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EXTENDED TO NOVEMBER 15, 2017
Return of Private Foundation

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation FELS FAMILY FOUNDATION		A Employer identification number 20-0477156
Number and street (or P.O. box number if mail is not delivered to street address) MDW, 370 MAIN STREET	Room/suite 800	B Telephone number 508-756-2423
City or town, state or province, country, and ZIP or foreign postal code WORCESTER, MA 01608		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) \$ 23,823,639. (Part I, column (d) must be on cash basis)	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		308,581.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		89.	89.		STATEMENT 2
4 Dividends and interest from securities		1,067,693.	1,067,693.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,218,045.			
b Gross sales price for all assets on line 6a					
c Capital gain net income (from Part IV, line 2)			1,218,045.		
7 Net short-term capital gain					
8 Income modifications					
9a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
10 Other income		30,159.	113.		STATEMENT 4
11 Total. Add lines 1 through 11		2,624,567.	2,285,940.		
12 Compensation of officers, directors, trustees, etc.		0.	0.		0.
13 Other employee salaries and wages					
14 Pension plans, employee benefits					
15a Legal fees					
b Accounting fees		4,973.	0.		0.
c Other professional fees					
16 Interest					
17 Taxes					
18 Depreciation and depletion					
19 Occupancy					
20 Travel, conferences, and meetings					
21 Printing and publications					
22 Other expenses		613.	0.		250.
23 Total operating and administrative expenses. Add lines 13 through 23		5,586.	0.		250.
24 Contributions, gifts, grants paid		711,800.			711,800.
25 Total expenses and disbursements. Add lines 24 and 25		717,386.	0.		712,050.
26 Subtract line 25 from line 12:					
a Excess of revenue over expenses and disbursements		1,907,181.			
b Net investment income (if negative, enter -0-)			2,285,940.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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		11,349.	62,557.	62,557.
	2	Savings and temporary cash investments		135,850.	300,432.	300,432.
	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 7	18,285,513.	19,976,904.	22,881,900.
	c	Investments - corporate bonds	STMT 8	572,400.	572,400.	578,750.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
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)		19,005,112.	20,912,293.	23,823,639.	
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 ▶ ☐					
	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		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		19,005,112.	20,912,293.		
30	Total net assets or fund balances		19,005,112.	20,912,293.		
31	Total liabilities and net assets/fund balances		19,005,112.	20,912,293.		

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	19,005,112.
2	Enter amount from Part I, line 27a	2	1,907,181.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	20,912,293.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,912,293.

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 ATTACHED STATEMENTS			
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			
c			
d			
e 5,020,589.		3,802,544.	1,218,045.

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			1,218,045.

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	1,218,045.
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))
2015	851,808.	20,693,700.	.041163
2014	844,404.	19,625,577.	.043026
2013	697,350.	18,153,518.	.038414
2012	831,386.	16,791,800.	.049511
2011	766,388.	15,892,762.	.048222

2 Total of line 1, column (d)	2	.220336
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	.044067
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	22,388,721.
5 Multiply line 4 by line 3	5	986,604.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,859.
7 Add lines 5 and 6	7	1,009,463.
8 Enter qualifying distributions from Part XII, line 4	8	712,050.

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	45,719.
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	45,719.
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	45,719.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	22,040.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	23,679.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	45,719.	
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	0.	
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 2017 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
b 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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 XIV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MA</u>		
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 2016 or the taxable year beginning in 2016 (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

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	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?	13	X
Website address ► N/A		
14 The books are in care of ► MOUNTAIN, DEARBORN & WHITING LLP Telephone no. ► 508-756-2423		
Located at ► 370 MAIN ST, STE 800, WORCESTER, MA ZIP+4 ► 01608		
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 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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)? 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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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 2016 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 2016.)	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 2016?		4b X

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

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

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b****X**

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(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
GERALD FELS	TRUSTEE			
271 THOMPSON ROAD				
WEBSTER, MA 01570	5.00	0.	0.	0.
MARILYN FELS	TRUSTEE			
271 THOMPSON ROAD				
WEBSTER, MA 01570	8.00	0.	0.	0.
LAURA K. GREEN	TRUSTEE			
21 POINT PLEASANT ROAD				
WEBSTER, MA 01570	0.00	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 (2016)

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	22,307,274.
b	Average of monthly cash balances	1b	422,392.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	22,729,666.
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	22,729,666.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	340,945.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,388,721.
6	Minimum investment return. Enter 5% of line 5	6	1,119,436.

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	1,119,436.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	45,719.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	45,719.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,073,717.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,073,717.
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	1,073,717.

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	712,050.
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	712,050.
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	712,050.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,073,717.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			214,938.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 712,050.				
a Applied to 2015, but not more than line 2a			214,938.	
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 2016 distributable amount				497,112.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				576,605.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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				
ABBY'S HOUSE	NONE	PUBLIC CHARITY	GENERAL	10,000.
AMERICAN RED CROSS	NONE	PUBLIC CHARITY	GENERAL	25,000.
BARTLETT JR.SR. HIGH SCHOOL	NONE	PUBLIC CHARITY	GENERAL	10,250.
BAYPATH HUMANE SOCIETY	NONE	PUBLIC CHARITY	GENERAL	950.
BLACK TAVERN HISTORICAL SOCIETY	NONE	PUBLIC CHARITY	GENERAL	100.
Total SEE CONTINUATION SHEET(S) ▶ 3a				711,800.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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

- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 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		

**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.

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer.

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

ANN K. MOLLOY

ANN K. MOLLOY

07/20/17

P01438500

Firm's name ► MOUNTAIN, DEARBORN & WHITING LLP

Firm's EIN ► 04-2186262

Firm's address ► 370 MAIN STREET, SUITE 800
WORCESTER, MA 01608

Phone no. 508-756-2423

FELS FAMILY FOUNDATION

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 2500 SHS CISCO SYSTEMS INC	P	02/04/16	09/30/16
b 35000 SHS CISCO SYSTEMS INC	P	02/04/16	10/04/16
c 2000 SHS CISCO SYSTEMS INC	P	02/04/16	12/28/16
d 10000 SHS AT&T INC	P	05/07/15	07/06/16
e 1000 SHS ISHARES NASDAQ BIOTECH	P	10/15/14	01/06/16
f 9000 SHS ISHARES NASDAQ BIOTECH	P	10/15/14	01/19/16
g 95 SHS CALL BAC JAN 00017.00	P	01/19/16	07/01/14
h 251 SHS CALL BAC JAN 00017.00	P	01/19/16	07/10/14
i 100 SHS CALL BAC JAN 00017.00	P	01/19/16	07/16/14
j 13 SHS CALL BAC JAN 00017.00	P	01/19/17	02/18/15
k 27 SHS CALL BAC JAN 00017.00	P	01/19/16	02/18/15
l 14 SHS CALL BAC JAN 00017.00	P	01/19/16	02/18/15
m 200 SHS CALL SPY JAN 00200.00	P	01/19/16	10/16/14
n 500 SHS CALL F JAN 00015.00	P	01/19/16	04/15/14
o 1000 SHS BBRY JAN 00010.00	P	01/19/16	07/29/14

(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 65,368.		58,336.	7,032.
b 923,900.		816,698.	107,202.
c 52,254.		46,668.	5,586.
d 366,372.		335,750.	30,622.
e 298,365.		254,509.	43,856.
f 2,679,207.		2,290,583.	388,624.
g 13,877.			13,877.
h 34,232.			34,232.
i 13,400.			13,400.
j 1,508.			1,508.
k 3,132.			3,132.
l 1,610.			1,610.
m 144,197.			144,197.
n 106,998.			106,998.
o 237,142.			237,142.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			7,032.
b			107,202.
c			5,586.
d			30,622.
e			43,856.
f			388,624.
g			13,877.
h			34,232.
i			13,400.
j			1,508.
k			3,132.
l			1,610.
m			144,197.
n			106,998.
o			237,142.

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 }

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

2

3

FELS FAMILY FOUNDATION

20-0477156

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
BOSLER HUMANE SOCIETY	NONE	PUBLIC CHARITY	GENERAL	450.
BOYS & GIRLS CLUB OF WEBSTER/DUDLEY	NONE	PUBLIC CHARITY	GENERAL	28,500.
COMMONWEALTH FELINE ORG INC	NONE	PUBLIC CHARITY	GENERAL	1,000.
COMMUNITY CAT CONNECTION	NONE	PUBLIC CHARITY	GENERAL	10,000.
DHS DEVELOPMENT OFFICE	NONE	PUBLIC CHARITY	GENERAL	1,000.
DOG ORPHANS	NONE	PUBLIC CHARITY	GENERAL	500.
DUDLEY ELEMENTARY SCHOOL	NONE	PUBLIC CHARITY	GENERAL	8,550.
DUDLEY POLICE ASSOCIATION	NONE	PUBLIC CHARITY	GENERAL	500.
FELICIAN SISTERS	NONE	PUBLIC CHARITY	GENERAL	1,000.
FIRST BAPTIST CHURCH	NONE	PUBLIC CHARITY	GENERAL	25,000.
Total from continuation sheets				665,500.

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
GREATER WORCESTER COMMUNITY FUND	NONE	PUBLIC CHARITY	GENERAL	2,600.
HANDS	NONE	PUBLIC CHARITY	GENERAL	1,000.
HARRINGTON HEALTHCARE SYSTEM	NONE	PUBLIC CHARITY	GENERAL	100,000.
HERE TODAY SANCTUARY	NONE	PUBLIC CHARITY	GENERAL	2,500.
HOLY ROSARY SOLDALITY	NONE	PUBLIC CHARITY	GENERAL	100.
JIMMY FUND	NONE	PUBLIC CHARITY	GENERAL	200.
LIFE SKILLS INC	NONE	PUBLIC CHARITY	GENERAL	2,000.
LUCKY HORSE RESCUE	NONE	PUBLIC CHARITY	GENERAL	700.
NICHOLS COLLEGE	NONE	PUBLIC CHARITY	GENERAL	25,000.
PARTNERS IN CHARITY APPEAL	NONE	PUBLIC CHARITY	GENERAL	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
PASSION 4 PAWS	NONE	PUBLIC CHARITY	GENERAL	3,500.
PAT BRODY SHELTER FOR CATS	NONE	PUBLIC CHARITY	GENERAL	950.
PEOPLE FOR ANIMALS LEAGUE	NONE	PUBLIC CHARITY	GENERAL	1,750.
SECOND CHANCE ANIMAL SHELTER	NONE	PUBLIC CHARITY	GENERAL	700.
SHEPHERD HILL REG HIGH SCHOOL	NONE	PUBLIC CHARITY	GENERAL	10,000.
SISTERS OF NOTRE DAME	NONE	PUBLIC CHARITY	GENERAL	200.
SISTERS OF ST. JOSEPH	NONE	PUBLIC CHARITY	GENERAL	250.
ST. ANDREW BOBOLA CHURCH	NONE	PUBLIC CHARITY	GENERAL	21,150.
ST. ANNE'S SCHOOL	NONE	PUBLIC CHARITY	GENERAL	80,000.
ST. SCHOLASTICA PRIORY	NONE	PUBLIC CHARITY	GENERAL	1,000.
Total from continuation sheets				

FELS FAMILY FOUNDATION

20-0477156

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
SSJ SPRINGFIELD	NONE	PUBLIC CHARITY	GENERAL	1,000.
STERLING ANIMAL SHELTER	NONE	PUBLIC CHARITY	GENERAL	1,450.
TELEGRAM & GAZETTE SANTA FUND	NONE	PUBLIC CHARITY	GENERAL	1,000.
TOWN OF DUDLEY POLICE DEPT	NONE	PUBLIC CHARITY	GENERAL	30,000.
TOWN OF WEBSTER	NONE	PUBLIC CHARITY	GENERAL	260,000.
TRI VALLEY INC	NONE	PUBLIC CHARITY	GENERAL	1,000.
VOLUNTEER HUMANE SOCIETY	NONE	PUBLIC CHARITY	GENERAL	1,500.
WEBSTER ANIMAL SHELTER GIFT FD	NONE	PUBLIC CHARITY	DETAIL	20,000.
WEBSTER DUDLEY FOODSHARE	NONE	PUBLIC CHARITY	GENERAL	2,000.
WEBSTER FOP	NONE	PUBLIC CHARITY	GENERAL	1,000.
Total from continuation sheets				

20-0477156

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	89.	89.	
TOTAL TO PART I, LINE 3	89.	89.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	1,146,720.	79,027.	1,067,693.	1,067,693.	
TO PART I, LINE 4	1,146,720.	79,027.	1,067,693.	1,067,693.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
2015 REFUND FORM 990-PF	30,046.	0.	
MISCELLANEOUS	113.	113.	
TOTAL TO FORM 990-PF, PART I, LINE 11	30,159.	113.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MOUNTAIN, DEARBORN & WHITING LLP	4,973.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,973.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EMA ANNUAL FEE	150.	0.		0.
FORM PC FILING FEES	250.	0.		250.
FEDERAL EXPRESS	24.	0.		0.
CERTIFIED MAIL	22.	0.		0.
US TREASURY - PENALTY PAYMENT	167.	0.		0.
TO FORM 990-PF, PG 1, LN 23	613.	0.		250.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	19,976,904.	22,881,900.
TOTAL TO FORM 990-PF, PART II, LINE 10B	19,976,904.	22,881,900.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	572,400.	578,750.
TOTAL TO FORM 990-PF, PART II, LINE 10C	572,400.	578,750.
