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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning December 1, 2012, and ending November 30, 2013

Name of foundation	A Employer identification number
Felicia Fund Inc	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) ▶ $ 9654074

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)	300,000			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments	641	641	—	
	4 Dividends and interest from securities	302051	302051	—	
	5a Gross rents	—	—	—	
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	686727			
	b Gross sales price for all assets on line 6a 1378085				
	7 Capital gain net income (from Part IV, line 2)		686,727		
	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)	(8727)	—	—	
	12 **Total.** Add lines 1 through 11	1280692	989419	—	
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)	53988	53988	—	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	16518	11518	—	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	205	—	—	
	24 **Total operating and administrative expenses.** Add lines 13 through 23	70711	65506		—
	25 Contributions, gifts, grants paid	550465			550465
	26 **Total expenses and disbursements.** Add lines 24 and 25	621176	65506	—	550465
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	659516			
	b **Net investment income** (if negative, enter -0-)		923913		
	c **Adjusted net income** (if negative, enter -0-)			—	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	77056	37712	37712
	2	Savings and temporary cash investments	667027	937706	937706
	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)	6411313	6839494	8678656
	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)	7155396	7814912	9654074
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	7155396	7814912	
	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)	7155396	7814912	
	31	**Total liabilities and net assets/fund balances** (see instructions)	7155396	7814912	

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	7155396
2	Enter amount from Part I, line 27a	2	659516
3	Other increases not included in line 2 (itemize) ▶	3	—
4	Add lines 1, 2, and 3	4	7814912
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	7814912

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	See Schedule 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	1378085			
c			691358	686727
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	686727
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))
2011	429950	7932983	.054198
2010	691514	7637736	.090539
2009	398350	7002417	.056888
2008	779105	6568814	.118607
2007	364125	8520128	.042737

2	Total of line 1, column (d)	2	.362969
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	.072594
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8986641
5	Multiply line 4 by line 3	5	652376
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9239
7	Add lines 5 and 6	7	661615
8	Enter qualifying distributions from Part XII, line 4	8	550465

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	18478
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	18478
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	18478
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 5271		
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	5271
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	13207
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	--
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	—

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 2012 or the taxable year beginning in 2012 (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 Whyte Telephone no. ▶
Located at ▶ 50 Elm Street, Providence, RI ZIP+4 ▶ 02903

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 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		✓
	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 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.)* 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 2012?	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 ▶

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. SEE	
3 LIST OF CONTRIBUTIONS ATTACHED FOR PART XV	
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 N/A	
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	8029055
b	Average of monthly cash balances	1b	1090348
c	Fair market value of all other assets (see instructions) Deposits	1c	4090
d	**Total** (add lines 1a, b, and c)	1d	9123493
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	9123493
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	136852
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8986641
6	**Minimum investment return.** Enter 5% of line 5	6	449332

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	449332
2a	Tax on investment income for 2012 from Part VI, line 5	2a	18478		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	—		
c	Add lines 2a and 2b			2c	18478
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	430854
4	Recoveries of amounts treated as qualifying distributions			4	—
5	Add lines 3 and 4			5	430854
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	430854

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	550465
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	550465
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	550465

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				430854
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			—	
b	Total for prior years: 20___,20___,20___		—		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007				
b	From 2008 408484				
c	From 2009 54323				
d	From 2010 319999				
e	From 2011 38230				
f	**Total** of lines 3a through e	821036			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 550465				
a	Applied to 2011, but not more than line 2a			—	
b	Applied to undistributed income of prior years (Election required—see instructions)		—		
c	Treated as distributions out of corpus (Election required—see instructions)	—			
d	Applied to 2012 distributable amount				430854
e	Remaining amount distributed out of corpus	119611			
5	Excess distributions carryover applied to 2012 *(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	940647			
b	Prior years' undistributed income Subtract line 4b from line 2b		—		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		—		
d	Subtract line 6c from line 6b Taxable amount—see instructions		—		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			—	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				—
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	—			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	—			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	940647			
10	Analysis of line 9:				
a	Excess from 2008 408484				
b	Excess from 2009 54323				
c	Excess from 2010 319999				
d	Excess from 2011 38230				
e	Excess from 2012 119611				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(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 or e-mail 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 charitable organizations to further support their tax exempt function	$ 550,465
Total . . . . . . ▶ **3a**				550,465
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				-0-

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	641	
4 Dividends and interest from securities			14	302051	
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	686727	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a K-1			41	(8727)	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				980692	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 980692

(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

Pauline C McCoy | 1/7/14 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Donald J. Keenan	Donald J. Keenan	12/30/13		P00099320
Firm's name ▶ Keenan & King LLP			Firm's EIN ▶ 05-0372243	
Firm's address ▶ 888 Broadway, East Prov. R.I. 02914			Phone no. 401-438-0800	

(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

2012

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).

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, R.I 02903	$ 300,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Felicia Fund (16) 22-0420703
11/30/13 990PF

	(A) Revenue & Expenses	(B) Net Investment Income	(C) Adjusted Net Income	(D) Charitable Disbursements
Page 1 Part I - Revenue + Expenses				
Line 11 - other income:				
Partnership Loss	$ 8727	—	—	—
Line 16c - other Professional				
Agency Fees	$ 10973	10973	—	—
Investment Fees	33015	33015	—	—
Management Fees	10000	10000	—	—
	$ 53988	53988	—	—
Line 18 - Taxes				
Federal Tax	$ 5000	—	—	—
Foreign Tax	11518	11518	—	—
	$ 16518	11518	—	—
Line 23 - other Expenses				
Annual Report	$ 20	—	—	—
Filing Fees	50	—	—	—
Misc	135	—	—	—
	$ 205	—	—	—

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 District Deerfield, MASS 01342

* 90 Elm Street, Providence, R.I. 02903

(1) Substantial Contributor

Felicia Fund
11/30/13
Capital Gains & Losses

PART IV

NAME	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	SELLING PRICE	COST	GAIN <LOSS>
2000 Eaton	(P)	6/26/12	12/3/12	103310	74720	28590
3000 Oneok	(P)	12/17/03	12/7/12	130338	31119	99219
3000 McCormick	(P)	9/30/89	1/24/13	182502	102058	80444
4000 Western	(P)	2/11/08	2/7/13	143397	93149	50248
1500 Marathon	(P)	4/20/04	4/10/13	126675	20004	106671
2500 Phillips	(P)	4/25/01	5/1/13	151198	42678	108520
2000 Petroleum	(P)	4/20/04	5/10/13	38349	38606	<257>
4000 Universal	(P)	1/14/89	8/13/13	223147	132964	90183
1000 Schweitzer	(P)	2/14/13	9/13/13	60149	37030	23119
1000 Schweitzer	(P)	2/14/13	10/9/13	57507	37030	20477
2500 Phillips	(P)	6/11/12	4/16/13	158097	82000	76097
				1374669	691358	683311
	From K-1			3416	—	3416
				1378085	691358	686727

THE FELICIA FUND, INC. **12/1/12-11/30/13**

(18)

12/4/2012	Canterbury Choral Society	2 East 90th St., NY, NY 10128	5,000.00
12/5/2012	United Way of RI	50 Valley St., Providence, RI 02909	2,000.00
12/13/2012	Metro Mus-Bryant Fellow	1000 Fifth Ave., NY, NY 10028-0198	10,000.00
12/18/2012	Preserve Rhode Island	957 North Main St., Providence, RI 02904	7,500.00
12/31/2012	EWR, Inc.-The Mount	Box 974, Lenox, MA 01240-0974	25,000.00
1/3/2013	MassArt Foundation	621 Huntington Ave., Boston, MA 02115	1,500.00
1/14/2013	Strawbery Banke	PO Box 300, Portsmouth, NH 03802	5,000.00
1/14/2013	Old Sturbridge Village	1 Old Sturbridge Village Rd., Sturbridge, MA	10,000.00
1/14/2013	Lower East Side Tenement Mus.	103 Orchard St., New York, NY 10002	5,000.00
1/22/2013	Boston Athenaeum	10 1/2 Beacon St., Boston, MA 02108-3777	1,000.00
1/22/2013	The Nature Conservancy	159 Waterman St., Providence, RI 02906	15,000.00
1/22/2013	Shelburne Museum	PO Box 10, Shelburne, VT 05482	1,000.00
1/22/2013	North Bennet Street School	39 North Bennet St., Boston, MA 02113	2,500.00
1/22/2013	Bristol Art Museum	Hope and Wardwell Strts.,Box42,Bristol,RI02809	10,000.00
1/22/2013	Shaker Museum/Mt. Lebanon	P.O.Box 630, New Lebanon, NY 12125	2,500.00
1/22/2013	Read To Succeed	201 Hillside Rd.,Suite 101, Cranston, RI 02920	1,000.00
1/25/2013	Mt. Vernon Ladies' Assoc.	PO Box 110, Mt. Vernon, VA 22121	45,000.00
3/21/2013	Hancock Shaker Village	P.O. Box 927, Pittsfield, MA 01202	5,000.00
3/21/2013	Blithewold	101 Ferry Road, Bristol, RI 02809	5,000.00
3/21/2013	Friends of Allen Madison House	250 Yawgoo Valley Road, Exeter RI 02822	5,000.00
3/21/2013	Greater Astoria Hist. Society	Quinn's Gallery 4th Fl.,35-20 Broadway, Long Island,NY 11106	3,000.00
3/21/2013	Slater Mill Museum	67 Roosevelt Avenue, Pawtucket, RI 02862-0696	15,000.00
3/21/2013	Historic Warren Armory	11 Jefferson Street,Box 564, Warren, RI 02885	5,000.00
4/3/2013	Trustees of Reservations	572 Essex St., Beverly, MA 01915-1530	10,000 00
4/23/2013	EWR, Inc.-The Mount	Box 974, Lenox, MA 01240-0974	200,000.00
5/14/2013	Museum of the City of NY	1220 Fifth Ave., NY, NY 10029	5,000.00
5/14/2013	RI State House Rest. Soc.	150 Benefit Street, Prov., RI 02903	2,500 00
6/4/2013	Newport Art Museum	76 Bellevue Avenue, Newport, RI 02840	1,000.00
6/4/2013	RI College-Music Institute	600 Mt. Pleasant Ave., Providence, RI 02908	3,500.00
6/4/2013	Cranston Historical Society	1331 Cranston Street, Cranston, RI 02920	2,500.00
6/4/2013	NY School of Interior Design	170 East 70th St., New York, NY 10021	500.00
6/4/2013	Living History	20 Moore St., Providence, RI 02907	1,000.00
6/4/2013	The Providence Athenaeum	251 Benefit St., Providence, RI 02903	5,000.00
6/4/2013	RI Black Heritage Society	123 North Main St., Providence, RI 02903	2,500.00
6/4/2013	Prospect Park Alliance	95 Prospect Park West, Brooklyn, NY 11215	2,500.00

6/4/2013	Handicraft Club	42 College St., Providence, RI 02903	5,000.00
6/4/2013	St. Mary's Roman Catholic Church	409 Broadway, Providence, RI 02909	4,000.00
6/4/2013	Church of Our Lady of Rosary	7 State St., New York, NY 10004	10,000.00
6/6/2013	I. Stewart Gardner Museum	280 The Fenway, Boston, MA 02115	8,200.00
6/18/2013	Preserve Rhode Island	957 North Main St., Providence, RI 02904	13,000.00
6/18/2013	Merchant's House Museum	29 East Fourth St., New York, NY 10003	3,000.00
7/11/2013	International Documentary Assn.	3470 Wilshire Blvd., Ste. 980, Los Angeles, CA 90010	5,000.00
8/2/2013	Initiatives In Art & Culture	333 East 57th St., New York, NY 10022	2,500.00
9/4/2013	Providence Preservation Society	21 Meeting St., Providence, RI 02903	2,000.00
9/12/2013	American Friends of Attingham	307 Seventh Ave., Ste. 1201, New York, NY 10001-6050	1,115.00
10/17/2013	International Documentary Assn.	3470 Wilshire Blvd., Ste. 980, Los Angeles, CA 90010	10,000.00
10/29/2013	Apple Tree Arts	1 Grafton Common, Grafton, MA 01519	15,000.00
10/29/2013	Mt Vernon Hotel Mus & Garden	421 East 61st St., NY, NY 10065	2,500.00
10/29/2013	IFAR	500 Fifth Ave , NY, NY 10110	1,000.00
10/29/2013	Oliver H. Perry RI	29 Touro St., Newport, RI 02840	15,000.00
10/29/2013	RI Zoological Society	1000 Elmwood Ave., Providence, RI 02907	20,000.00
10/29/2013	Harbor House		150.00
11/4/2013	Park Avenue Armory	643 Park Ave., NY, NY 10065	5,000.00
11/4/2013	NY School of Interior Design	170 East 70th St., New York, NY 10021	5,000.00
			$550,465.00

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Securities (20)

11/30/13

	Cost	FMV
Page 2 - Live Job Investments	* 7871136 89	9651245 36
Less Cash	< 972589 08 >	< 972589 08 >
Less: Partnerships		
Energy Transfer	< 69857 80 >	
Enterprise Products	< 112176 60 >	
: Stocks A.H Belo	< 7294 >	
Belo	< 28951 >	
Add: Partnerships		
Energy Transfer	94293 0	
Enterprise Products	208386 0	
: Stocks A.H. Belo	155125 0	
Belo	775625 0	
	6839493 86	8678656

Book Basis

* See Attached

Coastline
TRUST COMPANY
90 Elm Street, Providence, Rhode Island 02903
866.628.1995 • 401.751.2700 • 401.751.5741 Fax
www.coastlinetrust.com

FELICIA FUND, INC
ACCOUNT: [redacted]

LIST OF ASSETS

AS OF 11/30/13

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						
34,882.7600	SEI DAILY INCOME TR MONEY MKT PORTFOLIO #32	34,882.76 0.36 %	34,882.76	0.00	4	0.01 %
INCOME PORTFOLIO TOTAL		34,882.76 0.36 %	34,882.76	0.00	4	0.01 %
TOTAL ASSETS		9,651,245.36 100.00 %	7,871,136.89	1,780,108.47	323,530	3.35 %

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FELICIA FUND, INC
ACCOUNT: [redacted]

LIST OF ASSETS

AS OF 11/30/13

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	148,860.00 1.54 %	94,481.50	54,378.50	6,360	4.27 %
3,000.0000	VODAFONE GROUP SPONSORED AMERICAN DEPOSITORY RECEIPT	111,270.00 1.15 %	68,488.50	42,781.50	4,770	4.29 %
2,000.0000	WALMART STORES INC	162,020.00 1.68 %	146,950.00	15,060.00	3,760	2.32 %
2,000.0000	WALT DISNEY COMPANY	141,080.00 1.46 %	73,960.40	67,119.60	1,500	1.06 %
3,000.0000	WELLS FARGO & CO	132,060.00 1.37 %	94,823.10	37,236.90	3,600	2.73 %
TOTAL COMMON EQUITY SECURITIES		8,678,656.28 89.92 %	6,898,547.81	1,780,108.47	323,431	3.73 %
PRINCIPAL PORTFOLIO TOTAL		9,616,362.60 99.64 %	7,836,254.13	1,780,108.47	323,527	3.36 %

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LIST OF ASSETS

AS OF 11/30/13

FELICIA FUND, INC
ACCOUNT: [redacted]

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	SOUTHERN CO	121,890.00 1.26 %	101,188.29	20,701.71	6,090	5.00 %
5,000.0000	STAPLES INC COM	77,650.00 0.80 %	74,799.50	2,850.50	2,400	3.09 %
2,000.0000	STATOILHYDRO ASA SPONSORED AMERICAN DEPOSITORY RECEIPT	45,080.00 0.47 %	52,336.08	7,256.08-	1,718	3.81 %
2,560.0000	SUNCOR ENERGY INC	88,780.80 0.92 %	75,284.00	13,496.80	1,956	2.20 %
3,000.0000	TEEKAY CORP	132,750.00 1.38 %	72,900.40	59,849.60	3,795	2.86 %
2,000.0000	TIDEWATER INC COM	114,080.00 1.18 %	98,940.00	15,140.00	2,000	1.75 %
6,000.0000	TOTAL S.A. SPONSORED AMERICAN DEPOSITORY RECEIPT	361,920.00 3.75 %	346,675.57	15,244.43	15,756	4.35 %
11,000.0000	TURKCELL ILETISIM HIZMETLERISPON AMERICAN DEPOSITORY RECEIPT	168,520.00 1.75 %	147,819.64	20,700.36	6,497	3.86 %
3,090.0000	UNITED UTILITIES GROUP SPONSORED AMERICAN DEPOSITORY RECEIPT	67,238.40 0.70 %	85,414.50	18,176.10-	3,149	4.68 %
3,170.0000	VEOLIA ENVIRONMENT AMERICAN DEPOSITORY RECEIPT	51,037.00 0.53 %	68,003.88	16,966.88-	2,497	4.89 %

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FELICIA FUND, INC
ACCOUNT: [redacted]

LIST OF ASSETS

AS OF 11/30/13

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
2,000.0000	NORDIC AMERICAN TANKERS LIMITED	16,200.00 0.17 %	57,210.59	41,010.59-	1,280	7.90 %
3,000.0000	OLIN CORP	74,490.00 0.77 %	41,058.92	33,431.08	2,400	3.22 %
3,825.0000	PEMBINA PIPELINE CORP	122,629.50 1.27 %	45,426.06	77,203.44	6,170	5.03 %
2,400.0000	PENN WEST PETE LTD	20,400.00 0.21 %	47,000.00	26,600.00-	1,286	6.30 %
5,000.0000	PFIZER INC	158,650.00 1.64 %	161,895.00	3,245.00-	4,800	3.03 %
4,000.0000	POTASH CORP SASK INC	126,600.00 1.31 %	125,256.75	1,343.25	5,600	4.42 %
2,000.0000	RAYTHEON COMPANY	177,360.00 1.84 %	94,460.00	82,900.00	4,400	2.48 %
5,000.0000	REDWOOD TR INC REAL ESTATE INVESTMENT TRUST	92,900.00 0.96 %	66,853.12	26,046.88	5,600	6.03 %
4,051.0000	ROYAL DUTCH AMERICAN DEPOSITORY RECEIPT	270,201.70 2.80 %	192,992.53	77,209.17	12,396	4.59 %
2,500.0000	SANOFI SPONSORED AMERICAN DEPOSITORY RECEIPT	132,075.00 1.37 %	93,463.00	38,612.00	3,137	2.38 %

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FELICIA FUND, INC
ACCOUNT: [redacted]

LIST OF ASSETS

AS OF 11/30/13

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
2,000.0000	IMPERIAL OIL LTD	86,100.00 0.89 %	18,339.33	67,760.67	992	1.15 %
5,000.0000	INTEL CORP	119,200.00 1.24 %	107,449.50	11,750.50	4,500	3.78 %
2,500.0000	INTERNATIONAL PAPER COM	116,625.00 1.21 %	70,122.00	46,503.00	3,500	3.00 %
2,000.0000	KIMBERLY-CLARK CORP	218,320.00 2.26 %	128,299.80	90,020.20	6,480	2.97 %
3,000.0000	KINDER MORGAN INC	106,620.00 1.10 %	104,488.50	2,131.50	4,920	4.61 %
5,000.0000	KKR & CO LP EXCHANGE TRADED PARTNERSHIP	118,650.00 1.23 %	96,099.00	22,551.00	8,100	6.83 %
3,000.0000	MARATHON OIL CORP	108,120.00 1.12 %	30,785.70	77,334.30	2,280	2.11 %
6,000.0000	MICROSOFT CORP	228,780.00 2.37 %	150,447.30	78,332.70	6,720	2.94 %
2,000.0000	MOLSON COORS-B	105,340.00 1.09 %	96,257.20	9,082.80	2,560	2.43 %
6,000.0000	NATIONAL RETAIL PROPERTIES	190,500.00 1.97 %	97,696.73	92,803.27	9,720	5.10 %

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2,000.0000	ENERGY TRANSFER PARTNERS LP	108,320.00 1.12 %	69,857.80	38,462.20	7,240	6.68 %
4,000.0000	ENTERPRISE PRODS PARTNERS LP	251,880.00 2.61 %	112,176.60	139,703.40	11,040	4.38 %
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	213,280.00 2.21 %	173,920.00	39,360.00	6,080	2.85 %
2,000.0000	GENERAL MILLS	100,860.00 1.05 %	87,619.80	13,240.20	3,040	3.01 %
5,000.0000	HATTERAS FINL CORP REAL ESTATE INVESTMENT TRUST	83,550.00 0.87 %	143,484.00	59,934.00-	11,000	13.17 %
2,000.0000	HAWAIIAN ELECTRIC INDS INC	50,620.00 0.52 %	30,975.00	19,645.00	2,480	4.90 %
1,000.0000	HSBC HOLDINGS PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	56,100.00 0.58 %	91,541.00	35,441.00-	2,700	4.81 %
2,000.0000	IDACORP INC	103,360.00 1.07 %	62,316.00	41,044.00	3,440	3.33 %
2,000.0000	ILLINOIS TOOL WORKS	159,160.00 1.65 %	94,513.20	64,646.80	3,360	2.11 %

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2,000.0000	CHEVRON CORPORATION	244,880.00 2.54 %	119,240.00	125,640.00	8,000	3.27 %
4,000.0000	CISCO SYSTEMS INC	85,000.00 0.88 %	85,559.60	559.60-	2,720	3.20 %
5,000.0000	CONOCOPHILLIPS	364,000.00 3.77 %	135,349.90	228,650.10	13,800	3.79 %
4,000.0000	CORNING INC	68,320.00 0.71 %	56,319.60	12,000.40	1,600	2.34 %
1,500.0000	DIAGEO PLC AMERICAN DEPOSITORY RECEIPT	191,505.00 1.98 %	98,308.30	93,196.70	4,498	2.35 %
6,000.0000	DONNELLEY R R & SONS CO	111,000.00 1.15 %	104,113.20	6,886.80	6,240	5.62 %
5,000.0000	DOW CHEMICAL COMPANY	195,300.00 2.02 %	152,706.30	42,593.70	6,400	3.28 %
3,000.0000	DU PONT E I DE NEMOURS & CO	184,140.00 1.91 %	95,457.30	88,682.70	5,400	2.93 %
2,000.0000	EATON CORP PLC	145,320.00 1.51 %	103,310.00	42,010.00	3,360	2.31 %
3,000.0000	ELI LILLY & CO	150,660.00 1.56 %	101,638.56	49,021.44	5,880	3.90 %

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650.0000	ARES CAPITAL CORP	11,947.00 0.12 %	44,182.00	32,235.00-	988	8.27 %
4,000.0000	AT & T INC	140,840.00 1.46 %	106,831.44	34,008.56	7,200	5.11 %
6,000.0000	BANCO LATINOAMERICANO DE COMERCIO EXTERIOR, S.A.	161,640.00 1.67 %	105,020.97	56,619.03	7,200	4.45 %
3,289.0000	BANK OF AMERICA CORP	52,031.98 0.54 %	194,453.43	142,421.45-	132	0.25 %
2,000.0000	BARRICK GOLD CORP	32,980.00 0.34 %	96,980.00	64,000.00-	400	1.21 %
5,000.0000	BELO CORPORATION	68,650.00 0.71 %	289.51	68,360.49	1,600	2.33 %
4,040.0000	BP PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	189,920.40 1.97 %	184,098.05	5,822.35	9,211	4.85 %
2,656.0000	BRF SA SPONSORED AMERICAN DEPOSITORY RECEIPT	58,963.20 0.61 %	34,561.20	24,402.00	0	0.00 %
3,000.0000	CAMPBELL SOUP CO	116,190.00 1.20 %	100,793.40	15,396.60	3,744	3.22 %
5,000.0000	CHESAPEAKE ENERGY CORP	134,350.00 1.39 %	108,346.03	26,003.97	1,750	1.30 %

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LIST OF ASSETS

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PRINCIPAL PORTFOLIO						
MONEY MARKET FUNDS						
937,706.3200	SEI DAILY INCOME TR MONEY MKT PORTFOLIO #32	937,706.32 9.72 %	937,706.32	0.00	96	0.01 %
COMMON EQUITY SECURITIES						
1,000.0000	AH BELO CORPORATION	7,740.00 0.08 %	72.94	7,667.06	320	4.13 %
2,000.0000	ALCOA INC	19,220.00 0.20 %	65,356.00	46,136.00-	240	1.25 %
3,000.0000	ALLIANT ENERGY CORP	154,500.00 1.60 %	89,236.00	65,264.00	5,640	3.65 %
2,664.0000	AMERICAN CAPITAL LTD	40,759.20 0.42 %	83,614.66	42,855.46-	0	0.00 %
100.0000	AMERICAN INTERNATIONAL GROUP	4,975.00 0.05 %	124,201.36	119,226.36-	40	0.80 %
53.0000	AMERICAN INTERNATIONAL GROUP WARRANTS EXPIRE 01/19/2021	1,097.10 0.01 %	901.00	196.10	0	0.00 %
10,000.0000	ANNALY CAPITAL MANAGEMENT INC	101,600.00 1.05 %	169,257.00	67,657.00-	14,000	13.78 %

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ASSET SUMMARY

AS OF 11/30/13

ASSET CATEGORY	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
MONEY MARKET FUNDS	937,706.32	9.72 %	937,706.32	0.00	96	0.01 %
COMMON EQUITY SECURITIES	8,678,656.28	89.92 %	6,898,547.81	1,780,108.47	323,431	3.73 %
PRINCIPAL PORTFOLIO TOTAL	9,616,362.60	99.64 %	7,836,254.13	1,780,108.47	323,527	3.36 %
INCOME PORTFOLIO						
MONEY MARKET FUNDS	34,882.76	0.36 %	34,882.76	0.00	4	0.01 %
INCOME PORTFOLIO TOTAL	34,882.76	0.36 %	34,882.76	0.00	4	0.01 %
TOTAL ASSETS	9,651,245.36	100.00 %	7,871,136.89	1,780,108.47	323,530	3.35 %

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