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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning DEC 1, 2014, and ending NOV 30, 2015

Name of foundation FELICIA FUND, INC.		A Employer identification number 05-0420703
Number and street (or P.O. box number if mail is not delivered to street address) 90 ELM STREET	Room/suite	B Telephone number 401-274-1550
City or town, state or province, country, and ZIP or foreign postal code PROVIDENCE, RI 02903		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 10,100,031.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

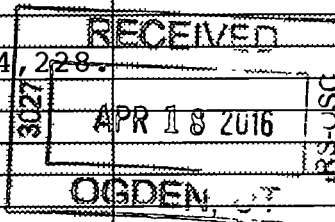
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		349.	349.		STATEMENT 1
4 Dividends and interest from securities		361,619.	361,619.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		884,228.			
b Gross sales price for all assets on line 6a		1,602,918.			
7 Capital gain net income (from Part IV, line 2)			884,228.		
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)					
11 Other income		11,131.	5,764.		STATEMENT 3
12 Total. Add lines 1 through 11		1,257,327.	1,251,960.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		43,663.	43,663.		0.
b Accounting fees					
c Other professional fees STMT 5		22,522.	22,522.		0.
17 Interest					
18 Taxes STMT 6		31,315.	16,820.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		1,024.	948.		76.
24 Total operating and administrative expenses. Add lines 13 through 23		98,524.	83,953.		76.
25 Contributions, gifts, grants paid		448,800.			448,800.
26 Total expenses and disbursements. Add lines 24 and 25		547,324.	83,953.		448,876.
27 Subtract line 26 from line 12		710,003.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			1,168,007.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	105,692.	263,660.	263,660.
	2 Savings and temporary cash investments	1,083,952.	1,571,004.	1,571,004.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	7,041,338.	7,101,201.	8,246,436.
	c Investments - corporate bonds			
	11 Investments - land, buildings and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	30,268.	18,931.	18,931.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,261,250.	8,954,796.	10,100,031.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	8,261,250.	8,954,796.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	8,261,250.	8,954,796.	
	31 Total liabilities and net assets/fund balances	8,261,250.	8,954,796.	

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	8,261,250.
2 Enter amount from Part I, line 27a	2	710,003.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,971,253.
5 Decreases not included in line 2 (itemize) ▶ PARTNERSHIP TIMING DIFFERENCES	5	16,457.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,954,796.

Form 990-PF (2014)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				
b PUBLICLY TRADED SECURITIES				
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 1,276,246.		460,034.	816,212.
b 326,672.		258,656.	68,016.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			816,212.
b			68,016.
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	884,228.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	353,406.	10,892,676.	.032444
2012	550,465.	8,986,641.	.061254
2011	429,950.	7,932,983.	.054198
2010	691,514.	7,637,736.	.090539
2009	398,350.	7,002,417.	.056888

2 Total of line 1, column (d)	2	.295323
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	.059065
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	10,473,174.
5 Multiply line 4 by line 3	5	618,598.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,680.
7 Add lines 5 and 6	7	630,278.
8 Enter qualifying distributions from Part XII, line 4	8	448,876.

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)		1	23,360.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	0.
3 Add lines 1 and 2		3	23,360.
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	23,360.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	16,560.	
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	16,560.	
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	6,800.	
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 2015 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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
4a 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?	X	
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, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ RI		
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 2014 or the taxable year beginning in 2014 (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

Form 990-PF (2014)

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 ► PAUL WHYTE Telephone no ► 401-274-1550 Located at ► 90 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 N/A			
16	At any time during calendar year 2014, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ►	16	Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here N/A ► ☐	1b	
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 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 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 ►		
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 2014 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 2014.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

Form 990-PF (2014)

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 4945(d)(4)(A)? (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

6b

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

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.

(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
PAULINE C. METCALF	PRESIDENT			
90 ELM STREET				
PROVIDENCE, RI 02903	0.25	0.	0.	0.
PAUL WHYTE	TREASURER			
90 ELM STREET				
PROVIDENCE, RI 02903	0.25	0.	0.	0.
FRANK MAURAN	SECRETARY			
90 ELM STREET				
PROVIDENCE, RI 02903	0.25	0.	0.	0.
JOSEPH SPANG	TRUSTEE			
90 ELM STREET				
PROVIDENCE, RI 02903	0.25	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

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

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

0

Form 990-PF (2014)

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	8,988,570.
b	Average of monthly cash balances	1b	1,512,604.
c	Fair market value of all other assets	1c	131,490.
d	Total (add lines 1a, b, and c)	1d	10,632,664.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,632,664.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	159,490.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,473,174.
6	Minimum investment return. Enter 5% of line 5	6	523,659.

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	523,659.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	23,360.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	655.
c	Add lines 2a and 2b	2c	24,015.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	499,644.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	499,644.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	499,644.

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	448,876.
b	Program-related investments - total from Part IX-B	1b	0.
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	448,876.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	448,876.

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.

Form 990-PF (2014)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				499,644.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009	54,323.			
b From 2010	319,999.			
c From 2011	38,230.			
d From 2012	119,611.			
e From 2013				
f Total of lines 3a through e	532,163.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 448,876.				
a Applied to 2013, 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)	0.			
d Applied to 2014 distributable amount				448,876.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	50,768.			50,768.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	481,395.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	3,555.			
9 Excess distributions carryover to 2015 Subtract lines 7 and 8 from line 6a	477,840.			
10 Analysis of line 9				
a Excess from 2010	319,999.			
b Excess from 2011	38,230.			
c Excess from 2012	119,611.			
d Excess from 2013				
e Excess from 2014				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALL SAINTS CHURCH 209 ASHMONT STREET DORCHESTER CENTER, MA 02124	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
AMERICAN FRIENDS OF ATTINGHAM 307 SEVENTH AVENUE, STE 1201 NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,250.
ART INSTITUTE OF CHICAGO 111 SOUTH MICHIGAN AVENUE CHICAGO, IL 60603	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
BOSTON ATHENAEUM 10 1/2 BEACON STREET BOSTON, MA 02108	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
BOYS & GIRLS CLUB OF PAWTUCKET ONE MOELLER PLACE PAWTUCKET, RI 02860	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				448,800.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	349.	
4 Dividends and interest from securities			14	361,619.	
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			14	5,764.	
8 Gain or (loss) from sales of assets other than inventory			18	884,228.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a FLOW THROUGH UBIT FROM					
b LPS	900099	5,367.			
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)		5,367.		1,251,960.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,257,327.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

15010 41

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CANTERBURY CHORAL SOCIETY 2 EAST 90TH STREET NEW YORK, NY 10128	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000.
CHURCH OF THE HEAVENLY REST 2 EAST 90TH STREET NEW YORK, NY 10128	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
CONNECTING CHILDREN & FAMILIES 46 HOPE STREET WOONSOCKET, RI 02895	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
CRANSTON HISTORICAL SOCIETY 1351 CRANSTON STREET CRANSTON, RI 02920	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000.
DUXBURY RURAL & HISTORICAL SOCIETY PO BOX 2865 DUXBURY, MA 02331	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,500.
EAST GREENWICH HISTORIC PRESERVATION SOCIETY 110 KING STREET EAST GREENWICH, RI 02818	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
EDITH WHARTON RESTORATION, INC. BOX 974 LENOX, MA 01240-0974	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200,000.
GOVERNOR HENRY LIPPITT HOUSE MUSEUM 199 HOPE STREET PROVIDENCE, RI 02906	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
HISTORIC DEERFIELD PO BOX 321 DEERFIELD, MA 01342	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,000.
HISTORIC WARREN ARMORY 11 JEFFERSON STREET, BOX 564 WARREN, RI 02885	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,000.
Total from continuation sheets				426,550.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
INITIATIVES IN ART & CULTURE 333 EAST 57TH STREET NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
INTERNATIONAL FOUNDATION FOR ART RESEARCH 500 FIFTH AVENUE, STE. 935 NEW YORK, NY 10110	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
KING MANOR MUSEUM 90-04 161ST STREET, STE. 704 JAMAICA, NY 11432	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
LA FARGE RESTORATION FUND 73 PELHAM STREET NEWPORT, RI 02840	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
LOWER EAST SIDE TENEMENT MUSEUM 103 ORCHARD STREET NEW YORK, NY 10002	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028-0198	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
MMOA - BRYANT FELLOW 1000 FIFTH AVENUE NEW YORK, NY 10028-0198	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
MT. VERNON LADIES' ASSOCIATION PO BOX 110 MT. VERNON, VA 22121	NONE	PUBLIC CHARITY	GENERAL SUPPORT	60,000.
NEW YORK SOCIETY LIBRARY 53 EAST 79TH STREET NEW YORK, NY 10075	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
NORTH BENNET STREET SCHOOL 150 NORTH STREET BOSTON, MA 02109	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
OLD STURBRIDGE VILLAGE 1 OLD STURBRIDGE VILLAGE ROAD STURBRIDGE, MA 01566	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
OLIVER HAZARD PERRY, INC. 29 TOURO STREET NEWPORT, RI 02840	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
PLIMOTH PLANTATION PO BOX 1620 PLYMOUTH, MA 02362	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
PRESERVATION SOCIETY NEWPORT COUNTY 424 BELLEVUE AVENUE NEWPORT, RI 02840	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
RHODE ISLAND SCHOOL OF DESIGN MUSEUM 224 BENEFIT STREET PROVIDENCE, RI 02906	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
SLATER MILL MUSEUM 67 ROOSEVELT AVENUE PAWTUCKET, RI 02862	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
STADIUM THEATRE 28 MONUMENT STREET WOONSOCKET, RI 02895	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
THE ARCHAEOLOGICAL CONSERVANCY 8 EAST 2ND STREET, STE. 101 FREDERICK, MD 21703	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,000.
THE PROVIDENCE ATHENAEUM 251 BENEFIT STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250.
THE TRUSTEES OF RESERVATIONS 200 HIGH STREET BOSTON, MA 02110	NONE	PUBLIC CHARITY	GENERAL SUPPORT	37,500.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
COASTLINE TRUST	349.	349.	
TOTAL TO PART I, LINE 3	349.	349.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
COASTLINE TRUST	359,512.	0.	359,512.	359,512.	
ENERGY TRANSFER PARTNERS K-1	2,097.	0.	2,097.	2,097.	
ENTERPRISE PRODUCTS PARTNERS LP	10.	0.	10.	10.	
TO PART I, LINE 4	361,619.	0.	361,619.	361,619.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	4,488.	4,488.	
COASTLINE TRUST	1,276.	1,276.	
FLOW THROUGH UBIT FROM LPS	5,367.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	11,131.	5,764.	

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	43,663.	43,663.			0.
TO FM 990-PF, PG 1, LN 16A	43,663.	43,663.			0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MANAGEMENT FEES	9,750.	9,750.			0.
AGENCY FEES	12,772.	12,772.			0.
TO FORM 990-PF, PG 1, LN 16C	22,522.	22,522.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL TAXES	14,495.	0.			0.
FOREIGN TAXES	16,820.	16,820.			0.
TO FORM 990-PF, PG 1, LN 18	31,315.	16,820.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEES	70.	0.			70.
ADR FEES	485.	485.			0.
ENERGY TRANSFER PARTNERS K-1 EXPENSES	469.	463.			6.
TO FORM 990-PF, PG 1, LN 23	1,024.	948.			76.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCK	7,101,201.	8,246,436.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,101,201.	8,246,436.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INTEREST	COST	18,931.	18,931.
TOTAL TO FORM 990-PF, PART II, LINE 13		18,931.	18,931.

FORM 990-PF

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

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PAULINE C. METCALF
90 ELM STREET
PROVIDENCE, RI 02903

TELEPHONE NUMBER

401-274-1550

FORM AND CONTENT OF APPLICATIONS

NO SET FORM

ANY SUBMISSION DEADLINES

NO SET DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

FELICIA FUND, INC. WILL CONSIDER FUNDING PROJECTS PRIMARILY ON NORTHEAST SEABOARD OF USA WHICH RELATE TO ARCHITECTURE, ART, HISTORIC PRESERVATION AND RELATED EDUCATIONAL PURSUITS.