 A 1.9%	254683BP9	815,000	809,524	803,821
	ENBRIDGE ENERGY PARTNERS LP CALLABLE NOTES FIXED SEMI-ANN. 6.500% 04/15/2018	29250RAN6	275,000	329,563	288,119
	ENTERPRISE PRODUCTS OPERATING LLC CALLABLE BOND SEMI-ANN. 6.300% 09/15/2017	29379VAA1	570,000	665,940	599,562
	ERP OPERATING LP CALLABLE NOTES FIXED 5.75% SEMI-ANN. 5.750% 06/15/2017	26884AAX1	593,000	674,509	626,614
	EXPRESS SCRIPTS HOLDING CO CALLABLE NOTES FIXED SEMI-ANN. 2.250% 06/15/2019	30219GAH1	370,000	368,172	367,819
	FIFTH THIRD AUTO TRUST 2014-2 2014-2 A3 0.89% MONTHLY 0.890% 11/15/2018	31679KAD2	620,000	619,894	618,409
	FIRST NATIONAL MASTER NOTE TRUST 2013-2 A FLOATING MONTHLY FLOATING 10/15/2019	32113CBD1	700,000	700,458	699,658
	FORD CREDIT AUTO LEASE TRUST 2015-A 2015-A A3 MONTHLY 1.130% 06/15/2018	34530TAD6	700,000	699,983	696,772
	FORD CREDIT AUTO OWNER TRUST 2015-B 2015-B A3 MONTHLY 1.160% 11/15/2019	34530VAD1	895,000	893,497	888,430
	FORD CREDIT FLOORPLAN MASTER OWNER TRUST A 2015-1 MONTHLY 1.420% 01/15/2020	34528QDR2	565,000	564,874	560,543
	FORD MOTOR CREDIT CO LLC NOTES FIXED 6.625% SEMI-ANN. 6.625% 08/15/2017	345397VP5	590,000	679,091	628,868
	GE CAPITAL COMMERCIAL MORTGAGE CORP SERIES 2006-C1 TRUST 2006-C1 AM VARIABLE 10/M	36828QSA5	110,000	119,062	109,903
	GE DEALER FLOORPLAN MASTER NOTE TRUST 2014-1 A MONTHLY FLOATING 07/20/2019	36159LCK0	645,000	645,000	644,091
	GOLDMAN SACHS GROUP INC/THE MEDIUM TERM NOTE FIXED SEMI-ANN. 6.000% 06/15/2020	38141EA66	500,000	577,830	565,055
	GOLDMAN SACHS GROUP INC/THE NOTES FIXED 5.25% SEMI-ANN. 5.250% 07/27/2021	38141GGQ1	910,000	1,020,065	1,006,114
	GS MORTGAGE SECURITIES TRUST 2011-GC5 2011-GC5 A2 MONTHLY 2.999% 08/10/2044	36191YAZ1	827,754	844,128	831,904
	HCP INC NOTES FIXED 5.625% 01/MAY/2017 USD 1000 SEMI-ANN. 5.625% 05/01/2017	421915ED7	247,000	276,961	258,362
	HONDA AUTO RECEIVABLES 2013-4 OWNER TRUST 2013-4 MONTHLY 0.690% 09/18/2017	43814FAC6	381,749	381,684	381,353
	HONDA AUTO RECEIVABLES 2014-2 OWNER TRUST 2014-2 MONTHLY 0.770% 03/19/2018	43814GAC4	861,267	860,759	858,864
	HYUNDAI AUTO RECEIVABLES TRUST 2015-A 2015-A A3 MONTHLY 1.050% 04/15/2019	44890WAC4	1,215,000	1,213,446	1,210,079
	HYUNDAI AUTO RECEIVABLES TRUST 2015-A 2015-A A3 MONTHLY 1.050% 04/15/2019	44890WAC4	725,000	724,895	722,064
	HYUNDAI CAPITAL AMERICA CALLABLE NOTES FIXED SEMI-ANN. 2.875% 08/09/2018	44923QAG9	345,000	350,920	348,629
	INTEL CORP CALLABLE NOTES FIXED 1.35% 15/DEC/2017 SEMI-ANN. 1.350% 12/15/2017	458140AL4	605,000	606,395	605,805
	INTEL CORP CALLABLE NOTES FIXED 3.3% 01/OCT/2021 SEMI-ANN. 3.300% 10/01/2021	458140AJ9	565,000	584,668	585,238
	JOHN DEERE CAPITAL CORP MEDIUM TERM NOTE FIXED SEMI-ANN. 1.850% 09/15/2016	24422ERF8	450,000	459,629	452,501
	JOHN DEERE CAPITAL CORP MEDIUM TERM NOTE VARIABLE 15/DEC/2017 USD 1000	24422ESQ3	350,000	350,242	348,400
	JOHNSON & JOHNSON CALLABLE NOTES FIXED 1.875% SEMI-ANN. 1.875% 12/05/2019	478160BM5	670,000	668,238	672,235
**	JPMBB COMMERCIAL MORTGAGE SECURITIES TRUST MONTHLY 3.019% 08/15/2046	46640LAB8	395,000	410,975	402,806
**	JPMORGAN CHASE & CO CALLABLE BOND FIXED 2.55% SEMI-ANN. 2.550% 10/29/2020	46625HNX4	1,195,000	1,186,838	1,184,973
**	JPMORGAN CHASE & CO NOTES FIXED 3.625% 13/MAY/2024 SEMI-ANN. 3.625% 05/13/2024	46625HJX9	705,000	704,281	715,447
	KINDER MORGAN ENERGY PARTNERS LP CALLABLE NOTES SEMI-ANN. 3.500% 03/01/2016	494550BG0	370,000	390,529	371,190
	KROGER CO/THE CALLABLE NOTES FIXED 2.2% SEMI-ANN. 2.200% 01/15/2017	501044CP4	365,000	366,080	368,309
	LB-UBS COMMERCIAL MORTGAGE TRUST 2006-C7 2006-C7 MONTHLY 5.347% 11/15/2038	50180CAD2	420,000	463,932	427,833
	MAGELLAN MIDSTREAM PARTNERS LP CALLABLE NOTES SEMI-ANN. 4.250% 02/01/2021	55907RAA6	570,000	604,132	569,832
	MARRIOTT INTERNATIONAL INC/MD CALLABLE NOTES FIXED SEMI-ANN. 3.125% 10/15/2021	571903AM5	460,000	462,728	459,193
	MARSH & MCLENNAN COS INC CALLABLE NOTES FIXED SEMI-ANN. 3.750% 03/14/2026	571748AZ5	725,000	723,984	725,958
	MCKESSON CORP CALLABLE NOTES FIXED 2.7% SEMI-ANN. 2.700% 12/15/2022	581557AZ8	600,000	573,558	571,265
	METLIFE INC CALLABLE NOTES FIXED 3.6% 10/APR/2024 SEMI-ANN. 3.600% 04/10/2024	59156RBH0	600,000	610,506	615,600
	MICROSOFT CORP CALLABLE NOTES FIXED 2.375% SEMI-ANN. 2.375% 05/01/2023	594918AT1	620,000	608,491	601,867
	MORGAN STANLEY MEDIUM TERM NOTE FIXED 2.125% SEMI-ANN. 2.125% 04/25/2018	6174467U7	567,000	564,940	567,757
	MOSAIC CO/THE CALLABLE NOTES FIXED 3.75% SEMI-ANN. 3.750% 11/15/2021	61945CAA1	305,000	321,573	305,818
	NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP SEMI-ANN. 3.250% 11/01/2025	637432NG6	650,000	653,826	647,275
	NEVADA POWER CO CALLABLE NOTES FIXED 6.5% SEMI-ANN. 6.500% 05/15/2018	641423BS6	375,000	451,271	417,676
	NEWELL RUBBERMAID INC CALLABLE NOTES FIXED 2.875% SEMI-ANN. 2.875% 12/01/2019	651229AP1	345,000	344,614	332,814
	NISSAN AUTO RECEIVABLES 2015-B OWNER TRUST 2015-B MONTHLY 1.340% 03/16/2020	65475WAD0	880,000	876,528	874,767
	NOMURA HOLDINGS INC BOND FIXED 2% 13/SEP/2016 USD SEMI-ANN. 2.000% 09/13/2016	65535HAD1	530,000	530,096	532,131
	NORDSTROM INC CALLABLE NOTES FIXED 6.25% SEMI-ANN. 6.250% 01/15/2018	655664AK6	355,000	388,153	385,328
	NORTHROP GRUMMAN CORP CALLABLE NOTES FIXED 1.75% SEMI-ANN. 1.750% 06/01/2018	666807BF8	365,000	359,839	361,746
	ONEOK PARTNERS LP CALLABLE NOTES FIXED 6.15% SEMI-ANN. 6.150% 10/01/2016	68268NAB9	380,000	391,339	390,091
	ORACLE CORP CALLABLE NOTES FIXED 1.2% 15/OCT/2017 SEMI-ANN. 1.200% 10/15/2017	68389XAN5	500,000	496,235	500,265
	ORACLE CORP NOTES VARIABLE 07/JUL/2017 USD 1000 QUARTERLY FLOATING 07/07/2017	68389XAT2	540,000	540,805	539,586
	PACCAR FINANCIAL CORP MEDIUM TERM NOTE FIXED 1.6% SEMI-ANN. 1.600% 03/15/2017	69371RK54	560,000	561,708	561,106
	PETROLEOS MEXICANOS CALLABLE NOTES FIXED 5.75% SEMI-ANN. 5.750% 03/01/2018	706451BS9	425,000	473,399	442,425
	PHILIP MORRIS INTERNATIONAL INC NOTES FIXED 1.875% SEMI-ANN. 1.875% 01/15/2019	718172BF5	540,000	531,311	538,478
	PHILLIPS 66 CALLABLE NOTES FIXED 2.95% 01/MAY/2017 SEMI-ANN. 2.950% 05/01/2017	718546AJ3	340,000	353,073	344,621
	POTASH CORP OF SASKATCHEWAN INC CALLABLE NOTES SEMI-ANN. 3.250% 12/01/2017	73755LAJ6	490,000	528,154	500,644
	PRUDENTIAL FINANCIAL INC CALLABLE MEDIUM TERM NOTE SEMI-ANN. 2.350% 08/15/2019	74432QCB9	600,000	606,161	597,161
	PRUDENTIAL FINANCIAL INC CALLABLE MEDIUM TERM NOTE SEMI-ANN. 5.375% 06/21/2020	74432QBM6	370,000	424,140	411,356
	PUGET ENERGY INC CALLABLE NOTES FIXED 5.625% SEMI-ANN. 5.625% 07/15/2022	745310AF9	486,000	570,815	539,159
	RIO TINTO FINANCE USA PLC CALLABLE NOTES FIXED	76720AAL0	440,000	440,810	439,743
	ROYAL BANK OF CANADA MEDIUM TERM NOTE FIXED 1.2% SEMI-ANN. 1.200% 01/23/2017	78010UNX1	570,000	572,052	569,826
	ROYAL BANK OF CANADA MEDIUM TERM NOTE FIXED 2.3% SEMI-ANN. 2.300% 07/20/2016	78008TLB8	545,000	566,745	548,505
	RYDER SYSTEM INC CALLABLE MEDIUM TERM NOTE FIXED SEMI-ANN. 2.550% 06/01/2019	78355HJW0	365,000	367,183	362,783
	SANTANDER HOLDINGS USA INC CALLABLE NOTES FIXED	80282KAC0	370,000	373,707	376,159
	SEMPRA ENERGY CALLABLE NOTES FIXED 2.875% SEMI-ANN. 2.875% 10/01/2022	816851AT6	710,000	709,816	687,050
	SIERRA PACIFIC POWER CO CALLABLE BOND FIXED 6% SEMI-ANN. 6.000% 05/15/2016	826418BD6	485,000	545,014	493,539
	SIMON PROPERTY GROUP LP CALLABLE NOTES FIXED SEMI-ANN. 3.375% 10/01/2024	828807CS4	575,000	575,706	580,440
	SUNCOR ENERGY INC CALLABLE NOTES FIXED 6.1% SEMI-ANN. 6.100% 06/01/2018	86722TAA0	420,000	496,040	451,734
	TIME WARNER INC CALLABLE NOTES FIXED 4.75%	887317AK1	560,000	628,317	601,939
	TOTAL CAPITAL CANADA LTD CALLABLE NOTES FIXED SEMI-ANN. 1.450% 01/15/2018	89153UAE1	355,000	354,482	352,806
	TOYOTA AUTO RECEIVABLES 2013-B OWNER TRUST 2013-B MONTHLY 0.890% 07/17/2017	89236VAC4	299,091	299,190	299,060
	TOYOTA MOTOR CREDIT CORP CALLABLE MEDIUM TERM NOTE SEMI-ANN. 2.100% 01/17/2019	89236TBB0	565,000	565,266	566,188
	TOYOTA MOTOR CREDIT CORP MEDIUM TERM NOTE FIXED SEMI-ANN. 1.450% 01/12/2018	89236TCA1	365,000	364,500	364,306
	UNITEDHEALTH GROUP INC CALLABLE NOTES FIXED 1.4% SEMI-ANN. 1.400% 10/15/2017	91324PBY7	390,000	389,762	389,252
	US BANCORP CALLABLE MEDIUM TERM NOTE FIXED 1.65% SEMI-ANN. 1.650% 05/15/2017	91159HHD5	640,000	645,950	641,934
	VENTAS REALTY LP CALLABLE NOTES FIXED 1.55% SEMI-ANN. 1.550% 09/26/2016	92277GAA5	852,000	854,542	852,588

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

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

As of December 31, 2015

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	CUSIP/Ticker	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	VERIZON COMMUNICATIONS INC CALLABLE NOTES FIXED 2% 01/NOV/2016 USD 1000	92343VBD5	365,000	369,267	367,273
	VERIZON COMMUNICATIONS INC CALLABLE NOTES FIXED SEMI-ANN. 3.650% 09/14/2018	92343VBP8	620,000	647,922	648,328
	WACHOVIA BANK COMMERCIAL MORTGAGE TRUST SERIES MONTHLY FLOATING 10/15/2048	92978MAS5	530,708	526,894	526,438
	WELLS FARGO & CO MEDIUM TERM NOTE FIXED 2.55% SEMI-ANN. 2.550% 12/07/2020	94974BGR5	500,000	499,465	497,542
	WELLS FARGO & CO NOTES FIXED 2.125% 22/APR/2019 SEMI-ANN. 2.125% 04/22/2019	94974BFU9	675,000	676,813	675,817
	WELLTOWER INC CALLABLE NOTES FIXED 6.125% SEMI-ANN. 6.125% 04/15/2020	42217KAS5	485,000	563,759	543,233
	WHIRLPOOL CORP CALLABLE NOTES FIXED 6.5% SEMI-ANN. 6.500% 06/15/2016	963320AN6	500,000	524,635	510,743
	WORLD FINANCIAL NETWORK CREDIT CARD MASTER TRUST MONTHLY FLOATING 02/15/2022	981464ET3	605,000	605,000	601,344
	WORLD OMNI AUTO RECEIVABLES TRUST 2014-A 2014-A A3 MONTHLY 0.940% 04/15/2019	98158LAC1	696,158	696,068	694,329
	WORLD OMNI AUTOMOBILE LEASE SECURITIZATION TRUST MONTHLY 1.160% 09/15/2017	98161DAD2	475,000	474,968	473,533
	CarMax Auto Owner Trust due 07/16/2018		77,197	*	77,034
	Carmax Auto Owner Trust due 11/15/2019		72,678	*	72,393
	Centerpoint Energy Transition Bond due 04/15/2018		20,214	*	20,197
	Centerpoint Energy Transition Bond due 10/15/2021		95,426	*	96,476
	Chase Issuance Trust due 07/15/2019		90,847	*	90,708
	Chase Issuance Trust due 10/15/2018		198,352	*	198,263
	CNH Equipment Trust due 05/15/2019		151,836	*	151,344
	Commercial Mortgage Trust due 12/10/2045		109,017	*	108,505
	Discover Card Execution Note Trust due 04/15/2019		120,530	*	120,525
	Fifth Third Auto Trust due 10/16/2017		29,127	*	29,132
	GM Financial Auto Leasing Trust due 3/20/2019		92,059	*	91,485
	GS Mortgage Securities Trust due 11/10/2039		81,292	*	81,529
	Hyundai Auto Receivables Trust due 2/15/2018		27,770	*	27,778
**	JPMBB Commercial Mortgage Securities Trust due 8/15/2046		55,737	*	55,412
	LB- UBS Commercial Mortgage Trust due 01/15/2031		2,596	*	2,611
	LB- UBS Commercial Mortgage Trust due 09/15/2045		73,155	*	77,012
	LB-UBS Commercial Mortgage Trust due 11/15/2038		134,454	*	137,361
	LB-UBS Commercial Mortgage Trust due 3/15/2039		4,615	*	4,629
	LB-UBS Commercial Mortgage Trust due 9/15/2039		84,472	*	85,948
	LB-UBS Commercial Mortgage Trust due 9/15/2045		73,155	*	77,012
	Morgan Stanley BAML Trust due 01/15/2047		64,934	*	64,383
	Morgan Stanley BAML Trust due 2/15/2047		83,580	*	85,343
	Morgan Stanley BAML Trust due 4/15/2047		87,533	*	86,748
	Nissan Auto Receivables Owner Trust due 08/15/2018		30,073	*	29,998
	Nissan Auto Receivables Owner Trust due 8/15/2018		75,219	*	75,072
	Northern Trust Collective 1-10 Year Intermediate Credit Bond		3,448	*	349,364
	Northern Trust Collective 1-10 Year Intermediate Government Bond		4,155	*	122,315
	Northern Trust Collective Commercial Mortgage Backed Securities Index		1,650	*	43,697
	Northern Trust Collective Daily 1-5 Year Credit Bond		2,134	*	253,170
	Northern Trust Collective Short Term Government Bond Index		1,882	*	191,990
	Oncor Electric Delivery due 05/15/2018		2,694	*	2,754
	Total Corporate Debt - Other				**84,590,874**
	Corporate Stocks - Common				
	2U INC COMMON STOCK USD 0.001	90214J101	6,236	101,586	174,483
	3M CO COMMON STOCK USD 0.01	88579Y101	5,000	420,448	753,200
	AARON'S INC COMMON STOCK USD 0.5	002535300	3,663	84,199	82,015
	ABBOTT LABORATORIES COMMON STOCK USD 0	002824100	18,300	738,171	821,853
	ABIOMED INC COMMON STOCK USD 0.01	003654100	1,262	84,470	113,933
	ABM INDUSTRIES INC COMMON STOCK USD 0.01	000957100	3,300	106,701	93,951
	ACADIA PHARMACEUTICALS INC COMMON STOCK USD 0.0001	004225108	1,783	72,517	63,564
	ACTELION LTD ADR USD	00507G102	11,865	366,452	412,071
	ACTIVISION BLIZZARD INC COMMON STOCK USD 0.000001	00507V109	7,430	192,205	287,615
	ACTUANT CORP COMMON STOCK USD 0.2	00508X203	6,900	158,144	165,324
	ADVANCE AUTO PARTS INC COMMON STOCK USD 0.0001	00751Y106	1,210	218,627	182,117
	AECOM COMMON STOCK USD 0.01	00766T100	10,122	217,168	303,964
	AERCAP HOLDINGS NV COMMON STOCK USD 0.01	N00985106	31,600	1,384,169	1,363,856
	AGIOS PHARMACEUTICALS INC COMMON STOCK USD 0.001	00847X104	514	41,009	33,369
	AIR METHODS CORP COMMON STOCK USD 0.06	009128307	6,155	152,543	258,079
	AIRCASTLE LTD COMMON STOCK USD 0.01	G0129K104	3,483	62,408	72,760
	ALEXION PHARMACEUTICALS INC COMMON STOCK USD 0.0001	015351109	10,640	1,864,201	2,029,580
	ALIGN TECHNOLOGY INC COMMON STOCK USD 0.0001	016255101	2,312	139,529	152,245
	ALKERMES PLC COMMON STOCK USD 0.01	G01767105	1,456	51,518	115,577
	ALLERGAN PLC COMMON STOCK USD 0.0033	G0177J108	5,185	1,213,868	1,620,312
	ALLIANCE DATA SYSTEMS CORP COMMON STOCK USD 0.01	018581108	1,048	148,738	289,845
	ALLSTATE CORP/THE COMMON STOCK USD 0.01	020002101	5,600	139,755	347,704
	ALPHABET INC COMMON STOCK USD 0.001	02079K107	4,702	2,032,726	3,568,254
	ALTRA INDUSTRIAL MOTION CORP	02208R106	3,800	125,979	95,304
	AMAZON.COM INC COMMON STOCK USD 0.01	023135106	2,532	589,958	1,711,353
	AMBARELLA INC COMMON STOCK USD 0.00045	G037AX101	1,374	80,702	76,587
	AMERICAN AIRLINES GROUP INC COMMON STOCK USD 0.01	02376R102	5,459	183,607	231,189
	AMERICAN EXPRESS CO COMMON STOCK USD 0.2	025816109	13,200	650,663	918,060
	AMERICAN TOWER CORP REIT USD 0.01	03027X100	28,220	2,181,978	2,735,929
	AMPHENOL CORP COMMON STOCK USD 0.001	032095101	2,666	98,119	139,245
	AMSURG CORP COMMON STOCK USD 0	03232P405	4,278	218,438	325,128
	ANACOR PHARMACEUTICALS INC COMMON STOCK USD 0.001	032420101	390	43,375	44,058
	ANALOG DEVICES INC COMMON STOCK USD 0.167	032654105	3,943	244,944	218,127
	ANHEUSER-BUSCH INBEV SA/NV ADR USD	03524A108	8,645	612,126	1,080,625
	AON PLC COMMON STOCK USD 0.01	G0408V102	4,575	447,954	421,861
	AON PLC COMMON STOCK USD 0.01	G0408V102	2,598	231,813	239,562
	ARAMARK COMMON STOCK USD 0.01	03852U106	4,411	148,120	142,255

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

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

As of December 31, 2015

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	CUSIP/Ticker	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	ARGO GROUP INTERNATIONAL HOLDINGS LTD COMMON STOCK USD 1	G0464B107	2,755	89,922	164,859
	ARISTA NETWORKS INC COMMON STOCK USD 0.0001	040413106	1,508	116,902	117,383
	ARM HOLDINGS PLC ADR USD 0	042068106	28,455	899,944	1,287,304
	ASHLAND INC COMMON STOCK USD 0.01	044209104	3,400	321,285	349,180
	ASHTEAD GROUP PLC ADR USD	045055100	4,710	301,135	316,041
	ASPEN INSURANCE HOLDINGS LTD COMMON STOCK USD 0.001514456	G05384105	4,300	140,479	207,690
	ASSA ABLOY AB ADR USD	045387107	56,970	252,207	594,767
	ASSOCIATED BRITISH FOODS PLC ADR USD	045519402	5,960	167,545	294,901
	ASSURANT INC COMMON STOCK USD 0.01	04621X108	2,750	79,514	221,485
	ATHENAHEALTH INC COMMON STOCK USD 0.01	04685W103	11,291	1,235,325	1,817,512
	ATHENAHEALTH INC COMMON STOCK USD 0.01	04685W103	1,021	152,395	164,350
	ATLAS AIR WORLDWIDE HOLDINGS INC COMMON STOCK USD 0.01	049164205	1,900	72,980	78,546
	ATLASSIAN CORP PLC COMMON STOCK USD 0.1	G06242104	2,326	63,539	69,966
	AVALONBAY COMMUNITIES INC REIT USD 0.01	053484101	1,400	167,241	257,782
	B&G FOODS INC COMMON STOCK USD 0.01	05508R106	3,500	102,312	122,570
	BALL CORP COMMON STOCK USD 0	058498106	7,400	319,709	538,202
	BANK OF AMERICA CORP COMMON STOCK USD 0.01	060505104	66,900	1,704,324	1,125,927
	BANK OF THE OZARKS INC COMMON STOCK USD 0.01	063904106	1,787	81,543	88,385
	BAYER AG ADR USD	072730302	4,915	430,016	613,564
	BBCN BANCORP INC COMMON STOCK USD 0.001	073295107	4,833	42,651	83,224
	BEACON ROOFING SUPPLY INC COMMON STOCK USD 0.01	073685109	2,251	92,540	92,696
	BECTON DICKINSON AND CO COMMON STOCK USD 1	075887109	8,600	743,366	1,325,174
	BELDEN INC COMMON STOCK USD 0.01	077454106	1,850	59,116	88,208
	BENEFITFOCUS INC COMMON STOCK USD 0.001	08180D106	4,591	167,768	167,066
	BERKSHIRE HATHAWAY INC COMMON STOCK USD 0.0033	084670702	8,600	952,450	1,135,544
	BERKSHIRE HILLS BANCORP INC COMMON STOCK USD 0.01	084680107	1,800	51,750	52,398
	BG GROUP PLC ADR EUR	055434203	17,180	298,620	249,454
	BHP BILLITON LTD ADR USD	088606108	12,025	601,427	309,764
	BIG LOTS INC COMMON STOCK USD 0.01	089302103	2,200	72,315	84,788
	BIOMARIN PHARMACEUTICAL INC COMMON STOCK USD 0.001	09061G101	767	66,824	80,351
	BIOMARIN PHARMACEUTICAL INC COMMON STOCK USD 0.001	09061G101	11,216	820,810	1,174,988
	BIOMED REALTY TRUST INC REIT EUR 0.01	09063H107	4,760	79,610	112,764
	BLACKHAWK NETWORK HOLDINGS INC COMMON STOCK USD 0.001	09238E104	2,975	130,877	131,525
	BLOOMIN' BRANDS INC COMMON STOCK USD 0.01	094235108	5,400	119,001	91,206
	BLUE BUFFALO PET PRODUCTS INC COMMON STOCK USD 0.01	09531U102	6,663	146,797	124,665
	BANCFIRST CORP COMMON STOCK USD 1	05945F103	500	21,338	29,310
	BLUEPRINT MEDICINES CORP COMMON STOCK USD 0.001	09627Y109	1,499	38,256	39,484
	BNP PARIBAS SA ADR USD	05565A202	11,985	351,039	338,696
	BRIGHT HORIZONS FAMILY SOLUTIONS INC COMMON STOCK USD 0.001	109194100	1,553	59,658	103,740
	BRIGHT HORIZONS FAMILY SOLUTIONS INC COMMON STOCK USD 0.001	109194100	1,441	89,214	96,259
	BRINKER INTERNATIONAL INC COMMON STOCK USD 0.1	109641100	10,700	498,648	513,065
	BRITISH AMERICAN TOBACCO PLC ADR USD	110448107	6,535	541,600	721,791
	BROADSOFT INC COMMON STOCK USD	11133B409	3,205	123,674	113,329
	BROWN-FORMAN CORP COMMON STOCK USD 0.15	115637209	1,539	98,354	152,792
	BRUNSWICK CORP/DE COMMON STOCK USD 0.75	117043109	8,776	229,225	443,276
	BRUNSWICK CORP/DE COMMON STOCK USD 0.75	117043109	4,040	192,895	204,060
	BRUNSWICK CORP/DE COMMON STOCK USD 0.75	117043109	2,047	109,447	103,394
	BUFFALO WILD WINGS INC COMMON STOCK USD 0	119848109	277	50,922	44,223
	BUILDERS FIRSTSOURCE INC COMMON STOCK USD 0.01	12008R107	11,179	156,441	123,863
	CABOT CORP COMMON STOCK USD 1	127055101	2,458	77,275	100,483
	CACI INTERNATIONAL INC COMMON STOCK USD 0.1	127190304	1,400	65,173	129,892
	CADENCE DESIGN SYSTEMS INC COMMON STOCK USD 0.01	127387108	9,365	170,162	194,886
	CALAVO GROWERS INC COMMON STOCK USD 0.001	128246105	1,755	96,131	85,995
	CALLIDUS SOFTWARE INC COMMON STOCK USD 0.001	13123E500	5,741	105,285	106,610
	CAPSTEAD MORTGAGE CORP REIT USD 0.01	14067E506	11,700	144,357	102,258
	CARDINAL HEALTH INC COMMON STOCK USD 0	14149Y108	15,400	710,328	1,374,758
	CARLSBERG A/S ADR USD	142795202	22,865	423,734	407,226
	CARNIVAL CORP COMMON STOCK USD 0.01	143658300	23,400	845,036	1,274,832
	CARRIZO OIL & GAS INC COMMON STOCK USD 0.01	144577103	3,000	103,105	88,740
	CARRIZO OIL & GAS INC COMMON STOCK USD 0.01	144577103	3,455	170,747	102,199
	CARTER'S INC COMMON STOCK USD 0.01	146229109	1,402	146,530	124,820
	CASEY'S GENERAL STORES INC COMMON STOCK USD 0	147528103	971	102,894	116,957
	CATHAY GENERAL BANCORP COMMON STOCK USD 0.01	149150104	3,008	56,938	94,241
	CAVIUM INC COMMON STOCK USD 0.001	14964U108	2,219	120,942	145,810
	CBL & ASSOCIATES PROPERTIES INC REIT USD 0.01	124830100	21,300	433,711	263,481
	CBOE HOLDINGS INC COMMON STOCK USD	12503M108	1,891	121,586	122,726
	CDK GLOBAL INC COMMON STOCK USD 0.01	12508E101	4,909	235,411	233,030
	CEB INC COMMON STOCK USD 0.01	125134106	797	66,757	48,928
	CELGENE CORP COMMON STOCK USD 0.01	151020104	17,915	1,142,523	2,145,500
	CELLDEX THERAPEUTICS INC COMMON STOCK USD 0.001	15117B103	2,622	47,666	41,113
	CERNER CORP COMMON STOCK USD 0.01	156782104	1,461	56,817	87,908
	CERNER CORP COMMON STOCK USD 0.01	156782104	34,110	1,411,609	2,052,399
	CF INDUSTRIES HOLDINGS INC COMMON STOCK USD 0.01	125269100	1,973	113,391	80,518
	CHARLES SCHWAB CORP/THE COMMON STOCK USD 0.01	808513105	35,480	548,827	1,168,356
	CHECK POINT SOFTWARE TECHNOLOGIES LTD COMMON STOCK USD 0.01	M22465104	4,710	386,017	383,300
	CHECKPOINT SYSTEMS INC COMMON STOCK USD 0.1	162825103	5,600	84,398	35,112
	CHEVRON CORP COMMON STOCK USD 0.75	166764100	7,200	660,952	647,712
	CHICO'S FAS INC COMMON STOCK USD 0.01	168615102	2,994	25,020	31,946
	CHIPOTLE MEXICAN GRILL INC COMMON STOCK USD 0.01	169656105	2,322	1,301,659	1,114,212
	CHUBB LTD COMMON STOCK USD 24.77	H0023R105	17,330	1,374,363	2,025,011
	CIE FINANCIERE RICHEMONT SA ADR USD	204319107	35,885	335,566	255,501

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

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

As of December 31, 2015

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	CUSIP/Ticker	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	CIMPRESS NV COMMON STOCK USD 0.001	N20146101	1,095	90,053	88,848
	CINTAS CORP COMMON STOCK USD 0	172908105	2,449	200,690	222,981
	CIRRUS LOGIC INC COMMON STOCK USD 0.001	172755100	2,662	85,354	78,609
	CIT GROUP INC COMMON STOCK USD 0.01	125581801	8,500	368,734	337,450
	CITIZENS FINANCIAL GROUP INC COMMON STOCK USD 0.01	174610105	3,851	100,800	100,858
	CLEAN HARBORS INC COMMON STOCK USD 0.01	184496107	2,500	101,847	104,125
	CLEARWATER PAPER CORP COMMON STOCK USD 0.0001	18538R103	1,500	92,129	68,295
	COGENT COMMUNICATIONS HOLDINGS COMMON STOCK USD 0.001	19239V302	3,664	140,252	127,104
	COLFAX CORP COMMON STOCK USD 0.001	194014106	5,100	141,912	119,085
	COLGATE-PALMOLIVE CO COMMON STOCK USD 1	194162103	7,400	244,108	492,988
	COMMERCE BANCSHARES INC/MO COMMON STOCK USD 5	200525103	2,005	67,349	85,293
	COMPASS GROUP PLC ADR USD	20449X302	26,290	450,243	463,230
	COMPUTER SCIENCES CORP COMMON STOCK USD 1	205363104	3,787	75,647	123,759
	COMSCORE INC COMMON STOCK USD 0.001	20564W105	2,116	83,590	87,073
	CONTINENTAL AG ADR USD	210771200	5,085	228,414	244,614
	CONVERGYS CORP COMMON STOCK USD 0	212485106	9,421	116,567	234,489
	COOPER COS INC/THE COMMON STOCK USD 0.1	216648402	1,288	126,724	172,850
	COPART INC COMMON STOCK USD 0	217204106	4,323	157,289	164,317
	COSTCO WHOLESALE CORP COMMON STOCK USD 0.005	22160K105	9,205	954,294	1,486,608
	CR BARD INC COMMON STOCK USD 0.25	067383109	1,038	194,935	196,639
	CRA INTERNATIONAL INC COMMON STOCK USD 0	12618T105	192	4,913	3,581
	CREDIT SUISSE GROUP AG ADR USD	225401108	9,685	241,821	210,068
	CRITEO SA ADR USD 0.025	226718104	3,089	120,594	122,324
	CROWN HOLDINGS INC COMMON STOCK USD 5	228368106	26,900	1,168,356	1,363,830
	CSRA INC COMMON STOCK USD 0.001	12650T104	3,787	72,067	113,610
	CULLEN/FROST BANKERS INC COMMON STOCK USD 0.01	229899109	1,900	122,535	114,000
	CUSTOMERS BANCORP INC COMMON STOCK USD 1	23204G100	2,160	37,043	58,795
	CVB FINANCIAL CORP COMMON STOCK USD 0	126600105	7,211	65,197	122,010
	CVENT INC COMMON STOCK USD 0.001	23247G109	1,609	57,240	56,170
	CVS HEALTH CORP	126650100	13,400	1,330,514	1,310,118
	CYS INVESTMENTS INC REIT USD 0.01	12673A108	16,212	191,006	115,592
	DAIWA HOUSE INDUSTRY CO LTD ADR USD	234062206	27,100	534,072	779,667
	DANA HOLDING CORP COMMON STOCK USD 0.01	235825205	38,505	708,236	531,369
	DEL FRISCO'S RESTAURANT GROUP INC COMMON STOCK USD 0.001	245077102	5,640	77,352	90,353
	DELPHI AUTOMOTIVE PLC COMMON STOCK USD 0.01	G27823106	3,200	157,101	274,336
	DEVON ENERGY CORP COMMON STOCK USD 0.1	25179M103	12,900	789,499	412,800
	DEXCOM INC COMMON STOCK USD 0.001	252131107	852	61,732	69,779
	DIAGEO PLC ADR USD	25243Q205	8,100	689,324	883,467
	DIPLOMAT PHARMACY INC COMMON STOCK USD 0	25456K101	1,486	37,126	50,851
	DOLLAR GENERAL CORP COMMON STOCK USD 0.875	256677105	2,621	200,469	188,371
	DOLLAR TREE INC COMMON STOCK USD 0.01	256746108	3,208	258,626	247,722
	DONALDSON CO INC COMMON STOCK USD 5	257651109	33,600	1,185,794	962,976
	DOVER CORP COMMON STOCK USD 1	260003108	3,750	219,868	229,913
	DR HORTON INC COMMON STOCK USD 0.01	23331A109	8,500	202,048	272,255
	DUKE REALTY CORP REIT USD 0.01	264411505	11,933	169,431	250,832
	DUNKIN' BRANDS GROUP INC COMMON STOCK USD 0.001	265504100	1,586	55,989	67,548
	DUPONT FABROS TECHNOLOGY INC REIT USD 0.001	26613Q106	6,300	159,213	200,277
	E*TRADE FINANCIAL CORP COMMON STOCK USD 0.01	269246401	8,356	175,361	247,672
	EASTMAN CHEMICAL CO COMMON STOCK USD 0.01	277432100	3,400	277,641	229,534
	EATON CORP PLC COMMON STOCK USD 0.01	G29183103	20,900	1,281,193	1,087,636
	EL PASO ELECTRIC CO COMMON STOCK USD 0	283677854	4,598	89,654	177,023
	ELECTRONIC ARTS INC COMMON STOCK USD 0.01	285512109	5,628	138,971	386,756
	ENCANA CORP COMMON STOCK CAD 0	292505104	28,685	355,126	146,007
	ENDOLOGIX INC COMMON STOCK USD 0.001	29266S106	5,064	67,823	50,134
	ENDURANCE SPECIALTY HOLDINGS LTD COMMON STOCK USD 1	G30397106	7,400	305,457	473,526
	ENERGEN CORP COMMON STOCK USD 0.01	29265N108	1,900	87,847	77,881
	REINSURANCE GROUP OF AMERICA INC COMMON STOCK USD 0.01	759351604	1,050	37,089	89,828
	ENERSYS COMMON STOCK USD 0.01	29275Y102	4,676	184,578	261,529
	ENSIGN GROUP INC/THE COMMON STOCK USD 0.001	29358P101	3,684	29,164	83,369
	EPAM SYSTEMS INC COMMON STOCK USD 0.001	29414B104	2,267	150,598	178,232
	EPR PROPERTIES REIT USD 0.01	26884U109	3,800	171,986	222,110
	EQUIFAX INC COMMON STOCK USD 1.25	294429105	2,418	239,638	269,293
	EQUINIX INC REIT USD 0.001	29444U700	5,668	1,107,752	1,714,100
	EQUITY LIFESTYLE PROPERTIES INC REIT USD 0.01	29472R108	2,416	78,786	161,075
	ESSENDANT INC COMMON STOCK USD 0.1	296689102	4,940	116,931	160,599
	ETSY INC COMMON STOCK USD 0.001	29786A106	1,358	13,022	11,217
	EURONET WORLDWIDE INC COMMON STOCK USD 0.02	298736109	3,668	244,878	265,673
	EURONET WORLDWIDE INC COMMON STOCK USD 0.02	298736109	1,249	94,948	90,465
	EVERCORE PARTNERS INC COMMON STOCK USD 0.01	29977A105	2,634	150,121	142,420
	EVOLENT HEALTH INC COMMON STOCK USD 0.01	30050B101	3,757	72,332	45,497
	EXPEDIA INC COMMON STOCK USD 0.001	30212P303	1,723	195,506	214,169
	EXXON MOBIL CORP COMMON STOCK USD 0	30231G102	16,000	1,152,245	1,247,200
	FACEBOOK INC COMMON STOCK USD 0.000006	30303M102	23,180	1,747,010	2,426,019
	FAIR ISAAC CORP COMMON STOCK USD 0.01	303250104	1,455	125,992	137,032
	FIFTH THIRD BANCORP COMMON STOCK USD 0	316773100	12,600	239,300	253,260
	FINANCIAL ENGINES INC COMMON STOCK USD 0.0001	317485100	1,847	64,264	62,188
	FIRST MERCHANTS CORP COMMON STOCK USD 0	320817109	2,600	54,389	66,092
	FIRST MIDWEST BANCORP INC/IL COMMON STOCK USD 0.01	320867104	5,733	63,559	105,659
	FLEETMATICS GROUP PLC COMMON STOCK USD 0.015	G35569105	2,353	122,318	119,509
	FLOTEK INDUSTRIES INC COMMON STOCK USD 0.0001	343389102	2,677	39,673	30,625
	FMC TECHNOLOGIES INC COMMON STOCK USD 0.01	30249U101	3,800	127,800	110,238

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

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

As of December 31, 2015

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	CUSIP/Ticker	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	FNB CORP/PA COMMON STOCK USD 0.01	302520101	6,091	37,464	81,254
	FNF GROUP TRACKING STK USD 0.0001	31620R303	7,000	213,571	242,690
	FNF GROUP TRACKING STK USD 0.0001	31620R303	35,000	966,960	1,213,450
	FORTINET INC COMMON STOCK USD 0.001	34959E109	3,063	73,720	95,474
	FORUM ENERGY TECHNOLOGIES INC COMMON STOCK USD 0.01	34984V100	5,500	118,235	68,530
	FOUNDATION MEDICINE INC COMMON STOCK USD 0.0001	350465100	1,162	33,686	24,472
	FRESENIUS SE & CO KGAA ADR USD	35804M105	21,707	286,005	387,470
	FULTON FINANCIAL CORP COMMON STOCK USD 2.5	360271100	8,200	86,585	106,682
	GARTNER INC COMMON STOCK USD 0.0005	366651107	1,108	58,105	100,496
	GASLOG LTD COMMON STOCK USD 0.01	G37585109	5,728	81,304	47,542
	GEA GROUP AG ADR USD	361592108	2,925	121,939	117,556
	GENESCO INC COMMON STOCK USD 1	371532102	1,200	91,338	68,196
	GENESEE & WYOMING INC COMMON STOCK USD 0.01	371559105	1,883	97,076	101,098
	GERMAN AMERICAN BANCORP INC COMMON STOCK USD 0	373865104	1,100	29,901	36,652
	GILDAN ACTIVEWEAR INC COMMON STOCK CAD 0	375916103	46,000	1,258,614	1,307,320
	GLAUKOS CORP COMMON STOCK USD 0.001	377322102	3,011	75,213	74,342
	GLOBAL PAYMENTS INC COMMON STOCK USD 0	37940X102	4,510	158,217	290,940
	GNC HOLDINGS INC COMMON STOCK USD 0.001	36191G107	4,078	180,726	126,500
	GODADDY INC COMMON STOCK USD 0.001	380237107	5,355	145,446	171,681
	GOGO INC COMMON STOCK USD 0.0001	38046C109	9,859	171,057	175,490
	GREAT PLAINS ENERGY INC COMMON STOCK USD 0	391164100	11,100	230,761	303,141
	GREAT WESTERN BANCORP INC COMMON STOCK USD 0.01	391416104	4,095	100,773	118,837
	GUIDEWIRE SOFTWARE INC COMMON STOCK USD 0.0001	40171V100	2,067	120,059	124,351
	HABIT RESTAURANTS INC/THE COMMON STOCK USD 0.01	40449J103	2,538	74,278	58,526
	HANCOCK HOLDING CO COMMON STOCK USD 3.33	410120109	306	7,761	7,702
	HANGER INC COMMON STOCK USD 0.01	41043F208	2,936	72,714	48,297
	JOHNSON & JOHNSON COMMON STOCK USD 1	478160104	15,400	1,066,515	1,581,888
	HARMAN INTERNATIONAL INDUSTRIES INC COMMON STOCK USD 0.01	413086109	2,123	237,364	200,008
	HARSCO CORP COMMON STOCK USD 1.25	415864107	10,475	212,955	82,543
	HB FULLER CO COMMON STOCK USD 1	359694106	3,939	148,693	143,655
	HD SUPPLY HOLDINGS INC COMMON STOCK USD 0.01	40416M105	5,191	178,045	155,886
	HEALTHCARE SERVICES GROUP INC COMMON STOCK USD 0.01	421906108	2,227	78,707	77,655
	OMNICOM GROUP INC COMMON STOCK USD 0.15	681919106	21,100	1,041,938	1,596,426
	HEALTHEQUITY INC COMMON STOCK USD 0.0001	42226A107	3,129	100,147	78,444
	HEALTHSOUTH CORP COMMON STOCK USD 0.01	421924309	2,722	113,609	94,753
	HEALTHSOUTH CORP COMMON STOCK USD 0.01	421924309	1,635	72,619	56,914
	HEXCEL CORP COMMON STOCK USD 0.01	428291108	1,378	66,118	64,008
	HILL-ROM HOLDINGS INC COMMON STOCK USD 0	431475102	1,306	37,176	62,766
	HOLOGIC INC COMMON STOCK USD 0.01	436440101	3,182	124,562	123,112
	HUBSPOT INC COMMON STOCK USD 0.001	443573100	1,096	60,045	61,716
	HUMANA INC COMMON STOCK USD 0.166	444859102	720	94,497	128,527
	HUNTINGTON INGALLS INDUSTRIES INC COMMON STOCK USD 0.01	446413106	758	37,575	96,152
	ILLUMINA INC COMMON STOCK USD 0.01	452327109	512	30,693	98,276
	ILLUMINA INC COMMON STOCK USD 0.01	452327109	9,179	1,421,533	1,761,863
	IMAX CORP COMMON STOCK USD 0	45245E109	2,805	66,944	99,690
	IMAX CORP COMMON STOCK USD 0	45245E109	5,459	207,366	194,013
	INCYTE CORP COMMON STOCK USD 0.001	45337C102	977	47,041	105,956
	INFINERA CORP COMMON STOCK USD 0.001	45667G103	5,255	84,934	95,221
	INFORMA PLC ADR USD	45672B305	20,880	292,524	386,489
	INSIGHT ENTERPRISES INC COMMON STOCK USD 0.01	45765U103	3,050	29,664	76,616
	INTEGRATED DEVICE TECHNOLOGY INC COMMON STOCK USD 0.001	458118106	12,279	90,659	323,552
	INTEROIL CORP COMMON STOCK USD 0	460951106	1,005	60,323	31,577
	IPG PHOTONICS CORP COMMON STOCK USD 0.0001	44980X109	1,016	90,531	90,587
	IROBOT CORP COMMON STOCK USD 0.01	462726100	850	30,779	30,090
	JACK HENRY & ASSOCIATES INC COMMON STOCK USD 0.01	426281101	1,795	64,295	140,118
	JAPAN TOBACCO INC ADR USD	471105205	30,535	508,092	567,188
	JB HUNT TRANSPORT SERVICES INC COMMON STOCK USD 0.01	445658107	2,414	190,362	177,091
**	JPMORGAN CHASE & CO COMMON STOCK USD 1	46625H100	22,600	888,347	1,492,278
	JUNO THERAPEUTICS INC COMMON STOCK USD 0.0001	48205A109	1,161	62,209	51,049
	KAR AUCTION SERVICES INC COMMON STOCK USD 0.01	48238T109	3,022	55,558	111,905
	KBC GROEP NV ADR USD	48241F104	8,040	246,238	250,446
	KDDI CORP ADR USD	48667L106	38,067	380,590	492,777
	KEYSIGHT TECHNOLOGIES INC COMMON STOCK USD	49338L103	7,200	247,745	203,976
	KIRBY CORP COMMON STOCK USD 0.1	497266106	1,730	124,768	91,033
	KITE PHARMA INC COMMON STOCK USD 0.001	49803L109	429	36,183	26,435
	KNIGHT TRANSPORTATION INC COMMON STOCK USD 0.01	499064103	1,534	40,828	37,169
	KOHL'S CORP COMMON STOCK USD 0.01	500255104	14,100	734,630	671,583
	KOMATSU LTD ADR USD 50	500458401	12,790	347,979	208,861
	KONINKLIJKE KPN NV ADR USD	780641205	62,280	207,074	238,532
	L BRANDS INC COMMON STOCK USD 0.5	501797104	1,340	89,723	128,399
	LABORATORY CORP OF AMERICA HOLDINGS COMMON STOCK USD 0.1	50540R409	13,900	1,357,543	1,718,596
	LAKELAND FINANCIAL CORP COMMON STOCK USD 0	511656100	1,400	29,470	65,268
	LAM RESEARCH CORP COMMON STOCK USD 0.001	512807108	1,808	103,822	143,591
	LAMAR ADVERTISING CO REIT USD 0.001	512816109	4,448	236,367	266,791
	LDR HOLDING CORP COMMON STOCK USD 0.001	50185U105	2,560	92,688	64,282
	LENDINGTREE INC COMMON STOCK USD 0.01	52603B107	318	36,163	28,391
	LEXMARK INTERNATIONAL INC COMMON STOCK USD 0.01	529771107	2,100	60,545	68,145
	LIBERTY TRIPADVISOR HOLDINGS INC COMMON STOCK USD 0.01	531465102	5,558	173,199	168,630
	LINCOLN NATIONAL CORP COMMON STOCK USD 0	534187109	7,367	156,706	370,265
	LINEAR TECHNOLOGY CORP COMMON STOCK USD 0.001	535678106	15,000	579,677	637,050
	LINKEDIN CORP COMMON STOCK USD 0.0001	53578A108	8,165	1,190,555	1,837,778

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

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

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	LKQ CORP COMMON STOCK USD 0.01	501889208	7,069	131,928	209,454
	LLOYDS BANKING GROUP PLC ADR USD	539439109	129,460	495,196	564,446
	LOGMEIN INC COMMON STOCK USD 0.01	54142L109	874	61,380	58,645
	LTC PROPERTIES INC REIT USD 0.01	502175102	3,400	152,412	146,676
	LULULEMON ATHLETICA INC COMMON STOCK USD 0.005	550021109	1,772	95,877	92,977
	M&T BANK CORP COMMON STOCK USD 0.5	55261F104	3,100	306,866	375,658
	MAKITA CORP ADR USD	560877300	7,850	417,070	455,300
	MANHATTAN ASSOCIATES INC COMMON STOCK USD 0.01	562750109	1,636	81,368	108,254
	MARKETAXESS HOLDINGS INC COMMON STOCK USD 0.003	57060D108	1,709	134,936	190,707
	MARVELL TECHNOLOGY GROUP LTD COMMON STOCK USD 0.002	G5876H105	28,400	358,546	250,488
	MATCH GROUP INC COMMON STOCK USD 0.001	57665R106	8,699	125,293	117,871
	MATERIALISE NV ADR USD 0	57667T100	3,108	31,861	21,942
	MATERION CORP COMMON STOCK USD 0	576690101	2,043	56,762	57,204
	MEAD JOHNSON NUTRITION CO COMMON STOCK USD 0.01	582839106	837	79,436	66,081
	MEAD JOHNSON NUTRITION CO COMMON STOCK USD 0.01	582839106	13,555	1,065,876	1,070,167
	MEDIDATA SOLUTIONS INC COMMON STOCK USD 0.01	58471A105	2,002	108,523	98,679
	MEDIOLANUM SPA ADR USD	58502L104	14,780	225,402	273,578
	MEDIVATION INC COMMON STOCK USD 0.01	58501N101	2,089	99,254	100,982
	MEDNAX INC COMMON STOCK USD 0.01	58502B106	2,650	98,654	189,899
	MEMORIAL RESOURCE DEVELOPMENT CORP COMMON STOCK USD 0.01	58605Q109	3,937	71,837	63,583
	MFA FINANCIAL INC REIT USD 0.01	55272X102	38,000	292,555	250,800
	MGM RESORTS INTERNATIONAL COMMON STOCK USD 0.01	552953101	4,980	121,546	113,146
	MICROSEMI CORP COMMON STOCK USD 0.2	595137100	5,000	132,388	162,950
	MICROSEMI CORP COMMON STOCK USD 0.2	595137100	1,713	63,274	55,827
	MINERALS TECHNOLOGIES INC COMMON STOCK USD 0.1	603158106	2,500	81,634	114,650
	MOBILEYE NV COMMON STOCK	N51488117	35,643	1,403,843	1,506,986
	MONOLITHIC POWER SYSTEMS INC COMMON STOCK USD 0.001	609839105	974	64,553	62,054
	MONRO MUFFLER BRAKE INC COMMON STOCK USD 0.01	610236101	919	63,040	60,856
	MONSTER BEVERAGE CORP COMMON STOCK USD	61174X109	744	70,423	110,826
	MONSTER BEVERAGE CORP COMMON STOCK USD	61174X109	8,950	1,161,323	1,333,192
	MOOG INC COMMON STOCK USD 1	615394202	2,031	60,186	123,079
	MURPHY OIL CORP COMMON STOCK USD 1	626717102	11,700	476,619	262,665
	NASDAQ INC COMMON STOCK USD 0.01	631103108	2,621	153,928	152,464
	NAVIGANT CONSULTING INC COMMON STOCK USD 0.001	63935N107	5,633	75,264	90,466
	NEUROCRINE BIOSCIENCES INC COMMON STOCK USD 0.001	64125C109	1,723	84,265	97,470
	NEVRO CORP COMMON STOCK USD 0.001	64157F103	2,008	108,388	135,560
	NEW ORIENTAL EDUCATION & TECHNOLOGY GROUP INC ADR USD 0.01	647581107	937	30,954	29,394
	NEW RELIC INC COMMON STOCK USD 0.001	64829B100	1,791	69,374	65,246
	NOBLE ENERGY INC COMMON STOCK USD 0.01	655044105	12,700	652,888	418,211
	NORDSON CORP COMMON STOCK USD 0	655663102	476	33,988	30,535
	NORDSTROM INC COMMON STOCK USD 0	655664100	4,159	238,633	207,160
	NOVARTIS AG ADR USD	66987V109	12,105	739,155	1,041,514
	NOVO NORDISK A/S ADR USD	670100205	8,595	316,611	499,198
	NXP SEMICONDUCTORS NV COMMON STOCK USD	N6596X109	1,380	55,448	116,265
	OCEANFIRST FINANCIAL CORP COMMON STOCK USD 0.01	675234108	376	6,897	7,531
	OIL STATES INTERNATIONAL INC COMMON STOCK USD 0.01	678026105	2,900	115,144	79,025
	ON ASSIGNMENT INC COMMON STOCK USD 0.01	682159108	2,007	93,120	90,215
	OPHTHOTECH CORP COMMON STOCK USD 0.001	683745103	1,074	70,276	84,341
	O'REILLY AUTOMOTIVE INC COMMON STOCK USD 0.01	67103H107	811	56,812	205,524
	OWENS-ILLINOIS INC COMMON STOCK USD 0.01	690768403	13,500	386,466	235,170
	PACIFIC BIOSCIENCES OF CALIFORNIA INC COMMON STOCK USD 0.0001	69404D108	7,930	72,276	104,121
	PACIFIC CONTINENTAL CORP COMMON STOCK USD 0	69412V108	1,092	16,442	16,249
	PACIRA PHARMACEUTICALS INC/DE COMMON STOCK USD 0.001	695127100	1,693	124,502	130,005
	PACKAGING CORP OF AMERICA COMMON STOCK USD 0.01	695156109	4,000	270,762	252,200
	PANERA BREAD CO COMMON STOCK USD 0.0001	69840W108	636	125,042	123,880
	PAREXEL INTERNATIONAL CORP COMMON STOCK USD 0.01	699462107	3,406	228,167	232,017
	PARKER-HANNIFIN CORP COMMON STOCK USD 0.5	701094104	12,100	1,219,360	1,173,458
	PAYCOM SOFTWARE INC COMMON STOCK USD 0.01	70432V102	3,661	107,091	137,763
	PAYLOCITY HOLDING CORP COMMON STOCK USD 0.001	70438V106	4,361	117,363	176,839
	PDC ENERGY INC COMMON STOCK USD 0.01	69327R101	1,690	86,918	90,212
	PENUMBRA INC COMMON STOCK USD 0.001	70975L107	1,669	75,788	89,809
	PERFORMANCE FOOD GROUP CO COMMON STOCK USD 0.01	71377A103	2,612	63,938	60,442
	PERRIGO CO PLC COMMON STOCK USD 0	G97822103	1,582	223,946	228,915
	PG&E CORP COMMON STOCK USD 0	69331C108	7,700	328,743	409,563
	PHILIP MORRIS INTERNATIONAL INC COMMON STOCK USD 0	718172109	14,900	1,210,635	1,309,859
	PIER 1 IMPORTS INC COMMON STOCK USD 0.001	720279108	8,300	105,316	42,247
	PINNACLE FINANCIAL PARTNERS INC COMMON STOCK USD 1	72346Q104	2,029	70,928	104,209
	PINNACLE WEST CAPITAL CORP COMMON STOCK USD 0	723484101	6,550	269,663	422,344
	PLANTRONICS INC COMMON STOCK USD 0.01	727493108	3,700	150,018	175,454
	PNC FINANCIAL SERVICES GROUP INC/THE COMMON STOCK USD 5	693475105	10,900	557,514	1,038,879
	POOL CORP COMMON STOCK USD 0.001	73278L105	1,530	109,108	123,593
	PORTLAND GENERAL ELECTRIC CO COMMON STOCK USD 0	736508847	4,800	162,798	174,576
	PORTOLA PHARMACEUTICALS INC COMMON STOCK USD 0.001	737010108	630	31,295	32,414
	PRESS GANEY HOLDINGS INC COMMON STOCK USD 0.01	74113L102	4,166	120,042	131,437
	PRESTIGE BRANDS HOLDINGS INC COMMON STOCK USD 0.01	74112D101	3,033	136,329	156,139
	PRICELINE GROUP INC/THE COM USD	741503403	1,582	1,283,703	2,016,971
	PRIVATEBANCORP INC COMMON STOCK USD 0	742962103	2,877	103,158	118,015
	PROCTER & GAMBLE CO/THE COMMON STOCK USD 0	742718109	12,600	888,942	1,000,566
	PROGRESS SOFTWARE CORP COMMON STOCK USD 0.01	743312100	3,098	55,803	74,352
	PROGRESSIVE CORP/THE COMMON STOCK USD 1	743315103	42,800	962,862	1,361,040
	PROOFPOINT INC COMMON STOCK USD 0.0001	743424103	891	44,560	57,924

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	PROSPERITY BANCSHARES INC COMMON STOCK USD 1	743606105	1,957	74,058	93,662
	PROTHENA CORP PLC COMMON STOCK USD 0.01	G72800108	449	32,893	30,581
	PROTO LABS INC COMMON STOCK USD 0.001	743713109	1,616	114,581	102,923
	PROVIDENCE SERVICE CORP/THE COMMON STOCK USD 0.001	743815102	3,300	89,611	154,836
	PRUDENTIAL PLC ADR USD	74435K204	18,055	499,226	813,919
	PTC INC COMMON STOCK USD 0.01	69370C100	2,818	44,835	97,587
	QORVO INC COMMON STOCK USD 0.0001	74736K101	2,540	188,823	129,286
	QUALCOMM INC COMMON STOCK USD 0.0001	747525103	2,060	147,463	102,969
	RAYMOND JAMES FINANCIAL INC COMMON STOCK USD 0.01	754730109	4,342	181,657	251,706
	RBC BEARINGS INC COMMON STOCK USD 0.01	75524B104	1,121	81,116	72,405
	RED ELECTRICA CORP SA ADR USD	756568101	21,735	282,928	362,975
	RED HAT INC COMMON STOCK USD 0.0001	756577102	2,459	162,123	203,630
	RED ROBIN GOURMET BURGERS INC COMMON STOCK USD 0.001	75689M101	1,558	102,435	96,191
	RELX PLC ADR USD	759530108	22,625	390,694	403,404
	RENAISSANCERE HOLDINGS LTD COMMON STOCK USD 1	G7496G103	13,600	1,267,724	1,539,384
	RENTRAK CORP COMMON STOCK EUR 0.001	760174102	1,213	74,667	57,654
	REPUBLIC SERVICES INC COMMON STOCK USD 0.01	760759100	3,600	124,982	158,364
	RESTORATION HARDWARE HOLDINGS INC COMMON STOCK USD 0.0001	761283100	1,437	123,183	114,170
	REVANCE THERAPEUTICS INC COMMON STOCK USD 0.001	761330109	1,170	43,795	39,967
	REXAM PLC ADR USD	761655604	8,315	262,887	371,847
	ROCKWELL COLLINS INC COMMON STOCK USD 0.01	774341101	8,000	697,964	738,400
	ROPER TECHNOLOGIES INC COMMON STOCK USD 0.01	776696106	967	146,749	183,527
	ROSS STORES INC COMMON STOCK USD 0.01	778296103	5,022	190,137	270,234
	ROYAL CARIBBEAN CRUISES LTD	V7780T103	1,800	140,337	182,178
	ROYAL CARIBBEAN CRUISES LTD	V7780T103	1,469	143,877	148,677
	ROYAL DUTCH SHELL PLC ADR USD	780259206	5,875	368,540	269,016
	RUBICON PROJECT INC/THE COMMON STOCK USD 0.00001	78112V102	4,037	63,373	66,409
	RUCKUS WIRELESS INC COMMON STOCK USD 0.001	781220108	2,424	27,419	25,961
	RYANAIR HOLDINGS PLC ADR USD	783513203	3,021	105,675	261,196
	RYDER SYSTEM INC COMMON STOCK USD 0.5	783549108	1,500	64,020	85,245
	RYOHIN KEIKAKU CO LTD ADR USD	78392U105	6,460	156,031	261,953
	S&T BANCORP INC COMMON STOCK USD 2.5	783859101	2,000	35,983	61,640
	SAGE THERAPEUTICS INC COMMON STOCK USD 0.0001	78667J108	2,330	120,839	135,839
	SAIA INC COMMON STOCK USD 0.001	78709Y105	2,500	102,221	55,625
	SALESFORCE.COM INC COMMON STOCK USD 0.001	79466L302	42,190	1,658,845	3,307,696
	SAMPO OYJ ADR USD	79588J102	17,615	251,505	445,571
	SAREPTA THERAPEUTICS INC COMMON STOCK USD 0.0001	803607100	1,697	63,258	65,470
	SCIENCE APPLICATIONS INTERNATIONAL CORP COMMON STOCK USD 0.0001	808625107	2,264	102,197	103,646
	SEACOR HOLDINGS INC COMMON STOCK USD 0.01	811904101	1,900	143,407	99,864
	SERVICENOW INC COMMON STOCK USD 0.001	81762P102	21,675	1,296,915	1,876,188
	SEVEN & I HOLDINGS CO LTD ADR USD	81783H105	18,945	322,728	432,893
	SHAKE SHACK INC COMMON STOCK USD 0.01	819047101	796	40,601	31,522
	SHERWIN-WILLIAMS CO/THE COMMON STOCK USD 1	824348106	1,097	180,281	284,781
	SHIRE PLC ADR USD	82481R106	2,475	510,968	507,375
	SHOPIFY INC COMMON STOCK CAD	82509L107	2,321	77,860	59,882
	SIGNATURE BANK/NEW YORK NY COMMON STOCK USD 0.01	82669G104	1,661	165,009	254,748
	SIGNET JEWELERS LTD COMMON STOCK USD 0.18	G81276100	1,880	146,335	232,537
	SINCLAIR BROADCAST GROUP INC COMMON STOCK USD 0.01	829226109	4,498	150,651	146,365
	SM ENERGY CO COMMON STOCK USD 0.01	78454L100	3,000	104,211	58,980
	SNYDER'S-LANCE INC COMMON STOCK USD 0.833	833551104	3,538	128,145	121,353
	SOFTBANK GROUP CORP ADR USD	83404D109	18,275	658,013	460,256
	SONY CORP ADR USD	835699307	11,250	304,745	276,863
	SPARK THERAPEUTICS INC COMMON STOCK USD 0.001	84652J103	1,656	105,396	75,033
	SPARTANNASH CO COMMON STOCK USD 0	847215100	4,230	78,111	91,537
	SPLUNK INC COMMON STOCK USD 0.001	848637104	23,430	1,149,418	1,377,918
	SQUARE INC COMMON STOCK USD 0.000001	852234103	1,142	13,788	14,949
	STAG INDUSTRIAL INC REIT USD 0.01	85254J102	13,427	250,098	247,728
	STANDEX INTERNATIONAL CORP COMMON STOCK USD 1.5	854231107	2,659	64,097	221,096
	STARBUCKS CORP COMMON STOCK USD 0.001	855244109	34,510	909,647	2,071,635
	STATE STREET CORP COMMON STOCK USD 1	857477103	24,100	1,218,035	1,599,276
	STEELCASE INC COMMON STOCK USD 0	858155203	19,250	192,429	286,825
	STERIS PLC COMMON STOCK USD	G84720104	1,500	38,939	113,010
	STERIS PLC COMMON STOCK USD	G84720104	1,767	132,323	133,126
	STOCK YARDS BANCORP INC COMMON STOCK USD 0	861025104	1,992	51,795	75,278
	SUMITOMO MITSUI FINANCIAL GROUP INC ADR USD	86562M209	75,212	634,468	570,859
	SUMITOMO MITSUI TRUST HOLDINGS INC ADR USD	86562X106	43,345	217,174	164,928
	SUNPOWER CORP COMMON STOCK USD 0.001	867652406	6,327	176,054	189,873
	SVB FINANCIAL GROUP COMMON STOCK USD 0.001	78486Q101	494	63,675	58,737
	SWEDBANK AB ADR USD	870195104	21,275	468,687	467,944
	SYKES ENTERPRISES INC COMMON STOCK USD 0.01	871237103	3,789	57,708	116,625
	SYNAPTICS INC COMMON STOCK USD 0.001	87157D109	712	66,237	57,202
	SYNCHRONOSS TECHNOLOGIES INC COMMON STOCK USD 0.0001	87157B103	206	9,564	7,257
	TABLEAU SOFTWARE INC COMMON STOCK USD 0.0001	87336U105	1,330	122,225	125,313
	TCF FINANCIAL CORP COMMON STOCK USD 0.01	872275102	19,143	257,980	270,299
	TELENOR ASA ADR USD	87944W105	5,450	371,895	271,274
	TESARO INC COMMON STOCK USD 0.0001	881569107	1,223	67,193	63,987
	TEVA PHARMACEUTICAL INDUSTRIES LTD ADR USD	881624209	8,000	437,430	525,120
	TEXTURA CORP COMMON STOCK USD 0.001	883211104	423	12,461	9,128
	TIFFANY & CO COMMON STOCK USD 0.01	886547108	11,785	882,859	899,078
	TOMPKINS FINANCIAL CORP COMMON STOCK USD 0.1	890110109	500	20,096	28,080
	TRANSDIGM GROUP INC COMMON STOCK USD 0.01	893641100	2,340	260,875	534,573

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

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

As of December 31, 2015

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	CUSIP/Ticker	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	TRANSUNION COMMON STOCK USD 0.01	89400J107	1,669	45,661	46,014
	TREEHOUSE FOODS INC COMMON STOCK USD 0.01	89469A104	2,900	234,961	227,534
	TWENTY-FIRST CENTURY FOX INC COMMON STOCK USD 0.01	90130A101	52,100	1,630,651	1,415,036
	TYLER TECHNOLOGIES INC COMMON STOCK USD 0.01	902252105	901	128,332	157,062
	UGI CORP COMMON STOCK USD 0	902681105	4,050	72,635	136,728
	ULTIMATE SOFTWARE GROUP INC/THE COMMON STOCK USD 0.01	90385D107	1,358	224,363	265,503
	ULTRAGENYX PHARMACEUTICAL INC COMMON STOCK USD 0.001	90400D108	831	71,188	93,222
	UNDER ARMOUR INC COMMON STOCK USD 0.000333	904311107	12,370	862,345	997,146
	UNILEVER NV NY REG SHRS USD	904784709	16,700	645,540	723,444
	UNILEVER PLC ADR USD	904767704	11,420	398,608	492,430
	UNITED CONTINENTAL HOLDINGS INC COMMON STOCK USD 0.01	910047109	2,265	135,422	129,785
	UNITED PARCEL SERVICE INC COMMON STOCK USD 0.01	911312106	12,100	911,979	1,164,383
	UNITED RENTALS INC COMMON STOCK USD 0.01	911363109	339	25,247	24,591
	UNITEDHEALTH GROUP INC COMMON STOCK USD 0.01	91324P102	10,200	660,446	1,199,928
	UNIVERSAL DISPLAY CORP COMMON STOCK USD 0.01	91347P105	2,063	113,300	112,310
	UNIVERSAL HEALTH SERVICES INC COMMON STOCK USD 0.01	913903100	3,500	387,528	418,215
	UNIVERSAL HEALTH SERVICES INC COMMON STOCK USD 0.01	913903100	1,149	131,003	137,294
	US SILICA HOLDINGS INC COMMON STOCK USD 0.01	90346E103	1,087	21,647	20,360
	VALEO SA ADR USD	919134304	5,345	212,567	413,783
	VANTIV INC COMMON STOCK USD 0.00001	92210H105	4,787	169,701	227,000
	VECTREN CORP COMMON STOCK USD 0	92240G101	4,000	108,205	169,680
	VEEVA SYSTEMS INC COMMON STOCK USD 0.00001	922475108	5,779	162,449	166,724
	VIAD CORP COMMON STOCK USD 1.5	92552R406	2,610	68,188	73,680
	VINCI SA ADR USD	927320101	20,540	308,201	329,564
	VISA INC COMMON STOCK USD 0.0001	92826C839	35,620	1,250,344	2,762,331
	VIVENDI SA ADR USD	92852T201	12,470	331,449	266,235
	WABTEC CORP/DE COMMON STOCK USD 0.01	929740108	1,926	143,742	136,977
	WASTE CONNECTIONS INC COMMON STOCK USD 0.01	941053100	2,413	132,047	135,900
	WATTS WATER TECHNOLOGIES INC COMMON STOCK USD 0.1	942749102	2,100	119,161	104,307
	WAYFAIR INC COMMON STOCK USD 0.001	94419L101	4,547	150,778	216,528
	WEATHERFORD INTERNATIONAL PLC COMMON STOCK USD 0.001	G48833100	24,900	248,622	208,911
	WEBMD HEALTH CORP COMMON STOCK USD 0.01	94770V102	745	35,788	35,984
	WELLS FARGO & CO COMMON STOCK USD 1.666	949746101	30,300	887,288	1,647,108
	WERNER ENTERPRISES INC COMMON STOCK USD 0.01	950755108	8,859	179,294	207,212
	WESCO INTERNATIONAL INC COMMON STOCK USD 0.01	95082P105	11,400	774,587	497,952
	WESTERN ALLIANCE BANCORP COMMON STOCK USD 0.0001	957638109	3,545	96,517	127,124
	WESTERN UNION CO/THE COMMON STOCK USD 0.01	959802109	31,600	514,268	565,956
	WHIRLPOOL CORP COMMON STOCK USD 1	963320106	3,400	506,066	499,358
	WISDOMTREE INVESTMENTS INC COMMON STOCK USD 0.01	97717P104	4,888	74,127	76,644
	WISDOMTREE INVESTMENTS INC COMMON STOCK USD 0.01	97717P104	1,782	28,893	27,942
	WOLSELEY PLC ADR USD	977868306	63,785	245,188	349,861
	WOLTERS KLUWER NV ADR USD	977874205	11,090	321,446	371,626
	WORLD FUEL SERVICES CORP COMMON STOCK USD 0.01	981475106	23,100	978,268	888,426
	WSFS FINANCIAL CORP COMMON STOCK USD 0.01	929328102	3,300	61,738	106,788
	WW GRAINGER INC COMMON STOCK USD 0.5	384802104	4,640	1,057,714	940,018
	WYNDHAM WORLDWIDE CORP COMMON STOCK USD 0.01	98310W108	5,800	276,582	421,370
	ZELTIQ AESTHETICS INC COMMON STOCK USD 0.001	98933Q108	5,463	116,039	155,859
	ZENDESK INC COMMON STOCK USD 0.01	98936J101	6,144	146,858	162,447
	ZILLOW GROUP INC COMMON STOCK USD 0.0001	98954M101	1,915	62,496	49,867
	ZIMMER BIOMET HOLDINGS INC COMMON STOCK USD 0.01	98956P102	3,200	318,400	328,288
	ZOE'S KITCHEN INC COMMON STOCK USD 0.01	98979J109	2,864	91,031	80,135
	Total Corporate Stocks - Common				**174,443,023**
**	**Participant Loans: (Interest Rate 4.25%)**			*	**6,963,932**
	Common/Collective Funds				
	BlackRock 1-3 Year Credit Bond Index Fund		57,233	*	662,531
	BlackRock 1-3 Year Government Bond Index Fund		6,685	*	761,247
	BlackRock Asset-Backed Securities Index Fund		31,086	*	1,032,195
	BlackRock Commercial Mortgage-Backed Securities Fund		5,287	*	142,774
	BlackRock Intermediate Government Bond Index Fund		10,093	*	415,408
	BlackRock Intermediate Term Credit Bond Index Fund		25,859	*	1,315,517
	BlackRock Long Term Government Bond Index Fund		1,108	*	85,866
	BlackRock Mortgage-Backed Securities Index Fund		26,925	*	1,324,622
	Northern Trust Collective Asset-Backed Securities Bond Index Fund		10,632	*	349,100
	Northern Trust Collective Long-Term Government Bond Index Fund		740	*	35,021
	Northern Trust Collective Mortgage-Backed Securities Index Fund		6,552	*	402,035
	Prudential Core Conservative Intermediate Bond Fund		262,884	*	3,301,013
	The Bank of New York Mellon Collective Trust Government Short Term Investment Fund (d)		1,916,889	*	1,916,889
	Voya Dedicated Multi-Sector SV Trust Fund Class 1		168,280	*	1,752,143
	Wilmington Trust CIT		-	*	647,788
	Total Common/Collective Funds				**14,144,149**
	Pooled Separate Accounts				
	NEW YORK LIFE ANCHOR ACCOUNT			*	20,065,316
	Metropolitan Life			*	2,955,267
	New York Life			*	2,449,513
	Total Pooled Separate Accounts				**25,470,096**
	Registered Investment Companies				
**	JP MORGAN US GOVT MMF MORGAN SHARES	928989367	692,894	692,894	692,894

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

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

As of December 31, 2015

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	CUSIP/Ticker	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
**	JP MORGAN US GOVT MMF MORGAN SHARES	928989367	673,186	673,186	673,186
**	JP MORGAN US GOVT MMF MORGAN SHARES	928989367	2,061,303	2,061,303	2,061,303
**	JP MORGAN US GOVT MMF MORGAN SHARES	928989367	376,855	376,855	376,855
**	JP MORGAN US GOVT MMF MORGAN SHARES	928989367	2,470,994	2,470,994	2,470,994
**	JP MORGAN US GOVT MMF MORGAN SHARES	928989367	301,817	301,817	301,817
**	JP MORGAN US GOVT MMF MORGAN SHARES	928989367	875,742	875,742	875,742
**	JP MORGAN US GOVT MMF MORGAN SHARES	928989367	1,003,236	1,003,236	1,003,236
**	JPMORGAN PRIME MMKT FUND - INST SHR FUND 829	46699A9D0	7,239,183	7,239,183	7,239,183
	LAZARD EMERGING MARKETS EQUITY PORTFOLIO OPEN-END FUND USD	52106N889	105,469	1,913,225	1,417,503
	MANNING & NAPIER FUND INC - OVERSEAS SERIES FUND OPEN-END FUND USD	563821503	1,177,348	26,666,833	23,723,558
	VANGUARD INSTITUTIONAL INDEX FUND OPEN-E	922040100	130,352	24,967,137	24,326,382
	ALGER SMID CAP GROWTH-A	ALMAX	434,847	*	4,639,819
	American Century Ultra-Inv	TWCUX	348,859	*	12,217,027
	American Funds Washington Mutual-A	AWSHX	287,199	*	11,039,932
**	JPMorgan Equity Index-Select	HLEIX	421,298	*	14,505,278
**	JPMorgan Large Cap Growth-R6	JLGMX	434,798	*	15,687,500
	T Rowe Price Small-Cap Value	PRSVX	556,607	*	20,215,955
	Templeton Foreign-A	TEMFX	1,736,867	*	11,081,209
	Vanguard Intermediate-Term Bond Index-Inst	VBIMX	806,253	*	9,078,405
	Vanguard Target Retirement Fund 2010	VTENX	23,159	*	576,186
	Vanguard Target Retirement Fund 2015	VTXVX	340,009	*	4,838,328
	Vanguard Target Retirement Fund 2020	VTWNX	181,906	*	4,938,741
	Vanguard Target Retirement Fund 2025	VTTVX	470,863	*	7,354,876
	Vanguard Target Retirement Fund 2030	VTHRX	212,010	*	5,876,908
	Vanguard Target Retirement Fund 2035	VTTHX	500,381	*	8,426,421
	Vanguard Target Retirement Fund 2040	VFORX	159,182	*	4,528,733
	Vanguard Target Retirement Fund 2045	VTIVX	218,785	*	3,889,992
	Vanguard Target Retirement Fund 2050	VFIFX	75,225	*	2,143,174
	Vanguard Target Retirement Fund 2055	VFFVX	13,531	*	417,157
	Vanguard Target Retirement Income Fund	VTINX	146,502	*	1,823,954
	Total Registered Investment Companie				**208,442,248**
	Other Assets				
	CHELAN CNTY WASH PUB UTIL DIST NO 001 CONS REV SEMI-ANN. 3.903% 07/01/2023	163103UJ1	300,000	318,447	319,734
	FLORIDA HURRICANE CATASTROPHE FD FIN CORP REV RFDG SEMI-ANN. 1.298% 07/01/2016	34074GDF8	375,000	375,000	375,975
	KOREA DEVELOPMENT BANK/THE NOTES FIXED 3.5% SEMI-ANN. 3.500% 08/22/2017	500630BW7	665,000	699,031	681,898
	MASSACHUSETTS ST DEV FIN AGY REV FOR ISSUES DATED SEMI-ANN. 3.988% 04/01/2017	57583UBX5	230,000	230,000	237,059
	OAKLAND UNIV MICH REV RFDG-TAXABLE-GEN-SER B SEMI-ANN. 2.230% 05/15/2019	673588EJ4	215,000	215,000	215,413
	PHOENIX ARIZ CIVIC IMPT CORP EXCISE TAX REV SEMI-ANN. 4.002% 07/01/2018	71884AVX4	300,000	301,257	315,840
	PORT AUTH N Y & N J CONS-ONE HUNDRED FIFTY SEVENTH SEMI-ANN. 5.309% 12/01/2019	73358WAG9	150,000	177,954	167,937
	UTAH ST RECAPITALIZATION REV SER C-BUILD AMER SEMI-ANN. 4.340% 07/01/2019	917535AK2	180,000	180,000	194,620
	WRAPPER CONTRACT				8,661
	Total Other Assets				**2,517,136**
	Guaranteed Investment Contracts				
	Jackson National Life Insurance Company due 12/15/2016			*	189,898
	Jackson National Life Insurance due 10/14/2016			*	253,793
	Protective Life due 01/15/2016			*	98,387
	Protective Life due 02/16/2016			*	131,213
	Protective Life due 06/15/2016			*	98,602
	Prudential due 09/15/2016			*	142,372
	United of Omaha due 10/14/2016			*	63,970
	Total Guaranteed Investment Contract				**978,235**
	Total Assets				**$ 590,655,190**

**** A party-in interest as defined by ERISA**
***** Cost omitted for participant directed investments**