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

2011

For calendar year 2011 or tax year beginning December 1, 2011, and ending November 30, 2012

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 instructions): 401-274-1550

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 8247644

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	300000			
	2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	5575	5575	—	
	4	Dividends and interest from securities	275897	275857	—	
	5a	Gross rents			—	
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	24348			
	b	Gross sales price for all assets on line 6a 395175				
	7	Capital gain net income (from Part IV, line 2)		24348		
	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)	<22684>	—	—	
	12	**Total.** Add lines 1 through 11	583136	305820	—	
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)	48917	48917	—	—
	17	Interest			—	—
	18	Taxes (attach schedule) (see instructions)	20838	10452	—	—
	19	Depreciation (attach schedule) and depletion			—	
	20	Occupancy			—	—
	21	Travel, conferences, and meetings			—	—
	22	Printing and publications			—	—
	23	Other expenses (attach schedule)	180	—	—	—
	24	**Total operating and administrative expenses.** Add lines 13 through 23	69935	59369	—	—
	25	Contributions, gifts, grants paid	429950			429950
	26	**Total expenses and disbursements.** Add lines 24 and 25	499885	59369	-0-	429950
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	83251			
	b	**Net investment income** (if negative, enter -0-)		246451		
	c	**Adjusted net income** (if negative, enter -0-)			-0-	

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	53545	77056	77056
	2	Savings and temporary cash investments	734356	667027	667027
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	6284244	6411313	7503561
	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)	7072145	7155396	8247644
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	7072145	7155396	
	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 instructions)			
	31	**Total liabilities and net assets/fund balances** (see instructions)	7072145	7155396	

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	7072145
2	Enter amount from Part I, line 27a	2	83251
3	Other increases not included in line 2 (itemize) ▶	3	—
4	Add lines 1, 2, and 3	4	7155396
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	7155396

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				
b	Schedule Attached	P	SEE Attached	
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b	395175		370827	24348
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** 24348

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . **3**

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))
2010	691514	7637736	.090539
2009	398350	7002417	.056888
2008	779105	6568814	.118607
2007	364125	8520128	.042737
2006	413437	8574079	.048219

2	**Total** of line 1, column (d) . . .	2	.356990
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	.071398
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . .	4	7932983
5	Multiply line 4 by line 3 . . .	5	566399
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	2465
7	Add lines 5 and 6 . . .	7	568864
8	Enter qualifying distributions from Part XII, line 4 . . .	8	429950

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	4929
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	4929
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 5200		
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	5200
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	271
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 271 **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		✓
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		✓
	*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		✓
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		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
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		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Rhode 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	✓	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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 instructions)	11			✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12			✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		✓	

Website address ▶ NONE

14 The books are in care of ▶ MR Paul White Telephone no. ▶ 401-2741556

Located at ▶ 90 Elm street Providence RI ZIP+4 ▶ 02904

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	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? ☐ 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 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 2011?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 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 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		✓

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

5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	✓
	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 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 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 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	-0-
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	
2 to tax Exempt Charitable organizations (501(c)(3)) to further their tax Exempt functions	
3 SEE List of Contributions Attached for	
4 Part XV	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	-0-

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	7339623
b	Average of monthly cash balances	1b	713167
c	Fair market value of all other assets (see instructions)	1c	1000
d	**Total** (add lines 1a, b, and c)	1d	8053790
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	8053790
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	120807
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7932983
6	**Minimum investment return.** Enter 5% of line 5	6	396649

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	396649
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a 4929		
b	Income tax for 2011. (This does not include the tax from Part VI) — 2b –		
c	Add lines 2a and 2b	2c	4929
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	391720
4	Recoveries of amounts treated as qualifying distributions	4	–
5	Add lines 3 and 4	5	391,720
6	Deduction from distributable amount (see instructions)	6	–
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	391720

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	429950
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	429950
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	–
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	429950

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				391,720
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only			—	
b	Total for prior years: 20___,20___,20___		—		
3	Excess distributions carryover, if any, to 2011:				
a	From 2006				
b	From 2007				
c	From 2008 408484				
d	From 2009 54323				
e	From 2010 319999				
f	**Total** of lines 3a through e	782806			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 429950				
a	Applied to 2010, but not more than line 2a			—	
b	Applied to undistributed income of prior years (Election required—see instructions)		—		
c	Treated as distributions out of corpus (Election required—see instructions)	—			
d	Applied to 2011 distributable amount				391720
e	Remaining amount distributed out of corpus	38230			
5	Excess distributions carryover applied to 2011 *(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	821036			
b	Prior years' undistributed income. Subtract line 4b from line 2b		—		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		—		
d	Subtract line 6c from line 6b. Taxable amount—see instructions		—		
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions			—	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				—
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	—			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	—			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	821036			
10	Analysis of line 9:				
a	Excess from 2007				
b	Excess from 2008 408484				
c	Excess from 2009 54323				
d	Excess from 2010 319999				
e	Excess from 2011 38230				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)			N/A		
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

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 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 DEADLINE

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 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	429950
Total ▶ **3a**				429950
b *Approved for future payment*				
Total ▶ **3b**				--

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See 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	5575	
4 Dividends and interest from securities			14	275897	
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	24348	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a K-1			41	<22684>	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				283136	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 283136

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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) is based on all information of which preparer has any knowledge

Frank L Mauran [signature] 3 Jan 13 Trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Donald J Keenan	Donald J Keenan	1/16/13		P00099320
Firm's name ▶ Keenan + King / LLP			Firm's EIN ▶ 05-0372243	
Firm's address ▶ 888 Broadway East Providence R.I. 02914			Phone no 401-438-0300	

(14)

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
Felicia Fund Inc	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, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

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

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

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Name of organization | Employer identification number

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Pauline C. Metcalf 90 Elm Street Providence, RI 02903	$ 300000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

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

Felicia Fund (16) 05-0420703
11/30/12

	(A) Revenue + Expenses	(B) Net Investment income	(C) Adjusted Net income	(D) Charitable Disbursements
Page 2, Part 1, Revenue + Expense				
Line 11, other income				
Partnership Loss	$ <22684>	—	—	—
Line 16(c) other professional				
Agency Fees	$ 9340	9340	—	—
Investment Fees	29577	29577	—	—
Management Fees	10000	10000	—	—
	$ 48917	48917	—	—
Line 18 - taxes				
Federal tax	$ 10386	—	—	—
Foreign tax	10452	10452	—	—
	$ 20838	10452	—	—
Line 23 - other Expenses				
Annual Report	$ 20	—	—	—
Filing Fees	50	—	—	—
misc	110	—	—	—
	$ 180	—	—	—

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 Spang	trustee	Historic Deerfield Deerfield, MASS 01342	

* 90 Elm Street, Providence, RI 02903

① Substantial Contributor

Felicia Fund Inc (17) Federal 990 PF
11/30/12

Page 3 - Part IV 05-0420703

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
160 SH YRC Worldwide (P)	12/1/09	12/14/11	6		23 182		<23 176>
2000 SH Saneamento Basico (P)	4/1/10	4/24/12	150 201		82 169		68 032
3000 SH ONEOK (P)	1/1/09	6/19/12	125 971		31 119		94 852
10000 SH Supervalu (P)	1/1/09	7/18/12	25 899		121 297		<95 398>
2000 SH Starbucks (P)	1/1/09	8/3/12	91 619		63 060		28 559
Capital Gain Distributions			1 479				1 479
			395 175		370 827		24 348

STMP-TR7

Page 1, Part I - Line 25

THE FELICIA FUND, INC.		12/1/11-11/30/12	
12/1/2011	Redwood Library & Athenaeum	50 Belleve Ave., Newport, RI 02840	2,440.00
12/1/2011	Clark University	950 Main St., Worcester, MA 01610-1477	2,500.00
12/1/2011	United Way of RI	50 Valley St., Providence, RI 02909	2,000.00
12/5/2011	Metro Mus-Bryant Fellow	1000 Fifth Ave., NY, NY 10028-0198	10,000.00
1/24/2012	Old Sturbridge Village	1 Old Sturbridge Village Rd., Sturbridge, MA	1,500.00
1/24/2012	Trustees of Columbia University	1172 Amsterdam Ave., NY, NY 10027	1,500.00
1/24/2012	Lewa Wildlife Conservancy	PO Box 7943, Woodbridge, VA 22195	1,000.00
1/24/2012	Portsmouth Historical Society	PO Box728, Portsmouth, NH 03802	1,500.00
1/24/2012	Victorian Soc. Am. Summer Sch	100 Propsect St., Summit, NJ 07901	6,600.00
1/24/2012	Slater Museum	PO Box 696. Pawtucket, RI 02862-0696	15,000.00
1/24/2012	Pres Society of Nwpt Cty	424 Bellevue Ave., Newport, RI 02840	20,000.00
1/24/2012	Metro Mus Art-Standing Lincoln	1000 Fifth Ave., NY, NY 10028-0198	25,000.00
1/24/2012	Mt. Vernon Ladies' Assoc.	PO Box 110, Mt. Vernon, VA 22121	45,000.00
2/7/2012	Park Avenue Armory	643 Park Ave., NY, NY 10065	5,000.00
2/7/2012	GVSHP	232 East 11th St., NY, NY 10003	5,000.00
2/7/2012	Mt. Gulian Society	145 Sterling St., Beacon, NY 12508	2,500.00
3/9/2012	Woodlawn Museum	PO Box 1478, Ellsworth, ME 04605	20,000.00
3/27/2012	RI College-Music Institute	600 Mt. Pleasant Ave., Providence, RI 02908	5,000.00
3/27/2012	Cranston Historical Society	1331 Cranston Street, Cranston, RI 02920	1,360.00
3/27/2012	Clouds Hill Victorian House Mus.	4157 Post Rd., Warwick, RI 02818	5,000.00
3/27/2012	Church of Our Lady of the Rosary	7 State St., New York, NY 10004	5,000.00
3/27/2012	Historic Warren Armory	PO Box 564, Warren, RI 02885	5,000.00
3/27/2012	Prov Preservation Society	21 Meeting St., Providence, RI 02903	10,000.00
3/27/2012	RI for Community & Justice	80 Washington St., Providence, RI 02903	100.00
4/13/2012	Oliver Hazard Perry RI	29 Touro St., Newport, RI 02840	100.00
4/13/2012	Fort Ticonderoga	Box 390, Ticonderoga, NY 12883	2,500.00
4/13/2012	International Documentary Assn.	1201 W. 5th St., Los Angeles,CA 90017	10,000.00
4/13/2012	The Trustees of Reservations	572 Essex St., Beverly, MA 01915-1530	10,000.00
5/2/2012	Lower East Side Tenement Mus.	91 Orchard St., New York, NY 10002	5,000.00
5/2/2012	RISD, Museum of Art	224 Benefit St., Providence, RI 02903	5,000.00
5/4/2012	Historic Deerfield	PO Box 321, Deerfield, MA 01342	1,000.00
5/15/2012	Two East 90th St. Land Pres Fd	2 East 90th Street, NY, NY 10128	5,000.00
5/22/2012	Canterbury Choral Society	c/o 419 East 57th St., New York, NY 10022	5,000.00
6/5/2012	I. Stewart Gardner Museum	280 The Fenway, Boston, MA 02115	8,400.00
6/5/2012	EWR, Inc.-The Mount	Box 974, Lenox, MA 01240-0974	25,000.00

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6/27/2012	EWR, Inc.-The Mount	Box 974, Lenox, MA 01240-0974	25,000.00
6/27/2012	First Baptist Ch of Ossining	PO Box 188, Ossining, NY 10562	5,000.00
6/27/2012	Merchant's House Museum	29 East Fourth St., New York, NY 10003	3,000.00
6/27/2012	North Bennet Street School	39 North Bennet St., Boston, MA 02113	10,000.00
6/27/2012	RI Zoological Society	1000 Elmwood Ave., Providence, RI 02907	500.00
6/27/2012	Providence Community Library	PO Box 9267, Providence, RI 02940	15,000.00
6/27/2012	City of Prov.-Archives & History	City Hall, Providence, RI 02903	7,050.00
6/27/2012	Halcyon Foundation	100 Park Ave., New York, NY 10017	250.00
6/27/2012	The Old Dutch Church	272 Wall Street, Kingston, NY 12401	5,000.00
6/27/2012	The Handicraft Club	42 College St., Providence, RI 02903	5,000.00
7/10/2012	St. Timothy's School	8400 Greenspring Ave., Stevenson, MD 21153	20,000.00
7/16/2012	Archives of American Art	PO Box 37012, MRC937, Washington,DC20013	1,250.00
7/18/2012	Initiatives in Art & Culture	337 East 57th Street, NY, NY 10022	3,000.00
7/20/2012	Frds. Of Fenway Studios	30 Ipswich St., Studio 110, Boston, MA 02215	10,000.00
9/6/2012	Preserve RI	957 North Main St., Providence, RI 02904	9,000.00
9/17/2012	Mt. Vernon Hotel Mus & Garden	421 East 61st St., New York, NY 10065	5,000.00
9/17/2012	Central Park Conservancy	14 East 60th Street, Ny, NY 10022	10,000.00
9/17/2012	Oliver Hazard Perry RI	29 Touro St., Newport, RI 02840	5,000.00
9/17/2012	The Alpha Workshops	245 West 29th St., New York, NY 10001	5,000.00
10/5/2012	Mt. Vernon Connoisseur Society	P.O. Box 110. Mount Vernon, VA 22121	5,000.00
10/10/2012	IFAR	500 Fifth Ave., Suite 935, NY, NY 10110	1,000.00
11/21/2012	Providence Preservation Society	21 Meeting St., Providence, RI 02903	2,500.00
11/21/2012	Bartow-Pell Mansion Museum	895 Shore Rd., Bronx, NY 10464	2,400.00
			$429,950.00

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FELICIA FUND, INC
ACCOUNT: 861-190111

LIST OF ASSETS

AS OF 11/30/12

(2)

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
INCOME PORTFOLIO						
MONEY MARKET FUNDS						
63,541.6400	SEI DAILY INCOME TR MONEY MKT PORTFOLIO #32	63,541.64 0.77 %	63,541.64	0.00	55	0.09 %
INCOME PORTFOLIO TOTAL		63,541.64 0.77 %	63,541.64	0.00	55	0.09 %
TOTAL ASSETS		8,234,128.96 100.00 %	7,178,639.78	1,055,489.18	310,478	3.77 %
	Less cash	<730568.29>	<730568.29>			
	Less — Partnerships Energy Transfer		<69,857.80>			
	Enterprise products		<112176.60>			
	Stocks - A.H Belo		<72.94>			
	Belo		<289.51>			
	Add — partnerships Energy Transfer		19299.80			
	Enterprise prod		33263.60			
	— Stocks A.H. Belo		15512.50			
	Belo		77562.50			
		7563560.67	6411313.04			

Book Basis

5278-06-00-0000320-0263-0005556-SN 016

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FELICIA FUND, INC
ACCOUNT: 861-190111

LIST OF ASSETS

AS OF 11/30/12

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	VERIZON COMMUNICATIONS	132,360.00 1.61 %	94,481.50	37,878.50	6,180	4.67 %
3,000.0000	VODAFONE GROUP SPONSORED AMERICAN DEPOSITORY RECEIPT	77,385.00 0.94 %	68,488.50	8,896.50	4,500	5.82 %
2,000.0000	WALT DISNEY COMPANY	99,320.00 1.21 %	73,960.40	25,359.60	1,500	1.51 %
3,000.0000	WELLS FARGO & CO	99,030.00 1.20 %	94,823.10	4,206.90	2,640	2.67 %
4,000.0000	WESTERN REFINING INC	116,200.00 1.41 %	93,149.00	23,051.00	1,280	1.10 %
TOTAL COMMON EQUITY SECURITIES		7,503,560.67 91.13 %	6,448,071.49	1,055,489.18	309,843	4.13 %
PRINCIPAL PORTFOLIO TOTAL		8,170,587.32 99.23 %	7,115,098.14	1,055,489.18	310,422	3.80 %

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5278-06-00-0000320-0262-0005555-SN 016

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FELICIA FUND, INC
ACCOUNT: 861-190111

LIST OF ASSETS

AS OF 11/30/12

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
5,000.0000	STAPLES INC COM	58,500.00 0.71 %	74,799.50	16,299.50-	2,200	3.76 %
2,000.0000	STATOILHYDRO ASA SPONSORED AMERICAN DEPOSITORY RECEIPT	48,780.00 0.59 %	52,336.08	3,556.08-	1,808	3.71 %
2,560.0000	SUNCOR ENERGY INC	83,481.60 1.01 %	75,284.00	8,197.60	1,329	1.59 %
3,000.0000	TEEKAY CORP	96,660.00 1.17 %	72,900.40	23,759.60	3,795	3.93 %
2,000.0000	TIDEWATER INC COM	89,720.00 1.09 %	98,940.00	9,220.00-	2,000	2.23 %
3,500.0000	TOTAL S.A. SPONSORED AMERICAN DEPOSITORY RECEIPT	175,560.00 2.13 %	209,659.53	34,099.53-	8,775	5.00 %
11,000.0000	TURKCELL ILETISIM HIZMETLERISPON AMERICAN DEPOSITORY RECEIPT	166,650.00 2.02 %	147,819.64	18,830.36	6,497	3.90 %
3,090.0000	UNITED UTILITIES GROUP SPONSORED AMERICAN DEPOSITORY RECEIPT	67,887.30 0.82 %	85,414.50	17,527.20-	2,973	4.38 %
4,000.0000	UNIVERSAL CORP VA	199,600.00 2.42 %	132,964.44	66,635.56	8,000	4.01 %
3,170.0000	VEOLIA ENVIRONMENT AMERICAN DEPOSITORY RECEIPT	34,299.40 0.42 %	68,003.88	33,704.48-	2,480	7.23 %

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FELICIA FUND, INC
ACCOUNT: 861-190111

LIST OF ASSETS

AS OF 11/30/12

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
2,400.0000	PENN WEST PETE LTD	26,496.00 0.32 %	47,000.00	20,504.00-	2,602	9.82 %
1,000.0000	PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR	17,970.00 0.22 %	8,147.50	9,822.50	110	0.61 %
1,000.0000	PETROLEO BRASILEIRO SPONSORED AMERICAN DEPOSITORY RECEIPT	17,550.00 0.21 %	30,458.20	12,908.20-	110	0.63 %
5,000.0000	PFIZER INC	125,100.00 1.52 %	161,895.00	36,795.00-	4,400	3.52 %
5,000.0000	PHILLIPS 66	261,850.00 3.18 %	124,677.62	137,172.38	5,000	1.91 %
2,000.0000	RAYTHEON COMPANY	114,260.00 1.39 %	94,460.00	19,800.00	4,000	3.50 %
5,000.0000	REDWOOD TR INC REAL ESTATE INVESTMENT TRUST	83,600.00 1.02 %	67,991.00	15,609.00	5,000	5.98 %
4,051.0000	ROYAL DUTCH AMERICAN DEPOSITORY RECEIPT	271,295.47 3.29 %	192,992.53	78,302.94	11,845	4.37 %
2,500.0000	SANOFI SPONSORED AMERICAN DEPOSITORY RECEIPT	111,550.00 1.35 %	93,463.00	18,087.00	3,577	3.21 %
3,000.0000	SOUTHERN CO	130,650.00 1.59 %	101,188.29	29,461.71	5,880	4.50 %

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2,000.0000	KIMBERLY-CLARK CORP	171,440.00 2.08 %	128,299.80	43,140.20	5,920	3.45 %
3,000.0000	MARATHON OIL CORP	92,550.00 1.12 %	30,785.70	61,764.30	2,040	2.20 %
1,500.0000	MARATHON PETROLEUM CORPROATION	89,310.00 1.08 %	20,004.30	69,305.70	2,100	2.35 %
3,000.0000	MCCORMICK & CO INC	193,680.00 2.35 %	102,057.90	91,622.10	4,080	2.11 %
6,000.0000	MICROSOFT CORP	159,690.00 1.94 %	150,447.30	9,242.70	5,520	3.46 %
6,000.0000	NATIONAL RETAIL PROPERTIES	184,320.00 2.24 %	99,361.16	84,958.84	9,480	5.14 %
2,000.0000	NORDIC AMERICAN TANKERS LIMITED	18,180.00 0.22 %	57,210.59	39,030.59-	2,400	13.20 %
3,000.0000	OLIN CORP	62,190.00 0.76 %	41,058.92	21,131.08	2,400	3.86 %
3,000.0000	ONEOK INC NEW	134,610.00 1.63 %	31,119.00	103,491.00	3,960	2.94 %
3,825.0000	PEMBINA PIPELINE CORP	108,324.00 1.32 %	45,426.06	62,897.94	6,197	5.72 %

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6,000.0000	FAIRPOINT COMMUNICATIONS INC	0.00 0.00 %	44,270.27	44,270.27-	0	0.00 %
8,000.0000	GENERAL ELECTRIC CORP	169,040.00 2.05 %	173,920.00	4,880.00-	5,440	3.22 %
5,000.0000	HATTERAS FINL CORP REAL ESTATE INVESTMENT TRUST	133,300.00 1.62 %	143,484.00	10,184.00-	16,000	12.00 %
2,000.0000	HAWAIIAN ELECTRIC INDS INC	49,820.00 0.61 %	30,975.00	18,845.00	2,480	4.98 %
1,000.0000	HSBC HOLDINGS PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	51,130.00 0.62 %	91,541.00	40,411.00-	2,700	5.28 %
2,000.0000	IDACORP INC	85,420.00 1.04 %	62,316.00	23,104.00	3,040	3.56 %
2,000.0000	ILLINOIS TOOL WORKS	123,140.00 1.50 %	94,513.20	28,626.80	3,040	2.47 %
2,000.0000	IMPERIAL OIL LTD	85,360.00 1.04 %	18,339.33	67,020.67	960	1.12 %
5,000.0000	INTEL CORP	97,825.00 1.19 %	107,449.50	9,624.50-	4,500	4.60 %
2,500.0000	INTERNATIONAL PAPER COM	92,850.00 1.13 %	70,122.00	22,728.00	3,000	3.23 %

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2,000.0000	CHEVRON CORPORATION	211,380.00 2.57 %	119,240.00	92,140.00	7,200	3.41 %
5,000.0000	CONOCOPHILLIPS	284,700.00 3.46 %	135,349.90	149,350.10	13,200	4.64 %
1,500.0000	DIAGEO PLC AMERICAN DEPOSITORY RECEIPT	179,355.00 2.18 %	98,308.30	81,046.70	4,161	2.32 %
6,000.0000	DONNELLEY R R & SONS CO	56,400.00 0.68 %	104,113.20	47,713.20-	6,240	11.06 %
4,000.0000	DOW CHEMICAL COMPANY	120,760.00 1.47 %	121,016.40	256.40-	5,120	4.24 %
3,000.0000	DU PONT E I DE NEMOURS & CO	129,420.00 1.57 %	95,457.30	33,962.70	5,160	3.99 %
2,000.0000	EATON CORP COM	104,320.00 1.27 %	74,719.80	29,600.20	3,040	2.91 %
3,000.0000	ELI LILLY & CO	147,120.00 1.79 %	101,638.56	45,481.44	5,880	4.00 %
2,000.0000	ENERGY TRANSFER PARTNERS LP	87,780.00 1.07 %	69,857.80	17,922.20	7,150	8.15 %
4,000.0000	ENTERPRISE PRODS PARTNERS LP	207,320.00 2.52 %	112,176.60	95,143.40	10,400	5.02 %

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650.0000	ARES CAPITAL CORP	11,531.00 0.14 %	44,182.00	32,651.00-	988	8.57 %
4,000.0000	AT & T INC	136,520.00 1.66 %	106,831.44	29,688.56	7,200	5.27 %
6,000.0000	BANCO LATINOAMERICANO DE COMERCIO EXTERIOR, S.A.	129,600.00 1.57 %	105,020.97	24,579.03	7,200	5.56 %
3,289.0000	BANK OF AMERICA CORP	32,429.54 0.39 %	194,453.43	162,023.89-	132	0.41 %
2,000.0000	BARRICK GOLD CORP	69,060.00 0.84 %	96,980.00	27,920.00-	1,600	2.32 %
5,000.0000	BELO CORPORATION	36,000.00 0.44 %	289.51	35,710.49	1,600	4.44 %
4,040.0000	BP PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	168,710.40 2.05 %	184,098.05	15,387.65-	8,726	5.17 %
2,656.0000	BRF-BRASIL FOODS SA SPONSORED AMERICAN DEPOSITORY RECEIPT	48,737.60 0.59 %	34,561.20	14,176.40	0	0.00 %
3,000.0000	CAMPBELL SOUP CO	110,250.00 1.34 %	100,793.40	9,456.60	3,480	3.16 %
5,000.0000	CHESAPEAKE ENERGY CORP	85,150.00 1.03 %	108,346.03	23,196.03-	1,750	2.06 %

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PRINCIPAL PORTFOLIO						
MONEY MARKET FUNDS						
667,026.6500	SEI DAILY INCOME TR MONEY MKT PORTFOLIO #32	667,026.65 8.10 %	667,026.65	0.00	580	0.09 %
COMMON EQUITY SECURITIES						
1,000.0000	AH BELO CORPORATION	4,640.00 0.06 %	72.94	4,567.06	240	5.17 %
2,000.0000	ALCOA INC	16,820.00 0.20 %	65,356.00	48,536.00-	240	1.43 %
3,000.0000	ALLIANT ENERGY CORP	134,460.00 1.63 %	89,236.00	45,224.00	5,400	4.02 %
2,664.0000	AMERICAN CAPITAL LTD	31,914.72 0.39 %	83,614.66	51,699.94-	0	0.00 %
100.0000	AMERICAN INTERNATIONAL GROUP	3,313.00 0.04 %	124,201.36	120,888.36-	0	0.00 %
53.0000	AMERICAN INTERNATIONAL GROUP WARRANTS EXPIRE 01/19/2021	735.64 0.01 %	901.00	165.36-	0	0.00 %
10,000.0000	ANNALY CAPITAL MANAGEMENT INC	147,200.00 1.79 %	169,257.00	22,057.00-	20,000	13.59 %

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