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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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation HAWTHORNDEN LITERARY INSTITUTE		A Employer identification number 52-1324746
Number and street (or P.O. box number if mail is not delivered to street address) 606 OLIVER BUILDING, 535 SMITHFIELD STR		B Telephone number 412-281-5760
City or town, state, and ZIP code PITTSBURGH, PA 15222-2302		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <input type="checkbox"/> \$ 45,077,850. (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 <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses		(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					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1,208.	1,208.	1,208.	STATEMENT 1
4 Dividends and interest from securities		341,151.	340,910.	341,151.	STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		68,977.			
b Gross sales price for all assets on line 6a		1,722,898.			
7 Capital gain net income (from Part IV, line 2)			68,977.		
8 Net short-term capital gain				0.	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		2.	2.	2.	STATEMENT 3
12 Total. Add lines 1 through 11		411,338.	411,097.	342,361.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages		260,693.	0.	0.	260,693.
15 Pension plans, employee benefits					
16a Legal fees STMT 4		84,270.	0.	0.	84,270.
b Accounting fees STMT 5		18,728.	0.	0.	18,728.
c Other professional fees STMT 6		11,380.	11,380.	11,380.	0.
17 Interest					
18 Taxes STMT 7		139,984.	6,183.	6,183.	133,801.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		523,720.	34,452.	34,452.	489,268.
24 Total operating and administrative expenses Add lines 13 through 23		1,038,775.	52,015.	52,015.	986,760.
25 Contributions, gifts, grants paid		0.			0.
26 Total expenses and disbursements. Add lines 24 and 25		1,038,775.	52,015.	52,015.	986,760.
27 Subtract line 26 from line 12		<627,437.>			
a Excess of revenue over expenses and disbursements			359,082.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				290,346.	

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	168,824.	372,169.	372,169.
	2 Savings and temporary cash investments	2,052,824.	1,509,447.	1,509,447.
	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 STMT 11	2,491,857.	2,567,924.	2,616,795.
	b Investments - corporate stock STMT 12	10,999,860.	10,406,069.	12,209,845.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ 28,179,076.			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ FURNISHINGS)	189,602.	190,518.	190,518.
	16 Total assets (to be completed by all filers)	43,847,677.	43,225,203.	45,077,850.
	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 ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	17,512,482.	17,517,445.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	26,335,195.	25,707,758.		
30 Total net assets or fund balances	43,847,677.	43,225,203.		
31 Total liabilities and net assets/fund balances	43,847,677.	43,225,203.		

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	43,847,677.
2 Enter amount from Part I, line 27a	2	<627,437.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	4,963.
4 Add lines 1, 2, and 3	4	43,225,203.
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	43,225,203.

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 1,722,898.		1,653,921.	68,977.

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) 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	
a			
b			
c			
d			
e			68,977.

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	68,977.
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	0.

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 instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	866,913.	16,467,084.	.052645
2009	828,935.	16,929,984.	.048963
2008	1,175,298.	17,311,770.	.067890
2007	889,728.	19,393,961.	.045877
2006	697,645.	19,321,905.	.036106

2 Total of line 1, column (d)	2	.251481
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	.050296
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	17,288,750.
5 Multiply line 4 by line 3	5	869,555.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,591.
7 Add lines 5 and 6	7	873,146.
8 Enter qualifying distributions from Part XII, line 4	8	986,760.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,591.
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	3,591.
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	3,591.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,151.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	7,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		12,651.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		9,060.
11 Enter the amount of line 10 to be credited to 2012 estimated tax	11	9,060.	Refunded

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 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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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?		N/A
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?	6	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.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MARY LOU ROSENFELDER Located at ► 606 OLIVER BUILDING, PITTSBURGH, PA	Telephone no ► 412-281-5737 ZIP+4 ► 15222-2302		
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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes X	No

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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.

X

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

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
DRUE HEINZ	PRESIDENT AND	DIRECTOR		
535 SMITHFIELD ST. SUITE 606				
PITTSBURGH, PA 15222	8.00	0.	0.	0.
JULIA V.SHEA	TRUSTEE			
P.O. BOX 68, FDR STATION				
NEW YORK, NY 10150	4.00	0.	0.	0.
MARY LOU ROSENFELDER	SEC-TREAS			
535 SMITHFIELD ST. SUITE 606				
PITTSBURGH, PA 15222	20.00	0.	0.	0.
MR. DAVID CAMPBELL	TRUSTEE			
535 SMITHFIELD ST. SUITE 606				
PITTSBURGH, PA 15222	1.00	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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

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 HAWTHORNDEN CASTLE (SCOTLAND) - INTERNATIONAL RETREAT FOR WRITERS - SEE EXHIBIT B ATTACHED	231,397.
2 CASA ECCO (ITALY) - INTERNATIONAL RETREAT FOR WRITERS - SEE EXHIBIT B ATTACHED	246,242.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	15,369,867.
b	Average of monthly cash balances	1b	2,182,163.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	17,552,030.
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	17,552,030.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	263,280.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,288,750.
6	Minimum investment return. Enter 5% of line 5	6	864,438.

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	
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	986,760.
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	986,760.
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	3,591.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	983,169.

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.

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Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

09/10/84

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☒ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
290,346.	212,203.	357,452.	497,843.	1,357,844.
246,794.	180,373.	303,834.	423,167.	1,154,167.
986,760.	869,062.	833,613.	1,180,257.	3,869,692.
0.	0.	0.	0.	0.
986,760.	869,062.	833,613.	1,180,257.	3,869,692.
				0.
				0.
576,292.	548,903.	564,333.	577,059.	2,266,587.
				0.
				0.
				0.
				0.

- b** 85% of line 2a

- c** Qualifying distributions from Part XII, line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

- a** "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c** "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

DRUE HEINZ

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

NONE

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

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

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

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

- c** Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year NONE				
Total			3a	0.
b Approved for future payment NONE				
Total			3b	0.

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

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?			Yes	No
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	<p>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.</p>		<p>SECRETARY/TREAS</p>
	<p>▶ <u>Mary Lou Rosenfeld</u></p> <p>Signature of officer or trustee</p>	<p><u>11/5/12</u></p> <p>Date</p>	

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	ROBERT S. LANG	<i>Robert S. Lang</i>	11/5/12		P00144610
	Firm's name ▶ LOVETT BOOKMAN HARMON MARKS LLP			Firm's EIN ▶ 03-0498867	
	Firm's address ▶ FIFTH AVENUE PLACE, SUITE 2900 PITTSBURGH, PA 15222			Phone no 412-392-2220	

Form 990-PF (2011)

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	300 SHS APPLE COMPUTER	P	01/06/06	04/04/11
b	1.86 SHS BNYMELLON MID CAP	P	03/28/06	04/04/11
c	16,299.39 SHS BNYMELLON MID CAP	P	12/08/05	04/04/11
d	5,631.75 SHS BNYMELLON MID CAP	P	04/01/98	04/04/11
e	15,576.38 SHS BNYMELLON MID CAP	P	03/02/98	04/04/11
f	620 SHS CITIGROUP	P	07/06/06	04/04/11
g	190 SHS CITIGROUP	P	04/04/03	04/04/11
h	4,956 SHS CITIGROUP	P	04/30/99	04/04/11
i	130 SHS FAIRPOINT COMMUNICATIONS	P	01/01/00	04/13/11
j	1,653 SHS FAIRPOINT COMMUNICATIONS	P	01/12/06	04/04/11
k	940 SHS PEPSICO	P	02/04/05	04/04/11
l	560 SHS PEPSICO	P	02/09/06	04/04/11
m	1,000 SHS PRAXIR INC	P	02/07/05	04/04/11
n	1,270 SHS PROCTER & GAMBLE	P	02/04/02	04/04/11
o	30 SHS PROCTER & GAMBLE	P	04/28/05	04/04/11

(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	102,767.	22,868.	79,899.
b	25.	28.	<3.>
c	217,271.	224,443.	<7,172.>
d	75,071.	78,017.	<2,946.>
e	207,633.	213,467.	<5,834.>
f	2,734.	30,532.	<27,798.>
g	838.	7,068.	<6,230.>
h	21,856.	175,061.	<153,205.>
i		833.	<833.>
j	13,359.	12,742.	617.
k	61,043.	51,800.	9,243.
l	36,366.	32,281.	4,085.
m	101,825.	44,769.	57,056.
n	78,815.	52,385.	26,430.
o	1,862.	1,651.	211.

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			79,899.
b			<3.>
c			<7,172.>
d			<2,946.>
e			<5,834.>
f			<27,798.>
g			<6,230.>
h			<153,205.>
i			<833.>
j			617.
k			9,243.
l			4,085.
m			57,056.
n			26,430.
o			211.

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	
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	

HAWTHORNDEN LITERARY INSTITUTE

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	10K US TREAS NOTE	P	06/01/09	01/15/11
b	15K US TREAS NOTE	P	01/28/09	01/15/11
c	5K US TREAS NOTE	P	01/23/09	01/15/11
d	40K US TREAS NOTE	P	03/05/09	01/15/11
e	15K US TREAS NOTE	P	01/13/09	01/15/11
f	150K US TREAS NOTE	P	01/02/09	01/15/11
g	15K US TREAS NOTE	P	07/24/08	08/31/11
h	10K US TREAS NOTE	P	06/19/08	08/31/11
i	30K US TREAS NOTE	P	10/06/06	08/31/11
j	125K US TREAS NOTE	P	10/08/09	08/31/11
k	45K US TREAS NOTE	P	05/20/09	08/31/11
l	15K US TREAS NOTE	P	03/20/09	08/31/11
m	55K US TREAS NOTE	P	06/07/07	08/31/11
n	25K US TREAS NOTE	P	03/13/09	08/31/11
o	25K US TREAS NOTE	P	09/20/06	08/31/11

(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	10,000.	10,563.	<563.>
b	15,000.	16,041.	<1,041.>
c	5,000.	5,353.	<353.>
d	40,000.	42,564.	<2,564.>
e	15,000.	16,112.	<1,112.>
f	150,000.	161,157.	<11,157.>
g	15,000.	15,686.	<686.>
h	10,000.	10,390.	<390.>
i	30,000.	29,978.	22.
j	125,000.	133,838.	<8,838.>
k	45,000.	48,662.	<3,662.>
l	15,000.	16,307.	<1,307.>
m	55,000.	55,000.	0.
n	25,000.	27,057.	<2,057.>
o	25,000.	24,949.	51.

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

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<563.>
b			<1,041.>
c			<353.>
d			<2,564.>
e			<1,112.>
f			<11,157.>
g			<686.>
h			<390.>
i			22.
j			<8,838.>
k			<3,662.>
l			<1,307.>
m			0.
n			<2,057.>
o			51.

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	
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	

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	15K US TREAS NOTE	P	09/13/06	08/31/11
b	2,560 SHS VALE SA-SP ADR	P	05/09/06	04/04/11
c	440 SHS VALE SA-SP ADR	P	05/10/06	04/04/11
d	510 SHS WAL MART	P	12/12/97	04/04/11
e	510 SHS WAL MART	P	04/11/05	04/04/11
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 15,000.		14,955.	45.
b 85,530.		37,013.	48,517.
c 14,700.		6,340.	8,360.
d 26,609.		10,211.	16,398.
e 25,565.		23,800.	1,765.
f 54,029.			54,029.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
a			45.
b			48,517.
c			8,360.
d			16,398.
e			1,765.
f			54,029.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	68,977.
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	0.

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

SOURCE	AMOUNT
CBH(COMPAGNIE BANCAIRE HELVETIQUE)	1,208.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,208.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BNY MELLON CHECKING	4.	0.	4.
BNY MELLON CUSTODY	395,176.	54,029.	341,147.
TOTAL TO FM 990-PF, PART I, LN 4	395,180.	54,029.	341,151.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BNY MELLON	2.	2.	2.
TOTAL TO FORM 990-PF, PART I, LINE 11	2.	2.	2.

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 - SCOTLAND	5,359.	0.	0.	5,359.
LOVETT BOOKMAN HARMON MARKS LLP	49,985.	0.	0.	49,985.
LEGAL FEES - ITALY	28,926.	0.	0.	28,926.
TO FM 990-PF, PG 1, LN 16A	84,270.	0.	0.	84,270.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES - ITALY	18,728.	0.	0.	18,728.
TO FORM 990-PF, PG 1, LN 16B	18,728.	0.	0.	18,728.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES - ITALY	11,380.	11,380.	11,380.	0.
TO FORM 990-PF, PG 1, LN 16C	11,380.	11,380.	11,380.	0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EMPLOYMENT TAXES - SCOTLAND	40,590.	0.	0.	40,590.
EMPLOYMENT TAXES - ITALY	58,673.	0.	0.	58,673.
FOREIGN TAX WITHHELD	6,183.	6,183.	6,183.	0.
EXCISE TAXES	2,500.	0.	0.	2,500.
TAXES-SCOTLAND CASTLE/COTTAGE	26,758.	0.	0.	26,758.
R/E TAXES ITALY	5,280.	0.	0.	5,280.
TO FORM 990-PF, PG 1, LN 18	139,984.	6,183.	6,183.	133,801.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER EXPENSES PER EXHIBIT A	523,720.	34,452.	34,452.	489,268.
TO FORM 990-PF, PG 1, LN 23	523,720.	34,452.	34,452.	489,268.

FOOTNOTES	STATEMENT	9
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EXHIBIT A

OPERATING EXPENSES -- SCOTLAND

HAWTHORNDEN LITERARY PRIZE	16,334.
HAWTHORNDEN LITERARY PRIZE EXPENSE	10,541.
CONSULTANT'S FEES AND EXPENSES	21,076.
UTILITIES	40,195.
MAINTENANCE & SECURITY	45,326.
PRINTING AND PUBLICATIONS	986.
KITCHEN SUPPLIES	41.
GENERAL SUPPLIES	2,491.
POSTAGE	1,418.
FOOD EXPENSE	12,489.
EQUIPMENT RENTAL	2,050.
INSURANCE - GENERAL LIABILITY	12,763.
INSURANCE - AUTOMOBILE	979.
AUTOMOBILE FUEL & SERVICE	9,684.
TRAVEL & SEMINARS	17,520.
COMPUTER EXPENSE	1,182.
MISCELLANEOUS EXPENSE	36,322.

SUB-TOTAL ** SCOTLAND

231,397.

OPERATING EXPENSES -- ITALY

CONSULTANT'S FEES AND EXPENSES	11,476.
UTILITIES	31,820.
MAINTENANCE	110,830.
KITCHEN SUPPLIES	428.
GENERAL SUPPLIES	1,176.
POSTAGE	564.
FOOD EXPENSE	5,148.
INSURANCE - GENERAL LIABILITY	34,280.
INSURANCE - AUTOMOBILE	756.
TRAVEL	467.
SECURITY EXPENSE	1,944.
AUTOMOBILE FUEL & SERVICE	2,591.
PRINTING & PUBLICATIONS	0.
PORT FEE	11,371.
MISCELLANEOUS EXPENSE	24,840.
FOREIGN CURRENCY EXCHANGE	8,551.

SUB-TOTAL ** ITALY

246,242.

INSURANCE - DIRECTORS/OFFICERS	3,234.
INSURANCE - GENERAL LIABILITY	1,823.
BANK CUSTODY FEES (INVESTMENTS)	34,452.
OFFICE EXPENSE (US)	6,420.
MISCELLANEOUS EXPENSE	152.

SUB-TOTAL

46,081.

TOTAL OTHER EXPENSES

523,720.

EXHIBIT B

SIX SESSIONS OF THE INTERNATIONAL RETREAT FOR WRITERS WERE HELD AT HAWTHORNDEN CASTLE. EACH SESSION WAS APPROXIMATELY FOUR WEEKS IN LENGTH. THERE WERE FOUR TO SEVEN WRITERS IN RESIDENCE AT EACH SESSION.

VARIOUS MEETINGS FOR CONSULTANTS WERE HELD AT CASA ECCO IN ITALY IN 2011

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
BALANCE SHEET & CURRENCY TRANSLATION ADJUSTMENTS	4,963.
TOTAL TO FORM 990-PF, PART III, LINE 3	4,963.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S.GOV'T BONDS (TREASURY NTS) - SEE ATTACHED	X		2,567,924.	2,616,795.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,567,924.	2,616,795.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,567,924.	2,616,795.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY SECURITIES - SEE ATTACHED	10,406,069.	12,209,845.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,406,069.	12,209,845.

Fixed income

Taxable

Individual securities Treasury

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
450,000	United States Treasury Note DTD 2/28/2007 4.625% 2/29/2012 Moody's: AAA S&P: AA+	\$ 100.7150	\$ 453,217.50	\$ 476,141.09	\$ -22,923.59	\$ 20,812.50	4.6%	2.9%
60,000	United States Treasury Note DTD 10/15/2009 1.375% 10/15/2012 Moody's: AAA S&P: AA+	100.9730	60,583.80	59,883.01	700.79	825.00	1.4	0.4
440,000	United States Treasury Note DTD 11/15/2002 4% 11/15/2012 Moody's: AAA S&P: AA+	103.3320	454,660.80	474,517.49	-19,856.69	17,600.00	3.9	2.9
21,426	U S Treasury Inflation Indexed Bond DTD 4/15/2008 0.625% 4/15/2013 Moody's: AAA S&P: AA+	101.6880	21,787.67	20,470.22	1,317.45	133.91	0.6	0.1
50,000	United States Treasury Note DTD 4/15/2010 1.75% 4/15/2013 Moody's: AAA S&P: AA+	101.9840	50,992.00	50,304.86	687.14	875.00	1.7	0.3



Fixed income

Taxable

Individual securities Treasury continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
155,000	United States Treasury Note DTD 8/15/2003 4.25% 8/15/2013 Moody's: AAA S&P: AA+	108.4610	165,014.55	173,312.04	-8,297.49	6,587.50	4.0	1.0
205,000	United States Treasury Note DTD 11/15/2003 4.25% 11/15/2013 Moody's: AAA S&P: AA+	107.3980	220,165.90	222,287.23	-2,121.33	8,712.50	4.0	1.4
700,000	United States Treasury Note DTD 2/28/2011 2.125% 2/29/2016 Moody's: AAA S&P: AA+	106.0940	742,658.00	698,990.63	43,667.37	14,875.00	2.0	4.7
40,000	United States Treasury Note DTD 5/15/2006 5.125% 5/15/2016 Moody's: AAA S&P: AA+	118.9920	47,596.80	43,553.13	4,043.67	2,050.00	4.3	0.3
30,000	United States Treasury Note DTD 5/31/2009 3.25% 5/31/2016 Moody's: AAA S&P: AA+	110.9610	33,288.30	30,204.03	3,084.27	975.00	2.9	0.2
44,913.60	United States Treasury Inflation Bond DTD 1/16/2007 2.375% 1/15/2017 Moody's: AAA S&P: AA+	116.0780	52,134.81	45,617.02	6,517.79	1,066.70	2.1	0.3
165,000	United States Treasury Note DTD 5/15/2008 3.875% 5/15/2018 Moody's: AAA S&P: AA+	116.6410	192,457.65	174,896.48	17,561.17	6,393.75	3.3	1.2
31,502.10	United States Treasury Inflation Bd DTD 7/15/2008 1.375% 7/15/2018 Moody's: AAA S&P: AA+	113.2190	35,666.36	30,889.82	4,776.54	433.15	1.2	0.2
10,000	United States Treasury Note DTD 8/15/1993 6.25% 8/15/2023 Moody's: AAA S&P: AA+	143.1250	14,312.50	11,881.25	2,431.25	625.00	4.4	0.1
44,913.60	US Treasury Inflation Indexed Bonds DTD 1/15/2007 2.375% 1/15/2027 Moody's: AAA S&P: AA+	129.1480	58,005.02	44,995.76	13,009.26	1,066.70	1.8	0.4

Fixed income

Taxable

Individual securities Treasury

continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
10,000	United States Treasury Note DTD 2/15/2001 5.375% 2/15/2031 Moody's: AAA S&P: AA+	142.5310	14,253.10	9,979.69	4,273.41	537.50	3.8	0.1
Total taxable individual securities			\$ 2,616,794.76	\$ 2,567,923.75	\$ 48,871.01	\$ 83,569.21		16.5%
Total taxable fixed income			\$ 2,616,794.76	\$ 2,567,923.75	\$ 48,871.01	\$ 83,569.21		16.5%
Total fixed income			\$ 2,616,794.76	\$ 2,567,923.75	\$ 48,871.01	\$ 83,569.21		16.5%

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,910	Abbott Laboratories (ABT)	\$ 56.2300	\$ 163,629.30	\$ 129,851.81	\$ 33,777.49	\$ 5,587.20	3.4%	1.0%
2,500	American Express Company (AXP)	47.1700	117,925.00	106,960.39	10,964.61	1,800.00	1.5	0.7
2,360	Amgen Inc (AMGN)	64.2100	151,535.60	126,747.07	24,788.53	3,398.40	2.2	1.0
2,100	Apple Inc (AAPL)	405.0000	850,500.00	135,089.69	715,410.31	0.00	0.0	5.4
4,934	Bank Of America Corporation (BAC)	5.5600	27,433.04	195,756.99	-168,323.95	197.36	0.7	0.2
2,700	CVS Caremark Corporation (CVS)	40.7800	110,106.00	99,923.66	10,182.34	1,755.00	1.6	0.7
2,270	Caterpillar Inc (CAT)	90.6000	205,662.00	97,512.43	108,149.57	4,176.80	2.0	1.3
10,268	Cisco Systems Inc (CSCO)	18.0800	185,645.44	111,840.63	73,804.81	2,464.32	1.3	1.2
3,610	Coca - Cola Co (KO)	69.9700	252,591.70	157,313.13	95,278.57	6,786.80	2.7	1.6
3,180	Conocophillips (COP)	72.8700	231,726.60	85,238.07	146,488.53	8,395.20	3.6	1.5
3,060	Danaher Corp (DHR)	47.0400	143,942.40	83,803.68	60,138.72	306.00	0.2	0.9
2,750	Exelon Corp (EXC)	43.3700	119,267.50	44,719.67	74,547.83	5,775.00	4.8	0.8
9,665	Exxon Mobil Corp (XOM)	84.7600	819,205.40	340,301.87	478,903.53	18,170.20	2.2	5.2
2,300	Freeport McMoran Copper & Gold Inc (FCX)	36.7900	84,617.00	19,834.05	64,782.95	2,300.00	2.7	0.5
10,580	General Electric Company (GE)	17.9100	189,487.80	155,772.14	33,715.66	7,194.40	3.8	1.2



BNY MELLON
WEALTH MANAGEMENT

December 1 - December 31, 2011

Hawthornden Literary Institute-TR

U.S. large cap continued

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,170	Goldman Sachs Group Inc (GS)	90.4300	105,803.10	120,304.48	-14,501.38	1,638.00	1.6	0.7
483	Google Inc (GOOG)	645.9000	311,969.70	199,977.75	111,991.95	0.00	0.0	2.0
5,065	Heinz H J Co (HNZ)	54.0400	273,712.60	72,352.68	201,359.92	9,724.80	3.6	1.7
2,193	Hess Corporation (HES)	56.8000	124,562.40	64,417.70	60,144.70	877.20	0.7	0.8
2,770	Honeywell Intl Inc (HON)	54.3500	150,549.50	99,832.86	50,716.64	4,127.30	2.7	1.0
800	International Business Machines (IBM) Corporation	183.8800	147,104.00	98,036.80	49,067.20	2,400.00	1.6	0.9
4,640	JP Morgan Chase & Co (JPM)	33.2500	154,280.00	105,642.25	48,637.75	4,640.00	3.0	1.0
2,500	Johnson & Johnson (JNJ)	65.5800	163,950.00	178,047.75	-14,097.75	5,700.00	3.5	1.0
2,730	Lilly Eli & Co (LLY)	41.5600	113,458.80	168,630.04	-55,171.24	5,350.80	4.7	0.7
3,520	Macy's Inc (M)	32.1800	113,273.60	122,455.22	-9,181.62	1,408.00	1.2	0.7
2,770	Medtronic Inc (MDT)	38.2500	105,952.50	143,863.37	-37,910.87	2,686.90	2.5	0.7
1,900	Metlife Inc (MET)	31.1800	59,242.00	101,745.00	-42,503.00	1,406.00	2.4	0.4
6,384	Microsoft Corporation (MSFT)	25.9600	165,728.64	44,388.42	121,340.22	5,107.20	3.1	1.0
10,170	News Corp Inc (NWS) Class B	18.1800	184,890.60	188,000.88	-3,110.28	1,932.30	1.0	1.2
1,690	Pepsico Inc (PEP)	66.3500	112,131.50	67,849.95	44,281.55	3,481.40	3.1	0.7
12,109	Pfizer Inc (PFE)	21.6400	262,038.76	302,116.28	-40,077.52	10,655.92	4.1	1.7
1,430	Praxair Inc (PX)	106.9000	152,867.00	63,690.17	89,176.83	2,860.00	1.9	1.0
2,650	The Procter & Gamble Company (PG)	66.7100	176,781.50	108,986.01	67,795.49	5,565.00	3.2	1.1
4,440	Qualcomm Inc (QCOM)	54.7000	242,868.00	145,376.92	97,491.08	3,818.40	1.6	1.5
2,410	Starbucks Corp (SBUX)	46.0100	110,884.10	64,744.48	46,139.62	1,638.80	1.5	0.7
2,360	State Street Corp (STT)	40.3100	95,131.60	119,355.91	-24,224.31	1,699.20	1.8	0.6
2,860	T J X Companies Inc (TJX)	64.5500	184,613.00	102,406.06	82,206.94	2,173.60	1.2	1.2
2,100	Target Corp (TGT)	51.2200	107,562.00	111,848.34	-4,286.34	2,520.00	2.3	0.7
2,890	Texas Instruments Inc (TXN)	29.1100	84,127.90	92,339.83	-8,211.93	1,955.20	2.3	0.5
5,410	US Bancorp (USB)	27.0500	146,340.50	168,176.17	-21,835.67	2,705.00	1.9	0.9

Equities

U.S. large cap continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,710	United Technologies Corp (UTX)	73.0900	198,073.90	110,209.27	87,864.63	5,203.20	2.6	1.3
4,580	Unitedhealth Group Inc (UNH)	50.6800	232,114.40	124,157.41	107,956.99	2,977.00	1.3	1.5
5,280	Vale SA (VALE)	21.4500	113,256.00	76,085.46	37,170.54	147.84	0.1	0.7
6,890	Verizon Communications Inc (VZ)	40.1200	276,426.80	199,199.15	77,227.65	13,780.00	5.0	1.7
2,992	Wal Mart Stores Inc (WMT)	59.7600	178,801.92	59,435.10	119,366.82	4,368.32	2.4	1.1
3,690	Walgreen Co (WAG)	33.0600	121,991.40	167,716.32	-45,724.92	3,321.00	2.7	0.8
6,520	Wells Fargo & Company (WFC)	27.5600	179,691.20	168,466.78	11,224.42	3,129.60	1.7	1.1
Total U.S. large cap			\$ 8,803,453.70	\$ 5,850,520.09	\$ 2,952,933.61	\$ 187,314.66		55.4%

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,490	Starwood Hotels & Resorts Worldwide (HOT) Inc	\$ 47.9700	\$ 119,445.30	\$ 120,515.34	\$ -1,070.04	\$ 1,245.00	1.0%	0.8%
3,140	Textron Inc (TXT)	18.4900	58,058.60	148,208.19	-90,149.59	251.20	0.4	0.4
163,545,908	BNY Mellon Mid Cap Stock Fund (MPMCX)	10.7900	1,764,660.35	2,170,353.26	-405,692.91	7,359.57	0.4	11.1
Total U.S. mid cap			\$ 1,942,164.25	\$ 2,439,076.79	\$ -496,912.54	\$ 8,855.77		12.2%

U.S. small cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1	Hugoton Royalty Trust Texas (HGT)	\$ 18.8400	\$ 18.84	\$ 28.30	\$ -9.46	\$ 1.08	5.7%	0.0%
2,350	ISHARES TR S & P Smallcap 600 (IJR)	68.3000	160,505.00	174,296.44	-13,791.44	1,645.00	1.0	1.0
Total U.S. small cap			\$ 160,523.84	\$ 174,324.74	\$ -13,800.90	\$ 1,545.08		1.0%



Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,570	Amdocs Ltd Ord (DOX)	\$ 28.5300	\$ 73,322.10	\$ 66,442.07	\$ 6,880.03	\$ 0.00	0.0%	0.5%
3,740	Marvell Technology Group Ltd (MRVL)	13.8500	51,799.00	93,476.06	-41,677.06	0.00	0.0	0.3
4,160	Noble Corporation (NE)	30.2200	125,715.20	98,671.77	27,043.43	2,462.72	2.0	0.8
2,400	Nokia Corp (NOK) Sponsored ADR	4.8200	11,588.00	60,454.56	-48,866.56	986.40	8.5	0.1
2,120	Sanofi-Aventis ADR (SNY)	36.5400	77,464.80	90,636.97	-13,172.17	2,804.76	3.6	0.5
87,808.533	Dreyfus International Value Fund (DVLAX)	9.4100	826,278.30	1,352,433.81	-526,155.51	26,254.75	3.2	5.2
Total developed international			\$ 1,166,147.40	\$ 1,762,115.24	\$ -595,967.84	\$ 32,508.63		7.3%

Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
3,600	Vanguard Emerging Markets ETF (VWO)	\$ 38.2100	\$ 137,556.00	\$ 180,031.68	\$ -42,475.68	\$ 3,261.60	2.4%	0.9%
Total emerging markets			\$ 137,556.00	\$ 180,031.68	\$ -42,475.68	\$ 3,261.60		0.9%
Total equities			\$ 12,209,845.19	\$ 10,406,068.54	\$ 1,803,776.65	\$ 233,586.74		75.8%
Total assets			\$ 15,894,501.21	\$ 14,041,853.55	\$ 1,852,647.66	\$ 317,155.95		100.0%

<1,067,861.26>

14,826,639.95

\$ 12,973,992.29