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

Department of the Treasury
Internal Revenue Service

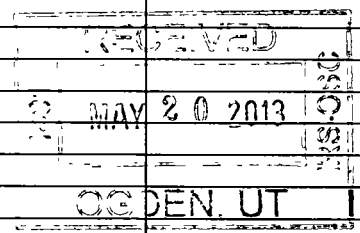
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

Open to Public Inspection

For calendar year 2012, or tax year beginning _____, **2012, and ending** _____, **20**

Name of foundation FITZGERALD FAMILY FOUNDATION, INC.		A Employer identification number 56-1844444
Number and street (or P.O. box number if mail is not delivered to street address) 2901-204 MARKET BRIDGE LANE	Room/suite	B Telephone number (see instructions) (919) 239-4513
City or town, state, and ZIP code RALEIGH NC 27608		C If exempt application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		D 1. Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 438,557		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
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"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part II Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), & (d) may not necessarily equal the amounts in column (a) (see instructions).)				
REVENUE				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temp. cash investments	1	1		
4 Dividends and interest from securities	15,408	15,408		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain/(loss) from sale of assets not on line 10	16,658			
b Gross sales price for all assets on line 6a	16,679			
7 Capital gain net income (from Part IV, line 2)		16,658		
8 Net short-term capital gain			2	
9 Income modifications			0	
10 a Gross sales less returns & allowances	0			
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11.	32,067	32,067	2	
OPERATING & ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule) #1	750	750		
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) #2	6	6		
19 Depreciation (attach sch.) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) #3	96	96		
24 Total operating and administrative expenses. Add lines 13 through 23	852	852	0	0
25 Contributions, gifts, grants paid	21,343			21,343
26 Total exp. & disbursements. Add lines 24 and 25	22,195	852	0	21,343
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	9,872			
b Net investment income (if neg., enter -0-)		31,215		
c Adjusted net income (if neg., enter -0-)			2	



SCANNED MAY 30 2013

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See inst.)

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
A S S E T S	1	Cash -- non-interest-bearing			
	2	Savings and temporary cash investments	2,948	53	53
	3	Accounts receivable			
		Less: allowance for doubtful accts.			
	4	Pledges receivable			
		Less: allowance for doubtful accts.			
	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 govt. obligations (attach schedule)			
	b	Investments -- corporate stock (attach schedule) #4	294,862	307,629	438,504
	c	Investments -- corporate bonds (attach schedule)			
	11	Investments -- land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments -- mortgage loans				
13	Investments -- other (attach schedule)				
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)	297,810	307,682	438,557	
L I A B I L I T I E S	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	0	
F U N D A S E T B A L A N C E S	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, ck. here <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	297,810	307,682		
30	Total net assets or fund balances (see instructions)	297,810	307,682		
31	Total liabilities and net assets/fund balances (see instructions)	297,810	307,682		

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	297,810
2	Enter amount from Part I, line 27a	2	9,872
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	307,682
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) -- Part II, column (b), line 30	6	307,682

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 ATTACHMENT #5					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	16,658
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		}		3	2

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries					
(a) Base period years Calendar year (or tax year beg. in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))		
2011	19,039	397,486	0.047899		
2010	7,260	359,311	0.020205		
2009	12,223	311,624	0.039224		
2008	20,577	355,287	0.057917		
2007	20,067	398,899	0.050306		
2 Total of line 1, column (d)				2	0.215551
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	0.043110
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5				4	427,960
5 Multiply line 4 by line 3				5	18,449
6 Enter 1% of net investment income (1% of Part I, line 27b)				6	312
7 Add lines 5 and 6				7	18,761
8 Enter qualifying distributions from Part XII, line 4				8	21,343

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Tax due'. Total tax due is 312.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political expenditures, and state reporting. Includes 'Yes' and 'No' columns.

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>SEE ATTACHMENT #6</u> Telephone no. ▶ _____ Located at ▶ _____ ZIP+4 ▶ _____			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -- Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15	15		
16	At any time during calendar year 2012, 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <u>N/A</u> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> 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) <u>N/A</u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.) <u>N/A</u>	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 2012?	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)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A 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? Yes No
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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and avg. hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred comp.	(e) Expense account, other allowances
SEE ATTACHMENT #7				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and avg. 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

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
NONE		
Total number of others receiving over \$50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
3 All other program-related investments. See instructions.	
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	427,144
b	Average of monthly cash balances	1b	7,333
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	434,477
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d.	3	434,477
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,517
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	427,960
6	Minimum investment return. Enter 5% of line 5	6	21,398

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	21,398
2a	Tax on investment income for 2012 from Part VI, line 5	2a	312
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b.	2c	312
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,086
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	21,086
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	21,086

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	21,343
b	Program-related investments -- total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	21,343
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	312
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	21,031

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				21,086
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2012.				
a From 2007				577
b From 2008				3,101
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	3,678			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>21,343</u>				
a Applied to 2011, 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 2012 distributable amount				21,086
e Remaining amount distributed out of corpus	257			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,935			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount -- see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount -- see instructions.				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				577
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,358			
10 Analysis of line 9:				
a Excess from 2008				3,101
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				257

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 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 exempt act.					
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 min. investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test -- enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year -- see 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).)
 NONE

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.
 NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds; if the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail 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)				
<p>a Paid during the year SEE ATTACHMENT #8</p>				
Total				21,343
b Approved for future payment				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

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) Excl. code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees & contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1	
4 Dividends and interest from securities			14	15,408	
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	16,658	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)			0	32,067	0
13 Total. Add line 12, columns (b), (d), and (e)				13	32,067

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash		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.		

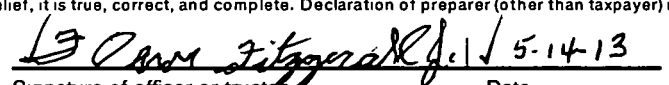
(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

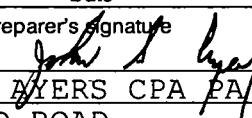
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  5-14-13 **PRESIDENT**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name JOHN S AYERS JR	Preparer's signature 	Date 5/9/13	Check <input type="checkbox"/> if self-employed	PTIN P00226413
Firm's name ▶ JOHN STEDMAN AYERS CPA PA			Firm's EIN ▶ 56-1908380	
Firm's address ▶ 2513 RAEFORD ROAD			Phone no (910) 323-4797	

990 SCHEDULE OF ACCOUNTING FEES

ATTACHMENT 1: PAGE 1 - 990-PF PAGE 1, PART I, LINE 16B

OPEN TO PUBLIC

INSPECTION

For calendar year 2012, or tax period beginning

, and ending

Name of Organization

FITZGERALD FAMILY FOUNDATION, INC.

Employer Identification Number

56-1844444

Accounting Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
ACCOUNTING FEES	750	750		
Total:	750	750		

990 SCHEDULE OF TAXES PAID

ATTACHMENT 2: PAGE 1 - 990- PF PAGE 1, PART I, LINE 18

OPEN TO PUBLIC

INSPECTION

For calendar year 2012, or tax period beginning

, and ending

Name of Organization

FITZGERALD FAMILY FOUNDATION, INC.

Employer Identification Number

56-1844444

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
FEDERAL INCOME TAX PAID	6	6		
Total:	6	6		

990 OTHER EXPENSES SCHEDULE

ATTACHMENT 3: PAGE 1 990-PF PAGE 1, PART I, LINE 23

OPEN TO PUBLIC

INSPECTION

For calendar year 2012, or tax period beginning

, and ending

Name of Organization

FITZGERALD FAMILY FOUNDATION, INC.

Employer Identification Number

56-1844444

Description of Activity	Revenue and Expenses	Net Investment Income	Adjusted Net Income	Disbursements for Charity
BROKERAGE MAINTENANCE FEE	96	96		
Total:	96	96		

990 SCHEDULE OF INVESTMENTS - CORPORATE STOCKS

ATTACHMENT 4: PAGE 1 - 990-PF PAGE 2, PART II, LINE 10B

OPEN TO PUBLIC INSPECTION	For calendar year 2012, or tax period beginning _____, and ending _____	
Name of Organization FITZGERALD FAMILY FOUNDATION, INC.		Employer Identification Number 56-1844444

Description of Property	Cost	FMV at Year End	Book Value	Fair Market Value
350SH ALTRIA CORP	X		3,824	11,004
240SH AMERIPRISE FINANCIAL	X		3,230	15,031
83SH BROADRIDGE FINANCIAL	X		1,704	1,899
200SH CHEVRON CORPORATION	X		11,496	21,628
500SH COCA COLA COMPANY	X		14,899	18,125
650SH ELI LILLY & COMPANY	X		42,058	32,058
468SH EXPRESS SCRIPT HLDG CO	X		24,489	25,272
11 SH FAIRPOINT COMM	X		32	
1550SH GENERAL ELECTRIC	X		23,747	32,535
600SH H J HEINZ	X		15,556	34,608
240SH HOSPIRA	X		6,278	7,498
600SH JOHNSON&JOHNSON	X		8,363	42,060
200SH JP MORGANCHASE	X		7,562	8,794
200SH KIMBERLY CLARK	X		13,186	16,886
225SH PEPSICO INC	X		15,639	15,397
350SH PHILIP MORRIS INTL	X		8,710	29,274
1000SH PROCTOR&GAMBLE	X		16,895	67,890
1124.223SH AMERICAN CAPITAL	X		42,344	41,821
1267SH BLACKROCK GLOBAL	X		47,617	16,724
Total:			307,629	438,504

990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ATTACHMENT 5: PAGE 1 - 990-PF PAGE 3, PART IV, LINE 1

OPEN TO PUBLIC INSPECTION For calendar year 2012 or tax period beginning _____, and ending _____

Name of Organization: **FITZGERALD FAMILY FOUNDATION, INC.** Employer Identification Number: **56-1844444**

	(a) List and Describe the Kind(s) of Property Sold (e.g., Real Estate, 2-story Brck 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	EXOPRESS SCRIPT HLDG CO	D	06-24-1988	04-03-2012
2	MEDCO HEALTH SOLUTIONS (578SH ACQUIRED IN MERGER)	P	06-24-1988	04-03-2012
3	AMERICAN CAPITAL WORLD (.6670SH)	P	12-20-2011	02-09-2012

	(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)
1	10			10
2	16,646			16,646
3	23		21	2

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) 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 if Col. (i) Over Col. (j), if Any	
1				10
2				16,646
3				2

990 BOOKS ARE IN CARE OF

ATTACHMENT 6 - 990-PF PAGE 5, PART VII-A, LINE 14

OPEN TO PUBLIC INSPECTION	For calendar year 2012, or tax period beginning _____, and ending _____
Name of Organization FITZGERALD FAMILY FOUNDATION, INC.	Employer Identification Number 56-1844444

Part VII-A - Line 14

Individual Name F O FITZGERALD
 or
 Business Name:

Street Address 2901-204 MARKET BRIDGE LANE

U.S. Address.

Zip code 27608 City RALEIGH State NC
 or

Foreign Address

City _____
 Province or State _____
 Country _____
 Postal code _____
 Phone Number (919) 239-4513
 Fax Number _____

990 CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

ATTACHMENT 7: PAGE 1 - 990-PF PAGE 6, PART VIII

OPEN TO PUBLIC INSPECTION For calendar year 2012, or tax period beginning _____, and ending _____

Name of Organization: **FITZGERALD FAMILY FOUNDATION, INC.** Employer Identification Number: **56-1844444**

(A) Name and Address	(B) Title and Average Hrs. per Week	(C) Compensation (If not paid, enter 0)	(D) Cont. to Employee Ben. Plans & Def. Comp.	(E) Expense Account & Other Allowances
F OWEN FITZGERALD 2901-204 MARKET BRIDGE LANE RALEIGH, NC 27608	PRESIDENT			
MARY O FITZGERALD 2901-204 MARKET BRIDGE LANE RALEIGH, NC 27608	SECRETARY			
FRANK O FITZGERALD 70 CTR GROVE CHURCH ROAD MONCURE, NC 27559	DIRECTOR			
ANNE T FITZGERALD TORONTO, ONTARIO, CA	DIRECTOR			

990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8: PAGE 1 990-PF PAGE 11, PART XV LINE 3A

OPEN TO PUBLIC INSPECTION For calendar year 2012, or tax period beginning _____, and ending _____

Name of Organization: **FITZGERALD FAMILY FOUNDATION, INC.** Employer Identification Number: **56-1844444**

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
ABUNDANCE FOUNDATION 220 LORAX LANE BOX 5 PITTSBORO NC 27312	N/A	PUBLIC	GENERAL OPERATIONS	500
CAROLINA BALLET 3401 ATLANTIC AVE RALEIGH NC 27604	N/A	PUBLIC	GENERAL OPERATIONS	1,834
THE CARY ACADEMY 1500 NORTH HARRISON AVE CARY NC 27513	N/A	PUBLIC	GENERAL OPERATIONS	250
CHILDRENS HOME OF POUGHKEEPSIE 40 CHILDRENS WAY POUGHKEEPSIE NY 12601	N/A	PUBLIC	GENERAL OPERATIONS	50
COMMUNITY MUSIC SCHOOL 618 TUCKER ST RALEIGH NC 27603	N/A	PUBLIC	GENERAL OPERATIONS	100
DUKE DIVINITY SCHOOL 407 CHAPEL DRIVE DURHAM NC 27708	N/A	PUBLIC	GENERAL OPERATIONS	1,000
DUKE UNIVERSITY 700 WEST MAIN ST DURHAM NC 27701	N/A	PUBLIC	GENERAL OPERATIONS	500
THE IRON DUKES 116 CAMERON BOX 90542 DURHAM NC 27706	N/A	PUBLIC	GENERAL OPERATIONS	2,000
FAYETTEVILLE AREA OPERATION INASMUCH 531 HILLSBORO ST FAYETTEVILLE NC 28301	N/A	PUBLIC	GENERAL OPERATIONS	300
EBENEZER CHILD CARE TR 7421 CHITAL RD CHARLOTTE NC 28273	N/A	PUBLIC	GENERAL OPERATIONS	50
FRIENDS OF THE MUSEUM 11 WEST JONES ST RALEIGH NC 27601	N/A	PUBLIC	GENERAL OPERATIONS	1,000
HAYWOOD COUNTY ARTS COUNCIL	N/A	PUBLIC	GENERAL OPERATIONS	
Total:				7,584

990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8: PAGE 2 990-PF PAGE 11, PART XV LINE 3A

OPEN TO PUBLIC
INSPECTION

For calendar year 2012, or tax period beginning _____, and ending _____

Name of Organization

FITZGERALD FAMILY FOUNDATION, INC.

Employer Identification Number

56-1844444

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
86 NORTH MAIN ST WAYNESVILLE NC 28786				500
HIGH POINT UNIVERSITY 833 MONTLIEU AVE HIGH POINT NC 27262	N/A	PUBLIC	GENERAL OPERATIONS	250
HOSPICE OF WAKE COUNTY 250 HOSPICE CIRCLE RALEIGH NC 27607	N/A	PUBLIC	GENERAL OPERATIONS	500
JOHNSTON COUNTY HERITAGE 241 EAST MARKET ST SMITHFIELD NC 27557	N/A	PUBLIC	GENERAL OPERATIONS	200
LAKE JUNALUSKA ASSEMBLY 91 NORTH LAKESHORE DR LAKE JUNALUSKA NC 28745	N/A	PUBLIC	GENERAL OPERATIONS	1,000
LEARNING TOGETHER 568 EAST LENOIR ST RALEIGH NC 27601	N/A	PUBLIC	GENERAL OPERATIONS	200
THE KEEN COMPANY 520 8TH AVE SUITE 328 NEW YORK NY 10018	N/A	PUBLIC	GENERAL OPERATIONS	1,000
METHODIST HOMES FOR CHILDREN 1041 WASHINGTON ST RALEIGH NC 27605	N/A	PUBLIC	GENERAL OPERATIONS	500
NATIONAL HUMANITIES CENTER 7 ALEXANDER DR RESEARCH TRIANGLE PARK NC 27709	N/A	PUBLIC	GENERAL OPERATIONS	250
NC COMMUNITY FOUNDATION 4601 SIX FORKS RD RALEIGH NC 27609	N/A	PUBLIC	GENERAL OPERATIONS	1,200
MUSEUM OF ART FOUNDATION 2110 BLUE RIDGE RD RALEIGH NC 27607	N/A	PUBLIC	GENERAL OPERATIONS	1,000
NC MUSEUM OF HISTORY 5 EAST EDENTON ST	N/A		GENERAL OPERATIONS	
Total:				6,600

990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8: PAGE 3 990-PF PAGE 11, PART XV LINE 3A

OPEN TO PUBLIC INSPECTION For calendar year 2012, or tax period beginning _____, and ending _____

Name of Organization: **FITZGERALD FAMILY FOUNDATION, INC.** Employer Identification Number: **56-1844444**

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
RALEIGH NC 27601				500
NC MUSEUM OF NATURAL SCIENCE 11 WEST JONES ST RALEIGH NC 27601	N/A	PUBLIC	GENERAL OPERATIONS	2,109
NC OPERA COMPANY 612 WADE AVE SUITE 100 RALEIGH NC 27605	N/A	PUBLIC	GENERAL OPERATIONS	500
NC SYMPHONY 3700 GLENNWOOD AVE SUITE 130 RALEIGH NC 27612	N/A	PUBLIC	GENERAL OPERATIONS	1,250
RALEIGH FINE ARTS COUNCIL PO BOX 10614 RALEIGH NC 27605	N/A	PUBLIC	GENERAL OPERATIONS	1,000
READ AND FEED 24 GRANDE HEIGHTS DR CARY NC 27513	N/A	PUBLIC	GENERAL OPERATIONS	50
HAYES BARTON UNITED METHODIST CHURCH 2209 FAIRVIEW RD RALEIGH NC 27608	N/A	PUBLIC	GENERAL OPERATIONS	250
THE HEALING PLACE 1241 GOODE ST RALEIGH NC 27603	N/A	PUBLIC	GENERAL OPERATIONS	250
THE MET OPERA GUILD 70 LINCOLN CENTER PLAZA 6TH FL NEW YORK NY 10023	N/A	PUBLIC	GENERAL OPERATIONS	250
UNC GREENSBORO 1400 SPRING GARDEN ST GREENSBORO NC 27413	N/A	PUBLIC	GENERAL OPERATIONS	1,000
Total:				7,159