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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation MARY LANE MORRISON FOUNDATION, INC. C/O MARY REYNOLDS MORRISON		A Employer identification number 58-2173256
Number and street (or P O box number if mail is not delivered to street address) 5745 OGEECHEE ROAD	Room/suite	B Telephone number (912) 233-6970
City or town, state or province, country, and ZIP or foreign postal code SAVANNAH, GA 31405		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,230,342.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1.	1.		STATEMENT 1
4 Dividends and interest from securities		43,947.	43,947.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		124,889.			
b Gross sales price for all assets on line 6a		2,099,444.			
7 Capital gain net income (from Part IV, line 2)			124,889.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		381.	381.		STATEMENT 3
12 Total. Add lines 1 through 11		169,218.	169,218.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		2,050.	2,050.		0.
c Other professional fees		23,758.	23,758.		0.
17 Interest					
18 Taxes		8,724.	8,724.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		34,532.	34,532.		0.
25 Contributions, gifts, grants paid		149,420.			149,420.
26 Total expenses and disbursements. Add lines 24 and 25		183,952.	34,532.		149,420.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-14,734.			
b Net investment income (if negative, enter -0-)			134,686.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			4.		
	2 Savings and temporary cash investments			50,984.	74,222.	74,222.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 7				1,863,508.	1,830,769.	2,156,120.
14 Land, buildings, and equipment; basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)				1,914,496.	1,904,991.	2,230,342.
17 Accounts payable and accrued expenses						
18 Grants payable						
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			1,914,496.	1,904,991.	
30 Total net assets or fund balances			1,914,496.	1,904,991.		
31 Total liabilities and net assets/fund balances			1,914,496.	1,904,991.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,914,496.
2 Enter amount from Part I, line 27a	2	-14,734.
3 Other increases not included in line 2 (itemize) ▶ ACCUMULATED ADJUSTMENT	3	5,229.
4 Add lines 1, 2, and 3	4	1,904,991.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,904,991.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P		
b PUBLICLY TRADED SECURITIES	P		
c PUBLICLY TRADED SECURITIES	P		
d PUBLICLY TRADED SECURITIES	P		
e CAPITAL GAINS DIVIDENDS			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 830,715.		907,864.	-77,149.
b 1,041,121.		933,036.	108,085.
c 153.		783.	-630.
d 209,917.		132,872.	77,045.
e 17,538.			17,538.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-77,149.
b			108,085.
c			-630.
d			77,045.
e			17,538.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	124,889.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	128,500.	2,397,094.	.053607
2013	91,750.	2,220,660.	.041317
2012	135,403.	2,080,952.	.065068
2011	161,377.	2,073,310.	.077835
2010	124,362.	1,982,368.	.062734

2 Total of line 1, column (d)	2	.300561
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.060112
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	2,276,972.
5 Multiply line 4 by line 3	5	136,873.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,347.
7 Add lines 5 and 6	7	138,220.
8 Enter qualifying distributions from Part XII, line 4	8	149,420.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,347.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,347.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,347.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	3,500.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,500.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,153.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input checked="" type="checkbox"/> 2,153. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>GA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address N/A		
14 The books are in care of MARY REYNOLDS MORRISON Telephone no. 912-233-2463		
Located at 5747 OGEECHIE ROAD, SAVANNAH, GA ZIP+4 31405		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country N/A		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		4b X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,236,841.
b	Average of monthly cash balances	1b	74,806.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,311,647.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,311,647.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,675.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,276,972.
6	Minimum investment return. Enter 5% of line 5	6	113,849.

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	113,849.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	1,347.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,347.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	112,502.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	112,502.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	112,502.

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	149,420.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	149,420.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,347.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	148,073.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				112,502.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	26,730.			
b From 2011	60,807.			
c From 2012	33,549.			
d From 2013				
e From 2014	12,895.			
f Total of lines 3a through e	133,981.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$	149,420.			
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				112,502.
e Remaining amount distributed out of corpus	36,918.			
5 Excess distributions carryover applied to 2015 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	170,899.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	26,730.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	144,169.			
10 Analysis of line 9:				
a Excess from 2011	60,807.			
b Excess from 2012	33,549.			
c Excess from 2013				
d Excess from 2014	12,895.			
e Excess from 2015	36,918.			

MARY LANE MORRISON FOUNDATION, INC.

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Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities.					
3 Subtract line 2d from line 2c					
Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

- b The form in which applications should be submitted and information and materials they should include:

- c Any submission deadlines:

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

MARY LANE MORRISON FOUNDATION, INC.

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Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
200 CLUB OF THE COASTAL EMPIRE P. O. BOX 1922 SAVANNAH, GA 31402	NONE	PUBLIC CHARITY	GENERAL PURPOSES	250.
AMERICAN TRADITIONS 416 E BRYAN STREET SAVANNAH, GA 31401	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,500.
ATLANTA SPEECH SCHOOL 3160 NORTHSIDE PKWY NW ATLANTA, GA 30327	NONE	PUBLIC CHARITY	EDUCATIONAL	1,500.
BAYLOR UNIVERSITY 1612 S. UNIVERSITY DR WACO, TX 76706	NONE	SCHOOL	EDUCATIONAL	1,000.
CHEROKEE GARDEN LIBRARY 130 WEST PACES FERRY RD NW ATLANTA, GA 30305	NONE	PUBLIC CHARITY	GENERAL PURPOSES	11,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				149,420.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	1.		
4 Dividends and interest from securities			14	43,947.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			14	381.		
8 Gain or (loss) from sales of assets other than inventory			18	124,889.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		169,218.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	169,218.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: Mary Reynolds Morrison Date: 05-09-16 Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name SUSAN G CORDERMAN CLIFFORD	Preparer's signature <i>Susan G Clifford</i>	Date 5/4/16	Check <input type="checkbox"/> if self-employed	PTIN P00647789
Firm's name ► HANCOCK ASKEW & CO., LLP			Firm's EIN ► 58-0662558	
Firm's address ► P.O. BOX 2486 SAVANNAH, GA 31402			Phone no. 912-234-8243	

MARY LANE MORRISON FOUNDATION, INC.
C/O MARY REYNOLDS MORRISON

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CLEVE BOSTWICK MEMORIAL FOUNDATION P. O. BOX 481 CAMILLA, GA 31730	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,000.
COASTAL CENTER FOR DEVELOPMENT 1249 EISENHOWER DRIVE SAVANNAH, GA 31406	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000.
COASTAL HERITAGE SOCIETY 303 MLK JR. BLVD SAVANNAH, GA 31401	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000.
DEEP P. O. BOX 5582 SAVANNAH, GA 31414	NONE	PUBLIC CHARITY	EDUCATIONAL	1,000.
FOR HEART'S SAKE, INC. 101 N. FAHM ST SAVANNAH, GA 31401	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,000.
GEORGIA HISTORICAL SOCIETY C/O CAMILLA BANK P.O. BOX 111 CAMILLA, GA 31730	NONE	PUBLIC CHARITY	GENERAL PURPOSES	11,000.
GEORGIA PUBLIC BROADCASTING 260 14TH ST ATLANTA, GA 30318	NONE	PUBLIC CHARITY	GENERAL PURPOSES	500.
GIRL SCOUTS OF COASTAL GEORGIA 110 PIPEMAKERS CIRCLE, SUITE 116 POOLER, GA 31322	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000.
HISTORIC SAVANNAH FOUNDATION 321 E YORK STREET SAVANNAH, GA 31401	NONE	PUBLIC CHARITY	SPONSORSHIP	2,500.
JUNIOR ACHIEVEMENT - SAVANNAH DISTRICT 2 E BRYAN ST #200 SAVANNAH, GA 31401	NONE	PUBLIC CHARITY	SPONSORSHIP	2,500.
Total from continuation sheets				133,170.

MARY LANE MORRISON FOUNDATION, INC.
C/O MARY REYNOLDS MORRISON

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MEMORIAL HEALTH FOUNDATION 4700 WATERS AVE SAVANNAH, GA 31404	NONE	PUBLIC CHARITY	GENERAL PURPOSES	25,000.
OSSABAW ISLAND FOUNDATION 305 FAHM ST SAVANNAH, GA 31401	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,000.
PACE ACADEMY 966 WEST PACES FERRY RD NW ATLANTA, GA 30327	NONE	SCHOOL	EDUCATIONAL	1,000.
PAGE FOUNDATION P.O. BOX 942270 ATLANTA, GA 31141	NONE	PUBLIC CHARITY	EDUCATIONAL	5,000.
SAINT ANDREW'S SCHOOL 601 PENN WALLER RD SAVANNAH, GA 31410	NONE	SCHOOL	EDUCATIONAL	1,920.
SAVANNAH BLACK HERITAGE FOUNDATION 3219 COLLEGE ST, BOX 40284 SAVANNAH, GA 31404	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000.
SAVANNAH BOOK FESTIVAL 3025 BULL ST #103 SAVANNAH, GA 31405	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,500.
SAVANNAH CHILDREN'S CHOIR 329 E 45TH ST SAVANNAH, GA 31405	NONE	PUBLIC CHARITY	GENERAL PURPOSES	11,000.
SAVANNAH COMMUNITY FOUNDATION 7393 HODGSON MEMORIAL DR SAVANNAH, GA 31406	NONE	PUBLIC CHARITY	EDUCATIONAL	10,000.
SAVANNAH COUNTRY DAY SCHOOL 824 STILLWOOD DRIVE SAVANNAH, GA 31419	NONE	SCHOOL	EDUCATIONAL	11,000.
Total from continuation sheets				

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3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY - 641 107799 258	1.	1.	
TOTAL TO PART I, LINE 3	1.	1.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY - 641 107799 258	12.	0.	12.	12.	
MORGAN STANLEY - 641 108515 258	61,473.	17,538.	43,935.	43,935.	
TO PART I, LINE 4	61,485.	17,538.	43,947.	43,947.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY - 641 108515 258	381.	381.	
TOTAL TO FORM 990-PF, PART I, LINE 11	381.	381.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPARATION FEES	2,050.	2,050.		0.	
TO FORM 990-PF, PG 1, LN 16B	2,050.	2,050.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MANAGEMENT AND ADVISORY FEES	23,758.	23,758.		0.	
TO FORM 990-PF, PG 1, LN 16C	23,758.	23,758.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	1,962.	1,962.		0.	
INCOME TAXES	6,762.	6,762.		0.	
TO FORM 990-PF, PG 1, LN 18	8,724.	8,724.		0.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED STATEMENT	COST	1,830,769.	2,156,120.	
TOTAL TO FORM 990-PF, PART II, LINE 13		1,830,769.	2,156,120.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARY REYNOLDS MORRISON 5745 OGEECHEE ROAD SAVANNAH, GA 31405	PRESIDENT 1.00	0.	0.	0.
HOWARD J. MORRISON, III 5745 OGEECHEE ROAD SAVANNAH, GA 31405	TREASURER 1.00	0.	0.	0.
MARY MORRISON MOORE 5745 OGEECHEE ROAD SAVANNAH, GA 31405	SECRETARY 1.00	0.	0.	0.
TIMOTHY TEMPLE MOORE 5745 OGEECHEE ROAD SAVANNAH, GA 31405	ASSISTANT SECRETARY 1.00	0.	0.	0.
CAMILLE W. MORRISON 5745 OGEECHEE ROAD SAVANNAH, GA 31405	ASSISTANT TREASURER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Cash & Cash Equivalents**Common Stocks & Options**

As of 12/31/15				
	Shares	Cost basis	Market value	Unrealized gain/(loss)
Cash & Cash Equivalents		\$ 74,222	\$ 74,222	
3M company	29	\$ 2,744	\$ 4,369	\$ 1,625
Abbott Laboratories	670	23,113	30,090	6,976
Acacia Resh Corp.	-	-	-	-
Abbvie Inc	55	2,133	3,258	1,126
Abiomed Inc	4	378	361	(17)
Acadia Healthcare Company Inc	9	413	562	149
Accelaron Pharma Inc	9	424	439	15
Accenture PLC	226	12,746	23,617	10,871
Ace Limited	-	-	-	-
Acorda Therapeutics	25	748	1,070	322
Acuity Brands Inc	7	745	1,637	892
Adobe Systems	238	19,082	22,358	3,275
Air Lease Corp Class A	13	429	435	6
Air Methods Corp	21	847	881	33
Aegerion Pharmaceutical Inc.	-	-	-	-
Akebia Therapeutics Inc	42	444	543	98
Alder Biopharmaceuticals Inc	13	381	429	48
Align Technology	-	-	-	-
Allegion Pub LTD	-	-	-	-
Allergan Inc	-	-	-	-
Allscripts Healthcare Solutions	-	-	-	-
Allianze Se Ads	1,283	20,885	22,606	1,722
Alphabet Inc Class A	32	9,388	24,896	15,509
Alphabet Inc Class C	47	17,111	35,667	18,556
American Airls Group	-	-	-	-
Amer Intl GP Inc New (AIG)	121	6,879	7,498	619
American Express Co.	11	534	765	231
American Tower REIT Com	-	-	-	-
Angie's List Inc.	-	-	-	-
Anacor Pharmaceuticals	17	306	1,920	1,614
Anheuser Busch Inbev	115	14,001	14,375	374
Ansys Inc.	7	402	648	245
Apple Inc.	178	10,586	18,736	8,150
Artisan Partners Asset Mgmt	-	-	-	-
Aruba Networks Inc.	-	-	-	-
Arm Holdings	57	2,460	2,579	119
Aspen Technology Inc.	-	-	-	-
Ariad Pharm Inc	-	-	-	-
Atara Brotherapeutics Inc	2	66	53	(13)
AT & T	-	-	-	-
Athenahealth Inc	-	-	-	-
Atlas Air worldwide Hldgs	-	-	-	-
Atwoods Oceanics Inc	-	-	-	-
Automatic Data Processing Inc.	270	19,080	22,874	3,794
Axa S A. Spons ADR	-	-	-	-
Baidu Inc	100	19,613	18,904	(709)
Bally Technologies Inc	-	-	-	-
Bank of Nova Scotia	-	-	-	-
Basf Se Common Stock	-	-	-	-
Bayerische Motoren Werke	66	2,106	2,301	195

Belden Inc	-	-	-	-
BHP Billiton LTD	-	-	-	-
Biomarin Pharmaceutical Inc	-	-	-	-
BJ's Restaurants Inc.	-	-	-	-
Bright Horizons Family Solutions	8	472	534	62
Bristol Myers	89	3,694	6,122	2,428
British American Tobacco	-	-	-	-
Broadsoft Inc.	-	-	-	-
Brookfield Asset	-	-	-	-
Brunswick Corp	17	866	859	(7)
Buffalo Wild Wings	4	324	639	314
Bruker Corp	-	-	-	-
Builders Firstsource	34	445	377	(68)
C H. Robinson Worldwide	-	-	-	-
California Res Corp Com	-	-	-	-
Cameco	-	-	-	-
Canadian Natl Railway	209	9,084	11,679	2,595
Canadian Natural Res	-	-	-	-
Canadian Pacific Railway	-	-	-	-
Cash America International Inc	-	-	-	-
Casey's General Stores	3	375	361	(14)
Catalyst Health Solutions	-	-	-	-
Catamaran Corp. Com	-	-	-	-
Caterpillar Inc	-	-	-	-
Cavium Inc com	30	1,174	1,971	797
CDN Pacific RY LTD New	-	-	-	-
Celgene Corp	108	11,805	12,934	1,129
Celladon Corp	-	-	-	-
Centene Corp Del	26	878	1,711	833
Centurylink Inc.	-	-	-	-
CH Robinson Worldwide Inc.	-	-	-	-
Chart Industries, Inc	-	-	-	-
Chemtura Corp Com	24	461	654	194
Chevron Corp.	33	2,381	2,969	588
Chicos FAS Inc.	-	-	-	-
Chimerix Inc.	-	-	-	-
Chubb Corp.	-	-	-	-
Chuy's Holdings Inc.	20	436	627	191
Citigroup Inc.	207	10,290	10,712	423
Cloud Peak Energy Inc	-	-	-	-
CME Group Inc.	50	3,644	4,530	886
CMS Energy	113	4,038	4,077	39
Coach Inc	-	-	-	-
Coca-Cola Co.	136	5,229	5,843	613
Cognex Corp	32	569	1,081	511
Cognizant Tech Solutions Cl A	-	-	-	-
Coherent Inc.	17	787	1,107	320
Colfax Corp	-	-	-	-
Coloplast	515	3,560	4,174	614
Comcast Corp. Cl A - Spl	129	5,617	7,279	1,662
Commvault Systems, Inc.	-	-	-	-
Concur Technologies	-	-	-	-
Conocophillips	49	2,321	2,288	(34)
Consol Energy Inc	-	-	-	-
Contra Geo Group Inc.	-	-	-	-
Cooper Industries PLC	-	-	-	-
Core Laboratories	-	-	-	-

Cornerstone Ondemand Inc	2	70	69	(1)
CSL LTD	387	13,464	14,820	1,356
Cubsmart	23	639	704	66
Cubist Pharmaceuticals	-	-	-	-
Cyberonics Corp	-	-	-	-
Cymar Inc.	-	-	-	-
Dassault Systems	377	29,149	30,217	1,067
Decker Outdoor Corp	-	-	-	-
Deere & Co	-	-	-	-
Del Friscos Restaurant	-	-	-	-
Dexcom Inc	-	-	-	-
Dermira Inc	17	420	588	168
Diageo PLC Spon Adr-New	12	906	1,309	403
Diamondback Energy Inc	7	371	468	98
Dominion Resources Inc.	94	4,952	6,358	1,406
Dominos Pizza Inc.	9	329	1,001	672
Dow Chemical Co.	77	1,939	3,964	2,025
Du Pont El DE Nemours & Co.	145	6,281	9,657	3,376
DTS Inc.	-	-	-	-
Duke Energy Corp.	-	-	-	-
Duff & Phelps Corp.	-	-	-	-
Dynax Corp	17	414	640	226
Eaton Corp PLC SHS	-	-	-	-
E I Du Pont De Nemours & Co.	-	-	-	-
Ebay Inc.	-	-	-	-
Electronics for Imaging Inc	11	491	514	23
Emcor Group Inc.	-	-	-	-
Enanta Pharmaceuticals In	-	-	-	-
Enbridge Inc.	-	-	-	-
Enscoc PLC	-	-	-	-
Ensign Energy Svcs Inc	-	-	-	-
Enstar Group LTD	3	369	450	81
Equity One Inc	16	433	434	2
EQT Corp. Inc	-	-	-	-
Eversource Energy	66	2,368	3,371	1,003
Evertec Inc	-	-	-	-
Expedia Inc New	4	515	497	(18)
Exxon Mobil	100	1,627	7,795	6,168
Ezchip Semiconductor LTD	-	-	-	-
Facebook Inc Class A	193	15,410	20,199	4,789
FactSet Research Sysytems	-	-	-	-
Fanuc Corporation	113	3,165	3,255	90
Fastenal Co.	-	-	-	-
Fifth Third Bancorp	-	-	-	-
Finisar Com	-	-	-	-
Finning International Inc.	-	-	-	-
Firstenergy Corp.	-	-	-	-
Fortinet Inc	45	1,050	1,403	352
Foster Wheeler AG Com	-	-	-	-
Fresenius Medical Care	41	1,685	1,715	31
Fuchs Petrolub AG Unspn	752	8,392	8,772	380
Fresh Market Inc	-	-	-	-
FTI Consulting	-	-	-	-
Fusion - IO Inc.	-	-	-	-
Gartner Inc	201	13,223	18,231	5,008
General Electric Co.	610	13,264	19,002	5,738
General Mills Inc	-	-	-	-

Genesco Inc	17	863	966	103
General Dynamics Corp.	-	-	-	-
Geo Group Inc	35	817	1,012	194
Geospace Technologies Corp	-	-	-	-
Glimcher Realty TR SBI	-	-	-	-
GNC Holdings Inc	-	-	-	-
Goldman Sachs Grp Inc	-	-	-	-
Google Inc CL C	-	-	-	-
Google Inc CL A	-	-	-	-
Graftech International LTD	-	-	-	-
Guidewire Software Inc	12	489	722	233
Gulfport Energy Corp	-	-	-	-
Hain Celestial Group Inc.	15	541	606	65
Herbalife LTD	-	-	-	-
Hexcel Corp	22	553	1,022	469
HMS Holdings Corp.	-	-	-	-
Home Depot Inc.	108	7,658	14,283	6,625
Homeaway Inc.	-	-	-	-
Honeywell Intl Inc.	76	5,086	7,871	2,785
Houghton Mifflin Harcourt Co,	30	490	653	164
Huntsman Corp	35	312	398	86
Impax Laboratories Inc	-	-	-	-
Imperva Inc	9	619	570	(49)
Informatica Corp	-	-	-	-
Ingersoll-Rand Public LTD	-	-	-	-
Intel Corp	356	9,108	12,264	3,156
International Paper Co.	-	-	-	-
Intl Business Machines Corp. (IBM)	4	319	550	231
Intrawest Resorts Holdings Inc.	-	-	-	-
Intrepid Potach Inc	-	-	-	-
Intuit Inc.	-	-	-	-
Intuitive Surgical Inc	-	-	-	-
Invensense Inc.	-	-	-	-
IPG Photonics Corp	13	737	1,159	422
Isis Pharm Inc.	-	-	-	-
Ishares S&P Mid Cap 400 Growth	-	-	-	-
Itau Unibanco Multiple	199	1,518	1,295	(222)
Jack In The Box	3	226	230	4
Jetblue Airways Corp.	60	380	1,563	1,183
Johnson & Johnson	79	2,901	8,115	5,214
Johnson Controls Inc.	-	-	-	-
JPMorgan Chase & Co.	331	13,010	21,856	8,846
KB Home	31	404	382	(22)
Kimberly Clark Corp.	-	-	-	-
Keryx Biopharmaceuticals Inc	-	-	-	-
KKR Financial Holdings LLC	-	-	-	-
Kinder Morgan Incorp	-	-	-	-
Kone OYJ	82	1,707	1,723	15
Kraton Performance Polymers	-	-	-	-
Kroger Co	189	5,536	7,906	2,370
Landstar System inc	14	642	821	179
Limited Brands Inc	-	-	-	-
Lifelock Inc	32	300	459	159
Liquidity Services Inc.	-	-	-	-
Lockheed Martin Corp.	28	4,943	6,080	1,137
Lorillard Inc.	-	-	-	-
Louisiana Pacific Corp	-	-	-	-

Lufkin Industries Inc.	-	-	-	-
Madden Steven LTD	-	-	-	-
Manhattan Assoc. Inc	14	476	926	451
Manulife Financial Corp	-	-	-	-
Marathon Oil Corp	-	-	-	-
Marathon Petroleum Corp	134	4,977	6,947	1,970
Martin Marietta Materials	7	559	956	397
Mastercard Inc	111	7,076	10,807	3,731
McDonalds Corp.	57	5,214	6,734	1,520
Meadwestvaco Corp	-	-	-	-
Medassets Inc.	34	674	1,052	378
Medicines Co	10	425	373	(52)
Medidata Solutions Inc	11	377	542	165
Merck & Co. Inc	184	7,358	9,719	2,361
Metlife Inc	15	737	723	(14)
Meritor Inc.	-	-	-	-
Mgic Inv't Corp.	69	655	609	(46)
Microsoft Corp.	240	9,132	13,315	4,183
Mondelez INTL	88	2,838	3,946	1,107
Monster Worldwide Inc	-	-	-	-
Monotaro Co Ltd	272	5,196	7,560	2,364
Morgan Stanley	109	3,520	3,467	(53)
Motorola Solutions Inc	62	3,777	4,244	467
Multimedia Games Holding Co.	-	-	-	-
MWI Veterinary Supply Inc	-	-	-	-
Nabors Industries LTD	-	-	-	-
Naspers Limited	51	6,958	6,954	(4)
Natus Med Inc	26	857	1,249	392
Nestle S A Sponsored ADR	207	13,662	15,405	1,743
Neurocrine Biosciences Inc	10	377	566	189
Newmont Mining Corp	-	-	-	-
Nextera Energy Inc.	75	4,747	7,792	3,045
Nice Systems LTD ADR	-	-	-	-
Nike Inc B	624	17,732	39,000	21,268
Noble Corporation - CHF	-	-	-	-
Noodles & Co.	-	-	-	-
Northeast Utilities	-	-	-	-
Northrop Grumman Corp.	46	3,149	8,685	5,537
Northwest Pipe Co	-	-	-	-
Novartis AG ADR	-	-	-	-
NPS Pharmaceuticals Inc.	-	-	-	-
Nutrisystem Inc.	24	411	519	108
Nuvasive Inc	12	661	649	(12)
Oasis Petroleum Inc.	-	-	-	-
O'Reilly Automotive Inc. New	82	12,572	20,780	8,208
Occidental Petroleum Corp - Del	53	3,544	3,583	40
Opentable, Inc.	-	-	-	-
Ophthotech Corp Com	10	368	785	417
Onyx Pharmaceuticals Inc.	-	-	-	-
Opnet Technologies Inc	-	-	-	-
Oracle Corp.	637	19,482	23,270	3,788
Oyo Geospace Corp.	-	-	-	-
Pacific Drilling SA	-	-	-	-
Paragon Offshore PLC	-	-	-	-
Parametric Tech Corp New	-	-	-	-
Parexel Intl Corp.	9	512	613	101
Partnerre LTD - BMD	-	-	-	-

Peabody Energy Corp.	-	-	-	-
Pfizer Inc.	391	9,529	12,621	3,092
Philip Morris Intl Inc	42	3,329	3,692	364
Phillips 66 com	-	-	-	-
Pinnacle Entmt Inc.	-	-	-	-
Pinnacle Foods Inc.	11	357	467	110
Plantronics Inc.	-	-	-	-
Polypore Intl Inc	-	-	-	-
Pocl Corp	5	407	404	(3)
Portola Pharmaceuticals Inc	15	451	772	321
Potash corp. Sask	-	-	-	-
PRA Health Sciences	11	460	498	38
Praxair Inc.	12	1,187	1,229	42
Prestige Brands Holdings	19	818	978	160
Priceline.com Inc New	22	26,463	28,049	1,586
Proassurance CP	10	459	485	26
Procter & Gamble Co.	82	5,286	6,512	1,226
Proofpoint Inc.	22	650	1,430	780
Proto Labs	-	-	-	-
Prudential Financial Inc	90	6,568	7,327	759
PTC Inc Com	26	614	900	287
Public Service Enterprise GRP	-	-	-	-
Puma Biotechnology Inc.	-	-	-	-
Qlik Technologies Inc	-	-	-	-
Qorvo Inc	8	337	407	71
Quaker Chemical Corp.	11	579	850	271
Qualcomm Inc	-	-	-	-
Quality Systems Inc	-	-	-	-
Qualys Inc Com	15	426	496	70
Raytheon Company New	80	4,535	9,962	5,427
Realpage Inc.	23	471	516	45
Receptos Inc.	-	-	-	-
Redwood Trust Inc.	-	-	-	-
Regal - Beloit Corp	-	-	-	-
Regeneron Pharm	52	17,161	28,229	11,069
Reynolds American Inc	88	3,708	4,061	353
RF Micro Devices Inc.	-	-	-	-
Rio Tinto PLC-GBP	-	-	-	-
Riverbed Technology Inc	-	-	-	-
Roche Holdings	106	3,502	3,654	152
Rovi Corp.	-	-	-	-
RSP Permian Inc.	17	472	415	(57)
RTI INTL Metals Inc.	-	-	-	-
Ryland Group Inc	-	-	-	-
Sage Therapeutics Inc	2	92	117	24
Salix Pharmaceuticals LTD	-	-	-	-
SAP AG	273	20,086	21,594	1,509
Sapient Corp	-	-	-	-
Schlumberger LTD	183	11,567	12,764	1,198
Seattle Genetics Inc	-	-	-	-
Sempra Energy	-	-	-	-
Shuffle Master Inc.	-	-	-	-
SHFL Entertainment Inc	-	-	-	-
Sirona Dental Systems Inc.	-	-	-	-
Sothebys Class A	12	354	309	(44)
Southern Co	-	-	-	-
Spectranetics Corp	-	-	-	-

Starbucks Corp.	570	12,022	34,217	22,195
Steris PLC	8	606	603	(3)
Steve Madden LTD	30	611	907	296
Stifel Financial Corp	19	826	805	(21)
Successfactors Inc	-	-	-	-
Suncor Energy Inc.	-	-	-	-
Sunedison Inc	-	-	-	-
Suntrust Banks	280	9,552	11,995	2,443
Symrise AG	528	8,413	8,699	286
Synovus Financial Corp	22	600	712	113
Sysmex Corp	530	15,263	17,119	1,856
T. Rowe Price Group Inc.	-	-	-	-
Taiwan Smcndctr Mfg Co	226	4,589	5,142	552
Talisman Energy Inc.	-	-	-	-
Tanger factory outlet centers	-	-	-	-
Team Health Holdings	7	240	307	67
Teck resources LTD	-	-	-	-
Tenaris S A ADR	-	-	-	-
Tenneco Automotive Inc.	-	-	-	-
Teradyne Inc.	13	199	269	69
Terex CP New Del	-	-	-	-
Texas Industries	-	-	-	-
The Advisory Board Co.	-	-	-	-
The Fresh Market Inc.	-	-	-	-
The Pantry Inc.	-	-	-	-
Theravance Inc	-	-	-	-
Thermon Group Holdings Inc	-	-	-	-
Thoratec Corp	-	-	-	-
Tibco Software	-	-	-	-
Titanium Metals Corp	-	-	-	-
TJX COS Inc.	364	21,652	25,811	4,160
Toronto Dominion Bank	-	-	-	-
Total S A Spons ADR	90	3,832	4,046	214
Transocean LTD Switzerland New	-	-	-	-
Travelers Companies Inc.	64	4,408	7,223	2,816
Trex Company Inc.	12	462	456	(6)
Triumph Group Inc.	-	-	-	-
Trimas Corp Com	-	-	-	-
TUMI Holdings Inc	14	280	233	(47)
Two Harbors Investment Corp	-	-	-	-
Tyler Technologies Inc	3	389	523	134
Tyco Intl PLC Shs	-	-	-	-
U S Bancorp Com	171	4,669	7,297	2,628
UBS AG (NEW)	-	-	-	-
Ultimate Software	9	1,236	1,760	523
UMB Financial Corp.	9	357	419	62
Unilever NV NY SHS	37	1,433	1,603	170
Union Pacific Corp	-	-	-	-
United Natural Foods Inc.	-	-	-	-
United Parcel Services Inc	51	4,508	4,908	400
United Technologies Corp	5	380	480	101
United Therapeutics Corp	-	-	-	-
Unitedhealth GP	97	10,725	11,411	686
Universal Electronics Inc.	29	654	1,489	835
US Airways Group Inc.	-	-	-	-
USG Corporation New	-	-	-	-
V F Corp	-	-	-	-

Vale S A Spon ADR	-	-	-	-
Varian Medical Systems Inc	-	-	-	-
Veeco Instruments Inc DEL	-	-	-	-
Verizon Communications	159	5,898	7,349	1,451
Vince Holding Corp	-	-	-	-
Visa Inc	527	24,287	40,869	16,582
Vitamin Shoppe Inc.	-	-	-	-
Vodafone Group	-	-	-	-
W W Grainger Inc	-	-	-	-
Wabco Holdings	10	622	1,023	401
Wal-mart Stores Inc.	-	-	-	-
Waste Connections Inc	37	1,449	2,084	635
Weatherford International LTD	-	-	-	-
Web.com group inc	-	-	-	-
WebMD Health Corp CLA A	11	525	531	7
Wellcare Health Plans	-	-	-	-
Wells Fargo & Co New	323	9,879	17,558	7,680
West Pharmaceutical Services Inc	14	838	843	5
Weyerhaeuser Co.	120	2,700	3,598	897
Whitewave Foods Corp	19	503	739	236
Woodward Inc Com	10	516	497	(19)
WPP PLC	35	3,899	4,016	117
Yara Intl Asa - Usd	-	-	-	-
Zillow Inc. Class C	8	159	188	29
Zillow Inc. Class A	8	179	208	30
		\$ 853,829	\$ 1,172,787	\$ 318,959
Mutual Funds				
Artisan Mid Cap Value Fund		\$ 16,440	\$ 16,791	\$ 352
Royce Premier Fund		20,181	16,658	(3,523)
Virtus Emerging Markets		65,638	72,607	6,969
		\$ 102,258	\$ 106,056	\$ 3,798
Exchange - Traded and Closed End Funds				
I - Shares Russell 1000 Growth ETF	394	\$ 40,064	\$ 39,195	\$ (869)
I - Shares Russell 1000 Value ETF	1,075	107,175	105,200	(1,975)
I - Shares Russell 2000 Growth ETF	115	16,505	16,017	(488)
I - Shares Russell 2000 Value ETF	690	65,272	63,439	(1,834)
I - Shares Russell Midcap V ETF	791	55,522	54,310	(1,212)
I - Shares S&P Mid-Cap 400 G ETF	538	70,050	86,596	16,547
Vanguard FTSE Developed Markets E	11,219	417,908	411,962	(5,946)
Vanguard FTSE Emerging Markets	3,081	102,408	100,780	(1,629)
		\$ 874,904	\$ 877,498	\$ 2,594
TOTAL ASSETS		\$ 1,905,213	\$ 2,230,563	\$ 325,351
Less Unrealized gain loss absorbed in current sales		\$ (222)	\$ (222)	\$ (222)
		\$ 1,904,991	\$ 2,230,341	\$ 325,129
Total Market Value		\$ 1,830,769	\$ 2,156,120	