



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2011

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

For calendar year 2011 or tax year beginning JUL 1, 2011, and ending JUN 30, 2012

Name of foundation Peachtree House Foundation		A Employer identification number 54-1633892
Number and street (or P.O. box number if mail is not delivered to street address) c/o McGuireWoods LLP P. O. Box 397	Room/suite	B Telephone number 804-775-1023
City or town, state, and ZIP code Richmond, VA 23218-0397		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
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		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) \$ 4,864,298. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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))		(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	187,279.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	212.	212.		Statement 1
	4 Dividends and interest from securities	141,745.	141,745.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	67,814.			
	b Gross sales price for all assets on line 6a	1,017,032.			
	7 Capital gain net income (from Part IV, line 2)		67,814.		
	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)					
11 Other income	18.	18.		Statement 3	
12 Total. Add lines 1 through 11	397,068.	209,789.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	1,041.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 4	4,008.	0.		4,008.
	b Accounting fees				
	c Other professional fees Stmt 5	30,600.	30,600.		0.
	17 Interest				
	18 Taxes Stmt 6	7,002.	1,262.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 7	25.	0.		25.
	24 Total operating and administrative expenses Add lines 13 through 23	42,676.	31,862.		4,033.
	25 Contributions, gifts, grants paid	247,500.			247,500.
26 Total expenses and disbursements Add lines 24 and 25	290,176.	31,862.		251,533.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	106,892.				
b Net investment income (if negative, enter -0-)		177,927.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	
		Beginning of year	End of year
		(a) Book Value	(b) Book Value (c) Fair Market Value
Assets	1 Cash - non-interest-bearing		
	2 Savings and temporary cash investments	168,197.	183,679. 183,679.
	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		
	7 Other notes and loans receivable ▶		
	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		
	b Investments - corporate stock Stmt 8	2,419,876.	2,146,623. 2,855,011.
	c Investments - corporate bonds		
	11 Investments - land, buildings, and equipment: basis ▶		
	Less: accumulated depreciation ▶		
	12 Investments - mortgage loans		
	13 Investments - other Stmt 9	1,434,218.	1,798,881. 1,825,608.
	14 Land, buildings, and equipment: basis ▶		
	Less: accumulated depreciation ▶		
	15 Other assets (describe ▶)		
	16 Total assets (to be completed by all filers)	4,022,291.	4,129,183. 4,864,298.
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		
	22 Other liabilities (describe ▶)		
	23 Total liabilities (add lines 17 through 22)	0.	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	4,022,291.	4,129,183.
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.
	30 Total net assets or fund balances	4,022,291.	4,129,183.
	31 Total liabilities and net assets/fund balances	4,022,291.	4,129,183.

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 4,022,291.
2 Enter amount from Part I, line 27a	2 106,892.
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 4,129,183.
5 Decreases not included in line 2 (itemize) ▶	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 4,129,183.

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 Attached Schedule	P		
b Capital Gains Dividends			
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 996,051.		949,218.	46,833.
b 20,981.			20,981.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			46,833.
b			20,981.
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	67,814.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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))
2010	207,835.	4,245,288.	.048957
2009	187,125.	3,618,696.	.051711
2008	200,582.	3,441,641.	.058281
2007	241,093.	4,491,502.	.053678
2006	165,969.	3,512,422.	.047252

2 Total of line 1, column (d)	2	.259879
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	.051976
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,763,284.
5 Multiply line 4 by line 3	5	247,576.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,779.
7 Add lines 5 and 6	7	249,355.
8 Enter qualifying distributions from Part XII, line 4	8	251,533.

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	1,779.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	1,779.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	1,779.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,296.	
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	4,296.	
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	2,517.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax	11	0.	

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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 type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
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 type="checkbox"/> VA		
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 2011 or the taxable year beginning in 2011 (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

N/A

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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>Rita M. Smith</u> Telephone no. ► <u>(804) 794-8230</u> Located at ► <u>2530 Salisbury Road, Midlothian, VA</u> ZIP+4 ► <u>23113</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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.) N/A	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 2011 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 2011) N/A	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 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		1,041.	0.	0.

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

0

(continued)

NONE

0

1	N/A
---	-----

2

3

4

1	N/A
---	-----

2

All other program-related investments. See instructions.

3

0.

123561
12-02-11

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	4,520,835.
b	Average of monthly cash balances	1b	314,986.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,835,821.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,835,821.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	72,537.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,763,284.
6	Minimum investment return Enter 5% of line 5	6	238,164.

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	238,164.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,779.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,779.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	236,385.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	236,385.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	236,385.

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	251,533.
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	
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	251,533.
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	5	1,779.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	249,754.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				236,385.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	2,824.			
b From 2007	19,197.			
c From 2008	30,116.			
d From 2009	9,041.			
e From 2010				
f Total of lines 3a through e	61,178.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 251,533.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				236,385.
e Remaining amount distributed out of corpus	15,148.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	76,326.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	2,824.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	73,502.			
10 Analysis of line 9:				
a Excess from 2007	19,197.			
b Excess from 2008	30,116.			
c Excess from 2009	9,041.			
d Excess from 2010				
e Excess from 2011	15,148.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
State Fair of Virginia P. O. Box 130 Doswell, VA 23047	None	Public	The Doris Buffett Matching Gift	5,000.
Commonwealth Catholic Charities 1512 Willow Lawn Drive Richmond, VA 23230	None	Public	General Funds	30,000.
Elijah House Academy 6255 Warwick Road Richmond, VA 23224	None	Education	Scholarship Fund Janet & William Kell's Retirement	4,000.
INOVA-Alexandria Hospital Fdn 4320 Seminary Road Alexandria, VA 22304	None	Public	NICU Unit Equipment	20,000.
Longwood University Foundation 201 High Street Farmville, VA 23901	None	Education	Hull Springs Farm	3,000.
Total	See continuation sheet(s)			247,500.
b Approved for future payment				
None				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Mary Baldwin College P. O. Box 1500 Staunton, VA 24401	None	Education	General Funds	10,000.
Massey Cancer Center 1300 W. Broad Street Richmond, VA 23284	None	Public	Annual Fund	2,500.
Maymont Foundation 1700 Hampton Street Richmond, VA 23220	None	Public	\$30,000 Annual Fund & \$5,000 CPR-New Drapes Swan Bedroom	35,000.
Organization for Autism Research 2000 N 14th St Suite 710 Arlington, VA 22201	None	Public	General Funds	12,000.
Parkinson Foundation of National Capital Area 8300 Greensboro Dr #800 McLean, VA 22102	None	Public	General Funds	12,000.
Randolph Macon College P.O. Box 5005 Ashland, VA 23005	None	Education	General Funds	10,000.
Richmond Animal League 11401 International Drive Richmond, VA 232363945	None	Public	Annual Fund	5,000.
Salvation Army Natl Headquarters 615 Slaters Lane Alexandria, VA 22313	None	Public	Virginia Chapter	12,000.
SPCA-Fredericksburg 1523 Old William Street Fredericksburg, VA 22401	None	Public	General Funds	18,000.
The Paison School For Autism 1701 Byrd Avenue Richmond, VA 23230	None	Education	School Building Debt Reduction	5,000.
Total from continuation sheets				185,500.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
University of Mary Washington 1119 Hanover Street Fredericksburg, VA 22401	None	Education	Porch Railings	8,000.
Virginia Chapter, American Cancer Society 4240 Park Place Court Glen Allen, VA 23060	None	Public	General Funds	12,000.
Virginia Museum of Fine Arts Fdn 200 N. Boulevard Richmond, VA 23220	None	Public	Support of the Museum	5,000.
F.E.T.C.H. Inc 5609 Patterson Ave, Ste D Richmond, VA 23226	None	Public	Operating Expenses	2,500.
Woodrow Wilson Presidential Library Fdn P. O. Box 24 Staunton, VA 24402	None	Public	General Funds	5,000.
The Rose Group for Cross-Cultural Understanding c/o Bank of America P.O. Box 26688 Richmond, VA 23261	None	Public	China Fest	2,500.
Historic Richmond Foundation 4 East Main Street, Ste. 1C Richmond, VA 23219	None	Public	General Funds	2,500.
Lewis Ginter Botanical Gardens 1800 Lakeside Avenue Richmond, VA 23228	None	Public	General Funds	2,500.
VCU School of the Arts P.O. Box 842519 Richmond, VA 23284	None	Education	Institute for Contemporary Art - In Memory of Charles F. Duff	18,000.
Richmond Symphony Orchestra 612 E. Grace Street, Ste. 401 Richmond, VA 23219	None	Public	Designer House	3,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

123631 08-03-11

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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee <i>P. O. Smith</i>	Date 11-12-12	Title SECRETARY/TREASURER		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	John B. O'Grady	<i>[Signature]</i>	11-6-12		P01316037
	Firm's name ▶ McGuire Woods LLP				Firm's EIN ▶ 54-0505857
	Firm's address ▶ P. O. Box 397 Richmond, VA 23218-0397				Phone no. (804) 775-1000

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

Peachtree House Foundation

Employer identification number

54-1633892

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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 of \$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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization Peachtree House Foundation	Employer identification number 54-1633892
---	---

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	CF & EG Duff 2002 Charitable Lead Annuity Trust c/o Bank of America TTEE 1111 E Main St Richmond, VA 23219	\$ 90,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	EG Duff Charitable Lead Annuity Tr dtd 2/21/2001 c/o Bank of America TTEE 1111 E Main St Richmond, VA 23219	\$ 97,279.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

54-1633892

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<hr/> <hr/> <hr/>	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<hr/> <hr/> <hr/>	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<hr/> <hr/> <hr/>	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<hr/> <hr/> <hr/>	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<hr/> <hr/> <hr/>	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<hr/> <hr/> <hr/>	\$ _____	_____

Name of organization	Employer identification number
Peachtree House Foundation	54-1633892

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. 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) ▶ \$ _____

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	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
Elizabeth Gray Duff Fredericksburg, VA 22401	Vice President 1.00	0.	0.	0.
Elmon F. Duff Fredericksburg, VA 22401	President 1.00	0.	0.	0.
James C. Duff Fredericksburg, VA 22401	Vice President 1.00	0.	0.	0.
Rita M. Smith 2530 Salisbury Road Midlothian, VA 23113	Secretary/Treasurer 1.00	1,041.	0.	0.
Rachel M. Duff Fredericksburg, VA 22401	Director 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		1,041.	0.	0.

Statement of Capital Gains and Losses From Sales
 (Does not include capital gain distributions from mutual
 funds or CTF's - See Tax Transaction Detail)

Account Id: 055006301444

AGT PEACHTREE HOUSE FDN-D

Trust Year 7/1/2011 - 6/30/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
037833100	APPLE COMPUTER INC								
Sold		04/25/12	100	61,359 07					
Acq		07/21/10	100	61,359 07	25,875 45	25,875 45	35,483 62	35,483 62	L
Total for 4/25/2012					25,875 45	25,875 45	35,483 62	35,483 62	
19765H362	COLUMBIA FDS SER TR SHORT TERM BD								
Sold		06/11/12	1959 37	19,456 55					
Acq		02/01/12	1959 37	19,456 55	19,417 37	19,417 37	39 18	39 18	S
Total for 6/11/2012					19,417 37	19,417 37	39 18	39 18	
19765H362	COLUMBIA FDS SER TR SHORT TERM BD								
Sold		06/11/12	8963 19	89,004 46					
Acq		04/24/98	8963 19	89,004 46	87,805 39	87,805 39	1,199 07	1,199 07	L
Total for 6/11/2012					87,805 39	87,805 39	1,199 07	1,199 07	
19765H362	COLUMBIA FDS SER TR SHORT TERM BD								
Sold		06/11/12	10224 95	101,533 75					
Acq		02/02/07	10224 95	101,533 75	100,000 00	100,000 00	1,533 75	1,533 75	L
Total for 6/11/2012					100,000 00	100,000 00	1,533 75	1,533 75	
19765H362	COLUMBIA FDS SER TR SHORT TERM BD								
Sold		06/11/12	3083 25	30,616 65					
Acq		03/30/06	3083 25	30,616 65	30,000 00	30,000 00	616 65	616 65	L
Total for 6/11/2012					30,000 00	30,000 00	616 65	616 65	
19765N245	COLUMBIA DIVIDEND INCOME CL Z								
Sold		03/09/12	2588 78	37,304 36					
Acq		01/27/12	2588 78	37,304 36	35,958 19	35,958 19	1,346 17	1,346 17	S
Total for 3/9/2012					35,958 19	35,958 19	1,346 17	1,346 17	
19765N245	COLUMBIA DIVIDEND INCOME CL Z								
Sold		03/09/12	401 42	5,784 48					
Acq		03/11/11	401 42	5,784 48	5,411 15	5,411 15	373 33	373 33	S
Total for 3/9/2012					5,411 15	5,411 15	373 33	373 33	
19765P232	COLUMBIA FDS SER TR I MID CAP								
Sold		01/27/12	2294 67	61,588 81					
Acq		12/02/09	2294 67	61,588 81	45,640 88	45,640 88	15,947 93	15,947 93	L
Total for 1/27/2012					45,640 88	45,640 88	15,947 93	15,947 93	
19765P596	COLUMBIA FDS SER TR I SMALL CAP								
Sold		03/09/12	657 8	19,983 96					
Acq		12/02/09	657 8	19,983 96	15,004 42	15,004 42	4,979 54	4,979 54	L
Total for 3/9/2012					15,004 42	15,004 42	4,979 54	4,979 54	
19765Y688	COLUMBIA FDS SER TR I SELECT LARGE								
Sold		01/27/12	2894 24	37,422 51					
Acq		03/11/11	2894 24	37,422 51	38,290 78	38,290 78	-868 27	-868 27	S
Total for 1/27/2012					38,290 78	38,290 78	-868 27	-868 27	

Statement of Capital Gains and Losses From Sales
 (Does not include capital gain distributions from mutual
 funds or CTF's - See Tax Transaction Detail)

Account Id: 055006301444

AGT PEACHTREE HOUSE FDN-D
Trust Year 7/1/2011 - 6/30/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
19765Y688	COLUMBIA FDS SER TR I SELECT LARGE								
Sold		03/09/12	1466 61	20,532 47					
Acq		03/11/11	1466 61	20,532 47	19,403 18	19,403 18	1,129 29	1,129 29	S
	Total for 3/9/2012				19,403 18	19,403 18	1,129 29	1,129 29	
19765Y688	COLUMBIA FDS SER TR I SELECT LARGE								
Sold		03/09/12	3120 97	43,693 53					
Acq		06/15/10	3120 97	43,693 53	32,145 96	32,145 96	11,547 57	11,547 57	L
	Total for 3/9/2012				32,145 96	32,145 96	11,547 57	11,547 57	
19765Y688	COLUMBIA FDS SER TR I SELECT LARGE								
Sold		03/09/12	816 43	11,430 01					
Acq		08/11/10	816 43	11,430 01	8,327 58	8,327 58	3,102 43	3,102 43	L
	Total for 3/9/2012				8,327 58	8,327 58	3,102 43	3,102 43	
219350105	CORNING INC								
Sold		11/29/11	1500	20,099 61					
Acq		08/03/09	1500	20,099 61	25,669 65	25,669 65	-5,570 04	-5,570 04	L
	Total for 11/29/2011				25,669 65	25,669 65	-5,570 04	-5,570 04	
47803W406	JOHN HANCOCK FDS III								
Sold		03/09/12	1697 45	21,252 05					
Acq		03/08/11	1697 45	21,252 05	20,607 02	20,607 02	645 03	645 03	L
	Total for 3/9/2012				20,607 02	20,607 02	645 03	645 03	
714199106	PERMANENT PORT FD INC PERMANENT PORT								
Sold		07/08/11	4706 42	230,897 16					
Acq		03/08/11	4706 42	230,897 16	221,154 85	221,154 85	9,742 31	9,742 31	S
	Total for 7/8/2011				221,154 85	221,154 85	9,742 31	9,742 31	
722005667	PIMCO COMMODITY REALRETURN STRA								
Sold		01/27/12	2893 96	20,084 05					
Acq		03/08/11	2893 96	20,084 05	28,273 94	28,273 94	-8,189 89	-8,189 89	S
	Total for 1/27/2012				28,273 94	28,273 94	8,189 89	-8,189 89	
722005667	PIMCO COMMODITY REALRETURN STRA								
Sold		01/27/12	10627 95	73,757 98					
Acq		12/03/09	10627 95	73,757 98	90,231 30	90,231 30	-16,473 32	-16,473 32	L
	Total for 1/27/2012				90,231 30	90,231 30	-16,473 32	-16,473 32	
722005667	PIMCO COMMODITY REALRETURN STRA								
Sold		01/27/12	4058 35	28,164 97					
Acq		08/03/09	4058 35	28,164 97	31,330 48	31,330 48	3,165 51	-3,165 51	L
	Total for 1/27/2012				31,330 48	31,330 48	-3,165 51	-3,165 51	

Statement of Capital Gains and Losses From Sales
 (Does not include capital gain distributions from mutual
 funds or CTF's - See Tax Transaction Detail)

Account Id: 055006301444

AGT PEACHTREE HOUSE FDN-D

Trust Year 7/1/2011 - 6/30/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
922042858	VANGUARD INTL EQUITY INDEX FD INC								
Sold		01/27/12	1460	62,085 30					
Acq		03/08/11	1460	62,085 30	68,670 66	68,670 66	-6,585 36	-6,585 36	S
Total for 1/27/2012					68,670 66	68,670 66	-6,585 36	-6,585 36	
Total for Account: 055006301444					949,218 25	949,218 25	46,833 48	46,833 48	
Total Proceeds:						Fed	State		
996,051 73					S/T Gain/Loss	-3,013 24	-3,013 24		
					L/T Gain/Loss	49,846 72	49,846 72		

Settlement Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail**Account:** 40-05-500-6301444 AGT PEACHTREE HOUSE FDN-D

July 01, 2011 through June 30, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency									
Cash Equivalents									
504.180	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	\$504.18	\$6.60	\$504.18	1,000	\$0.00	\$0.40	0.07%
183,174.740	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	183,174.74	14.18	183,174.74	1,000	0.00	146.54	0.08
	Total Cash Equivalents		\$183,678.92	\$20.78	\$183,678.92		\$0.00	\$146.94	0.08%
	Total Cash/Currency		\$183,678.92	\$20.78	\$183,678.92		\$0.00	\$146.94	0.08%

Equities

(2)Industry Sector Codes	CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy	FIN = Financials HEA = Health Care IND = Industrials	IFT = Information Technology MAT = Materials OEQ = Other Equities	TEL = Telecommunication Services UTL = Utilities				
U.S. Large Cap								
305.000	ABBOTT LABS Ticker: ABT	002824100 HEA	\$19,663.35 64,470	\$0.00	\$15,174.01 49,751	\$4,489.34	\$622.20	3.16%
190.000	APPLE INC Ticker: AAPL	037833100 IFT	110,960.00 584,000	0.00	49,163.36 258,755	61,796.64	0.00	0.00
820.000	AT&T INC Ticker: T	00206R102 TEL	29,241.20 35,660	0.00	19,582.73 23,881	9,658.47	1,443.20	4.93
530.000	COLGATE PALMOLIVE CO Ticker: CL	194162103 CNS	55,173.00 104,100	0.00	29,766.38 56,163	25,406.62	1,314.40	2.38
34,855.266	COLUMBIA DIVIDEND INCOME FUND CLASS Z SHARES Ticker: GSFTX	19765N245 OEQ	504,704.25 14,480	0.00	428,175.54 12,284	76,528.71	12,931.30	2.56
35,652.886	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES Ticker: UMLGX	19765Y688 OEQ	454,930.83 12,760	0.00	351,218.60 9,851	103,712.23	0.00	0.00

(1) Market Value in the Portfolio Detail section does not include Accrued Income

25042104000

Settlement Date

Account: 40-05-500-6301444 AGT PEACHTREE HOUSE FDN-D

Portfolio Detail

July 01, 2011 through June 30, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Large Cap (cont)									
415.000	DISNEY WALT CO COM DISNEY Ticker: DIS	254687106 CND	20,127.50 48.500	0.00	12,361.68 29.787		7,765.82	249.00	1.23
405.000	EXELON CORP Ticker: EXC	30161N101 UTL	15,236.10 37.620	0.00	17,680.06 43.654		-2,443.96	850.50	5.58
470.000	EXPRESS SCRIPTS HLDG CO Ticker: ESRX	30219G108 HEA	26,240.10 55.830	0.00	12,443.99 26.477		13,796.11	0.00	0.00
2,025.000	EXXON MOBIL CORP Ticker: XOM	30231G102 ENR	173,279.25 85.570	0.00	2,322.21 1.147		170,957.04	4,617.00	2.66
75.000	GOOGLE INC CLACOM Ticker: GOOG	38259P508 IFT	43,505.25 580.070	0.00	44,677.70 595.703		-1,172.45	0.00	0.00
298.000	HESS CORP Ticker: HES	42809H107 ENR	12,948.10 43.450	0.00	16,052.04 53.866		-3,103.94	119.20	0.92
395.000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101 IFT	77,254.10 195.580	0.00	31,535.22 79.836		45,718.88	1,343.00	1.73
780.000	J P MORGAN CHASE & CO Ticker: JPM	46825H100 FIN	27,869.40 35.730	0.00	36,488.08 46.780		-8,618.68	936.00	3.35
285.000	KELLOGG CO Ticker: K	487836108 CNS	14,059.05 49.330	0.00	12,928.94 45.365		1,130.11	490.20	3.48
225.000	LOCKHEED MARTIN CORP Ticker: LMT	539830109 IND	19,593.00 87.080	0.00	16,863.96 74.951		2,729.04	900.00	4.59
700.000	LOWES COS INC Ticker: LOW	548661107 CND	19,908.00 28.440	0.00	15,886.50 22.695		4,021.50	448.00	2.25
955.000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	29,213.45 30.590	0.00	7,398.13 7.747		21,815.32	764.00	2.61
230.000	OCCIDENTAL PETE CORP DEL Ticker: OXY	674599105 ENR	19,727.10 85.770	124.20	16,901.55 73.485		2,825.55	496.80	2.51
305.000	PEPSICO INC Ticker: PEP	713448108 CNS	21,551.30 70.660	0.00	10,235.22 33.558		11,316.08	655.75	3.04
1,125.000	PFIZER INC Ticker: PFE	717081103 HEA	25,875.00 23.000	0.00	28,856.69 25.650		-2,981.69	990.00	3.82

Settlement Date



Bank of America Private Wealth Management

Portfolio Detail**Account:** 40-05-500-6301444 AGT PEACHTREE HOUSE FDN-D

July 01, 2011 through June 30, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Large Cap (cont)									
235 000	PG&E CORP Ticker: PCG	69331C108 UTL	10,638.45 45.270	106.93	10,428.64 44.377		209.81	427.70	4.02
500.000	PNC FINL SVCS GROUP INC Ticker: PNC	693475105 FIN	30,555.00 61.110	0.00	19,067.50 38.135		11,487.50	800.00	2.61
230.000	PRAXAIR INC Ticker: PX	74005P104 MAT	25,007.90 108.730	0.00	11,628.31 50.558		13,379.59	506.00	2.02
166.000	PROCTER & GAMBLE CO Ticker: PG	742718109 CNS	10,167.50 61.250	0.00	4,901.89 29.529		5,265.61	373.17	3.67
210 000	SCHLUMBERGER LTD NETHERLANDS ANTILLES Ticker: SLB	806857108 ENR	13,631.10 64.910	57.75	12,636.16 60.172		994.94	231.00	1.69
300.000	UNITED PARCEL SVC INC CLB Ticker: UPS	911312106 IND	23,628.00 78.760	0.00	16,288.50 54.295		7,339.50	684.00	2.89
650 000	UNITED TECHNOLOGIES CORP Ticker: UTX	913017109 IND	49,094.50 75.530	0.00	29,265.05 45.023		19,829.45	1,391.00	2.83
800.000	US BANCORP DEL COM NEW Ticker: USB	902973304 FIN	25,728.00 32.160	156.00	16,586.48 20.733		9,141.52	624.00	2.42
500.000	VERIZON COMMUNICATIONS INC Ticker: VZ	92343V104 TEL	22,220.00 44.440	0.00	15,067.83 30.136		7,152.17	1,000.00	4.50
810 000	WASTE MGMT INC DEL Ticker: WM	94106L109 IND	27,054.00 33.400	0.00	25,950.08 32.037		1,103.92	1,150.20	4.25
465 000	YUM BRANDS INC Ticker: YUM	988498101 CND	29,955.30 64.420	0.00	13,199.47 28.386		16,755.83	530.10	1.77
Total U.S. Large Cap			\$1,988,739.08	\$444.88	\$1,350,732.50	\$638,006.58	\$36,887.72	1.85%	
U.S. Mid Cap									
225 000	CLOROX CO Ticker: CLX	189054109 CNS	\$16,303.50 72.460	\$0.00	\$13,252.51 58.900		\$3,050.99	\$576.00	3.53%
4,047.049	COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES Ticker: CLSPX	19765P232 OEQ	107,084.92 26.460	0.00	81,665.73 20.179		25,419.19	36.42	0.03

25052105000



Settlement Date

Portfolio Detail

Account: 40-05-500-6301444 AGT PEACHTREE HOUSE FDN-D

July 01, 2011 through June 30, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Mid Cap (cont)									
8,868.434	JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND Ticker: JVMLX	47803W406 OEQ	107,840.16 12.160	0.00	107,662.79 12.140		177.37	212.84	0.19
852.000	STAPLES INC Ticker: SPLS	855030102 CND	11,118.60 13.050	93.72	16,577.85 19.458		-5,459.25	374.88	3.37
Total U.S. Mid Cap			\$242,347.18	\$93.72	\$219,158.88		\$23,188.30	\$1,200.14	0.49%
U.S. Small Cap									
1,057.310	CAMBIAR SMALL CAP FUND INV CL Ticker: CAMSX	0075W0817 OEQ	\$18,132.87 17.150	\$0.00	\$20,014.88 18.930		-\$1,882.01	\$0.00	0.00%
3,334.830	COLUMBIA SMALL CAP GROWTH I FUND CLASS Z SHARES Ticker: CMSCX	19765P596 OEQ	97,977.31 29.380	0.00	74,312.59 22.284		23,664.72	0.00	0.00
1,862.206	COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES Ticker: CSCZX	19765N567 OEQ	79,069.27 42.460	0.00	65,238.10 35.033		13,831.17	519.56	0.65
Total U.S. Small Cap			\$195,179.45	\$0.00	\$159,565.57		\$35,613.88	\$519.56	0.26%
International Developed									
1,764.526	HARBOR INTERNATIONAL FUND INSTL CL Ticker: HAINX	411511306 OEQ	\$98,301.74 55.710	\$0.00	\$96,578.72 54.734		\$1,723.02	\$2,322.12	2.36%
5,292.004	JOHN HANCOCK FDS III INTL GROWTH FUND CL I Ticker: GOGIX	47803T627 OEQ	104,040.80 19.660	0.00	97,109.58 18.350		6,931.22	1,471.18	1.41
Total International Developed			\$202,342.54	\$0.00	\$193,688.30		\$8,654.24	\$3,793.30	1.87%
Emerging Markets									
5,670.000	VANGUARD MSCI EMERGING MKTS ETF Ticker: VWO	922042858 OEQ	\$226,403.10 39.930	\$0.00	\$223,478.19 39.414		\$2,924.91	\$5,137.02	2.26%
Total Emerging Markets			\$226,403.10	\$0.00	\$223,478.19		\$2,924.91	\$5,137.02	2.26%

Settlement Date



Bank of America Private Wealth Management

Portfolio Detail**Account:** 40-05-500-6301444 AGT PEACHTREE HOUSE FDN-D

July 01, 2011 through June 30, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
Emerging Markets (cont)									
Total Equities			\$2,855,011.35	\$538.60	\$2,146,623.44		\$708,387.91	\$47,537.74	1.66%
Fixed Income									
Investment Grade Taxable									
0.000	COLUMBIA SHORT TERM BOND FUND CLASSZ SHARES	19765H362	\$0.00 9.930	\$122.39	\$0.00		\$0.00	\$0.00	0.00%
140,294.950	PIMCO TOTAL RETURN FUND INSTL	693390700	1,585,332.94 11.300	0.00	1,541,557.71 10.988		43,775.23	51,909.13	3.27
Total Investment Grade Taxable			\$1,585,332.94	\$122.39	\$1,541,557.71		\$43,775.23	\$51,909.13	3.27%
Global High Yield Taxable									
1,650.000	ISHARES IBOX \$ HIGH YIELD CORP BD FUND	464288513	\$150,628.50 91.290	\$0.00	\$149,985.50 90.900		\$643.00	\$10,593.00	7.03%
Total Global High Yield Taxable			\$150,628.50	\$0.00	\$149,985.50		\$643.00	\$10,593.00	7.03%
Total Fixed Income			\$1,735,961.44	\$122.39	\$1,691,543.21		\$44,418.23	\$62,502.13	3.60%
Tangible Assets									
Commodities									
13,963.681	PIMCO COMMODITY REALRETURN STRATEGY FUND	722005667	\$89,646.83 6.420	\$0.00	\$107,337.81 7.687		-\$17,690.98	\$19,060.42	21.26%
Total Commodities			\$89,646.83	\$0.00	\$107,337.81		-\$17,690.98	\$19,060.42	21.26%
Total Tangible Assets			\$89,646.83	\$0.00	\$107,337.81		-\$17,690.98	\$19,060.42	21.26%
Total Portfolio			\$4,864,298.54	\$681.77	\$4,129,183.38		\$735,115.16	\$129,247.23	2.65%
Accrued Income			\$681.77						

Form 990-PF	Corporate Stock	Statement	8
-------------	-----------------	-----------	---

Description	Book Value	Fair Market Value
Equities-See schedule attached	2,146,623.	2,855,011.
Total to Form 990-PF, Part II, line 10b	2,146,623.	2,855,011.

Form 990-PF	Other Investments	Statement	9
Description	Valuation Method	Book Value	Fair Market Value
Fixed Inc-See schedule attached	COST	1,691,543.	1,735,961.
Other-See schedule attached	COST	107,338.	89,647.
Total to Form 990-PF, Part II, line 13		1,798,881.	1,825,608.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
US Trust	212.
Total to Form 990-PF, Part I, line 3, Column A	212.

Form 990-PF	Dividends and Interest from Securities	Statement	2
-------------	--	-----------	---

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
US Trust	141,835.	0.	141,835.
US Trust	20,891.	20,981.	<90.>
Total to Fm 990-PF, Part I, ln 4	162,726.	20,981.	141,745.

Form 990-PF

Other Income

Statement 3

Description	(a)	(b)	(c)
	Revenue Per Books	Net Invest- ment Income	Adjusted Net Income
US Trust-Class Action Proceeds	18.	18.	
Total to Form 990-PF, Part I, line 11	18.	18.	

Form 990-PF

Legal Fees

Statement

4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
McGuireWoods LLP	4,008.	0.		4,008.
To Fm 990-PF, Pg 1, ln 16a	4,008.	0.		4,008.

Form 990-PF

Other Professional Fees

Statement

5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
US Trust - Agency Fees	30,600.	30,600.		0.
To Form 990-PF, Pg 1, ln 16c	30,600.	30,600.		0.

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign Tax Withheld	1,262.	1,262.		0.	
Excise Tax 2010 Balance Due	1,444.	0.		0.	
Excise Tax 2011 Estimate	4,296.	0.		0.	
To Form 990-PF, Pg 1, ln 18	7,002.	1,262.		0.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
SCC Annual Registration Fee	25.	0.		25.	
To Form 990-PF, Pg 1, ln 23	25.	0.		25.	