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Return of Private Foundation

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

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

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 5

City or town, state or province, country, and ZIP or foreign postal code

HENDERSON, KY 42419-0005

G Check all that apply	<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
	<input type="checkbox"/> Address change	<input type="checkbox"/> 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 **J** Accounting method Cash Accrual
end of year (from Part II, col (c), line Other (specify)
16) ► \$ 11,492,132. (Part I, column (d) must be on cash basis)**A** Employer identification number

52-1676236

B Telephone number (see instructions)

(270) 831-1544

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 ► **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)
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				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	1,378,843.			
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) ATCH. 2	30.			
12 Total Add lines 1 through 11	625,121.	249,889.	374,202.	ATCH. 1
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH. 3	2,495.			
c Other professional fees (attach schedule) *	71,781.	53,781.		2,495.
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH. 5	7,264.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	5,451.			5,451.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH. 6	3,211.			3,211.
24 Total operating and administrative expenses.	90,202.	53,781.		29,157.
Add lines 13 through 23				
25 Contributions, gifts, grants paid	559,557.			559,557.
26 Total expenses and disbursements. Add lines 24 and 25	649,759.	53,781.	0	588,714.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-24,638.			
b Net investment income (if negative, enter -0-)		570,340.		
c Adjusted net income (if negative, enter -0-)				

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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		210,000.	5,391.	5,391.
	2 Savings and temporary cash investments		423,575.	428,674.	428,674.
	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 ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U S and state government obligations (attach schedule). **		2,126,313.	2,061,107.	2,128,019.
	b Investments - corporate stock (attach schedule) ATCH 8		3,135,323.	3,158,129.	4,904,398.
	c Investments - corporate bonds (attach schedule) ATCH 9		425,626.	439,189.	458,362.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
Liabilities	12 Investments - mortgage loans				
	13 Investments - other (attach schedule) ATCH 10		2,408,181.	2,611,674.	3,567,288.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	15 Other assets (describe ►)				
Net Assets or Fund Balances	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		8,729,018.	8,704,164.	11,492,132.
	17 Accounts payable and accrued expenses		216.		
Liabilities	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)		216.	0	
	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				
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, ► <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	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		6,450,190.	6,425,552.	
	30 Total net assets or fund balances (see instructions)		8,728,802.	8,704,164.	
	31 Total liabilities and net assets/fund balances (see instructions)		8,729,018.	8,704,164.	

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	8,728,802.
2 Enter amount from Part I, line 27a	2	-24,638.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	8,704,164.
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	8,704,164.

**ATCH 7

Form 990-PF (2013)

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)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	374,202.	
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	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	0	

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))
2012	504,499.	9,796,738.	0.051497
2011	291,797.	9,306,233.	0.031355
2010	205,776.	8,410,697.	0.024466
2009	229,720.	7,410,376.	0.031000
2008	308,171.	6,825,828.	0.045148

2 Total of line 1, column (d)	2	0.183466
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	0.036693
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,761,617.
5 Multiply line 4 by line 3	5	394,876.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,703.
7 Add lines 5 and 6	7	400,579.
8 Enter qualifying distributions from Part XII, line 4	8	588,714.

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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	(attach copy of letter if necessary - see instructions)	1	5,703
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . .			
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	5,703
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	5,703
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	7,480	
b	Exempt foreign organizations - tax withheld at source . . .	6b		
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c		
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .	7		7,480
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		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► . . .	10		1,777
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ► 1,777 Refunded ►	11		

Part VII-A Statements Regarding Activities

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? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
1c	<i>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</i>		
2	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? . . .		
	<i>If "Yes," attach a detailed description of the activities</i>		
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? <i>If "Yes," attach a conformed copy of the changes</i> . . .	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? . . .		
	<i>If "Yes," attach the statement required by General Instruction T</i>		
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? . . .		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . .		
8a	Enter the states to which the foundation reports or with which it is registered (see 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . .	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	SCOTT P DAVIS	Telephone no ► 270-831-1544
Located at ► PO BOX 5 HENDERSON, KY ZIP+4 ► 42419-0005		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15	
16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-221. 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ►		
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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 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 2013)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2013?		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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/>	5b	
Organizations relying on a current notice regarding disaster assistance check here ►		<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/>	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>	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 ATTACHED SCHEDULE		0	0	0

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
(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 instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 11		53,781.

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

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 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 10,411,344.
b	Average of monthly cash balances	1b 514,155.
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 10,925,499.
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
3	Subtract line 2 from line 1d	3 10,925,499.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 163,882.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 10,761,617.
6	Minimum investment return. Enter 5% of line 5	6 538,081.

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	1 538,081.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 5,703.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 5,703.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 532,378.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 532,378.
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 532,378.

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 588,714.
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
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 588,714.
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 5,703.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 583,011.

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 instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				532,378.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 , 20 10 , 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 588,714.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				532,378.
e Remaining amount distributed out of corpus	56,336.			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	56,336.			
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 instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	56,336.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	56,336.			

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 2013, 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	Prior 3 years				(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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)(ii)					
(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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED SCHEDULE SEE ATTACHED	NONE	PC	CHARITABLE	559,557.
Total			► 3a	559,557.
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 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	250,889.	
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			18	374,202.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 12				30.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				625,121.	
13 Total. Add line 12, columns (b), (d), and (e)			13		625,121.
(See worksheet in line 13 instructions to verify calculations)					

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

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

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?	Yes	No
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		

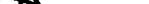
2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign
Here


Signature of officer or trustee

5.12.14
Date

► Admin. agr.

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

Paid Preparer Use Only	Print/Type preparer's name SIDNEY I DILL , CPA	Preparer's signature 	Date 5/7/14	Check <input type="checkbox"/> if self-employed	PTIN P01262937
	Firm's name ► BKD, LLP	Firm's EIN ► 44-0160260			
	Firm's address ► P O BOX 628 EVANSVILLE, IN	47704-0628	Phone no	812-428-6500	

Raymond B. Preston Family Foundation

Officers

**Charlotte Critser
Connie Walaskay
Scott P. Davis
Donald R. Mering
Connie Walaskay
Kay Smith
Chris Melton**

**President
Vice President
Administrative Manager
Assistant Secretary
Secretary
Recording Secretary
Treasurer**

Directors

	<u>Elected</u>	<u>Term</u>
Charlotte Critser	Nov. 2011	2012 - 2014
Leigh Anne Preston	Nov. 2011	2012 - 2014
Daniella Brigham	Nov. 2011	2012 - 2014
Viki Guowitz	Nov. 2011	2012 - 2014
Kent Preston	Nov. 2012	2013 - 2015
Connie Walaskay	Nov. 2012	2013 - 2015
Gary Critser	Nov. 2013	2014 - 2016
Phillip Brigham	Nov. 2013	2014 - 2016
Chris Melton		Ex-Officio Member

**The president will serve for a term of one year or until replaced. A president can be elected in succession not to exceed a three year period.*

**Offices/Directors will serve for a three year period.*

Raymond B. Preston Family Foundation
Scheduled Supplementing Form 990-PF (2013)

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Alice Lloyd College 100 Purpose Road Pippa Passes KY 41844	Legacy	\$ 25,000
American Red Cross 300 Center Street Henderson KY 42420	Civic	\$ 250
Bainbridge Schools Fdn 8489 Madison Avenue NE Bainbridge Island WA 98110	Education	\$ 29,200
Brain Injury Camp P O Box 236 Robards KY 42452 27-1226106	Education	\$ 1,000
Chandler Elementary School 11215 US Hwy 60W Corydon KY 42406	Education	\$ 2,500
Children's Museum of E'ville P O Box 122 Evansville IN 47701 35-1951848	Education	\$ 8,500
City of Henderson P O Box 716 Henderson KY 42420	Civic	\$ 15,000
Community Fdn for Excellence 230 Second Street Henderson KY 42420 20-3030575	Education	\$ 5,000
Experience Autism Together 7439 US Hwy 60 E Henderson KY 42420 27-0731825	Education	\$ 100
Green Valley Baptist Assoc. 2470 S. Green Street Henderson KY 42420	Civic	\$ 900

Raymond B. Preston Family Foundation
Scheduled Supplementing Form 990-PF (2013)

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Habitat for Humanity 1401 N. Fares Avenue Evansville IN 35-1602775	Civic	\$ 500
Happy Feet Equals Learning Feet 1020 St. Rt 56E Morganfield KY 42437 45-5231361	Health & Wellness	\$ 4,500
Henderson Area Arts Alliance P O Box 234 Henderson KY 42419-0234 31-1005619	Arts	\$ 30,000
Henderson Christian Comm. Outreach P. O. Box 363 Henderson KY 42419-0363 61-1109652	Civic	\$ 20,250
Henderson Co. High School/AP 2424 Zion Road Henderson KY 42420	Education	\$ 10,000
Henderson Community College 2660 S. Green Street Henderson KY 42420	Education	\$ 25,000
Henderson Community College C2C 2660 S. Green Street Henderson KY 42420	Education	\$ 25,100
Henderson Leadership Initiative P O Box 596 Henderson KY 42419-0596 20-5075422	Education	\$ 50,000
Hugh E Sandefur Center 1449 Corporate Drive Henderson KY 42420 L-178 A431:EHM	Civic	\$ 50

Raymond B. Preston Family Foundation
Scheduled Supplementing Form 990-PF (2013)

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Humane Society of Henderson 203 Drury Lane Henderson KY 42420 61-6053026	Civic	\$ 10,000
Junior Achievement of West KY 1195 Wing Avenue Owensboro KY 42301 84-1267604	Education	\$ 7,000
Kentucky Wesleyan College 3000 Frederica Street Owensboro KY 42301	Education	\$ 18,000
Lane Goodwin Cancer Fdn. P.O. Box 105 Beech Grove KY 42322 46-1219157	Civic	\$ 500
Lipscomb University 3901 Granny White Pike Nashville TN 37204	Education	\$ 3,000
Military Funeral Detail Post 40 8721 Old US 60 Spottsville KY 42458 26-2883118	Civic	\$ 7,500
Murray State University 200 Heritage Hall Murray KY 42071	Education	\$ 150
Ohio Valley Art League P. O. Box 1043 Henderson KY 42419-1043 61-1209649	Arts	\$ 25,000
Prichard Committee P O Box 1658 Lexington KY 40588-1658 61-0926214	Education	\$ 30,000

Raymond B. Preston Family Foundation
Scheduled Supplementing Form 990-PF (2013)

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
RedBanks Towers & Apts 737 Kimsey Lane Henderson KY 42420 61-1047019	Civic	\$ 1,925
Salvation Army 1213 Washington Street Henderson KY 42420 58-0660607	Civic	\$ 1,500
South Middle School 800 Alves Street Henderson KY 42420	Education	\$ 500
St. Paul's Episcopal Church 5 S. Green Street Henderson KY 42420	Family Pledge (K Preston)	\$ 12,000
The Hosanna Community P.O. Box 958 Hixson TN 37343 62-1489968	Civic	\$ 25,000
The June Buchanan School 100 Purpose Road Pippa Passes KY 41844	Education	\$ 25,000
Thelma B. Johnson Learning Ctr. 631 N. Green Street Henderson KY 42420	Education	\$ 59,000
United Way of Henderson Co. P O Box 1097 Henderson KY 42419-1097 61-0444700	Civic	\$ 1,500
Univ of Southern IN 8600 University Blvd Evansville IN 47712	Education	\$ 8,588
Univ of Wisconsin-Madison 21 N Park Street Room 7468 Madison WI 53715-1218	Family Pledge (Brigham)	\$ 8,000

Raymond B. Preston Family Foundation
Scheduled Supplementing Form 990-PF (2013)

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Volunteer & Information Center 125 First Street, Suite 102 Henderson KY 42420 62-1436387	Civic	\$ 3,000
Western KY University 1 Big Red Way Bowling Green KY 42101	Education	\$ 54,044
WNIN 405 Carpenter Street Evansville IN 47708 35-1307165	Education	\$ 5,500
TOTAL		\$ 559,557

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)	
			TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				152,661.	
60,071.			PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 41,690.			P	VARIOUS	VARIOUS
1,099,080.			PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 918,337.			P	VARIOUS	VARIOUS
67,031.			PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 44,614.			P	VARIOUS	VARIOUS
TOTAL GAIN(LOSS)							<u>374,202.</u>	

ATTACHMENT 1FORM 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	115,577.	115,577.
TAX EXEMPT INTEREST INCOME	1,000.	
ACCRUED INTEREST PURCHASED	-921.	-921.
DIVIDEND INCOME	128,498.	128,498.
RESTRICTED INCOME FBO WKU	6,735.	6,735.
TOTAL	<u>250,889.</u>	<u>249,889.</u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MISCELLANEOUS INCOME	30.	30.
TOTALS	<u>30.</u>	<u>30.</u>

ATTACHMENT 2

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>
ACCOUNTING FEES	2,495.			2,495.
TOTALS	<u>2,495.</u>			<u>2,495.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEESATTACHMENT 4

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES	53,781.	53,781.	18,000.
MISC PROFESSIONAL SERVICES	18,000.		
TOTALS	<u>71,781.</u>	<u>53,781.</u>	<u>18,000.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXESREVENUE
AND
EXPENSES
PER BOOKSDESCRIPTION

2013 ESTIMATES	7,480.
REFUND OF PAYROLL TAXES	-216.
 TOTALS	 <u>7,264.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
DUES & SUBSCRIPTIONS	2,040.	2,040.
INSURANCE	1,156.	1,156.
STATE FILING FEE	15.	15.
TOTALS	<u>3,211.</u>	<u>3,211.</u>

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE DETAIL-W KY FBO PRESTON	5,000.	5,256.
SEE DETAIL-W KY STUDENT DVLP	5,000.	5,256.
SEE DETAIL-PRESTON FAM FDN	19,944.	21,171.
SEE DETAIL-PRESTON FAM FDN	1,987,058.	2,052,401.
SEE DETAIL-PRESTON FAM FDN	44,105.	43,935.
	<u><u>2,061,107.</u></u>	<u><u>2,128,019.</u></u>
US OBLIGATIONS TOTAL		

ATTACHMENT 7

SEE DETAIL-W KY FBO PRESTON
 SEE DETAIL-W KY STUDENT DVLP
 SEE DETAIL-PRESTON FAM FDN
 SEE DETAIL-PRESTON FAM FDN
 SEE DETAIL-PRESTON FAM FDN

FORM 990PF, PART III - CORPORATE STOCKDESCRIPTION

SEE DETAIL-PRESTON FAMILY FDN

TOTALS

BOOK VALUEENDING
FMV

3,158,129.

4,904,398.

3,158,129.4,904,398.ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

SEE DETAIL-W KY FBO PRESTON
SEE DETAIL-W KY FBO PRESTON
SEE DETAIL-STUDENT DEVELOPMENT
SEE DETAIL-PRESTON FAMILY FDN
SEE DETAIL-PRESTON FAMILY FDN

TOTALS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
SEE DETAIL-W KY FBO PRESTON	14,652.	16,220.
SEE DETAIL-W KY FBO PRESTON	5,208.	4,704.
SEE DETAIL-STUDENT DEVELOPMENT	2,893.	2,688.
SEE DETAIL-PRESTON FAMILY FDN	394,297.	414,590.
SEE DETAIL-PRESTON FAMILY FDN	22,139.	20,160.
	<u>439,189.</u>	<u>458,362.</u>

ATTACHMENT 9

Report Date: **April 24, 2014**
 Time Prepared: **01:27:44 PM**
 Requested By: **KAREN JOHNSON**
 Includes **Account: 52 00 7174 0 01 AGENT FOR PRESTON FAMILY FOUNDATION**

OHIO VALLEY FINANCIAL GROUP

Account Holdings as of 12/31/2013

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
U.S. GOVT AGENCIES						
313380LM7	FHLB 2.900% 09/05/25	50,000.0000	44,104.76	87.87	43,935.00	12/31/2013
Total	U.S. GOVT AGENCIES	50,000.0000	44,104.76		43,935.00	
TAX-EXEMPT MUNICIPAL BDS & NTS						
02765UCU6	AM 5.514% 2/15/21 TX	50,000.0000	50,001.54	106.974	53,487.00	12/31/2013
068524EW3	BAR 5.370% 12/15/24	40,000.0000	40,489.07	104.351	41,740.40	12/31/2013
077006EN0	BEE 5.700% 08/01/23	50,000.0000	50,001.14	108.213	54,106.50	12/31/2013
091096CV7	BIRM 3.463% 01/01/17	50,000.0000	49,500.00	104.678	52,339.00	12/31/2013
102885GV6	BOWL 5.480% 06/01/21	100,000.0000	100,000.00	108.428	108,428.00	12/31/2013
118631AL4	BUCK 3.680% 12/15/22	50,000.0000	50,000.00	99.847	49,923.50	12/31/2013
134041EF5	CAM 6.25% 8/1/26 TXBL	50,000.0000	50,038.50	108.855	54,427.50	12/31/2013
145217CJ2	CAR 6 000% 12/01/26	35,000.0000	35,000.00	105.17	36,809.50	12/31/2013
158249JK9	CHA 4% 06/01/17 TXBL	100,000.0000	100,813.00	107.246	107,246.00	12/31/2013
167486ME6	CHI 5.114% 12/01/25	25,000.0000	27,776.00	90.921	22,730.25	12/31/2013
16753XAG7	CH 4.41% 1/1/17 TXBL	100,000.0000	100,000.00	103.661	103,661.00	12/31/2013
199098BH6	COLU 4 000% 08/15/22	50,000.0000	49,875.00	98.803	49,401.50	12/31/2013
221039CK4	CORY 5.500% 01/15/24	50,000.0000	50,000.00	106.48	53,240.00	12/31/2013
299620ED2	EV 5 9% 7/15/26 TXBL	50,000.0000	51,575.00	106.193	53,096.50	12/31/2013
312432RW9	FAYE 5.125% 06/01/22	50,000.0000	49,234.27	93.992	46,996.00	12/31/2013
349035KE4	FT 6% 08/01/24 TXBL	50,000.0000	50,002.00	106.967	53,483.50	12/31/2013
424794BY0	HEND 4.400% 11/01/22	50,000.0000	49,997.50	103.962	51,981.00	12/31/2013
452152BH3	IL 5.363% 2/1/19 TXB	100,000.0000	100,000.00	106.482	106,482.00	12/31/2013
472904P21	JEFF 5.125% 11/01/29	100,000.0000	100,971.00	96.784	96,784.00	12/31/2013
47689RQA0	JESS 6.350% 08/01/27	50,000.0000	50,010.50	108.213	54,106.50	12/31/2013
491089PU6	KEN 4 85% 9/1/18 TXB	50,000.0000	50,363.87	109.768	54,884.00	12/31/2013
491189FV3	KYST 2.668% 04/01/21	50,000.0000	50,000.00	91.71	45,855.00	12/31/2013
518651PB4	LAU 5.65% 8/1/22 TXB	50,000.0000	50,003.01	101.089	50,544.50	12/31/2013
546585EB2	LO 5.15% 11/15/25 TX	25,000.0000	25,000.57	108.215	27,053.75	12/31/2013
590545TE9	MESA 3.919% 07/01/24	25,000.0000	25,354.75	95.973	23,993.25	12/31/2013
597502BE2	MI 5.355% 5/15/19 TX	25,000.0000	25,675.00	112.122	28,030.50	12/31/2013
616640CC0	MOR 5.6% 11/1/22 TXB	50,000.0000	49,995.66	105.111	52,555.50	12/31/2013
65888UAG8	ND 4.9% 10/01/16 TXB	25,000.0000	25,310.00	106.324	26,581.00	12/31/2013
691021KS7	OWEN 5.030% 01/01/22	50,000.0000	50,000.00	102.71	51,355.00	12/31/2013
7500216K8	RACI 4.000% 12/01/24	50,000.0000	52,161.00	103.462	51,731.00	12/31/2013
770565AZ2	ROBT 4.500% 09/01/27	50,000.0000	50,000.00	98.39	49,195.00	12/31/2013
777543TH2	ROSE 3.250% 12/01/18	75,000.0000	77,296.50	100.745	75,558.75	12/31/2013
787760JF5	ST IL 4.95% 12/15/22	100,000.0000	100,955.00	102.885	102,885.00	12/31/2013
935007QT4	WARR 6.000% 06/01/24	50,000.0000	49,658.50	106.682	53,341.00	12/31/2013
987720CU1	YOUN 4 959% 12/15/18	100,000.0000	100,000.00	108.368	108,368.00	12/31/2013
Total	TAX-EXEMPT MUNICIPAL BDS & NT	1,975,000.0000	1,987,058.38		2,052,400.90	
CORPORATE BDS & NTS						
0258M0DF3	AME 1.33435% 6/12/15	25,000.0000	25,612.50	101.335	25,333.75	12/31/2013
172967EH0	CITI 6.000% 08/15/17	25,000.0000	24,750.43	113.976	28,494.00	12/31/2013
189054AS8	CLO 3.800% 11/15/21	50,000.0000	51,950.50	100.635	50,317.50	12/31/2013
191216AM2	COCA 4 875% 03/15/19	25,000.0000	25,051.32	112.10	28,025.00	12/31/2013
369604BC6	GE 5.250% 12/06/17	30,000.0000	29,403.00	113.194	33,958.20	12/31/2013
36962G4T8	GE 2.250% 11/09/15	50,000.0000	48,867.00	103.061	51,530.50	12/31/2013
38143USB8	GOL 1.23770% 02/7/14	50,000.0000	48,875.00	100.07	50,035.00	12/31/2013
40429CFV9	HSBC .49360% 1/15/14	50,000.0000	48,328.00	100.001	50,000.50	12/31/2013
87612EAP1	TARG 5.375% 05/01/17	25,000.0000	24,795.00	112.405	28,101.25	12/31/2013

Report Date: **April 24, 2014**
 Time Prepared: **01:27:44 PM**
 Requested By: **KAREN JOHNSON**
 Includes: **Account: 52 00 7174 0 01 AGENT FOR PRESTON FAMILY FOUNDATION**

OHIO VALLEY FINANCIAL GROUP

Account Holdings as of 12/31/2013

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	112.326	16,848.90	12/31/2013
961214BN2	WEST 3.000% 08/04/15	50,000 0000	51,640.00	103.89	51,945.00	12/31/2013
Total	CORPORATE BDS & NTS	395,000.0000	394,297.12		414,589.60	
COMMON STOCK - LARGE CAP						
001055102	AFLAC	1,200.0000	46,785.70	66.80	80,160.00	12/31/2013
00206R102	AT&T INC.	1,000.0000	29,718.61	35.16	35,160.00	12/31/2013
002824100	ABBOTT LABORATORIES	1,200.0000	31,747.96	38.33	45,996.00	12/31/2013
00287Y109	ABBVIE INC	1,000.0000	28,689.97	52.81	52,810.00	12/31/2013
02209S103	ALTRIA GROUP INC	1,100.0000	23,073.48	38.39	42,229.00	12/31/2013
031162100	AMGEN	300.0000	31,551.43	114.08	34,224.00	12/31/2013
037411105	APACHE CORPORATION	600.0000	46,556.21	85.94	51,564.00	12/31/2013
037833100	APPLE INC	600.0000	150,549.75	561.02	336,612.00	12/31/2013
053015103	AUTO DATA PROCESSING	500.0000	18,877.75	80.799	40,399.50	12/31/2013
075896100	BED BATH & BEYOND	1,000.0000	64,855.09	80.30	80,300.00	12/31/2013
09253U108	BLACKSTONE GROUP LP	2,500.0000	44,062.30	31.50	78,750.00	12/31/2013
149123101	CATERPILLAR INC	1,100.0000	55,903.68	90.81	99,891.00	12/31/2013
151020104	CELGENE CORP	300.0000	21,643.03	168.968	50,690.40	12/31/2013
166764100	CHEVRON CORP	200.0000	24,297.75	124.91	24,982.00	12/31/2013
17275R102	CISCO SYSTEMS	1,700 0000	36,370.90	22.43	38,131.00	12/31/2013
172967424	CITIGROUP INC NEW	1,500.0000	78,930.15	52.11	78,165.00	12/31/2013
194162103	COLGATE PALMOLIVE CO	200.0000	8,719.35	65.21	13,042.00	12/31/2013
20825C104	CONOCOPHILLIPS	400.0000	17,981.70	70.65	28,260.00	12/31/2013
25179M103	DEVON ENERGY CORP	800.0000	59,094.77	61.87	49,496.00	12/31/2013
254687106	DISNEY (WALT) CO	800.0000	23,200.27	76.40	61,120.00	12/31/2013
260003108	DOVER CORP	400.0000	26,981.97	96.54	38,616.00	12/31/2013
26441C204	DUKE ENERGY HLDG COR	200.0000	11,216.82	69.01	13,802.00	12/31/2013
268648102	EMC CORPORATION	1,000.0000	23,945.19	25.15	25,150.00	12/31/2013
30219G108	EXPRESS SCRIPTS HOLD	400.0000	21,320.28	70.24	28,096.00	12/31/2013
30231G102	EXXON MOBIL CORP	800 0000	47,687.07	101.20	80,960.00	12/31/2013
30303M102	FACEBOOK INC	1,000.0000	32,903.73	54.649	54,649.00	12/31/2013
35671D857	FREEPORT-MCMORAN COP	1,100.0000	25,949.97	37.74	41,514.00	12/31/2013
369550108	GENERAL DYNAMICS	300 0000	20,573.53	95.55	28,665.00	12/31/2013
369604103	GEN ELECTRIC COM	3,200.0000	33,653.84	28.03	89,696.00	12/31/2013
370334104	GENERAL MLS INC	1,050.0000	26,578.22	49.91	52,405.50	12/31/2013
38141G104	GOLDMAN SACHS	450.0000	67,672.87	177.26	79,767.00	12/31/2013
38259P508	GOOGLE INC "CLASS A"	100.0000	48,204.50	1,120.71	112,071.00	12/31/2013
40414L109	HCP INC	1,200.0000	41,206.48	36.32	43,584.00	12/31/2013
458140100	INTEL CORP	1,000.0000	4,530.67	25.955	25,955.00	12/31/2013
459200101	IBM COM	300.0000	28,303.36	187.57	56,271.00	12/31/2013
46625H100	JPMORGAN CHASE & CO	2,300 0000	91,967.07	58.48	134,504.00	12/31/2013
466313103	JABIL CIRCUIT INC	400.0000	7,744.46	17.44	6,976.00	12/31/2013
478160104	JOHNSON & JOHNSON	500.0000	32,318.30	91.59	45,795.00	12/31/2013
478366107	JOHNSON CONTROLS INC	900.0000	29,797.50	51.30	46,170.00	12/31/2013
500255104	KOHL'S CORP	600.0000	30,640.51	56.75	34,050.00	12/31/2013
565849106	MARATHON OIL CORP	300.0000	8,078.49	35.30	10,590.00	12/31/2013
56585A102	MARATHON PETE CORP	150.0000	5,298.80	91.73	13,759.50	12/31/2013
580135101	MCDONALDS CORP	625.0000	49,886.67	97.03	60,643.75	12/31/2013
594918104	MICROSOFT CORP	300.0000	1,795.34	37.41	11,223.00	12/31/2013
61945C103	MOSAIC CO NEW	700.0000	35,485.05	47.27	33,089.00	12/31/2013
65339F101	NEXTERA ENERGY	700.0000	39,081.10	85.62	59,934.00	12/31/2013
670346105	NUCOR CORP	1,500.0000	66,005.79	53.38	80,070.00	12/31/2013
693506107	PPG INDUSTRIES, INC	300.0000	17,662.00	189.66	56,898.00	12/31/2013

Report Date:

April 24, 2014

OHIO VALLEY FINANCIAL GROUP

Time Prepared:

01:27:44 PM

Requested By:

KAREN JOHNSON

Includes:

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

Account Holdings as of 12/31/2013

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
704549104	PEABODY ENERGY	1,400.0000	37,257.23	19.53	27,342.00	12/31/2013
713448108	PEPSICO	300.0000	20,463.52	82.94	24,882.00	12/31/2013
74005P104	PRAXAIR INC.	300.0000	18,410.17	130.03	39,009.00	12/31/2013
742718109	PROCTOR & GAMBLE	800.0000	49,633.48	81.41	65,128.00	12/31/2013
744320102	PRUDENTIAL FIN.	1,100.0000	58,101.91	92.22	101,442.00	12/31/2013
747525103	QUALCOMM INC	1,500.0000	62,425.91	74.25	111,375.00	12/31/2013
755111507	RAYTHEON CO	300.0000	18,534.83	90.70	27,210.00	12/31/2013
759937204	RENAISSANCE CAP ETF	1,000.0000	20,202.40	21.86	21,860.00	12/31/2013
78464A888	S&P HOMEBUILDERS ETF	1,000.0000	29,985.00	33.30	33,300.00	12/31/2013
803054204	SAP AG	150.0000	8,110.80	87.14	13,071.00	12/31/2013
806857108	SCHLUMBERGER LTD	900.0000	51,433.74	90.11	81,099.00	12/31/2013
857477103	STATE STREET CORP	300.0000	11,985.27	73.39	22,017.00	12/31/2013
863667101	STRYKER CORP	500.0000	25,776.77	75.14	37,570.00	12/31/2013
871829107	SYSCO CORP	1,900.0000	43,550.61	36.10	68,590.00	12/31/2013
872540109	TJX CO., INC	900.0000	19,088.92	63.73	57,357.00	12/31/2013
87971M103	TELUS CORP NPV	1,200.0000	26,464.90	34.44	41,328.00	12/31/2013
881624209	TEVA PHAR INDUS ADR	2,000.0000	100,828.06	40.08	80,160.00	12/31/2013
892331307	TOYOTA MTR CORP	1,000.0000	79,596.50	121.92	121,920.00	12/31/2013
904767704	UNILEVER ADR	600.0000	15,101.75	41.20	24,720.00	12/31/2013
907818108	UNION PACIFIC CORP	400.0000	23,073.34	168.00	67,200.00	12/31/2013
913017109	UNITED TECHNOLOGIES	1,100.0000	66,390.48	113.80	125,180.00	12/31/2013
91324P102	UNITEDHEALTH GROUP	1,500.0000	76,436.73	75.30	112,950.00	12/31/2013
91913Y100	VALERO ENERGY	600.0000	20,071.27	50.40	30,240.00	12/31/2013
92220P105	VARIAN MEDICAL SYS	1,000.0000	46,011.47	77.69	77,690.00	12/31/2013
92240G101	VECTREN CORP	600.0000	17,749.28	35.50	21,300.00	12/31/2013
92343V104	VERIZON COMM	800.0000	26,382.24	49.14	39,312.00	12/31/2013
92553P201	VIACOM INC	600.0000	19,242.54	87.34	52,404.00	12/31/2013
92826C839	VISA INC	600.0000	35,047.21	222.68	133,608.00	12/31/2013
92857W209	VODAFONE GROUP PLC	1,700.0000	46,879.60	39.31	66,827.00	12/31/2013
931142103	WALMART STORES INC	500.0000	33,945.25	78.69	39,345.00	12/31/2013
931422109	WALGREEN COMPANY	700.0000	24,818.76	57.44	40,208.00	12/31/2013
94106L109	WASTE MANAGEMENT	850.0000	29,109.13	44.87	38,139.50	12/31/2013
949746101	WELLS FARGO & CO NEW	1,600.0000	49,760.43	45.40	72,640.00	12/31/2013
G1151C101	ACCENTURE PLC	600.0000	21,786.23	82.22	49,332.00	12/31/2013
G29183103	EATON CORP PLC	700.0000	30,384.43	76.12	53,284.00	12/31/2013
G3157S106	ENSCO PLC	1,000.0000	49,622.85	57.18	57,180.00	12/31/2013
G6359F103	NABORS INDUST LTD	800.0000	15,730.27	16.99	13,592.00	12/31/2013
H8817H100	TRANSOCEAN LTD	1,300.0000	70,413.45	49.42	64,246.00	12/31/2013
Y0486S104	AVAGO TECHNOLOGIES	1,200.0000	39,222.90	52.879	63,454.80	12/31/2013
Total	COMMON STOCK - LARGE CAP	75,075.0000	3,158,129.06		4,904,397.95	
PREFERRED STOCK						
73936T565	POWERSHARES GLOBAL	1,500.0000	22,139.25	13.44	20,160.00	12/31/2013
Total	PREFERRED STOCK	1,500.0000	22,139.25		20,160.00	
MUTUAL FDS-GOVERNMENT BONDS						
31428Q747	FED ULTRASHORT BD	5,531.9040	51,106.74	9.15	50,616.92	12/31/2013
315912600	FIDELITY SC DISCOV	23,825.6350	561,861.52	31.26	744,789.35	12/31/2013
411511306	HARBOR INTL FUND	8,334.2630	435,199.38	71.01	591,816.02	12/31/2013
47103E684	JANUS TWENTY "D"	1,385.0720	78,620.51	63.47	87,910.52	12/31/2013
641224100	NEU BERM GENESIS INV	8,045.2300	215,998.71	41.73	335,727.45	12/31/2013
683974505	OPPEN DEV MKTS "Y"	5,322.4320	178,112.64	37.56	199,910.55	12/31/2013

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OHIO VALLEY FINANCIAL GROUP

Account Holdings as of 12/31/2013

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
779556109	T ROWE PRICE MC FD	10,317.4840	485,360.86	72.78	750,906.49	12/31/2013
880208400	TEMPLETON GLOBAL BD	15,681.9020	211,373.02	13.09	205,276.10	12/31/2013
Total	MUTUAL FDS-GOVERNMENT BOND	78,443.9220	2,217,633.38		2,966,953.40	
MISC CASH EQUIV-TXBL						
60934N112	PRIME MGMT OBLG #017	416,562.4500	416,562.45	1.00	416,562.45	12/31/2013
Total	MISC CASH EQUIV-TXBL	416,562.4500	416,562.45		416,562.45	
ZERO CPN BDS-MUNIS						
71781LBM0	PHIL 0.000% 04/15/18	25,000.0000	19,943.50	84.688	21,172.00	12/31/2013
Total	ZERO CPN BDS-MUNIS	25,000.0000	19,943.50		21,172.00	

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 Includes: **Account: 52 01 7174 0 01 AGENT WESTERN KY UNIV FBO PRESTON CENTER**

OHIO VALLEY FINANCIAL GROUP

Account Holdings as of 12/31/2013

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
TAX-EXEMPT MUNICIPAL BDS & NTS						
616640CC0	MOR 5.6% 11/1/22 TXB	5,000.0000	4,999.57	105.111	5,255.55	12/31/2013
Total	TAX-EXEMPT MUNICIPAL BDS & NT	5,000.0000	4,999.57		5,255.55	
CORPORATE BDS & NTS						
437076AP7	HOME 5.400% 03/01/16	10,000.0000	9,887.76	109.689	10,968.90	12/31/2013
91324PAM4	UHG 4.875% 03/15/15	5,000.0000	4,763.84	105.024	5,251.20	12/31/2013
Total	CORPORATE BDS & NTS	15,000.0000	14,651.60		16,220.10	
PREFERRED STOCK						
73936T565	POWERSHARES GLOBAL	350.0000	5,208.00	13.44	4,704.00	12/31/2013
Total	PREFERRED STOCK	350.0000	5,208.00		4,704.00	
MUTUAL FDS-GOVERNMENT BONDS						
315912600	FIDELITY SC DISCOV	997.6600	24,439.88	31.26	31,186.85	12/31/2013
411511306	HARBOR INTL FUND	380.9440	19,585.81	71.01	27,050.83	12/31/2013
641224100	NEU BERM GENESIS INV	435.8400	12,208.96	41.73	18,187.60	12/31/2013
683974505	OPPEN DEV MKTS "Y"	411.9030	14,169.84	37.56	15,471.08	12/31/2013
693390700	PIMCO TTL RETURN FD	953.1000	10,124.02	10.69	10,188.64	12/31/2013
779547108	T ROWE EQUITY INCOME	2,074.5550	54,138.94	32.84	68,128.39	12/31/2013
77954Q106	T. ROWE BLUE CHIP	1,139.7410	25,974.92	64.60	73,627.27	12/31/2013
779556109	T ROWE PRICE MC FD	519.1680	22,689.31	72.78	37,785.05	12/31/2013
880208400	TEMPLETON GLOBAL BD	394.4160	5,217.24	13.09	5,162.91	12/31/2013
Total	MUTUAL FDS-GOVERNMENT BOND	7,307.3270	188,548.92		286,788.62	
MISC CASH EQUIV-TXBL						
60934N112	PRIME MGMT OBLG #017	6,401.9200	6,401.92	1.00	6,401.92	12/31/2013
Total	MISC CASH EQUIV-TXBL	6,401.9200	6,401.92		6,401.92	

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 Includes: **Account: 52 02 7174 0 01 AGENT WESTERN KY UNIV FBO STUDENT DEVELOPMENT**

OHIO VALLEY FINANCIAL GROUP

Account Holdings as of 12/31/2013

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
TAX-EXEMPT MUNICIPAL BDS & NTS						
616640CC0	MOR 5.6% 11/1/22 TXB	5,000 0000	4,999.57	105.111	5,255.55	12/31/2013
Total	TAX-EXEMPT MUNICIPAL BDS & NT	5,000.0000	4,999.57		5,255.55	
PREFERRED STOCK						
73936T565	POWERSHARES GLOBAL	200.0000	2,893.04	13.44	2,688.00	12/31/2013
Total	PREFERRED STOCK	200.0000	2,893.04		2,688.00	
MUTUAL FDS-GOVERNMENT BONDS						
31428Q747	FED ULTRASHORT BD	327.9830	3,027.11	9.15	3,001.04	12/31/2013
315912600	FIDELITY SC DISCOV	1,300.5790	33,466.45	31.26	40,656.10	12/31/2013
411511306	HARBOR INTL FUND	528 2510	27,480.78	71.01	37,511.10	12/31/2013
641224100	NEU BERM GENESIS INV	864 1740	23,729.77	41.73	36,061.98	12/31/2013
683974505	OPPEN DEV MKTS "Y"	470.5300	16,204.73	37.56	17,673.11	12/31/2013
693390700	PIMCO TTL RETURN FD	1,860.1580	20,347.13	10.69	19,885.09	12/31/2013
77954Q106	T. ROWE BLUE CHIP	1,260 3870	29,353.10	64.60	81,421.00	12/31/2013
779556109	T ROWE PRICE MC FD	849.9670	36,103.96	72.78	61,860.60	12/31/2013
880208400	TEMPLETON GLOBAL BD	302.7010	4,129.37	13.09	3,962.36	12/31/2013
922031794	VANG GNMA FD ADM	554.5950	5,973.47	10.42	5,778.88	12/31/2013
922031836	VANG S-T INV GRD ADM	535 9160	5,676.29	10.70	5,734.30	12/31/2013
Total	MUTUAL FDS-GOVERNMENT BOND	8,855.2410	205,492.16		313,545.56	
MISC CASH EQUIV-TXBL						
60934N112	PRIME MGMT OBLG #017	5,709.6100	5,709.61	1.00	5,709.61	12/31/2013
Total	MISC CASH EQUIV-TXBL	5,709.6100	5,709.61		5,709.61	

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
OHIO VALLEY FINANCIAL GROUP PO BOX 5 HENDERSON, KY 42419 MANAGEMENT OF FOUNDATION		53,781.
	TOTAL COMPENSATION	<u>53,781.</u>

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
MISCELLANEOUS INCOME		01			
TOTALS					<u>30.</u>

ATTACHMENT 12