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

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

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation BETTY AND DAVIS FITZGERALD FOUNDATION, INC.		A Employer identification number 58-1669823	
		B Telephone number 404-831-2131	
Number and street (or P O box number if mail is not delivered to street address) P. O. BOX 11749		C If exemption application is pending, check here ► <input type="checkbox"/>	
City or town, state, and ZIP code ATLANTA, GA 30355-1749		D 1. Foreign organizations, 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 2. Foreign organizations meeting the 85% test, 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) ► \$ 24,533,412. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income
1 Contributions, gifts, grants, etc., received			(c) Adjusted net income
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments			(d) Disbursements for charitable purposes (cash basis only)
3 Dividends and interest from securities		580,172.	579,881.
4a Gross rents			STATEMENT 1
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a b 4,185,855.		<364,753.>	
7 Capital gain net income (from Part IV, line 2)			0.
8 Net short-term capital gain			
9 Income modifications Gross sales less returns and allowances			
10a b Less Cost of goods sold,			
c Gross profit or (loss): <21,104.>		<16,489.>	STATEMENT 2
11 Other income		194,315.	563,392.
12 Total. Add lines 1 through 11		127,000.	114,300.
13 Compensation of officers, directors, trustees, etc		8,668.	867.
14 Other employee salaries and wages		1,412.	0.
15 Pension plans, employee benefits		19,250.	4,813.
16a Legal fees STMT 3		347,662.	338,206.
b Accounting fees STMT 4			
c Other professional fees STMT 5			
17 Interest			
18 Taxes STMT 6		67,861.	0.
19 Depreciation and depletion		746.	0.
20 Occupancy			
21 Travel, conferences, and meetings		3,644.	0.
22 Printing and publications			
23 Other expenses STMT 7		6,528.	445.
24 Total operating and administrative expenses. Add lines 13 through 23		582,771.	357,031.
25 Contributions, gifts, grants paid		281,256.	929,724.
26 Total expenses and disbursements. Add lines 24 and 25		864,027.	357,031.
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative enter -0-)		<669,712.>	206,361.
			N/A

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G/H

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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	61,626.	59,031.	59,031.
	2	Savings and temporary cash investments	209,536.	203,687.	203,687.
	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 10	13,779,191.	14,745,876.
	c	Investments - corporate bonds	STMT 11	1,776,976.	3,733,773.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 12	6,897,347.	5,790,071.
	14	Land, buildings, and equipment: basis ►	2,238.		
		Less accumulated depreciation ►	2,051.	933.	187.
	15	Other assets (describe ►)		11,756.	787.
	16	Total assets (to be completed by all filers)		22,737,365.	24,533,412.
Liabilities	17	Accounts payable and accrued expenses		32,697.	32,697.
	18	Grants payable		2,256,096.	1,607,628.
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)	STATEMENT 13	0.	50,890.
	23	Total liabilities (add lines 17 through 22)		2,288,793.	1,691,215.
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted		20,448,572.	22,842,197.
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input 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			
	30	Total net assets or fund balances		20,448,572.	22,842,197.
	31	Total liabilities and net assets/fund balances		22,737,365.	24,533,412.

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	20,448,572.
2	Enter amount from Part I, line 27a	2	<669,712.>
3	Other increases not included in line 2 (itemize) ►	3	3,094,024.
4	Add lines 1, 2, and 3	4	22,872,884.
5	Decreases not included in line 2 (itemize) ►	5	30,687.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,842,197.

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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 PUBLICLY TRADED SECURITIES					
b TAX BASIS ADJUSTMENT ON K-1 SHR. SALES			P		
c PASS-THRU FROM K-1 INVESTMENTS			P		
d PASS-THRU UBI FROM K-1 INVESTMENTS			P		
e CAPITAL GAINS DIVIDENDS					
(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 3,931,553.		4,550,608.	<619,055. >		
b 29,399.			29,399.		
c 11,421.			11,421.		
d 1,398.			1,398.		
e 212,084.			212,084.		
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			<619,055. >		
b			29,399.		
c			11,421.		
d			1,398.		
e			212,084.		
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	<364,753. >	
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,076,315.	23,751,613.	.045315
2010	1,087,452.	22,608,287.	.048100
2009	1,112,960.	19,571,326.	.056867
2008	1,187,059.	22,378,650.	.053044
2007	164,903.	25,125,296.	.006563
2 Total of line 1, column (d)			.209889
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			.041978
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			23,047,448.
5 Multiply line 4 by line 3			967,486.
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,064.
7 Add lines 5 and 6			969,550.
8 Enter qualifying distributions from Part XII, line 4			1,086,858.

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.

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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.	} of Part I, line 27b	1	2,064.
	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		2	0.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1%		3	2,064.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		4	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	2,064.
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,012.	
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	6,012.	
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	3,948.	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ►	11	Refunded ► 0.	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	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. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
	GA		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	The books are in care of ► JACQUELIN M. STRADLEY, EXEC. DIR. Telephone no. ► 404-831-2131 Located at ► P.O. BOX 11749, ATLANTA, GA ZIP+4 ► 30355-1749	
15	► 15 N/A	
16	Yes	No X

Website address ► **HTTP : / / WWW.BETTYANDDAVISFITZGERALD.ORG/**

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	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 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 ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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)	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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
- (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

Yes No

Yes No

Yes No

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)?

Organizations relying on a current notice regarding disaster assistance check here

N/A

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

6b

X

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

If "Yes" to 6b, file Form 8870

Yes No

N/A

7b

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

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

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 14		127,000.	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

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GARLAND/MERZ CONSULTING, LLC 3990 VERNON ROAD, ATLANTA, GA 30319	INVESTMENT ADVISORY SERVICES	63,367.

Total number of others receiving over \$50,000 for professional services ► 0

Part IX-A **Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3	
All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ► 0.	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	23,321,349.
b	Average of monthly cash balances	1b	77,075.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	23,398,424.
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	23,398,424.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	350,976.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,047,448.
6	Minimum investment return. Enter 5% of line 5	6	1,152,372.

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	1,152,372.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,064.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,064.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,150,308.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,150,308.
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	1,150,308.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	1,086,858.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	1,086,858.
b	Cash distribution test (attach the required schedule)	5	2,064.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	1,084,794.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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.

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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				1,150,308.
2 Undistributed income, if any, as of the end of 2012			1,072,515.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,086,858.			1,072,515.	
a Applied to 2011, but not more than line 2a				
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 2012 distributable amount				14,343.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2012 (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				
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,135,965.
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 2007 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

BETTY AND DAVIS FITZGERALD FOUNDATION,
INC.

Form 990-PF (2012)

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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
<i>a Paid during the year</i>				
GRANTS PAID (STATEMENT 16)	NONE	PUBLIC CHARITY	TO SUPPORT THE CHARITABLE PURPOSE OF THE RECIPIENT ORG.	893,200.
MATCHING GIFTS (STATEMENT 17)	NONE	PUBLIC CHARITY	TO SUPPORT THE CHARITABLE PURPOSE OF THE RECIPIENT ORG.	36,524.
Total				► 3a 929,724.
<i>b Approved for future payment</i>				
GRANTS APPROVED FOR FUTURE PAYMENT (STATEMENT 16)	NONE	PUBLIC CHARITY	TO SUPPORT THE CHARITABLE PURPOSE OF THE RECIPIENT ORG.	55,400.
Total				► 3b 55,400.

BETTY AND DAVIS FITZGERALD FOUNDATION,
INC.

Form 990-PF (2012)

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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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	523000	291. 14		579,881.	
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	523000	<4,615.>14		<16,489.>	
8 Gain or (loss) from sales of assets other than inventory	523000	1,398. 18		<366,151.>	
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)					
13 Total. Add line 12, columns (b), (d), and (e)					
(See worksheet in line 13 instructions to verify calculations.)					

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

BETTY AND DAVIS FITZGERALD FOUNDATION, I

58-1669823

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENTS PORTFOLIO	782,680.	212,084.	570,596.
PASS-THRU FROM K-1 INVESTMENTS	9,285.	0.	9,285.
PASS-THRU UBI FROM K-1 INVESTMENTS	291.	0.	291.
TOTAL TO FM 990-PF, PART I, LN 4	792,256.	212,084.	580,172.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASS-THRU FROM K-1 INVESTMENTS	<16,489.>	<16,489.>	
PASS-THRU UBI FROM K-1 INVESTMENTS	<4,615.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<21,104.>	<16,489.>	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	1,412.	0.		1,412.
TO FM 990-PF, PG 1, LN 16A	1,412.	0.		1,412.

BETTY AND DAVIS FITZGERALD FOUNDATION; I

58-1669823

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	19,250.	4,813.		14,438.
TO FORM 990-PF, PG 1, LN 16B	19,250.	4,813.		14,438.

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
INVESTMENT CUSTODIAL FEES	37,825.	28,369.		9,456.
INVESTMENT MANAGEMENT FEES	309,837.	309,837.		0.
TO FORM 990-PF, PG 1, LN 16C	347,662.	338,206.		9,456.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	6,000.	0.		0.
DEFERRED EXCISE TAXES	61,861.	0.		0.
TO FORM 990-PF, PG 1, LN 18	67,861.	0.		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
OFFICE SUPPLIES/POSTAGE	821.	82.		739.
TECHNOLOGY/TELEPHONE	996.	100.		896.
BANK CHARGES	667.	67.		600.
BOARD MEETINGS	320.	32.		288.
DUES & SUBSCRIPTIONS	43.	0.		43.

BETTY AND DAVIS FITZGERALD FOUNDATION; I 58-1669823

MEMBERSHIP DUES	2,040.	0.	2,040.
PAYROLL PROCESSING	1,641.	164.	1,477.
TO FORM 990-PF, PG 1, LN 23	6,528.	445.	6,083.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON PORTFOLIO APPRECIATION	3,094,024.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,094,024.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE ON K-1 INCOME RECOGNITION & SHARE SALES	30,687.
TOTAL TO FORM 990-PF, PART III, LINE 5	30,687.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	14,745,876.	14,745,876.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,745,876.	14,745,876.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	3,733,773.	3,733,773.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,733,773.	3,733,773.

BETTY AND DAVIS FITZGERALD FOUNDATION, I

58-1669823

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVES	FMV	5,790,071.	5,790,071.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,790,071.	5,790,071.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITY	0.	50,890.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	50,890.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 14
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
J. LINDSAY STRADLEY, JR. P.O. BOX 11749 ATLANTA, GA 30355	CHAIRMAN/PRESIDENT 0.75	0.	0.	0.
WILLIAM GURLEY P.O. BOX 11749 ATLANTA, GA 30355	EXECUTIVE VICE PRESIDENT 0.50	0.	0.	0.
JACK R. HALL P.O. BOX 11749 ATLANTA, GA 30355	TREASURER 0.75	0.	0.	0.
JACQUELIN M. STRADLEY P.O. BOX 11749 ATLANTA, GA 30355	SECRETARY/EXECUTIVE DIR. 30.00	127,000.	0.	0.
ALICE STRADLEY WOOD P.O. BOX 11749 ATLANTA, GA 30355	VICE PRESIDENT 0.50	0.	0.	0.

BETTY AND DAVIS FITZGERALD FOUNDATION; I

58-1669823

LINDSAY STRADLEY P.O. BOX 11749 ATLANTA, GA 30355	VICE PRESIDENT 0.50	0.	0.	0.
TALBOT SMITH P.O. BOX 11749 ATLANTA, GA 30355	VICE PRESIDENT 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		127,000.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JACKIE M. STRADLEY (JACKIESTRADLEY@BETTYANDDAVISFITZGERALD.ORG)
P.O. BOX 11749
ATLANTA, GA 30355-1749

TELEPHONE NUMBER

404-831-2131

FORM AND CONTENT OF APPLICATIONS

ONE PAGE PLUS EXEMPTION LETTER FROM IRS. DETAILS ON
[HTTP://WWW.BETTYANDDAVISFITZGERALD.ORG](http://WWW.BETTYANDDAVISFITZGERALD.ORG)

ANY SUBMISSION DEADLINES

FEB. 15, MAY 15, AUG. 15, NOV. 15

RESTRICTIONS AND LIMITATIONS ON AWARDS

FOUNDATION SEEKS TO MAKE A DIFFERENCE IN THE LIVES OF OTHERS, PRIMARILY
THROUGH THE EDUCATION AND HEALTH CARE OF THE DISADVANTAGED RESIDENTS OF
METRO ATLANTA AND GEORGIA.

990-PF STATEMENT 16

Betty and Davis Fitzgerald Foundation, Inc
Grants Payment Schedule
December 31, 2012

Grantee	Year	Awarded	Amount	Unpaid balance 12/31/11	2012 Grants Awarded	2012 Payments	Year End Balance at 12/31/12
Henry W Grady Health System Foundation	2009	1,000,000	1,000,000		250,000	750,000	
Christ Community Health Services Augusta	2009	200,000	200,000		100,000	100,000	
City of Refuge	2009	100,000	100,000		30,000	70,000	
Salvation Army Augusta	2009	60,000	60,000		20,000	40,000	
International Rescue Committee	2009	20,000	20,000		10,000		
Breakthrough Atlanta	2009	10,000	10,000		10,000		
Georgia Lions Lighthouse	2009	30,000	30,000		30,000		
Bill Maness Outreach Center (for Find a Way Home)	2010	3,000	1,000		1,000		
Teach For America	2010	1,000,000	900,000		250,000	650,000	
Bill Maness Outreach Center (for Path to Shine)	2011	3,000	2,000		2,000		
Deep Center	2011	5,000	5,000		5,000		
Georgia Perimeter College	2011	10,000	10,000		10,000		
HealthMPowers	2011	10,000	10,000		10,000		
Hillside	2011	10,000	10,000		10,000		
I Have a Dream of Atlanta	2011	10,000	10,000		10,000		
King's Daughters' School	2011	25,000	25,000		10,000	15,000	
New Hope Enterprises	2011	10,000	10,000		10,000		
Foundation Center	2011	2,000	2,000		2,000		
Georgia Center for Nonprofits	2011	2,000	2,000		2,000		
Georgia Budget & Policy Institute	2011	1,000	1,000		1,000		
Georgia Tech Foundation	2012	30,000	-		30,000		
Culture Connect	2012	10,000	-		10,000		
Training and Counseling Center at Saint Luke's	2012	10,000	-		10,000		
Atlanta Music Project	2012	10,000	-		10,000		
Carter Center	2012	10,000	-		10,000		
LEAD Institute	2012	10,000	-		10,000		
Refugee Women's Network	2012	10,000	-		10,000		
Johnson C. Smith Theological Seminary	2012	10,000	-		10,000		
Communities Joined in Action	2012	20,000	-		20,000		
Walker School	2012	200	-		200		
Clarke County Mentor Program	2012	10,000	-		10,000		
Eleventh Step House	2012	10,000	-		10,000		
Hearts & Hands Clinic	2012	10,000	-		10,000		
United Way (CareerRise)	2012	10,000	-		10,000		
Year Up	2012	400	-		400		
Walker School	2012	2,000	-		2,000		
Foundation Center	2012	2,000	-		2,000		
Georgia Center for Nonprofits	2012	1,000	-		1,000		
Georgia Budget & Policy Institute	2012						
Totals		6,378,600	2,398,000	175,600	893,200	1,680,400	55,400
							Approved but Unpaid in 2012

990-PF STATEMENT 17

Betty and Davis Fitzgerald Foundation, Inc.
Transactions by Account
As of December 31, 2012

	Date	Name	Debit
71000 - Matching Gifts			
	1/3/2012	Holy Innocents' Episcopal Church	7,500.00
	2/3/2012	Vanderbilt University College of A&S	700.00
	2/6/2012	Fenway High School Fund	700.00
	2/7/2012	Whitman College	1,800.00
	2/10/2012	North Fulton Community Charities	200.00
	2/10/2012	Salvation Army	100.00
	2/13/2012	St. Andrew's Parish	6,250.00
	2/13/2012	Prime Time House, Inc.	200.00
	2/13/2012	Crossroads Community Ministries	200.00
	2/14/2012	Vanderbilt University	200.00
	2/15/2012	Kent Memorial Library	500.00
	2/15/2012	Alliance Theatre at Woodruff Arts Center	200.00
	2/16/2012	Marist School	1,000.00
	2/16/2012	American Cancer Society	800.00
	2/16/2012	St. Francis Day School, Inc.	140.00
	2/16/2012	St. Francis Day School, Inc.	600.00
	2/16/2012	The Stoney Brook School	2,500.00
	2/17/2012	Greenwood Counseling Services, Inc.	700.00
	2/17/2012	Atlanta Council BSA Friends of Scouting	400.00
	2/21/2012	Chore Services	250.00
	2/22/2012	Atlanta Council BSA Friends of Scouting	600.00
	2/22/2012	Trinity on Hill United Methodist Church	4,000.00
	2/24/2012	Nat All of Mental Illness of Connecticut	500.00
	2/24/2012	Young Life Roswell-Alpharetta	200.00
	2/24/2012	The Walker School	1,000.00
	2/27/2012	Kent Land Trust	1,000.00
	2/27/2012	Augusta Preparatory Day School	1,500.00
	2/28/2012	United Way of Metropolitan Atlanta	184.08
	3/2/2012	Kent Volunteer Fire Department	100.00
	3/16/2012	I Have a Dream of Atlanta	2,000.00
	4/3/2012	Allegheny College	500.00
	Total 71000	Matching Gifts	36,524.08
	TOTAL		36,524.08



990-PF PART II, LINES 10 & 13 DETAIL
DETAIL OF ASSETS HELD

AS OF 12/31/12

CUST BETTY &DAVIS FITZGERALD FDN INC

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SHARES PAR VALUE	ASSET DESCRIPTION	CUSIP NUMBER MOODY'S	MARKET VALUE MARKET PRICE	% MKT YLD MKT	COST	UNIT COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME EST ANN INCOME
	STIF & MONEY MARKET FUNDS							
	SHORT TERM INVT TAXABLE							
126,518.840	FEDERATED MONEY MKT OBLIGS TR PRIME OBLIGS INSTL FFS #10	609010DF7	126,518.84 1,000	0.57 0.12	126,518.84 1,000	1.00	0.00	10.24 144.61
126,518.840	TOTAL SHORT TERM INVT TAXABLE		126,518.84	0.57	126,518.84		0.00	10.24 144.61
	TOTAL STIF & MONEY MARKET FUNDS		126,518.84	0.57	126,518.84		0.00	10.24 144.61
	EQUITY SECURITIES							
	EXCHANGE TRADED FUNDS							
17,441.000	ISHARES TR RUSSELL MIDCAP VALUE INDEX ETF	464287473	876,235.84 50,240	3.94 2.09	730,800.10 41,90		145,435.74	* 0 00 18,330.49
15,616.000	ISHARES TR RUSSELL MIDCAP GROWTH INDEX ETF	464287481	980,684.80 62,800	4.41 1.32	839,556.03 53.76		141,128.77	12,898.82
2,090.000	ISHARES TR RUSSELL 1000 GROWTH INDEX ETF	464287614	136,874.10 65,490	0.62 1.66	129,898.31 62.15		6,975.79	0.00 2,265.56
6,090.000	ISHARES TR RUSSELL 2000 VALUE INDEX ETF	464287630	459,855.90 75.510	2.07 2.50	367,531.50 60.35		92,324.40	0.00 11,510.10
5,320.000	ISHARES TR RUSSELL 2000 GROWTH INDEX ETF	464287648	507,049.20 95.310	2.28 1.46	430,622.70 80.94		76,426.50	0.00 7,421.40
4,770.000	ISHARES TR BARCLAYS 1-3 YEAR CREDIT BD ETF	464288646	503,139.60 105,480	2.26 1.56	499,601.79 104.74		3,537.81	652.01 7,865.73
51,327.000	TOTAL EXCHANGE TRADED FUNDS		3,463,839.44	15.57	2,998,010.43		465,829.01	652.01 60,292.10

990-PF PART II, LINES 10 & 13 DETAIL
DETAIL OF ASSETS HELD



AS OF 12/31/12

CUST BETTY &DAVIS FITZGERALD FDN INC

SHARES PAR VALUE	ASSET DESCRIPTION	CUSIP MOODY'S	MARKET VALUE MARKET PRICE	% MKT YLD MKT	COST UNIT COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME EST ANN INCOME
51,327.000	TOTAL EQUITY SECURITIES		3,463,839.44	15.57	2,998,010.43	465,829.01	652.01
	MUTUAL FUNDS						
	MF EQUITIES						
35,448.066	CENTURY CAP MGMT TR SMALL CAP SELECT FD INSTL CL	15649P208	953,907.46 26 910	4.29 0.00	860,638.58 24 28	93,268.88	0.00 0.00
41,315.201	DFA INV'T DIMENSIONS GROUP INC US TARGETED VALUE FD INSTL	233203595	702,771.57 17 010	3.16 1.49	693,632.34 16 79	9,139.23	10,452.75
21,375.349	DODGE & COX FDS INTL STK FD	256206103	740,442.09 34 640	3.33 2.16	658,175.41 30 79	82,266.68	15,967.39
26,770.707	EATON VANCE SER TR II TAX-MANAGED EMERGING MKTS FD CL I	277907606	1,300,520.95 48 580	5.85 1.94	1,234,252.99 46 10	66,267.96	25,191.24
28,586.667	FIRST EAGLE FDS INC FD OF AMERICA CL C	32008F846	700,087.47 24 490	3.15 0.00	548,729.83 19 20	151,357.64	0.00 0.00
31,716.186	HARRIS ASSOC FDS TR OAKMARK INTL FD CL I	413838202	663,819.77 20.930	2.98 2.10	613,642.01 19 35	50,177.76	13,923.41
138,187.255	PIMCO FDS STKS PLUS FD INSTL CL	693390403	1,152,481.71 8.340	5.18 4.15	1,397,369.70 10 11	-244,887.99	47,812.79
32,903.220	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL	722005667	218,477.38 6.640	0.98 2.65	241,847.86 7.35	-23,370.48	5,790.97
5,692.600	RYDEX SER FDS MANAGED FUTURES STRATEGY FD CL H	78356A491	120,853.90 21.230	0.54 0.00	150,000.00 26.35	-29,146.10	0.00 0.00

990-PF PART II, LINES 10 & 13 DETAIL
DETAIL OF ASSETS HELD



AS OF 12/31/12

CUST BETTY &DAVIS FITZGERALD FDN INC

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SHARES PAR VALUE	ASSET DESCRIPTION	CUSIP NUMBER MOODYS SHS	MARKET VALUE MARKET PRICE	% MKT YLD MKT	COST UNIT COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME EST ANN INCOME
5,045 901	SEQUOIA FD INC SHS	817418106	849,275 60 168 310	3 82 0 00	704,133 33 139.55	145,142 27	0.00 0.00
34,262.324	TWEEDY BROWNE FD GLOBAL VALUE FD	901165100	796,256 41 23.240	3 58 1 51	781,143 37 22.80	15,113 04	11,991.81
16,180.516	VANGUARD WINDSOR FDS SER II ADMIRAL CL	922018304	843,490.30 52 130	3 79 2.40	950,910.40 58.77	-107,420 10	20,225 64
417,483.992	TOTAL MF EQUITIES		9,042,384.61	40.64 1.67	8,834,475.82	207,908.79	151,355.99
28,521.565	MF TAXABLE FIXED INCOME PIMCO FDS EMERGING LOCAL BD FL CL D	72201F383	313,166 78 10 980	1 41 3 89	291,440 65 10 22	21,726 13	12,178 71
28,521 565	TOTAL MF TAXABLE FIXED INCOME CLOSED END TAXABLE FIXED INC		313,166 78	1.41 3 89	291,440.65	21,726.13	12,178 71
24,766 000	EATON VANCE FLOATING RATE INCOME TR COM	278279104	422,012 64 17 040	1 90 6 12	306,854.38 12 39	115,158.26	2,204.17 25,806.17
24,766.000	TOTAL CLOSED END TAXABLE FIXED INC		422,012.64	1.90 6.12	306,854.38	115,158.26	2,204.17 25,806.17
234,897.100	ALTERNATIVE FUNDS JK ASIAN INVEST LP	99105AQ22	234,897 10 1 000	1.06 0 00	250,000 00 1 06	-15,102.90	0 00 0 00
0 595	BAY RESOURCE PARTNERS OFFSHORE LTD C/O GOLDMAN SACHS CAYMAN LTD CL S4-1	991050FEO	595 50 1,000 000	0 00 0 00	596 00 1,000.84	-0 50	0 00 0 00

990-PF PART II, LINES 10 & 13 DETAIL
DETAIL OF ASSETS HELD



AS OF 12/31/12

CUST BETTY &DAVIS FITZGERALD FDN INC

SHARES PAR VALUE	ASSET DESCRIPTION	CUSIP NUMBER MOODYS	MARKET VALUE MARKET PRICE	% MKT YLD MKT	COST UNIT COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME EST ANN INCOME
1,100,799.000	OFFIT HALL ABSOLUTE RETURN FD OFFSHORE FEEDER AL LP	9911236B1	1,100,799 00 1 000	4 95 0 00	1,000,000 00 0 91	100,799 00	0 00 0 00
653,798 000	TIFF PRIVATE EQUITY PARTNERS 2008 LLC	9911244N5	653,798 00 1 000	2 94 0 00	588,932 23 0 90	64,865 77	0 00 0 00
167.867	BAY RESOURCE PARTNERS OFFSHORE LTD C/O GOLDMAN SACHS CAYMAN LTD CL A-49	992096VU8	1,452,925 87 8,655 210	6 53 0 00	976,081.61 5,814.61	476,844 26	0 00 0 00
608 163	TIFF ABSOLUTE RETURN POOL II HEDGE LTD PARTNERSHIP SER 1	993701EUI	1,234,351 95 2,029.640	5 55 0 00	1,000,000 00 1,644 30	234,351 95	0 00 0 00
6,937.331	VOYAGER GLOBAL ABSOLUTE RETURN LTD SER ONE FKA ISIS FD SVCS GLOBAL STRATEGIES LTD OFFSHORE ABSOLUTE RETURN CL A SER 1	993701LL3	1,081,946.14 155 960	4 86 0 00	1,000,000 00 144 15	81,946 14	0 00 0 00
17.754	BAY RESOURCE PARTNERS OFFSHORE LTD C/O GOLDMAN SACHS CAYMAN LTD CL S1-1	993806YE2	117,754 00 11,000 000	0 08 0 00	13,294 52 748 82	4,459 48	0 00 0 00
9.648	BAY RESOURCE PARTNERS OFFSHORE L C/O GOLDMAN SACHS CAYMAN LTD CL S2-1	993808WS9	9,647 60 1,000 000	0 04 0 00	7,214 76 747 83	2,432 84	0 00 0 00
50,934 059	COLCHESTER GLOBAL BD AI FD	993908GA4	584,111 79 11 468	2 63 0 00	494,034.24 9.70	90,077 55	0 00 0 00
560 201	SEIX CREDIT OPPORTUNITIES LLC OFFSHORE CL A-2 2011	993908XJ6	1,168,971 43 2,086 700	5 26 0 00	1,000,000 00 1,785.07	168,971 43	0 00 0 00
4.615	BAY RESOURCE PARTNERS OFFSHORE LTD C/O GOLDMAN SACHS CAYMAN LTD CL S3-1	994909KE8	4,615 30 1,000 000	0 02 0 00	4,615 00 999 93	0 30	0 00 0 00



990-PF PART II, LINES 10 & 13 DETAIL
DETAIL OF ASSETS HELD

DETAIL OF ASSETS HELD

AS OF 12/31/12

CUST BETTY & DAVIS FITZGERALD EDN INC

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SHARES PAR VALUE	ASSET DESCRIPTION	CUSIP NUMBER MOODY'S	MARKET VALUE MARKET PRICE	% MKT YLD MKT	COST UNIT COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME EST ANN INCOME
125,000.000	FULCRUM GROWTH FD II LP	994929SD0	125,000.00 1 000	0 .56 0.00	125,000.00 1.00	0.00	0 .00 0.00
2,173,734.334	TOTAL ALTERNATIVE FUNDS		7,669,413.68 7	34.47 0.00	6,459,768.36 6	1,209,645.32	0 .00 0.00
2,644,505.891	TOTAL MUTUAL FUNDS		17,446,977.71 17	78.42 1.09	15,892,539.21 15	1,554,438.50	2,204.17 189,340.87
	PROPRIETARY FUNDS						
	SUNTRUST FIXED INCOMES						
131 489	RIDGEWORTH FD-HIGH INCOME I SHS #RGCI	76628T405	946.72 7 200	0 .01 6.46	950 75 7 23	-4 03	-4 84 61.14
111,314 445	RIDGEWORTH FD-TOTAL RETURN BD I SHS #RGCP	76628T512	1,209,988.02 10,870	5 .44 2.25	1,123,446 70 10 09	86,541 32	1,952 08 27,160 72
111,445.934	TOTAL SUNTRUST FIXED INCOMES	1,210,934.74 1,210,934.74	5.44 2.25	1,124,397.45 1,124,397.45	86,537.29	1,956.92 27,221.87	
111,445.934	TOTAL PROPRIETARY FUNDS	22,248,270.73 22,248,270.73	100.00 1.25	20,141,465.93 20,141,465.93	86,537.29	1,956.92 27,221.87	
2,933,797.665	TOTAL ACCOUNT				2,106,804.80		4,823.34 276,999.44
	CURRENT PERIOD ACCRUED INCOME						4,823 34



990-PF PART II, LINES 10 & 13 DETAIL

DETAIL OF ASSETS HELD

AS OF 12/31/12

BETTY & DAVIS FITZGERALD/CORNERSTONE

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990-PF PART II, LINES 10 & 13 DETAIL
 DETAIL OF ASSETS HELD



AS OF 12/31/12

BETTY & DAVIS FITZGERALD/CORNERSTONE

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SHARES PAR VALUE	ASSET DESCRIPTION	CUSIP NUMBER MOODY'S	MARKET VALUE MARKET PRICE	% MKT YLD MKT	COST UNIT COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME EST ANN INCOME
665.000	PARKER HANNIFIN CORP COM	701094104	56,564 90 85 060	2 72 1 93	49,351 18 74 21	7,213.72	0 00 1,090 60
670.000	3M CO COM	88579Y101	62,209 50 92 850	2 99 2 54	63,381 80 94 60	-1,172 30	0 00 1,581 20
2,285 000	TOTAL INDUSTRIALS		184,580 90	8 88 2.50	177,439.06	7,141 84	0 00 4,609.80
	CONSUMER DISCRETIONARY						
1,375.000	HASBRO INC COM	418056107	49,362.50 35 900	2 37 4 01	49,310 49 35 86	52 01	0 00 1,980.00
2,150.000	MATTEL INC COM	577081102	78,733 00 36 620	3 79 3.39	58,890 81 27 39	19,842 19	0 00 2,666.00
3,525.000	TOTAL CONSUMER DISCRETIONARY		128,095 50	6 16 3.63	108,201.30	19,894 20	0 00 4,646.00
	CONSUMER STAPLES						
1,060 000	WAL-MART STORES INC COM	931142103	72,323 80 68 230	3 48 2.33	52,810 86 49.82	19,512 94	0 00 1,685 40
1,060 000	TOTAL CONSUMER STAPLES		72,323 80	3 48 2.33	52,810 86	19,512 94	0 00 1,685 40
	HEALTH CARE						
580 000	JOHNSON & JOHNSON COM	478160104	40,658.00 70 100	1 96 3.48	41,082 10 70 83	-424.10	0 00 1,415 20
1,480 000	MERCK & CO INC PAR 0 5 COM	58933Y105	60,591 20 40 940	2.91 4.20	51,460 79 34 77	9,130 41	636 40 2,545 60



990-PF PART II, LINES 10 & 13 DETAIL
DETAIL OF ASSETS HELD

DETAIL OF ASSETS HELD

AS OF 12/31/12

BETTY & DAVIS FITZGERALD/COBNERSTONE

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SHARES PAR VALUE	ASSET DESCRIPTION	CUSIP NUMBER MOODYS	MARKET VALUE MARKET PRICE	% MKT YLD MKT	COST UNIT COST	UNREALIZED GAIN/LOSS	ACCUED INCOME EST ANN INCOME
1,310 000	STRYKER CORP COM	863667101	71,814.20 54 820	3 45 1.93	71,791.42 54 80	22 78	347 15 1,388 60
3,370 000	TOTAL HEALTH CARE FINANCIALS		173,063.40	8 32 3.09	164,334.31	8,729 09	983 55 5,349 40
1,045 000	CAPITAL ONE FINL CORP COM	14040H105	60,536.85 57.930	2 91 0.35	25,264.76 24 18	35,272 09	0 00 209 00
2,650 000	CITIGROUP INC COM	1722967424	104,834.00 39.560	5.04 0 10	104,246.64 39 34	587 36	0 00 106.00
3,830 000	MORGAN STANLEY COM	617446448	73,229.60 19 120	3 52 1.05	67,215 77 17 55	6,013 83	0 00 766 00
920 000	STATE STREET CORP COM	857477103	43,249.20 47 010	2 08 2 04	41,733.72 45 36	1,515 48	220 80 883 20
8,445 000	TOTAL FINANCIALS INFORMATION TECHNOLOGY		281,849.65	13 55 0.70	238,460 89	43,388 76	220 80 1,964 20
160 000	APPLE INC COM	037833100	85,147.68 532 173	4 09 1.99	60,765.48 379 78	24,382 20	0 00 1,696.00
1,125 000	EBAY INC COM	278642103	57,372.41 50 998	2 76 0 00	40,375.10 35.89	15,997 31	0 00 0.00
120 000	GOOGLE INC CL A COM	38259P508	84,885.60 707.380	4 08 0.00	59,659.89 497 17	25,225 71	0.00 0 00

990-PF PART II, LINES 10 & 13 DETAIL
 DETAIL OF ASSETS HELD



AS OF 12/31/12

BETTY & DAVIS FITZGERALD/CORNERSTONE

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SHARES PAR VALUE	ASSET DESCRIPTION	CUSIP NUMBER MOODY'S COM	MARKET VALUE MARKET PRICE	% MKT YLD MKT	COST UNIT COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME EST ANN INCOME
2,510.000	INTEL CORP COM	458140100	51,756.20 20.620	2.49 4.37	52,711.62 21.00	-955.42	0.00 2,259.00
255 000	INTERNATIONAL BUSINESS MACHS CORP COM	459200101	48,845.25 191.550	2.35 1.78	23,578.64 92.47	25,266.61	0.00 867.00
2,710 000	MICROSOFT CORP COM	594918104	72,383.29 26.710	3.48 3.45	76,326.59 28.16	-3,943.30	0.00 2,493.20
1,920.000	ORACLE CORP COM	68389X105	63,974.40 33.320	3.08 0.72	36,615.75 19.07	27,358.65	0.00 460.80
800 000	QUALCOMM CORP COM	747525103	49,487.68 61.860	2.38 1.62	49,842.49 62.30	-354.81	0.00 800.00
2,320 000	WESTERN DIGITAL CORP COM	958102105	98,576.80 42.490	4.74 2.35	80,586.52 34.74	17,990.28	0.00 2,320.00
11,920 000	TOTAL INFORMATION TECHNOLOGY		612,429.31	29.45 1.78	480,462.08	131,967.23	0.00 10,896.00
33,320.000	TOTAL DOMESTIC COMMON FOREIGN COMMON & ADR		1,651,182.56	79.39 1.98	1,403,716.80	247,465.76	1,204.35 32,708.80
1,485 000	EATON CORP PLC COM	G291.83103	80,457.30 54.180	3.87 2.81	76,707.71 51.65	3,749.59	0.00 2,257.20
840 000	ACE LTD CHF 29 79SHS USD EXCHG	H0022R105	67,032.00 79.800	3.22 2.46	39,327.33 46.82	27,704.67	0.00 1,646.40



990-PF PART II, LINES 10 & 13 DETAIL
DETAIL OF ASSETS HELD

DETAIL OF ASSETS HELD

AS OF 12/31/12

BETTY & DAVIS FITZGERALD/CORNERSTONE

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SHARES PAR VALUE	ASSET DESCRIPTION	CUSIP NUMBER MOODY'S	MARKET VALUE MARKET PRICE	% MKT YLD MKT	COST UNIT COST	UNREALIZED GAIN/LOSS	ACCRUED INCOME EST ANN INCOME
935 000	ROYAL DUTCH SHELL PLC SPONS ADR RPSTG 2 CL A	780259206	64,468.25 68.950	3.10 4.24	49,015.01 52.42	15,453.24	2,733 94
1,449 000	SANOFI SPONS ADR	80105N105	68,653.62 47 380	3.30 3.02	52,820.53 36.45	15,833.09	2,073 52
1,900 000	TEVA PHARMACEUTICAL IND'S LTD SPONS ADR	881624209	70,946.00 37 340	3.41 2.15	88,676.81 46.67	-17,730.81	0 00 1,527 60
		351,557.17	16 90 2.91		306,547.39	45,009.78	
							10,238 66
6,609 000	TOTAL FOREIGN COMMON & ADR						0 00
39,929 000	TOTAL EQUITY SECURITIES						1,204.35 42,947.46
117,097.510	TOTAL ACCOUNT						1,212.37 43,035.66
							1,212 37
							CURRENT PERIOD ACCRUED INCOME

CURRENT REBTION ACCRUED INCOME

Depreciation and Amortization 990PF
(Including Information on Listed Property)

OMB No 1545-0172

2012

Attachment
Sequence No 179Department of the Treasury
Internal Revenue Service (99)

► See separate instructions. ► Attach to your tax return.

Name(s) shown on return

BETTY AND DAVIS FITZGERALD FOUNDATION,
INC.Business or activity to which this form relates
FORM 990-PF PAGE 1Identifying number
58-1669823

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I

1 Maximum amount (see instructions)	1	500,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ► 13		

Note: Do not use Part II or Part III below for listed property Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	746.

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts check here ► <input type="checkbox"/>		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
	/		27.5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV Summary (See instructions)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr	22	746.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

BETTY AND DAVIS' FITZGERALD FOUNDATION,
INC.

Form 4562 (2012)

58-1669823 Page 2

Part V	Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)							
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable								

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	24b If "Yes," is the evidence written?	<input type="checkbox"/> Yes	<input type="checkbox"/> No			
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1						29		

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles) 31 Total commuting miles driven during the year 32 Total other personal (noncommuting) miles driven 33 Total miles driven during the year. Add lines 30 through 32 34 Was the vehicle available for personal use during off-duty hours? 35 Was the vehicle used primarily by a more than 5% owner or related person? 36 Is another vehicle available for personal use?	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle					
Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners 39 Do you treat all use of vehicles by employees as personal use? 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? 41 Do you meet the requirements concerning qualified automobile demonstration use?	Yes	No

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI	Amortization				
(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year					
43 Amortization of costs that began before your 2012 tax year					
					43
44 Total. Add amounts in column (f). See the instructions for where to report					
					44

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions BETTY AND DAVIS FITZGERALD FOUNDATION, INC.	Employer identification number (EIN) or Social security number (SSN) 58-1669823
	Number, street, and room or suite no. If a P O box, see instructions P.O. BOX 11749	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30355-1749	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JACQUELIN M. STRADLEY, EXEC. DIR.

- The books are in the care of ► **P.O. BOX 11749 - ATLANTA, GA 30355-1749**

Telephone No ► **404-831-2131**

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**.

5 For calendar year **2012**, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return

Change in accounting period

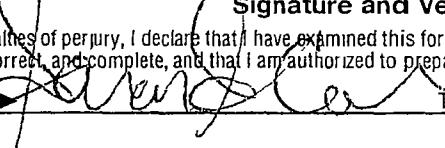
7 State in detail why you need the extension

THE TAXPAYER IS STILL WAITING FOR INFORMATION THAT IS NECESSARY IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$ 5,012.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►  Title ► **CPA**

Date ► **8/12/13**

Form 8868 (Rev. 1-2013)