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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

2012

Open to public inspection

For calendar year 2012 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	Room/suite	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"/> 2. Foreign organizations meeting the 85% test, 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) \$ 46,181,908.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
Revenue	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	1,400.	1,400.	1,400.	STATEMENT 1
	4 Dividends and interest from securities	412,897.	412,897.	412,897.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<125,557.>			
	b Gross sales price for all assets on line 6a	2,887,320.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			2,071.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	288,740.	414,297.	416,368.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	
	14 Other employee salaries and wages	241,174.	0.	241,174.	
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	78,459.	0.	78,459.	
	b Accounting fees STMT 4	3,969.	0.	3,969.	
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	156,387.	3,821.	152,566.	
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	540,104.	32,579.	507,525.	
	24 Total operating and administrative expenses. Add lines 13 through 23	1,020,093.	36,400.	983,693.	
	25 Contributions, gifts, grants paid	0.		0.	
26 Total expenses and disbursements. Add lines 24 and 25	1,020,093.	36,400.	983,693.		
27 Subtract line 26 from line 12	<731,353.>				
a Excess of revenue over expenses and disbursements		377,897.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			379,968.		

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	372,169.	207,292.	207,292.
	2 Savings and temporary cash investments	1,509,447.	1,071,495.	1,071,495.
	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 9	2,567,924.	2,318,395.	2,411,998.
	b Investments - corporate stock STMT 10	10,406,069.	10,350,039.	13,964,445.
	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 ▶ 28,319,061.			
	Less: accumulated depreciation ▶	28,179,076.	28,319,061.	28,319,061.
	15 Other assets (describe ▶ STATEMENT 11)	190,518.	207,617.	207,617.
	16 Total assets (to be completed by all filers)	43,225,203.	42,473,899.	46,181,908.
	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	17,517,445.	17,497,494.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	25,707,758.	24,976,405.	
	30 Total net assets or fund balances	43,225,203.	42,473,899.	
	31 Total liabilities and net assets/fund balances	43,225,203.	42,473,899.	

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	43,225,203.
2 Enter amount from Part I, line 27a	2	<731,353.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	42,493,850.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	19,951.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,473,899.

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 2,887,320.		3,012,877.	<125,557.>

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<125,557.>

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"><125,557.></div> </div> </div>
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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 3 <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">2,071.</div> </div> </div>

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	983,169.	17,288,750.	.056868
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
2 Total of line 1, column (d)			2 .272243
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 .054449
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 17,337,006.
5 Multiply line 4 by line 3			5 943,983.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,779.
7 Add lines 5 and 6			7 947,762.
8 Enter qualifying distributions from Part XII, line 4			8 983,693.

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)		1	3,779.
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			
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	3,779.
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	3,779.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 9,060.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	9,060.
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	5,281.
11 Enter the amount of line 10 to be credited to 2013 estimated tax	5,281. Refunded	11	0.

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 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 <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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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 Telephone no. ► 412-281-5737 Located at ► 606 OLIVER BUILDING, PITTSBURGH, PA 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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► SEE STATEMENT 12	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) 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 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

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? ☐ Yes ☒ No

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? ☐ Yes ☒ No

N/A

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	243,310.
2 CASA ECCO (ITALY) - INTERNATIONAL RETREAT FOR WRITERS - SEE EXHIBIT B ATTACHED	229,681.
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	16,276,366.
b	Average of monthly cash balances	1b	1,324,655.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	17,601,021.
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	17,601,021.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	264,015.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,337,006.
6	Minimum investment return. Enter 5% of line 5	6	866,850.

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 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (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	983,693.
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	983,693.
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	3,779.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	979,914.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	

379,968.	290,346.	212,203.	357,452.	1,239,969.
----------	----------	----------	----------	------------

- b 85% of line 2a

322,973.	246,794.	180,373.	303,834.	1,053,974.
----------	----------	----------	----------	------------

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

983,693.	986,760.	869,062.	833,613.	3,673,128.
----------	----------	----------	----------	------------

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

0.	0.	0.	0.	0.
----	----	----	----	----

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

983,693.	986,760.	869,062.	833,613.	3,673,128.
----------	----------	----------	----------	------------

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

- a "Assets" alternative test - enter.

- (1) Value of all assets

0.

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

0.

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

577,900.	576,292.	548,903.	564,333.	2,267,428.
----------	----------	----------	----------	------------

- 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)

0.

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

0.

- (3) Largest amount of support from an exempt organization

0.

- (4) Gross investment income

0.

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 or e-mail of the person to whom applications should be addressed

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

- c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
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

- | | | 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 _____

ation of which preparer has any knowledge

SECRETARY/TREASURER

Title

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

☒ Yes ☐ No

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

ROBERT S. LANG

Preparer's signature

Robert H. Lang

Date

8/30/13

Check ☐ if
self-employed

PTIN

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** (2012)

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 2620.5 DREYFUS GROWTH	P	12/06/11	03/22/12
b 950 AMDOCS LIMITED	P	01/07/05	03/22/12
c 330 AMDOCS LIMITED	P	01/07/05	03/22/12
d 1290 AMDOCS LIMITED	P	01/06/05	03/22/12
e 560 APPLE COMPUTER	P	02/09/06	03/22/12
f 140 APPLE COMPUTER	P	01/06/06	03/22/12
g 721.3 BANK AMER CORP	P	02/21/03	03/22/12
h 2230 BANK AMER CORP	P	05/02/06	03/22/12
i 1288.32 BANK AMER CORP	P	10/01/98	03/22/12
j 4.39 BANK AMER CORP	P	04/28/05	03/22/12
k 690 BANK AMER CORP	P	05/22/06	03/22/12
l 668.98 DREYFUS GROWTH	P	12/18/97	03/22/12
m 362.33 DREYFUS GROWTH	P	12/14/01	03/22/12
n 335.30 DREYFUS GROWTH	P	12/21/98	03/22/12
o 179.59 DREYFUS GROWTH	P	12/18/97	03/22/12

(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 27,542.		25,471.	2,071.
b 29,398.		24,500.	4,898.
c 10,213.		8,510.	1,703.
d 39,920.		33,432.	6,488.
e 334,413.		38,367.	296,046.
f 83,603.		10,671.	72,932.
g 6,853.		20,865.	<14,012.>
h 21,188.		110,461.	<89,273.>
i 12,241.		30,752.	<18,511.>
j 42.		171.	<129.>
k 6,556.		33,504.	<26,948.>
l 7,031.		9,874.	<2,843.>
m 3,808.		4,884.	<1,076.>
n 3,524.		4,959.	<1,435.>
o 1,888.		2,651.	<763.>

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			** 2,071.
b			4,898.
c			1,703.
d			6,488.
e			296,046.
f			72,932.
g			<14,012.>
h			<89,273.>
i			<18,511.>
j			<129.>
k			<26,948.>
l			<2,843.>
m			<1,076.>
n			<1,435.>
o			<763.>

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 1091.54 DREYFUS GROWTH	P	12/07/09	03/22/12
b 3921.28 DREYFUS GROWTH	P	12/10/08	03/22/12
c 217.75 DREYFUS GROWTH	P	12/18/97	03/22/12
d 243.87 DREYFUS GROWTH	P	12/15/99	03/22/12
e 1694.22 DREYFUS GROWTH	P	12/15/99	03/22/12
f 2832.56 DREYFUS GROWTH	P	12/11/00	03/22/12
g 1022.09 DREYFUS GROWTH	P	12/21/98	03/22/12
h 523.70 DREYFUS GROWTH	P	12/14/01	03/22/12
i 13.90 DREYFUS GROWTH	P	03/29/01	03/22/12
j 577.86 DREYFUS GROWTH	P	12/04/02	03/22/12
k 7518.76 DREYFUS GROWTH	P	12/16/05	03/22/12
l 401.06 DREYFUS GROWTH	P	12/02/04	03/22/12
m 8317.14 DREYFUS GROWTH	P	12/15/06	03/22/12
n 33134.53 DREYFUS GROWTH	P	05/14/97	03/22/12
o 700.67 DREYFUS GROWTH	P	12/21/98	03/22/12

(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 11,472.		12,628.	<1,156.>
b 41,213.		33,565.	7,648.
c 2,289.		3,214.	<925.>
d 2,563.		4,134.	<1,571.>
e 17,806.		28,716.	<10,910.>
f 29,770.		44,500.	<14,730.>
g 10,742.		15,116.	<4,374.>
h 5,504.		7,058.	<1,554.>
i 146.		205.	<59.>
j 6,073.		7,044.	<971.>
k 79,022.		140,150.	<61,128.>
l 4,215.		7,640.	<3,425.>
m 87,413.		161,519.	<74,106.>
n 348,244.		500,000.	<151,756.>
o 7,364.		10,363.	<2,999.>

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			<1,156.>
b			7,648.
c			<925.>
d			<1,571.>
e			<10,910.>
f			<14,730.>
g			<4,374.>
h			<1,554.>
i			<59.>
j			<971.>
k			<61,128.>
l			<3,425.>
m			<74,106.>
n			<151,756.>
o			<2,999.>

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	414.51 DREYFUS GROWTH	P	12/08/03	03/22/12
b	1009.84 DREYFUS GROWTH	P	12/07/10	03/22/12
c	20006.57 DREYFUS GROWTH	P	12/13/07	03/22/12
d	310 GOLDMAN SACHS GROUP	P	09/25/03	03/22/12
e	580 GOLDMAN SACHS GROUP	P	08/04/00	03/22/12
f	280 GOLDMAN SACHS GROUP	P	01/06/05	03/22/12
g	93 HESS CORP	P	09/30/09	03/22/12
h	2100 HESS CORP	P	09/29/04	03/22/12
i	1 HUGOTON ROYALTY TRUST	P	05/12/06	03/22/12
j	300 MARVELL TECHNOLOGY	P	03/17/06	03/22/12
k	1240 MARVELL TECHNOLOGY	P	08/31/05	03/22/12
l	960 MARVELL TECHNOLOGY	P	08/30/05	03/22/12
m	1240 MARVELL TECHNOLOGY	P	03/17/06	03/22/12
n	2400 NOKIA CORP ADR	P	08/20/08	03/22/12
o	60000 US TREASURY NOTE	P	01/02/09	10/15/12

(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 4,356.		6,504.	<2,148.>
b 10,613.		11,531.	<918.>
c 210,269.		310,702.	<100,433.>
d 38,625.		26,722.	11,903.
e 72,265.		64,348.	7,917.
f 34,867.		29,233.	5,634.
g 5,466.		2,761.	2,705.
h 123,421.		61,656.	61,765.
i 15.		28.	<13.>
j 4,698.		8,159.	<3,461.>
k 19,418.		29,121.	<9,703.>
l 15,033.		22,445.	<7,412.>
m 19,418.		33,750.	<14,332.>
n 12,438.		60,454.	<48,016.>
o 60,000.		59,882.	118.

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			<2,148.>
b			<918.>
c			<100,433.>
d			11,903.
e			7,917.
f			5,634.
g			2,705.
h			61,765.
i			<13.>
j			<3,461.>
k			<9,703.>
l			<7,412.>
m			<14,332.>
n			<48,016.>
o			118.

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

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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	155000 UNITED STATES TREASURY	P	10/09/09	11/15/12
b	280000 UNITED STATES TREASURY	P	09/25/09	11/15/12
c	5000 UNITED STATES TREASURY	P	07/20/09	11/15/12
d	5000 UNITED STATES TREASURY	P	12/15/09	02/29/12
e	20000 UNITED STATES TREASURY	P	06/08/09	02/29/12
f	50000 UNITED STATES TREASURY	P	07/08/08	02/29/12
g	80000 UNITED STATES TREASURY	P	02/28/07	02/29/12
h	145000 UNITED STATES TREASURY	P	10/08/09	02/29/12
i	10000 UNITED STATES TREASURY	P	03/29/07	02/29/12
j	10000 UNITED STATES TREASURY	P	11/20/09	02/29/12
k	20000 UNITED STATES TREASURY	P	12/02/09	02/29/12
l	45000 UNITED STATES TREASURY	P	03/30/07	02/29/12
m	10000 UNITED STATES TREASURY	P	02/09/09	02/29/12
n	55000 UNITED STATES TREASURY	P	04/24/09	02/29/12
o	CAPITAL GAINS DIVIDENDS			

(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	155,000.	167,425.	<12,425.>
b	280,000.	301,733.	<21,733.>
c	5,000.	5,359.	<359.>
d	5,000.	5,396.	<396.>
e	20,000.	21,554.	<1,554.>
f	50,000.	52,935.	<2,935.>
g	80,000.	80,397.	<397.>
h	145,000.	157,099.	<12,099.>
i	10,000.	10,046.	<46.>
j	10,000.	10,841.	<841.>
k	20,000.	21,683.	<1,683.>
l	45,000.	45,109.	<109.>
m	10,000.	10,941.	<941.>
n	55,000.	60,139.	<5,139.>
o	124,362.		124,362.

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			<12,425.>
b			<21,733.>
c			<359.>
d			<396.>
e			<1,554.>
f			<2,935.>
g			<397.>
h			<12,099.>
i			<46.>
j			<841.>
k			<1,683.>
l			<109.>
m			<941.>
n			<5,139.>
o			124,362.

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	<125,557.>
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	2,071.

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

SOURCE	AMOUNT
CBH(COMPAGNIE BANCAIRE HELVETIQUE)	1,400.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,400.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BNY MELLON CHECKING	2.	0.	2.
BNY MELLON CUSTODY	537,257.	124,362.	412,895.
TOTAL TO FM 990-PF, PART I, LN 4	537,259.	124,362.	412,897.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES - SCOTLAND LOVETT BOOKMAN HARMON MARKS LLP	1,580.	0.	0.	1,580.
PROFESSIONAL FEES - ITALY	19,471.	0.	0.	19,471.
LEGAL FEES - ITALY	38,003.	0.	0.	38,003.
	19,405.	0.	0.	19,405.
TO FM 990-PF, PG 1, LN 16A	78,459.	0.	0.	78,459.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES - ITALY	2,421.	0.	0.	2,421.
ACCOUNTING FEES - SCOTLAND	1,548.	0.	0.	1,548.
TO FORM 990-PF, PG 1, LN 16B	3,969.	0.	0.	3,969.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EMPLOYMENT TAXES -					
SCOTLAND	51,838.	0.	0.	51,838.	
EMPLOYMENT TAXES - ITALY	58,355.	0.	0.	58,355.	
FOREIGN TAX WITHHELD	3,821.	3,821.	3,821.	0.	
EXCISE TAXES	7,500.	0.	0.	7,500.	
TAXES-SCOTLAND					
CASTLE/COTTAGE	27,151.	0.	0.	27,151.	
R/E TAXES ITALY	7,722.	0.	0.	7,722.	
TO FORM 990-PF, PG 1, LN 18	156,387.	3,821.	3,821.	152,566.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER EXPENSES PER EXHIBIT A	540,104.	32,579.	32,579.	507,525.	
TO FORM 990-PF, PG 1, LN 23	540,104.	32,579.	32,579.	507,525.	

FOOTNOTES

STATEMENT 7

EXHIBIT A

OPERATING EXPENSES -- SCOTLAND

HAWTHORNDEN LITERARY PRIZE	15,924.
HAWTHORNDEN LITERARY PRIZE EXPENSE	12,061.
CONSULTANT'S FEES AND EXPENSES	15,394.
UTILITIES	44,743.
MAINTENANCE & SECURITY	39,631.
PRINTING AND PUBLICATIONS	1,914.
KITCHEN SUPPLIES	122.
GENERAL SUPPLIES	3,322.
POSTAGE	2,268.
FOOD EXPENSE	16,480.
EQUIPMENT RENTAL	3,543.
INSURANCE - GENERAL LIABILITY	14,792.
INSURANCE - AUTOMOBILE	959.
AUTOMOBILE FUEL & SERVICE	10,727.
TRAVEL & SEMINARS	11,417.
COMPUTER EXPENSE	770.
MISCELLANEOUS EXPENSE	49,244.

SUB-TOTAL ** SCOTLAND

243,311.

OPERATING EXPENSES -- ITALY

CONSULTANT'S FEES AND EXPENSES	48,309.
UTILITIES	21,567.
MAINTENANCE	114,183.
KITCHEN SUPPLIES	154.
GENERAL SUPPLIES	1,019.
POSTAGE	623.
FOOD EXPENSE	4,382.
INSURANCE - GENERAL LIABILITY	17,762.
INSURANCE - AUTOMOBILE	861.
SECURITY EXPENSE	1,876.
AUTOMOBILE FUEL & SERVICE	3,283.
PRINTING AND PUBLICATIONS	15.
MISCELLANEOUS EXPENSE	29,286.
FOREIGN CURRENCY EXCHANGE	929.

SUB-TOTAL ** ITALY

244,249.

INSURANCE - DIRECTORS/OFFICERS	3,234.
INSURANCE - GENERAL LIABILITY	1,856.
BANK CUSTODY FEES (INVESTMENTS)	40,096.
OFFICE EXPENSE (US)	7,200.
MISCELLANEOUS EXPENSE	158.

SUB-TOTAL

52,554.

TOTAL OTHER EXPENSES

540,104.

EXHIBIT B

EIGHT 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 2012

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
COST BASIS ADJUSTMENTS AND CURRENCY EXCHANGE CONVERSIONS	19,951.
TOTAL TO FORM 990-PF, PART III, LINE 5	19,951.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME INVESTMENTS (TREASURY NTS) - SEE ATTACHED	X		2,318,395.	2,411,998.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,318,395.	2,411,998.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,318,395.	2,411,998.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY SECURITIES - SEE ATTACHED	10,350,039.	13,964,445.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,350,039.	13,964,445.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FURNISHINGS	190,518.	189,983.	189,983.
OTHER ASSETS	0.	17,634.	17,634.
TO FORM 990-PF, PART II, LINE 15	190,518.	207,617.	207,617.

FORM 990-PF	NAME OF FOREIGN COUNTRY IN WHICH ORGANIZATION HAS FINANCIAL INTEREST	STATEMENT 12
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NAME OF COUNTRY

ITALY
SWITZERLAND
OTHER COUNTRY

Fixed income Taxable

Individual securities Treasury

Shares/par value Description

Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
\$ 99.8750	\$ 21,860.64	\$ 20,932.22	\$ 928.42	\$ 136.80	0.6%	0.1%
100.4690	50,234.50	50,304.86	-70.36	875.00	1.7	0.3
102.5270	158,916.85	173,312.04	-14,395.19	6,587.50	4.1	0.9
103.5230	212,222.15	222,287.23	-10,065.08	8,712.50	4.1	1.2
105.4450	738,115.00	698,990.63	39,124.37	14,875.00	2.0	4.3
115.6250	46,250.00	43,553.13	2,696.87	2,050.00	4.4	0.3



BNY MELLON
WEALTH MANAGEMENT



Fixed income

Taxable

Individual securities Treasury
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
30,000	United States Treasury Note DTD 5/31/2009 3.25% 5/31/2016 Moody's: AAA S&P: AA+	109.5000	32,850.00	30,204.03	2,645.97	975.00	3.0	0.2
45,882	United States Treasury Inflation Index Bond DTD 1/16/2007 2.375% 1/15/2017 Moody's: AAA S&P: AA+	116.2270	53,327.27	46,585.42	6,741.85	1,089.70	2.0	0.3
165,000	United States Treasury Note DTD 5/15/2008 3.875% 5/15/2018 Moody's: AAA S&P: AA+	116.2110	191,748.15	174,896.48	16,851.67	6,393.75	3.3	1.1
32,181.30	United States Treasury Inflation Bd DTD 7/15/2008 1.375% 7/15/2018 Moody's: AAA S&P: AA+	116.4060	37,460.96	31,569.02	5,891.94	442.49	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+	143.3750	14,337.50	11,881.25	2,456.25	625.00	4.4	0.1
45,882	US Treasury Inflation Indexed Bonds DTD 1/15/2007 2.375% 1/15/2027 Moody's: AAA S&P: AA+	137.8750	63,259.81	45,964.16	17,295.65	1,089.70	1.7	0.4
10,000	United States Treasury Note DTD 2/15/2001 5.375% 2/15/2031 Moody's: AAA S&P: AA+	142.7500	14,275.00	9,979.69	4,295.31	537.50	3.8	0.1
Total taxable individual securities			\$ 1,634,857.83	\$ 1,560,460.16	\$ 74,397.67	\$ 44,389.94		9.6%
Total taxable fixed income			\$ 1,634,857.83	\$ 1,560,460.16	\$ 74,397.67	\$ 44,389.94		9.6%

Developed international

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
20,858.164	Loomis Sayles Global Bond Fund	\$ 17.3200	\$ 361,263.40	\$ 350,000.00	\$ 11,263.40	\$ 9,553.04	2.6%	2.1%
Total developed international pooled vehicle								
			\$ 361,263.40	\$ 350,000.00	\$ 11,263.40	\$ 9,553.04		2.1%
Total developed international fixed income								
			\$ 361,263.40	\$ 350,000.00	\$ 11,263.40	\$ 9,553.04		2.1%
Other								

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
40,298.122	Vanguard Intermediate-Term Investment Grade Fund	\$ 10.3200	\$ 415,876.62	\$ 407,934.93	\$ 7,941.69	\$ 15,313.29	3.7%	2.4%
Total other fixed income								
			\$ 415,876.62	\$ 407,934.93	\$ 7,941.69	\$ 15,313.29		2.4%
Total fixed income								
			\$ 2,411,997.85 ✓	\$ 2,318,395.09 ✓	\$ 93,602.76	\$ 69,256.27		14.1%

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
4,160	Noble Corporation (NE)	\$ 34.8200	\$ 144,851.20	\$ 98,671.77	\$ 46,179.43	\$ 2,254.72	1.6%	0.9%
2,910	Abbott Laboratories (ABT)	65.5000	190,605.00	129,851.81	60,753.19	1,629.60	0.9	1.1
2,500	American Express Company (AXP)	57.4800	143,700.00	106,960.39	36,739.61	2,000.00	1.4	0.8
2,360	Amgen Inc (AMGN)	86.2000	203,432.00	126,747.07	76,684.93	4,436.80	2.2	1.2
1,400	Apple Inc (AAPL)	532.1730	745,042.20	86,050.92	658,991.28	14,840.00	2.0	4.4
2,700	CVS Caremark Corporation (CVS)	48.3500	130,545.00	99,923.66	30,621.34	2,430.00	1.9	0.8
2,270	Caterpillar Inc (CAT)	89.6085	203,411.30	97,512.43	105,898.87	4,721.60	2.3	1.2
2,100	Chubb Corp (CB)	75.3200	158,172.00	142,943.85	15,228.15	3,444.00	2.2	0.9
10,268	Cisco Systems Inc (CSCO)	19.6494	201,760.04	111,840.63	89,919.41	5,750.08	2.9	1.2
7,220	Coca - Cola Co (KO)	36.2500	261,725.00	157,313.13	104,411.87	7,364.40	2.8	1.5
3,180	Conocophillips (COP)	57.9900	184,408.20	64,804.20	119,604.00	8,395.20	4.6	1.1



Equities

U.S. large cap
continued

Shares/bar value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
3,060	Danaher Corp (DHR)	55.9000	171,054.00	83,803.68	87,250.32	306.00	0.2	1.0
3,200	The Walt Disney Company (DIS)	49.7900	159,328.00	138,478.08	20,849.92	2,400.00	1.5	0.9
2,750	Exelon Corp (EXC)	29.7400	81,785.00	44,719.67	37,065.33	5,775.00	7.1	0.5
9,665	Exxon Mobil Corp (XOM)	86.5500	836,505.75	340,301.87	496,203.88	22,036.20	2.6	4.9
2,300	Freeport McMoran Copper & Gold Inc (FCX)	34.2000	78,660.00	19,834.05	58,825.95	2,875.00	3.7	0.5
10,580	General Electric Company (GE)	20.9900	222,074.20	155,772.14	66,302.06	8,040.80	3.6	1.3
483	Google Inc (GOOG)	707.3800	341,664.54	199,977.75	141,686.79	0.00	0.0	2.0
5,065	Heinz H J Co (HNZ)	57.6800	292,149.20	72,352.68	219,796.52	10,433.90	3.6	1.7
2,770	Honeywell Intl Inc (HON)	63.4700	175,811.90	99,832.86	75,979.04	4,542.80	2.6	1.0
5,400	Intel Corp (INTC)	20.6200	111,348.00	150,606.00	-39,258.00	4,860.00	4.4	0.7
800	International Business Machines (IBM) Corporation	191.5500	153,240.00	98,036.80	55,203.20	2,720.00	1.8	0.9
4,640	JP Morgan Chase & Co (JPM)	43.9691	204,016.62	105,642.25	98,374.37	5,568.00	2.7	1.2
2,500	Johnson & Johnson (JNJ)	70.1000	175,250.00	178,047.75	-2,797.75	6,100.00	3.5	1.0
4,300	Johnson Controls Inc (JCI)	30.6700	131,881.00	136,408.90	-4,527.90	3,268.00	2.5	0.8
2,730	Lilly Eli & Co (LLY)	49.3200	134,643.60	168,630.04	-33,986.44	5,350.80	4.0	0.8
3,520	Macy's Inc (M)	39.0200	137,350.40	122,455.22	14,895.18	2,816.00	2.1	0.8
2,770	Medtronic Inc (MDT)	41.0200	113,625.40	143,863.37	-30,237.97	2,880.80	2.5	0.7
1,900	MetLife Inc (MET)	32.9400	62,586.00	101,745.00	-39,159.00	1,406.00	2.3	0.4
6,384	Microsoft Corporation (MSFT)	26.7097	170,514.72	44,388.42	126,126.30	5,873.28	3.4	1.0
10,170	News Corp Inc (NWS) Class B	26.2400	266,860.80	188,000.88	78,859.92	1,728.90	0.7	1.6
1,690	Pepsico Inc (PEP)	68.4300	115,646.70	67,849.95	47,796.75	3,633.50	3.1	0.7
12,109	Pfizer Inc (PFE)	25.0793	303,685.24	302,116.28	1,568.96	11,624.64	3.8	1.8
1,590	Phillips 66 (PSX)	53.1000	84,429.00	20,433.87	63,995.13	1,590.00	1.9	0.5
1,430	Praxair Inc (PX)	109.4500	156,513.50	63,690.17	92,823.33	3,146.00	2.0	0.9
2,650	The Procter & Gamble Company (PG)	67.8900	179,908.50	108,986.01	70,922.49	5,957.20	3.3	1.1

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
4,440	Qualcomm Inc (QCOM)	61.8596	274,656.62	145,376.92	129,279.70	4,440.00	1.6	1.6
2,120	Sanofi-Aventis ADR (SNY)	47.3800	100,445.60	90,636.97	9,808.63	3,033.72	3.0	0.6
1,750	Schlumberger Ltd (SLB)	69.2986	121,272.55	125,458.38	-4,185.83	1,925.00	1.6	0.7
2,410	Starbucks Corp (SBUX)	53.6300	129,248.30	64,744.48	64,503.82	2,024.40	1.6	0.8
2,490	Starwood Hotels & Resorts Worldwide (HOT) Inc	57.3500	142,826.40	120,515.34	22,311.06	3,112.50	2.2	0.8
2,360	State Street Corp (STT)	47.0100	110,943.60	119,355.91	-8,412.31	2,265.60	2.0	0.7
5,720	T J X Companies Inc (TJX)	42.4500	242,814.00	102,406.06	140,407.94	2,631.20	1.1	1.4
2,100	Target Corp (TGT)	59.1700	124,257.00	111,848.34	12,408.66	3,024.00	2.4	0.7
2,890	Texas Instruments Inc (TXN)	30.8900	89,272.10	92,339.83	-3,067.73	2,427.60	2.7	0.5
3,140	Textron Inc (TXT)	24.7900	77,840.60	148,208.19	-70,367.59	251.20	0.3	0.5
5,410	US Bancorp (USB)	31.9400	172,795.40	168,176.17	4,619.23	4,219.80	2.4	1.0
1,550	Union Pac Corp (UNP)	125.7200	194,866.00	170,610.67	24,255.33	4,278.00	2.2	1.1
2,710	United Technologies Corp (UTX)	82.0100	222,247.10	110,209.27	112,037.83	5,799.40	2.6	1.3
4,580	Unitedhealth Group Inc (UNH)	54.2400	248,419.20	124,157.41	124,261.79	3,893.00	1.6	1.5
6,890	Verizon Communications Inc (VZ)	43.2700	298,130.30	199,199.15	98,931.15	14,193.40	4.8	1.8
2,992	Wal Mart Stores Inc (WMT)	68.2300	204,144.16	59,435.10	144,709.06	4,757.28	2.3	1.2
3,690	Walgreen Co (WAG)	37.0100	136,566.90	167,716.32	-31,149.42	4,059.00	3.0	0.8
6,520	Wells Fargo & Company (WFC)	34.1800	222,853.60	168,466.78	54,386.82	5,737.60	2.6	1.3
Total U.S. large cap			\$ 10,541,783.44	\$ 6,667,454.84	\$ 3,874,328.60	\$ 254,271.92		51.7%
U.S. mid cap								

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
177,894.157	The BNY Mellon Mid Cap (MPMCX) Multi-Strategy Fund	\$ 11.2000	\$ 1,992,414.56	\$ 2,327,897.03	\$ -335,482.47	\$ 0.00	0.0%	11.7%

Total U.S. mid cap			\$ 1,992,414.56	\$ 2,327,897.03	\$ -335,482.47	\$ 0.00		11.7%
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BNY MELLON
WEALTH MANAGEMENT



U.S. small cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,350	ISHARES TR S & P Smallcap 600 (IJR)	\$ 78.1000	\$ 183,535.00	\$ 174,296.44	\$ 9,238.56	\$ 3,038.55	1.7%	1.1%
Total U.S. small cap			\$ 183,535.00	\$ 174,296.44	\$ 9,238.56	\$ 3,038.55		1.1%
Developed international								

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
5,280	Vale SA (VALE)	\$ 20.9600	\$ 110,668.80	\$ 76,085.46	\$ 34,583.34	\$ 1,636.80	1.5%	0.7%
46,255.506	Strategic International Stock Fund (DISRX)	14.5000	670,704.84	630,000.00	40,704.84	7,308.37	1.1	3.9
Total developed international			\$ 781,373.64	\$ 706,085.46	\$ 75,288.18	\$ 8,945.17		4.6%
Emerging markets								

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
10,450	Vanguard Emerging Markets ETF (VWO)	\$ 44.5300	\$ 465,338.50	\$ 474,304.94	\$ -8,966.44	\$ 10,188.75	2.2%	2.7%
Total emerging markets			\$ 465,338.50	\$ 474,304.94	\$ -8,966.44	\$ 10,188.75		2.7%
Total equities			\$ 13,954,445.14	\$ 10,350,038.71	\$ 3,614,406.43	\$ 276,444.39		81.8%
Total assets			\$ 17,086,273.91	\$ 13,367,200.40	\$ 3,708,009.19	\$ 345,700.66		100.0%

< 698,766.60 >

12,668,433.80

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions
Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	HAWTHORNDEN LITERARY INSTITUTE	52-1324746
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O ROBERT S. LANG - LBHM, 120 FIFTH AVE. STE. 2900	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	PITTSBURGH, PA 15222	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

MARY LOU ROSENFELDER

- The books are in the care of ☒ 606 OLIVER BUILDING - PITTSBURGH, PA 15222-2302

Telephone No. ☒ 412-281-5737

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	11,060.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	11,060.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐

Title ☐ EA

Date ☐

Form 8868 (Rev. 1-2013)