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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning **Oct 1**, 2012, and ending **Sep 30**, 2013

Name of foundation

F. Felix Foundation

Number and street (or P O box number if mail is not delivered to street address)

6 University Dr. PMB 240

Room/suite

206

City or town

Amherst

State

MA

ZIP code

01002

G Check all that apply

☐

Initial return

☐

Final return

☐

Address change

☐

Initial Return of a former public charity

☐

Amended return

☐

Name change

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, column (c), line 16)**\$ 4,175,722.**

J Accounting method:

☐

Cash

☐

Accrual

☒ Other (specify) **Modified Cash (SFAS #116)**
(Part I, column (d) must be on cash basis)

A Employer identification number

04-3464255

B Telephone number (see the instructions)

(413) 253-9333C 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 ☐**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)

1 Contributions, gifts, grants, etc., received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a **745,580.**

7 Capital gain net income (from Part IV, line 2)

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/(loss) (att sch)

11 Other income (attach schedule)

See Line 11 Stmt

12 Total. Add lines 1 through 11

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 sch) **L-16b Stmt**

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule) (see instrs) See Line 18 Stmt

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Line 23 Stmt

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

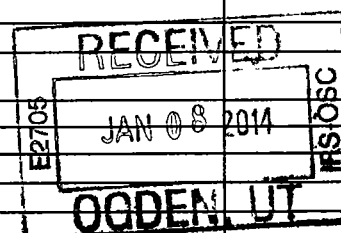
26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0)

c Adjusted net income (if negative, enter -0)



8

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				
	2	Savings and temporary cash investments		871,046.	819,059.	819,059.
	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 sch)				
		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) L-10b Stmt		3,495,699.	3,239,002.	3,239,002.
	c	Investments – corporate bonds (attach schedule)		0.		
LIABILITIES	11	Investments – land, buildings, and equipment: basis				
		Less: accumulated depreciation (attach schedule)				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule) L-13 Stmt		151,958.	117,661.	117,661.
	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)		4,518,703.	4,175,722.	4,175,722.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
FUND ASSETS	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe L-22 Stmt)		2,139.	2,246.	
	23	Total liabilities (add lines 17 through 22)		2,139.	2,246.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted		4,516,564.	4,173,476.	
NET ASSETS OR FUND BALANCES	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		4,516,564.	4,173,476.	
	31	Total liabilities and net assets/fund balances (see instructions)		4,518,703.	4,175,722.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,516,564.
2	Enter amount from Part I, line 27a	2	-201,809.
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Other Increases Stmt	3	-104,320.
4	Add lines 1, 2, and 3	4	4,210,435.
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> Unrealized depreciation ptrshp	5	36,959.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,173,476.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a Sale of Marketable Securities	P	various	various
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 745,581.		795,561.	-49,980.
b			
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			-49,980.
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

-49,980.

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

-49,980.

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 (column (b) divided by column (c))
2011	238,354.	4,394,512.	0.054239
2010	287,917.	4,487,654.	0.064158
2009	273,344.	4,638,217.	0.058933
2008	319,526.	6,849,210.	0.046652
2007	849,488.	7,866,820.	0.107984

2 Total of line 1, column (d)

2

0.331966

3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the
number of years the foundation has been in existence if less than 5 years

3

0.066393

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4

4,282,005.

5 Multiply line 4 by line 3

5

284,295.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

1,097.

7 Add lines 5 and 6

7

285,392.

8 Enter qualifying distributions from Part XII, line 4

8

261,529.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: N/A (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,194.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,194.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,194.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	5,500.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	5,500.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,306.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 2,196. Refunded	11	1,110.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) MA - Massachusetts		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of Robert Mazer Telephone no. (413) 253-9333 Located at 6 University Drive Suite 206 PMB 240 Amherst, MA ZIP + 4 01002			
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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years 20__ , 20__ , 20__ , 20__	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)	2 b	
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__		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ 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)?

5 b

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?☐ 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?

6 b

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

X

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?

7 b

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
Robert Mazer 6 University Drive Ste 206 PMB 240 Amherst MA 01002	Pres/Dir 24.00	48,000.	5,444.	0.
Magdalena Mazer 6 University Drive Ste 206 PMB 240 Amherst MA 01002	Treas/Sec 14.00	16,008.	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				

Total number of other employees paid over \$50,000

None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services ..		None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1 a	3,502,160.
b Average of monthly cash balances	1 b	845,053.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	4,347,213.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	4,347,213.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	65,208.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,282,005.
6 Minimum investment return. Enter 5% of line 5	6	214,100.

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	214,100.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	2,194.
b Income tax for 2012. (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	2,194.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	211,906.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	211,906.
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	211,906.

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	1 a	261,529.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	261,529.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	261,529.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				211,906.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	474,791.			
b From 2008	0.			
c From 2009	43,271.			
d From 2010	67,332.			
e From 2011	42,666.			
f Total of lines 3a through e	628,060.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 261,529.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				211,906.
e Remaining amount distributed out of corpus	49,623.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	677,683.			
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				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	474,791.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	202,892.			
10 Analysis of line 9.				
a Excess from 2008	0.			
b Excess from 2009	43,271.			
c Excess from 2010	67,332.			
d Excess from 2011	42,666.			
e Excess from 2012	49,623.			

BAA

Form 990-PF (2012)

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct 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)				
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))

None

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

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

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

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

- c** Any submission deadlines

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

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

Recipient 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
<i>a Paid during the year</i>				
Hillel House at UMASS 388 N. Pleasant St Amherst MA 01002		Public Charity	Charitable	2,500.
Durango Dharma Center P.O. Box 1631 Durango CO 81302		Public Charity	Charitable	10,000.
Red Rover 5892 A South Land Park Dr. Sacramento CA 95818		Public Charity	Charitable	2,000.
Learning Alternatives, Inc. 256 N. Pleasant St Amherst MA 01002		Public Charity	Charitable	1,000.
Freinds of Martin L King Charter Sch 649 State St Springfield MA 01109		Public Charity	Charitable	3,000.
Karuna Center for Peace Bldg 49 Richardson Rd Leverett MA 01054		Public Charity	Charitable	50,000.
Santa Fe Vipassana Sangha PO Box 4363 Sante Fe NM 87502		Public Charity	Charitable	10,000.
Chamber Music Association 114 East 84th St New York NY 10028		Public Charity	Charitable	3,000.
Synthesis Center 274 N. Pleasant St Amherst MA 01002		Public Charity	Charitable	500.
See Line 3a statement				100,755.
Total			3 a	182,755.
<i>b Approved for future payment</i>				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion 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	175.	
4	Dividends and interest from securities			14	84,424.	
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			14	-49,981.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	Ordinary Ptr. Income			14	42,443.	
b	Cap Gain distribution			14	19,881.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				96,942.	
13	Total. Add line 12, columns (b), (d), and (e)					96,942

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

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

[illegible]

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2012

Name	Employer Identification Number
F. Felix Foundation	04-3464255

Asset Information:

Description of Property:	818.290 shrs Pro Bear Fund		
Date Acquired:	various	How Acquired:	Purchased
Date Sold:	10/15/12	Name of Buyer:	
Sales Price:	12,667.	Cost or other basis (do not reduce by depreciation)	16,256.
Sales Expense:		Valuation Method:	Cost
Total Gain (Loss):	-3,589.	Accumulation Depreciation:	
Description of Property:	818.290 shrs Pro Bear Fund		
Date Acquired:	various	How Acquired:	Purchased
Date Sold:	11/23/12	Name of Buyer:	
Sales Price:	12,921.	Cost or other basis (do not reduce by depreciation)	16,256.
Sales Expense:		Valuation Method:	Cost
Total Gain (Loss):	-3,335.	Accumulation Depreciation:	
Description of Property:	33.580 shrs Fidelity Sel Gold		
Date Acquired:	various	How Acquired:	Purchased
Date Sold:	02/14/13	Name of Buyer:	
Sales Price:	21,094.	Cost or other basis (do not reduce by depreciation)	26,250.
Sales Expense:		Valuation Method:	Cost
Total Gain (Loss):	-5,156.	Accumulation Depreciation:	
Description of Property:	23.290 shrs Fidelity Sel Gold		
Date Acquired:	various	How Acquired:	Purchased
Date Sold:	04/16/13	Name of Buyer:	
Sales Price:	21,945.	Cost or other basis (do not reduce by depreciation)	39,375.
Sales Expense:		Valuation Method:	Cost
Total Gain (Loss):	-17,430.	Accumulation Depreciation:	
Description of Property:	1675.000 shrs ishares Gold		
Date Acquired:	various	How Acquired:	Purchased
Date Sold:	05/22/13	Name of Buyer:	
Sales Price:	22,217.	Cost or other basis (do not reduce by depreciation)	24,493.
Sales Expense:		Valuation Method:	Cost
Total Gain (Loss):	-2,276.	Accumulation Depreciation:	
Description of Property:	17271.157 shrs Fidelity GNMA Fund		
Date Acquired:	various	How Acquired:	Purchased
Date Sold:	05/23/13	Name of Buyer:	
Sales Price:	200,046.	Cost or other basis (do not reduce by depreciation)	204,700.
Sales Expense:		Valuation Method:	Cost
Total Gain (Loss):	-4,654.	Accumulation Depreciation:	
Description of Property:	8904.720 shrs Fidelity Mortgage		
Date Acquired:	various	How Acquired:	Purchased
Date Sold:	05/23/13	Name of Buyer:	
Sales Price:	100,000.	Cost or other basis (do not reduce by depreciation)	99,844.
Sales Expense:		Valuation Method:	Cost
Total Gain (Loss):	156.	Accumulation Depreciation:	
Description of Property:	32797.281 shrs Fidelity Strat Inc.		
Date Acquired:	various	How Acquired:	Purchased
Date Sold:	09/12/13	Name of Buyer:	
Sales Price:	354,690.	Cost or other basis (do not reduce by depreciation)	368,387.
Sales Expense:		Valuation Method:	Cost
Total Gain (Loss):	-13,697.	Accumulation Depreciation:	

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Partnership income	42,443.	42,443.	
Capital gain distributions	19,881.	19,881.	
Total	62,324.	62,324.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Payroll tax expense	4,897.			4,897.
Federal tax expense	7,738.	7,738.	0.	
Total	12,635.	7,738.	0.	4,897.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Investment fees & expense	28,294.	28,294.		
MA Corp Annual Fee	125.	125.		
MA Form PC Filing Fee	70.	70.		
Delaware Filing Fee	284.	284.		
Office expenses	13.	13.		
Membership fees	695.	695.		
Miscellaneous exp	3.	3.		
Total	29,484.	29,484.		

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Net book & tax difference	2,958.
Unrealized gains/(losses)	-107,278.
Total	-104,320.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>Dakin Pioneer Valley Humane Society</u>	-----	<u>Public</u>	<u>Charitable</u>	Person or <input type="checkbox"/>
<u>163 Montague Rd</u>	-----	<u>Charity</u>	-----	Business <input checked="" type="checkbox"/>
<u>Leverett MA 01054</u>	-----	-----	-----	2,000.
<u>National Academy of Science</u>	-----	<u>Public</u>	<u>Charitable</u>	Person or <input type="checkbox"/>
<u>2101 Constitution Ave. NW</u>	-----	<u>Charity</u>	-----	Business <input checked="" type="checkbox"/>
<u>Washington DC 20418</u>	-----	-----	-----	10,000.
<u>National Priorities Project</u>	-----	<u>Public</u>	<u>Charitable</u>	Person or <input type="checkbox"/>
<u>160 Main St. #6</u>	-----	<u>Charity</u>	-----	Business <input checked="" type="checkbox"/>
<u>Northampton MA 01060</u>	-----	-----	-----	1,000.
<u>WAMC Northeast Public Radio</u>	-----	<u>Public</u>	<u>Charitable</u>	Person or <input type="checkbox"/>
<u>318 Central Avenue</u>	-----	<u>Charity</u>	-----	Business <input checked="" type="checkbox"/>
<u>Albany NY 12206</u>	-----	-----	-----	200.
<u>Proteus Fund</u>	-----	<u>Public</u>	<u>Charitable</u>	Person or <input type="checkbox"/>
<u>575 Station Road</u>	-----	<u>Charity</u>	-----	Business <input checked="" type="checkbox"/>
<u>Amherst MA 01002</u>	-----	-----	-----	4,000.
<u>Stop it Now</u>	-----	<u>Public</u>	<u>Charitable</u>	Person or <input type="checkbox"/>
<u>PO Box 495, 132 Main St</u>	-----	<u>Charity</u>	-----	Business <input checked="" type="checkbox"/>
<u>Haydenville MA 01039</u>	-----	-----	-----	4,582.
<u>Hitchcock Center for the Environment</u>	-----	<u>Public</u>	<u>Charitable</u>	Person or <input type="checkbox"/>
<u>525 S. Pleasant St</u>	-----	<u>Charity</u>	-----	Business <input checked="" type="checkbox"/>
<u>Amherst MA 01002</u>	-----	-----	-----	1,000.
<u>Spirit in Action</u>	-----	<u>Public</u>	<u>Charitable</u>	Person or <input type="checkbox"/>
<u>PO Box 687</u>	-----	<u>Charity</u>	-----	Business <input checked="" type="checkbox"/>
<u>Amherst MA 01004</u>	-----	-----	-----	50,000.
<u>New England Public Radio Found Inc.</u>	-----	<u>Public</u>	<u>Charitable</u>	Person or <input type="checkbox"/>
<u>131 Country Circle</u>	-----	<u>Charity</u>	-----	Business <input checked="" type="checkbox"/>
<u>Amherst MA 01003</u>	-----	-----	-----	200.
<u>Planned Parenthood</u>	-----	<u>Public</u>	<u>Charitable</u>	Person or <input type="checkbox"/>
<u>3500 Main St</u>	-----	<u>Charity</u>	-----	Business <input checked="" type="checkbox"/>
<u>Springfield MA 01107</u>	-----	-----	-----	200.
<u>Community Foundation of W. MA</u>	-----	<u>Public</u>	<u>Charitable</u>	Person or <input type="checkbox"/>
<u>1300 Main Street</u>	-----	<u>Charity</u>	-----	Business <input checked="" type="checkbox"/>
<u>Springfield MA 01115</u>	-----	-----	-----	6,000.
<u>American Cancer Society</u>	-----	<u>Public</u>	<u>Charitable</u>	Person or <input type="checkbox"/>
<u>59 Bobala Road #2</u>	-----	<u>Charity</u>	-----	Business <input checked="" type="checkbox"/>
<u>Holyoke MA 01040</u>	-----	-----	-----	200.
<u>Task Force for Global Health</u>	-----	<u>Public</u>	<u>Charitable</u>	Person or <input type="checkbox"/>
<u>325 Swanton Way</u>	-----	<u>Charity</u>	-----	Business <input checked="" type="checkbox"/>
<u>Decatur GA 30030</u>	-----	-----	-----	1,123.
<u>Albert Einstein College of Medicine</u>	-----	<u>Public</u>	<u>Charitable</u>	Person or <input type="checkbox"/>
<u>1300 Morris Park Ave</u>	-----	<u>Charity</u>	-----	Business <input checked="" type="checkbox"/>
<u>Bronx NY 10461</u>	-----	-----	-----	10,000.
<u>Boys to Men Mentoring Network</u>	-----	<u>Public</u>	<u>Charitable</u>	Person or <input type="checkbox"/>
<u>9587 Tropico Drive</u>	-----	<u>Charity</u>	-----	Business <input checked="" type="checkbox"/>
<u>L Mesa CA 91941</u>	-----	-----	-----	250.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>Albuquerque Vipassana Sangha</u>			<u>Charitable</u>	Person or <input type="checkbox"/>
<u>PO Box 40722</u>		<u>Public</u>		Business <input checked="" type="checkbox"/>
<u>Albuquerque NM 87196</u>		<u>charity</u>		<u>10,000.</u>

Total

100,755.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<u>Welsh & Assoc</u>	<u>Accounting & Tax Prep</u>	<u>4,425.</u>			<u>4,425.</u>
Total		<u><u>4,425.</u></u>			<u><u>4,425.</u></u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
<u>See attached schedule</u>	<u>3,239,002.</u>	<u>3,239,002.</u>
Total	<u><u>3,239,002.</u></u>	<u><u>3,239,002.</u></u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
<u>Investment in Partnership</u>	<u>117,661.</u>	<u>117,661.</u>
Total	<u><u>117,661.</u></u>	<u><u>117,661.</u></u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
MA income tax W/H	283.	283.
Fed, FICA & Medicare Tax W	1,448.	1,555.
Accrued Payroll Tax Exp	408.	408.
Total	<u>2,139.</u>	<u>2,246.</u>

Supporting Statement of:

Form 990-PF, p1/Line 11(a) -2

Description	Amount
FID 555028	19,881.
Total	<u>19,881.</u>

Supporting Statement of:

Form 990-PF, p1/Line 11(b) -2

Description	Amount
FID 555028	19,881.
Total	<u>19,881.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
N'hampton Coop Bank	74,902.
N'hampton Coop Bank	7,949.
N'hampton Coop Bank	49,927.
Fidelity cash equivalents	738,268.
Total	<u>871,046.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description	Amount
N'hampton Coop Bank	31,899.
N'hampton Coop Bank	116,757.
N'hampton Coop Bank	1,949.
Fidelity cash equivalents	668,454.
Total	<u>819,059.</u>

Supporting Statement of:**Form 990-PF, p2/Line 2(c)**

Description	Amount
N'hampton Coop Bank	31,899.
N'hampton Coop Bank	116,757.
N'hampton Coop Bank	1,949.
Fidelity cash equivalents	668,454.
Total	<u>819,059.</u>

Supporting Statement of:**Form 990-PF,p12/Line 3 Column (d)**

Description	Amount
Interest on cash bank accounts	175.
Total	<u>175.</u>

Supporting Statement of:**Form 990-PF,p12/Line 4 Column (d)**

Description	Amount
Dividend income FID 555029	84,424.
Total	<u>84,424.</u>

Supporting Statement of:**Form 990-PF,p12/Line 11 Column (d) - 2**

Description	Amount
FID 555029	19,881.
Total	<u>19,881.</u>

Additional Information For Tax Return

F. Felix Foundation

04-3464255

Form 990-PF, p1: Line 11(a)-1

Interest in VCFA Limited Partnership:

The foundation is a limited partner in the VCFA Venture Partners III,LP - 13-4046893. The foundation has a .376961% interest in the investment. Income (loss) reported is the foundation's share of the partnership ordinary income (loss), interest, dividends less deductible expenses per the Federal Form 1065 Schedule K-1 for the period ended 12/31/12.

Form 990-PF,p12: Line 11 Column (d)-1

Interest in VCFA Limited Partnership:

The foundation is a limited partner in the VCFA Venture Partners III,LP - 13-4046893. The foundation has a .376961 % interest in the investment. Income (loss) reported is the foundation's share of the partnership ordinary income (loss), interest, dividends less deductible expenses per the Federal Form 1065 Schedule K-1 for the period ended 12/31/12.

Felix Foundation
Fed # 04-3464255
Form 990 PF
9/30/13

NAME OF INVESTMENT	NUMBER OF SHARES	TAX BASIS	FAIR MARKET VALUE
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Form 990PF, Page 2, line 10(b)

Investments - Stock & Mutual Funds

Stocks:

Ishares Gold Trust ISIN #US4642851053 SEDOL#BOSF3S5	5025 000	81,082.73	64,772 25
Ishares MSCI Austrailia ETF (EWA)	1000.000	24,913 45	25,270 00
Ishares MSCI Canada ETF (EWC)	900 000	26,094.90	25,479 00
Vanguard Scottsdale FDS Short Term	10000 000	790,401.55	796,000 00
		922,492.63	911,521.25

Mutual Funds:

Fidelity Strategic Real Return	24181 831	231,846 34	226,341 94
Fidelity Floating Rate High Income	36966 219	362,150.30	366,704 89
Fidelity GNMA Fund	44514.857	527,260.38	505,243.63
Fidelity Mortgage Securities	32417.932	363,443.35	359,190.69
Fidelity Global Commodity Stock Fund	3414.823	50,550.30	47,192 85
Fidelity Puritan	4759.264	100,412.32	103,038 07
Fidelity Strategic Income	32940 197	370,100 49	360,036 35
Fidelity Real Estate Income	19895 228	219,338 82	224,020.27
Fidelity Select Utilities Portfolio	1430 270	74,106 97	92,838 83
Fidelity Select Energy Service	273 668	21,094.32	22,755 49
Fidelity Select Gold	942 272	39,375.02	20,117 51

2,359,678.61	2,327,480.52
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Combined:

Cash	3,282,171.24	3,239,001.77
	668,453 91	668,453 91
Total cost basis & market value	3,950,625.15	3,907,455.68