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 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

2017

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

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.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
MARY KAY INC. PROFIT SHARING AND 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/03/1965

2a Plan sponsor's name (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.	10/03/2018	PATRICK CARGO
	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

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 or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:
a Sponsor's name
c Plan Name

4b EIN

4d PN

5 Total number of participants at the beginning of the plan year	**5**	2524
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)**	2210
a(2) Total number of active participants at the end of the plan year	**6a(2)**	2126
b Retired or separated participants receiving benefits	**6b**	8
c Other retired or separated participants entitled to future benefits	**6c**	348
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	2482
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	4
f Total. Add lines **6d** and **6e**.	**6f**	2486
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2464
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	35
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]	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 2017 Form M-1 annual report. If the plan was not required to file the 2017 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

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

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	557	01/01/2017	12/31/2017

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	

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(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	27345797

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 Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2017** **This Form is Open to Public Inspection.**

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

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	INVESTMENT MANAGER	298703	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	INVESTMENT MANAGER	298411	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

EMPOWER RETIREMENT

8515 EAST ORACHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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	RECORDKEEPER	201622	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)

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	INVESTMENT MANAGER	192276	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	INVESTMENT MANAGER	186427	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	INVESTMENT MANAGER	178547	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	INVESTMENT MANAGER	138401	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	INVESTMENT MANAGER	123401	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	INVESTMENT MANAGER	95978	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	CONSULTANT	80000	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	PLAN ADMINISTRATOR	77206	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

WHITLEY PENN LLP

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	AUDITOR	19075	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
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 EUROPACIFIC GR R4 P.O. BOX 6007 INDIANAPOLIS, IL 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.
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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

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	15940720

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	27345797

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

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

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	28342783	28263540
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	3582108	4199665
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	17035398	21585454
(2) U.S. Government securities	1c(2)	63143510	57225219
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	45334138	46217393
(B) All other	1c(3)(B)	45780208	58678038
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	163871770	178766933
(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)	7322659	7218444
(9) Value of interest in common/collective trusts	1c(9)	13456989	9828826
(10) Value of interest in pooled separate accounts	1c(10)	33895460	30855475
(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)	226853804	272440356
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	4322731	5351473

			(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**	652941558	720630816
	Liabilities			
g	Benefit claims payable	**1g**		
h	Operating payables	**1h**	417062	439159
i	Acquisition indebtedness	**1i**		
j	Other liabilities	**1j**	3146281	4748850
k	Total liabilities (add all amounts in lines 1g through1j)	**1k**	3563343	5188009
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	**1l**	649378215	715442807

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)**	28750125	
	(B) Participants	**2a(1)(B)**	13770686	
	(C) Others (including rollovers)	**2a(1)(C)**	1057078	
	(2) Noncash contributions	**2a(2)**		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	**2a(3)**		43577889
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	**2b(1)(A)**	152185	
	(B) U.S. Government securities	**2b(1)(B)**	936856	
	(C) Corporate debt instruments	**2b(1)(C)**	2026649	
	(D) Loans (other than to participants)	**2b(1)(D)**		
	(E) Participant loans	**2b(1)(E)**	309869	
	(F) Other	**2b(1)(F)**		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	**2b(1)(G)**		3425559
	(2) Dividends: **(A)** Preferred stock	**2b(2)(A)**		
	(B) Common stock	**2b(2)(B)**	2444755	
	(C) Registered investment company shares (e.g. mutual funds)	**2b(2)(C)**	9717957	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		12162712
	(3) Rents	**2b(3)**		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	**2b(4)(A)**	8965528	
	(B) Aggregate carrying amount (see instructions)	**2b(4)(B)**		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	**2b(4)(C)**		8965528
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	**2b(5)(A)**		
	(B) Other	**2b(5)(B)**	28190890	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	**2b(5)(C)**		28190890

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		271618
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		603046
(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)		39053696
c Other income	2c		-348090
d Total income. Add all **income** amounts in column (b) and enter total	2d		135902848
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	67591438	
(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)		67591438
f Corrective distributions (see instructions)	2f		159518
g Certain deemed distributions of participant loans (see instructions)	2g		77144
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	212472	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1531495	
(4) Other	2i(4)	266189	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2010156
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		69838256
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		66064592
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WHITLEY PENN LLP **(2)** EIN: 75-2393478

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

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 sections 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

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

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 13-5160382

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 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): _____

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: 0.0% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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

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

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

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

Years Ended December 31, 2017 and 2016
with Report of Independent Auditors

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

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

Years Ended December 31, 2017 and 2016

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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, 2017 and 2016, 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 and Great-West Life & Annuity Insurance Company, LLC, the custodians of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the custodian hold the Plan's investments and executes investment transactions. The Plan administrator has obtained a certification from the custodians as of and for the years ended December 31, 2017 and 2016, that the information provided to the Plan administrator by the custodians 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 Form 5500, Schedule H, Line 4j - Schedule of Reportable Transactions as of and for the year ended December 31, 2017, 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 custodians, 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
September 28, 2018

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

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2017	December 31, 2016
Assets		
Investments, at fair value	$ 680,949,167	$ 613,694,008
Receivables:		
Employer	28,263,540	28,342,783
Notes receivable from participants	7,338,299	7,399,466
Interest and dividends receivable	1,181,574	1,080,922
Due from broker securities sold	3,018,091	2,501,186
Total receivables	39,801,504	39,324,357
Total assets	720,750,671	653,018,365
Liabilities		
Due to broker for securities purchased	4,748,850	3,146,281
Accrued expenses	439,159	417,062
Total liabilities	5,188,009	3,563,343
Net assets available for benefits	$ 715,562,662	$ 649,455,022

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, 2017	2016
Additions to Net Assets		
Investment income:		
Net realized and unrealized gains on investments	$ 76,121,521	$ 15,874,688
Interest and dividends	16,151,401	15,200,952
Total investment income	92,272,922	31,075,640
Less investment expenses	1,531,495	1,463,073
Net investment income	90,741,427	29,612,567
Other income (loss)	(264,068)	135,240
Interest income from notes receivable from participants	312,987	301,650
Contributions:		
Participant	13,770,686	13,395,851
Rollover	1,057,078	1,358,640
Employer	28,750,125	28,342,811
Total contributions	43,577,889	43,097,302
Total additions to net assets	134,368,235	73,146,759
Deductions from Net Assets		
Benefits paid to participants	67,788,171	42,279,347
Administrative expenses	472,424	308,075
Total deductions from net assets	68,260,595	42,587,422
Net increase in net assets available for benefits	66,107,640	30,559,337
Net assets available for benefits at beginning of year	649,455,022	618,895,685
Net assets available for benefits at end of year	$ 715,562,662	$ 649,455,022

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, 2017, 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 10%, effective as of February 1, of that year, unless the participant declines participation or otherwise elects a different deferral rate.

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

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

Contributions

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

A. Description of the Plan – continued

Contributions – continued

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

The Company makes profit sharing contributions at the discretion of the Board of Directors which are maintained in nonparticipant directed funds. In 2017 and 2016 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 2017 and 2016 the Company contributed in the aggregate of $165,500 and $168,400, 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 2017 and 2016 the annual contribution and other additions to a participant's account may not exceed the lesser of 100% of the participant's compensation or $54,000 and $53,000, respectively.

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%

A. Description of the Plan – continued

Vesting – continued

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, 2017 and 2016, outstanding loans have an interest rate range of 4.25% to 5.25% and 4.25% to 4.50%, respectively. Principal and interest are paid ratably through payroll deductions.

Benefit Payments

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

Forfeitures

Forfeited nonvested accounts totaled $1,073,622 and $817,731 at December 31, 2017 and 2016, 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.

Investment Options

The investments of the Plan are held in a trust, in which Great-West Trust Company, LLC is 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. Additionally, routine legal expenses and other internal costs of administration are paid on behalf of the Plan by the Company.

A. Description of the Plan – continued

Asset Transfers to/from the Stable Value Fund

The Plan allows participants over the age of 55 the option of investing a percentage of their profit sharing account balances in the Stable Value Fund. Participants wishing to transfer their profit sharing account balances into or out of the Stable Value Fund must communicate their election annually during a specific period. Through June 29, 2012, Stable Value Fund elections were invested in the Mellon Stable Value Fund. Effective after market close June 29, 2012, the Mellon Stable Value Fund was closed to new investments, and future Stable Value Fund elections are invested in the New York Life Insurance Company Anchor Account III Stable Value Fund. Stable Value Fund elections are accounted for as inter-fund transfers. All participants are eligible to direct 401(k) contributions into and out of the Stable Value Fund at their discretion throughout the year.

B. Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

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.

B. Summary of Significant Accounting Policies – continued

Investment Valuation and Income – continued

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.

Payment of Benefits

Benefits are recorded when paid.

Plan Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are not reflected in the accompanying 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.

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.

C. Fair Value Measurements – continued

- 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.

- *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.

C. Fair Value Measurements – continued

- *Other investments:* Include high grade U.S. municipal bonds. The fair values of these securities are obtained from pricing services engaged by the Trustee and are determined by pricing systems. In 2017 and 2016 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.

- *Interest-bearing cash:* The Plan invests in money market funds that are valued based on the short-term cash component as of the measurement date and classified within Level 1 of the valuation hierarchy.

- *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 synthetic guaranteed investment contracts, common/collective trust funds, corporate debt instruments, pooled separate accounts, U.S. government securities, and interest-bearing cash. 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, 2017 and 2016. The following table details the Plan's investments at fair value by level, within the fair value hierarchy, as of December 31, 2017 and 2016. The Plan has no assets classified within Level 3 of the valuation hierarchy.

C. Fair Value Measurements – continued

	2017		
	Level 1	**Level 2**	**Total**
Corporate stocks	$178,767,674	$ -	$178,767,674
Registered investment companies	272,440,356	-	272,440,356
U.S. Government securities	-	55,824,648	55,824,648
Corporate debt instruments	-	103,852,957	103,852,957
Other investments	-	5,227,560	5,227,560
Pooled separate account	-	27,345,798	27,345,798
Interest-bearing cash	21,585,454	-	21,585,454
Total investments in the fair value hierarchy	472,793,484	192,250,963	665,044,447
Investments measured at net asset value (a)	-	-	15,904,720
Total investments at fair value			$680,949,167

	2016		
	Level 1	**Level 2**	**Total**
Corporate stocks	$163,871,770	$ -	$163,871,770
Registered investment companies	226,853,805	-	226,853,805
U.S. Government securities	-	60,908,885	60,908,885
Corporate debt instruments	-	89,847,890	89,847,890
Other investments	-	4,223,956	4,223,956
Pooled separate account	-	29,511,323	29,511,323
Interest-bearing cash	16,908,968	-	16,908,968
Total investments in the fair value hierarchy	407,634,543	184,492,054	592,126,597
Investments measured at net asset value (a)	-	-	21,567,411
Total investments at fair value			$613,694,008

(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.

C. Fair Value Measurements – continued

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, 2017 and 2016, there were no significant transfers between levels.

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2017 and 2016, 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	$15,904,720 (2017)	n/a	Daily	12 months
Mellon Stable Value Fund	$21,567,411 (2016)	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:

	2017	2016
Assets		
Investments, at fair value:		
Corporate stock, common	$178,767,674	$163,871,770
U.S. Government securities	55,824,648	60,908,885
Corporate debt instruments	103,852,957	89,847,890
Registered investment companies	80,700,000	66,418,398
Interest-bearing cash	21,585,454	16,908,968
Other investments	5,227,560	4,223,956
Total investments at fair value	445,958,293	402,179,867
Receivables:		
Employer	28,098,040	28,174,383
Interest and dividends receivable	1,181,574	1,080,922
Due from broker securities sold	3,018,091	2,501,186
Total receivables	32,297,705	31,756,491
Total assets	478,255,998	433,936,358
Liabilities		
Due to broker for securities purchased	4,748,850	3,146,281
Accrued expenses	439,159	417,062
	5,188,009	3,563,343
Net assets available for benefits	$473,067,989	$430,373,015

D. Nonparticipant-directed Investments – continued

	2017	2016
Additions to Net Assets		
Investment income:		
Net realized and unrealized gains on investments	$ 49,323,291	$ 8,466,228
Interest and dividends	7,119,299	7,141,668
Total investment income	56,442,590	15,607,896
Employer contributions	27,836,648	28,200,203
Total additions to net assets	84,279,238	43,808,099
Deductions from Net Assets		
Benefits paid to participants	39,444,299	22,246,222
Administrative expenses	24,703	1,268,044
Interfund transfers, net	2,115,262	12,273,500
Total deductions from net assets	41,584,264	35,787,766
Net increase in net assets available for benefits	42,694,974	8,020,333
Net assets available for benefits at beginning of year	430,373,015	422,352,682
Net assets available for benefits at end of year	$473,067,989	$430,373,015

E. Information Certified by the Custodians

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 Great-West Trust Company, LLC and Great-West Life & Annuity Insurance Company, LLC, the custodians of the Plan, which included total investments as of December 31, 2017 and 2016, the total investment income for the years then ended, 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 April 13, 2018, 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.

F. Tax Status – continued

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, 2017, 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.

Transactions 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, 2017 and 2016, per the accompanying financial statements to the Form 5500:

	2017	2016
Net assets available for benefits per the financial statements	$715,562,662	$649,455,022
Deemed distributed loans per the Form 5500	(119,855)	(76,807)
Net assets available for benefits per the Form 5500	$715,442,807	$649,378,215

I. Reconciliation of Financial Statements to Form 5500 – continued

The following is a reconciliation of the net increase in assets available for benefits for the years ended December 31, 2017 and 2016, per the accompanying financial statements to the Form 5500:

	2017	2016
Net increase in assets available for benefits per the financial statements	$ 66,107,640	$ 30,559,337
Deemed distributed loans per the Form 5500	(43,048)	(76,807)
Difference in valuation of fully benefit-responsive investment contracts	-	42,938
Net increase in net assets available for benefits per the Form 5500	$ 66,064,592	$ 30,525,468

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. Additionally, there are differences between the reporting of certain investment line items within the fair value hierarchy in Note C and the Form 5500 for the Mellon Stable Value Fund because the Mellon Stable Value Fund is not a direct filing entity and thus 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 September 28, 2018, 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 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

2017

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

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.)
- ☒ 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	Patrick Cargo	10/3/2018	Patrick Cargo
	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

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 or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: **a** Sponsor's name **c** Plan Name	**4b** EIN **4d** PN	
5 Total number of participants at the beginning of the plan year	**5**	2,524
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)**	2,210
a(2) Total number of active participants at the end of the plan year	**6a(2)**	2,126
b Retired or separated participants receiving benefits	**6b**	8
c Other retired or separated participants entitled to future benefits	**6c**	348
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	2,482
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	4
f Total. Add lines **6d** and **6e**	**6f**	2,486
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2,464
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	35
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)

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

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

Year Ended December 31, 2017

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	(h) Current 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 Trust II US GOVT MMF INST Class	899	$166,288,834	-	$ -	$166,288,834	$166,288,834	$ -
JP Morgan	JPMorgan Trust II US GOVT MMF INST Class	-	-	748	161,899,836	161,899,836	161,899,836	-

* 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, 2017

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	Interest-bearing Cash			
	JP MORGAN TRUST II US GOVT MMF INST CLASS	21,585,453.800	$ 21,585,484	$ 21,585,454
	Total Interest-bearing Cash			**21,585,454**
	U.S. Government Securities			
	Fannie Mae, 2.00%, due 12/25/2022		*	4,539
	Fannie Mae, 2.00%, due 12/25/2022		*	19,671
	Fannie Mae, 2.00%, due 5/25/2025		*	7,696
	Fannie Mae, 2.25%, due 11/25/2023		*	519
	Fannie Mae, 2.50%, due 4/25/2036		*	2,446
	Fannie Mae, 2.50%, due 4/25/2038		*	33,707
	Fannie Mae, 2.50%, due 5/25/2020		*	464
	Fannie Mae, 2.50%, due 7/25/2030		*	32,119
	Fannie Mae, 2.75%, due 6/25/2020		*	809
	Fannie Mae, 3.00%, due 8/25/2038		*	39,372
	Fannie Mae, 3.50%, due 1/25/2023		*	43,257
	Fannie Mae, 3.50%, due 10/25/2024		*	55,302
	Fannie Mae, 3.50%, due 5/25/2041		*	7,141
	Fannie Mae, 3.50%, due 6/25/2033		*	15,510
	Fannie Mae, 4.00%, due 1/25/2019		*	2,525
	Fannie Mae, 4.00%, due 11/25/2024		*	19,879
	Fannie Mae, 4.50%, due 2/25/2038		*	8,872
	Freddie Mac Gold Pool, 3.00%, due 12/1/2021		*	15,730
	Freddie Mac, 2.00%, due 1/15/2039		*	28,316
	Freddie Mac, 2.00%, due 1/15/2039		*	6,242
	Freddie Mac, 2.00%, due 1/15/2039		*	5,943
	Freddie Mac, 2.00%, due 10/15/2039		*	26,870
	Freddie Mac, 2.00%, due 3/15/2035		*	4,078
	Freddie Mac, 2.00%, due 4/15/2039		*	58,221
	Freddie Mac, 2.00%, due 8/15/2035		*	12,426
	Freddie Mac, 2.00%, due 9/15/2018		*	700
	Freddie Mac, 2.25%, due 12/15/2025		*	8,772
	Freddie Mac, 2.25%, due 9/15/2020		*	9,960
	Freddie Mac, 2.25%, due 9/15/2020		*	11,985
	Freddie Mac, 2.50%, due 4/15/2025		*	154
	Freddie Mac, 2.75%, due 11/15/2028		*	6,922
	Freddie Mac, 2.75%, due 7/15/2038		*	2,356
	Freddie Mac, 3.00%, due 10/15/2018		*	1,108
	Freddie Mac, 3.00%, due 11/15/2047		*	6,350
	Freddie Mac, 3.00%, due 11/15/2047		*	21,590
	Freddie Mac, 3.00%, due 6/15/2039		*	24,692
	Freddie Mac, 3.50%, due 11/15/2028		*	6,514
	Freddie Mac, 3.50%, due 8/15/2035		*	12,024
	Freddie Mac, 4.00%, due 1/15/2039		*	5,394
	Freddie Mac, 4.00%, due 12/15/2021		*	46,508
	Freddie Mac, 4.50%, due 6/15/2018		*	1,323
	Ginnie Mae, 4.50%, due 11/15/2024		*	40,278
	GM Financial Auto Leasing, 1.69%, due 3/20/2019		*	30,382
	Govt Natl Mortgage Assoc, 1.00%, due 12/16/2036		*	15,441
	Govt Natl Mortgage Assoc, 1.80%, due 4/16/2039		*	23,065
	Govt Natl Mortgage Assoc, 2.00%, due 3/16/2052		*	19,338
	Govt Natl Mortgage Assoc, 2.00%, due 3/20/2042		*	43,162
	Govt Natl Mortgage Assoc, 2.00%, due 9/16/2051		*	50,343
	Govt Natl Mortgage Assoc, 2.25%, due 7/20/2040		*	5,220
	Govt Natl Mortgage Assoc, 2.50%, due 11/16/2040		*	18,486
	Govt Natl Mortgage Assoc, 2.75%, due 11/20/2039		*	52,181
	Govt Natl Mortgage Assoc, 2.83%, due 9/16/2040		*	5,339
	Govt Natl Mortgage Assoc, 3.00%, due 10/20/2040		*	9,099
	Govt Natl Mortgage Assoc, 3.00%, due 11/20/2037		*	247
	Govt Natl Mortgage Assoc, 3.00%, due 6/20/2038		*	1,717
	Govt Natl Mortgage Assoc, 3.00%, due 6/20/2038		*	5,835
	Govt Natl Mortgage Assoc, 3.00%, due 6/20/2039		*	5,182
	Govt Natl Mortgage Assoc, 3.00%, due 6/20/2039		*	29,507
	Govt Natl Mortgage Assoc, 3.00%, due 6/20/2039		*	15,473
	Govt Natl Mortgage Assoc, 3.00%, due 7/20/2038		*	2,841
	Govt Natl Mortgage Assoc, 3.50%, due 10/20/2041		*	26,818
	Govt Natl Mortgage Assoc, 3.50%, due 4/20/2039		*	5,284
	Govt Natl Mortgage Assoc, 3.50%, due 6/16/2041		*	19,411
	Govt Natl Mortgage Assoc, 3.50%, due 6/20/2041		*	5,673
	Govt Natl Mortgage Assoc, 3.50%, due 9/20/2038		*	22,002
	Govt Natl Mortgage Assoc, 4.00%, due 11/20/2038		*	2,026
	Govt Natl Mortgage Assoc, 4.50%, due 9/20/2038		*	72,766
	US Treasury, 0.88%, due 9/15/2019		*	40,666
	US Treasury, 1.00%, due 10/15/2019		*	13,670
	US Treasury, 1.00%, due 10/15/2019		*	44,897
	US Treasury, 1.00%, due 11/15/2019		*	12,677
	US Treasury, 1.00%, due 11/30/2018		*	41,957
	US Treasury, 1.38%, due 1/31/2021		*	101,580

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, 2017

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	FHLMC GOLD POOL #FG G08595 Monthly 4 7/1/44	314,057.200	334,814	328,678
	FHLMC GOLD POOL #FG G08596 Monthly 4.5 7/1/44	315,694.500	343,466	335,979
	FHLMC GOLD POOL #FG C09068 Monthly 3.5 11/1/44	388,577.180	403,938	400,153
	FNMA UNSECURED NOTES Semi Annual 1.5 6/22/20	1,750,000.000	1,743,893	1,729,124
	FNMA UNSECURED NOTES Semi Annual 1.38 2/26/21	1,500,000.000	1,495,029	1,468,302
	FNMA UNSECURED GLOBAL NOTES Semi Annual 2.13 4/24/26	800,000.000	799,792	771,778
	FNMA UNSECURED GLOBAL NOTES Semi Annual 2.639/6/24	1,405,000.000	1,458,220	1,423,376
	FHLMC GLOBAL NOTES Semi Annual 3.75 3/27/19	1,000,000.000	993,672	1,022,823
	FNMA POOL #452225 Monthly 6 3/1/29	14,651.750	15,036	16,396
	FNMA POOL #BM1283 Monthly 3 8/1/31	1,460,545.050	1,507,043	1,492,054
	FNMA POOL #FN 889720 Monthly 6.5 7/1/38	12,417.300	12,753	13,876
	FNMA POOL #FN 984075 Monthly 4.5 6/1/23	11,404.360	10,959	12,034
	FNMA POOL #FN MA2589 Monthly 3 4/1/26	1,078,143.110	1,131,545	1,099,353
	FNMA POOL # MA2829 Monthly 2.5 12/1/26	1,336,615.850	1,356,665	1,344,737
	FNMA POOL #MA3155 Monthly 3 10/1/32	1,631,554.590	1,674,765	1,663,107
	GNMA POOL #GN 569238 Monthly 6.5 3/15/32	25,012.200	26,036	27,748
	GNMA ABS SER.2013-33 CL.AC Monthly 1.74 5/16/46	458,736.550	456,300	440,949
	GNMA ABS SER.2012-46 CL.AB Monthly 1.77 11/16/38	47,493.620	47,969	47,442
	GNMA ABS SER.2013-72 CL.A Monthly 2.04 10/16/46	764,554.440	776,321	720,726
	GNMA ABS SER.2013-96 CL.A Monthly 1.4 11/16/41	587,120.240	580,515	559,538
	UNITED STATES OF AMERICA TREASURY NOTES SemiAnnual 1.38 8/31/23	970,000.000	927,870	924,542
	UNITED STATES OF AMERICA TREASURY NOTES SemiAnnual 2.75 2/15/24	3,380,000.000	3,549,510	3,467,980
	UNITED STATES OF AMERICA TREASURY NOTES SemiAnnual 1.25 1/31/20	850,000.000	844,226	838,637
	UNITED STATES OF AMERICA TREASURY NOTES SemiAnnual 1.5 1/31/22	1,850,000.000	1,811,410	1,804,424
	UNITED STATES OF AMERICA TREASURY NOTES SemiAnnual 2 8/15/25	650,000.000	659,395	633,507
	UNITED STATES OF AMERICA TREASURY NOTES SemiAnnual 1 8/15/18	2,530,000.000	2,520,224	2,519,905
	UNITED STATES OF AMERICA TREASURY NOTES SemiAnnual 3.13 5/15/19	300,000.000	314,231	305,114
	UNITED STATES OF AMERICA TREASURY NOTES SemiAnnual 1.38 8/31/20	760,000.000	749,523	748,821
	UNITED STATES OF AMERICA TREASURY NOTES SemiAnnual 0.75 2/15/19	2,859,000.000	2,832,218	2,824,256
	UNITED STATES OF AMERICA TREASURY NOTES SemiAnnual 2.63 11/15/20	5,580,000.000	5,865,211	5,680,224
	UNITED STATES OF AMERICA TREASURY NOTES SemiAnnual 1.63 5/15/26	900,000.000	885,797	847,445
	UNITED STATES OF AMERICA TREASURY NOTES SemiAnnual 1.38 5/31/21	6,797,000.000	6,717,684	6,643,596
	UNITED STATES OF AMERICA TREASURY NOTES SemiAnnual 2.13 8/15/21	3,215,000.000	3,333,749	3,219,430
	UNITED STATES OF AMERICA TREASURY INFLATIONINDEX BONDS Semi Annual 0.13 1/15/22	1,725,000.000	1,868,115	1,873,064
	UNITED STATES OF AMERICA TREASURY NOTES SemiAnnual 2 11/15/26	2,870,000.000	2,811,873	2,776,688
	UNITED STATES OF AMERICA TREASURY NOTES SemiAnnual 1.13 12/31/19	700,000.000	686,055	689,547
	UNITED STATES OF AMERICA TREASURY NOTES SemiAnnual 2 2/15/23	2,200,000.000	2,254,005	2,177,064
	UNITED STATES OF AMERICA TREASURY NOTES SemiAnnual 1.88 1/31/22	675,000.000	675,714	667,942
	UNITED STATES OF AMERICA TREASURY NOTES SemiAnnual 2.13 5/15/25	2,300,000.000	2,276,772	2,264,289
	Total U.S. Government Securities			**57,225,219**
	Corporate Debt - Preferred			
	ACE INA HOLDINGS SR UNSECURED GLOBAL NOTESSemi Annual 3.15 3/15/25	770,000.000	774,283	778,861
	ADOBE SYSTEMS INC SENIOR UNSECURED GLOBALNOTES Semi Annual 4.75 2/1/20	350,000.000	387,198	367,521
	AETNA INC SENIOR UNSECURED GLOBAL NOTES SemiAnnual 2.75 11/15/22	785,000.000	775,381	777,290
	AMAZON.COM INC SENIOR UNSECURED GLOBALNOTES Semi Annual 3.8 12/5/24	750,000.000	796,464	791,948
	AMERICAN HONDA FINANCE CORP SENIOR UNSECURED NOTES Semi Annual 1.65 7/12/21	400,000.000	400,036	390,100
	AMGEN INC SENIOR UNSECURED GLOBAL NOTES SemiAnnual 2.2 5/22/19	630,000.000	631,343	630,076
	APPLE INC SENIOR UNSECURED GLOBAL NOTES SemiAnnual 2.4 5/3/23	670,000.000	654,700	663,004
	APPLE INC SENIOR UNSECURED GLOBAL NOTES SemiAnnual 1.8 5/11/20	420,000.000	421,235	416,417
	BNP PARIBAS SENIOR UNSEC MED TERM NOTES SemiAnnual 2.4 12/12/18	560,000.000	566,203	561,576
	BANK OF MONTREAL SENIOR UNSEC MED TERMNOTES Semi Annual 2.38 1/25/19	725,000.000	737,877	727,102
	BANK OF NEW YORK MELLON CORP SENIOR UNSECURED NOTES Semi Annual 2.5 4/15/21	500,000.000	503,835	501,079
	BANK OF NEW YORK MELLON CORP SENIOR UNSECURED NOTES Semi Annual 2.05 5/3/21	220,000.000	219,897	217,305
	BANK OF NEW YORK MELLON CORP SENIOR UNSEC MEDIUM TERM NOTES Semi Annual 2.1 1/15/19	465,000.000	464,303	464,809
	BANK OF NOVA SCOTIA SENIOR UNSECURED GLOBALNOTES Semi Annual 2.05 10/30/18	420,000.000	421,586	420,416
	BAPTIST HEALTH SO FLOR INC SECURED NOTES SemiAnnual 4.59 8/15/21	269,000.000	283,676	289,951
	BARCLAYS BANK PLC SR UNSEC FLOAT GLOBALNOTES Quarterly 0 8/7/19	420,000.000	420,953	421,407
	BURLINGTON NORTHERN SANTA FE SENIOR UNSECURED GLOBAL NOTES Semi Annual 3 3/15/23	830,000.000	837,952	845,459
	CIGNA CORP SENIOR UNSECURED GLOBAL NOTESSemi Annual 4 2/15/22	520,000.000	545,371	543,007
	CME GROUP INC SENIOR UNSECURED GLOBAL NOTESSemi Annual 3 9/15/22	700,000.000	734,058	713,751
	CABELAS MASTER CC TR ABS FLOAT SER.2015-1ACL.A2 Monthly 0.98 3/15/23	480,000.000	480,000	483,493
	CAPITAL ONE MU EX TR 2016-A3 ABS SER.2016-A3CL.A3 Monthly 1.34 4/15/22	855,000.000	848,039	846,301
	CAPITAL ONE MU EX TR 2016-A4 ABS SER.2016-A4CL.A4 Monthly 1.33 6/15/22	445,000.000	439,959	439,474
	CAPITAL ONE MU EX TR 2017-A1 ABS SER.2017-A1CL.A1 Monthly 2 1/17/23	750,000.000	749,835	745,253
	CATERPILLAR FIN SERV CORP SENIOR UNSECUREDMT NOTES Semi Annual 1.3 3/1/18	460,000.000	457,447	459,450
	CHASE ISSUANCE TRUST ABS SER.2015-A5 CL.A5Monthly 1.36 4/15/20	875,000.000	874,846	874,055
	CHASE ISSUANCE TRUST ABS SER.2016-A2 CL.AMonthly 1.37 6/15/21	775,000.000	777,361	767,559
	CHASE ISSUANCE TRUST ABS SER.2016-A4 CL.AMonthly 1.49 7/15/22	795,000.000	796,823	781,203
	CHASE ISSUANCE TRUST ABS SER.2016-A5 CL.A5Monthly 1.27 7/15/21	800,000.000	799,780	790,587
	CHEVRON CORP SENIOR UNSECURED GLOBAL NOTESSemi Annual 1.96 3/3/20	395,000.000	402,481	393,589
	CISCO SYSTEMS INC SENIOR UNSECURED NOTESSemi Annual 4.45 1/15/20	365,000.000	392,028	381,682
	CISCO SYSTEMS INC SENIOR UNSECURED GLOBALNOTES Semi Annual 2.13 3/1/19	80,000.000	80,672	80,084
	CITIBANK CC ISSUANCE TR 2017A2 ABS SER.2017-A2CL.A2 Semi Annual 1.74 1/19/21	670,000.000	669,872	668,501
	CITIBANK CC ISS TR 2017-A3 ABS SER.2017-A3 CL.A3Semi Annual 1.92 4/7/22	845,000.000	844,653	839,592
	CITIBANK CC ISSUANCE TRUST ABS SER.2017-A8 CL.A8Semi Annual 1.86 8/8/22	850,000.000	849,902	841,929
	COSTCO WHOLESALE CORP SENIOR UNSECUREDGLOBAL NOTES Semi Annual 1.7 12/15/19	625,000.000	624,983	620,915
	DIGNITY HEALTH SECURED NOTES Semi Annual 2.64 11/1/19	250,000.000	252,553	249,670

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, 2017

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	DISCOVER CARD EXEC NOTE TR ABS SER.2015-A2 CL.AMonthly 1.9 10/17/22	815,000.000	809,524	810,047
	DISCOVER CARD EXEC NOTE TR ABS SER.2015 CL.A3Monthly 1.45 3/15/21	770,000.000	774,091	767,581
	EUROPEAN INVESTMENT BANK SENIOR UNSECUREDGLOBAL NOTES Semi Annual 1.38 6/15/20	1,190,000.000	1,193,820	1,169,803
	FED CAISSES DESJARDINS SENIOR UNSECUREDNOTES Semi Annual 2.25 10/30/20	460,000.000	459,839	457,381
	GENERAL ELECTRIC CO SENIOR UNSECURED GLOBALNOTES Semi Annual 2.7 10/9/22	380,000.000	394,170	379,367
	GENERAL ELEC CAP CORP MTN BE SENIOR UNSECURED GLOBAL NOTES Semi Annual 5.63 5/1/18	695,000.000	797,911	703,277
	HSBC HLDGS PLC SENIOR UNSECURED GLOBALNOTES Semi Annual 4.88 1/14/22	185,000.000	199,776	199,025
	HSBC HLDGS PLC SENIOR UNSECURED GLOBALNOTES Semi Annual 4 3/30/22	205,000.000	213,159	214,111
	HONDA AUTO REC OWNER TR 2017-2 ABS SER.2017-2CL.A3 Monthly 1.68 8/16/21	415,000.000	414,964	411,538
	HONDA AUTO REC OWNER TR 2016-4 ABS SER.2016-4CL.A3 Monthly 1.21 12/18/20	795,000.000	789,565	787,001
	HYUNDAI AUTO REC TR 2016-B ABS SER.2016-B CL.A3Monthly 1.29 4/15/21	575,000.000	574,923	568,888
	HYUNDAI AUTO REC TR 2017-A ABS SER.2017-A CL.A3Monthly 1.76 8/16/21	785,000.000	784,936	780,868
	INTEL CORP SENIOR UNSECURED GLOBAL NOTESSemi Annual 3.3 10/1/21	665,000.000	691,795	689,560
	INTER AMERICAN DEV BANK SENIOR UNSECUREDGLOBAL NOTES Semi Annual 1 5/13/19	400,000.000	395,188	394,898
	JACKSON NATL LIFE GLBL FUNDING SECURED NOTESSemi Annual 2.2 1/30/20	465,000.000	464,489	463,315
	JOHNSON & JOHNSON SENIOR UNSECURED GLOBALNOTES Semi Annual 1.88 12/5/19	670,000.000	668,238	667,471
	KAISER FOUNDATION SENIOR UNSECURED NOTESSemi Annual 3.15 5/1/27	650,000.000	647,628	650,420
	MET LIFE GLOBAL FUNDING I SECURED NOTES SemiAnnual 1.75 12/19/18	615,000.000	614,459	613,731
	MICROSOFT CORP SENIOR UNSECURED GLOBALNOTES Semi Annual 2.38 5/1/23	620,000.000	608,491	614,684
	NATIONAL RURAL UTILS COOP FIN SECURED GLOBALMED TERM NOTES Semi Annual 3.25 11/1/25	650,000.000	655,286	662,548
	NEVADA POWER CO GEN & REF MTG SEC GLOBALNOTES Semi Annual 6.5 5/15/18	375,000.000	451,271	381,438
	ORACLE CORP SENIOR UNSECURED GLOBAL NOTESSemi Annual 1.9 9/15/21	400,000.000	401,508	393,645
	ORACLE CORP SENIOR UNSECURED GLOBAL NOTESSemi Annual 2.65 7/15/26	925,000.000	927,794	901,576
	PACIFICORP SECURED 1ST MORTGAGE NOTES SemiAnnual 3.85 6/15/21	365,000.000	400,938	381,306
	PRUDENTIAL FINL INC SR UNSECURED NOTES SemiAnnual 5.38 6/21/20	310,000.000	352,818	331,930
	PRUDENTIAL FINL INC SR UNSECURED MED TERMNOTES Semi Annual 2.35 8/15/19	600,000.000	606,161	600,341
	PUBLIC SVC ELEC GAS CO MTN BE SECURED 1ST MTGMED TERM NOTES Semi Annual 2.25 9/15/26	800,000.000	797,368	752,299
	SCHLUMBERGER HLDGS CORP SENIOR UNSECUREDNOTES Semi Annual 2.35 12/21/18	440,000.000	441,179	440,985
	SHELL INTERNATIONAL FINANCE BV SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.88 5/10/21	400,000.000	397,464	394,079
	SIMON PROPERTY GROUP LP SENIOR UNSECUREDGLOBAL NOTES Semi Annual 3.38 10/1/24	725,000.000	734,799	739,796
	STATOIL ASA SENIOR UNSECURED GLOBAL NOTESSemi Annual 2.75 11/10/21	404,000.000	409,688	409,399
	SYNCHRONY CR CRD MN TR 2015-1 ABS SER.2015-1CL.A Monthly 2.37 3/15/23	800,000.000	807,469	802,338
	TORONTO-DOMINION BANK SENIOR UNSECUREDGLOBAL NOTES Semi Annual 1.8 7/13/21	640,000.000	634,952	626,666
	TOYOTA AUTO RCVBLS TR 2016-D ABS SER.2016-DCL.A3 Monthly 1.23 10/15/20	805,000.000	804,208	797,979
	TOYOTA MOTOR CREDIT CORP SR UNSECURED MEDTERM NOTES Semi Annual 2.1 1/17/19	765,000.000	769,296	766,747
	TOYOTA MOTOR CREDIT CORP SENIOR UNSECUREDNOTES Semi Annual 2.13 7/18/19	420,000.000	422,990	419,972
	U S BANCORP MTNS BK ENT SENIOR UNSEC MEDTERM NOTES Semi Annual 2.2 4/25/19	205,000.000	206,714	205,564
	UNITEDHEALTH GROUP INC SENIOR UNSECUREDGLOBAL NOTES Semi Annual 1.63 3/15/19	375,000.000	373,463	372,939
	VERIZON OWNER TRUST 2017-2A ABS SER.2017-2ACL.A Monthly 1.92 12/20/21	795,000.000	794,878	789,691
	VERIZON OWNER TRUST 2017-3A ABS SER.2017-3ACL.C Monthly 2.53 4/20/22	420,000.000	419,952	417,770
	WELLS FARGO & CO SENIOR UNSECURED GLOBALNOTES Semi Annual 3.07 1/24/23	1,530,000.000	1,542,242	1,541,303
	WESTPAC BANKING CORP SENIOR UNSECUREDGLOBAL NOTE Semi Annual 1.95 11/23/18	570,000.000	569,840	569,307
	WISCONSIN POWER & LIGHT CO SENIOR UNSECNOTES Semi Annual 5 7/15/19	375,000.000	397,106	390,393
	Total Corporate Debt - Preferred			**46,217,393**
	Corporate Debt - All Other			
	AEP Texas Cent Trans Fndg, 1.98%, due 6/1/2021		*	5,318
	AEP Texas Cent Trans Fndg, 1.98%, due 6/1/2021		*	77,413
	BANK, 2.00%, due 5/15/2050		*	4,953
	BANK, 2.99%, due 6/15/2060		*	5,614
	BMW Vehicle Lease Trust, 1.43%, due 9/20/2019		*	6,907
	BMW Vehicle Lease Trust, 1.43%, due 9/20/2019		*	27,626
	BofA Commercial Mtge Inc, 1.96%, due 2/15/2050		*	4,859
	Capital One Multi Trust, 2.00%, due 1/17/2023		*	78,618
	Carmax Auto Owners Trust, 1.25%, due 11/15/2019		*	7,998
	Carmax Auto Owners Trust, 1.40%, due 8/15/2021		*	18,542
	Carmax Auto Owners Trust, 1.98%, due 11/15/2021		*	34,615
	Carmax Auto Owners Trust, 1.98%, due 11/15/2021		*	5,538
	Case New Holland, 1.66%, due 11/16/2020		*	27,013
	Case New Holland, 2.08%, due 2/15/2023		*	62,186
	Centerpnt Energy Trans Co, 2.16%, due 10/15/2021		*	45,582
	Citigroup Comm Mtge Trust, 2.01%, due 4/14/2050		*	5,357
	Citigroup Comm Mtge Trust, 2.45%, due 7/10/2049		*	26,315
	Commercial Mortgage Pass, 1.52%, due 10/10/2049		*	22,941
	Commercial Mortgage Pass, 1.68%, due 12/10/2045		*	4,664
	Commercial Mortgage Pass, 3.01%, due 8/10/2046		*	81,036
	Commercial Mortgage Pass, 3.15%, due 10/2/2047		*	50,467
	Discover Card Mstr Trust, 1.67%, due 1/18/2022		*	6,899
	Discover Card Mstr Trust, 1.88%, due 2/15/2023		*	82,536
	John Deere Owner Trust, 1.78%, due 4/15/2021		*	4,143
	John Deere Owner Trust, 1.78%, due 4/15/2021		*	13,120
	JPMBB Commercial Mortgage, 3.05%, due 4/15/2047		*	58,310
	Morgan Stanley BAML Trust, 1.31%, due 4/15/2047		*	4,513
	Morgan Stanley BAML Trust, 1.60%, due 5/15/2049		*	16,187
	Morgan Stanley BAML Trust, 2.92%, due 2/15/2047		*	43,370
	Morgan Stanley Capital, 1.95%, due 6/15/2050		*	43,250
	Nissan Auto Rec OT, 1.74%, due 8/16/2021		*	5,517
	Nissan Auto Rec OT, 1.75%, due 10/15/2021		*	24,791

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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EIN: 75-1151701
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	ToyotaAuto Rec Ownr Trust, 1.30%, due 4/15/2020		*	47,832
	UBS Comm Mortgage Trust, 3.00%, due 8/15/2050		*	4,250
	UBS Comm Mortgage Trust, 3.40%, due 5/10/2045		*	51,331
	WF RBS Comm Mort Trust, 3.67%, due 11/15/2044		*	8,133
	World Omni Auto Rec, 1.30%, due 2/15/2022		*	24,729
	AFLAC INC SENIOR UNSECURED GLOBAL NOTES SemiAnnual 2.4 3/16/20	630,000.000	630,583	630,487
	AT&T INC SENIOR UNSECURED GLOBAL NOTES SemiAnnual 3.88 8/15/21	340,000.000	357,224	352,214
	AT&T INC SENIOR UNSECURED GLOBAL NOTES SemiAnnual 2.45 6/30/20	595,000.000	598,528	594,310
	AT&T INC SENIOR UNSECURED GLOBAL NOTES SemiAnnual 3.8 3/15/22	550,000.000	536,344	568,349
	AT&T INC SENIOR UNSECURED GLOBAL NOTES SemiAnnual 3.2 3/1/22	110,000.000	109,916	111,174
	AT&T INC SENIOR UNSECURED GLOBAL NOTES SemiAnnual 2.85 2/14/23	700,000.000	699,888	702,675
	ABBOTT LABORATORIES SENIOR UNSECURED GLOBALNOTE Semi Annual 2.35 11/22/19	410,000.000	409,598	410,043
	ABBVIE INC SENIOR UNSECURED GLOBAL NOTE SemiAnnual 3.2 11/6/22	415,000.000	425,126	421,356
	ACTAVIS FUNDING SERVICES SR UNSEC GLOBALNOTES Semi Annual 3 3/12/20	235,000.000	234,988	237,101
	ACTIVISION BLIZZARD INC SENIOR UNSECUREDNOTES Semi Annual 2.3 9/15/21	430,000.000	426,130	424,310
	AIR LEASE CORP SENIOR UNSECURED GLOBAL NOTESSemi Annual 2.63 7/1/22	635,000.000	633,736	626,356
	ALEXANDRIA RE EQUITIES INC CALLABLE SRUNSECURED NOTES Semi Annual 4.6 4/1/22	370,000.000	394,339	392,852
	ALIMENTATION COUCHE TARD SENIOR UNSECUREDNOTES Semi Annual 2.7 7/26/22	420,000.000	423,637	416,085
	ALTRIA GROUP INC SENIOR UNSECURED GLOBALNOTES Semi Annual 2.63 1/14/20	385,000.000	390,390	387,462
	AM EX CREDIT ACCT MASTER TRUST ABS SER.2017-1CL.A Monthly 1.93 9/15/22	1,435,000.000	1,433,988	1,428,146
	AMERICAN EXPRESS CREDIT CORP SENIOR UNSECURED NOTES Semi Annual 2.38 5/26/20	770,000.000	767,181	769,059
	AMERICAN EXPRESS CREDIT CORP SENIOR UNSECURED FLOAT NOTES Quarterly 0 9/14/20	555,000.000	557,170	564,899
	AMERICAN EXPRESS CREDIT CORP SR UNSEC FLOATMED TERM NOTES Quarterly 0 3/3/22	375,000.000	375,000	377,046
	AMERICAN INTERNATIONAL GRP INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 3.3 3/1/21	600,000.000	613,350	611,601
	ANHEUSER BUSCH INBEV WORLDWIDE GLOBALNOTES Semi Annual 5.38 1/15/20	570,000.000	647,124	604,630
	ANHEUSER-BUSH INBEV FIN SENIOR UNSECUREDGLOBAL NOTES Semi Annual 2.65 2/1/21	380,000.000	394,512	381,873
	ANHEUSER-BUSH INBEV FIN SENIOR UNSECUREDGLOBAL NOTES Semi Annual 3.65 2/1/26	690,000.000	695,634	711,887
	ARES CAPITAL CORP SENIOR UNSECURED NOTESSemi Annual 3.5 2/10/23	430,000.000	429,660	423,564
	AVALONBAY COMMUNITIES INC SR UNSEC MEDIUMTERM NOTES Semi Annual 4.2 12/15/23	330,000.000	353,364	351,156
	BANK OF AMERICA CC TR 2017-A1 ABS SER.2017-A1CL.A1 Monthly 1.95 8/15/22	855,000.000	857,605	851,034
	BP CAPITAL MARKETS PLC SENIOR UNSECUREDGLOBAL NOTES Semi Annual 1.68 5/3/19	660,000.000	659,596	656,471
	BANK OF AMERICA CORP SR UNSECURED MED TERMNOTES Semi Annual 3.3 1/11/23	1,115,000.000	1,103,626	1,140,484
	BB&T CORP SUBORDINATED NOTES Semi Annual 3.8 10/30/26	700,000.000	737,870	732,430
	BOSTON PROPERTIES LP SENIOR UNSECUREDGLOBAL NOTES Semi Annual 3.13 9/1/23	520,000.000	514,374	524,015
	COMM MTGE TR 2013-CCRE12 ABS SER.2013-CR12CL.AM Monthly 4.3 10/10/46	635,000.000	681,955	674,348
	CVS HEALTH CORP SENIOR UNSECURED GLOBALNOTES Semi Annual 2.25 8/12/19	600,000.000	601,565	598,126
	CVS HEALTH CORP SENIOR UNSECURED GLOBALNOTES Semi Annual 2.8 7/20/20	350,000.000	361,277	351,435
	CAPITAL ONE FINANCIAL CORP SENIOR UNSECUREDNOTES Semi Annual 2.45 4/24/19	605,000.000	606,963	606,365
	CARDINAL HEALTH INC SENIOR UNSECURED GLOBALNOTES Semi Annual 3.08 6/15/24	275,000.000	275,000	270,653
	CELGENE CORP SENIOR UNSECURED GLOBAL NOTESSemi Annual 3.88 8/15/25	650,000.000	671,359	672,648
	CENOVUS ENERGY INC SENIOR UNSECURED GLOBALNOTES Semi Annual 5.7 10/15/19	400,000.000	427,604	420,720
	CITIGROUP INC SENIOR UNSECURED GLOBAL NOTESSemi Annual 2.7 3/30/21	755,000.000	760,667	757,222
	CITIGROUP INC SENIOR UNSECURED GLOBAL NOTESSemi Annual 2.9 12/8/21	980,000.000	981,568	986,340
	COMCAST CORP SENIOR UNSECURED NOTES SemiAnnual 3.15 2/15/28	500,000.000	497,710	501,443
	COMMONWEALTH EDISON CO SEC GLOBAL 1ST MORTGAGE NOTES Semi Annual 2.15 1/15/19	340,000.000	339,245	340,047
	CONOCOPHILLIPS CO SENIOR UNSECURED GLOBALNOTES Semi Annual 4.2 3/15/21	299,000.000	318,785	314,391
	CUBESMART LP SENIOR UNSECURED NOTES SemiAnnual 4.38 12/15/23	375,000.000	398,370	394,217
	DTE ENERGY COMPANY SENIOR UNSECURED GLOBALNOTES Semi Annual 3.3 6/15/22	500,000.000	512,055	507,229
	DEUTSCHE BANK NY SENIOR UNSECURED GLOBALNOTES Semi Annual 2.7 7/13/20	415,000.000	415,095	412,940
	DEUTSCHE BANK AG SENIOR UNSECURED GLOBALNOTE Semi Annual 3.13 1/13/21	15,000.000	15,165	15,087
	DOMINION RESOURCES INC SENIOR UNSECUREDNOTES Semi Annual 4.45 3/15/21	725,000.000	773,622	765,477
	DOMINION RESOURCES INC SENIOR UNSECUREDGLOBAL NOTES Semi Annual 1.88 1/15/19	240,000.000	239,834	239,265
	DOW CHEMICAL CO SR UNSEC GLOBAL NOTES SemiAnnual 4.25 11/15/20	365,000.000	396,627	381,170
	DUKE ENERGY CORP SENIOR UNSECURED GLOBALNOTES Semi Annual 2.4 8/15/22	345,000.000	344,483	338,915
	DUKE REALTY LP SENIOR UNSECURED NOTES SemiAnnual 4.38 6/15/22	370,000.000	394,975	392,052
	EASTMAN CHEMICAL CO SENIOR UNSECURED GLOBALNOTE Semi Annual 2.7 1/15/20	390,000.000	396,111	392,495
	EATON CORP SENIOR UNSECURED GLOBAL NOTESSemi Annual 2.75 11/2/22	510,000.000	518,114	511,421
	EBAY INC SENIOR UNSECURED GLOBAL NOTES SemiAnnual 2.2 8/1/19	425,000.000	426,734	423,895
	ECOPETROL SA GLOBAL NOTES Semi Annual 7.63 7/23/19	390,000.000	430,950	418,275
	ENBRIDGE ENERGY PARTNERS LP SENIOR UNSECURED GLOBAL NOTES Semi Annual 4.38 10/15/20	415,000.000	438,252	432,461
	ENERGY TRANSFER PARTNERS LP SENIOR UNSECGLOBAL NOTES Semi Annual 5.2 2/1/22	395,000.000	425,759	421,670
	EQUIFAX INC SENIOR UNSECURED NOTES Semi Annual 2.3 6/1/21	450,000.000	440,901	439,203
	EXPRESS SCRIPTS HOLDING CO SENIOR UNSECGLOBAL NOTES Semi Annual 2.25 6/15/19	370,000.000	368,172	369,368
	FORD CREDIT AUTO OWNER 2015-A ABS SER.2015-ACL.B Monthly 2.03 8/15/20	905,000.000	909,278	904,656
	GENERAL MTRS FINL CO INC SENIOR UNSECUREDGLOBAL NOTES Semi Annual 3.45 1/14/22	390,000.000	390,955	395,219
	GOLDMAN SACHS GROUP INC SENIOR UNSECUREDGLOBAL NOTES Semi Annual 3.63 1/22/23	935,000.000	968,595	965,749
	GOLDMAN SACHS GROUP INC SENIOR UNSECUREDGLOBAL NOTES Semi Annual 3.85 1/26/27	800,000.000	807,924	821,117
	WELLTOWER INC SENIOR UNSECURED NOTES SemiAnnual 6.13 4/15/20	575,000.000	663,095	621,037
	HEWLETT PACKARD ENTERPRISE CO SENIOR UNSECURED GLOBAL NOTES Semi Annual 4.4 10/15/22	400,000.000	426,748	420,309
	HUMANA INC SENIOR UNSECURED GLOBAL NOTESSemi Annual 2.5 12/15/20	315,000.000	314,830	314,734
	HUNTINGTON BANCSHARES INC SENIOR UNSECUREDGLOBAL NOTES Semi Annual 2.3 1/14/22	400,000.000	388,392	393,513
	HYUNDAI CAP AMER INC UNSECURED NOTES SemiAnnual 2.88 8/9/18	345,000.000	350,920	345,717
	INTERNATIONAL LEASE FINANCE CO SR UNSECUREDGLOBAL NOTES Semi Annual 5.88 4/1/19	395,000.000	419,518	411,084
	JPMORGAN CHASE & CO SENIOR UNSECURED GLOBALNOTES Semi Annual 3.63 5/13/24	705,000.000	704,281	732,913
	JPMORGAN CHASE & CO SENIOR UNSECURED GLOBALNOTES Semi Annual 2.7 5/18/23	1,280,000.000	1,258,170	1,271,415
	JPMBB COMM MTG SEC TR 2013-C14 ABS SER.2013-C14CL.A2 Monthly 3.02 8/15/46	287,243.620	298,860	289,203
	JPMORGAN CHASE & CO JUNIOR SUB GLOBAL NOTESSemi Annual 5	840,000.000	856,044	854,599
	JUNIPER NETWORKS INC SENIOR UNSECUREDGLOBAL NOTE Semi Annual 3.3 6/15/20	455,000.000	467,276	460,872

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

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	KIMCO REALTY CORP SENIOR UNSEC GLOBAL NOTESSemi Annual 3.2 5/1/21	455,000.000	463,468	462,532
	KINDER MORGAN INC SENIOR UNSECURED GLOBALNOTES Semi Annual 3.15 1/15/23	495,000.000	493,881	491,915
	KROGER CO SENIOR GLOBAL UNSEC NOTES SemiAnnual 3.3 1/15/21	380,000.000	405,129	387,515
	LOCKHEED MARTIN CORP SENIOR UNSECUREDGLOBAL NOTES Semi Annual 2.5 11/23/20	420,000.000	426,485	422,652
	MPLX LP SENIOR UNSECURED GLOBAL NOTES SemiAnnual 4.5 7/15/23	380,000.000	393,878	401,420
	MAGELLAN MIDSTREAM PARTNERS LP SENIOR UNSECURED NOTES Semi Annual 4.25 2/1/21	570,000.000	604,132	594,726
	MARSH & MCLENNAN COMPANIES INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 3.75 3/14/2	575,000.000	574,194	600,367
	MARRIOTT INTERNATIONAL INC SENIOR UNSECUREDGLOBAL NOTES Semi Annual 3.13 10/15/21	660,000.000	668,518	667,948
	MCKESSON CORP SENIOR UNSECURED GLOBALNOTES Semi Annual 2.7 12/15/22	700,000.000	673,532	695,508
	METLIFE INC SENIOR UNSECURED GLOBAL NOTESSemi Annual 3.6 4/10/24	600,000.000	610,506	627,574
	BERKSHIRE HATHAWAY ENERGY CO SENIOR UNSECURED GLOBAL NOTES Semi Annual 5.75 4/1/18	330,000.000	377,966	333,110
	MIDCONTINENT EXPRESS PIP SENIOR UNSECUREDNOTES Semi Annual 6.7 9/15/19	275,000.000	295,625	287,238
	MORGAN STANLEY SENIOR UNSECURED GLOBALNOTES Semi Annual 2.5 4/21/21	700,000.000	699,199	698,761
	NBCUNIVERSAL MEDIA LLC SENIOR UNSECUREDGLOBAL NOTES Semi Annual 4.38 4/1/21	355,000.000	399,130	376,222
	NEXTERA ENERGY CAP HLDGS INC SENIOR UNSECURED NOTES Semi Annual 1.65 9/1/18	450,000.000	450,031	448,697
	NISSAN AUTO REC OWN TR 2015-B ABS SER.2015-BCL.A3 Monthly 1.34 3/16/20	564,946.130	562,717	563,374
	NISSAN AUTO REC OWN TR 2016-C ABS SER.2016-CCL.A3 Monthly 1.18 1/15/21	1,070,000.000	1,069,898	1,058,979
	OMNICOM GROUP INC SENIOR UNSECURED GLOBALNOTES Semi Annual 3.63 5/1/22	620,000.000	647,162	639,984
	OMEGA HEALTHCARE INVESTORS INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 4.38 8/1/23	210,000.000	214,387	212,957
	PG&E CORP SENIOR UNSECURED NOTES Semi Annual 2.4 3/1/19	420,000.000	420,412	420,221
	PNC FUNDING CORP SENIOR UNSECURED NOTES SemiAnnual 6.7 6/10/19	641,000.000	730,122	679,985
	PUGET ENERGY INC SECURED GLOBAL NOTES SemiAnnual 5.63 7/15/22	486,000.000	570,815	536,691
	RYDER SYSTEM INC SENIOR UNSEC MEDIUM TERMNOTES Semi Annual 2.55 6/1/19	365,000.000	367,183	365,976
	SABINE PASS LIQUEFACTION LLC 1ST LIEN GLOBALNOTES Semi Annual 6.25 3/15/22	375,000.000	426,435	417,192
	SELECT INCOME REIT SENIOR UNSECURED GLOBALNOTES Semi Annual 4.15 2/1/22	205,000.000	209,364	207,277
	SEMPRA ENERGY SENIOR UNSECURED NOTES SemiAnnual 2.88 10/1/22	710,000.000	709,816	708,972
	SENIOR HOUSING PROP TRUST SENIOR UNSECUREDNOTES Semi Annual 3.25 5/1/19	315,000.000	318,752	316,662
	SPRINT SPECTRUM SECURED NOTES Quarterly 3.36 9/20/21	375,000.000	376,406	377,344
	STARBUCKS CORP SENIOR UNSECURED GLOBALNOTE Semi Annual 2 12/5/18	350,000.000	353,371	350,060
	TIME WARNER INC SENIOR UNSECURED NOTES SemiAnnual 4.88 3/15/20	380,000.000	406,855	399,834
	TIME WARNER INC GLOBAL NOTES Semi Annual 4.75 3/29/21	560,000.000	628,317	596,010
	TYSON FOODS INC CALLABLE SR UNSECURED NOTESSemi Annual 4.5 6/15/22	390,000.000	424,094	416,515
	U S BANCORP MTNS BK ENT SUBORDINATED MEDTERM NOTES Semi Annual 2.95 7/15/22	390,000.000	394,247	395,209
	UNITED TECHNOLOGIES CORP SENIOR UNSECUREDGLOBAL NOTES Semi Annual 1.9 5/4/20	420,000.000	419,685	415,836
	VERIZON COMMUNICATIONS INC SENIOR UNSECUREDGLOBAL NOTES Semi Annual 2.95 3/15/22	363,000.000	359,565	365,167
	VERIZON COMMUNICATIONS INC SENIOR UNSECUREDGLOBAL NOTES Semi Annual 3.13 3/16/22	750,000.000	748,043	760,338
	WALGREENS BOOTS ALLIANCE INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 3.3 11/18/21	380,000.000	401,820	386,302
	XL CAP LTD SENIOR UNSECURED GLOBAL NOTES SemiAnnual 5.75 10/1/21	190,000.000	213,478	208,511
	ZIMMER BIOMET HOLDINGS INC SENIOR UNSECURED GLOBAL NOTES Semim Annual 3.15 4/1/22	385,000.000	384,511	385,900
	Total Corporate Debt - Other			**58,678,038**
	Corporate Stocks - Common			
	ABB LIMITED COMMON STOCK SPONS ADR	9,675.000	249,624	259,484
	AARON'S INC COMMON STOCK	2,263.000	52,018	90,181
	ABBOTT LABORATORIES COMMON STOCK	21,400.000	841,582	1,221,298
	ABIOMED INC COMMON STOCK	248.000	23,031	46,478
	ABN AMRO GROUP NV COMMON STOCK UNSPONSORED ADR	16,280.000	250,112	263,410
	ACADIA HEALTHCARE COMPANY INC COMMON STOCK	3,274.000	147,770	106,831
	ACTIVISION BLIZZARD INC COMMON STOCK	2,307.000	64,759	146,079
	ACTUANT CORP COMMON STOCK CL.A	6,300.000	145,260	159,390
	ADOBE SYSTEMS INC COMMON STOCK	13,580.000	1,227,114	2,379,759
	ADTALEM GLOBAL EDUCATION INC COMMON STOCK	3,000.000	134,311	126,150
	AECOM TECHNOLOGY CORP COMMON STOCK	7,622.000	172,379	283,157
	AEROJET ROCKETDYNE HLDGS INC COMMON STOCK	2,962.000	101,818	92,414
	AEROVIRONMENT INC COMMON STOCK	1,897.000	105,534	106,536
	AGIOS PHARMACEUTICALS INC COMMON STOCK	1,970.000	116,391	112,625
	AIR LEASE CORP COMMON STOCK	4,436.000	168,458	213,327
	AIR PRODUCTS & CHEMICALS INC COMMON STOCK	4,580.000	666,255	751,486
	ALARM.COM HOLDINGS INC COMMON STOCK	1,744.000	77,405	65,836
	ALASKA AIR GROUP INC COMMON STOCK	226.000	16,786	16,613
	ALEXION PHARMACEUTICALS INC COMMON STOCK	7,610.000	1,296,498	910,080
	ALIGN TECHNOLOGY INC COMMON STOCK	1,828.000	315,375	406,163
	ALLEGHENY TECHNOLOGIES INC COMMON STOCK	4,553.000	113,298	109,909
	ALLIANCE DATA SYSTEMS CORP COMMON STOCK	4,580.000	991,913	1,160,938
	ALLISON TRANSMISSION HOLDINGS COMMON STOCK	3,163.000	115,224	136,230
	ALLY FINANCIAL INC COMMON STOCK	19,800.000	372,906	577,368
	ALPHABET INC COMMON STOCK CL.C	3,362.000	1,453,429	3,517,997
	ALTRA INDUSTRIAL MOTION CORP COMMON STOCK	2,400.000	79,196	120,960
	AMAZON.COM INC COMMON STOCK	2,336.000	735,779	2,731,882
	AMERICAN TOWER CORP COMMON STOCK	17,845.000	1,384,951	2,545,946
	AMETEK INC COMMON STOCK	10,900.000	528,401	789,923
	AMPHENOL CORP COMMON STOCK CL.A	1,525.000	58,500	133,895
	ANALOG DEVICES INC COMMON STOCK	6,400.000	824,142	569,792
	ANHEUSER BUSCH INBEV-SPN ADR COMMON STOCK	4,665.000	342,783	520,427
	APPIAN CORP COMMON STOCK	1,875.000	37,969	59,025
	ARAMARK HOLDINGS CORP COMMON STOCK	5,050.000	167,560	215,837
	ARROW ELECTRONICS INC COMMON STOCK	15,200.000	1,180,292	1,222,232
	ASHLAND GLOBAL HOLDINGS INC COMMON STOCK	4,500.000	253,752	320,400

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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EIN: 75-1151701
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	ASHTEAD GROUP PLC COMMON STOCK - UNSPONSORED ADR	2,645.000	171,659	287,789
	ASSA ABLOY AB COMMON STOCK - UNSPONSORED ADR	61,920.000	356,162	639,014
	ASSURANT INC COMMON STOCK	4,850.000	328,073	489,074
	AT HOME GROUP INC COMMON STOCK	3,017.000	80,194	91,687
	ATLAS AIR WORLDWIDE HDGS INC COMMON STOCK	2,879.000	177,334	168,853
	AVALONBAY COMMUNITIES INC COMMON STOCK	1,600.000	237,005	285,456
	AVEXIS INC COMMON STOCK	1,607.000	146,181	177,847
	B&G FOODS HOLDING CORP COMMON STOCK	4,300.000	141,382	151,145
	BWX TECHNOLOGIES INC COMMON STOCK	2,188.000	116,762	132,352
	BALL CORP COMMON STOCK	34,293.000	1,275,780	1,297,990
	BANCFIRST CORP COMMON STOCK	800.000	17,071	40,920
	BEACON ROOFING SUPPLY INC COMMON STOCK	4,707.000	211,944	300,118
	BECTON DICKINSON & CO COMMON STOCK	3,700.000	573,686	792,022
	BELDEN INC COMMON STOCK	1,550.000	52,859	119,614
	BERKSHIRE HATHAWAY INC COMMON STOCK CL.B	7,400.000	951,453	1,466,828
	BERRY PLASTICS GROUP INC COMMON STOCK	2,698.000	113,366	158,292
	BHP BILLITON LTD COMMON STOCK - ADR	13,660.000	596,019	628,223
	BIG LOTS INC COMMON STOCK	2,200.000	78,294	123,530
	BIOMARIN PHARMACEUTICAL INC COMMON STOCK	13,218.000	1,045,468	1,178,649
	BLACKLINE INC COMMON STOCK	2,110.000	73,752	69,208
	BLOOMIN' BRANDS INC COMMON STOCK	4,100.000	89,239	87,494
	BLUE BUFFALO PET PRODUCTS IN COMMON STOCK	3,383.000	83,461	110,929
	BLUEBIRD BIO INC COMMON STOCK	997.000	141,767	177,566
	BLUEPRINT MEDICINES CORP COMMON STOCK	3,206.000	116,155	241,764
	BRIGHT HORIZONS FAMILY SOLUTNS COMMON STOCK	790.000	31,545	74,260
	BRINKER INTERNATIONAL INC COMMON STOCK	10,800.000	498,777	419,472
	BRINKS CO COMMON STOCK	1,123.000	93,849	88,380
	BRITISH AMERICAN TOBACCO COMMON STOCK - ADR	11,575.000	493,654	775,409
	BROOKFIELD ASSET MANAGEMENT COMMON STOCK CL.A	31,500.000	1,115,553	1,371,510
	BUILDERS FIRSTSOURCE IN COMMON STOCK	8,382.000	116,186	182,644
	CBRE GROUP INC COMMON STOCK CL.A	17,700.000	486,304	766,587
	CDK GLOBAL INC COMMON STOCK	2,909.000	153,185	207,354
	CF INDUSTRIES HOLDINGS INC COMMON STOCK	1,618.000	50,876	68,830
	CIT GROUP INC COMMON STOCK	4,400.000	169,726	216,612
	CSRA INC COMMON STOCK	4,587.000	101,137	137,243
	CVB FINANCIAL CORP COMMON STOCK	1,111.000	10,045	26,175
	CYS INVESTMENTS INC COMMON STOCK	11,712.000	132,976	94,047
	CABOT CORP COMMON STOCK	1,858.000	68,225	114,434
	CADENCE DESIGN SYSTEMS INC COMMON STOCK	3,016.000	59,927	126,129
	CADENCE BANCORP COMMON STOCK	3,943.000	87,344	106,934
	CALLON PETROLEUM CO COMMON STOCK	12,700.000	145,988	154,305
	CAMPING WORLD HOLDINGS INC COMMON STOCK CL.A	3,024.000	129,722	135,264
	CANADA GOOSE HOLDINGS INC COMMON STOCK	6,449.000	107,063	203,530
	CANADIAN NATIONAL RAILWAY CO COMMON STOCK	4,205.000	269,593	346,913
	CARDINAL HEALTH INC COMMON STOCK	13,100.000	662,533	802,637
	CARGURUS INC COMMON STOCK	3,236.000	87,691	97,015
	CARLSBERG AS COMMON STOCK - SPONSORED ADR	23,070.000	439,622	555,526
	CARNIVAL CORP COMMON STOCK	14,900.000	550,972	988,913
	CARPENTER TECHNOLOGY CORP COMMON STOCK	528.000	22,702	26,923
	CARRIZO OIL & GAS INC COMMON STOCK	6,600.000	205,086	140,448
	CATHAY BANCORP INC COMMON STOCK	2,608.000	49,366	109,979
	CAVIUM INC COMMON STOCK	1,153.000	81,617	96,656
	CELGENE CORP COMMON STOCK	15,360.000	1,107,130	1,602,970
	CENTERSTATE BANKS OF FLORIDA COMMON STOCK	6,076.000	155,910	156,335
	CEVA INC COMMON STOCK	2,965.000	117,717	136,835
	CHART INDUSTRIES INC COMMON STOCK	2,917.000	126,368	136,691
	CHEGG INC COMMON STOCK	12,497.000	170,841	203,951
	CIRRUS LOGIC INC COMMON STOCK	1,381.000	79,483	71,619
	CINTAS CORPORATION COMMON STOCK	2,092.000	175,831	325,996
	CLEAN HARBORS INC COMMON STOCK	1,700.000	69,256	92,140
	CLEARWATER PAPER CORP COMMON STOCK	2,300.000	132,181	104,420
	CLOVIS ONCOLOGY INC COMMON STOCK	1,025.000	86,814	69,700
	COLFAX CORP COMMON STOCK	7,300.000	217,172	289,226
	COLUMBIA BANKING SYSTEM INC COMMON STOCK	1,761.000	52,328	76,498
	COMMERCE BANCSHARES INC COMMON STOCK	1,018.000	33,133	56,845
	COMPAGNIE FINANCIERE RICHEMONT COMMON STOCK - ADR	28,035.000	245,793	252,595
	COMPASS GROUP PLC COMMON STOCK - SPONSORED ADR	26,621.000	489,243	584,464
	CONCHO RESOURCES INC COMMON STOCK	5,803.000	793,599	871,727
	CONDUENT INC COMMON STOCK	8,434.000	134,742	136,293
	CONTINENTAL AG COMMON STOCK - SPONSORED ADR	6,485.000	275,180	349,412
	CONVATEC GROUP PLC-UNSP ADR COMMON STOCK	14,515.000	245,338	162,278
	CONVERGYS CORP COMMON STOCK	4,950.000	65,786	116,325
	COOPER COMPANIES INC COMMON STOCK	779.000	119,471	169,729
	COSTCO WHOLESALE CORP COMMON STOCK	6,505.000	681,739	1,210,711
	COUPA SOFTWARE INC COMMON STOCK	1,841.000	65,534	57,476
	CROWN HOLDINGS INC COMMON STOCK	19,100.000	909,666	1,074,375
	CULLEN/FROST BANKERS INC COMMON STOCK	4,781.000	282,778	452,522
	CURTISS WRIGHT CORP COMMON STOCK	1,178.000	122,932	143,539

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

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	DBS GROUP HOLDINGS COMMON STOCK - ADR	6,195.000	330,332	462,519
	DR HORTON INC COMMON STOCK	5,300.000	133,693	270,671
	DST SYSTEMS INC COMMON STOCK	2,500.000	135,170	155,175
	DXC TECHNOLOGY CO COMMON STOCK	5,182.000	291,884	491,772
	DAIWA HOUSE INDUSTRY CO LTD COMMON STOCK - UNSPONSORED ADR	21,985.000	443,099	843,894
	DANA HOLDING CORPORATION COMMON STOCK	25,224.000	486,548	807,420
	DAVE & BUSTERS ENTERTAINMENT COMMON STOCK	1,949.000	90,983	107,526
	DEL FRISCOS RESTAURANT GROUP COMMON STOCK	5,540.000	76,167	84,485
	DENTSPLY SIRONA INC COMMON STOCK	1,774.000	119,133	116,782
	DEUTSCHE POST AG COMMON STOCK - SPONSORED ADR	6,960.000	285,206	331,192
	DIAGEO CAPITAL PLC COMMON STOCK	5,200.000	481,849	759,356
	DOLLAR GENERAL CORP COMMON STOCK	3,054.000	238,066	284,053
	DOLLAR TREE INC COMMON STOCK	1,229.000	98,672	131,884
	DOVER CORP COMMON STOCK	4,050.000	274,377	409,010
	EQT CORP COMMON STOCK	9,653.000	619,266	549,449
	EPR PROPERTIES COMMON STOCK	6,236.000	360,350	408,209
	E TRADE FINANCIAL CORP COMMON STOCK	2,684.000	65,148	133,046
	EAGLE MATERIALS INC COMMON STOCK	2,988.000	259,614	338,540
	EASTMAN CHEMICAL CO COMMON STOCK	3,100.000	249,579	287,184
	EDWARDS LIFESCIENCES CORP COMMON STOCK	1,047.000	109,804	118,007
	EL PASO ELECTRIC CO COMMON STOCK	3,498.000	74,602	193,614
	ELECTRONIC ARTS INC COMMON STOCK	1,456.000	35,953	152,967
	ENERSYS COMMON STOCK	3,476.000	148,281	242,034
	EPAM SYSTEMS INC COMMON STOCK	1,264.000	127,106	135,792
	EQUINIX INC COMMON STOCK	3,719.000	742,824	1,685,525
	ETSY INC COMMON STOCK	5,274.000	96,293	107,853
	EURONET WORLDWIDE INC COMMON STOCK	2,249.000	154,794	189,523
	EVERCORE PARTNERS INC COMMON STOCK CL.A	1,695.000	112,597	152,550
	EVERBRIDGE INC COMMON STOCK	2,839.000	79,328	84,375
	EXACT SCIENCES CORP COMMON STOCK	4,555.000	141,238	239,320
	EXPEDIA INC COMMON STOCK	426.000	60,835	51,022
	EXXON MOBIL CORP COMMON STOCK	15,700.000	1,176,968	1,313,148
	FMC CORP COMMON STOCK	1,821.000	108,501	172,376
	FNB CORP PA COMMON STOCK	7,291.000	74,375	100,762
	FACEBOOK INC COMMON STOCK	18,050.000	1,378,734	3,185,103
	FANUC CORPORATION COMMON STOCK - UNSPONSORED ADR	10,560.000	169,279	253,862
	FASTENAL CO COMMON STOCK	19,530.000	924,087	1,068,096
	FERGUSON PLC COMMON STOCK - ADR	62,185.000	265,390	445,866
	FIBROGEN INC COMMON STOCK	2,371.000	123,347	112,385
	FNF GROUP COMMON STOCK	36,900.000	841,475	1,447,956
	FIFTH THIRD BANCORP COMMON STOCK	6,400.000	125,995	194,176
	FIRST OF LONG ISLAND CORP COMMON STOCK	1,400.000	38,594	39,900
	FIVE INC COMMON STOCK	7,538.000	113,001	187,545
	FLOOR & DECOR HOLDINGS INC COMMON STOCK CL.A	4,001.000	157,974	194,769
	FORTINET INC COMMON STOCK	1,810.000	49,317	79,079
	FOUNDATION MEDICINE INC COMMON STOCK	2,331.000	93,631	158,974
	FRESENIUS SE & CO COMMON STOCK - SPONSORED ADR	19,322.000	261,071	375,426
	HB FULLER CO COMMON STOCK	3,039.000	114,719	163,711
	FULTON FINL CORP PA COMMON STOCK	4,200.000	44,348	75,180
	GARTNER INC COMMON STOCK	898.000	49,597	110,589
	GENESEE & WYO INC COMMON STOCK CL.A	2,500.000	144,547	196,825
	GERMAN AMERICAN BANCORP COMMON STOCK	750.000	13,591	26,498
	GIBRALTAR INDUSTRIES INC COMMON STOCK	577.000	18,755	19,041
	GILDAN ACTIVEWEAR INC COMMON STOCK	48,000.000	1,300,677	1,550,400
	GLOBAL PAYMENTS INC COMMON STOCK	3,185.000	118,388	319,264
	GRAND CANYON ED INC COMMON STOCK	2,233.000	198,144	199,920
	GREAT PLAINS ENERGY INC COMMON STOCK	14,115.000	360,772	455,068
	GREAT WESTERN BANCORP INC COMMON STOCK	6,596.000	209,847	262,521
	GRUBHUB INC COMMON STOCK	3,684.000	179,597	264,511
	GUARANTY BANCORP COMMON STOCK	1,700.000	40,693	47,005
	GULFPORT ENERGY CORP COMMON STOCK	4,100.000	111,494	52,316
	HD SUPPLY HLDGS INC COMMON STOCK	4,444.000	145,369	177,893
	HAMILTON LANE INC COMMON STOCK CL.A	387.000	6,339	13,696
	HANCOCK HLDG CO COMMON STOCK	2,100.000	59,487	103,950
	HANESBRANDS INC COMMON STOCK	55,700.000	1,174,974	1,164,687
	HEALTHSOUTH CORP COMMON STOCK	2,622.000	109,818	129,553
	HEALTHCARE TRUST AMERICA INC COMMON STOCK CL.A	2,061.000	60,767	61,912
	HEALTHEQUITY INC COMMON STOCK	2,127.000	85,034	99,246
	HENRY (JACK) & ASSOCIATES INC COMMON STOCK	914.000	35,455	106,901
	HILL ROM HLDGS INC COMMON STOCK	1,206.000	42,692	101,654
	HOME DEPOT INC COMMON STOCK	6,500.000	1,087,908	1,231,945
	HOPE BANCORP INC COMMON STOCK	3,533.000	33,949	64,477
	HUBSPOT INC COMMON STOCK	2,923.000	206,750	258,393
	ITT INC COMMON STOCK	3,500.000	139,646	186,795
	ILLUMINA INC COMMON STOCK	3,859.000	591,260	843,153
	IMAX CORP COMMON STOCK	2,309.000	55,989	53,453
	INCYTE CORP COMMON STOCK	1,759.000	136,413	166,595
	INFORMA PLC COMMON STOCK - ADR	12,615.000	178,210	248,011

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	INSIGHT ENTERPRISES INC COMMON STOCK	1,627.000	15,824	62,298
	INSMED INC COMMON STOCK	2,610.000	75,837	81,380
	INPHI CORPORATION COMMON STOCK	1,623.000	76,764	59,402
	INSULET CORP COMMON STOCK	5,462.000	257,347	376,878
	INTEGRATED DEVICE TECHNOLOGY COMMON STOCK	11,676.000	198,314	347,127
	INTERFACE INC COMMON STOCK	4,800.000	84,167	120,720
	INTERCONTINENTAL EXCHANGE INC COMMON STOCK	20,500.000	1,256,235	1,446,480
	JPMORGAN CHASE & CO COMMON STOCK	13,100.000	563,869	1,400,914
	JETBLUE AIRWAYS CORP COMMON STOCK	6,014.000	133,465	134,353
	JOHNSON & JOHNSON COMMON STOCK	5,600.000	404,663	782,432
	KAR AUCTION SERVICES INC COMMON STOCK	3,616.000	105,956	182,644
	KLX INC COMMON STOCK	2,000.000	60,141	136,500
	KAO CORP COMMON STOCK ADR	3,920.000	240,934	264,894
	KDDI CORPORATION COMMON STOCK - UNSPONSORED ADR	22,492.000	259,949	278,237
	KEYSIGHT TECHNOLOGIES INC COMMON STOCK	6,392.000	224,341	265,907
	KOMATSU LTD COMMON STOCK - SPONS ADR	11,215.000	304,066	406,319
	LKQ CORP COMMON STOCK	4,791.000	134,280	194,850
	LABORATORY CORP AMERICA HLDGS COMMON STOCK	8,000.000	852,030	1,276,080
	LAKELAND FINANCIAL CORP COMMON STOCK	600.000	8,420	29,094
	LAM RESEARCH CORP COMMON STOCK	877.000	57,759	161,429
	LAMAR ADVERTISING CO CL.A COMMON STOCK	4,648.000	271,604	345,068
	LEGG MASON INC COMMON STOCK	3,800.000	124,649	159,524
	LIVE NATION ENTERTAINMENT INC COMMON STOCK	5,419.000	151,695	230,687
	LOXO ONCOLOGY INC COMMON STOCK	1,800.000	138,058	151,524
	LUMENTUM HOLDINGS INC COMMON STOCK	1,284.000	77,107	62,788
	MFA FINL INC COMMON STOCK	26,400.000	204,530	209,088
	MGM RESORTS INTERNATIONAL COMMON STOCK	3,684.000	103,061	123,009
	MGM GROWTH PROPERTIES LLC COMMON STOCK CL.A	6,696.000	178,451	195,188
	MA COM TECH SOLUTIONS HLDGS COMMON STOCK	3,639.000	189,109	118,413
	MAKITA CORPORATION COMMON STOCK - SPONSORED ADR	13,725.000	369,785	579,470
	MARKEL CORP COMMON STOCK	494.000	505,751	562,730
	MARRIOTT VACATIONS WRLDWDE CP COMMON STOCK	1,070.000	123,092	144,675
	MARTIN MARIETTA MATERIALS INC COMMON STOCK	689.000	131,113	152,297
	MASTEC INC COMMON STOCK	3,830.000	142,846	187,479
	MASTERCARD INC COMMON STOCK CL.A	8,085.000	874,118	1,223,746
	MATERIALISE NV COMMON STOCK	2,059.000	20,622	26,170
	MEDNAX INC COMMON STOCK	5,400.000	370,476	288,576
	METHODE ELECTRONICS INC COMMON STOCK	2,700.000	104,630	108,270
	CIE GEN DES ETABLISS MICHELIN COMMON STOCK - UNSPONSORED ADR	15,150.000	390,549	433,593
	MICROSEMI CORP COMMON STOCK	4,400.000	133,725	227,260
	MILACRON HOLDINGS CORP COMMON STOCK	6,100.000	110,409	116,754
	MINERALS TECHNOLOGIES INC COMMON STOCK	2,166.000	89,912	149,129
	MISTRAS GROUP INC COMMON STOCK	5,200.000	114,222	122,044
	MODINE MANUFACTURING CO COMMON STOCK	5,700.000	70,865	115,140
	MOELIS & CO COMMON STOCK CL.A	2,889.000	101,180	140,117
	MONOLITHIC POWER SYSTEMS INC COMMON STOCK	2,746.000	215,086	308,541
	MONSTER BEVERAGE CORP COMMON STOCK	24,842.000	1,071,396	1,572,250
	MOODYS CORP COMMON STOCK	750.000	72,941	110,708
	MOOG INC COMMON STOCK CL.A	2,131.000	71,463	185,077
	MULESOFT INC COMMON STOCK CL.A	1,345.000	33,519	31,285
	MURPHY OIL CORP COMMON STOCK	15,110.000	477,880	469,166
	NASDAQ INC COMMON STOCK	2,468.000	145,549	189,616
	NATIONAL VISION HOLDINGS INC COMMON STOCK	464.000	10,208	18,843
	NEVRO CORP COMMON STOCK	2,969.000	263,752	204,980
	NEXSTAR BROADCASTING GROUP INC COMMON STOCK	705.000	51,096	55,131
	NORDEA BANK AB COMMON STOCK - SPONSORED ADR	21,045.000	278,662	254,855
	NOVARTIS AG COMMON STOCK - SPONSORED ADR	8,285.000	522,960	695,609
	O'REILLY AUTOMOTIVE INC COMMON STOCK	1,209.000	250,677	290,813
	OCEANFIRST FINANCIAL CORP COMMON STOCK	2,840.000	55,302	74,550
	OIL STS INTL INC COMMON STOCK	3,900.000	127,370	110,370
	OKTA INC COMMON STOCK	1,626.000	39,343	41,642
	OLLIE'S BARGAIN OUTLET HOLDING COMMON STOCK	1,171.000	33,119	62,356
	OMNICOM GROUP INC COMMON STOCK	20,400.000	1,178,388	1,485,732
	ONEMAIN HOLDING INC COMMON STOCK	5,400.000	140,662	140,346
	OVERSTOCK.COM INC COMMON STOCK	975.000	67,893	62,303
	OWENS ILL INC COMMON STOCK	12,800.000	341,449	283,776
	OXFORD INDS INC COMMON STOCK	1,500.000	92,150	112,785
	PNC FINANCIAL SERVICES GROUP COMMON STOCK	4,700.000	262,876	678,163
	PACKAGING CORP OF AMERICA COMMON STOCK	2,500.000	166,608	301,375
	PALO ALTO NETWORKS INC COMMON STOCK	900.000	132,973	130,446
	PAYCOM SOFTWARE INC COMMON STOCK	2,376.000	134,592	190,864
	PAYLOCITY HLDG CORP COMMON STOCK	1,876.000	95,793	88,472
	PAYPAL HOLDINGS INC COMMON STOCK	26,755.000	1,050,982	1,969,703
	PENUMBRA INC COMMON STOCK	2,414.000	181,697	227,157
	PHILIP MORRIS INTL INC COMMON STOCK	8,200.000	705,859	866,330
	PHOTRONICS INC COMMON STOCK	8,100.000	79,771	69,053
	PINNACLE FINANCIAL PARTNERS COMMON STOCK	3,654.000	197,449	242,260
	PINNACLE WEST CAP CORP COMMON STOCK	4,650.000	227,309	396,087

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, 2017

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	PLANET FITNESS INC CL A COMMON STOCK	10,427.000	211,269	361,087
	PLANTRONICS INC COMMON STOCK	2,600.000	109,990	130,988
	POLYONE CORP COMMON STOCK	2,273.000	103,272	98,876
	PORTLAND GENERAL ELECTRIC CO COMMON STOCK	3,800.000	134,841	173,204
	PRICELINE GRP INC COMMON STOCK	849.000	688,915	1,475,341
	PROGRESS SOFTWARE CORP COMMON STOCK	3,098.000	55,803	131,882
	PROGRESSIVE CORP COMMON STOCK	13,400.000	323,497	754,688
	PROOFPOINT INC COMMON STOCK	1,869.000	155,175	165,986
	PROSPERITY BANCSHARES INC COMMON STOCK	4,657.000	219,430	326,316
	PROTO LABS INC COMMON STOCK	1,313.000	87,860	135,239
	PROVIDENCE SERVICE CORP COMMON STOCK	2,512.000	79,969	149,062
	PRUDENTIAL PLC COMMON STOCK - ADR	18,350.000	546,972	931,813
	QCR HOLDINGS INC COMMON STOCK	900.000	41,811	38,565
	QEP RESOURCES INC COMMON STOCK	13,100.000	148,215	125,367
	QORVO INC COMMON STOCK	2,152.000	146,825	143,323
	QUANEX BUILDING PRODUCTS COMMON STOCK	4,700.000	84,653	109,980
	QUANTA SERVICES INC COMMON STOCK	8,235.000	248,207	322,071
	RAYMOND JAMES FINANCIAL INC COMMON STOCK	2,827.000	130,844	252,451
	RBC BEARINGS INC COMMON STOCK	796.000	98,677	100,614
	RED ELECTRICA CORPORACION SA COMMON STOCK - UNSPONSORED ADR	36,978.000	318,399	413,784
	RED HAT INC COMMON STOCK	1,278.000	85,775	153,488
	RED ROBIN GOURMET BURGERS INC COMMON STOCK	1,658.000	101,536	93,511
	REDFIN CORP COMMON STOCK	2,310.000	44,589	72,349
	RELX PLC COMMON STOCK - SPONSORED ADR	18,545.000	322,332	439,517
	REPLIGEN CORP COMMON STOCK	1,998.000	85,238	72,487
	REPUBLIC SERVICES INC COMMON STOCK	5,100.000	208,475	344,811
	RINGCENTRAL INC COMMON STOCK CL.A	3,878.000	147,169	187,695
	ROKU INC COMMON STOCK	3,612.000	136,085	187,029
	ROSS STORES INC COMMON STOCK	1,771.000	82,457	142,123
	ROYAL DUTCH SHELL PLC COMMON STOCK - ADR	10,835.000	613,052	722,803
	KONINKLIJKE KPN NV COMMON STOCK - SPONSORED ADR	54,985.000	165,451	192,448
	RYANAIR HOLDINGS PLC COMMON STOCK - ADR	3,546.000	247,137	369,458
	RYDER SYSTEM INC COMMON STOCK	2,400.000	134,709	202,008
	S&T BANCORP INC COMMON STOCK	2,500.000	50,949	99,525
	RYOHIN KEIKAKU CO LTD COMMON STOCK - UNSPONSORED ADR	10,095.000	330,453	631,745
	S&P GLOBAL INC COMMON STOCK	5,200.000	735,506	880,880
	SBA COMMUNICATIONS CORP COMMON STOCK	1,577.000	196,780	257,619
	SEI INVESTMENTS CO COMMON STOCK	1,903.000	102,657	136,750
	SS&C TECHNOLOGIES HOLDINGS INC COMMON STOCK	5,191.000	207,900	210,132
	SP PLUS CORP COMMON STOCK	2,700.000	63,464	100,170
	SABRA HEALTH CARE REIT INC COMMON STOCK	4,469.000	105,687	83,883
	SAFRAN SA COMMON STOCK - UNSPONSORED ADR	9,285.000	245,506	239,089
	SAGE THERAPEUTICS INC COMMON STOCK	1,881.000	130,397	309,820
	SAIA INC COMMON STOCK	2,100.000	86,054	148,575
	SALESFORCE COM INC COMMON STOCK	25,900.000	1,171,114	2,647,757
	SAMPO OYJ COMMON STOCK CL.A UNSPONS ADR	23,350.000	412,178	641,541
	SAP AG COMMON STOCK	7,460.000	667,743	838,206
	SAREPTA THERAPEUTICS INC COMMON STOCK	2,804.000	120,008	156,015
	SCHLUMBERGER LTD COMMON STOCK	14,500.000	1,021,092	977,155
	CHARLES SCHWAB CORP COMMON STOCK	28,685.000	503,289	1,473,548
	SCIENCE APPLICATIONS INTL CORP COMMON STOCK	1,564.000	81,169	119,755
	SERVICEMASTER GLOBAL HOLDINGS COMMON STOCK	2,746.000	129,975	140,787
	SERVICENOW INC COMMON STOCK	14,525.000	891,575	1,893,915
	SHERWIN WILLIAMS CO COMMON STOCK	380.000	76,444	155,815
	SHIRE PHARMACEUTICALS COMMON STOCK - SPONSORED ADR	4,050.000	765,220	628,236
	SIGNATURE BK NEW YORK N Y COMMON STOCK	2,000.000	279,929	274,520
	SMITH A O COMMON STOCK	2,378.000	106,210	145,724
	SNAP ON INC COMMON STOCK	8,100.000	1,234,320	1,411,830
	SONY CORP COMMON STOCK - ADR	8,495.000	232,368	381,850
	SOUTH STATE CORP COMMON STOCK	448.000	28,800	39,043
	SPARK THERAPEUTICS INC COMMON STOCK	1,370.000	106,611	70,445
	SPARTANNASH CO COMMON STOCK	2,230.000	50,067	59,496
	SPIRIT AIRLINES INC COMMON STOCK	2,400.000	98,678	107,640
	SPLUNK INC COMMON STOCK	18,725.000	934,350	1,551,179
	STAG INDUSTRIAL INC COMMON STOCK	11,927.000	256,956	325,965
	STAMPS.COM INC COMMON STOCK	706.000	93,959	132,728
	STANDEX INTL CORP COMMON STOCK	2,559.000	81,834	260,634
	STARBUCKS CORP COMMON STOCK	27,965.000	866,191	1,606,030
	STATE STREET CORP COMMON STOCK	12,200.000	643,669	1,190,842
	STATOIL ASA COMMON STOCK - ADR	15,075.000	244,353	322,907
	STERLING BANCORP COMMON STOCK	4,014.000	99,656	98,744
	STOCK YDS BANCORP INC COMMON STOCK	738.000	12,793	27,823
	SUMITOMO MITSUI FINL GROUP COMMON STOCK - ADR	66,142.000	553,987	574,774
	SUNCOR ENERGY INC COMMON STOCK	10,300.000	313,234	378,216
	SYKES ENTERPRISES INC COMMON STOCK	3,289.000	62,870	103,439
	SYNCHRONY FINANCIAL COMMON STOCK	26,700.000	741,022	1,030,887
	TCF FINANCIAL CORP COMMON STOCK	18,043.000	251,224	369,882
	TANGER FACTORY OUTLET CTRS INC COMMON STOCK	5,400.000	133,107	143,154

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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	TELEFLEX INC COMMON STOCK	409.000	65,658	101,767
	TELENOR ASA COMMON STOCK - ADR	18,590.000	388,555	397,640
	TESARO INC COMMON STOCK	463.000	59,763	38,369
	TEXAS CAPITAL BANCSHARES INC COMMON STOCK	1,498.000	121,735	133,172
	TEXAS ROADHOUSE INC COMMON STOCK	1,456.000	68,077	76,702
	TRADE DESK INC/THE COMMON STOCK CL.A	2,027.000	103,442	92,695
	TIVITY HEALTH INC COMMON STOCK	1,874.000	78,308	68,495
	TOKYO ELECTRON LTD COMMON STOCK - UNSPONSORED ADR	8,380.000	234,839	380,662
	TRANSDIGM GROUP INC COMMON STOCK	1,878.000	308,893	515,736
	TRANSUNION COMMON STOCK	15,800.000	630,002	868,368
	TREEHOUSE FOODS INC COMMON STOCK	5,023.000	382,890	248,438
	TREX COMPANY INC COMMON STOCK	1,259.000	122,068	136,463
	TWENTY FIRST CENTY FOX INC COMMON STOCK CL.A	39,900.000	1,247,720	1,377,747
	U INC COMMON STOCK	4,559.000	157,160	294,101
	UGI CORP COMMON STOCK	5,250.000	125,013	246,488
	ULTA SALON COSMETICS & FRAGRAN COMMON STOCK	1,750.000	375,851	391,405
	UNILEVER PLC COMMON STOCK - SPONSORED ADR	12,335.000	456,104	682,619
	UNILEVER NV COMMON STOCK - ADR	8,300.000	341,557	467,456
	UNITED PARCEL SERVICE INC COMMON STOCK CL.B	9,900.000	831,817	1,179,585
	UNITEDHEALTH GROUP INC COMMON STOCK	4,100.000	304,652	903,886
	UNIVERSAL DISPLAY CORP COMMON STOCK	1,954.000	152,354	337,358
	UNIVERSAL HEALTH SERVICES INC COMMON STOCK	5,157.000	568,474	584,546
	VALEO SA COMMON STOCK - SPONSORED ADR	16,380.000	304,656	611,547
	VANTIV INC COMMON STOCK CL.A	1,551.000	60,833	114,076
	VECTREN CORP COMMON STOCK	3,100.000	96,862	201,562
	VERIZON COMMUNICATIONS INC COMMON STOCK	15,100.000	804,988	799,243
	VERINT SYS INC COMMON STOCK	1,676.000	71,212	70,141
	VINCI SA COMMON STOCK - UNSPONSORED ADR	24,760.000	388,762	631,380
	VISA INC COMMON STOCK CL.A	26,960.000	946,358	3,073,979
	VISTA OUTDOOR INC COMMON STOCK	4,600.000	164,436	67,022
	VULCAN MATERIALS CO COMMON STOCK	1,220.000	138,125	156,611
	WSFS FINANCIAL CORP COMMON STOCK	3,180.000	88,076	152,163
	WABTEC CORP COMMON STOCK	617.000	46,019	50,242
	WAGEWORKS INC COMMON STOCK	1,081.000	82,189	67,022
	WASTE CONNECTIONS INC COMMON STOCK	17,647.000	1,056,165	1,251,878
	WATTS WATER TECHNOLOGIES INC COMMON STOCK	1,600.000	90,789	121,520
	WEBSTER FINL CORP CONN COMMON STOCK	5,520.000	272,549	310,003
	WELLS FARGO & CO COMMON STOCK	23,100.000	914,052	1,401,477
	WEST PHARMACEUTICAL SVSC INC COMMON STOCK	8,620.000	818,380	850,535
	WESTERN ALLIANCE BANCORP COMMON STOCK	3,637.000	163,504	205,927
	WEX INC COMMON STOCK	797.000	98,506	112,560
	WHIRLPOOL CORP COMMON STOCK	7,650.000	1,261,592	1,290,096
	WINTRUST FINL CORP COMMON STOCK	1,423.000	97,301	117,213
	WOLTERS KLUWER NV COMMON STOCK - SPONSORED ADR	12,320.000	388,677	642,858
	WORLD FUEL SERVICES CORP COMMON STOCK	26,000.000	1,037,790	731,640
	WYNDHAM WORLDWIDE CORP COMMON STOCK	3,300.000	164,877	382,371
	XPO LOGISTICS INC COMMON STOCK	2,477.000	125,675	226,868
	YUM BRANDS INC COMMON STOCK	2,035.000	146,993	166,076
	ZEBRA TECHNOLOGIES CORP COMMON STOCK	1,216.000	69,839	126,221
	ZIMMER BIOMET HOLDINGS INC COMMON STOCK	3,800.000	397,733	458,546
	ZOETIS INC COMMON STOCK	17,290.000	1,032,758	1,245,572
	AIRCASTLE LTD COMMON STOCK	3,028.000	56,564	70,825
	ALKERMES PLC COMMON STOCK	1,300.000	50,174	71,149
	ALLERGAN PLC COMMON STOCK	12,243.000	2,441,707	2,002,710
	AON PLC COMMON STOCK	5,795.000	559,494	776,530
	ARGO GROUP INTL HLDGS LTD COMMON STOCK	2,610.000	91,500	160,907
	ASPEN INSURANCE HOLDINGS LTD COMMON STOCK	2,800.000	104,022	113,680
	AXALTA COATING SYSTEMS LTD COMMON STOCK	16,700.000	442,581	540,412
	ACCENTURE PLC COMMON STOCK CL.A	9,750.000	1,181,880	1,492,628
	MIMECAST LTD COMMON STOCK	2,327.000	64,598	66,715
	DELPHI TECHNOLOGIES PLC COMMON STOCK	933.000	26,240	48,955
	EATON CORP PLC COMMON STOCK	12,500.000	773,755	987,625
	GASLOG LTD COMMON STOCK	10,453.000	151,164	232,579
	WEATHERFORD INTERNATIONAL PLC COMMON STOCK	84,468.000	403,168	352,232
	JOHNSON CONTROLS INTL PLC COMMON STOCK	32,900.000	1,311,932	1,253,819
	MARVELL TECHNOLOGY GROUP LTD COMMON STOCK	16,200.000	211,140	347,814
	MEDTRONIC PLC & INC COMMON STOCK	8,075.000	670,984	652,056
	APTIV PLC COMMON STOCK	2,800.000	135,805	237,524
	RENAISSANCERE HOLDINGS LTD COMMON STOCK	9,700.000	1,056,517	1,218,223
	STERIS PLC COMMON STOCK	1,132.000	82,614	99,016
	WILLIS TOWERS WATSON PLC COMMON STOCK	1,132.000	149,259	170,581
	CHUBB LIMITED COMMON STOCK	20,366.000	1,957,841	2,976,084
	TE CONNECTIVITY LTD COMMON STOCK	6,300.000	421,276	598,752
	SODASTREAM INTERNATIONAL LTD COMMON STOCK	3,004.000	172,652	211,301
	AERCAP HOLDINGS NV COMMON STOCK	36,600.000	1,577,902	1,925,526
	FRANKS INTERNATIONAL COMMON STOCK	8,100.000	88,159	54,601
	INTERXION HOLDING NV COMMON STOCK	3,112.000	132,349	183,390
	QIAGEN N.V. COMMON STOCK	3,904.000	111,641	120,751

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

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	ROYAL CARIBBEAN CRUISES LTD COMMON STOCK	927.000	75,848	110,573
	FLEXTRONICS INTL LTD COMMON STOCK	4,211.000	59,375	75,015
	Total Corporate Stocks - Common			**178,766,933**
**	**Participant Loans: (Interest Rate 4.25% - 5.25%)**		**-0-**	**7,218,444**
	Common/Collective Funds			
	BlackRock 1-3 Year Credit Bond Index Non-Lendable Fund		*	157,187
	BlackRock 1-3 Year Credit Bond Index Non-Lendable Fund		*	695,631
	BlackRock 1-3 Year Government Bond Index Fund		*	314,361
	BlackRock 1-3 Year Government Bond Index Fund		*	503,733
	BlackRock Asset-Backed Securities Index Fund		*	471,603
	BlackRock Asset-Backed Securities Index Fund		*	431,896
	BlackRock Commercial Mortgage-Backed Securities Fund		*	84,111
	BlackRock Commercial Mortgage-Backed Securities Index Fund		*	91,861
	BlackRock Intermediate Government Bond Index Fund		*	236,060
	BlackRock Intermediate Term Credit Bond Index Fund		*	747,770
	BlackRock Intermediate Term Credit Bond Index Fund		*	132,131
	BlackRock Mortgage-Backed Securities Index Fund		*	603,637
	BlackRock Mortgage-Backed Securities Index Fund		*	552,705
	Northern Trust Collective 1-10 Year Intermediate Credit Bond Index Fund		*	302,083
	Northern Trust Collective 1-10 Year Intermediate Government Bond Index Fund		*	47,712
	Northern Trust Collective Asset-Backed Securities Bond Index Fund		*	211,879
	Northern Trust Collective Commercial Mortgage Backed Securities Index Fund		*	37,114
	Northern Trust Collective Daily 1-5 Year Credit Bond Index Fund		*	63,572
	Northern Trust Collective Mortgage-Backed Securities Index Fund		*	243,863
	Northern Trust Collective Short Term Government Bond Index Fund		*	153,616
	Prudential Core Conservative Intermediate Bond Fund		*	1,961,516
	The Bank of New York Mellon Collective Trust Government Short Term Investment Fund (d)		*	646,489
	Voya Dedicated Multi-Sector SV Trust Fund Class 1		*	1,057,479
	Wilmington Trust CIT		*	80,817
	Total Common/Collective Funds			**9,828,826**
	Pooled Separate Accounts			
	New York Life		*	1,635,102
	Metropolitan Life		*	1,874,575
	New York Life Anchor Acct III		*	27,345,797
	Total Pooled Separate Accounts			**30,855,474**
	Registered Investment Companies			
	American Century Ultra-Inv		*	11,889,740
	American Funds Washington Mutual-A		*	14,565,011
	JPMorgan Large Cap Growth-R6		*	19,845,286
	T Rowe Price Small-Cap Value		*	25,837,801
	Vanguard Intermediate-Term Bond Index-Inst		*	9,896,106
	Vanguard Target Retirement Fund 2015		*	3,504,874
	Vanguard Target Retirement Fund 2020		*	8,400,609
	Vanguard Target Retirement Fund 2025		*	10,541,910
	Vanguard Target Retirement Fund 2030		*	11,210,128
	Vanguard Target Retirement Fund 2035		*	13,375,526
	Vanguard Target Retirement Fund 2040		*	8,356,439
	Vanguard Target Retirement Fund 2045		*	6,088,315
	Vanguard Target Retirement Fund 2050		*	4,483,911
	Vanguard Target Retirement Fund 2055		*	1,213,255
	Vanguard Target Retirement Fund 2060		*	716,668
	Vanguard Target Retirement Income Fund		*	2,512,065
	American Funds Europacific GR R4		*	14,404,733
	Janus Henderson Enterprise I		*	6,406,060
	Vanguard Institutional Index Fund		*	18,491,919
	LAZARD EMERG MKT EQY-INST MUTUAL FUND	66,944.180	1,195,619	1,340,223
	MANNING & NAPIER OVERSEAS MUTUAL FUND	1,043,392.240	23,588,435	26,032,636
	VANGUARD INSTITUTIONAL INDEX FUND	219,038.610	42,863,362	53,327,141
	Total Registered Investment Companies			**272,440,356**
	Other Assets			
	Mellon Stable Value Fund J Other Assets		*	123,172
	GEARY CNTY KS UNIF SCH DIST MUNICIPAL BOND SemiAnnual 3.06 9/1/26	500,000.000	500,000	498,990
	STATE OF GEORGIA GENERAL OBLIGATION BONDSSemi Annual 2.67 2/1/22	400,000.000	409,620	405,780
	KENTUCKY ST ASSET LIABILITY REVENUE BONDS SemiAnnual 4.72 4/1/18	220,000.000	231,612	221,430
	MIAMI DADE CNTY FL AVIATION REVENUE BONDS SemiAnnual 2.5 10/1/24	400,000.000	400,000	386,416
	NEW YORK STATE ENVIRONMENTAL MUNICIPAL BONDGOB Semi Annual 1.87 6/15/20	700,000.000	700,000	694,267
	NEW YORK ST DORM AUTH ST PERS BUILD AMERICAREV BONDS SER.B Semi Annual 1.89 7/1/21	755,000.000	755,000	742,392
	OAKLAND UNIVERSITY MI REVENUE BONDS SemiAnnual 2.23 5/15/19	215,000.000	215,000	214,695
	ONTARIO (PROVINCE OF) SENIOR UNSECUREDGLOBAL NOTES Semi Annual 1.65 9/27/19	315,000.000	313,970	312,210
	PHOENIX AZ CIVIC IMPT CORP REVENUE BONDS SemiAnnual 4 7/1/18	300,000.000	301,257	303,333
	PORT AUTH NY & NJ REVENUE BONDS Semi Annual 5.31 12/1/19	150,000.000	177,954	158,726
	SAUDI ARABIA (KINGDOM OF) SENIOR UNSECUREDNOTES Semi Annual 2.38 10/26/21	400,000.000	396,028	390,184
	UNIVERSITY OF PITTSBURGH PA REVENUE BONDSSemi Annual 3.13 9/15/26	700,000.000	700,000	713,293

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

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	UTAH ST RECAPITALIZATION REV BUILD AMERICA REVBONDS SER.C Semi Annual 4.34 7/1/19	180,000.000	180,000	186,585
	Total Other Assets			**5,351,473**
	Total Assets			**$ 688,167,611**

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