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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2009

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

RAYMOND B. PRESTON FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

P.O. BOX 652

City or town, state, and ZIP code

HENDERSON, KY 42420

A Employer identification number

52-1676236

B Telephone number (see page 10 of the instructions)

(502) 827-0289

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 ☐

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) **\$ 8,477,359.**

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 page 11 of the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

| | (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 (attach schedule) | | | | |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. | | | | |
| 3 Interest on savings and temporary cash investments | | | | |
| 4 Dividends and interest from securities | 173,642. | 173,642. | | ATCH 1 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | -34,624. | | | |
| b Gross sales price for all assets on line 6a | 4,748,261. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | | |
| 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) | 8,189. | 517. | | ATCH 2 |
| 12 Total. Add lines 1 through 11 | 147,207. | 174,159. | | |
| 13 Compensation of officers, directors, trustees, etc. | 0. | | | |
| 14 Other employee salaries and wages | 43,665. | 43,655. | | |
| 15 Pension plans, employee benefits | 2,555. | 2,555. | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) ATCH 3 | 3,384. | 3,384. | 0. | 0. |
| c Other professional fees (attach schedule) * | 36,344. | 36,344. | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see page 14 of the instructions) * | 3,249. | 3,249. | | |
| 19 Depreciation (attach schedule) and depletion | 1,131. | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | 3,908. | 3,908. | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) ATCH 6 | 8,415. | 8,415. | | |
| 24 Total operating and administrative expenses. | | | | |
| Add lines 13 through 23 | 102,651. | 101,510. | 0. | 0. |
| 25 Contributions, gifts, grants paid | 229,720. | | | 229,720. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 332,371. | 101,510. | 0. | 229,720. |
| 27 Subtract line 26 from line 12 | -185,164. | | | |
| 28 Excess of revenue over expenses and disbursements | | 72,649. | | |
| 29 Net investment income (if negative, enter -0-) | | | | |
| 30 Adjusted net income (if negative, enter -0-) | | | -0- | |

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 4 JSA ** ATCH 5

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SCANNED MAY 27 2010

Revenue

Operating and Administrative Expenses

884

| 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 | | 5,866. | 4,885. | 4,885. |
| | 2 | Savings and temporary cash investments | | 1,813,337. | 1,892,764. | 1,892,764. |
| | 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 page 16 of the instructions) | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ * | | * | 449,609. | ATCH 7 |
| | | Less allowance for doubtful accounts ▶ | 554,429. | 449,609. | 449,609. | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) * * | 3,552,047. | 1,681,628. | 1,657,525. | |
| | b | Investments - corporate stock (attach schedule) ATCH 9. | 1,417,195. | 1,972,273. | 2,379,748. | |
| | c | Investments - corporate bonds (attach schedule) ATCH 10. | 282,846. | 341,650. | 335,183. | |
| | 11 | Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶ | | | | |
| | 12 | Investments - mortgage loans | | | | |
| | 13 | Investments - other (attach schedule) ATCH 11. | 409,359. | 1,511,722. | 1,755,477. | |
| 14 | Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶ | 5,655. | 3,299. | 2,168. | ATCH 12 | |
| 15 | Other assets (describe ▶) | 3,487. | | 2,168. | | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 8,038,378. | 7,856,699. | 8,477,359. | | |
| Liabilities | 17 | Accounts payable and accrued expenses | | 3,485. | | |
| | 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) | | 3,485. | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input type="checkbox"/> 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. <input checked="" type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | 1,000,000. | 1,000,000. | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | 1,278,612. | 1,278,612. | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 5,759,766. | 5,574,602. | | |
| | 30 | Total net assets or fund balances (see page 17 of the instructions) | 8,038,378. | 7,853,214. | | |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 8,038,378. | 7,856,699. | | |

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 | 8,038,378. |
| 2 | Enter amount from Part I, line 27a | 2 | -185,164. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 7,853,214. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 7,853,214. |

** ATCH 8

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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 SEE PART IV SCHEDULE | | | | | |
| 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 | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 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 | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) | | | 2 | -34,624. | |
| { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | | | | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | | | 3 | | |
| If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 | | | | | |

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 page 18 of 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)) |
|---|--|--|---|
| 2008 | 308,171. | 6,825,828. | 0.045148 |
| 2007 | 365,491. | 6,105,136. | 0.059866 |
| 2006 | 595,086. | 5,304,901. | 0.112177 |
| 2005 | 516,733. | 5,257,027. | 0.098294 |
| 2004 | 379,513. | 5,095,648. | 0.074478 |
| 2 Total of line 1, column (d) | | | 2 0.389963 |
| 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 0.077993 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | | | 4 7,410,376. |
| 5 Multiply line 4 by line 3 | | | 5 577,957. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 726. |
| 7 Add lines 5 and 6 | | | 7 578,683. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 229,720. |

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 1,453. |
| 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 | 1,453. |
| 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 | 1,453. |
| 6 | Credits/Payments | | |
| a | 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a | 628. |
| b | Exempt foreign organizations-tax withheld at source | 6b | 0. |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 0. |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 628. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input 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 | 825. |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | |
| 11 | Enter the amount of line 10 to be Credited to 2010 estimated tax 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? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for 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 \$ (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 | | 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 page 19 of the instructions) KY, MD, | | |
| 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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)

| | | | | |
|---|--|----|---|---|
| 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 page 20 of the instructions) | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |
| Website address <input type="checkbox"/> N/A | | | | |
| 14 | The books are in care of <input type="checkbox"/> SCOTT P DAVIS Telephone no <input type="checkbox"/> 270.827.0289 | | | |
| Located at <input type="checkbox"/> PO BOX 652 HENDERSON KY ZIP + 4 <input type="checkbox"/> 42420 | | | | |
| 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 <input type="checkbox"/> 15 | | | | |

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 page 20 of the instructions)? <input type="checkbox"/> | 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 2009? <input type="checkbox"/> | 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| If "Yes," list the years <input type="checkbox"/> | | |
| 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 page 20 of the instructions) <input type="checkbox"/> | 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 <input type="checkbox"/> | | |
| 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 2009 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 2009) <input type="checkbox"/> | 3b | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> | 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 2009? <input type="checkbox"/> | 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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the 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** 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 page 22 of the 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 ATTACHED SCHEDULE | | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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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** (see page 23 of the instructions). 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 **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 N/A | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see page 23 of the 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 page 24 of the instructions. | |
| 3 NONE | |
| Total. Add lines 1 through 3 | |

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 | 4,850,148. |
| b | Average of monthly cash balances | 1b | 2,673,076. |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | 0. |
| d | Total (add lines 1a, b, and c) | 1d | 7,523,224. |
| 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 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 7,523,224. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 112,848. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 7,410,376. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 370,519. |

Part XI Distributable Amount (see page 25 of the 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 | 370,519. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 1,453. |
| b | Income tax for 2009 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 1,453. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 369,066. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 369,066. |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 369,066. |

Part XII Qualifying Distributions(see page 25 of the 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 | 229,720. |
| 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 | 0. |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | 0. |
| b | Cash distribution test (attach the required schedule) | 3b | 0. |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 229,720. |
| 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 page 26 of the instructions) | 5 | N/A |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 229,720. |

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.

Part XIII Undistributed Income (see page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 369,066. |
| 2 Undistributed income, if any, as of the end of 2009 | | | | |
| a Enter amount for 2008 only | | | | |
| b Total for prior years 20 07, 20 06, 20 05 | | | | |
| 3 Excess distributions carryover, if any, to 2009 | | | | |
| a From 2004 127,166. | | | | |
| b From 2005 266,836. | | | | |
| c From 2006 333,731. | | | | |
| d From 2007 69,161. | | | | |
| e From 2008 | | | | |
| f Total of lines 3a through e | 796,894. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 229,720. | | | | |
| a Applied to 2008, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) | | | | |
| d Applied to 2009 distributable amount | | | | 229,720. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a)) | 139,346. | | | 139,346. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 657,548. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| 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. | | | | |
| d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions | | | | |
| e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions | | | | |
| f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) | | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 657,548. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2005 254,656. | | | | |
| b Excess from 2006 333,731. | | | | |
| c Excess from 2007 69,161. | | | | |
| d Excess from 2008 | | | | |
| e Excess from 2009 | | | | |

Form 990-PF (2009)

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 2009, 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)

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

Tax year

Prior 3 years

(e) Total

(a) 2009

(b) 2008

(c) 2007

(d) 2006

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 page 28 of the 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number 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 | | | | |
| ATTACHMENT 13 | | | | |
| Total. | | | 3a | 229,720. |
| b Approved for future payment | | | | |
| Total. | | | 3b | |

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 (See page 28 of the 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 | | | | | |
| 4 | Dividends and interest from securities | | | 14 | 173,642. | |
| 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 | -34,624. | |
| 9 | Net income or (loss) from special events | | | | | |
| 10 | Gross profit or (loss) from sales of inventory | | | | | |
| 11 | Other revenue a _____ | | | | | |
| b | TAX REFUND | | | 01 | 7,672. | |
| c | MISCELLANEOUS | | | 01 | 517. | |
| d | _____ | | | | | |
| e | _____ | | | | | |
| 12 | Subtotal. Add columns (b), (d), and (e) | | | | 147,207. | |
| 13 | Total. Add line 12, columns (b), (d), and (e) | | | | | 147,207. |

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

[illegible]

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|-------------------------|-----------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 4,748,261. | | PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 4,782,885. | | | | P | VARIOUS -34,624. | VARIOUS |
| TOTAL GAIN (LOSS) | | | | | | | <u>-34,624.</u> | |

ATTACHMENT 1

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

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|----------------------------|---|--------------------------------------|
| INTEREST INCOME | 113,204. | 113,204. |
| ACCRUED INTEREST PURCHASED | -7,560. | -7,560. |
| DIVIDEND INCOME | 59,256. | 59,256. |
| RESTRICTED FBO WKU | 8,742. | 8,742. |
| TOTAL | <u>173,642.</u> | <u>173,642.</u> |

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|----------------------|---|-----------------------------|
| MISCELLANEOUS INCOME | 517. | 517. |
| 2008 990-PF REFUND | 7,672. | |
| TOTALS | <u>8,189.</u> | <u>517.</u> |

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| BKD, LLP | 3,384. | 3,384. | | |
| TOTALS | <u>3,384.</u> | <u>3,384.</u> | <u>0.</u> | <u>0.</u> |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-----------------|---|-----------------------------|
| MANAGEMENT FEES | 36,344. | 36,344. |
| TOTALS | 36,344. | 36,344. |

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------|---|--------------------------------------|
| PAYROLL TAXES | 3,249. | 3,249. |
| TOTALS | <u>3,249.</u> | <u>3,249.</u> |

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-----------------------------|---|-----------------------------|
| OFFICE SUPPLIES | 4,170. | 4,170. |
| DUES & SUBSCRIPTIONS | 662. | 662. |
| MISC ADMINISTRATIVE EXPENSE | 1,343. | 1,343. |
| DATA PROCESSING | 309. | 309. |
| LICENSE | 25. | 25. |
| INSURANCE | 1,906. | 1,906. |
| TOTALS | <u>8,415.</u> | <u>8,415.</u> |

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: ST. PAUL'S EPISCOPAL CHURCH
ORIGINAL AMOUNT: 626,954.
INTEREST RATE: 5.000000
DATE OF NOTE: 10/23/2008
MATURITY DATE: 10/01/2024

BEGINNING BALANCE DUE 554,429.

ENDING BALANCE DUE 449,529.

ENDING FAIR MARKET VALUE 449,529.

BORROWER: MISCELLANEOUS RECEIVABLE
ORIGINAL AMOUNT: 80.

ENDING BALANCE DUE 80.

ENDING FAIR MARKET VALUE 80.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 554,429.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 449,609.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 449,609.

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

ATTACHMENT 8

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|------------------------------|------------------------------|-----------------------|
| SEE DETAIL-W KY FBO PRESTON | 5,000. | 5,345. |
| SEE DETAIL-W KY FBO PRESTON | 25,058. | 25,379. |
| SEE DETAIL-W KY STUDENT DVLP | 15,055. | 14,873. |
| SEE DETAIL-PRESTON FAM FDN | 753,729. | 748,905. |
| SEE DETAIL-PRESTON FAM FDN | 882,786. | 863,023. |
| US OBLIGATIONS TOTAL | <u>1,681,628.</u> | <u>1,657,525.</u> |

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9

DESCRIPTION

| <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|------------------------------|-----------------------|
|------------------------------|-----------------------|

SEE DETAIL-PRESTON FAMILY FDN

| | |
|------------|------------|
| 1,972,273. | 2,379,748. |
|------------|------------|

TOTALS

| | |
|-------------------|-------------------|
| <u>1,972,273.</u> | <u>2,379,748.</u> |
|-------------------|-------------------|

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|-------------------------------|------------------------------|-----------------------|
| SEE DETAIL-W KY FBO PRESTON | 19,652. | 20,655. |
| SEE DETAIL-PRESTON FAMILY FDN | 224,493. | 224,805. |
| SEE DETAIL-PRESTON FAMILY FDN | 97,505. | 89,723. |
| TOTALS | <u>341,650.</u> | <u>335,183.</u> |

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 11

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|-------------------------------|------------------------------|-----------------------|
| SEE DETAIL-W KY FBO PRESTON | 143,631. | 178,439. |
| SEE DETAIL-W KY STUDENT DEV | 146,931. | 180,145. |
| SEE DETAIL-PRESTON FAMILY FDN | 1,221,160. | 1,396,893. |
| TOTALS | <u>1,511,722.</u> | <u>1,755,477.</u> |

Report Date: May 04, 2010

OHIO VALLEY FINANCIAL GROUP

Time Prepared: 11:34:27 AM

Requested By: KAREN JOHNSON

Includes: Account: 52 00 7174 0 01 AGENT FOR PRESTON FAMILY FOUNDATION

Account Holdings as of 12/31/2009

| Cusip No | Security Name | Shares / Par | Investment | Unit Price | Market Value | Price Date |
|---|--|---------------------|-------------------|------------|-------------------|------------|
| U.S. GOVT AGENCIES | | | | | | |
| 3128X4BE0 | FHLM 5.300% 05/12/20 | 25,000.0000 | 25,438.75 | 100.262 | 25,065.50 | 12/31/2009 |
| 3128X6C79 | FHLM 4.750% 01/29/20 | 50,000.0000 | 49,705.00 | 98.405 | 49,202.50 | 12/31/2009 |
| 3128X6YL4 | FHLM 4.500% 01/09/15 | 25,000.0000 | 24,995.07 | 100.056 | 25,014.00 | 12/31/2009 |
| 31331GC56 | FFCB 3.950% 07/21/16 | 35,000.0000 | 34,968.50 | 99.094 | 34,682.90 | 12/31/2009 |
| 31331GC64 | FFCB 4.490% 07/22/19 | 50,000.0000 | 50,005.00 | 98.25 | 49,125.00 | 12/31/2009 |
| 31331GD30 | FFCB 3.625% 07/28/15 | 50,000.0000 | 49,902.08 | 99.688 | 49,844.00 | 12/31/2009 |
| 31331XJD5 | FFCB 5.625% 12/21/21 | 25,000.0000 | 25,175.50 | 99.563 | 24,890.75 | 12/31/2009 |
| 3133XNW96 | FHLB 5.000% 01/18/18 | 45,000.0000 | 45,001.05 | 101.219 | 45,548.55 | 12/31/2009 |
| 3133XR4N7 | FHLB 4.500% 05/14/15 | 25,000.0000 | 25,000.69 | 101.219 | 25,304.75 | 12/31/2009 |
| 3133XTBG0 | FHLB 4.100% 03/16/16 | 25,000.0000 | 25,023.69 | 100.156 | 25,039.00 | 12/31/2009 |
| 3133XTQ66 | FHLB 4.450% 06/10/21 | 50,000.0000 | 48,753.58 | 98.063 | 49,031.50 | 12/31/2009 |
| 3133XTQY5 | FHLB 3.800% 06/15/16 | 50,000.0000 | 49,965.63 | 99.063 | 49,531.50 | 12/31/2009 |
| 3133XUN82 | FHLB 4.250% 08/24/16 | 50,000.0000 | 50,207.50 | 100.50 | 50,250.00 | 12/31/2009 |
| 3136F8N84 | FNMA 4.400% 01/29/18 | 50,000.0000 | 50,001.35 | 99.094 | 49,547.00 | 12/31/2009 |
| 3136FH6Q3 | FNMA 4% 08/26/21 S/U | 100,000.0000 | 100,001.85 | 98.156 | 98,156.00 | 12/31/2009 |
| 3136FHAP0 | FNMA 4.250% 02/20/24 | 50,000.0000 | 49,955.00 | 100.031 | 50,015.50 | 12/31/2009 |
| 3136FHV93 | FNMA 5.050% 07/22/24 | 50,000.0000 | 49,628.35 | 97.313 | 48,656.50 | 12/31/2009 |
| Total | U.S. GOVT AGENCIES | 755,000.0000 | 753,728.59 | | 748,904.95 | |
| TAX-EXEMPT MUNICIPAL BDS & NTS | | | | | | |
| 02765UCU6 | AM 5.514% 2/15/21 TX | 50,000.0000 | 50,001.54 | 96.465 | 48,232.50 | 12/31/2009 |
| 02765UCW2 | AM 5.814% 2/15/23 TX | 50,000.0000 | 50,000.00 | 96.289 | 48,144.50 | 12/31/2009 |
| 035438CD0 | ANN 5.4% 5/1/23 TXBL | 50,000.0000 | 49,998.00 | 96.036 | 48,018.00 | 12/31/2009 |
| 068524EW3 | BAR 5.370% 12/15/24 | 40,000.0000 | 40,489.07 | 94.967 | 37,986.80 | 12/31/2009 |
| 077006EN0 | BEE 5.7% 8/1/23 TXBL | 50,000.0000 | 50,001.14 | 96.697 | 48,348.50 | 12/31/2009 |
| 134041EF5 | CAM 6.25% 8/1/26 TXB | 50,000.0000 | 50,038.50 | 101.768 | 50,884.00 | 12/31/2009 |
| 312432RW9 | FAYE 5.125% 06/01/22 | 50,000.0000 | 49,234.27 | 91.66 | 45,830.00 | 12/31/2009 |
| 349035KE4 | FT 6% 08/01/24 TXBL | 50,000.0000 | 50,002.00 | 98.47 | 49,235.00 | 12/31/2009 |
| 389102HX5 | GRAV 5.600% 06/01/20 | 50,000.0000 | 50,002.85 | 99.916 | 49,958.00 | 12/31/2009 |
| 452024GP1 | IL 5.728% 2/1/18 TXB | 25,000.0000 | 25,805.19 | 100.395 | 25,098.75 | 12/31/2009 |
| 47689RQA0 | JESS 6.350% 08/01/27 | 50,000.0000 | 50,010.50 | 99.821 | 49,910.50 | 12/31/2009 |
| 491089PU6 | KEN 4.85% 9/1/18 TXB | 50,000.0000 | 50,363.87 | 97.579 | 48,789.50 | 12/31/2009 |
| 49151E3Q4 | KYST 4.004% 08/01/13 | 50,000.0000 | 50,001.93 | 100.806 | 50,403.00 | 12/31/2009 |
| 518651PB4 | LAU 5.65% 8/1/22 TXB | 50,000.0000 | 50,003.01 | 97.538 | 48,769.00 | 12/31/2009 |
| 546585EB2 | LO 5.15% 11/15/25 TX | 25,000.0000 | 25,000.57 | 93.804 | 23,451.00 | 12/31/2009 |
| 597502BE2 | Mi 5.355% 5/15/19 TX | 25,000.0000 | 25,675.00 | 98.627 | 24,656.75 | 12/31/2009 |
| 616640CC0 | MOR 5.6% 11/1/22 TXB | 50,000.0000 | 49,995.66 | 97.306 | 48,653.00 | 12/31/2009 |
| 649902KR3 | NYST 5.500% 12/15/13 | 15,000.0000 | 15,429.66 | 108.413 | 16,261.95 | 12/31/2009 |
| 935007QT4 | WARR 6.000% 06/01/24 | 50,000.0000 | 49,658.50 | 97.82 | 48,910.00 | 12/31/2009 |
| 969080ET3 | WIL 6.1% 1/1/23 TXBL | 50,000.0000 | 51,074.91 | 102.965 | 51,482.50 | 12/31/2009 |
| Total | TAX-EXEMPT MUNICIPAL BDS & NT | 880,000.0000 | 882,786.17 | | 863,023.25 | |
| CORPORATE BDS & NTS | | | | | | |
| 02639END2 | AMER 6.000% 11/15/14 | 25,000.0000 | 24,979.63 | 68.405 | 17,101.25 | 12/31/2009 |
| 172967EH0 | CITI 6.000% 08/15/17 | 30,000.0000 | 29,700.52 | 99.962 | 29,988.60 | 12/31/2009 |
| 189054AP4 | CLX 5.450% 10/15/12 | 25,000.0000 | 25,673.00 | 107.516 | 26,879.00 | 12/31/2009 |
| 191216AM2 | COCA 4.875% 03/15/19 | 25,000.0000 | 25,051.32 | 104.167 | 26,041.75 | 12/31/2009 |
| 369604BC6 | GE 5.250% 12/06/17 | 30,000.0000 | 29,403.00 | 102.186 | 30,655.80 | 12/31/2009 |
| 36962GZY3 | GE 5.450% 01/15/13 | 20,000.0000 | 20,150.41 | 106.309 | 21,261.80 | 12/31/2009 |
| 437076AM4 | HOME 4.625% 08/15/10 | 30,000.0000 | 29,715.90 | 102.371 | 30,711.30 | 12/31/2009 |
| 87612EAP1 | TARG 5.375% 05/01/17 | 25,000.0000 | 24,795.00 | 107.314 | 26,828.50 | 12/31/2009 |

Report Date: **May 04, 2010****OHIO VALLEY FINANCIAL GROUP**Time Prepared: **11:34:27 AM**Requested By: **KAREN JOHNSON**Includes: **Account: 52 00 7174 0 01 AGENT FOR PRESTON FAMILY FOUNDATION****Account Holdings as of 12/31/2009**

| Cusip No. | Security Name | Shares / Par | Investment | Unit Price | Market Value | Price Date |
|---------------------------------|--------------------------------|---------------------|-------------------|------------|-------------------|------------|
| 929903CH3 | WACH 5.625% 10/15/16 | 15,000.0000 | 15,024.37 | 102.249 | 15,337.35 | 12/31/2009 |
| Total | CORPORATE BDS & NTS | 225,000.0000 | 224,493.15 | | 224,805.35 | |
| COMMON STOCK - LARGE CAP | | | | | | |
| 001055102 | AFLAC | 500.0000 | 5,345.62 | 46.25 | 23,125.00 | 12/31/2009 |
| 00206R102 | AT&T INC. | 800.0000 | 24,904.83 | 28.03 | 22,424.00 | 12/31/2009 |
| 002824100 | ABBOTT LABORATORIES | 500.0000 | 27,334.49 | 53.99 | 26,995.00 | 12/31/2009 |
| 013817101 | ALCOA INC | 3,000.0000 | 34,497.35 | 16.12 | 48,360.00 | 12/31/2009 |
| 018490102 | ALLERGAN INC | 400.0000 | 21,980.44 | 63.01 | 25,204.00 | 12/31/2009 |
| 02209S103 | ALTRIA GROUP INC | 300.0000 | 6,251.02 | 19.63 | 5,889.00 | 12/31/2009 |
| 031162100 | AMGEN | 100.0000 | 6,975.59 | 56.57 | 5,657.00 | 12/31/2009 |
| 037833100 | APPLE INC. | 300.0000 | 32,328.78 | 210.732 | 63,219.60 | 12/31/2009 |
| 053015103 | AUTO DATA PROCESSING | 500.0000 | 18,877.75 | 42.82 | 21,410.00 | 12/31/2009 |
| 055622104 | BP AMOCO P L C | 1,000.0000 | 41,178.66 | 57.97 | 57,970.00 | 12/31/2009 |
| 060505104 | BANK AMER CORP | 400.0000 | 8,832.14 | 15.06 | 6,024.00 | 12/31/2009 |
| 086516101 | BEST BUY CO INC | 1,500.0000 | 45,568.78 | 39.46 | 59,190.00 | 12/31/2009 |
| 149123101 | CATERPILLAR INC | 1,000.0000 | 34,654.60 | 56.99 | 56,990.00 | 12/31/2009 |
| 156700106 | CENTURYTEL, INC. | 900.0000 | 29,463.75 | 36.21 | 32,589.00 | 12/31/2009 |
| 17275R102 | CISCO SYSTEMS | 1,000.0000 | 18,448.65 | 23.94 | 23,940.00 | 12/31/2009 |
| 172967101 | CITIGROUP INC | 600.0000 | 26,312.95 | 3.31 | 1,986.00 | 12/31/2009 |
| 20825C104 | CONOCOPHILLIPS | 300.0000 | 15,591.96 | 51.07 | 15,321.00 | 12/31/2009 |
| 219350105 | CORNING INC | 600.0000 | 12,141.87 | 19.31 | 11,586.00 | 12/31/2009 |
| 25179M103 | DEVON ENERGY CORP | 300.0000 | 24,924.97 | 73.50 | 22,050.00 | 12/31/2009 |
| 254687106 | DISNEY (WALT) CO | 1,000.0000 | 28,087.01 | 32.25 | 32,250.00 | 12/31/2009 |
| 25746U109 | DOMINION RESOURCES | 300.0000 | 12,363.90 | 38.92 | 11,676.00 | 12/31/2009 |
| 26441C105 | DUKE ENERGY HLDG COR | 500.0000 | 7,957.34 | 17.21 | 8,605.00 | 12/31/2009 |
| 30231G102 | EXXON MOBIL CORP | 200.0000 | 5,233.45 | 68.19 | 13,638.00 | 12/31/2009 |
| 302571104 | FPL GROUP INC | 200.0000 | 8,442.45 | 52.82 | 10,564.00 | 12/31/2009 |
| 349631101 | FORTUNE BRANDS INC | 500.0000 | 32,821.41 | 43.20 | 21,600.00 | 12/31/2009 |
| 35671D857 | FREEMPORT-MCMORAN COP | 300.0000 | 11,265.34 | 80.29 | 24,087.00 | 12/31/2009 |
| 369604103 | GEN ELECTRIC COM | 3,000.0000 | 28,791.84 | 15.13 | 45,390.00 | 12/31/2009 |
| 370334104 | GENERAL MILS INC | 700.0000 | 35,437.63 | 70.81 | 49,567.00 | 12/31/2009 |
| 375558103 | GILEAD SCIENCES INC | 600.0000 | 27,732.75 | 43.27 | 25,962.00 | 12/31/2009 |
| 38141G104 | GOLDMAN SACHS | 300.0000 | 44,873.23 | 168.84 | 50,652.00 | 12/31/2009 |
| 38259P508 | GOOGLE INC | 275.0000 | 129,502.37 | 619.98 | 170,494.50 | 12/31/2009 |
| 428236103 | HEWLETT PACKARD CO | 600.0000 | 25,363.78 | 51.51 | 30,906.00 | 12/31/2009 |
| 437076102 | HOME DEPOT INC | 1,300.0000 | 33,595.04 | 28.93 | 37,609.00 | 12/31/2009 |
| 458140100 | INTEL CORP | 1,000.0000 | 3,926.50 | 20.40 | 20,400.00 | 12/31/2009 |
| 459200101 | IBM COM | 400.0000 | 32,316.93 | 130.90 | 52,360.00 | 12/31/2009 |
| 478160104 | JOHNSON & JOHNSON | 500.0000 | 32,252.15 | 64.41 | 32,205.00 | 12/31/2009 |
| 502424104 | L-3 COMM HLDG | 100.0000 | 8,056.30 | 86.95 | 8,695.00 | 12/31/2009 |
| 565849106 | MARATHON OIL CORP | 200.0000 | 11,869.51 | 31.22 | 6,244.00 | 12/31/2009 |
| 585055106 | MEDTRONIC INC | 400.0000 | 18,255.60 | 43.98 | 17,592.00 | 12/31/2009 |
| 58933Y105 | MERCK & CO INC NEW | 1,200.0000 | 38,011.90 | 36.54 | 43,848.00 | 12/31/2009 |
| 594918104 | MICROSOFT CORP | 1,000.0000 | 5,984.47 | 30.48 | 30,480.00 | 12/31/2009 |
| 629491101 | NYSE EURONEXT GROUP | 800.0000 | 22,777.96 | 25.30 | 20,240.00 | 12/31/2009 |
| 665859104 | NORTHERN TRUST CORP | 400.0000 | 21,216.64 | 52.40 | 20,960.00 | 12/31/2009 |
| 670346105 | NUCOR CORP | 800.0000 | 36,549.31 | 46.65 | 37,320.00 | 12/31/2009 |
| 68389X105 | ORACLE SYSTEMS | 1,500.0000 | 31,194.33 | 24.53 | 36,795.00 | 12/31/2009 |
| 693506107 | PPG INDUSTRIES, INC. | 400.0000 | 21,957.72 | 58.54 | 23,416.00 | 12/31/2009 |
| 704549104 | PEABODY ENERGY | 1,000.0000 | 34,267.46 | 45.21 | 45,210.00 | 12/31/2009 |
| 718172109 | PHILLIP MORRIS | 700.0000 | 32,911.21 | 48.19 | 33,733.00 | 12/31/2009 |
| 74005P104 | PRAXAIR INC. | 400.0000 | 24,546.90 | 80.31 | 32,124.00 | 12/31/2009 |

Report Date: May 04, 2010

OHIO VALLEY FINANCIAL GROUP

Time Prepared: 11:34:27 AM

Requested By: KAREN JOHNSON

Includes: Account: 52 00 7174 0 01 AGENT FOR PRESTON FAMILY FOUNDATION

Account Holdings as of 12/31/2009

| Cusip No. | Security Name | Shares / Par | Investment | Unit Price | Market Value | Price Date |
|------------------------------------|-----------------------------------|--------------------|---------------------|------------|---------------------|------------|
| 742718109 | PROCTOR & GAMBLE | 500.0000 | 26,572.77 | 60.63 | 30,315.00 | 12/31/2009 |
| 747525103 | QUALCOMM INC | 1,000.0000 | 43,617.41 | 46.26 | 46,260.00 | 12/31/2009 |
| 755111507 | RAYTHEON CO | 300.0000 | 18,534.83 | 51.52 | 15,456.00 | 12/31/2009 |
| 806857108 | SCHLUMBERGER LTD | 700.0000 | 31,785.36 | 65.09 | 45,563.00 | 12/31/2009 |
| 855030102 | STAPLES, INC. | 300.0000 | 7,155.21 | 24.59 | 7,377.00 | 12/31/2009 |
| 871829107 | SYSCO CORP | 1,100.0000 | 19,339.29 | 27.94 | 30,734.00 | 12/31/2009 |
| 872540109 | TJX CO., INC. | 400.0000 | 11,844.86 | 36.55 | 14,620.00 | 12/31/2009 |
| 881624209 | TEVA PHAR INDUS ADR | 400.0000 | 17,969.34 | 56.18 | 22,472.00 | 12/31/2009 |
| 88579Y101 | MMM CO | 700.0000 | 44,126.39 | 82.67 | 57,869.00 | 12/31/2009 |
| 902973304 | US BANCORP DEL CO | 1,500.0000 | 27,625.53 | 22.51 | 33,765.00 | 12/31/2009 |
| 904767704 | UNILEVER ADR | 700.0000 | 15,179.95 | 31.90 | 22,330.00 | 12/31/2009 |
| 907818108 | UNION PACIFIC CORP | 500.0000 | 27,778.95 | 63.90 | 31,950.00 | 12/31/2009 |
| 913017109 | UNITED TECHNOLOGIES | 1,100.0000 | 66,390.48 | 69.41 | 76,351.00 | 12/31/2009 |
| 92220P105 | VARIAN MEDICAL SYS | 800.0000 | 28,847.75 | 46.85 | 37,480.00 | 12/31/2009 |
| 92240G101 | VECTREN CORP | 500.0000 | 13,762.14 | 24.68 | 12,340.00 | 12/31/2009 |
| 92343V104 | VERIZON COMM | 1,000.0000 | 29,138.78 | 33.13 | 33,130.00 | 12/31/2009 |
| 92553P201 | VIACOM INC | 1,200.0000 | 38,485.08 | 29.73 | 35,676.00 | 12/31/2009 |
| 92826C839 | VISA INC | 1,000.0000 | 56,662.96 | 87.46 | 87,460.00 | 12/31/2009 |
| 931142103 | WALMART STORES INC | 1,000.0000 | 53,763.05 | 53.45 | 53,450.00 | 12/31/2009 |
| 931422109 | WALGREEN COMPANY | 1,000.0000 | 39,672.83 | 36.72 | 36,720.00 | 12/31/2009 |
| 94973V107 | WELLPOINT INC. COM | 800.0000 | 44,522.54 | 58.29 | 46,632.00 | 12/31/2009 |
| 949746101 | WELLS FARGO & CO NEW | 1,000.0000 | 29,837.07 | 26.99 | 26,990.00 | 12/31/2009 |
| G1151C101 | ACCENTURE PLC | 1,000.0000 | 30,300.64 | 41.50 | 41,500.00 | 12/31/2009 |
| G6359F103 | NABORS INDUST LTD | 400.0000 | 6,183.47 | 21.89 | 8,756.00 | 12/31/2009 |
| Total | COMMON STOCK - LARGE CAP | 53,475.0000 | 1,972,273.31 | | 2,379,748.10 | |
| PREFERRED STOCK | | | | | | |
| 61750K208 | MORGAN 6.600% PFD | 1,500.0000 | 37,502.14 | 21.94 | 32,910.00 | 12/31/2009 |
| 63540T200 | NATL CITY 6.625% PFD | 600.0000 | 15,000.47 | 22.322 | 13,393.20 | 12/31/2009 |
| 63540U207 | NAT CITY 8.000% PFD | 400.0000 | 10,000.13 | 24.98 | 9,992.00 | 12/31/2009 |
| 74460D257 | PUBLIC 6.750% PFD | 1,000.0000 | 25,000.71 | 23.28 | 23,280.00 | 12/31/2009 |
| 92979K208 | WACH BANK 7.850% PFD | 400.0000 | 10,001.82 | 25.37 | 10,148.00 | 12/31/2009 |
| Total | PREFERRED STOCK | 3,900.0000 | 97,505.27 | | 89,723.20 | |
| MUTUAL FDS-GOVERNMENT BONDS | | | | | | |
| 04314H501 | ARTISAN SMALL CAP | 14,576.1700 | 189,644.54 | 14.33 | 208,876.52 | 12/31/2009 |
| 411511306 | HARBOR INTL FUND | 5,499.9300 | 268,602.11 | 54.87 | 301,781.16 | 12/31/2009 |
| 471023408 | JANUS TWENTY | 888.8260 | 50,000.00 | 61.59 | 54,742.79 | 12/31/2009 |
| 641224100 | NEU BERM GENESIS INV | 8,940.8220 | 212,928.76 | 27.36 | 244,620.89 | 12/31/2009 |
| 779556109 | T ROWE PRICE MC FD | 5,651.6180 | 232,442.16 | 47.49 | 268,395.34 | 12/31/2009 |
| 921926200 | VANGUARD EXPLORER | 3,821.3240 | 187,143.73 | 53.30 | 203,676.57 | 12/31/2009 |
| 922042858 | VANGUARD EMER MKT | 2,800.0000 | 80,398.91 | 41.00 | 114,800.00 | 12/31/2009 |
| Total | MUTUAL FDS-GOVERNMENT BOND | 42,178.6900 | 1,221,160.21 | | 1,396,893.27 | |

Report Date: *May 04, 2010*

OHIO VALLEY FINANCIAL GROUP

Time Prepared: *11:34:52 AM*Requested By: *KAREN JOHNSON*Includes: *Account: 52 01 7174 0 01 AGENT WESTERN KY UNIV FBO PRESTON CENTER***Account Holdings as of 12/31/2009**

| Cusip No | Security Name | Shares / Par | Investment | Unit Price | Market Value | Price Date |
|---|--|--------------------|-------------------|------------|-------------------|------------|
| U.S. GOVT AGENCIES | | | | | | |
| 3133XLH22 | FHLB 6.000% 07/03/17 | 5,000.0000 | 5,000.11 | 106.906 | 5,345.30 | 12/31/2009 |
| Total | U.S. GOVT AGENCIES | 5,000.0000 | 5,000.11 | | 5,345.30 | |
| TAX-EXEMPT MUNICIPAL BDS & NTS | | | | | | |
| 389102HY3 | GRAV 5.700% 06/01/21 | 5,000.0000 | 5,000.10 | 99.332 | 4,966.60 | 12/31/2009 |
| 49130P7Q1 | KYHSG 5.440% 07/1/13 | 10,000.0000 | 10,002.50 | 105.062 | 10,506.20 | 12/31/2009 |
| 616640CC0 | MOR 5.6% 11/1/22 TXB | 5,000.0000 | 4,999.57 | 97.306 | 4,865.30 | 12/31/2009 |
| 706770FK5 | PEND 6.250% 06/01/24 | 5,000.0000 | 5,055.37 | 100.812 | 5,040.60 | 12/31/2009 |
| Total | TAX-EXEMPT MUNICIPAL BDS & NT | 25,000.0000 | 25,057.54 | | 25,378.70 | |
| CORPORATE BDS & NTS | | | | | | |
| 36966RW85 | GE 4.000% 04/15/12 | 5,000.0000 | 5,000.21 | 101.186 | 5,059.30 | 12/31/2009 |
| 437076AP7 | HOME 5.400% 03/01/16 | 10,000.0000 | 9,887.76 | 104.686 | 10,468.60 | 12/31/2009 |
| 91324PAM4 | UHG 4.875% 03/15/15 | 5,000.0000 | 4,763.84 | 102.538 | 5,126.90 | 12/31/2009 |
| Total | CORPORATE BDS & NTS | 20,000.0000 | 19,651.81 | | 20,654.80 | |
| MUTUAL FDS-GOVERNMENT BONDS | | | | | | |
| 04314H501 | ARTISAN SMALL CAP | 763.1830 | 10,037.70 | 14.33 | 10,936.41 | 12/31/2009 |
| 411511306 | HARBOR INTL FUND | 359.1210 | 17,359.41 | 54.87 | 19,704.97 | 12/31/2009 |
| 641224100 | NEU BERM GENESIS INV | 545.4400 | 13,803.96 | 27.36 | 14,923.24 | 12/31/2009 |
| 77954Q106 | T. ROWE BLUE CHIP | 1,372.3760 | 31,116.99 | 32.77 | 44,972.76 | 12/31/2009 |
| 779556109 | T ROWE PRICE MC FD | 589.6030 | 21,996.89 | 47.49 | 28,000.25 | 12/31/2009 |
| 921926200 | VANGUARD EXPLORER | 224.9100 | 11,091.76 | 53.30 | 11,987.70 | 12/31/2009 |
| 922042858 | VANGUARD EMER MKT | 100.0000 | 3,294.16 | 41.00 | 4,100.00 | 12/31/2009 |
| 922908496 | VANG 500 INDEX (SIG) | 516.6040 | 34,930.51 | 84.81 | 43,813.19 | 12/31/2009 |
| Total | MUTUAL FDS-GOVERNMENT BOND | 4,471.2370 | 143,631.38 | | 178,438.52 | |

Report Date: *May 04, 2010*

OHIO VALLEY FINANCIAL GROUP

Time Prepared: *11:34:52 AM*Requested By: *KAREN JOHNSON*Includes: *Account: 52 02 7174 0 01 AGENT WESTERN KY UNIV FBO STUDENT DEVELOPMENT***Account Holdings as of 12/31/2009**

| Cusip No. | Security Name | Shares / Par | Investment | Unit Price | Market Value | Price Date |
|---|--|--------------------|-------------------|------------|-------------------|------------|
| TAX-EXEMPT MUNICIPAL BDS & NTS | | | | | | |
| 389102HY3 | GRAV 5.700% 06/01/21 | 5,000.0000 | 5,000.10 | 99.332 | 4,966.60 | 12/31/2009 |
| 616640CC0 | MOR 5.6% 11/1/22 TXB | 5,000.0000 | 4,999.57 | 97.306 | 4,865.30 | 12/31/2009 |
| 706770FK5 | PEND 6.250% 06/01/24 | 5,000.0000 | 5,055.37 | 100.812 | 5,040.60 | 12/31/2009 |
| Total | TAX-EXEMPT MUNICIPAL BDS & NT | 15,000.0000 | 15,055.04 | | 14,872.50 | |
| MUTUAL FDS-GOVERNMENT BONDS | | | | | | |
| 04314H501 | ARTISAN SMALL CAP | 811.4620 | 11,000.51 | 14.33 | 11,628.25 | 12/31/2009 |
| 411511108 | HARBOR BOND FUND | 414.8290 | 5,146.01 | 12.14 | 5,036.02 | 12/31/2009 |
| 411511306 | HARBOR INTL FUND | 339.7270 | 15,513.94 | 54.87 | 18,640.82 | 12/31/2009 |
| 641224100 | NEU BERM GENESIS INV | 688.5250 | 17,239.01 | 27.36 | 18,838.04 | 12/31/2009 |
| 77954Q106 | T. ROWE BLUE CHIP | 1,254.2860 | 29,095.61 | 32.77 | 41,102.95 | 12/31/2009 |
| 779556109 | T ROWE PRICE MC FD | 660.2680 | 25,113.82 | 47.49 | 31,356.13 | 12/31/2009 |
| 921926200 | VANGUARD EXPLORER | 75.0650 | 3,024.16 | 53.30 | 4,000.96 | 12/31/2009 |
| 922031307 | VANGUARD GNMA FD | 471.8460 | 5,072.16 | 10.64 | 5,020.44 | 12/31/2009 |
| 922031836 | VANG S-T INV GRD ADM | 477.4480 | 5,046.81 | 10.59 | 5,056.17 | 12/31/2009 |
| 922042858 | VANGUARD EMER MKT | 150.0000 | 4,941.24 | 41.00 | 6,150.00 | 12/31/2009 |
| 922908496 | VANG 500 INDEX (SIG) | 392.8270 | 25,737.28 | 84.81 | 33,315.66 | 12/31/2009 |
| Total | MUTUAL FDS-GOVERNMENT BOND | 5,736.2830 | 146,930.55 | | 180,145.44 | |

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 12

| ASSET DESCRIPTION | METHOD/ CLASS | FIXED ASSET DETAIL | | | ACCUMULATED DEPRECIATION DETAIL | | |
|--------------------|------------------|----------------------|-----------|-------------------|---------------------------------|-----------|-------------------|
| | | BEGINNING BALANCE | ADDITIONS | ENDING BALANCE | BEGINNING BALANCE | ADDITIONS | ENDING BALANCE |
| BUSEQ/TOSHI COPIER | M5 | 5,655 | | 5,655 | 2,356 | 1,131 | 3,487 |
| TOTALS | | <u>5,655</u> | | <u>5,655</u> | <u>2,356</u> | | <u>3,487</u> |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|----------------------------|--|----------------------------------|--------------------------|
| SEE ATTACHED SCHEDULE | NONE PUBLIC | CHARITABLE | 229,720 |
| | | | TOTAL CONTRIBUTIONS PAID |
| | | | <u>229,720</u> |

Raymond B. Preston Family Foundation
Schedule Supplementing Form 990-PF - 2009

| <u>RECIPIENT</u> | <u>PURPOSE</u> | <u>AMOUNT</u> |
|---|----------------|---------------|
| Alice Lloyd College 100 Purpose Road Pippa Passes, KY 41814 | Higher ED | \$ 20,000 00 |
| Anderson Woods 3966 Adyeville Road Bristow IN 47515 31-099025 | Health | \$ 5,000.00 |
| Audubon Museum 3100 Hwy 41N Henderson KY 42420 | Arts | \$ 2,500 00 |
| Bainbridge Schools Fdn 8489 Madison Avenue NE Bainbridge Island WA 98110 | Health | \$ 35,000 00 |
| City of Corydon KY PO Box 185 Corydon KY 42406 | Civic | \$ 500.00 |
| Henderson Area Arts Alliance PO Box 234 Henderson KY 42419-0234 31-1005619 | Arts | \$ 10,000.00 |
| Henderson Community College 2660 S Green Street Henderson KY 42420 | Higher ED | \$ 10,000 00 |
| Henderson Relay for Life PO Box 262 Henderson KY 42419-0262 61-0047249-N | Health | \$ 1,500 00 |
| Jefferson Elementary School 315 Jackson Street Henderson KY 42420 | Primary ED | \$ 8,000.00 |
| Madison Music Makers 705 Edgewood Avenue Madison WI 53711 20-8548928 | Arts | \$ 15,000 00 |

| | | | |
|--|------------|----|-----------|
| Matthew 25 AIDS Service 452 Old Corydon Road Henderson KY 42420 | Health | \$ | 5,000.00 |
| Ohio Valley Art League PO Box 1043 Henderson KY 42419-1043 | Arts | \$ | 3,000.00 |
| Preston Health Center Big Red Way Bowling Green KY | Health | \$ | 15,105 26 |
| Riverbend Academy PO Box 482 Henderson KY 42419-0482 20-5397816 | Arts | \$ | 10,000.00 |
| Riverview School 133 S Water Street Henderson KY 42420 442 22.PLZ | Primary ED | \$ | 5,000.00 |
| Salvation Army 1213 Washington St Henderson KY 42420 58-0660607 | Primary ED | \$ | 5,000 00 |
| Sandefur Training Ctr 1449 Corporate Ct Henderson KY 42420 A 431 EHM | Civic | \$ | 10,000.00 |
| Shelter for Women/Children PO Box 1617 Henderson KY 42419-1617 61-1335313 | Health | \$ | 5,000 00 |
| South Jr. High School 800 S Alves Street Henderson KY 42420 | Primary ED | \$ | 500 00 |
| St Anthony's Hospice 2410 S Green Street Henderson KY 42420 31-1010566 | Health | \$ | 25,000.00 |
| St. Paul's Episcopal Church 5 S Green Street Henderson KY 42420 | Other | \$ | 35,514.53 |

| | | |
|--|-----------|----------------------|
| University of Kentucky Virginia Kinney Grisham Scholarship Lexington KY | Higher ED | \$ 100 00 |
| University of So. IN 8600 University Blvd Evansville IN 47712 | Higher ED | \$ 2,000 00 |
| Volunteer & Information Ctr 936 Eighth Street Suite A Henderson KY 42420 62-1436387 | Civic | \$ 1,000 00 |
| TOTAL DISBURSEMENTS | | \$ 229,719.79 |

SCHEDULE D
(Form 1041)

Capital Gains and Losses

OMB No 1545-0092

2009

Department of the Treasury
Internal Revenue Service

► **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

Name of estate or trust

RAYMOND B. PRESTON FAMILY FOUNDATION

Employer identification number

52-1676236

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co.) | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) | (d) Sales price | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|--------------------------------------|----------------------------------|-----------------|---|---|
| 1a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b **1b** -34,624.

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 **2**

3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts **3**

4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet **4** ()

5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back **5** -34,624.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co.) | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) | (d) Sales price | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|--------------------------------------|----------------------------------|-----------------|---|---|
| 6a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b **6b**

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 **7**

8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts **8**

9 Capital gain distributions **9**

10 Gain from Form 4797, Part I **10**

11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet **11** ()

12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back **12**

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

| Part III Summary of Parts I and II | | (1) Beneficiaries' (see page 5) | (2) Estate's or trust's | (3) Total |
|---|---|---------------------------------|-------------------------|-----------|
| Caution: Read the instructions before completing this part | | | | |
| 13 | Net short-term gain or (loss) | 13 | | -34,624. |
| 14 | Net long-term gain or (loss): | | | |
| a | Total for year | 14a | | |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksht) | 14b | | |
| c | 28% rate gain | 14c | | |
| 15 | Total net gain or (loss). Combine lines 13 and 14a ▶ | 15 | | -34,624. |

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet** necessary.

Part IV Capital Loss Limitation

| | | | |
|-----------|---|-----------|-----------|
| 16 | Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000 | 16 | (3,000.) |
|-----------|---|-----------|-----------|

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

| | | | |
|-----------|---|-----------|--|
| 17 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . | 17 | |
| 18 | Enter the smaller of line 14a or 15 in column (2) but not less than zero | 18 | |
| 19 | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . | 19 | |
| 20 | Add lines 18 and 19 | 20 | |
| 21 | If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶ | 21 | |
| 22 | Subtract line 21 from line 20. If zero or less, enter -0- | 22 | |
| 23 | Subtract line 22 from line 17. If zero or less, enter -0- | 23 | |
| 24 | Enter the smaller of the amount on line 17 or \$2,300 | 24 | |
| 25 | Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23 | 25 | |
| 26 | Subtract line 25 from line 24 | 26 | |
| 27 | Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 | 27 | |
| 28 | Enter the amount from line 26 (If line 26 is blank, enter -0-) | 28 | |
| 29 | Subtract line 28 from line 27 | 29 | |
| 30 | Multiply line 29 by 15% (15) | 30 | |
| 31 | Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | 31 | |
| 32 | Add lines 30 and 31 | 32 | |
| 33 | Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | 33 | |
| 34 | Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) | 34 | |

Schedule D (Form 1041) 2009

Form **4562****Depreciation and Amortization**
(Including Information on Listed Property)

OMB No 1545-0172

2009Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions.

▶ Attach to your tax return.

Attachment
Sequence No **67**

Name(s) shown on return

Identifying number

RAYMOND B. PRESTON FAMILY FOUNDATION

52-1676236

Business or activity to which this form relates

GENERAL DEPRECIATION**Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

| | | | |
|----|--|------------------------------|------------------|
| 1 | Maximum amount See the instructions for a higher limit for certain businesses | 1 | |
| 2 | Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 | Threshold cost of section 179 property before reduction in limitation (see instructions) | 3 | |
| 4 | Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0- | 4 | |
| 5 | Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions | 5 | |
| 6 | (a) Description of property | (b) Cost (business use only) | (c) Elected cost |
| 7 | Listed property Enter the amount from line 29 | 7 | |
| 8 | Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 | 8 | |
| 9 | Tentative deduction Enter the smaller of line 5 or line 8 | 9 | |
| 10 | Carryover of disallowed deduction from line 13 of your 2008 Form 4562 | 10 | |
| 11 | Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) | 11 | |
| 12 | Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 | 12 | |
| 13 | Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12 | 13 | |

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)**

| | | | |
|----|---|----|--|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 | |
| 15 | Property subject to section 168(f)(1) election | 15 | |
| 16 | Other depreciation (including ACRS) | 16 | |

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

| | | | |
|----|---|----|--------|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2009 | 17 | 1,131. |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here | | |

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only - see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------|--------------------------------------|--|---------------------|----------------|------------|----------------------------|
| 19a 3-year property | | | | | | |
| b 5-year property | | | | | | |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | | 25 yrs | | S/L | |
| h Residential rental property | | | 27 5 yrs | MM | S/L | |
| i Nonresidential real property | | | 39 yrs | MM | S/L | |

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

| | | | | | | |
|----------------|--|--|--------|----|-----|--|
| 20a Class life | | | | | S/L | |
| b 12-year | | | 12 yrs | | S/L | |
| c 40-year | | | 40 yrs | MM | S/L | |

Part IV Summary (See instructions.)

| | | | |
|----|--|----|--------|
| 21 | Listed property Enter amount from line 28 | 21 | |
| 22 | Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions | 22 | 1,131. |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C** if applicable

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

| 24a Do you have evidence to support the business/investment use claimed? | | <input type="checkbox"/> Yes | <input type="checkbox"/> No | 24b If "Yes," is the evidence written? | | <input type="checkbox"/> Yes | <input type="checkbox"/> No | |
|--|-------------------------------|---|-----------------------------|--|------------------------|------------------------------|-------------------------------|---------------------------------|
| (a) Type of property (list vehicles first) | (b) Date placed in service | (c) Business/investment use percentage | (d) Cost or other basis | (e) Basis for depreciation (business/investment use only) | (f) Recovery period | (g) Method/Convention | (h) Depreciation deduction | (i) Elected section 179 cost |
| 25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) | | | | | | | 25 | |
| 26 Property used more than 50% in a qualified business use | | | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |
| 27 Property used 50% or less in a qualified business use | | | | | | | | |
| | | % | | | | S/L - | | |
| | | % | | | | S/L - | | |
| | | % | | | | S/L - | | |
| 28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 | | | | | | | 28 | |
| 29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 | | | | | | | 29 | |

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

| | (a) Vehicle 1 | (b) Vehicle 2 | (c) Vehicle 3 | (d) Vehicle 4 | (e) Vehicle 5 | (f) Vehicle 6 |
|---|------------------|------------------|------------------|------------------|------------------|------------------|
| 30 Total business/investment miles driven during the year (do not include commuting miles) | | | | | | |
| 31 Total commuting miles driven during the year | | | | | | |
| 32 Total other personal (noncommuting) miles driven | | | | | | |
| 33 Total miles driven during the year. Add lines 30 through 32 | | | | | | |
| 34 Was the vehicle available for personal use during off-duty hours? | Yes No | Yes No | Yes No | Yes No | Yes No | Yes No |
| 35 Was the vehicle used primarily by a more than 5% owner or related person? | | | | | | |
| 36 Is another vehicle available for personal use? | | | | | | |

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

| | Yes | No |
|---|-----|----|
| 37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? | | |
| 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners. | | |
| 39 Do you treat all use of vehicles by employees as personal use? | | |
| 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? | | |
| 41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions). | | |

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

| (a) Description of costs | (b) Date amortization begins | (c) Amortizable amount | (d) Code section | (e) Amortization period or percentage | (f) Amortization for this year |
|--|---------------------------------|---------------------------|---------------------|--|-----------------------------------|
| 42 Amortization of costs that begins during your 2009 tax year (see instructions) | | | | | |
| | | | | | |
| 43 Amortization of costs that began before your 2009 tax year | | | | | 43 |
| 44 Total. Add amounts in column (f). See the instructions for where to report | | | | | 44 |

DEPRECIATION

| AMORTIZATION | | | | | | | | |
|-------------------|------------------------|---------------|--|--------------------------|---------------------------------|------|------|---------------------------|
| Asset description | Date placed in service | Cost or basis | | Accumulated amortization | Ending accumulated amortization | Code | Life | Current-year amortization |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| TOTALS | | | | | | | | |

PAGE 36

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