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

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

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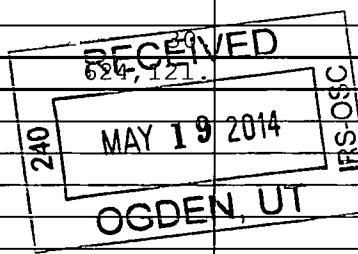
For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

| | | |
|---|--|--|
| Name of foundation RAYMOND B. PRESTON FAMILY FOUNDATION | | A Employer identification number 52-1676236 |
| Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 5 | Room/suite | B Telephone number (see instructions) (270) 831-1544 |
| City or town, state or province, country, and ZIP or foreign postal code HENDERSON, KY 42419-0005 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply | <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change | <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 11,492,132. | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 | | 250,889. | 249,889. | | ATCH 1 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 374,202. | | | |
| b Gross sales price for all assets on line 6a | 1,378,843. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 374,202. | | |
| 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. | | | |
| 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. | | | 2,495. |
| c Other professional fees (attach schedule) * | | 71,781. | 53,781. | | 18,000. |
| 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. Add lines 13 through 23 | | 90,202. | 53,781. | | 29,157. |
| 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 | | -24,638. | | | |
| a Excess of revenue over expenses and disbursements | | | 570,340. | | |
| b Net investment income (if negative, enter -0-) | | | | | |
| 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) ▶ | | | | |
| 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 ▶) | | | | | |
| 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. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | 216. | | |
| | 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 | |
| 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, . . . ▶ <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) F M V as of 12/31/69

(j) Adjusted basis
as of 12/31/69(k) Excess of col (i)
over col (j), if any(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**a****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 }**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 Date of ruling or determination letter _____ (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 <input checked="" type="checkbox"/> 1,777. Refunded <input type="checkbox"/> | 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 Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

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 instructions). | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions). | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |
| Website address ▶ N/A | | | | |
| 14 | The books are in care of ▶ 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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 | | | |
| 16 | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No X |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ | | | | |

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

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

| | | Yes | No |
|-----|---|-----|----|
| 1a | During the year did the foundation (either directly or indirectly) | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <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 2013? | 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 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.) | 2b | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If "Yes," did it have excess business holdings in 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.) | 3b | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | 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 instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

| 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 | |

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

| | | | |
|----------|--|-----------|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a | Average monthly fair market value of securities | 1a | 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 <u>11</u> , 20 <u>10</u> , 20 <u>09</u> | | | | |
| 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 ▶ \$ <u>588,714.</u> | | | | |
| 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. | | | |

NOT APPLICABLE

| | |
|--|--|
| | |
|--|--|

| | | |
|---------------|--|------------|
| 4942(i)(3) or | | 4942(i)(5) |
|---------------|--|------------|

[illegible]

1 Information Regarding Foundation Managers:

N/A

N/A

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.

c Any submission deadlines

JSA
3E1490 1 000

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

| <div>Recipient</div> <div>Name and address (home or business)</div> | 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 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 | | | | | |
| 8 | Gain or (loss) from sales of assets other than inventory | | | 18 | 374,202. | |
| 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. |

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

[illegible]

Raymond B. Preston Family Foundation

Officers

| | |
|-------------------|------------------------|
| Charlotte Critser | President |
| Connie Walaskay | Vice President |
| Scott P. Davis | Administrative Manager |
| Donald R. Mering | Assistant Secretary |
| Connie Walaskay | Secretary |
| Kay Smith | Recording Secretary |
| Chris Melton | 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 Gurowitz | 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 |
| | | | | | | | 18,381. | |
| 1,099,080. | | PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 918,337. | | | | P | VARIOUS | VARIOUS |
| | | | | | | | 180,743. | |
| 67,031. | | PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 44,614. | | | | P | VARIOUS | VARIOUS |
| | | | | | | | 22,417. | |
| TOTAL GAIN (LOSS) | | | | | | | <u>374,202.</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 | 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> |

ATTACHMENT 2

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

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <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. | |
| MISC PROFESSIONAL SERVICES | 18,000. | | 18,000. |
| TOTALS | <u>71,781.</u> | <u>53,781.</u> | <u>18,000.</u> |

ATTACHMENT 5FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> |
|-------------------------|---|
| 2013 ESTIMATES | 7,480. |
| REFUND OF PAYROLL TAXES | -216. |
| TOTALS | <u>7,264.</u> |

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

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

| <u>CHARITABLE PURPOSES</u> | |
|--------------------------------|---------------|
| | 2,040. |
| | 1,156. |
| | 15. |
| | <u>3,211.</u> |

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

ATTACHMENT 7

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|-------------------------------|----------------------|-------------------|
| | | |
| SEE DETAIL-W KY FBO PRESTON | 5,000. | 5,256. |
| SEE DETAIL-W KY STUDENT DVL P | 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. |
| US OBLIGATIONS TOTAL | <u>2,061,107.</u> | <u>2,128,019.</u> |

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

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

SEE DETAIL-PRESTON FAMILY FDN

| | | |
|--|------------|------------|
| | 3,158,129. | 4,904,398. |
|--|------------|------------|

TOTALS

| | | |
|--|-------------------|-------------------|
| | <u>3,158,129.</u> | <u>4,904,398.</u> |
|--|-------------------|-------------------|

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

| <u>DESCRIPTION</u> | <u>ENDING 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. |
| TOTALS | <u>439,189.</u> | <u>458,362.</u> |

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION

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

| | | |
|-------------------------------|------------|------------|
| SEE DETAIL-W KY FBO PRESTON | 188,549. | 286,789. |
| SEE DETAIL-W KY STUDENT DEV | 205,492. | 313,546. |
| SEE DETAIL-PRESTON FAMILY FDN | 2,217,633. | 2,966,953. |

TOTALS

| | | |
|--|-------------------|-------------------|
| | <u>2,611,674.</u> | <u>3,567,288.</u> |
|--|-------------------|-------------------|

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 |
|---|--|-----------------------|---------------------|------------|---------------------|------------|
| 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 TXB | 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*

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 |
|---------------------------------|--------------------------------|---------------------|-------------------|------------|-------------------|------------|
| 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 |

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. | Securty 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 | |

Report Date: April 24, 2014

OHIO VALLEY FINANCIAL GROUP

Time Prepared 01:27:44 PM

Requested By KAREN JOHNSON

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

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 | |

Report Date: April 24, 2014

OHIO VALLEY FINANCIAL GROUP

Time Prepared: 01:27:44 PM

Requested By: KAREN JOHNSON

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

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> |

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

| <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 | 30. | |
| TOTALS | | | | <u>30.</u> | |