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

2018

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

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:
- [ ] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
KENDRA SCOTT 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2015

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)
KENDRA SCOTT, LLC

3800 NORTH LAMAR BLVD.
SUITE 400
AUSTIN, TX 78756

2b Employer Identification Number (EIN)
47-4456300

2c Plan Sponsor's telephone number
512-879-3382

2d Business code (see instructions)
448310

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.	07/24/2019	JACOB HOLZKNECHT
	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:	**4b**	EIN
a	Sponsor's name	**4d**	PN
c	Plan Name		

5	Total number of participants at the beginning of the plan year	**5**	697
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)**	582
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	584
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	282
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	866
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	866
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	828
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	104
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 2F 2G 2J 2K 2S 2T 3D

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

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2018 Form M-1 annual report. If the plan was not required to file the 2018 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

2018

This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
KENDRA SCOTT 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
KENDRA SCOTT, LLC

D Employer Identification Number (EIN)
47-4456300

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
TRANSAMERICA 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
39-0989781	86231	806153-000	0	01/01/2018	12/31/2018

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
	2723

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

NOVA 401(K) ASSOCIATES LP
10777 NW FREEWAY
SUITE 440
HOUSTON, TX 77092

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
	2723	TPA	5

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

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 ▶ STABLE VALUE OPTION

b	Balance at the end of the previous year			7b	232467
c	Additions: (1) Contributions deposited during the year	7c(1)	116734		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	2018		
	(4) Transferred from separate account	7c(4)	50677		
	(5) Other (specify below)	7c(5)	27098		
	▶ EBA & FORFEITURE CREDITS				
	(6) Total additions			7c(6)	196527
d	Total of balance and additions (add lines **7b** and **7c(6)**)			7d	428994
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	385844		
	(2) Administration charge made by carrier	7e(2)	430		
	(3) Transferred to separate account	7e(3)	2169		
	(4) Other (specify below)	7e(4)	40551		
	▶ FORFEITED AMOUNTS AND FEES				
	(5) Total deductions			7e(5)	428994
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)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. Specify nature of costs.			**10b**	

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.**	**2018** **This Form is Open to Public Inspection.**

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
KENDRA SCOTT 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
KENDRA SCOTT, LLC

D Employer Identification Number (EIN)
47-4456300

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

TRANSAMERICA LIFE INSURANCE COMPANY

39-0989781

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

NOVA 401(K) ASSOCIATES, LP

20-1181458

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

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

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

TRANSAMERICA LIFE INSURANCE COMPANY

39-0989781

(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 52 62 64 67	RECORD-KEEPER	1495	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

NOVA 401(K) ASSOCIATES LP

20-1181458

(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 64	THIRD PARTY ADMINISTRATOR	2305	Yes [X] No [ ]	Yes [X] No [ ]	10030	Yes [ ] No [X]

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

PENSIONMARK FINANCIAL GROUP LLC

61-1758632

(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	BROKER/ADVISOR	20865	Yes [ ] No [X]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

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

GREAT-WEST LIFE & ANNUITY INSURANCE

8515 EAST ORCHARD 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?
64	RECORD-KEEPER	205	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NOVA 401(K) ASSOCIATES	13	10030

(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.
GREAT-WEST LIFE & ANNUITY INSURANCE 8515 EAST ORCHARD ROAD GREENWOOD VILLAGE, CO 80111	TPA ALLOWANCE PAYMENT

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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(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

2018

This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
KENDRA SCOTT 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
KENDRA SCOTT, LLC

D Employer Identification Number (EIN)
47-4456300

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: ALGER CAPITAL APPRECIATION RET OPT

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

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)
39-0989795-132	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: JANUS BALANCED RET OPT

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

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)
39-0989781-231	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS NEW PERSPECTIVE

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

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)
39-0989782-259	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO PRECIOUS METALS RET OP

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

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)
39-0989796-276	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK GLOBAL ALLOCATION RET OP

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

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)
39-0989797-281	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMORGAN U.S. EQUITY RET OPT

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

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)
39-0989783-297	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON GLOBAL BOND RET OPT

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

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)
39-0989784-313	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: AB HIGH INCOME RET OPT

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989798-508	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA EMERGING MARKETS PORTFOLIO

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989788-525	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA INFLATION-PROTECTED SEC PORTF

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989789-526	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: IVY INTERNATIONAL CORE EQUITY RET

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989786-535	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: THORNBURG INVESTMENT INCOME BLDR

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989787-544	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY GLOBAL GROWTH

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989792-571	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO DIVERSIFIED DIVIDEND RET OP

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989794-579	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: JANUS TRITON RET OPT

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989790-583	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL TOTAL RETURN BOND RET

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989791-602	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: DEUTSCHE REAL ESTATE SECURITIES

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989799-637	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: EATON VANCE ATLANTA CAP SMID-CAP

b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989800-638	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

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

c EIN-PN 84-1142974-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16390

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2018

This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
KENDRA SCOTT 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
KENDRA SCOTT, LLC

D Employer Identification Number (EIN)
47-4456300

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(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)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	16390
(10) Value of interest in pooled separate accounts	1c(10)	4450853	0
(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)	0	6733698
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	232467	0
(15) Other	1c(15)		

			(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	4683320	6750088
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4683320	6750088

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)	963020	
	(B) Participants	2a(1)(B)	1871105	
	(C) Others (including rollovers)	2a(1)(C)	72118	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2906243
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	0	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(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)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-361830
c Other income	2c		2018
d Total income. Add all **income** amounts in column (b) and enter total	2d		2546431
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	446623	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		446623
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	33040	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		33040
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		479663
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2066768
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: HOLTZMAN PARTNERS, LLP **(2)** EIN: 74-3121060

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		5778
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		3000000
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

2018

This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
KENDRA SCOTT 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
KENDRA SCOTT, LLC

D Employer Identification Number (EIN)
47-4456300

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): 39-0989781 84-0467907

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): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Financial Statements and Supplemental Schedules

Kendra Scott 401(k) Plan

As of December 31, 2018 and 2017
and for the year ended December 31, 2018
with Report of Independent Auditors

HOLTZMAN PARTNERS

AUDIT · TAX · ADVISORY

Report of Independent Auditors

Plan Administrator, Participants and Beneficiaries
Kendra Scott 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Kendra Scott 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, the related statement of changes in net assets available for benefits for the year ended December 31, 2018, 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 audits 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 have not obtained 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 ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Great-West Trust Company, LLC, the trustee of the Plan, as of December 31, 2018 and for the period November 14, 2018 to December 31, 2018, and Transamerica Life Insurance Company, the custodian of the Plan, as of December 31, 2017 and for the period January 1, 2018 to November 13, 2018, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee and custodian hold the Plan's investments and execute the related transactions. The Plan administrator obtained a certification from the trustee and custodian as of December 31, 2018 and 2017, respectively, and for the year ended December 31, 2018, that the information provided to the Plan administrator by the trustee and custodian is complete and accurate.

HOLTZMAN PARTNERS

AUDIT · TAX · ADVISORY

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not obtained 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 delinquent participant contributions for the year ended December 31, 2018, and of assets (held at end of year) as of December 31, 2018, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

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

Holtzman Partners, LLP

Austin, Texas
July 22, 2019

Kendra Scott 401(k) Plan

Statements of Net Assets Available for Benefits

	December 31, 2018	2017
Assets		
Investments:		
Investments, at fair value	**$ 6,750,088**	$ 4,450,853
Investments, at contract value	**–**	232,467
Total investments	**6,750,088**	4,683,320
Receivables:		
Employer contribution	**–**	35,523
Employee contribution	**–**	36,329
Total receivables	**–**	71,852
Net assets available for benefits	**$ 6,750,088**	$ 4,755,172

See accompanying notes.

Kendra Scott 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

For the year ended December 31, 2018

Additions		
Investment income (loss):		
Net depreciation of investments	**$**	**(661,012)**
Interest and dividends from investments		**301,200**
Total investment loss		**(359,812)**
Contributions:		
Employee		**1,834,776**
Employer		**927,497**
Rollover		**72,118**
Total contributions		**2,834,391**
Total additions		**2,474,579**
Deductions		
Distributions to participants		**446,623**
Administrative expenses		**33,040**
Total deductions		**479,663**
Net increase		**1,994,916**
Net assets available for benefits at beginning of year		**4,755,172**
Net assets available for benefits at end of year	**$**	**6,750,088**

See accompanying notes.

Kendra Scott 401(k) Plan

Notes to Financial Statements

As of December 31, 2018 and 2017
and for the year ended December 31, 2018

1. Description of the Plan

Kendra Scott 401(k) Plan (the "Plan") is a defined contribution plan covering substantially all eligible employees of Kendra Scott, LLC (the "Company" or "Plan Sponsor"). The Plan became effective January 1, 2015 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Effective November 14, 2018, the Plan changed custodian and trustee from Transamerica Life Insurance Company to Great-West Trust Company and changed recordkeeper from Transamerica Retirement Solutions to Empower Retirement. Complete information regarding the Plan is included in the Plan Agreement. Significant Plan provisions are summarized below.

Eligibility

Employees of the Company are eligible to participate in the Plan upon the attainment of 21 years of age and completion of one year of service, as defined. Employees are eligible to participate in the Plan beginning on the first day of the quarter coinciding with or next following the date the eligibility requirements are met. Union employees and nonresident alien employees are not eligible to participate in the Plan.

Contributions

Participants are allowed to make elective pre-tax or Roth contributions to the Plan of not more than 90% of their annual eligible Plan compensation, as defined, subject to limitation under the Internal Revenue Code ("IRC"). Participants who have attained age 50 are eligible to make catch-up contributions. Participants may also contribute amounts representing rollovers from other qualified retirement plans or individual retirement accounts.

The Plan includes a Qualified Automatic Contribution Arrangement ("QACA") provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Additionally, employees may request a refund of an automatically enrolled amount if they make that request within 90 days of the initial contribution and the related Company match would be forfeited. Automatically enrolled participants have amounts withheld from their eligible Plan compensation based on the Plan year of application to the participants as follows: 1-2 years – 3%; 3 years – 4%; 4 years – 5%; 5 years or more – 6%.

1. Description of the Plan (continued)

The Company makes QACA safe harbor matching contributions to the Plan equal to the sum of 100% of the participant's deferral up to 1% of compensation, plus 50% of the participant's deferrals that exceed 1% but do not exceed 6% of compensation. The Company may also make discretionary matching and profit sharing contributions. No discretionary contributions were approved or made for 2018.

Participant Accounts

Participants direct the investment of their accounts among various investment options offered by the Plan. Participants may change their investment options daily.

Each participant's account is credited with (a) participant's contributions, (b) an allocation of employer contributions and (c) an allocation of investment earnings, and is charged with (a) withdrawals, (b) an allocation of investment losses and (c) certain administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions, including rollover contributions, plus actual earnings thereon. Vesting in the Company's QACA safe harbor matching contributions and discretionary matching and profit sharing contributions plus actual earnings thereon is based on years of credited service, as defined. A participant is 100% vested upon death, disability, or retirement. QACA safe harbor matching contributions are subject to the following vesting schedule:

Years of Service	Vested Benefits
Less than 2 years	0 %
2 years or more	100 %

1. Description of the Plan (continued)

Discretionary matching and profit sharing contributions are subject to the following vesting schedule:

Years of Service	Vested Benefits
Less than 3 years	0 %
3 years or more	100 %

Forfeitures

Non-vested balances of participants' accounts may be subject to forfeiture upon termination of their employment with the Company. A forfeiture occurs in the Plan year in which the participant either receives a distribution of their vested account or has five consecutive one-year breaks in service, as defined by the Plan. Forfeitures are retained in the Plan and used to either pay Plan administrative expenses or to reduce future employer contributions. The forfeited unvested account balance totaled $10,429 and $11,550 at December 31, 2018 and 2017, respectively. For the year ended December 31, 2018, forfeitures totaling $6,918 were utilized to pay Plan administrative expenses.

Payment of Benefits

Upon termination of service due to death, disability, normal retirement, or termination of employment, a participant is entitled to receive an amount equal to the vested interest in his or her account, payable in lump-sum form or a partial withdrawal. In general, if a participant's vested account balance, as defined by the Plan, is greater than $5,000 and employment is terminated other than due to retirement or death, the account may not be distributed before normal retirement age without the participant's consent. Participants' account balances that are less than $5,000, but in excess of $60 (the involuntary cash-out amount) will be paid as a direct rollover to an individual retirement account. However, regardless of participant election as to the payment, the Plan may, upon termination of service of a participant for any reason, pay the benefits owed in a lump sum if the account balance is less than the involuntary cash-out amount. Distributions are subject to the applicable provisions of the Plan agreement.

1. Description of the Plan (continued)

In-service withdrawals of all or a portion of a participant's vested account balance may be withdrawn by a participant after reaching age 59 ½. In-service withdrawals of all or a portion of a participant's rollover account balance may be withdrawn at any time.

Withdrawals from the Plan may also be made upon circumstances of financial hardship, in accordance with the provisions specified in the Plan. Hardship withdrawals are strictly regulated by the Internal Revenue Service ("IRS") and a participant must exhaust all available distributions prior to requesting a hardship withdrawal.

Distributions from the Plan will normally be subject to income taxes and in certain circumstances may also be subject to IRS penalties, unless the distribution is transferred to another qualified plan or individual retirement account.

2. Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of the financial statements in conformity with U.S. GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for investments in various investment securities, which, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant account balances and the amounts reported in the financial statements and supplemental schedules.

2. Significant Accounting Policies (continued)

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is 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. The Plan's 401(k) Review Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. See Note 3 for discussion of fair value measurements.

Investment contracts held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan’s gains and losses on investments bought and sold as well as held during the year.

Management fees and expenses charged to the Plan for investments in pooled separate accounts and mutual fund accounts are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Payment of Benefits

Benefits to participants are recorded by the Plan when actual payment is made.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Plan sponsor and are excluded from these financial statements. Fees related to the administration of benefit payment transactions are charged directly to the participant’s account and are included in administrative expenses.

2. Significant Accounting Policies (continued)

Subsequent Events

The Plan evaluated events occurring between the end of the most recent fiscal year and through the report date, July 22, 2019, the date the financial statements and supplemental schedules were available to be issued. See specific subsequent events disclosed in Note 11.

3. Fair Value Measurements

The guidance for fair value measurement establishes the authoritative definition of fair value, sets out a framework for measuring fair value, and outlines the required disclosures regarding fair value measurements. Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The Plan uses a three-tier fair value hierarchy based upon observable and non-observable inputs as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Unobservable inputs developed using the Plan's estimates and assumptions which reflect those that market participants would use.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2018 and 2017.

- *Mutual funds*: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

3. Fair Value Measurements (continued)

- *Stable value collective fund (Invesco Stable Value Fund)*: Valued on the basis of the relative interest of each participating investor in the fair value of the underlying assets of the fund. The underlying assets are valued based on the NAV, which is provided by the investment account manager as a practical expedient to estimate fair value. Redemption is generally permitted daily. Individual participant redemptions for benefit payments and redemptions by participants to reinvest in options that do not compete with the Fund are generally permitted without restriction. A twelve-month advance written notice is required should the Plan initiate a full redemption of the Fund. There are no unfunded commitments and no changes in the valuation methodology used at December 31, 2018.
- *Pooled separate accounts*: Pooled separate accounts ("PSA") are made up of a wide variety of underlying investments such as equities, preferred stock, bonds, real estate and mutual funds. The NAV of a PSA is based on the market value of its underlying investments. The PSA NAV is not a publicly-quoted price in an active market. There are no unfunded commitments and redemptions is generally permitted daily.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2018:

	December 31, 2018			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	**$6,733,698**	**$ –**	**$ –**	**$6,733,698**
Total	**$6,733,698**	**$ –**	**$ –**	**$6,733,698**

Investments, at fair value, that are valued using NAV as a practical expedient totaling $16,390 have been excluded from the tables above as of December 31, 2018.

3. Fair Value Measurements (continued)

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. The Plan evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2018, there were no significant transfers in or out of Levels 1, 2 or 3.

4. Insurance Company General Account

Until the change in custodian in November 2018, the Plan invested in a fully benefit-responsive investment contract with Transamerica Life Insurance Company ("Transamerica"). Transamerica maintains the contributions in a general account. The contract provides for a stable value fund under a group annuity contract with Transamerica under their Stable Value Option investment choices. The Transamerica Stable Value Option investment choices are backed by the general account of Transamerica.

While Transamerica declares rates periodically and backs the principal and interest of these investment choices, any guarantees are subject to the claims paying ability of the insurance company. This investment choice is not guaranteed by the Federal Deposit Insurance Corporation ("FDIC") or any other government agency. The account is credited with earnings and charged for participant withdrawals, administrative expenses, and contract charges, as appropriate.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. These investment choices seek to protect against any loss of principal while providing returns in excess of money market funds and one-year U. S. Treasury bills. The investment choices have a portfolio investment rate design in which all deposits in the particular investment choice are credited with the same interest rate on a daily basis, and with no set maturity.

As described in Note 2, because the fund is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefit attributable to the investment contract. Contract value, as reported to the Plan by Transamerica, represents contributions made under the contract, plus earnings, less participant withdrawals and

4. Insurance Company General Account (continued)

administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Although plan participants generally may withdraw assets from the Stable Value Option investment choice without restrictions, Transamerica may impose a hold period at the contract level in the event of a full contract discontinuance or partial contract discontinuance. Certain events limit the ability of the plan to transact at contract value with the issuer. Such events include the following: (i) complete or partial plan termination; (ii) changes to plan's investment options; or (iii) sale of a division of the plan sponsor, corporate layoff of early retirement program. The change in custodian in November 2018 did not have an effect on the ability of the Plan to transact at contract value with the issuer as the full contract value of the Stable Value Option was transferred to the new trustee.

5. Information Certified by the Custodian/Trustee

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Great-West Trust Company, LLC, the trustee of the Plan as of December 31, 2018 and for the period November 14, 2018 to December 31, 2018, and Transamerica Life Insurance Company, the custodian of the Plan as of December 31, 2017 and for the period January 1, 2018 to November 13, 2018, have certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, at fair value and contract value, as shown in the statements of net assets available for benefits as of December 31, 2018 and 2017.
- Total investment loss, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2018.
- Schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2018.

6. Related-Party and Party-in-Interest Transactions

Plan assets include investments in funds managed by Transamerica and Great-West Trust Company. Transamerica served as the Plan's custodian for the period January 1, 2018 to November 13, 2018 and Great-West Trust Company served as the Plan's trustee for the period November 14, 2018 to December 31, 2018. Transactions with the custodian and trustee qualify as party-in-interest transactions under ERISA. Fees incurred by the Plan for the investment management services are included in net appreciation (depreciation) in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment.

7. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the termination of the Plan, the individual accounts of all members shall become fully vested. After deducting all charges and expenses, the balances of all individual accounts will be adjusted and the remaining assets distributed.

8. Income Tax Status

The Plan adopted a volume submitter plan document which received an advisory letter from the IRS on March 31, 2014, which stated that the volume submitter plan document is designed in accordance with the applicable sections of the IRC. In accordance with Revenue Procedures 2019-4 and 2015-36, the Company has determined that it is eligible to and has chosen to rely on the current IRS advisory letter. The Plan has adopted other discretionary amendments. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes is included in the Plan's financial statements.

U.S. 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 or other applicable taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2018 and 2017, and for the year ended December 31, 2018, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, the Plan is not currently under audit with respect to any tax periods in progress.

8. Income Tax Status (continued)

For the years ended December 31, 2018 and 2017, the Plan administrator determined that certain operational errors existed with respect to the Plan. The Plan Sponsor has quantified and corrected these operational errors during 2018, which amounted to $30,577, including lost interest and related taxes and penalties.

9. Delinquent Participant Contributions

As required by ERISA Section 2510.3-102, the Plan Sponsor is required to segregate employee contributions to the Plan from its general assets as soon as practicable, but in no event more than 15 business days following the end of the month in which amounts are withheld from wages. During 2016 and 2018, the Company failed to remit to the Plan's custodian certain employee contributions totaling $5,778 within the period prescribed by DOL regulations. Delays in remitting contributions to the custodian were due to administrative errors. The delayed contributions are considered prohibited, or nonexempt, transactions. The Plan administrator has taken corrective action in 2018 and 2019, including payment of lost interest and related taxes and penalties totaling $381.

10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2018 and 2017:

	December 31, 2018	December 31, 2017
Net assets available for benefits per the financial statements	**$ 6,750,088**	$ 4,755,172
Less: Amounts attributed to employee contributions receivable reported in the financial statements but not reflected on the 5500	**–**	(36,329)
Less: Amounts attributed to employer contributions receivable reported in the financial statements but not reflected on the 5500	**–**	(35,523)
Net assets available for benefits per the Form 5500	**$ 6,750,088**	$ 4,683,320

10. Reconciliation of Financial Statements to Form 5500 (continued)

The following is a reconciliation of net income per the financial statements to the Form 5500 for the year ended December 31, 2018:

Total net increase per the Statement of Changes in Net Assets Available for Benefits	**$**	**1,994,916**
Plus: Amounts attributed to prior year employee contributions receivable reported in the financial statements but not reflected on the 5500		**36,329**
Plus: Amounts attributed to prior year employer contributions receivable reported in the financial statements but not reflected on the 5500		**35,523**
Net income per the Form 5500	**$**	**2,066,768**

11. Subsequent events

In March 2019, the Plan was amended to change the Plan trustee to Great-West Trust Company, LLC, effective November 14, 2018, and to change the date of entry into the Plan for newly eligible employees and the automatic enrollment provisions effective January 1, 2019. Effective January 1, 2019, employees are eligible to participate in the Plan beginning on the first day of the month coinciding with or next following the date the eligibility requirements are met. The automatic enrollment provisions were amended to state that all newly eligible employees are automatically enrolled in the Plan at a deferral rate of 3% of annual eligible Plan compensation unless they affirmatively elect not to participate in the Plan. The deferral rate will automatically increase by 1% on the first day of each Plan year up to a maximum deferral of 6%.

Supplemental Schedules

Kendra Scott 401(k) Plan

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

EIN: 47-4456300 PN: 001

For the year ended December 31, 2018

Participant Contributions Transferred Late to Plan			Total that Constitutes Nonexempt Prohibited Transactions				
Amount Withheld	Date Withheld	Date Remitted	Includes Late Participant Loan Repayments	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Contributions Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51
$ 40	12/31/2016	9/26/2017	No	$ –	$ 40*	$ –	$ –
$ 5,500	6/7/2018	3/29/2019	No	$ –	$ 5,500**	$ –	$ –
$ 44	6/11/2018	3/29/2019	No	$ –	$ 44**	$ –	$ –
$ 194	6/29/2018	3/29/2019	No	$ –	$ 194**	$ –	$ –

Certain information on this schedule has been derived from data collected by Transamerica Life Insurance Company, the Plan custodian, and Nova 401(k) Associates, the Plan administrator.

*Full correction, including lost earnings, made in September 2018.

**Full correction, including lost earnings, made in March 2019.

Kendra Scott 401(k) Plan

Schedule H, Line 4i – Schedule of Assets
(Held at End of Year)

EIN: 47-4456300 PN: 001

December 31, 2018

(a)	(b) Identity of Issue	(c) Description of Investment	(e) Current Value
	America Funds 2010 Target Date Retirement Fund Class R-6	Mutual Fund	**$ 44,794**
	America Funds 2020 Target Date Retirement Fund Class R-6	Mutual Fund	**143,867**
	America Funds 2025 Target Date Retirement Fund Class R-6	Mutual Fund	**261,122**
	America Funds 2030 Target Date Retirement Fund Class R-6	Mutual Fund	**17,284**
	America Funds 2035 Target Date Retirement Fund Class R-6	Mutual Fund	**181,964**
	America Funds 2040 Target Date Retirement Fund Class R-6	Mutual Fund	**360,844**
	America Funds 2045 Target Date Retirement Fund Class R-6	Mutual Fund	**993,678**
	America Funds 2050 Target Date Retirement Fund Class R-6	Mutual Fund	**1,769,837**
	America Funds 2055 Target Date Retirement Fund Class R-6	Mutual Fund	**2,210,226**
	America Funds 2060 Target Date Retirement Fund Class R-6	Mutual Fund	**584,266**
	American Funds EuroPacific Growth Fund Class R-6	Mutual Fund	**2,296**
	American Funds New World Fund Class R-6	Mutual Fund	**1,938**
	DFA International Core Equity Portfolio Institutional Class	Mutual Fund	**25,312**
	TIAA-CREF Real Estate Securities Fund	Mutual Fund	**3,542**
	Vanguard Health Care Index Fund Admiral Shares	Mutual Fund	**321**
	Fidelity Small Cap Index Fund	Mutual Fund	**846**
	JPMorgan Small Cap Growth Fund Class R6	Mutual Fund	**4,722**
	Wells Fargo Special Small Cap Value R6	Mutual Fund	**5,467**
	Fidelity Mid Cap Index Fund	Mutual Fund	**11,723**
*	Great-West T Rowe Price Mid Cap Growth Fund Institution	Mutual Fund	**797**
	American Funds Washington Mutual Investors Fund Class R-6	Mutual Fund	**5,242**
	Fidelity 500 Index Fund	Mutual Fund	**95,994**
	T. Rowe Price Blue Chip Growth Fund	Mutual Fund	**6,989**
	PIMCO Income Fund Institutional Class	Mutual Fund	**420**
	Western Asset Core Plus Bond Fund Class I	Mutual Fund	**207**
	Invesco Stable Value Fund	Common Collective Trust	**16,390**
			$ 6,750,088

* Indicates a party-in-interest to the Plan

Note: Cost information (column d) is not provided as all investments are participant-directed

TRANSACTIONS FOR REVIEW (5% REPORTABLE)

Kendra Scott 401(k) Plan
01-JAN-18 to 31-DEC-18

INVESTMENT OPTION	PURCHASE AMOUNT	PURCHASE UNITS/SHARES	PURCHASE COUNT	SALES AMOUNT	SALES UNITS/SHARES	SALES COUNT	COST OF SALES	TRANSACTION DATE
2DGCXX	6,697,020.58	6,697,020.580000	1	(6,697,020.58)	(6,697,020.580000)	2	(6,697,020.58)	SERIES
3DGCXX	10,073.73	10,073.730000	2	(10,073.73)	(10,073.730000)	2	(10,073.73)	SERIES
3IVA105	10,409.58	10,409.580000	6	0.00	0.000000	0	0.00	SERIES
4IVA105	33,130.95	33,130.950000	3	(33,111.51)	(33,111.510000)	3	(33,111.51)	SERIES
1RFTTX	49,173.04	4,537.013167	16	(1,698.76)	(158.318732)	3	(1,720.82)	SERIES
1RRCTX	153,552.95	12,264.856431	56	0.00	0.000000	0	0.00	SERIES
1RFDTX	339,411.74	25,321.097286	123	(56,748.45)	(4,381.069279)	9	(58,864.92)	SERIES
1RFETX	18,836.53	1,315.528268	97	(102.70)	(7.121404)	10	(101.50)	SERIES
1RFFTX	202,986.42	13,769.195857	244	(3,035.34)	(210.060153)	40	(3,120.98)	SERIES
1RFGTX	398,754.04	26,377.473430	193	0.00	0.000000	0	0.00	SERIES
1RFHTX	1,097,543.14	71,487.635411	642	0.00	0.000000	0	0.00	SERIES
1RFITX	2,073,949.74	138,107.261104	1797	(118,541.98)	(8,067.779955)	28	(122,180.26)	SERIES
1RFKTX	2,443,986.99	130,074.021779	3716	(8,084.01)	(442.024680)	52	(8,354.26)	SERIES
1RFUTX	658,337.07	53,462.875521	3879	(20,315.40)	(1,712.094720)	64	(21,256.76)	SERIES
1RERGX	2,434.00	51.038689	28	0.00	0.000000	0	0.00	SERIES
1RNWGX	1,995.43	33.827237	33	0.00	0.000000	0	0.00	SERIES
1DFIEX	26,215.88	2,163.406335	74	0.00	0.000000	0	0.00	SERIES
1TIREX	3,808.93	245.317899	64	0.00	0.000000	0	0.00	SERIES
1VHCIX	858.23	9.793381	13	(433.49)	(5.796097)	9	(508.45)	SERIES
1FSSNX	3,897.64	192.937153	18	(2,969.16)	(143.854650)	16	(2,922.14)	SERIES
1JGSMX	5,189.94	300.744896	85	0.00	0.000000	0	0.00	SERIES
1ESPRX	5,765.06	190.745018	85	0.00	0.000000	0	0.00	SERIES
1FSMDX	15,708.51	783.663332	106	(3,283.29)	(154.435091)	16	(3,226.92)	SERIES
1MXYKX	1,006.16	116.964676	16	(4.69)	(0.599743)	6	(5.44)	SERIES
1RWMGX	5,610.15	127.581217	71	0.00	0.000000	0	0.00	SERIES
1FXAIX	100,790.20	1,109.347553	165	(591.64)	(7.236302)	9	(693.49)	SERIES
1TBCIX	7,322.63	72.709856	56	0.00	0.000000	0	0.00	SERIES
1PIMIX	419.08	35.554546	47	0.00	0.000000	0	0.00	SERIES
1WAPSX	205.70	18.537437	32	0.00	0.000000	0	0.00	SERIES
1DGCXX	6,690,775.74	6,690,775.740000	3560	(6,690,775.74)	(6,690,775.740000)	3462	(6,690,775.74)	SERIES
1IVA105	6,038.13	6,038.130000	1877	(76.73)	(76.730000)	16	(76.73)	SERIES
5% TRANSACTIONS								
3DGCXX	10,067.98	10,067.980000	1	0.00	0.000000	0	0.00	19-NOV-18
4IVA105	33,111.51	33,111.510000	1	0.00	0.000000	0	0.00	19-NOV-18
1RFTTX	248.78	22.992606	2	0.00	0.000000	0	0.00	19-NOV-18
1RRCTX	1,272.88	101.911929	6	0.00	0.000000	0	0.00	19-NOV-18
1RFDTX	5,076.15	381.378664	15	0.00	0.000000	0	0.00	19-NOV-18
1RFETX	408.74	28.683508	12	0.00	0.000000	0	0.00	19-NOV-18
1RFFTX	4,076.60	278.837210	28	0.00	0.000000	0	0.00	19-NOV-18
1RFGTX	3,028.20	202.419785	20	0.00	0.000000	0	0.00	19-NOV-18
1RFHTX	10,209.75	671.694082	67	0.00	0.000000	0	0.00	19-NOV-18
1RFITX	21,434.18	1,440.469088	201	0.00	0.000000	0	0.00	19-NOV-18
1RFKTX	32,533.59	1,749.117740	380	0.00	0.000000	0	0.00	19-NOV-18
1RFUTX	13,914.10	1,141.435602	379	0.00	0.000000	0	0.00	19-NOV-18
1DGCXX	6,686,952.60	6,686,952.600000	1725	0.00	0.000000	0	0.00	19-NOV-18
3DGCXX	0.00	0.000000	0	(10,067.98)	(10,067.980000)	1	(10,067.98)	29-NOV-18
3IVA105	10,067.98	10,067.980000	1	0.00	0.000000	0	0.00	29-NOV-18
1RFTTX	46,283.39	4,257.901564	2	0.00	0.000000	0	0.00	29-NOV-18
1RRCTX	141,184.88	11,231.891805	8	0.00	0.000000	0	0.00	29-NOV-18
1RFDTX	313,949.96	23,342.004461	21	0.00	0.000000	0	0.00	29-NOV-18

TRANSACTIONS FOR REVIEW (5% REPORTABLE)

Kendra Scott 401(k) Plan
01-JAN-18 to 31-DEC-18

INVESTMENT OPTION	PURCHASE AMOUNT	PURCHASE UNITS/SHARES	PURCHASE COUNT	SALES AMOUNT	SALES UNITS/SHARES	SALES COUNT	COST OF SALES	TRANSACTION DATE
1RFETX	16,401.86	1,137.438278	15	(102.70)	(7.121404)	10	(101.50)	29-NOV-18
1RFFTX	177,507.63	11,945.331764	38	0.00	0.000000	0	0.00	29-NOV-18
1RFGTX	367,671.00	24,157.095925	31	0.00	0.000000	0	0.00	29-NOV-18
1RFHTX	997,308.62	64,467.266969	100	0.00	0.000000	0	0.00	29-NOV-18
1RFITX	1,852,497.17	122,277.040918	262	0.00	0.000000	0	0.00	29-NOV-18
1RFKTX	2,192,872.87	115,841.144749	598	0.00	0.000000	0	0.00	29-NOV-18
1RFUTX	564,974.09	45,525.712323	646	0.00	0.000000	0	0.00	29-NOV-18
1VHCIX	817.75	9.310600	4	0.00	0.000000	0	0.00	29-NOV-18
1FSSNX	3,701.81	182.265386	2	0.00	0.000000	0	0.00	29-NOV-18
1JGSMX	817.75	41.764556	4	0.00	0.000000	0	0.00	29-NOV-18
1FSMDX	4,524.45	216.584490	2	0.00	0.000000	0	0.00	29-NOV-18
1MXYKX	817.79	90.164278	4	0.00	0.000000	0	0.00	29-NOV-18
1FXAIX	3,271.02	34.076676	4	0.00	0.000000	0	0.00	29-NOV-18
1TBCIX	2,453.26	23.115613	4	0.00	0.000000	0	0.00	29-NOV-18
1DGCXX	0.00	0.000000	0	(6,686,952.60)	(6,686,952.600000)	1725	(6,686,952.60)	29-NOV-18
3DGCXX	5.75	5.750000	1	0.00	0.000000	0	0.00	30-NOV-18
3IVA105	0.42	0.420000	1	0.00	0.000000	0	0.00	30-NOV-18
4IVA105	15.24	15.240000	1	0.00	0.000000	0	0.00	30-NOV-18
1DGCXX	3,821.34	3,821.340000	1690	0.00	0.000000	0	0.00	30-NOV-18
4IVA105	0.00	0.000000	0	(33,111.51)	(33,111.510000)	1	(33,111.51)	03-DEC-18
1RFTTX	248.78	22.740402	2	0.00	0.000000	0	0.00	03-DEC-18
1RRCTX	1,281.03	101.027603	6	0.00	0.000000	0	0.00	03-DEC-18
1RFDTX	3,706.52	272.939616	13	0.00	0.000000	0	0.00	03-DEC-18
1RFETX	358.36	24.545207	10	0.00	0.000000	0	0.00	03-DEC-18
1RFFTX	4,092.94	271.595224	28	0.00	0.000000	0	0.00	03-DEC-18
1RFGTX	3,093.64	200.235597	20	0.00	0.000000	0	0.00	03-DEC-18
1RFHTX	10,566.38	672.589432	67	0.00	0.000000	0	0.00	03-DEC-18
1RFITX	27,425.66	1,782.044187	199	0.00	0.000000	0	0.00	03-DEC-18
1RFKTX	37,009.35	1,924.563179	376	(513.96)	(26.726882)	18	(497.10)	03-DEC-18
1RFUTX	19,606.63	1,554.847734	389	0.00	0.000000	0	0.00	03-DEC-18
1RERGX	1,031.92	20.754625	9	0.00	0.000000	0	0.00	03-DEC-18
1RNWGX	1,031.92	16.614394	9	0.00	0.000000	0	0.00	03-DEC-18
1DFIEX	1,031.92	80.998430	9	0.00	0.000000	0	0.00	03-DEC-18
1TIREX	938.22	58.602123	9	0.00	0.000000	0	0.00	03-DEC-18
1VHCIX	10.14	0.113538	2	0.00	0.000000	0	0.00	03-DEC-18
1FSSNX	51.63	2.501453	3	(2,969.16)	(143.854650)	16	(2,922.14)	03-DEC-18
1JGSMX	10.14	0.504728	2	0.00	0.000000	0	0.00	03-DEC-18
1ESPRX	281.47	8.095198	9	0.00	0.000000	0	0.00	03-DEC-18
1FSMDX	86.05	4.047507	3	(3,283.29)	(154.435091)	16	(3,226.92)	03-DEC-18
1MXYKX	10.14	1.098592	2	0.00	0.000000	0	0.00	03-DEC-18
1FXAIX	1,823.08	18.631376	11	0.00	0.000000	0	0.00	03-DEC-18
1TBCIX	874.75	8.004667	11	0.00	0.000000	0	0.00	03-DEC-18
1PIMIX	187.63	15.927844	9	0.00	0.000000	0	0.00	03-DEC-18
1DGCXX	0.00	0.000000	0	(4.00)	(4.000000)	8	(4.00)	03-DEC-18
1TIREX	15.69	0.999362	6	0.00	0.000000	0	0.00	07-DEC-18
1RFFTX	3.44	0.238062	2	(3,035.34)	(210.060153)	40	(3,120.98)	10-DEC-18
1RFHTX	773.25	51.515656	2	0.00	0.000000	0	0.00	10-DEC-18
1RFITX	1,300.08	88.501022	8	0.00	0.000000	0	0.00	10-DEC-18
1RFKTX	1,465.84	79.838782	10	0.00	0.000000	0	0.00	10-DEC-18
1RFUTX	230.58	19.151164	18	(14,447.03)	(1,199.921003)	30	(14,910.06)	10-DEC-18
1DFIEX	6,084.26	507.868113	10	0.00	0.000000	0	0.00	10-DEC-18

TRANSACTIONS FOR REVIEW (5% REPORTABLE)

Kendra Scott 401(k) Plan
01-JAN-18 to 31-DEC-18

INVESTMENT OPTION	PURCHASE AMOUNT	PURCHASE UNITS/SHARES	PURCHASE COUNT	SALES AMOUNT	SALES UNITS/SHARES	SALES COUNT	COST OF SALES	TRANSACTION DATE
1TIREX	699.64	44.877486	10	0.00	0.000000	0	0.00	10-DEC-18
1JGSMX	1,049.47	56.453470	10	0.00	0.000000	0	0.00	10-DEC-18
1ESPRX	1,035.81	33.916504	16	0.00	0.000000	0	0.00	10-DEC-18
1FSMDX	2,190.03	109.173978	10	0.00	0.000000	0	0.00	10-DEC-18
1RWMGX	1,399.29	31.686821	10	0.00	0.000000	0	0.00	10-DEC-18
1FXAIX	3,999.87	43.218476	10	0.00	0.000000	0	0.00	10-DEC-18
1PIMIX	174.90	14.834607	9	0.00	0.000000	0	0.00	10-DEC-18
1WAPSX	174.91	15.786101	10	0.00	0.000000	0	0.00	10-DEC-18
1DGCXX	0.00	0.000000	0	(8.75)	(8.750000)	29	(8.75)	10-DEC-18
1IVA105	699.64	699.640000	10	0.00	0.000000	0	0.00	10-DEC-18
1VHCIX	2.96	0.034612	3	0.00	0.000000	0	0.00	12-DEC-18
1JGSMX	198.29	11.852361	20	0.00	0.000000	0	0.00	12-DEC-18
3DGCXX	0.00	0.000000	0	(5.75)	(5.750000)	1	(5.75)	13-DEC-18
3IVA105	327.74	327.740000	3	0.00	0.000000	0	0.00	13-DEC-18
1RFITX	0.00	0.000000	0	(45,281.40)	(3,053.365872)	24	(46,230.19)	13-DEC-18
1RFKTX	0.00	0.000000	0	(5,249.05)	(283.272770)	32	(5,362.73)	13-DEC-18
1DFIEX	16,996.20	1,395.418718	8	0.00	0.000000	0	0.00	13-DEC-18
1TIREX	1,837.43	119.158884	8	0.00	0.000000	0	0.00	13-DEC-18
1JGSMX	2,756.14	167.343047	8	0.00	0.000000	0	0.00	13-DEC-18
1ESPRX	2,756.14	90.573121	8	0.00	0.000000	0	0.00	13-DEC-18
1FSMDX	5,971.64	298.582000	8	0.00	0.000000	0	0.00	13-DEC-18
1RWMGX	3,674.85	82.822853	8	0.00	0.000000	0	0.00	13-DEC-18
1FXAIX	10,565.21	113.579982	8	0.00	0.000000	0	0.00	13-DEC-18
1TBCIX	74.70	0.735017	18	0.00	0.000000	0	0.00	13-DEC-18
1DGCXX	1.80	1.800000	145	(3,810.39)	(3,810.390000)	1700	(3,810.39)	13-DEC-18
1IVA105	5,160.26	5,160.260000	1688	0.00	0.000000	0	0.00	13-DEC-18
1RFTTX	248.78	23.185461	2	(1,698.76)	(158.318732)	3	(1,720.82)	14-DEC-18
1RRCTX	1,335.63	108.060680	6	0.00	0.000000	0	0.00	14-DEC-18
1RFDTX	4,043.99	307.294072	14	0.00	0.000000	0	0.00	14-DEC-18
1RFETX	376.43	26.811253	10	0.00	0.000000	0	0.00	14-DEC-18
1RFFTX	4,068.67	282.939505	25	0.00	0.000000	0	0.00	14-DEC-18
1RFGTX	3,075.09	209.189795	20	0.00	0.000000	0	0.00	14-DEC-18
1RFHTX	11,636.37	779.917560	65	0.00	0.000000	0	0.00	14-DEC-18
1RFITX	20,216.00	1,383.709783	191	(73,260.58)	(5,014.414083)	4	(75,950.07)	14-DEC-18
1RFKTX	30,076.74	1,648.040557	366	0.00	0.000000	0	0.00	14-DEC-18
1RFUTX	13,092.04	1,093.737667	355	0.00	0.000000	0	0.00	14-DEC-18
1RERGX	54.68	1.163404	2	0.00	0.000000	0	0.00	14-DEC-18
1RNWGX	54.68	0.921625	2	0.00	0.000000	0	0.00	14-DEC-18
1DFIEX	345.78	28.839033	11	0.00	0.000000	0	0.00	14-DEC-18
1TIREX	82.19	5.347428	11	0.00	0.000000	0	0.00	14-DEC-18
1VHCIX	17.76	0.214830	2	0.00	0.000000	0	0.00	14-DEC-18
1FSSNX	77.25	4.286904	11	0.00	0.000000	0	0.00	14-DEC-18
1JGSMX	66.50	4.089791	11	0.00	0.000000	0	0.00	14-DEC-18
1ESPRX	102.82	3.463120	27	0.00	0.000000	0	0.00	14-DEC-18
1FSMDX	335.72	17.296239	58	0.00	0.000000	0	0.00	14-DEC-18
1MXYKX	17.76	2.069930	2	0.00	0.000000	0	0.00	14-DEC-18
1RWMGX	65.01	1.490714	9	0.00	0.000000	0	0.00	14-DEC-18
1FXAIX	73,841.45	817.010956	77	0.00	0.000000	0	0.00	14-DEC-18
1TBCIX	98.01	0.986810	4	0.00	0.000000	0	0.00	14-DEC-18
1PIMIX	12.43	1.056074	7	0.00	0.000000	0	0.00	14-DEC-18
1WAPSX	2.49	0.224324	5	0.00	0.000000	0	0.00	14-DEC-18

TRANSACTIONS FOR REVIEW (5% REPORTABLE)

Kendra Scott 401(k) Plan
01-JAN-18 to 31-DEC-18

INVESTMENT OPTION	PURCHASE AMOUNT	PURCHASE UNITS/SHARES	PURCHASE COUNT	SALES AMOUNT	SALES UNITS/SHARES	SALES COUNT	COST OF SALES	TRANSACTION DATE
1IVA105	26.85	26.850000	9	(43.60)	(43.600000)	5	(43.60)	14-DEC-18
1RFDTX	0.00	0.000000	0	(12,000.00)	(920.245399)	6	(12,354.60)	17-DEC-18
1RERGX	1,200.01	25.828885	3	0.00	0.000000	0	0.00	17-DEC-18
1DFIEX	219.27	18.661277	16	0.00	0.000000	0	0.00	17-DEC-18
1ESPRX	1,199.99	41.123714	3	0.00	0.000000	0	0.00	17-DEC-18
1FSMDX	1,800.00	94.986807	3	0.00	0.000000	0	0.00	17-DEC-18
1FXAIX	4,800.00	54.231161	3	0.00	0.000000	0	0.00	17-DEC-18
1TBCIX	3,000.00	31.023785	3	0.00	0.000000	0	0.00	17-DEC-18
1RFKTX	0.00	0.000000	0	(2,321.00)	(132.025028)	2	(2,494.43)	20-DEC-18
1RFUTX	0.00	0.000000	0	(4,127.78)	(358.003223)	4	(4,442.82)	20-DEC-18
1RERGX	65.56	1.472926	12	0.00	0.000000	0	0.00	20-DEC-18
1IVA105	0.00	0.000000	0	(3.76)	(3.760000)	3	(3.76)	20-DEC-18
1RNWGX	27.24	0.488258	6	0.00	0.000000	0	0.00	21-DEC-18
1RWMGX	148.17	3.720057	26	0.00	0.000000	0	0.00	21-DEC-18
1RNWGX	652.40	11.801738	10	0.00	0.000000	0	0.00	24-DEC-18
1VHCIX	0.00	0.000000	0	(433.49)	(5.796097)	9	(508.45)	24-DEC-18
1JGSMX	25.57	1.770776	10	0.00	0.000000	0	0.00	24-DEC-18
1MXYKX	0.00	0.000000	0	(4.69)	(0.599743)	6	(5.44)	24-DEC-18
1FXAIX	0.00	0.000000	0	(591.64)	(7.236302)	9	(693.49)	24-DEC-18
1TBCIX	356.47	4.001683	10	0.00	0.000000	0	0.00	24-DEC-18
1IVA105	0.00	0.000000	0	(4.62)	(4.620000)	6	(4.62)	24-DEC-18
1RRCTX	980.06	80.464696	2	0.00	0.000000	0	0.00	27-DEC-18
1RFDTX	0.00	0.000000	0	(44,748.45)	(3,460.823880)	3	(46,510.32)	27-DEC-18
1RFHTX	520.73	35.937198	6	0.00	0.000000	0	0.00	27-DEC-18
1RFITX	1,830.21	129.069816	32	0.00	0.000000	0	0.00	27-DEC-18
1RFKTX	2,485.74	140.278776	64	0.00	0.000000	0	0.00	27-DEC-18
1RFUTX	1,484.93	127.790878	52	0.00	0.000000	0	0.00	27-DEC-18
1DFIEX	109.12	9.455805	4	0.00	0.000000	0	0.00	27-DEC-18
1TIREX	11.90	0.829847	4	0.00	0.000000	0	0.00	27-DEC-18
1JGSMX	17.85	1.155339	4	0.00	0.000000	0	0.00	27-DEC-18
1ESPRX	17.85	0.629187	4	0.00	0.000000	0	0.00	27-DEC-18
1FSMDX	37.72	2.042230	4	0.00	0.000000	0	0.00	27-DEC-18
1MXYKX	136.41	20.119468	6	0.00	0.000000	0	0.00	27-DEC-18
1RWMGX	23.80	0.583333	4	0.00	0.000000	0	0.00	27-DEC-18
1FXAIX	67.48	0.779574	4	0.00	0.000000	0	0.00	27-DEC-18
1PIMIX	0.95	0.080645	2	0.00	0.000000	0	0.00	27-DEC-18
1WAPSX	0.95	0.085049	2	0.00	0.000000	0	0.00	27-DEC-18
1IVA105	9.88	9.880000	4	(24.75)	(24.750000)	2	(24.75)	27-DEC-18
1RFTTX	1,774.53	174.144258	6	0.00	0.000000	0	0.00	28-DEC-18
1RRCTX	6,148.75	526.434075	22	0.00	0.000000	0	0.00	28-DEC-18
1RFDTX	10,933.52	881.024979	50	0.00	0.000000	0	0.00	28-DEC-18
1RFETX	769.78	58.582951	40	0.00	0.000000	0	0.00	28-DEC-18
1RFFTX	8,682.64	650.872573	98	0.00	0.000000	0	0.00	28-DEC-18
1RFGTX	17,910.46	1,317.914640	82	0.00	0.000000	0	0.00	28-DEC-18
1RFHTX	48,042.21	3,478.798686	268	0.00	0.000000	0	0.00	28-DEC-18
1RFITX	82,775.71	6,122.463765	708	0.00	0.000000	0	0.00	28-DEC-18
1RFKTX	98,458.06	5,812.164095	1558	0.00	0.000000	0	0.00	28-DEC-18
1RFUTX	20,445.96	1,822.278090	1675	0.00	0.000000	0	0.00	28-DEC-18
1FXAIX	113.85	1.318319	26	0.00	0.000000	0	0.00	28-DEC-18
3IVA105	13.44	13.440000	1	0.00	0.000000	0	0.00	31-DEC-18
4IVA105	4.20	4.200000	1	0.00	0.000000	0	0.00	31-DEC-18

TRANSACTIONS FOR REVIEW (5% REPORTABLE)

Kendra Scott 401(k) Plan
01-JAN-18 to 31-DEC-18

INVESTMENT OPTION	PURCHASE AMOUNT	PURCHASE UNITS/SHARES	PURCHASE COUNT	SALES AMOUNT	SALES UNITS/SHARES	SALES COUNT	COST OF SALES	TRANSACTION DATE
1RFTTX	368.78	36.048876	2	0.00	0.000000	0	0.00	31-DEC-18
1RRCTX	1,349.72	115.065643	6	0.00	0.000000	0	0.00	31-DEC-18
1RFDTX	1,701.60	136.455494	10	0.00	0.000000	0	0.00	31-DEC-18
1RFETX	521.36	39.467071	10	0.00	0.000000	0	0.00	31-DEC-18
1RFFTX	4,554.50	339.381519	25	0.00	0.000000	0	0.00	31-DEC-18
1RFGTX	3,975.65	290.617688	20	0.00	0.000000	0	0.00	31-DEC-18
1RFHTX	18,485.83	1,329.915828	67	0.00	0.000000	0	0.00	31-DEC-18
1RFITX	66,470.73	4,883.962525	196	0.00	0.000000	0	0.00	31-DEC-18
1RFKTX	49,084.80	2,878.873901	364	0.00	0.000000	0	0.00	31-DEC-18
1RFUTX	24,588.74	2,177.922063	365	(1,740.59)	(154.170494)	30	(1,903.88)	31-DEC-18
1RERGX	81.83	1.818849	2	0.00	0.000000	0	0.00	31-DEC-18
1RNWGX	229.19	4.001222	6	0.00	0.000000	0	0.00	31-DEC-18
1DFIEX	1,429.33	122.164959	16	0.00	0.000000	0	0.00	31-DEC-18
1TIREX	223.86	15.502769	16	0.00	0.000000	0	0.00	31-DEC-18
1VHCIX	9.62	0.119801	2	0.00	0.000000	0	0.00	31-DEC-18
1FSSNX	66.95	3.883410	2	0.00	0.000000	0	0.00	31-DEC-18
1JGSMX	248.23	15.810828	16	0.00	0.000000	0	0.00	31-DEC-18
1ESPRX	370.98	12.944174	18	0.00	0.000000	0	0.00	31-DEC-18
1FSMDX	762.90	40.950081	18	0.00	0.000000	0	0.00	31-DEC-18
1MXYKX	24.06	3.512408	2	0.00	0.000000	0	0.00	31-DEC-18
1RWMGX	299.03	7.277439	14	0.00	0.000000	0	0.00	31-DEC-18
1FXAIX	2,308.24	26.501033	22	0.00	0.000000	0	0.00	31-DEC-18
1TBCIX	465.44	4.842281	6	0.00	0.000000	0	0.00	31-DEC-18
1PIMIX	43.17	3.655376	20	0.00	0.000000	0	0.00	31-DEC-18
1WAPSX	27.35	2.441963	15	0.00	0.000000	0	0.00	31-DEC-18
1IVA105	141.50	141.500000	166	0.00	0.000000	0	0.00	31-DEC-18

LEGEND

INVESTMENT OPTION:

2DGCXX	Dreyfus Government Cash Mgmt Instl
3IVA105	INVESCO Stable Value Fund
1RFTTX	American Funds 2010 Trgt Date Retire R6
1RFDTX	American Funds 2025 Trgt Date Retire R6
1RFFTX	American Funds 2035 Trgt Date Retire R6
1RFHTX	American Funds 2045 Trgt Date Retire R6
1RFKTX	American Funds 2055 Trgt Date Retire R6
1RERGX	American Funds EuroPacific Gr R6
1DFIEX	DFA International Core Equity I
1VHCIX	Vanguard Health Care Index Adm
1JGSMX	JPMorgan Small Cap Growth R6
1FSMDX	Fidelity Mid Cap Index
1RWMGX	American Funds Washington Mutual R6
1TBCIX	T. Rowe Price Blue Chip Growth I
1WAPSX	Western Asset Core Plus Bond IS
1IVA105	INVESCO Stable Value Fund
3DGCXX	Dreyfus Government Cash Mgmt Instl
4IVA105	INVESCO Stable Value Fund
1RRCTX	American Funds 2020 Trgt Date Retire R6
1RFETX	American Funds 2030 Trgt Date Retire R6
1RFGTX	American Funds 2040 Trgt Date Retire R6
1RFITX	American Funds 2050 Trgt Date Retire R6
1RFUTX	American Funds 2060 Trgt Date Retire R6
1RNWGX	American Funds New World R6
1TIREX	TIAA-CREF Real Estate Sec Instl
1FSSNX	Fidelity Small Cap Index
1ESPRX	Wells Fargo Spe Sm Cp Val R6
1MXYKX	Great-West T. Rowe Price Mid Cap Gr Inst
1FXAIX	Fidelity 500 Index
1PIMIX	PIMCO Income Instl
1DGCXX	Dreyfus Government Cash Mgmt Instl

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Kendra Scott 401(k) Plan
01-JAN-18 to 31-DEC-18

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1RFTTX			47,452.22	44,794.05
1RRCTX			153,552.95	143,866.76
1RFDTX			280,546.82	261,122.13
1RFETX			18,735.05	17,284.06
1RFFTX			199,865.44	181,963.63
1RFGTX			398,754.04	360,843.85
1RFHTX			1,097,543.14	993,678.13
1RFITX			1,951,769.50	1,769,837.30
1RFKTX			2,435,632.73	2,210,225.56
1RFUTX			637,080.30	584,266.38
1RERGX			2,434.00	2,296.23
1RNWGX			1,995.43	1,937.63
1DFIEX			26,215.88	25,311.87
1TIREX			3,808.93	3,542.38
1VHCIX			349.77	320.99
1FSSNX			975.47	846.18
1JGSMX			5,189.94	4,721.70
1ESPRX			5,765.06	5,466.76
1FSMDX			12,481.59	11,722.52
1MXYKX			1,000.72	797.10
1RWMGX			5,610.15	5,242.32
1FXAIX			100,096.71	95,993.90
1TBCIX			7,322.63	6,988.88
1PIMIX			419.08	419.90
1WAPSX			205.70	207.61
1IVA105			5,961.40	5,961.40
			7,400,764.65	**6,739,659.22**
FORFEITURES			10,429.02	10,429.02

Attachment to Form 5500, Schedule H, Part 4, Item I
EIN # 47-4456300