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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

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

2014

Open to Public
Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation Raymond B Preston Family Foundation		A Employer identification number 52-1676236
% SCOTT P DAVIS Number and street (or P O box number if mail is not delivered to street address) PO Box 5 Suite		B Telephone number (see instructions) (270) 831-1544
City or town, state or province, country, and ZIP or foreign postal code Henderson, KY 424190005		C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply 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 <input type="checkbox"/>		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <input type="checkbox"/>		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 11,881,898	J Accounting method Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	200,000			
	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.	277,532	273,394		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	501,424			
	b Gross sales price for all assets on line 6a 1,780,737				
	7 Capital gain net income (from Part IV, line 2)		501,424		
	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)	75			
	12 Total. Add lines 1 through 11	979,031	774,818		
Operating and Administrative Expenses	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)	2,475	0	0	2,475
	c Other professional fees (attach schedule)	82,893	61,893		21,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,943			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,670			5,670
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,712			2,712
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	97,693	61,893	0	31,857
	25 Contributions, gifts, grants paid.	596,205			596,205
	26 Total expenses and disbursements. Add lines 24 and 25	693,898	61,893	0	628,062
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	285,133			
	b Net investment income (if negative, enter -0-)		712,925		
	c Adjusted net income (if negative, enter -0-)				

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing	5,391	600	600
2	Savings and temporary cash investments	428,674	200,801	200,801
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			
10a	Investments—U S and state government obligations (attach schedule)	2,061,107	2,010,613	2,119,403
b	Investments—corporate stock (attach schedule)	3,158,129	3,389,096	5,399,162
c	Investments—corporate bonds (attach schedule)	439,189	665,822	690,781
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	2,611,674	2,721,769	3,471,151
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)	8,704,164	8,988,701	11,881,898
Liabilities	17	Accounts payable and accrued expenses		
	18	Grants payable		
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)		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, check here ► <input checked="" type="checkbox"/> 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	6,425,552	6,710,089	
30	Total net assets or fund balances (see instructions)	8,704,164	8,988,701	
31	Total liabilities and net assets/fund balances (see instructions)	8,704,164	8,988,701	

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	8,704,164
2	Enter amount from Part I, line 27a	2	285,133
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	8,989,297
5	Decreases not included in line 2 (itemize) ►	5	596
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,988,701

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P		
c	PUBLICLY TRADED SECURITIES	P		
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	1,454,284		1,206,499	247,785
b	32,580		25,354	7,226
c	78,649		47,460	31,189
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				247,785
b				7,226
c				31,189
d				
e				
2	Capital gain net income or (net capital loss)	<small>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</small>	2	501,424
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<small>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</small>	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	583,011	10,761,617	0 054175
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	0 031
2 Total of line 1, column (d).			2 0 192493
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 038499
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			4 11,661,623
5 Multiply line 4 by line 3.			5 448,961
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 7,129
7 Add lines 5 and 6.			7 456,090
8 Enter qualifying distributions from Part XII, line 4.			8 628,062

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	7,129
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	7,129
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	7,129
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	5,720
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	5,720
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 <input checked="" type="checkbox"/>	9	1,409
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input checked="" type="checkbox"/>	10	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input checked="" type="checkbox"/> Refunded <input checked="" 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? <input checked="" type="checkbox"/>	1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	No
<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>			
1c	Did the foundation file Form 1120-POL for this year?	1c	No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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> <input checked="" type="checkbox"/>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> <input checked="" type="checkbox"/>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
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>	7	Yes
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? <i>If "No," attach explanation.</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	Yes

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	Yes	

14 The books are in care of ►SCOTT P DAVIS Telephone no ►(270) 831-1544
Located at ►PO BOX 5 Henderson KY ZIP +4 ►424190005

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year ►

16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► 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? ► Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► 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. ►	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 2014?	1c	No	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
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 ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	No	

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). (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 <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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>		5b
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? <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No	
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b No
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?		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).

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	SEE ATTACHED SCHEDULE	0	0	
PO Box 5 Henderson KY 424190005	0			

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

E - Compensation of five highest paid employees (other than those included on line 2 - see instructions). 1. (a) (b) (c) (d) (e)				
(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
Total number of other employees paid over \$50,000				

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
Ohio Valley Financial Group	0	61,89
PO BOX 5		
HENDERSON, KY 42419		
	</	

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

3

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

3

All other program-related investments See instructions

3

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 11,490,008
b	Average of monthly cash balances.	1b 349,203
c	Fair market value of all other assets (see instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 11,839,211
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2 0
3	Subtract line 2 from line 1d.	3 11,839,211
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 177,588
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 11,661,623
6	Minimum investment return. Enter 5% of line 5.	6 583,081

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.	1 583,081
2a	Tax on investment income for 2014 from Part VI, line 5.	2a 7,129
b	Income tax for 2014 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 7,129
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 575,952
4	Recoveries of amounts treated as qualifying distributions.	4 75
5	Add lines 3 and 4.	5 576,027
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.	7 576,027

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 628,062
b	Program-related investments—total from Part IX-B.	1b 0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2 0
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a 0
b	Cash distribution test (attach the required schedule).	3b 0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 628,062
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 7,129
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 620,933

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				576,027
2 Undistributed income, if any, as of the end of 2014			0	
a Enter amount for 2013 only.				
b Total for prior years 2012, 2011, 2010		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.	56,336			
f Total of lines 3a through e.	56,336			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 628,062			0	
a Applied to 2013, 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 2014 distributable amount.				576,027
e Remaining amount distributed out of corpus	52,035			
5 Excess distributions carryover applied to 2014 (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:	108,371			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0	
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.		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a.	108,371			
10 Analysis of line 9				
a Excess from 2010.				
b Excess from 2011.				
c Excess from 2012.				
d Excess from 2013.	56,336			
e Excess from 2014.	52,035			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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 email 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 Henderson, KY 42419	NONE	PC	CHARITABLE	596,205
Total			► 3a	596,205
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
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	277,532
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	501,424
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a RECOVERY OF 2013 QUALIFYING DISTRIBUTION				01	75
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).					779,031
13 Total. Add line 12, columns (b), (d), and (e).				13	779,031
(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**

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash.	1a(1)	No
(2) Other assets.	1a(2)	No
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3) Rental of facilities, equipment, or other assets.	1b(3)	No
(4) Reimbursement arrangements.	1b(4)	No
(5) Loans or loan guarantees.	1b(5)	No
(6) Performance of services or membership or fundraising solicitations.	1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No

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.

* * * * *

2015-04-30

* * * * *

Signature of officer or trustee

Date

Title

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

Paid Preparer Use Only	Print/Type preparer's name Sidney I Dill CPA	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P01262937
	Firm's name <input checked="" type="checkbox"/> BKD LLP			Firm's EIN <input checked="" type="checkbox"/>	
	Firm's address <input checked="" type="checkbox"/> P O Box 628 Evansville, IN 477040628				
				Phone no	(270) 831-1544

Schedule of Contributors

OMB No 1545-0047

2014

- Attach to Form 990, 990-EZ, or 990-PF.
- Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

Raymond B Preston Family Foundation

Employer identification number

52-1676236

Organization type (check one)

Filers of

Section:

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

Raymond B Preston Family Foundation

Employer identification number

52-1676236

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	OHIO VALLEY BANCORP PO BOX 5 HENDERSON, KY 42419	\$ 200,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)

Name of organization Raymond B Preston Family Foundation			Employer identification number 52-1676236
Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received

Name of organization Raymond B Preston Family Foundation			Employer identification number 52-1676236
Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) \$ _____ Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	_____	_____	_____
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	_____	_____	_____
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	_____	_____	_____
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	_____	_____	_____

Form 8949

Sales and Other Dispositions of Capital Assets

2014

Attachment
Sequence No **12A**

Department of the Treasury
Internal Revenue Service

- **Information about Form 8949 and its separate instructions is at www.irs.gov/form8949**
 - **File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.**

Social security number or taxpayer identification number

52-1676236

Before you check Box A, B, or C below, check whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part I Short-Term. Transactions involving capital assets you held 1 year or less are short term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- (B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- (C)** Short-term transactions not reported to you on Form 1099-B

2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked).

6

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side
Raymond B. Preston Family Foundation

Social security number or taxpayer identification number

Before you check Box D, E, or F below, check whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part II Long-Term. Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

◻ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

Γ (F) Long-term transactions not reported to you on Form 1099-B

2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked)

1,565,513 (1,279,313) 286,200

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

TY 2014 Accounting Fees Schedule

Name: Raymond B Preston Family Foundation

EIN: 52-1676236

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,475			2,475

TY 2014 Contractor Compensation Explanation

Name: Raymond B Preston Family Foundation

EIN: 52-1676236

Contractor	Explanation
Ohio Valley Financial Group	MANAGEMENT OF FOUNDATION

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Depreciation Schedule

Name: Raymond B Preston Family Foundation

EIN: 52-1676236

TY 2014 Investments Corporate Bonds Schedule

Name: Raymond B Preston Family Foundation

EIN: 52-1676236

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE DETAIL-W KY FBO PRESTON	14,652	15,596
SEE DETAIL-W KY FBO PRESTON	5,208	5,145
SEE DETAIL-STUDENT DEVELOPMENT	2,893	2,940
SEE DETAIL-PRESTON FAMILY FDN	620,930	645,050
SEE DETAIL-PRESTON FAMILY FDN	22,139	22,050

TY 2014 Investments Corporate Stock Schedule

Name: Raymond B Preston Family Foundation

EIN: 52-1676236

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE DETAIL-PRESTON FAMILY FDN	3,389,096	5,399,162

TY 2014 Investments Government Obligations Schedule

Name: Raymond B Preston Family Foundation
EIN: 52-1676236

US Government Securities - End of	
Year Book Value:	2,010,613
US Government Securities - End of	
Year Fair Market Value:	2,119,403
State & Local Government	
Securities - End of Year Book	
Value:	
State & Local Government	
Securities - End of Year Fair	
Market Value:	

TY 2014 Investments - Other Schedule

Name: Raymond B Preston Family Foundation

EIN: 52-1676236

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SEE DETAIL-W KY FBO PRESTON		216,838	305,597
SEE DETAIL-W KY STUDENT DEV		252,655	325,484
SEE DETAIL-PRESTON FAMILY FDN		2,252,276	2,840,070

TY 2014 Other Decreases Schedule

Name: Raymond B Preston Family Foundation

EIN: 52-1676236

Description	Amount
COST BASIS ADJUSTMENT	596

TY 2014 Other Expenses Schedule

Name: Raymond B Preston Family Foundation

EIN: 52-1676236

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & SUBSCRIPTIONS	1,140			1,140
INSURANCE	1,405			1,405
STATE FILING FEE	15			15
MISCELLANEOUS	152			152

TY 2014 Other Income Schedule

Name: Raymond B Preston Family Foundation**EIN:** 52-1676236

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RECOVERY OF 2013 QUALIFYING DISTRIBUTION	75		

TY 2014 Other Professional Fees Schedule

Name: Raymond B Preston Family Foundation**EIN:** 52-1676236

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	61,893	61,893		
MISC PROFESSIONAL SERVICES	21,000			21,000

TY 2014 Taxes Schedule

Name: Raymond B Preston Family Foundation**EIN:** 52-1676236

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2014 ESTIMATES	3,943			

Raymond B. Preston Family Foundation

Officers

Connie Walaskay
Gary Critser
Scott P. Davis
Phillip Brigham
Andrea Payne
Chris Melton

President
Vice President
Administrative Manager
Secretary
Recording Secretary
Treasurer

Directors

	<u>Elected</u>	<u>Term</u>
Kent Preston	Nov. 2012	2013 - 2015
Connie Walaskay	Nov. 2012	2013 - 2015
Gary Critser	Nov. 2013	2014 - 2016
Phillip Brigham	Nov. 2013	2014 – 2016
David Walaskay II	Nov. 2014	2015 – 2017
Corey Critser	Nov. 2014	2015 – 2017
Jeff Preston	Nov. 2014	2015 – 2017
Sarah Morgan	Nov. 2014	2015 - 2017
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.*

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

Raymond B. Preston Family Foundation
Scheduled Supplementing Form 990-PF (2014)

<u>Recipient</u>	<u>Funding Category</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Alice Lloyd College 100 Purpose Road Pippa Passes KY 41844	Legacy	new center for Servant Leadership, facility for \$ ceramics studio, expansion of technology, development of Student Work Program	75,000
A.B. Chandler Elementary School 11215 US Hwy 60 Henderson KY 42420	Education	Franklin Covey services for the Leader in \$ Me website and resources	2,000
American Haitian Foundation 3602 Anderson Pike Signal Mountain, TN 37377	Civic	money used to ship container of food to \$ CESA (school in Haiti)	5,000
Antioch College One Morgan Place Yellow Springs, OH 45387	Education	funding used to create a central \$ geothermal plant on campus to promote environmental sustainability	10,000
Brain Injury Camp P O Box 236 Robards KY 42452 27-1226106	Education	Employee matching grant and volunteer \$ grant of \$500 for Adventure camp	1,020
BSA Troops 301 338 Third Street Henderson, KY 42420	Civic	Employee matching grant Employee \$ Volunteer grant of \$500	790.00
Community One and City of Henderson 402 S Green River Road Evansville, IN 47714-0136	Civic	construction of Audobon Children Zone- \$ East End Hub	175,000
Community One 402 S Green River Road Evansville, IN 47701-0136	Civic	housing restoration programs and \$ community development	31,000
Community Fdn of Louisville 325 W Main Street, Suite 110 Louisville, KY 40202-4251	Education	funds used to benefit the Charitable \$ Checking Fund #311 921	10,000
Easter Seals Rehabilitation Center 3701 Bellemade Ave Evansville, IN 47714-0136	Health & Wellness	Ensure the Future capital campaign \$	10,000

Raymond B. Preston Family Foundation
Scheduled Supplementing Form 990-PF (2014)

<u>Recipient</u>	<u>Funding Category</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Experiencing Autism Together PO Box 1146 Chattanooga, TX 37403	Civic	Employee matching grant	\$ 100
Family Promise of Greater Chattanooga PO Box 1146 Chattanooga, TX 37403	Civic	funds paid for hotel rooms for homeless individuals until space was available at area shelters	\$ 5,000
Friends of Audubon PO Box 576 Henderson, KY 42420	Arts	Employee matching grant	\$ 500
Green Valley Baptist Assoc. 2470 S Green Street Henderson KY 42420	Civic	Employee matching grant and volunteer grant of \$500	\$ 825
Habitat for Humanity 1401 N Fares Avenue Evansville IN 35-1602775	Civic	funding went to Henderson's Holiday Pops Symphony Program which raises money and awareness for the need of Habitat Homes in Henderson	\$ 1,000
Happy Feet Equals Learning Feet 1020 St. Rt 56E Morganfield KY 42437 45-5231361	Health & Wellness	purchase 50 pairs of shoes for any K-12th grade student in Henderson County	\$ 1,500
Henderson Area Arts Alliance P O Box 234 Henderson KY 42419-0234 31-1005619	Arts	develop charitable giving strategic plan, benefactor cultivation, brand awareness, programming, endowment planning, growing and engaging volunteers, etc	\$ 25,000
Henderson Christian Comm. Outreach P O Box 363 Henderson KY 42419-0363 61-1109652	Civic	covers 10% of the retail operating cost of the food assistance program and maintain a proper level of service	\$ 10,250
Henderson Community College 2660 S Green St Henderson KY 42420	Education	Alison Baird scholarship, Danielle Hillyard scholarship	\$ 3,000
Henderson County Diabetes Coalition PO Box 863 Henderson KY 42420	Health	sponsor Diabetes Adventure Camp, begin a Better Bites program offering healthy alternatives to meet nutritional guidelines	\$ 10,000

Raymond B. Preston Family Foundation
Scheduled Supplementing Form 990-PF (2014)

<u>Recipient</u>	<u>Funding Category</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Henderson Leadership Initiative P O Box 596 Henderson KY 42419-0596 20-5075422	Education	Lead to Read Program	\$ 12,500
Holy Name Parish 511 Second Street Henderson, KY 42420	Civic	Employee matching grant	\$ 100
Hugh E Sandefur Center 1449 Corporate Drive Henderson KY 42420 L-178 A431-EHM	Civic	Employee matching grant	\$ 200
John James Audubon State Park Museum 2900 Hwy 41 North Henderson KY 42420	Civic	funds used for materials and supplies for Audobon Arts & Music Festival	\$ 4,000
Junior Achievement of West KY 1195 Wing Avenue Owensboro KY 42301 84-1267604	Education	help cover the cost of JA materials (90 kits, \$130 each) that will be used to build and instill work ready skills to make students successful in the future	\$ 7,000
Kyndle Education Foundation 145 N Main Street Henderson, KY 42420	Education	Imagination Library Program	\$ 5,000
Military Funeral Detail Post 40 8721 Old US 60 Spottsville KY 42458 26-2883118	Civic	provide a line of credit available to pay van repair, maintenance, and uniform expenses for the Funeral Detail	\$ 5,000
Morehead State University 150 University Blvd Morehead, KY 40351	Education	funds Build A Bed prorgram that provides beds to children in eastern Kentucky who are without one	\$ 4,000
Murray State University 102 Curris Center Murray KY 42071	Education	scholarship grant for Spencer Claybrook	\$ 1,500
North Middle School 1707 Second Street Henderson, KY 42420	Education	provide books for students who cannot afford books for summer reading program	\$ 1,500

Raymond B. Preston Family Foundation
Scheduled Supplementing Form 990-PF (2014)

<u>Recipient</u>	<u>Funding Category</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
Ohio Valley Art League P. O. Box 1043 Henderson KY 42419-1043 61-1209649	Arts	Employee matching grant	\$ 120
Old Dam Community Band 5211 Hwy 261 Newburgh, IN 47633-3136	Arts	Employee volunteer grant	\$ 500
Prichard Committee P O Box 1658 Lexington KY 40588-1658 61-0926214	Education	Employee matching grant	\$ 500
Shelter For Women and Children PO Box 1617 Henderson, KY 42420	Civic	create a S A F E tutoring program to provide students with afterschool help and necessary school supplies	\$ 15,000
South Middle School	Education	Employee matching grant	\$ 500
Southwest Congregation of Jehovah's Witnesses 3420 Edgewood Drive Evansville, IN 47712	Civic	Employee matching grant	\$ 1,000
Spottsville Elementary School 9190 US 60 East Henderson, KY 42420	Education	Leader in Me program	\$ 5,600
St Timothy's Episcopal Preschool 630 Mississippi Ave Signal Mountain, TN 37377	Education	scholarships for two new students who cannot afford tuition or need special help due to family situations	\$ 5,000
St Anthony's Hospice 2410 S Green Street Henderson, KY 42420	Civic	develop and maintain a weekend extension of annual K-12 camp to develop better family relations	\$ 10,000
St. Paul's Episcopal Church 5 S Green Street Henderson KY 42420	Civic	All Saints Episcopal Camp & Center	\$ 2,500
The Adult Learning Center 2660 S Green Street Henderson, KY 42420	Education	pay for GED testing for students in the Henderson and Union county programs	\$ 8,000

Raymond B. Preston Family Foundation
Scheduled Supplementing Form 990-PF (2014)

<u>Recipient</u>	<u>Funding Category</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
The June Buchanan School 100 Purpose Road Pippa Passes KY 41844	Education	provide scholarships for needy students enrolled in college preparatory school	\$ 25,000
The Children's Advocacy Center of Green River Civic 537 S Green Street Henderson KY 42420		Employee matching grant	\$ 200
Thelma B. Johnson Learning Ctr. 631 N Green Street Henderson KY 42420	Education	Transition to Kindergarten backpacks which will contain materials that will allow incoming students to focus on essential basic skills	\$ 59,000
Transylvania University 300 North Broadway Lexington KY 40508	Education	scholarship grant for Harry Hazelwood	\$ 2,500
University of Kentucky Lexington KY 40508	Education	scholarship grant for Cameron Sartore	\$ 1,500
Univ of Southern IN 8600 University Blvd Evansville IN 47712	Education	cover the third year of Raymond B Preston Deans scholarship	\$ 7,500
Univ of Washington Foundation Box 358045 Seattle, WA 98195-8045	Health & Wellness	Limb Viability Service	\$ 8,000
Volunteer & Information Center 125 First Street, Suite 102 Henderson KY 42420 62-1436387	Civic	purchase needed food items to provide underprivileged families with Thanksgiving meal, provide air conditioner to low income families who cannot afford it	\$ 3,000
Western Kentucky University 1906 College Heights Boulevard Bowling Green KY 42101	Education	scholarship grant for Lauren Grossman	\$ 2,500
WNIN 405 Carpenter Street Evansville IN 47708 35-1307165	Education	Employee volunteer grant	\$ 500

Raymond B. Preston Family Foundation
Scheduled Supplementing Form 990-PF (2014)

<u>Recipient</u>	<u>Funding Category</u>	<u>Grant Purpose</u>	<u>Grant Amount</u>
YMCA of Southwestern Indiana 222 NW 6th Street Evanville, IN 47708	Civic	financial base for camp, land acquisition to protect natural camp environment, capital projects to bring camp facilities up to date	\$ 20,000
TOTAL			\$ 596,205

For the Account of **AGENT WESTERN KY UNIV FBO PRESTON CENTER**Report Date **04/30/2015 1 50 PM**Previous Close Date **04/29/2015**Account Number **52 01 7174 0 01*****Reconstruct Account Holdings As Of 12/31/2014***

CUSIP	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CORPORATE BDS & NTS						
437076AP7	HOME DEPOT INC DEB 5 400% 03/01/16	10,000 0000	9,887.76	105.531	10,553.10	12/31/2014
91324PAM4	UNITEDHEALTH GROUP INC DEB 4 875% 03/15/15	5,000 0000	4,763.84	100.854	5,042.70	12/31/2014
Total CORPORATE BDS & NTS			15,000.0000	14,651.60	15,595.80	
PREFERRED STOCK						
73936T565	POWERSHARES GLOBAL EXCHANGE PREFERRED PORTFOLIO	350 0000	5,208.00	14.70	5,145.00	12/31/2014
Total PREFERRED STOCK			350.0000	5,208.00	5,145.00	
MUTUAL FDS-GOVERNMENT BONDS						
256210105	DODGE & COX INCOME FUND #147	1,452 6530	20,204.17	13.78	20,017.56	12/31/2014
31428Q747	FEDERATED ULTRASHORT BOND	0 0000	0.00	9.13	0.00	12/31/2014
315912600	FIDELITY SMALL CAP DISCOVERY FUND #384	1,000 3400	25,118.60	30.09	30,100.23	12/31/2014
411511306	HARBOR INTERNATIONAL FUND	343 1740	17,790.72	64.78	22,230.81	12/31/2014
641224100	NEUBERGER BERMAN GENESIS INVESTOR CLASS	498 2830	14,408.21	36.42	18,147.47	12/31/2014
683974505	OPPENHEIMER DEVELOPING MARKETS "Y" FD #00788	367 0950	12,646.23	35.06	12,870.35	12/31/2014
779547108	T ROWE PRICE EQUITY INCOME FD #71	2,232 5630	59,265.10	32.80	73,228.07	12/31/2014
77954Q106	T ROWE PRICE BLUE CHIP GRWTH	1,118 6660	27,780.57	67.27	75,252.66	12/31/2014
779556109	T ROWE PRICE MID-CAP FUND	510 0450	23,986.40	75.44	38,477.79	12/31/2014
880208400	FRANKLIN TEMPLETON GLOBAL BOND FD #616 "ADV"	423 6700	5,586.29	12.41	5,257.74	12/31/2014
922031794	VANGUARD GNMA FUND ADMIRAL	464 9090	5,025.66	10.82	5,030.32	12/31/2014
922031836	VANGUARD S-T INVEST GRADE FD ADMIRAL	467 5570	5,026.13	10.66	4,984.16	12/31/2014
Total MUTUAL FDS-GOVERNMENT BONDS			8,878.9550	216,838.08	305,597.16	
MISC CASH EQUIV-TXBL						
608919775	FEDERATED MONEY MARKET MGT #058	7,082 8900	7,082.89	1.00	7,082.89	06/05/2014
Total MISC CASH EQUIV-TXBL			7,082.8900	7,082.89	7,082.89	

For the Account of **AGENT FOR PRESTON FAMILY FOUNDATION**Report Date **04/29/2015 8:11 AM**
Previous Close Date **04/28/2015**Account Number **52 00 7174 0 01*****Reconstruct Account Holdings As Of 12/31/2014***

CUSIP	Security Name		Shares / Par	Investment	Unit Price	Market Value	Price Date
U S GOVT AGENCIES							
313380LM7	FEDERAL HOME LN BKS	DEB 2 900% 09/05/25	50,000 0000	44,104.76	98.885	49,442.50	12/31/2014
3133EA4P0	FEDERAL FARM CR BKS	DEB 2 370% 07/17/23	50,000 0000	46,435.00	96.649	48,324.50	12/31/2014
Total U.S. GOVT AGENCIES			100,000.0000	90,539.76		97,767.00	
TAX-EXEMPT MUNICIPAL BDS & NTS							
02765UCU6	AMERICAN OH MUN PWR BAB TXBL REV 5 514% 02/15/21		50,000 0000	50,001.54	112.428	56,214.00	12/31/2014
068524EW3	BARRINGTON IL BAB TXBL DIR GO 5 370% 12/15/24		40,000 0000	40,489.07	110.246	44,098.40	12/31/2014
091096CV7	BIRMINGHAM AL WTRWKS BRD REV TXBL 3 463% 01/01/17		50,000 0000	49,500.00	103.608	51,804.00	12/31/2014
102885GV6	BOWLING GREEN OH ST UNIV REV TXBL 5 48% 06/01/21		100,000 0000	100,000.00	113.034	113,034.00	12/31/2014
118631AL4	BUCKS CNTY PA REDEB AUTH REV TXBL 3 68% 12/15/22		50,000 0000	50,000.00	104.291	52,145.50	12/31/2014
134041EF5	CAMPBELL & KENTON CNTYS KY TXBL REV 6 25% 8/1/26		50,000 0000	50,038.50	115.575	57,787.50	12/31/2014
145217CJ2	CARROLL STEPHENSON & OGLE IL TXBL 6 00% 12/01/26		35,000 0000	35,000.00	113.738	39,808.30	12/31/2014
158249JK9	CHAMPAIGN CNTY IL SCHL DIST TXBL 4 00% 06/01/17		100,000 0000	100,813.00	105.731	105,731.00	12/31/2014
167486ME6	CHICAGO IL BAB SER "B" TXBL 5 114% 12/01/25		25,000 0000	27,776.00	101.517	25,379.25	12/31/2014
16753XAG7	CHICAGO IL HSG AUTH REV BAB TXBL 4 410% 01/01/17		100,000 0000	100,000.00	102.835	102,835.00	12/31/2014
199098BH6	COLUMBUS-FRANK CNTY OH REV TXBL 4 000% 08/15/22		50,000 0000	49,875.00	105.438	52,719.00	12/31/2014
2866777W3	ELIZABETH NEW JERSEY GO 3 000% 04/01/23		75,000 0000	76,242.00	105.377	79,032.75	12/31/2014
2866777X1	ELIZABETH NEW JERSEY GO 3 000% 04/01/24		75,000 0000	75,579.75	105.285	78,963.75	12/31/2014
299620ED2	EVANSV-VANDER IN SCHL BLDG TXBL 5 900% 07/15/26		50,000 0000	51,575.00	110.895	55,447.50	12/31/2014
367080AU2	GARZA CNTY TX PUB FAC REV TXBL 7 200% 10/01/25		100,000 0000	109,500.00	106.08	106,080.00	12/31/2014
424794BY0	HENDERSON CNTY KY BAB "A" TXBL 4 400% 11/01/22		50,000 0000	49,997.50	108.339	54,169.50	12/31/2014
452152BH3	ILLINOIS ST BLD AMERICA BDS TXBL 5 363% 02/01/19		100,000 0000	100,000.00	106.422	106,422.00	12/31/2014
472904P21	JEFFERSON CNTY KY SCHL DIST TXBL 5 125% 11/01/29		100,000 0000	100,971.00	104.128	104,128.00	12/31/2014
491089PU6	KENTON CNTY KY SCH DIST TXBL REV 4 85% 09/01/18		50,000 0000	50,363.87	104.736	52,368.00	12/31/2014
491189FV3	KYST COMM GEN FD REV TXBL 2 668% 04/01/21		50,000 0000	50,000.00	100.632	50,316.00	12/31/2014
492477AJ3	KERSHAW & LEE CNTY SC WTR RETXBL 3 356% 06/01/21		50,000 0000	50,655.00	102.368	51,184.00	12/31/2014
546585EB2	LOUIS & JEFF CNTY KY BAB TXBL 5 150% 11/15/25		25,000 0000	25,000.57	116.763	29,190.75	12/31/2014

For the Account of **AGENT FOR PRESTON FAMILY FOUNDATION**Report Date **04/29/2015 8:11 AM**Previous Close Date **04/28/2015**Account Number **52 00 7174 0 01****Reconstruct Account Holdings As Of 12/31/2014**

CUSIP	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
590545TE9	MESA AZ UTILITY SYSTEM REV TXBL 3 919% 07/01/24	25,000 0000	25,354.75	104.28	26,070.00	12/31/2014
597502BE2	MIDLAND CNTY TX HOSP TXBL GO 5 355% 05/15/19	25,000 0000	25,675.00	112.287	28,071.75	12/31/2014
65888UAG8	NORTH DAKOTA ST ND HI ED REV TXBL 4 90% 10/01/16	25,000 0000	25,310.00	105.308	26,327.00	12/31/2014
691021KS7	OWENSBORO KY ELEC LT & PWR TXBL 5 030% 01/01/22	50,000 0000	50,000.00	106.575	53,287.50	12/31/2014
7500216K8	RACINE WISCONSIN GO 4 000% 12/01/24	50,000 0000	52,161.00	107.935	53,967.50	12/31/2014
770565AZ2	ROBERTSON CNTY KY SCHL DIST TXBL 4 500% 09/01/27	50,000 0000	50,000.00	102.992	51,496.00	12/31/2014
777543TH2	ROSEMONT IL REF SER "C" TXBL 3 250% 12/01/18	75,000 0000	77,296.50	101.503	76,127.25	12/31/2014
787760JF5	ST CHARLES IL PK DIST BAB TXBL 4 950% 12/15/22	100,000 0000	100,955.00	104.768	104,768.00	12/31/2014
987720CU1	YOUNGSTOWN OH ST UNIV BAB TXBL 4 959% 12/15/18	100,000 0000	100,000.00	109.509	109,509.00	12/31/2014
Total TAX-EXEMPT MUNICIPAL BDS & NTS		1,875,000.0000	1,900,130.05		1,998,482.20	
CORPORATE BDS & NTS						
0258M0DF3	AMERICAN EXPRESS CR FLOAT DEB 1 33990% 6/12/15	25,000 0000	25,612.50	100.409	25,102.25	12/31/2014
134429AY5	CAMPBELL SOUP CO DEB 2 500% 08/02/22	100,000 0000	88,287.31	95.58	95,560.00	12/31/2014
172967EH0	CITIGROUP INC DEB 6 000% 08/15/17	25,000 0000	24,750.43	110.637	27,659.25	12/31/2014
189054AS8	CLOROX COMPANY DEB 3 800% 11/15/21	50,000 0000	51,950.50	106.659	53,329.50	12/31/2014
191216AM2	COCA-COLA COMPANY DEB 4 875% 03/15/19	25,000 0000	25,051.32	112.118	28,029.50	12/31/2014
369604BC6	GENERAL ELECTRIC CO DEB 5 250% 12/06/17	30,000 0000	29,403.00	110.931	33,279.30	12/31/2014
36962G4T8	GENERAL ELECTRIC CAP CORP DEB 2 250% 11/09/15	50,000 0000	48,867.00	101.372	50,686.00	12/31/2014
64110DAD6	NETAPP INC DEB 3 250% 12/15/22	50,000 0000	48,100.00	98.628	49,314.00	12/31/2014
670346AL9	NUCOR CORPORATION DEB 4 125% 09/15/22	50,000 0000	52,475.00	106.443	53,221.50	12/31/2014
871911AS2	SYSTEM ENERGY RESOURCES DEB 4 100% 04/01/23	50,000 0000	52,547.50	102.357	51,178.50	12/31/2014
87612EAP1	TARGET CORPORATION DEB 5 375% 05/01/17	25,000 0000	24,795.00	109.193	27,298.25	12/31/2014
891906AB5	TOTAL SYSTEM SERVICES INC DEB 3 750% 06/01/23	50,000 0000	47,945.00	97.991	48,995.50	12/31/2014
94974BFJ4	WELLS FARGO & COMPANY DEB 3 450% 02/13/23	50,000 0000	49,505.00	101.349	50,674.50	12/31/2014
961214BN2	WESTPAC BANKING CORPORATION DEB 3 000% 08/04/15	50,000 0000	51,640.00	101.444	50,722.00	12/31/2014
Total CORPORATE BDS & NTS		630,000.0000	620,929.56		645,050.05	

COMMON STOCK - LARGE CAP

For the Account of **AGENT FOR PRESTON FAMILY FOUNDATION**Report Date **04/29/2015 8:11 AM**Previous Close Date **04/28/2015**Account Number **52 00 7174 0 01*****Reconstruct Account Holdings As Of 12/31/2014***

CUSIP	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
001055102	AFLAC INCORPORATED	1,200 0000	46,785.70	61.09	73,308.00	12/31/2014
00162Q866	ALERIAN MLP ALPS ETF	2,200 0000	41,380.00	17.52	38,544.00	12/31/2014
00206R102	A T & T INCORPORATED	1,450 0000	44,868.11	33.59	48,705.50	12/31/2014
002824100	ABBOTT LABS	1,200 0000	31,747.96	45.02	54,024.00	12/31/2014
00287Y109	ABBVIE INC	800 0000	22,951.98	65.44	52,352.00	12/31/2014
01609W102	ALIBABA GROUP HOLDING	200 0000	21,496.45	103.94	20,788.00	12/31/2014
02209S103	ALTRIA GROUP INC	1,100 0000	23,073.48	49.27	54,197.00	12/31/2014
025816109	AMERICAN EXPRESS COMPANY	0 0000	0.00	93.04	0.00	12/31/2014
031162100	AMGEN	300 0000	31,551.43	159.29	47,787.00	12/31/2014
032511107	ANADARKO PETE CORPORATION	500 0000	39,623.80	82.50	41,250.00	12/31/2014
037411105	APACHE CORPORATION	400 0000	31,037.47	62.67	25,068.00	12/31/2014
037833100	APPLE INC	3,500 0000	125,458.12	110.38	386,330.00	12/31/2014
053015103	AUTOMATIC DATA PROCESSING	500 0000	16,491.60	83.37	41,685.00	12/31/2014
060505104	BANK AMER CORP	2,000 0000	34,760.00	17.89	35,780.00	12/31/2014
075896100	BED BATH & BEYOND	1,250 0000	78,684.36	76.17	95,212.50	12/31/2014
09253U108	THE BLACKSTONE GROUP LP	2,500 0000	42,571.84	33.83	84,575.00	12/31/2014
097023105	BOEING CO	250 0000	32,414.87	129.98	32,495.00	12/31/2014
12508E101	CDK GLOBAL INC	167 0000	2,395.34	40.76	6,806.92	12/31/2014
149123101	CATERPILLAR INC	1,100 0000	55,903.68	91.53	100,683.00	12/31/2014
151020104	CELGENE CORPORATION	300 0000	10,821.52	111.86	33,558.00	12/31/2014
166764100	CHEVRON CORPORATION	200 0000	24,297.75	112.18	22,436.00	12/31/2014
17275R102	CISCO SYSTEMS	1,700 0000	36,370.90	27.815	47,285.50	12/31/2014
172967424	CITIGROUP INC COM NEW	1,700 0000	88,840.15	54.11	91,987.00	12/31/2014
194162103	COLGATE PALMOLIVE CO	200 0000	8,719.35	69.19	13,838.00	12/31/2014
20825C104	CONOCOPHILLIPS COM CL-B	200 0000	8,990.85	69.06	13,812.00	12/31/2014
244000998	DEVONSHIRE REIT INC	22,909.5000	295,360.83	0.00	295,360.83	
25179M103	DEVON ENERGY CORPORATION	800 0000	59,094.77	61.21	48,968.00	12/31/2014
254687106	DISNEY (WALT) COMPANY HOLDING CO	800 0000	23,200.27	94.19	75,352.00	12/31/2014
260003108	DOVER CORPORATION	300 0000	16,904.14	71.72	21,516.00	12/31/2014

For the Account of **AGENT FOR PRESTON FAMILY FOUNDATION**Report Date **04/29/2015 8:11 AM**Previous Close Date **04/28/2015**Account Number **52 00 7174 0 01*****Reconstruct Account Holdings As Of 12/31/2014***

CUSIP	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
260543103	DOW CHEMICAL COMPANY	500 0000	21,229.04	45.61	22,805.00	12/31/2014
26441C204	DUKE ENERGY HOLDING CORP	200 0000	11,216.82	83.54	16,708.00	12/31/2014
268648102	EMC CORPORATION	1,000 0000	23,945.19	29.74	29,740.00	12/31/2014
30219G108	EXPRESS SCRIPTS HOLDING CO	500 0000	27,932.23	84.67	42,335.00	12/31/2014
30231G102	EXXON MOBIL CORP	600 0000	35,765.30	92.45	55,470.00	12/31/2014
30303M102	FACEBOOK INC	1,000 0000	32,903.73	78.02	78,020.00	12/31/2014
35671D857	FREEPORT-MCMORAN INC USD 0 1B SHARES	1,100 0000	25,949.97	23.36	25,696.00	12/31/2014
369604103	GENERAL ELECTRIC COMPANY	3,500 0000	41,302.28	25.27	88,445.00	12/31/2014
370334104	GENERAL MILLS INC	800 0000	20,250.07	53.33	42,664.00	12/31/2014
38141G104	GOLDMAN SACHS GROUP	500 0000	75,922.75	193.83	96,915.00	12/31/2014
38259P508	GOOGLE INC CLASS A	200 0000	78,254.66	530.66	106,132.00	12/31/2014
40414L109	HCP INC	1,200 0000	41,043.64	44.03	52,836.00	12/31/2014
406216101	HALLIBURTON COMPANY	0 0000	0.00	39.33	0.00	12/31/2014
458140100	INTEL CORP	700 0000	729.53	36.29	25,403.00	12/31/2014
459200101	INTERNATIONAL BUSINESS MACHINE COMPANY	200 0000	18,868.91	160.44	32,088.00	12/31/2014
46625H100	J P MORGAN CHASE & CO COM	1,800 0000	71,974.23	62.58	112,644.00	12/31/2014
466313103	JABIL CIRCUIT INC	400 0000	7,696.46	21.83	8,732.00	12/31/2014
478160104	JOHNSON & JOHNSON	500 0000	32,318.30	104.57	52,285.00	12/31/2014
478366107	JOHNSON CONTROLS INC	900 0000	29,797.50	48.34	43,506.00	12/31/2014
500255104	KOHL'S CORP	450 0000	22,980.38	61.04	27,468.00	12/31/2014
565849106	MARATHON OIL CORP	300 0000	8,078.49	28.29	8,487.00	12/31/2014
56585A102	MARATHON PETE CORP	150 0000	5,298.80	90.26	13,539.00	12/31/2014
580135101	MCDONALDS CORP	625 0000	49,886.67	93.70	58,562.50	12/31/2014
594918104	MICROSOFT CORPORATION	300 0000	1,795.34	46.45	13,935.00	12/31/2014
61945C103	MOSAIC CO NEW	900 0000	44,460.01	45.65	41,085.00	12/31/2014
65339F101	NEXTERA ENERGY INC COM	700 0000	39,081.10	106.29	74,403.00	12/31/2014
670346105	NUCOR CORP	1,500 0000	66,005.79	49.05	73,575.00	12/31/2014
693506107	PPG IND'S INC	300 0000	17,662.00	231.15	69,345.00	12/31/2014
713448108	PEPSICO INC	300 0000	20,463.52	94.56	28,368.00	12/31/2014

For the Account of **AGENT FOR PRESTON FAMILY FOUNDATION**Report Date **04/29/2015 8:11 AM**Previous Close Date **04/28/2015**Account Number **52 00 7174 0 01*****Reconstruct Account Holdings As Of 12/31/2014***

CUSIP	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
718172109	PHILLIP MORRIS INT'L INC	350 0000	27,486.99	81.45	28,507.50	12/31/2014
74005P104	PRAXAIR INCORPORATED	300 0000	18,410.17	129.56	38,868.00	12/31/2014
742718109	PROCTER & GAMBLE CO	600 0000	37,225.11	91.09	54,654.00	12/31/2014
744320102	PRUDENTIAL FINANCIAL	1,100 0000	58,101.91	90.46	99,506.00	12/31/2014
747525103	QUALCOMM INCORPORATED	1,500 0000	62,425.91	74.33	111,495.00	12/31/2014
759937204	RENAISSANCE CAP ETF	1,000 0000	20,202.40	22.8212	22,821.20	12/31/2014
78464A888	SPDR SER TR S&P HOMEBUILDERS ETF	1,000 0000	29,985.00	34.12	34,120.00	12/31/2014
806857108	SCHLUMBERGER LTD	900 0000	51,433.74	85.41	76,869.00	12/31/2014
857477103	STATE STREET CORPORATION	300 0000	11,985.27	78.50	23,550.00	12/31/2014
863667101	STRYKER CORPORATION	500 0000	25,776.77	94.33	47,165.00	12/31/2014
871829107	SYSCO CORPORATION	1,500 0000	34,382.06	39.69	59,535.00	12/31/2014
872540109	TJX COMPANIES, INC	900 0000	19,088.92	68.58	61,722.00	12/31/2014
87971M103	TELUS CORP NPV	1,200 0000	26,464.90	36.04	43,248.00	12/31/2014
881624209	TEVA PHARMACEUTICAL INDUSTRIES ADR	2,000 0000	98,339.60	57.51	115,020.00	12/31/2014
892331307	TOYOTA MOTOR CORP ADR	1,000 0000	79,596.50	125.48	125,480.00	12/31/2014
902494103	TYSON FOODS INC CLASS A	1,000 0000	37,589.40	40.09	40,090.00	12/31/2014
904767704	UNILEVER ADR	300 0000	7,550.87	40.48	12,144.00	12/31/2014
907818108	UNION PACIFIC CORPORATION	800 0000	23,073.34	119.13	95,304.00	12/31/2014
913017109	UNITED TECHNOLOGIES CORP	1,100 0000	66,390.48	115.00	126,500.00	12/31/2014
91324P102	UNITEDHEALTH GROUP INC	1,300 0000	66,245.17	101.09	131,417.00	12/31/2014
91913Y100	VALERO ENERGY	600 0000	20,071.27	49.50	29,700.00	12/31/2014
92220P105	VARIAN MEDICAL SYSTEMS, INC	1 000 0000	46,011.47	86.51	86,510.00	12/31/2014
92240G101	VECTREN CORPORATION	600 0000	17,749.28	46.23	27,738.00	12/31/2014
92343V104	VERIZON COMMUNICATIONS INC USD 1 0	1,361 0000	48,899.42	46.78	63,667.58	12/31/2014
92553P201	VIACOM INC NEW CLASS B	600 0000	19,242.54	75.25	45,150.00	12/31/2014
92826C839	VISA INC	500 0000	29,206.01	262.20	131,100.00	12/31/2014
92828Q109	VIRTUS INVESTMENT PARTNERS	111 0000	0.00	170.49	18,924.39	12/31/2014
92857W308	VODAFONE GROUP PLC NEW 10P ADR	600 0000	22,120.90	34.17	20,502.00	12/31/2014
931142103	WAL MART STORES INC	500 0000	33,945.25	85.88	42,940.00	12/31/2014

For the Account of **AGENT FOR PRESTON FAMILY FOUNDATION**Report Date **04/29/2015 8:11 AM**Previous Close Date **04/28/2015**Account Number **52 00 7174 0 01*****Reconstruct Account Holdings As Of 12/31/2014***

CUSIP	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
931422109	WALGREEN COMPANY	700 0000	24,818.76	76.05	53,235.00	12/30/2014
931427108	WALGREENS BOOTS ALLIANCE I USD 0.01	0 0000	0.00		0.00	
94106L109	WASTE MANAGEMENT INC	850 0000	29,109.13	51.32	43,622.00	12/31/2014
949746101	WELLS FARGO & COMPANY NEW	1,300 0000	40,430.35	54.82	71,266.00	12/31/2014
958102105	WESTERN DIGITAL CORPORATION	0 0000	0.00	110.70	0.00	12/31/2014
G1151C101	ACCENTURE PLC	600 0000	21,786.23	89.31	53,586.00	12/31/2014
G29183103	EATON CORP PLC	700 0000	29,999.97	67.96	47,572.00	12/31/2014
G6359F103	NABORS INDUSTRIES LTD COM	800 0000	15,730.27	12.98	10,384.00	12/31/2014
V7780T103	ROYAL CARIBBEAN CRUSIES	0 0000	0.00		0.00	
Y0486S104	AVAGO TECHNOLOGIES	600 0000	19,611.45	100.59	60,354.00	12/31/2014
Total COMMON STOCK - LARGE CAP		100,923.5000	3,389,096.24		5,399,162.42	
PREFERRED STOCK						
73936T565	POWERSHARES GLOBAL EXCHANGE PREFERRED PORTFOLIO	1,500 0000	22,139.25	14.70	22,050.00	12/31/2014
Total PREFERRED STOCK		1,500.0000	22,139.25		22,050.00	
MUTUAL FDS-GOVERNMENT BONDS						
315912600	FIDELITY SMALL CAP DISCOVERY FUND #384	24,836.9250	602,700.00	30.09	747,343.07	12/31/2014
411511306	HARBOR INTERNATIONAL FUND	8,199.3570	430,718.00	54.78	531,154.35	12/31/2014
47103E684	JANUS TWENTY CL "D" SHARES FD #43	926.9130	52,921.57	58.46	54,187.33	12/31/2014
641224100	NEUBERGER BERMAN GENESIS INVESTOR CLASS	8,524.0430	239,674.04	36.42	310,445.65	12/31/2014
683974505	OPPENHEIMER DEVELOPING MARKETS "Y" FD #00788	5,091.3050	170,725.45	35.06	178,501.15	12/31/2014
779556109	T ROWE PRICE MID-CAP FUND	10,728.9400	529,490.07	75.44	809,391.23	12/31/2014
880208400	FRANKLIN TEMPLETON GLOBAL BOND FD #616 "ADV"	16,845.0480	226,046.52	12.41	209,047.05	12/31/2014
Total MUTUAL FDS-GOVERNMENT BONDS		75,152.5310	2,252,275.65		2,840,069.83	
MISC CASH EQUIV-TXBL						
608919775	FEDERATED MONEY MARKET MGT #058	182,242.8900	182,242.89	1.00	182,242.89	06/05/2014

For the Account of **AGENT FOR PRESTON FAMILY FOUNDATION**Report Date **04/29/2015 8 11 AM**Previous Close Date **04/28/2015**Account Number **52 00 7174 0 01*****Reconstruct Account Holdings As Of 12/31/2014***

CUSIP	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
	Total MISC CASH EQUIV-TXBL	182,242.8900	182,242.89		182,242.89	
	ZERO CPN BDS-MUNIS					
71781LBM0	PHILADELPHIA PA AUTH IND REV TXBL 0 00% 04/15/18	25,000 0000	19,943.50	92.616	23,154.00	12/31/2014
	Total ZERO CPN BDS-MUNIS	25,000.0000	19,943.50		23,154.00	
	Total Securities	2,989,818.9210	8,477,296.90		11,207,978.39	
	Income Cash		0.00		0.00	
	Principal Cash		559.40		559.40	
	TOTAL		8,477,856.30		11,208,537.79	

For the Account of **AGENT WESTERN KY UNIV FBO STUDENT DEVELOPMENT**Report Date **04/30/2015 1:51 PM**Previous Close Date **04/29/2015**Account Number **52 02 7174 0 01*****Reconstruct Account Holdings As Of 12/31/2014***

CUSIP	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
PREFERRED STOCK						
73936T565	POWERSHARES GLOBAL EXCHANGE PREFERRED PORTFOLIO	200 0000	2,893.04	14.70	2,940.00	12/31/2014
	Total PREFERRED STOCK	200.0000	2,893.04		2,940.00	
MUTUAL FDS-GOVERNMENT BONDS						
256210105	DODGE & COX INCOME FUND #147	1,452.6530	20,204.17	13.78	20,017.56	12/31/2014
31428Q747	FEDERATED ULTRASHORT BOND	331.8020	3,062.09	9.13	3,029.35	12/31/2014
315912600	FIDELITY SMALL CAP DISCOVERY FUND #384	1,445.7550	37,817.95	30.09	43,502.77	12/31/2014
411511306	HARBOR INTERNATIONAL FUND	539.6370	28,230.09	64.78	34,957.68	12/31/2014
641224100	NEUBERGER BERMAN GENESIS INVESTOR CLASS	786.1460	22,889.36	36.42	28,631.44	12/31/2014
683974505	OPPENHEIMER DEVELOPING MARKETS "Y" FD #00788	481.1310	16,591.14	35.06	16,868.45	12/31/2014
779547108	T ROWE PRICE EQUITY INCOME FD #71	1,271.7210	42,338.13	32.80	41,712.45	12/31/2014
77954Q106	T ROWE PRICE BLUE CHIP GRWTH	812.0910	20,595.17	67.27	54,629.36	12/31/2014
779556109	T ROWE PRICE MID-CAP FUND	743.5680	34,479.23	75.44	56,094.77	12/31/2014
880208400	FRANKLIN TEMPLETON GLOBAL BOND FD #616 'ADV'	404.5180	5,455.00	12.41	5,020.07	12/31/2014
922031794	VANGUARD GNMA FUND ADMIRAL	942.2280	10,161.59	10.82	10,194.91	12/31/2014
922031836	VANGUARD S-T INVEST GRADE FD ADMIRAL	1,015.4980	10,831.46	10.66	10,825.21	12/31/2014
	Total MUTUAL FDS-GOVERNMENT BONDS	10,226.7480	252,655.38		325,484.02	
MISC CASH EQUIV-TXBL						
608919775	FEDERATED MONEY MARKET MGT #058	11,476.3500	11,476.35	1.00	11,476.35	06/05/2014
	Total MISC CASH EQUIV-TXBL	11,476.3500	11,476.35		11,476.35	