Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning December 1 **, 2010, and ending** November 30 **, 20**11

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation: Felicia Fund Inc

A Employer identification number: 05-0420703

Number and street (or P.O. box number if mail is not delivered to street address): 90 Elm Street | Room/suite:

B Telephone number (see page 10 of the instructions): 401-274-1550

City or town, state, and ZIP code: Providence, R.I 02903

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 7457994

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	200,568			
	2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	878	878	—	
	4	Dividends and interest from securities	249 364	249 364	—	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	157073			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		326198		
	8	Net short-term capital gain			—	
	9	Income modifications			—	
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)			—	
	11	Other income (attach schedule)	<12971>		—	
	12	**Total.** Add lines 1 through 11	594912	576440	—	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	48154	48154	—	
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	14785	9691	—	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	70	—		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	63009	57845	—	
	25	Contributions, gifts, grants paid	696700			696700
	26	**Total expenses and disbursements.** Add lines 24 and 25	759709	57845	—	696700
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(164797)			
	b	**Net investment income** (if negative, enter -0-)		518595		
	c	**Adjusted net income** (if negative, enter -0-)			—	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	17309	53545	53545
	2	Savings and temporary cash investments	1317716	734356	734356
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5901917	6284244	6,670093
	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)	7236942	7072145	7457994
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	7236942	7072145	
	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** (see page 17 of the instructions)	7236942	7072145	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	7236942	7072145	

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	7236942
2	Enter amount from Part I, line 27a	2	<164797>
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7072145
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	7072145

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	Schedule Attached	SEE	Attached	→
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	543920		217722	326,198
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	326198
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of 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))
2009	398350	7002417	.056888
2008	779105	6568814	.118607
2007	364125	8520128	.042737
2006	413437	8574079	.048219
2005	334624	7466057	.044819

2	**Total** of line 1, column (d)	2	.311270
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	.062254
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 . . .	4	7637736
5	Multiply line 4 by line 3	5	475480
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	5186
7	Add lines 5 and 6	7	480666
8	Enter qualifying distributions from Part XII, line 4	8	656700

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	5186	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3 Add lines 1 and 2	3		
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	5186	
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a			
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	—	
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	5186	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10		
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	**Refunded** ▶	11		

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Rhod Island			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ MR PAUL WHYTE Telephone no. ▶ (401) 274-1550
Located at ▶ 90 ELM STREET, PROVIDENCE RI ZIP+4 ▶ 02704

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of 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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ 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 page 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ 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 page 22 of the instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	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 page 22 of the 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 page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here N/A. ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 **List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

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

2 **Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	-0-	-0-	-0-	-0-

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE	NONE	NONE
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 FOUNDATION MAKES DIRECT CHARITABLE CONTRIBUTIONS TO	-
2 TAX EXEMPT CHARITABLE ORGANIZATIONS (501(C)(3)) TO FURTHER THEIR TAX EXEMPT FUNCTIONS. SEE LIST OF	
3 CONTRIBUTIONS ATTACHED FOR PART XV.	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

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	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	6841193
b	Average of monthly cash balances	1b	912854
c	Fair market value of all other assets (see page 25 of the instructions)	1c	-
d	**Total** (add lines 1a, b, and c)	1d	7754047
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	7754047
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see page 25 of the instructions)	4	116311
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7637736
6	**Minimum investment return.** Enter 5% of line 5	6	381887

Part XI **Distributable Amount** (see page 25 of the 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	381,887
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5186		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	-		
c	Add lines 2a and 2b			2c	5186
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	376701
4	Recoveries of amounts treated as qualifying distributions			4	-
5	Add lines 3 and 4			5	376701
6	Deduction from distributable amount (see page 25 of the instructions)			6	-
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	376701

Part XII **Qualifying Distributions** (see page 25 of the 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	696,700
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	696700
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 page 26 of the instructions)	5	5186
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	691514

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				376701
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			-0-	
b Total for prior years: 20___,20___,20___		-0-		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008 408484				
e From 2009 54323				
f **Total** of lines 3a through e	462807			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 696700				
a Applied to 2009, but not more than line 2a			-0-	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		-0-		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	-0-			
d Applied to 2010 distributable amount				376701
e Remaining amount distributed out of corpus	319999			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	—			-0-
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	782806			
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 page 27 of the instructions		-0-		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			-0-	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				-0-
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	-0-			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	-0-			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	782806			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008 408484				
d Excess from 2009 54323				
e Excess from 2010 319999				

Part XIV Private Operating Foundations (see page 27 of the 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 2010, 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)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets			N/A		
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter ⅔ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the 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).)

Pauline C Metcalf

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

Pauline C Metcalf, 90 Elm Street, Providence, RI 02903
(401) 274-1550

b The form in which applications should be submitted and information and materials they should include:

No Set Forms

c Any submission deadlines:

No Set Deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: Will Consider Funding Projects Primarily on N/E Seaboard of the USA which Relate to Architecture, Art, Historic Preservation and Related Educational Pursuits

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE Attached Schedule	NONE	NONE	All Contributions were made to tax Exempt ORGANIZATIONS to Further Support their TAX Exempt Function	696,700
Total ▶ **3a**				696,700
b *Approved for future payment*				
Total ▶ **3b**				-0-

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
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			14	878	
4 Dividends and interest from securities			14	249,364	
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	157073	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a K-1			41	<12971>	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				394344	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 394344

(See worksheet in line 13 instructions on page 29 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 page 29 of the instructions.)
	N/A

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A	N/A	N/A

Sign Here

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

Signature of officer or trustee: [signature] Date: 28 Feb 12 Title: [signature]

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DONALD J KEENAN				P00099320

Firm's name ▶ KEENAN AND KING LLP Firm's EIN ▶ 05-0372243

Firm's address ▶ 888 BROADWAY, EAST PROVIDENCE, RI 02914 Phone no. (401) 438-0800

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

(14)

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

OMB No 1545-0047

2010

Name of the organization

Felicia Fund Inc

Employer identification number

05-0420703

Organization type (check one):

Filers of: **Section:**

Form 990 or 990-EZ

☐ 501(c)(   ) (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

(15)

Name of organization
Felicia Fund Inc

Employer identification number
05-0420703

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Pauline C Metcalf 90 Elm Street Providence, R.I 02903	$ 200568	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

16

Name of organization	Employer identification number
Felicia Fund Inc	05-0420703

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2215 SH of Occidental Petroleum	$ 200,568	12/2/10

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

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

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

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

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

Felicia Fund (17) 05-0420703
11/30/11

	(A) Revenue + Expenses	(B) Net Investment income	(C) Adjusted Net income	(D) cha
Page 1, Part I, Revenue + Expense				
Line 11, other income				
partnership Loss	$ <12,971>	—	—	—
Line 16(c) other professional				
Agency Fees	$ 8542	8542		
Investment Fees	29,356	29,356		
management Fees	10,150	10,150		
ADR Fees	106	106		
	$ 48,154	48,154	—	—
Line 18 - Taxes				
Federal tax	$ 5094 -	—	—	—
Foreign tax	9691	9691	—	—
	$ 14785 -	9691	—	—
Line 23 - other Expenses				
Annual Report	$ 20 -			
Filing Fees	50 -			
	$ 70 -	- 0 -	- 0 -	- 0 -

Page 6, Part VIII - List of officers/trustees

Pauline C Metcalf	President	*	(1)
Paul Whyte	Treasurer	*	
Frank Mauran	Secretary	*	
Pauline C Metcalf	trustee	*	
Frank Mauran	trustee	*	
Paul Whyte	trustee	*	
Joseph Sonng IV	trustee	Historic Deerfield, Deerfield, MASS 01342	

* 90 Elm Street, Providence, R.I. 02903
(1) Substantial Contributor

Felicia Fund Inc (18) 05-0420703

11/30/11

SCHEDULE D — GAINS AND LOSSES FROM SALES OR EXCHANGES OF PROPERTY

Kind of Property	Date Acquired	Date Sold	Sales Price	Depreciation	Cost	Gain or loss Short Term	Gain or loss Long Term
1215 occidental Petro (D)	1/29/03	12/6/10	113 151		17 260		95 891
1000 chesapeake Energy (P)	3/9/05	4/11/11	33 830		23 154		10 676
1000 chevron (P)	5/14/09	4/11/11	109 558		68 130		41 428
1000 Conocophillips (P)	5/17/09	4/11/11	81 239		45 022		36 217
720 Frontier Comm (P)	12/10/09	4/11/11	5 731		6 176		<445>
1000 Marathon oil (P)	2/5/10	4/11/11	52 570		28 578		23 992
1000 occidental Petro (D)	1/29/03	4/11/11	102 000		14 206		87 794
1100 Pace oil (P)	5/14/09	4/11/11	10 263		8 007		2 256
612 Teck Resources (P)	10/30/08	4/11/11	35 346		7 167		28 179
1 BP PLC (P)	4/20/04	9/25/11	15		22		<7>
Capital Gain Distribution (P)	1/1/00	11/30/11	24		—		24
Enron (P)	1/1/00	11/30/11	193		—		193
			543 920		217 722		326 198

STMP-TR7

9/23/2011	International Documentary Assn.	1201 W. 5th St., Los Angeles,CA 90017	5,000.00
10/17/2011	NE Museum of Wireless & Steam	1300 Frenchtown Rd, East Greenwich, RI 02818	100.00
10/17/2011	Historic Districts Council	232 East 11th St., NY, NY 10003	500.00
10/17/2011	Cranston Historical Society	1331 Cranston St., Cranston, RI 02920	2,000.00
10/24/2011	C.J.Connick Stained Glass Fd.	37 Walden St, Newtonville, MA 02460	2,000.00
			$696,700.00

ALL 501(c)(3) organizations

CONTRIBUTIONS

19

Contributions

20

1/5/2011	J M Fitch Charitable Foundation	232 East 11th St., New york, NY 10003	1,000.00
1/24/2011	Mt. Vernon Ladies' Assoc.	PO Box 110, Mt. Vernon, VA 22121	45,000.00
3/10/2011	Metro Mus-Bryant Fellow	1000 Fifth Ave., NY, NY 10028-0198	1,000.00
3/18/2011	Morris-Jumel Mansion	65 Jumel Terrace, NY, NY 10032	5,000.00
3/18/2011	Lower East Side Tenement Mus.	91 Orchard St., New York, NY 10002	10,000.00
3/18/2011	Canterbury Choral Society	c/o 419 East 57th St., New York, NY 10022	3,000.00
3/18/2011	The Alpha Workshops	245 West 29th St., New York, NY 10001	500.00
3/18/2011	Shelburne Museum	PO Box 10, Shelburne, VT 05482	10,000.00
3/18/2011	Shaker Museum	88 Shaker Museum Rd., Old Chatham,NY12136	5,000.00
3/18/2011	Wheeler School	216 Hope St., Providence, RI 02906	250.00
3/18/2011	First Baptist Ch of Ossining	PO Box 188, Ossining, NY 10562	5,000.00
3/18/2011	NAOP	1111 16th St., NW, Washington, DC 20036	2,500.00
3/18/2011	P. Revere Memorial Assoc.	19 North Square, Boston, MA 02113	30,000.00
3/18/2011	Pres. Soc. Of Nwpt Cty	424 Bellevue Ave., Newport, RI 02840	650.00
4/8/2011	Historic New England	141 Cambridge St., Boston, MA 02114	15,000.00
4/14/2011	Ricardo O'Gorman Garden	23 West 129th St., NY, NY 10027	100.00
4/18/2011	Intl Tennis Hall of Fame Mus	194 Bellevue Ave., Newport, RI 02840	5,000.00
4/18/2011	Wilderstein Historic Site	PO Box 383, Rhinebeck, NY 12572	5,000.00
4/18/2011	RI College-Music Institute	600 Mt. Pleasant Ave., Providence, RI 02908	5,000.00
5/3/2011	North Bennet Street School	39 North Bennet St., Boston, MA 02113	7,500.00
5/25/2011	Merchant's House Museum	29 East Fourth St., New York, NY 10003	2,500.00
5/3/2011	Naval War College Foundation	686 Cushing Rd., Newport, RI 02841	5,000.00
5/25/2011	Fund for Sarah Lawrence	1 Mead Way, Bronxville, NY 10708	1,000.00
6/2/2011	Edith Wharton Restoration	Box 974, Lenox, MA 01240	300,000.00
6/2/2011	Gore Place	52 Gore Place, Waltham, MA 02453	3,200.00
6/2/2011	Salve Regina Univ.	100 Ochre Point Ave., Newport, RI 02840	16,600.00
6/2/2011	Boston Athenaeum	10 1/2 Beacon St., Boston, MA 02108-3777	1,000.00
6/10/2011	I. Stewart Gardner Museum	280 The Fenway, Boston, MA 02115	8,400.00
6/29/2011	Initiatives In Art & Culture	333 East 57th St., New York, NY 10022	3,000.00
6/29/2011	Museum of Art, RISD-Mellon Chall.	PO Box 415418, Boston, MA 02241-5418	10,000.00
7/27/2011	WRNI	One Union Station, Providence, RI 02903	10,000.00
8/12/2011	Mt. Vernon Hotel Museum & Garden	421 East 61st St., NY, NY 10065	5,000.00
9/9/2011	International Documentary Assn.	1201 W. 5th St., Los Angeles,CA 90017	10,000.00
9/12/2011	Plimoth Plantation	PO Box 1620, Plymouth, MA 02362	2,500.00
9/12/2011	Newport Historical Society	82 Touro Street, Newport, RI 02840	2,500.00
9/12/2011	Oliver Hazard Perry RI	29 Touro St., Newport, RI 02840	1,000.00
9/14/2011	Preserve RI	957 North Main St., Providence, RI 02904	7,000.00

Contributions

(21)

THE FELICIA FUND, INC. **12/01/10-11/30/11**

12/2/2010	EWR, Inc.-The Mount	Box 974, Lenox, MA 01240-0974	30,000.00
12/3/2010	Metro Mus-Bryant Fellow	1000 Fifth Ave., NY, NY 10028-0198	10,000.00
12/3/2010	Aid to Artisans	1030 New Britain Ave., West hartford, CT 06110	200.00
12/3/2010	Park Avenue Armory	643 Park Ave., NY, NY 10065	7,500.00
12/3/2010	The Children's Storefront	70 East 129th St., NY, NY 10035	500.00
12/3/2010	Boston Athenaeum	10 1/2 Beacon St., Boston, MA 02108-3777	2,500.00
12/3/2010	The Olana Partnership	PO Box 199, Hudson, NY 12534	10,000.00
12/3/2010	Fort Ticonderoga	Box 390, Ticonderoga, NY 12883	3,000.00
12/3/2010	NY Historical Society	170 Central Park West, NY, NY 10024	5,000.00
12/3/2010	Shakespear's Head Association	21 Metting St., Providence, RI 02903	10,000.00
12/3/2010	Nat Mus of Am Illustration	492 Bellevue Ave., Newport, RI 02840	1,000.00
12/3/2010	Narr. Council Boy Scouts of Am	PO Box 14777, East Providence, RI 02914	2,500.00
12/3/2010	Pres Society of Nwpt Cty	424 Bellevue Ave., Newport, RI 02840	5,000.00
12/3/2010	Old Sturbridge Village	1 Old Sturbridge Village Rd., Sturbridge, MA	1,500.00
12/3/2010	Seaman's Church Institute of Nwpt.	18 Market Square, Newport, RI 02840	5,000.00
12/3/2010	IPCNY	526 West 26th Street, NY, NY 10001	1,500.00
12/3/2010	National Academy	1083 Fifth Ave., NY, NY 10128	2,500.00
12/3/2010	Mt Vernon Hotel Mus & Garden	421 East 61st St., NY, NY 10065	2,500.00
12/3/2010	First Baptist Ch of Ossining	PO Box 188, Ossining, NY 10562	2,500.00
12/3/2010	Newport Art Museum	76 Bellevue Avenue, Newport, RI 02840	1,000.00
12/3/2010	Am Ballet Theatre Fd.	890 Broadway, Ny, NY 10003	2,500.00
12/3/2010	Newport Historical Society	82 Touro Street, Newport, RI 02840	1,500.00
12/3/2010	Partners for Sacred Places	1700 Sansom St., Philadelphia, PA 19103	500.00
12/3/2010	Pres Society of Newport Cty	424 Bellevue Ave., Newport, RI 02840	2,500.00
12/3/2010	Prov Children's Museum	100 South St., Providence, RI 02903	100.00
12/3/2010	Historic Deerfield	PO Box 321, Deerfield, MA 01342	1,000.00
12/3/2010	Lewa Wildlife Conservancy	PO Box 7943, Woodbridge, VA 22195	1,000.00
12/3/2010	NE Mus of Wireless & Steam	1300 Frenchtown Rd, East Greenwich, RI 02818	1,000.00
12/3/2010	United Way of RI	50 Valley St., Providence, RI 02909	2,000.00
12/16/2010	The Nature Conservancy	159 Waterman St., Providence, RI 02906	10,000.00
12/22/2010	InterSchool Orchestras of NY	1556 Third Ave., Ste 601, NY, NY 10128	500.00
12/22/2010	Museum of the City of NY	1220 Fifth Ave., NY, NY 10029	5,000.00
12/27/2010	Victorian Soc. Am. Summer Sch	100 Propsect St., Summit, NJ 07901	6,600.00
12/30/2010	IFAR	500 Fifth Ave., NY, NY 10110	2,500.00
1/5/2011	Merchant's House Museum	29 East Fourth St., New York, NY 10003	1,500.00

Coastline
TRUST COMPANY
90 Elm Street, Providence, Rhode Island 02903
866.628.1995 • 401.751.2702 • 401.751.5741 Fax
www.coastlinetrust.com

FELICIA FUND, INC
ACCOUNT: 861-190111

LIST OF ASSETS

AS OF 11/30/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
3,000.0000	WELLS FARGO & CO	77,580.00 1.04 %	94,823.10	17,243.10-	1,440	1.86 %
4,000.0000	WESTERN REFINING INC	47,560.00 0.64 %	93,149.00	45,589.00-	0	0.00 %
160.0000	YRC WORLDWIDE INC	5.15 0.00 %	73,181.84	73,176.69-	0	0.00 %
TOTAL COMMON EQUITY SECURITIES		6,670,093.25 89.53 %	6,287,241.66	382,851.59	273,893	4.11 %
PRINCIPAL PORTFOLIO TOTAL		7,404,449.24 99.38 %	7,021,597.65	382,851.59	274,171	3.70 %
Less - Cash		(734355.99)	(734355.99)			
- Partnerships - Energy Transfer			(65857.80)			
- Enterprise Products			(112176.60)			
- Stock - A.H. Belo			(72.94)			
- Belo			(288.51)			
Add: Partnerships - Energy Transfer			38506.80			
- Enterprise Products			52304.66			
Stock - A.H. Belo			15512.50			
- Belo			77562.50			
		6670093.25	62[illegible]731.21			
Provided - Return of Capital -			(4087.10)			
			(4000.-)			
		6670093.25	6284244.11			

5074-06-00-0000381-0283-0007314-SN 008

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LIST OF ASSETS

FELICIA FUND, INC
ACCOUNT: 861-190111

AS OF 11/30/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE % OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
10,000.0000	SUPERVALU INC COM	73,500.00 0.99 %	121,297.50	47,797.50-	3,500	4.76 %
3,000.0000	TEEKAY CORP	82,860.00 1.11 %	72,900.40	9,959.60	3,795	4.58 %
2,000.0000	TIDEWATER INC COM	100,800.00 1.35 %	98,940.00	1,860.00	2,000	1.98 %
3,500.0000	TOTAL S.A. SPONSORED AMERICAN DEPOSITORY RECEIPT	181,090.00 2.43 %	209,659.53	28,569.53-	9,433	5.21 %
11,000.0000	TURKCELL ILETISIM HIZMETLERISPON AMERICAN DEPOSITORY RECEIPT	138,600.00 1.86 %	147,819.64	9,219.64-	6,497	4.69 %
3,090.0000	UNITED UTILITIES GROUP SPONSORED AMERICAN DEPOSITORY RECEIPT	60,625.80 0.81 %	85,414.50	24,788.70-	2,908	4.80 %
4,000.0000	UNIVERSAL CORP VA	189,520.00 2.54 %	132,964.44	56,555.56	7,840	4.14 %
3,170.0000	VEOLIA ENVIRONMENT AMERICAN DEPOSITORY RECEIPT	40,671.10 0.55 %	68,003.88	27,332.78-	4,665	11.47 %
3,000.0000	VERIZON COMMUNICATIONS	113,190.00 1.52 %	94,481.50	18,708.50	6,000	5.30 %
3,000.0000	VODAFONE GROUP SPONSORED AMERICAN DEPOSITORY RECEIPT	81,450.00 1.09 %	68,488.50	12,961.50	4,329	5.31 %

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5,000.0000	PFIZER INC	100,350.00 1.35 %	161,895.00	61,545.00-	4,000	3.99 %
9,000.0000	PROVIDENT ENERGY LTD Corrected	85,140.00 1.14 %	45426.66 49,513.16	35,626.84	4,743	5.57 %
2,000.0000	RAYTHEON COMPANY	91,140.00 1.22 %	94,460.00	3,320.00-	3,440	3.77 %
5,000.0000	REDWOOD TR INC REAL ESTATE INVESTMENT TRUST	51,650.00 0.69 %	71,765.00	20,115.00-	5,000	9.68 %
4,051.0000	ROYAL DUTCH AMERICAN DEPOSITORY RECEIPT	283,570.00 3.81 %	192,992.53	90,577.47	11,570	4.08 %
2,500.0000	SANOFI SPONSORED AMERICAN DEPOSITORY RECEIPT	87,525.00 1.17 %	93,463.00	5,938.00-	3,416	3.90 %
3,000.0000	SOUTHERN CO	131,730.00 1.77 %	101,188.29	30,541.71	5,670	4.30 %
2,000.0000	STARBUCKS CORP	86,960.00 1.17 %	63,060.00	23,900.00	1,360	1.56 %
2,000.0000	STATOILHYDRO ASA SPONSORED AMERICAN DEPOSITORY RECEIPT	51,840.00 0.70 %	52,336.08	496.08-	1,948	3.76 %
2,560.0000	SUNCOR ENERGY INC	76,851.20 1.03 %	75,284.00	1,567.20	1,116	1.45 %

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1,500.0000	MARATHON PETROLEUM CORPROATION	50,085.00 0.67 %	20,004.30	30,080.70	1,500	2.99 %
3,000.0000	MCCORMICK & CO INC	146,100.00 1.96 %	102,057.90	44,042.10	3,720	2.55 %
6,000.0000	MICROSOFT CORP	153,480.00 2.06 %	150,447.30	3,032.70	4,800	3.13 %
6,000.0000	NATIONAL RETAIL PROPERTIES	158,760.00 2.13 %	102,011.80	56,748.20	9,240	5.82 %
2,000.0000	NORDIC AMERICAN TANKERS LIMITED	25,060.00 0.34 %	57,210.59	32,150.59-	2,400	9.58 %
3,000.0000	OLIN CORP	57,000.00 0.77 %	41,058.92	15,941.08	2,400	4.21 %
3,000.0000	ONEOK INC NEW	249,480.00 3.35 %	62,238.00	187,242.00	6,720	2.69 %
2,400.0000	PENN WEST PETE LTD	43,728.00 0.59 %	47,000.00	3,272.00-	2,556	5.85 %
1,000.0000	PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR	26,990.00 0.36 %	8,147.50	18,842.50	150	0.56 %
1,000.0000	PETROLEO BRASILEIRO SPONSORED AMERICAN DEPOSITORY RECEIPT	25,070.00 0.34 %	30,458.20	5,388.20-	150	0.60 %

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6,000.0000	FAIRPOINT COMMUNICATIONS INC	27.00 0.00 %	44,270.27	44,243.27-	0	0.00 %
8,000.0000	GENERAL ELECTRIC CORP	127,280.00 1.71 %	173,920.00	46,640.00-	4,800	3.77 %
2,000.0000	HAWAIIAN ELECTRIC INDS INC	51,820.00 0.70 %	30,975.00	20,845.00	2,480	4.79 %
1,000.0000	HSBC HOLDINGS PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	39,150.00 0.53 %	91,541.00	52,391.00-	2,700	6.90 %
2,000.0000	IDACORP INC	81,980.00 1.10 %	62,316.00	19,664.00	2,400	2.93 %
2,000.0000	IMPERIAL OIL LTD	85,480.00 1.15 %	18,339.33	67,140.67	876	1.02 %
5,000.0000	INTEL CORP	124,550.00 1.67 %	107,449.50	17,100.50	4,200	3.37 %
2,500.0000	INTERNATIONAL PAPER COM	71,000.00 0.95 %	70,122.00	878.00	2,625	3.70 %
2,000.0000	KIMBERLY-CLARK CORP	142,940.00 1.92 %	128,299.80	14,640.20	5,600	3.92 %
3,000.0000	MARATHON OIL CORP	83,880.00 1.13 %	30,785.70	53,094.30	1,800	2.15 %

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2,000.0000	CHEVRON CORPORATION	205,640.00 2.76 %	119,240.00	86,400.00	6,480	3.15 %
2,000.0000	CIA SANEAMENTO BASICO DE SPONSORED AMERICAN DEPOSITORY RECEIPT	110,440.00 1.48 %	82,168.80	28,271.20	0	0.00 %
5,000.0000	CONOCOPHILLIPS	356,600.00 4.79 %	178,028.02	178,571.98	13,200	3.70 %
1,500.0000	DIAGEO PLC AMERICAN DEPOSITORY RECEIPT	128,415.00 1.72 %	98,308.30	30,106.70	3,893	3.03 %
6,000.0000	DONNELLEY R R & SONS CO	90,120.00 1.21 %	104,113.20	13,993.20-	6,240	6.92 %
4,000.0000	DOW CHEMICAL COMPANY	110,840.00 1.49 %	121,016.40	10,176.40-	4,000	3.61 %
3,000.0000	DU PONT E I DE NEMOURS & CO	143,160.00 1.92 %	95,457.30	47,702.70	4,920	3.44 %
3,000.0000	ELI LILLY & CO	113,550.00 1.52 %	101,638.56	11,911.44	5,880	5.18 %
2,000.0000	ENERGY TRANSFER PARTNERS LP	87,520.00 1.17 %	69,857.80	17,662.20	7,150	8.17 %
4,000.0000	ENTERPRISE PRODS PARTNERS LP	181,960.00 2.44 %	112,176.60	69,783.40	9,800	5.39 %

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650.0000	ARES CAPITAL CORP	10,114.00 0.14 %	44,582.00	34,468.00-	936	9.25 %
4,000.0000	AT & T INC	115,920.00 1.56 %	106,831.44	9,088.56	6,880	5.94 %
6,000.0000	BANCO LATINOAMERICANO DE COMERCIO EXTERIOR, S.A.	98,160.00 1.32 %	105,020.97	6,860.97-	4,800	4.89 %
3,289.0000	BANK OF AMERICA CORP	17,892.16 0.24 %	194,453.43	176,561.27-	132	0.74 %
2,000.0000	BARRICK GOLD CORP	105,760.00 1.42 %	96,980.00	8,780.00	1,200	1.13 %
5,000.0000	BELO CORPORATION	29,250.00 0.39 %	289.51	28,960.49	1,000	3.42 %
4,040.0000	BP PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	175,942.00 2.36 %	184,098.05	8,156.05-	6,787	3.86 %
2,656.0000	BRF-BRASIL FOODS SA SPONSORED AMERICAN DEPOSITORY RECEIPT	53,518.40 0.72 %	34,561.20	18,957.20	0	0.00 %
3,000.0000	CAMPBELL SOUP CO	97,800.00 1.31 %	100,793.40	2,993.40-	3,480	3.56 %
5,000.0000	CHESAPEAKE ENERGY CORP	126,700.00 1.70 %	108,346.03	18,353.97	1,750	1.38 %

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PRINCIPAL PORTFOLIO						
MONEY MARKET FUNDS						
734,355.9900	SEI DAILY INCOME TR MONEY MKT PORTFOLIO #32	734,355.99 9.86 %	734,355.99	0.00	278	0.04 %
COMMON EQUITY SECURITIES						
1,000.0000	AH BELO CORPORATION	4,130.00 0.06 %	72.94	4,057.06	240	5.81 %
2,000.0000	ALCOA INC	20,040.00 0.27 %	65,356.00	45,316.00-	240	1.20 %
3,000.0000	ALLIANT ENERGY CORP	126,630.00 1.70 %	89,236.00	37,394.00	5,100	4.03 %
2,664.0000	AMERICAN CAPITAL LTD	18,568.08 0.25 %	83,614.66	65,046.58-	0	0.00 %
100.0000	AMERICAN INTERNATIONAL GROUP	2,331.00 0.03 %	125,109.05	122,778.05-	0	0.00 %
53.0000	AMERICAN INTERNATIONAL GROUP WARRANTS EXPIRE 01/19/2021	324.36 0.00 %	901.00	576.64-	0	0.00 %
10,000.0000	ANNALY CAPITAL MANAGEMENT INC	160,700.00 2.16 %	169,257.00	8,557.00-	24,000	14.93 %

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