Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No. 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation THE HERMOINE & GLEN NELSON FOUNDATION
2051000109

A Employer identification number 62-1317088

Number and street (or P.O. box number if mail is not delivered to street address): REGIONS BANK TRUST DEPARTMENT P O BOX 2886

Room/suite

B Telephone number (see instructions) 251-690-1024

City or town, state or province, country, and ZIP or foreign postal code: MOBILE, AL 36652-2886

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 12,414,493.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
3	Interest on savings and temporary cash investments	38.	38.		STMT 1
4	Dividends and interest from securities	348,868.	336,037.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	170,373.			
b	Gross sales price for all assets on line 6a 7,106,502.				
7	Capital gain net income (from Part IV, line 2)		170,373.		
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) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	519,279.	506,448.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.	NONE	NONE		NONE
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule) STMT 3	1,270.	NONE	NONE	1,270.
b	Accounting fees (attach schedule) STMT 4	900.	NONE	NONE	900.
c	Other professional fees (attach schedule) STMT 5	123,273.	123,273.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 6	38,696.	5,627.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 7	1,731.	1,731.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	165,870.	130,631.	NONE	2,170.
25	Contributions, gifts, grants paid	510,000.			510,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	675,870.	130,631.	NONE	512,170.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-156,591.			
b	**Net investment income** (if negative, enter -0-)		375,817.		
c	**Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2014)

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	580,070.	360,782.	360,782.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S and state government obligations (attach schedule) STMT 8	1,839,095.	1,590,910.	1,599,498.
	b	Investments - corporate stock (attach schedule) STMT 9	7,251,706.	7,114,314.	8,049,748.
	c	Investments - corporate bonds (attach schedule) STMT 21	1,987,018.	2,401,655.	2,404,465.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,657,889.	11,467,661.	12,414,493.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	11,657,889.	11,467,661.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	11,657,889.	11,467,661.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	11,657,889.	11,467,661.	

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	11,657,889.
2	Enter amount from Part I, line 27a	2	-156,591.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 24	3	2,522.
4	Add lines 1, 2, and 3	4	11,503,820.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 25	5	36,159.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,467,661.

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			
b				
c				
d				
e				

	(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	7,106,502.		6,936,129.	170,373.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				170,373.
b				
c				
d				
e				

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** 170,373.

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) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . **3**

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))
2013	713,797.	11,958,764.	0.059688
2012	530,946.	10,869,707.	0.048846
2011	764,237.	10,892,099.	0.070164
2010	221,707.	10,309,981.	0.021504
2009	486,221.	9,322,783.	0.052154

2	**Total** of line 1, column (d)	2	0.252356
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	0.050471
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	12,526,332.
5	Multiply line 4 by line 3	5	632,217.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,758.
7	Add lines 5 and 6	7	635,975.
8	Enter qualifying distributions from Part XII, line 4	8	512,170.

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.

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	7,516.
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	
3	Add lines 1 and 2			3	7,516.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	7,516.
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	7,464.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,931.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	9,395.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	1,879.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 1,879. **Refunded** ▶			11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______________ (2) On foundation managers. ▶ $ ______________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______________			
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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
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*	8b	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 26 Telephone no. ▶

Located at ▶ ZIP+4 ▶

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2014, 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ 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.)	2b		X
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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*	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 2014?	4b		X

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 ☒ No

b 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)? **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? ☐ 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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 (see instructions).

(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 27				

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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		-0-	-0-	-0-

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
REGIONS BANK NASHVILLE, TN 37219	INVESTMENT MGMT	123,273.
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	12,717,088.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	12,717,088.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	12,717,088.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	190,756.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,526,332.
6	**Minimum investment return.** Enter 5% of line 5	6	626,317.

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	626,317.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	7,516.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,516.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	618,801.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	618,801.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	618,801.

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	512,170.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	512,170.
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 (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	512,170.

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.

Form **990-PF** (2014)

62-1317088

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1	Distributable amount for 2014 from Part XI, line 7					618,801.
2	Undistributed income, if any, as of the end of 2014.					
a	Enter amount for 2013 only				NONE	
b	Total for prior years 20 12 ,20____,20____			NONE		
3	Excess distributions carryover, if any, to 2014					
a	From 2009	NONE				
b	From 2010	NONE				
c	From 2011	180,384.				
d	From 2012	NONE				
e	From 2013	172,289.				
f	**Total** of lines 3a through e		352,673.			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 512,170.					
a	Applied to 2013, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2014 distributable amount					512,170.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		106,631.			106,631.
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		246,042.			
b	Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
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			NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e	Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				NONE	
f	Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015					NONE
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)		NONE			
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		246,042.			
10	Analysis of line 9					
a	Excess from 2010	NONE				
b	Excess from 2011	73,753.				
c	Excess from 2012	NONE				
d	Excess from 2013	172,289.				
e	Excess from 2014					

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a 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 Subtract line 2d from line 2c					
3 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).)

N/A

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.

N/A

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:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

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
a Paid during the year				
EMPOWER ME DAY CAMP 2215 CALLIS ROAD LEBANON TN 37090	NONE	PC	SUPPORT EDUCATIONAL & HEALTHCARE ACTIVITIES	25,000.
NEW HORIZONS 5221 HARDING PLACE ROAD NASHVILLE TN 37217	NONE	PC	SUPPORT EDUCATIONAL & HEALTHCARE ACTIVITIES	35,000.
PROSPECT, INC. 960 MADDOX SIMPSON WAY LEBANON TN 37090	NONE	PC	SUPPORT EDUCATIONAL & HEALTHCARE ACTIVITIES	35,000.
GILDA'S CLUB NASHVILLE 1707 DIVISION STREET NASHVILLE TN 37203	NONE	PC	SUPPORT EDUCATIONAL & HEALTHCARE ACTIVITIES	40,000.
CEDAR SENIOR CITIZENS 226 UNIVERSITY AVENUE LEBANON TN 37087	NONE	PC	SUPPORT HEALTHCARE ACTIVITIES	25,000.
VANDERBILT BILL WILKERSON CENTER 4230 HARDING ROAD NASHVILLE TN 37205	NONE	PC	SUPPORT EDUCATIONAL & HEALTHCARE ACTIVITIES	30,000.
HOSPITALITY HOUSE 214 REIDHURST AVENUE NASHVILLE TN 37023	NONE	PC	SUPPORT RELIGIOUS & HEALTHCARE ACTIVITIES	20,000.
VANDERBILT CHILDREN'S HOSTPITAL 2200 CHILDREN'S WAY NASHVILLE TN 37232	NONE	PC	CHARITABLE	250,000.
RONALD MCDONALD HOUSE 2144 FAIRFAX AVENUE NASHVILLE TN 37212	NONE	PC	CHARITABLE	25,000.
BROOKS HOUSE 219 VIRGINIA AVENUE LEBANON TN 37087	NONE	PC	CHARITABLE	25,000.
Total . . . . ▶ 3a				510,000.
b Approved for future payment				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion 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	38.	
4 Dividends and interest from securities			14	348,868.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	170,373.	
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)				519,279.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . . 13 519,279.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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

▶ Barbara N. | 10-30-15 ▶ President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JULIE S EHMKA		10/26/15		P01214683

Firm's name ▶ REGIONS BANK, TRUST DEPT | Firm's EIN ▶ 63-0371391

Firm's address ▶ P O BOX 2886
MOBILE, AL 36652-2886 | Phone no. 251-690-1024

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST		38.	38.
	TOTAL	38.	38.

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST		348,868.	336,037.
	TOTAL	348,868.	336,037.

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	1,270.			1,270.
TOTALS	1,270.	NONE	NONE	1,270.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	900.			900.
TOTALS	900.	NONE	NONE	900.

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEEES	123,273.	123,273.
TOTALS	123,273.	123,273.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES	300.	
TAXES PAID ON EXTENTION	33,250.	
FOREIGN TAXES	5,146.	5,146.
FOREIGN TAXES ON QUALIFIED DIV		156.
FOREIGN TAXES ON NON QUALIFIED		325.
TOTALS	38,696.	5,627.

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NONALLOCABLE EXPENSES -	1,731.	1,731.
TOTALS	1,731.	1,731.

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US TREASURY 4.125%		28,405.	35,360.	34,502.
US TREASURY N/B 2.625%		46,888.	59,072.	65,761.
FNMA 5% 3/15/2016		145,733.	183,909.	179,277.
US TREAS INFLN INDEX .625%		77,278.	82,226.	82,160.
FHLM 2.875% 2/9/15		151,737	151,167.	147,325.
FHLM 1% 7/30/14		65,854		
US TREAS 1.375% 11/30/15		1,323,200.	532,274.	531,260.
US TREASURY 2.375% 7/31/17			329,131.	327,480.
US TREASURY 1.75% 5/15/23			217,771.	231,733.
	TOTALS	1,839,095.	1,590,910.	1,599,498.

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AT&T	79,415.	127,381.	122,570.
CHEVRON CORP	30,667.	47,720.	122,052.
CISCO SYSTEMS	68,046.	58,046.	88,952
EXXON MOBIL	55,738.	110,509.	123,143.
GENERAL ELECTRIC	57,800.	8,268	40,230.
INTEL CORP	99,549.	25,349.	43,838.
J P MORGAN CHASE & CO	74,607.	77,445.	133,483.
JOHNSON & JOHNSON	5,989.	10,215.	83,342.
MICROSOFT	61,281.	48,829.	83,192.
PEPSICO INC	44,151.	39,270.	82,173.
PRUDENTIAL FINANCIAL	69,829.	80,832.	91,907.
3M CO	17,036.	15,664.	44,038.
TRAVELERS CO	34,423.		
VERIZON COMMUNICATIONS	51,188.	56,377.	79,666.
WELLS FARGO	62,988.	58,054.	87,602.
NEXTRA ENERGY INC	52,049.	47,227.	88,008.
SOUTHERN COPPER CORP	12,885.		
WASTE MANAGEMENT INC	62,936.	62,192.	90,785.
MERCK & CO INC NEW	79,910.	74,447.	122,780.
TEXAS INSTRS INC	23,901.		
BLACKROCK INC	45,869.	43,013.	86,172.
OCCIDENTAL PETE CORP	74,966.	79,898.	76,257.
AUTO DESK, INC	17,406.	15,574.	19,399.
AFLAC INC	78,943.	92,876.	87,847.
AARON'S INC	10,527.		
ABAXIS INC	30,076.		
ACTIVISION BLIZZARD INC	15,354.	13,702.	16,039.
ADVISORY BOARD CO	8,973.		
AGILENT TECHNOLOGIES INC	15,065.	9,777.	9,580.

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AKAMAI TECHNOLOGIES INC	19,234.	17,236.	23,358.
ALLEGHENY TECHNOLOGIES INC	14,376.	12,849.	13,456.
ALLIANT CORP	78,901.	71,279.	91,726.
AMERICAN TOWER CORP CL A	30,360.	27,161.	34,400.
AMERISOURCEBERGEN CORP	18,347.	16,471.	21,368.
ANSYS INC	54,640.	15,872.	15,006.
APARTAGROUP INC	28,905.		
AUTOMATIC DATA PROCESSING INC	79,898.	71,283.	85,204.
BB&T CORP	79,440.	83,263.	89,136.
CR BARD INC	13,239.	11,783.	14,829.
BIO-RAD LABORATORIES INC CL A	11,077.	9,945.	9,524.
BLACKBAUD INC	18,095.		
BORG WARNER INC	24,187.	21,647.	21,540.
BOSTON PROPERTIES INC	12,861.	11,626.	14,542.
BROWN & BROWN INC	35,928.		
CBRE GROUP INC	22,160.	19,846.	26,441.
CME GROUP INC	79,410.	85,596.	91,664.
CSX CORP	21,985.	19,614.	25,470.
CABOT CORP	11,264.	10,068.	8,860.
CARDINAL HEALTH INC	79,184.	71,871.	87,269.
CLARCOR INC	24,908.		
COACH INC	11,553.		
COCA COLA CO	79,590.	77,234.	81,189.
CCOHEN & STEERS INC	21,765.		
COMPUTER PROGRAMS % SYSTMS INC	36,801.		
COPART INC	46,718.		
COVANCE INC	18,086.	16,105.	19,418.
CUMMINS INC	25,473.	22,734.	23,932.
D R HORTON INC	25,597.	22,891.	28,881.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DARDEN RESTAURANTS INC	90,992.	12,634.	14,482.
DOMINION RES INC VA	78,762.	75,738.	90,281.
DU PONT E I DE NEMOURS & CO	79,919.	74,863.	88,063.
EASTMAN CHEMICAL CO	24,069.	21,602.	21,924.
EATON VANCE CORP COM NON VTG	20,606.	18,499.	17,968.
ECHOSTAR CORPORATION	15,332.	13,743.	15,435.
EXPONET INC	39,819.		
EXPRESS SCRIPTS HOLDING CO	18,881.	16,911.	21,083.
FACTSET RESH SYSTEM INC	38,747.		
FEDERATED INVS INC PA CL B	39,809.		
GATX CORP	17,828.	15,954.	18,125.
GALLAGHER ARTHUR J & CO	79,760.	82,470.	84,603.
GENERAL DYNAMICS CORP	14,258.	12,684.	18,854.
GLOBAL PMTS INC	13,587.	12,203.	15,662.
HAEMONETICS CORP	37,651.		
HASBRO INC	79,782.	80,283.	83,475.
HENRY JACK & ASSOC INC	56,624.		
HIBBETT SPORTS INC	29,849.		
HITTITE MICROWAVE CORP	44,019.		
ILLINOIS TOOL WORKS INC	39,729.	36,348.	42,426.
INTEGRYS ENERGY GROUP INC	14,926.	13,364.	19,307.
INTERCONTIN'L EXCHANGE GRP INC	27,653.	24,730.	24,122.
INTERNATIONAL GAME TECHNOLOGY	11,752.	10,578.	10,419.
INTUIT INC	29,772.	26,658.	32,359.
JOY GLOBAL INC	16,694.	14,959.	12,840.
KEYCORP	18,322.	16,380.	17,236.
KIMBERLY CLARK CORP	79,013.	75,948.	87,348.
LANDSTAR SYS INC COM	34,917.		
LINCOLN ELEC HLDGS INC	10,940.		

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MASCO CORP	18,439.	16,487.	19,152.
MATTEL INC	79,730.		
MCDONALDS CORP	119,629.	86,334.	83,299.
MEDNAX INC MEDNAX	13,439.	12,010.	15,007.
MORNINGSTAR INC	29,911.		
MURPHY OIL CORP	11,771.	10,555.	8,336.
NVR INC	29,638.		
NEWFIELD EXPL CO	11,609.	10,345.	11,987.
NUCOR CORP	80,033.		
OWENS & MINOR INC	30,818.		
PNC BANK CORP	79,355.	75,330.	90,318.
PAYCHEX INC	81,730.		
PHILIP MORRIS INTERNAT'L INC	96,406.		
PINNACLE WEST CAP CORP	39,385.	36,511.	46,861.
POOL CORPORATION	20,002.		
PROGRESSIVE CORP OHIO	15,023.	13,406.	13,657.
RLI CORP	36,917.		
RPC INC	27,067		
RAYMOND JAMES FINL INC	20,503.	18,337.	20,854.
RAYTHEON CO	78,980.	71,957.	87,942.
RBC BEARINGS INC	26,877.		
REINSURANCE GROUP OF AMERICA	16,552.	14,806.	17,086.
REPUBLIC SVCS INC CL A	99,857.	90,044.	110,527.
ROLLINS INC	9,929.		
SCOTTS MIRACLE-GRO CO	13,798.	12,388.	12,589.
SEALED AIR CORP NEW	24,482.	21,892.	28,683.
SIRONA DENTAL SYSTEMS INC	30,767.		
SNAP ON INC	27,631.	24,751.	31,724.
SPECTRA ENERGY CORP	79,588.	75,327.	79,533.

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
STIFEL FINL CORP	18,504.	16,556.	18,214.
SYNOPSYS INC	14,509.	12,936.	14,302.
TJX COS INC NEW	36,430.	32,625.	35,867.
TECHNE CORP	48,949.		
THOR INDS INC	12,789.	12,208.	12,906.
TORO CO	45,675.		
US BANCORP DEL	78,892.	77,892.	87,877.
URS CORP NEW	12,707.		
VALSPAR CORP	25,084.	22,541.	27,587.
WHITING PETROLEUM CORP	15,193.	13,552.	7,359.
WILLIAMS COS INC	79,242.	56,800.	69,612.
XILINX INC	20,426.	108,017.	100,779.
NABORS INDUSTRIES LTD	16,127.	14,455.	11,786.
ABB LTD SPON ADR	35,627.		
ADIDAS AG	35,498.		
ASTELLAS PHARMA INC	17,231.	15,197.	18,315.
AUSTRALIA & NEW ZEALAND BKG GR	29,885.	22,621.	21,508.
BHP BILLITON PLC SPONSORED ONE	52,182.	39,166.	28,724.
BP PLC SPONSORED ADR ONE ADR	22,421.	29,716.	24,244.
BNP PARIBAS SPONSORED ADR	17,281.	17,551.	14,485.
BANCO BRADESCO BANCO BRADESCO	15,660.	13,664.	14,734.
BANCO SANTANDER SA ADR ONE ADR	21,499.	22,147.	21,400.
BANK OF CHINA LTD-UNSPON ADR	21,523.	36,216.	43,884.
BARCLAYS PLC SPONSORED ADR ONE	16,903.		
BAYER A G SPONSORED ADRS ONE	37,087.	27,107.	27,484
BAYERISHE MOROREN WERKE BMW-UN	22,258.	21,525.	20,712.
BRITISH AMERN TOB PLC SPONS	32,238.	36,673.	37,306.
CANADIAN PACIFIC RAILWAY LTD	40,899.	38,863.	48,751.
COMPASS GROUP PLC SPON ADR NEW	30,045.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CREDIT SUISSE GROUP SPONSORED	18,823.	17,980.	15,324.
DEUTSCHE TELEKOM AG-SPON ADR	18,236.	19,376.	18,871.
DEUTSCHE POST AG	22,682.		
DR REDDYS LABS LTD	10,401.		
ENI S P A EACH ADR REPRS 10	16,607.		
ENAGAS UNSPON ADR	17,032.		
FRESENIUS MED CARE AG &CO SPON	17,902.		
GRUPO FINANCIERO BANORTE-SPON	19,871.	25,370.	19,722.
HSBC HOLDINGS PLC SPONS ADR	18,529.		
HUTCHISON WHAMPOA LTD UNSPONS	41,696.	40,903.	35,885.
IND & COMM BK OF CHINA UNSPONS	12,442.		
INFOSYS LIMITED SPONS	10,311.	20,714.	22,903.
ING GROEP N V SPONS	18,959.	18,331.	18,210.
ITOCHU CORP UNSPONS	30,781.	21,672.	19,548.
KOC HOLDING AS UNSPON ADR	16,732.	12,821.	13,924.
KOREA ELECTRIC POWER CORP SPON	23,031.	13,393.	16,708.
LVMH MOET HENNESSY LOUIS VUITT	27,990.	24,235.	21,892.
LENOVO GROUP LTD ADR	42,689.	19,747.	21,466.
MAGNA INT'L INC CL A	23,101.	21,860.	29,672.
METHANEX CORP	23,107.	23,364.	19,203.
MITSUBISHI UF J FINL GRP-ADR	26,253.	13,899.	12,774.
NETEASE INC ADR	16,400.	7,451.	10,211.
NIPPON TELEG & TEL CORP SPONS	31,884.		
NISSAN MOTOR CO LTD SPONS	20,844.	30,586.	30,644.
LUKOIL SPONSORED ADR	35,148	18,964.	11,496.
PTT EXPLOATION & PR SP ADR	9,834.		
PRUDENTIAL PLC ADR	26,224.	25,755.	27,887.
ROCHE HOLDINGS LTD SPONS	36,137.	32,570.	32,765.
ROLLS-ROYCE HOLDINGS PLC SPONS	25,631.	23,695.	16,414.

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ROYAL BANK OF CANADA	34,717.	23,168.	24,105.
SK TELECOM LTD SPONS	25,623.	25,649.	27,901.
SAMPO OYJ- A SHS- UNSP ADR	22,274.	20,772.	20,716.
SANOFI	39,353.		
SAP AG ONE ADR REPRS 1/12	25,150.		
SEVEN & I HOLDINGS CO LTD	36,681.	19,380.	18,176
SINGAPORE TELECOMMUNICATIONS	15,164.		
SOCIETE GENERALE FRANCE SPONS	19,570.	20,231.	15,640.
STATOIL ASA- SPON ADR	24,194.	32,714.	23,914.
SUBSEA 7 SA- SPON ADR	14,269.	12,054.	7,137.
SWEDBANK AB	17,464.	16,071.	15,209.
SWISS RE LTD- SPN ADR	20,626.		
TAIWAN SEMICONDUCTOR MFG LTD	25,434.	11,413.	15,084.
TECHTRONIC INDUSTRIES COMPANY	24,575	21,538.	26,064.
TELENOR SA-ADR	21,959.	20,489.	17,762.
TENARIS SA-ADR	14,538.	16,485.	16,482.
TENCENT HOLDINGS LTD UNSPONSOR	23,500.	14,400.	17,423.
TOKIO MARINE HOLDINGS - ADR	16,902.	15,999.	16,273.
TOYOTA MOTOR CORP SPON ADR	41,292.		
UNICHARM CORPORATION- SPN ADR	22,721.		
UNITED OVERSEAS BK LTD SPONSOR	11,427.	9,910.	11,366.
THE WEIR GROUP PLC UNSP ADR	15,439.		
INVESCO LTD	79,450.	75,431.	84,375.
RENAISSANCE RE HLDGS LTD	14,310.	12,832.	13,514.
UBS AG-NEW SEDOL	14,815.		
LYONDELLBASELL INDUSTRIES-CL A	79,777.	74,598.	72,721.
VIRTUS EMERGING MKTS OPPORT- I	299,014.	341,504.	352,808.
AMAG PHARMACEUTICALS INC		3,102.	2,983.
AMN HEALTHCARE SERVICES INC		6,523.	8,761.

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AZZ INC		6,355.	6,663.
ACADIA HEALTHCARE CO INC		7,626.	9,182.
AKORN INC AKORN INC		9,813.	9,774.
AMERICAN AXLE & MFG HLDGS INC		10,508.	12,312.
AMERICAN EQUITY INVT LIFE		9,971.	12,581.
AMERICAN STATES WATER CO		6,899.	8,285.
AMSURG CORP		9,899.	11,001.
AMTRUST FINANCIAL SERVICES		3,144.	4,725.
ARCBEST CORP		7,027.	8,949.
ARRIS GROUP INC		9,754.	8,906.
ASHFORD HOSPITALITY TRUST		8,569.	8,321.
BBCN BANCORP INC		9,062.	7,406.
BOISE CASCADE COMPANY		10,384.	13,894.
BRANDYWINE RLTY TR		9,997.	11,106.
BRUNSWICK CORP		14,911.	17,890.
BUFFALO WILD WINGS INC		9,755.	11,725.
CNO FINANCIAL GROUP, INC		14,804.	13,587.
CARDTRONICS INC		14,203.	12,847.
CENTENE CORP DEL		6,099.	9,866.
CHEMICAL FINANCE CORP		6,346.	6,189.
CHESAPEAKE LODGING TRUST		7,995.	11,461.
CINEMARK HOLDINGS INC		11,195.	12,951.
COHERENT INC		7,602.	7,590.
COMMUNITY TR BANCORP INC		4,692.	4,649.
CRANE CO		6,315.	5,107.
CYBERONICS INC		11,772.	9,744.
DEPOMED INC		6,932.	7,781.
DOVER CORP		14,535.	11,906.
DUPONT FABROS TECHNOLOGY REIT		10,284.	12,000.

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ELECTRONICS FOR IMAGING INC		12,404.	12,335.
EMERGENT BIOSOLUTIONS INC		7,155.	7,270.
ENANTA PHARMACEUTICALS INC		3,441.	4,983.
ENERSYS		11,374.	9,628.
ENTEGRIS INC		6,857.	7,490.
EURONET WORLDWIDE INC		10,368.	11,090.
FINISAR CORPORATION		9,623.	7,978.
FIRSTMERIT CORP		11,780.	10,276.
FORD MOTOR COMPANY COM		84,774.	86,351.
GENERAL MILLS INC		41,303.	44,211.
GRAND CANYON EDUCATION INC.		10,964.	10,918.
GRAPHIC PACKAGING HOLDING CO		6,709.	8,853.
GREENBRIER COMPANIES INC		8,120.	6,609.
HILLTOP HOLDINGS INC		16,775.	14,145.
HORACE MANN EDUCATORS CORP N		4,112.	4,413.
ICONIX BRAND GROUP		5,654.	5,001.
IDACORP INC		4,350.	5,097.
IGATE CORP		9,440.	11,212.
INTEGRATED DEVICE TECH INC		7,488.	8,918.
INTEGRATED SOLICON SOLUTION		5,435.	6,810.
J2 GLOBAL INC		11,554.	14,198.
KAPSTONE PAPER AND PACKAGING		7,050.	6,683.
KEYSIGHT TECHNOLOGIES INC		3,729.	3,951.
KITE REALTY GROUP TRUST REIT		7,570.	8,478.
KORN FERRY INTL COM NEW		11,473.	11,504.
KRAFT FOODS INC W/I		82,828.	90,982.
LA-Z-BOY CHAIR CO		10,905.	11,031.
LAKELAND FINANCIAL CORP		8,480	9,259.
LAS VEGAS SANDS CORP		41,080.	37,804.

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ELI LILLY & CO		70,415.	88,031.
LITHIA MOTORS INC CL A		10,233.	12,570.
LITTLEFUSE INC		12,983.	13,630.
STEVEN MADDEN, LTD.		11,204.	9,613.
MASTEC INC		10,633.	5,788.
MATRIX SERVICE CO		6,840.	4,576.
MAXIMUS INC		17,676.	20,894.
MEDASSETS INC MED ASSETS		13,644.	10,987.
MENTOR GRAPHICS CORP		9,394.	9,228.
MICROSEMI CORP		7,760.	8,968.
MYRIAD GENETICS INC		7,578.	7,561.
NATIONAL OILWELL VARCO INC		40,699.	38,138.
ORBITAL SCIENCES CORP		14,381.	13,633.
PANNYMAC MORTGAGE INVESTMENT		8,590.	7,677.
PLANTRONICS INC NEW		6,666.	7,052.
PORTLAND GEN ELEC CO		6,719.	7,453.
PRIMORIS SERVICES		13,803.	10,086.
PROCTOR & GAMBLE CO		115,272.	132,536.
RPX CORPORATION		6,736.	5,815.
RF MICRODEVICES INC		6,030.	10,004.
RADIAN GROUP INC		10,234.	11,119
REGAL ENTMT GROUP CL A		72,554.	82,044.
ROSETTA RES INC		13,474.	7,095.
RYMAN HOSPITALITY PPTYS INC		3,541.	3,850.
SCANSOURCE INC		6,687.	6,385.
SINCLAIR BROADCAST GROUP INC		8,623.	8,810.
STAMPS.COM INC		3,419.	3,503.
STERIS CORP		13,827.	16,277.
STONE ENERGY CORP		11,712.	6,009.

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SUMMIT HOTEL PROPERTIES INC		7,645.	10,002.
SWIFT TRANSPORTATION CO.		12,337.	13,657.
SYNAPTICS INC		9,270.	10,670.
TAL INTL GROUP INC		9,126.	9,673.
TENNECO AUTOMOTIVE INC		12,868.	11,888.
TEXAS ROADHOUSE INC		9,080.	11,748.
TRIMAS CORP		10,215.	9,418.
TRIUMPH GROUP INC		14,726.	15,528.
TRUEBLUE INC		5,414.	4,673.
UBIQUITI NETWORKS INC		12,038.	7,291.
VCA, INC.		12,389.	17,655.
WABASH NATL CORP		10,824.	9,851.
WESBANCO INC		6,825.	7,760.
WESTERN ALLIANCE BANCORP		14,426.	17,014.
WILSHIRE BANCORP INC		10,200.	9,624.
WINTRUST FINANCIAL CORP		12,788.	12,625.
ZUMIEZ INC		5,938.	6,915.
ARYZTA AG -UNSPON ADR		35,163.	29,453.
ASAHI CHEM INDUS		15,398.	18,201.
BASF SE SPON ADR		17,530.	13,614.
CANADIAN NATIONAL RAILWAY		17,507.	16,401.
CARLSBERG A/S - B - SPON ADR		16,060.	11,546.
EMBRAER SA - ADR		16,891.	17,803.
HITACHI LTD SPON ADR		15,675.	14,799.
INTESA SANPAOLO SPON ADR		14,622.	13,030.
KASIKORNBANK PUBLIC CO LMTD UN		11,729.	12,585.
L.G. DISPLAY COMPANY LTD ADR		19,035.	17,635.
MICHELIN (CGDE) -UNSPON ADR		25,820.	21,258.
NOMURA HLDGS INC ADR		11,249.	8,845.

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ORIX CORP		16,562.	12,569.
PT BANK RAKYAT INDONESIA UN		9,854.	10,497.
PT BANK MANDIRI UNSPON ADR		9,967.	9,979.
PT ASTRA INTL TBK - UNSP ADR		11,883.	11,726.
PANDORA A/S - ADR		16,790.	20,373.
PETROLEO BRASILEIRO SA ADR		24,246.	11,381.
RICOH COMPANY, LTD ADR		17,737.	15,478.
SANLAM LIMITED SPON ADR		17,061.	17,427.
SAP SE ONE ADR REPRS 1/12TH		43,315.	36,984.
SASOL LTD - SPON ADR		8,031.	6,303.
SEGA SAMMY HOLDINGS INC.		15,461.	8,651.
SEKISUI HOUSE SPONS-ADR		15,890.	14,534.
SMITH & NEPHEW P L C		20,360.	25,130.
SODEXHO - SPONSORED ADR		21,310.	19,177.
SOFTBANK CORPORATION - UN ADR		14,539.	11,787.
TATA MOTORS LTD SPON ADR		13,947.	14,629.
TECHNIP - COFLEXIP ADR		20,614.	13,424.
VALEANT PHARMACEUTICALS INTL		20,342.	23,470.
WUXI PHARMATECH INC - ADR		12,120.	12,357.
HELEN OF TROY LTD		8,904.	9,434.
HOLLYSYS AUTOMATION TECH LTD		15,380.	18,347.
BANCO LATINO AMERICANO DE COM		15,598.	14,117.
TOTALS	7,251,706.	7,114,314.	8,049,748.

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AT&T 5.6%	47,884.	63,384.	67,978.
CATERPILLAR 7.9%	46,132.	29,504.	34,139.
CISCO SYSTEMS 5.5%	27,535.	35,943.	34,816.
FEDERAL NAT MORT #938041 6%	70,812.		
ORACLE CORP 5.75%	22,989.	32,041.	35,044.
TARGET CORP 5.375%	23,209.	29,792.	32,758.
WACHOVIA 5.75%	24,219.	31,924.	34,225.
ABBOTT LABS 5.125%	18,912.	32,368.	34,748.
CREDIT SUISSE NEW YORK 5.5%	52,118.		
GOLDMAN SACHS 6%	27,575.		
JP MORGAN CHASE & CO 6.3%	23,814.	30,790.	34,847.
MERRILL LYNCH SERIES 6.875%	21,920.	28,846.	32,160.
BARCLAYS BANK PLC DTD 3.9%	28,013.	35,129.	35,299.
GOLDMAN SACHS 7.5%	23,058.	32,393.	34,494
FHLMC POOL G01840 5% 7/01/35	24,523.	18,995.	19,358.
FHLMC POOL G14056 4% 8/01/25	24,550.	18,907.	19,081.
FHLMC POOL J16353 3.5% 8/01/26	29,315.	24,829.	25,103.
FNMA POOL 190370 6% 6/01/36	23,536.	16,886.	17,433.
FNMA POOL AH6827 4% 3/01/26	37,802.	30,227.	30,810.
FNMA POOL AL0393 4.5% 6/01/41	14,553.	12,542.	12,911.
FNMA POOL 735580 5% 6/01/35	23,051.	17,941.	18,417.
FNMA POOL AE3066 3.5% 9/01/25	37,702.	30,558.	31,153.
GE CAP CORP 5.3% 2/11/2021	25,421.	29,861.	33,118.
INTEL CORP 3.3% 10/01/2021	26,894	30,919.	32,508.
MORGAN STANLEY 4.2% 11/20/2014	54,308		
PFIZER INC 6.2% 3/15/2019	25,947.	34,781.	34,902.
QUEBEC PROV 4.875% 5/05/2014	57,145.		
TOYOTA MTR CREDIT 3.4% 9/15/21	26,932.	31,017.	32,605.
FHLM 4.5% 1/1/38	13,333.	10,477.	10,615.

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FHLM 5% 12/1/36	9,510.	7,049.	7,185.
FHLM 4.5% 5/1/39	11,282.	9,255.	9,451.
FHLM 4% 10/1/41	14,945.	13,148.	13,250.
FNMA 5.5% 11/1/35	5,169.	3,896.	3,963.
FNMA 5% 2/1/36	9,190.	7,051.	7,121.
FNMA 5.5% 4/1/34	9,407.	7,235.	7,487.
FNMA 4% 6/1/39	13,009.	11,487.	11,605.
FNMA 4.5% 11/1/33	14,819.	12,056.	12,258.
BHP BILLITON FIN 1%	53,927.	65,958.	66,036.
CHEVRON CORP 1.104%	28,102.	34,919.	34,784.
INTL BUS MACHINES 1.95%	52,814.	65,641.	65,204.
ONTARIO 1.375%	56,017.		
ROYAL BK OF CAN 1.2%	43,001.	49,839.	49,715.
FNMA POOL AJ9355 3% 1/01/27	14,233.	12,193.	12,327.
FNMA POOL A04144 4% 6/01/42	24,153.	21,412.	22,097.
FNMA POOL AQ0546 3.5% 11/01/42	1,788.	1,629.	1,704.
AMERICAN EXPRESS 2.75% 9/15/15	26,162.	34,853.	34,525.
APPLE INC 1% 5/03/18	26,968.	35,515.	35,466.
CITIGROUP INC 1.25% 1/15/16	26,086.	35,087.	35,035.
IVY HIGH INCOME FUND CL I	214,411.		
TEMPLETON GLOBAL BOND FUND ADV	428,823.	428,266.	408,567.
FNMA 3% 8/1/43		35,790.	36,273.
FNMA 2.5% 4/1/28		38,097.	38,797.
FNMA 6% 7/1/37		45,762.	53,206.
JOHN DEERE CAPITAL CORP 2.3%		34,992.	35,208.
MORGAN STANLEY 3.7% 10.23/24		65,163.	65,885.
JOHN HANCOCK FUNDS III		213,810.	200,580.
PIMCO FOREIGN BOND #103		421,498.	408,214.

THE HERMOINE & GLEN NELSON FOUNDATION 62-1317088

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
	TOTALS	1,987,018.	2,401,655	2,404,465.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
INFLATION INDEXED OID BOND ADJUSTMENT	2,453.
ACCRECTION ADJUSTMENT	69.
TOTAL	2,522.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ROUNDING		7.
AMORTIZATION		34,929.
RETURN OF CAPITAL		1,223.
	TOTAL	36,159.

STATEMENT 25

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: REGIONS BANK
TRUST DEPARTMENT
ADDRESS: 11 N. WATER STREET 25TH FLOOR
MOBILE, AL 36602

TELEPHONE NUMBER: (251)690-1024

STATEMENT 26

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
BARBARA NELSON LAMBERSON
ADDRESS:
408 PHILADELPHIA ROAD
LEBANON, TN 37087
TITLE:
PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
THOMAS LAMBERSON
ADDRESS:
P.O. BOX 134
LEBANON, TN 37087
TITLE:
VICE PRES
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
NELSON LAMBERSON
ADDRESS:
3279 BEASLEYS BEND ROAD
LEBANON, TN 37087
TITLE:
VICE PRES
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
CLAUDIA LAMBERSON
ADDRESS:
3279 BEASLEYS BEND ROAD
LEBANON, TN 37087
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
MIKE CHILDREE
ADDRESS:
1321 MURFREESBORO ROAD, STE 604
NASHVILLE, TN 37217
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	12,179,690.		
FEBRUARY	12,479,808.		
MARCH	12,587,553.		
APRIL	12,614,157.		
MAY	12,727,021.		
JUNE	12,994,701.		
JULY	12,789,509.		
AUGUST	13,052,974.		
SEPTEMBER	12,771,126.		
OCTOBER	12,942,620.		
NOVEMBER	13,051,404.		
DECEMBER	12,414,489.		
TOTAL	152,605,052.		
AVERAGE FMV	12,717,088.		