Form **990-PF** — **Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation
▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

Department of the Treasury
Internal Revenue Service

OMB No 1545-0052
2013
Open to Public Inspection

For calendar year 2013 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 or province, country, and ZIP or foreign postal code: PITTSBURGH, PA 15222-2302

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (*from Part II, col. (c), line 16*) ▶$ 49,096,300.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (*Part I, column (d) must be on cash basis.*)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	(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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	451,164.	451,164.	451,164.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	318,107.			
	b Gross sales price for all assets on line 6a 857,286.				
	7 Capital gain net income (from Part IV, line 2)		318,107.		
	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				
	12 **Total.** Add lines 1 through 11	769,271.	769,271.	451,164.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages	240,096.	0.	0.	240,096.
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	60,204.	0.	0.	60,204.
	b Accounting fees STMT 3	7,763.	0.	0.	7,763.
	c Other professional fees STMT 4	51,903.	0.	0.	51,903.
	17 Interest				
	18 Taxes STMT 5	180,709.	4,314.	4,314.	176,395.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	556,656.	35,202.	35,202.	521,454.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,097,331.	39,516.	39,516.	1,057,815.
	25 Contributions, gifts, grants paid	0.			0.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,097,331.	39,516.	39,516.	1,057,815.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<328,060.>			
	b **Net investment income** (if negative, enter -0-)		729,755.		
	c **Adjusted net income** (if negative, enter -0-)			411,648.	

323501
10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2013)

10460605 132561 HAWTHORNDEN 2013.03050 HAWTHORNDEN LITERARY INSTIT HAWTHOR1

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	207,292.	244,630.	244,630.
2 Savings and temporary cash investments	1,071,495.	1,009,502.	1,009,502.
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	2,318,395.	1,854,464.	1,886,358.
b Investments - corporate stock STMT 10	10,350,039.	10,400,322.	17,350,143.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment basis ▶ 28,415,684.			
Less accumulated depreciation ▶	28,319,061.	28,415,684.	28,415,684.
15 Other assets (describe ▶)	207,617.	189,983.	189,983.
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	42,473,899.	42,114,585.	49,096,300.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	17,497,494.	17,466,240.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	24,976,405.	24,648,345.	
30 Total net assets or fund balances	42,473,899.	42,114,585.	
31 Total liabilities and net assets/fund balances	42,473,899.	42,114,585.	

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	42,473,899.
2 Enter amount from Part I, line 27a	2	<328,060.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	42,145,839.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	31,254.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,114,585.

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 STATEMENT			
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	857,286.		539,179.	318,107.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				318,107.

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	318,107.
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 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))
2012	979,914.	17,337,006.	.056522
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

2	**Total** of line 1, column (d)	2	.282888
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	.056578
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	18,522,143.
5	Multiply line 4 by line 3	5	1,047,946.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,298.
7	Add lines 5 and 6	7	1,055,244.
8	Enter qualifying distributions from Part XII, line 4	8	1,057,815.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ____ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	7,298.
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	7,298.
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	7,298.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,281.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	18.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	7,299.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	1.	**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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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) ▶ 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 2013 or the taxable year beginning in 2013 (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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ 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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶ SEE STATEMENT 11			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)* 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 2013?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
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 [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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 [X] No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] 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
SEE STATEMENT 12		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

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
LOVETT BOOKMAN HARMON MARKS - 120 FIFTH AVE SUITE 2900, PITTSBURGH, PA 15222	LEGAL	60,204.
Total number of others receiving over $50,000 for professional services ▶		1

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	259,738.
2 CASA ECCO (ITALY) - INTERNATIONAL RETREAT FOR WRITERS - SEE EXHIBIT B ATTACHED	247,188.
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.

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	17,791,977.
b	Average of monthly cash balances	1b	1,012,229.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	18,804,206.
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	18,804,206.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	282,063.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,522,143.
6	**Minimum investment return.** Enter 5% of line 5	6	926,107.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2013 from Part VI, line 5 2a		
b	Income tax for 2013 (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	1,057,815.
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	1,057,815.
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	7,298.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,050,517.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years ______, ______, ______				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $				
a Applied to 2012, 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 2013 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a Taxable amount - see instr				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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 [X] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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	411,648.	379,968.	290,346.	212,203.	1,294,165.
b 85% of line 2a	349,901.	322,973.	246,794.	180,373.	1,100,040.
c Qualifying distributions from Part XII, line 4 for each year listed	1,057,815.	983,693.	986,760.	869,062.	3,897,330.
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 Subtract line 2d from line 2c	1,057,815.	983,693.	986,760.	869,062.	3,897,330.
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	617,405.	577,900.	576,292.	548,903.	2,320,500.
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 ▶ [X] 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 address 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 XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	451,164.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	318,107.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		769,271.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	769,271.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

Mary Lou Rosenfelder | 06/05/2014 | SECRETARY/TREASURER

Signature of officer or trustee | Date | Title

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 ☐ if self-employed	PTIN
REBEKAH COPPOLA	Rebekah Coppola	6-9-14		P00927085
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	

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	5065 HJ HEINZ CO	P	02/23/87	06/07/13
b	.5 NEWS CORP/NEW CLASS	P	05/10/06	07/16/13
c	21873 US TREAS INFL IDX	P	01/06/09	04/15/13
d	50000 UNITED STATES TREASURY	P	04/16/10	04/15/13
e	55000 UNITED STATES TREASURY	P	10/08/09	08/15/13
f	70000 UNITED STATES TREASURY	P	12/11/08	08/15/13
g	30000 UNITED STATES TREASURY	P	01/22/09	08/15/13
h	40000 UNITED STATES TREASURY	P	08/29/08	11/15/13
i	5000 UNITED STATES TREASURY	P	10/22/09	11/15/13
j	40000 UNITED STATES TREASURY	P	09/10/09	11/15/13
k	50000 UNITED STATES TREASURY	P	09/17/09	11/15/13
l	70000 UNITED STATES TREASURY	P	10/08/09	11/15/13
m	CAPITAL GAINS DIVIDENDS			
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	367,213.		72,353.	294,860.
b	7.		4.	3.
c	21,873.		20,917.	956.
d	50,000.		50,305.	<305.>
e	55,000.		60,120.	<5,120.>
f	70,000.		79,319.	<9,319.>
g	30,000.		33,873.	<3,873.>
h	40,000.		42,244.	<2,244.>
i	5,000.		5,445.	<445.>
j	40,000.		43,644.	<3,644.>
k	50,000.		54,299.	<4,299.>
l	70,000.		76,656.	<6,656.>
m	58,193.			58,193.
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				294,860.
b				3.
c				956.
d				<305.>
e				<5,120.>
f				<9,319.>
g				<3,873.>
h				<2,244.>
i				<445.>
j				<3,644.>
k				<4,299.>
l				<6,656.>
m				58,193.
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	318,107.
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.

323591
05-01-13

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BNY MELLON CHECKING	1.	0.	1.	1.	1.
BNY MELLON CUSTODY	509,356.	58,193.	451,163.	451,163.	451,163.
TO PART I, LINE 4	509,357.	58,193.	451,164.	451,164.	451,164.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LOVETT BOOKMAN HARMON MARKS LLP	60,204.	0.	0.	60,204.
TO FM 990-PF, PG 1, LN 16A	60,204.	0.	0.	60,204.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES - ITALY	6,363.	0.	0.	6,363.
ACCOUNTING FEES - SCOTLAND	1,400.	0.	0.	1,400.
TO FORM 990-PF, PG 1, LN 16B	7,763.	0.	0.	7,763.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES - ITALY	51,903.	0.	0.	51,903.
TO FORM 990-PF, PG 1, LN 16C	51,903.	0.	0.	51,903.

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	52,435.	0.	0.	52,435.
EMPLOYMENT TAXES - ITALY	55,638.	0.	0.	55,638.
FOREIGN TAX WITHHELD	4,314.	4,314.	4,314.	0.
TAXES-SCOTLAND CASTLE/COTTAGE	28,516.	0.	0.	28,516.
R/E TAXES ITALY	30,128.	0.	0.	30,128.
OTHER TAXES ITALY	9,678.	0.	0.	9,678.
TO FORM 990-PF, PG 1, LN 18	180,709.	4,314.	4,314.	176,395.

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	556,656.	35,202.	35,202.	521,454.
TO FORM 990-PF, PG 1, LN 23	556,656.	35,202.	35,202.	521,454.

	FOOTNOTES		STATEMENT	7

EXHIBIT A

OPERATING EXPENSES -- SCOTLAND	
HAWTHORNDEN LITERARY PRIZE	16,202.
HAWTHORNDEN LITERARY PRIZE EXPENSE	13,133.
CONSULTANT'S FEES AND EXPENSES	20,215.
UTILITIES	42,192.
MAINTENANCE & SECURITY	61,601.
PRINTING AND PUBLICATIONS	1,468.
KITCHEN SUPPLIES	29.
GENERAL SUPPLIES	3,990.
POSTAGE	1,959.
FOOD EXPENSE	24,411.
EQUIPMENT RENTAL	3,430.
INSURANCE - GENERAL LIABILITY	14,784.
INSURANCE - AUTOMOBILE	1,419.
AUTOMOBILE FUEL & SERVICE	12,302.
TRAVEL & SEMINARS	1,876.
COMPUTER EXPENSE	844.
GRANTS TO PUBLIC CHARITIES	49,725.
MISCELLANEOUS EXPENSE	12,409.
ROAD TAX AND INSPECTION	79.
SUB-TOTAL ** SCOTLAND	259,738.
OPERATING EXPENSES -- ITALY	
CONSULTANT'S FEES AND EXPENSES	69,825.
UTILITIES	18,152.
MAINTENANCE	122,668.
KITCHEN SUPPLIES	278.
GENERAL SUPPLIES	899.
POSTAGE	238.
FOOD EXPENSE	4,411.
INSURANCE - GENERAL LIABILITY	16,469.
INSURANCE - AUTOMOBILE	1,323.
TRAVEL	1.
SECURITY EXPENSE	2,022.
AUTOMOBILE FUEL & SERVICE	3,412.
PRINTING AND PUBLICATIONS	139.
MISCELLANEOUS EXPENSE	7,351.
SUB-TOTAL ** ITALY	247,188.
INSURANCE - DIRECTORS/OFFICERS	3,460.
INSURANCE - GENERAL LIABILITY	1,896.
BANK CUSTODY FEES (INVESTMENTS)	36,691.
OFFICE EXPENSE (US)	7,200.
INVESTMENT EXPENSE MELLON	158.
MISCELLANEOUS EXPENSE	325.
SUB-TOTAL	49,730.
TOTAL OTHER EXPENSES	556,656.

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 FIVE TO SEVEN WRITERS IN RESIDENCE AT EACH SESSION.

VARIOUS MEETINGS FOR CONSULTANTS WERE HELD AT CASA ECCO IN ITALY IN 2013

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
CURRENCY EXCHANGE AND COST BASIS ADJUSTMENTS	31,254.
TOTAL TO FORM 990-PF, PART III, LINE 5	31,254.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME INVESTMENTS(TREASURY NTS) - SEE ATTACHED	X		1,854,464.	1,886,358.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,854,464.	1,886,358.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,854,464.	1,886,358.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY SECURITIES - SEE ATTACHED	10,400,322.	17,350,143.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,400,322.	17,350,143.

FORM 990-PF NAME OF FOREIGN COUNTRY IN WHICH ORGANIZATION HAS FINANCIAL INTEREST STATEMENT 11

NAME OF COUNTRY
ITALY
SWITZERLAND
OTHER COUNTRY

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DRUE HEINZ 535 SMITHFIELD ST. SUITE 606 PITTSBURGH, PA 15222	PRESIDENT AND DIRECTOR 8.00	0.	0.	0.
JULIA V.SHEA P.O. BOX 68, FDR STATION NEW YORK, NY 10150	TRUSTEE 4.00	0.	0.	0.
MARY LOU ROSENFELDER 535 SMITHFIELD ST. SUITE 606 PITTSBURGH, PA 15222	SEC-TREAS 20.00	0.	0.	0.
MR. DAVID CAMPBELL 535 SMITHFIELD ST. SUITE 606 PITTSBURGH, PA 15222	TRUSTEE 1.00	0.	0.	0.
VICTORIA GRAY 535 SMITHFIELD ST. SUITE 606 PITTSBURGH, PA 15222	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Asset detail

Cash and cash equivalents

	Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
925,814.61	CRA (BNY Mellon, N.A., Member FDIC) (Principal Holding)	$ 925,814.61	$ 925,814.61		$ 0.00	0 0%	4.6%
	Principal Cash	122,698.05					
	Income Cash	-122,698 05					
Total cash and cash equivalents		**$ 925,814.61**	**$ 925,814.61**	**$ 0.00**	**$ 0.00**		**4.6%**

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
700,000	United States Treasury Note DTD 2/28/2011 2.125% 2/29/2016 Moody's: AAA S&P: AA+	$ 103.6480	$ 725,536.00	$ 698,990.63	$ 26,545.37	$ 14,875.00	2.1%	3 6%
40,000	United States Treasury Note DTD 5/15/2006 5.125% 5/15/2016 Moody's: AAA S&P: AA+	110.8200	44,328.00	43,553.13	774.87	2,050 00	4.6	0.2
30,000	United States Treasury Note DTD 5/31/2009 3.25% 5/31/2016 Moody's: AAA S&P: AA+	106.4920	31,947.60	30,204.03	1,743.57	975.00	3.1	0 2
46,327.60	United States Treasury Infl Index Bond DTD 1/16/2007 2.375% 1/15/2017 Moody's: AAA S&P: AA+	110.0470	50,982.13	47,031.02	3,951.11	1,100 28	2 2	0.3
165,000	United States Treasury Note DTD 5/15/2008 3.875% 5/15/2018 Moody's: AAA S&P: AA+	110.2190	181,861.35	174,896.48	6,964.87	6,393.75	3 5	0.9
32,493 90	United States Treasury Inflation Bd DTD 7/15/2008 1.375% 7/15/2018 Moody's: AAA S&P. AA+	108.3830	35,217 86	31,881.62	3,336.24	446.79	1.3	0.2

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
10,000	United States Treasury Note DTD 8/15/1993 6.25% 8/15/2023 Moody's: AAA S&P. AA+	128.4530	12,845.30	11,881.25	964.05	625.00	4.9	0 1
46,327.60	US Treasury Inflation Indexed Bonds DTD 1/15/2007 2.375% 1/15/2027 Moody's: AAA S&P: AA+	115.1880	53,363.84	46,409.76	6,954.08	1,100.28	2.1	0.3
10,000	United States Treasury Note DTD 2/15/2001 5.375% 2/15/2031 Moody's: AAA S&P: AA+	122.5470	12,254.70	9,983.36	2,271.34	537.50	4.4	0.1
Total taxable individual securities			S 1,148,336.78	S 1,094,831.28	S 53,505.50	S 28,103.60		5 7%
Total taxable fixed income			**$ 1,148,336.78**	**$ 1,094,831.28**	**$ 53,505.50**	**$ 28,103.60**		**5.7%**

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
21,092.593	Loomis Sayles Global Bond Fund	S 16.1500	S 340,645.38	S 353,802.44	S -13,157 06	S 8,795.61	2 6%	1.7%
Total developed international pooled vehicle			S 340,645.38	S 353,802.44	S -13,157.06	S 8,795.61		1.7%
Total developed international fixed income			**$ 340,645.38**	**$ 353,802.44**	**$ -13,157.06**	**$ 8,795.61**		**1.7%**

Other

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
41,093 649	Vanguard Intermediate-Term Investment Grade Fund	$ 9.6700	$ 397,375.59	$ 415,830.04	$ -18,454.45	$ 13,478.72	3.4%	2.0%
Total other fixed income			**$ 397,375.59**	**$ 415,830.04**	**$ -18,454.45**	**$ 13,478.72**		**2.0%**
Total fixed income			**$ 1,886,357.75**	**$ 1,864,463.76**	**$ 21,893.99**	**$ 50,377.93**		**9.3%**

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 Corpporation PLC (NE)	$ 37.4700	$ 155,875.20	$ 98,671.77	$ 57,203.43	$ 3,161.60	2.0%	0.8%
2,910	Abbott Laboratories (ABT)	38.3300	111,540.30	62,296.54	49,243.76	2,560.80	2.3	0.6
2,910	Abbvie Inc. (ABBV)	52.8100	153,677.10	67,555.27	86,121.83	4,656.00	3.0	0 8
2,500	American Express Company (AXP)	90.7300	226,825.00	106,960.39	119,864.61	2,300.00	1.0	1.1
2,360	Amgen Inc (AMGN)	114.0800	269,228.80	126,747.07	142,481.73	5,758.40	2.1	1 3
1,400	Apple Inc (AAPL)	561.0200	785,428.00	86,050.92	699,377.08	17,080 00	2.2	3.9
2,700	CVS Caremark Corporation (CVS)	71.5700	193,239.00	99,923.66	93,315.34	2,970.00	1.5	1 0
2,270	Caterpillar Inc (CAT)	90.8100	206,138.70	97,512.43	108,626.27	5,448 00	2.6	1.0
2,100	Chubb Corp (CB)	96.6300	202,923.00	142,943.85	59,979.15	3,696.00	1.8	1.0
10,268	Cisco Systems Inc (CSCO)	22.4300	230,311.24	111,840.63	118,470.61	6,982.24	3.0	1.1
7,220	Coca - Cola Co (KO)	41.3100	298,258.20	157,313.13	140,945.07	8,086 40	2.7	1 5
3,180	Conocophillips (COP)	70.6500	224,667.00	64,804.20	159,862.80	8,776.80	3.9	1.1
3,060	Danaher Corp (DHR)	77.2000	236,232.00	83,803.68	152,428.32	306 00	0 1	1 2
3,200	The Walt Disney Company (DIS)	76.4000	244,480.00	138,478.08	106,001.92	2,752.00	1.1	1.2
2,750	Exelon Corp (EXC)	27.3900	75,322.50	44,719.67	30,602.83	3,410.00	4 5	0 4
9,665	Exxon Mobil Corp (XOM)	101.2000	978,098.00	340,301.87	637,796.13	24,355.80	2.5	4.9
2,300	Freeport McMoran Copper & Gold Inc (FCX)	37.7400	86,802.00	19,834.05	66,967.95	2,875.00	3.3	0.4
10,580	General Electric Company (GE)	28.0300	296,557.40	155,772.14	140,785.26	9,310.40	3 1	1 5
483	Google Inc (GOOG)	1,120.7100	541,302.93	199,977.75	341,325.18	0.00	0.0	2.7

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
2,770	Honeywell Intl Inc (HON)	91.3700	253,094.90	99,832.86	153,262.04	4,986.00	2.0	1.3
5,400	Intel Corp (INTC)	25.9550	140,157.00	150,606.00	-10,449.00	4,860.00	3.5	0.7
800	International Business Machines (IBM) Corporation	187.5700	150,056.00	98,036.80	52,019.20	3,040.00	2.0	0.7
4,640	JP Morgan Chase & Co (JPM)	58.4800	271,347.20	105,642.25	165,704.95	7,052.80	2.6	1.4
2,500	Johnson & Johnson (JNJ)	91.5900	228,975.00	178,047.75	50,927.25	6,600.00	2.9	1.1
4,300	Johnson Controls Inc (JCI)	51.3000	220,590.00	136,408.90	84,181.10	3,784.00	1.7	1.1
2,730	Lilly Eli & Co (LLY)	51.0000	139,230.00	168,630.04	-29,400.04	5,350.80	3.8	0.7
3,520	Macy's Inc (M)	53.4000	187,968.00	122,455.22	65,512.78	3,520 00	1.9	0.9
2,770	Medtronic Inc (MDT)	57.3900	158,970.30	143,863.37	15,106.93	3,102.40	2.0	0.8
1,900	Metlife Inc (MET)	53.9200	102,448.00	101,745.00	703.00	2,090.00	2 0	0.5
6,384	Microsoft Corporation (MSFT)	37.4100	238,825.44	44,388.42	194,437.02	7,150.08	3.0	1 2
1,690	Pepsico Inc (PEP)	82.9400	140,168.60	67,849.95	72,318.65	3,836.30	2.7	0.7
12,109	Pfizer Inc (PFE)	30.6300	370,898.67	302,116.28	68,782.39	12,593.36	3.4	1.8
1,590	Phillips 66 (PSX)	77.1300	122,636.70	20,433.87	102,202.83	2,480.40	2.0	0.6
1,430	Praxair Inc (PX)	130.0300	185,942.90	63,690.17	122,252.73	3,432.00	1.9	0.9
2,650	The Procter & Gamble Company (PG)	81.4100	215,736.50	108,986.01	106,750.49	6,375.90	3.0	1.1
4,440	Qualcomm Inc (QCOM)	74.2500	329,670.00	145,376.92	184,293.08	6,216.00	1.9	1.6
2,120	Sanofi-Aventis ADR (SNY)	53.6300	113,695.60	90,636.97	23,058.63	2,660.60	2.3	0 6
1,750	Schlumberger Ltd (SLB)	90.1100	157,692.50	125,458.38	32,234.12	2,187.50	1.4	0.8
2,410	Starbucks Corp (SBUX)	78.3900	188,919.90	64,744.48	124,175.42	2,506.40	1.3	0.9
2,490	Starwood Hotels & Resorts Worldwide (HOT) Inc	79.4500	197,830.50	120,515.34	77,315.16	3,361.50	1.7	1.0
2,360	State Street Corp (STT)	73.3900	173,200.40	119,355.91	53,844.49	2,454.40	1.4	0.9
5,720	T J X Companies Inc (TJX)	63.7300	364,535.60	102,406.06	262,129.54	3,317.60	0.9	1 8
2,100	Target Corp (TGT)	63.2700	132,867.00	111,848.34	21,018.66	3,612.00	2.7	0.7
2,890	Texas Instruments Inc (TXN)	43.9100	126,899.90	92,339.83	34,560.07	3,468.00	2.7	0.6

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
3,140	Textron Inc (TXT)	36.7600	115,426.40	148,208.19	-32,781.79	251.20	0.2	0.6
10,170	Twenty-First Century Fox, Inc. (FOX)	34.6000	351,882.00	165,894.42	185,987.58	2,542.50	0.7	1.8
5,410	US Bancorp (USB)	40.4000	218,564.00	168,176.17	50,387.83	4,977.20	2.3	1.1
1,550	Union Pac Corp (UNP)	168.0000	260,400.00	170,610.67	89,789.33	4,898.00	1.9	1.3
2,710	United Technologies Corp (UTX)	113.8000	308,398.00	110,209.27	198,188.73	6,395.60	2.1	1.5
4,580	Unitedhealth Group Inc (UNH)	75.3000	344,874.00	124,157.41	220,716.59	5,129.60	1.5	1.7
5,280	Vale SA (VALE)	15.2500	80,520.00	76,085.46	4,434.54	691.68	0 9	0.4
6,890	Verizon Communications Inc (VZ)	49.1400	338,574.60	199,199.15	139,375.45	14,606.80	4.3	1.7
2,992	Wal Mart Stores Inc (WMT)	78.6900	235,440.48	59,435.10	176,005.38	5,624.96	2.4	1.2
3,690	Walgreen Co (WAG)	57.4400	211,953.60	167,716.32	44,237.28	4,649.40	2.2	1.1
6,520	Wells Fargo & Company (WFC)	45.4000	296,008.00	168,466.78	127,541.22	7,824.00	2.6	1.5
Total U.S. large cap			**$ 13,191,304.06**	**$ 6,649,081.16**	**$ 6,542,222.90**	**$ 282,114.42**		**65.4%**

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
2,542	News Corporation (NWS)	$ 17.8300	$ 45,323.86	$ 22,101.97	$ 23,221.89	$ 0 00	0.0%	0.2%
186,654.173	The BNY Mellon Mid Cap (MPMCX) Multi-Strategy Fund	14.5000	2,706,485.51	2,450,537.26	255,948.25	10,079 33	0 4	13 4
Total U.S. mid cap			**$ 2,751,809.37**	**$ 2,472,639.23**	**$ 279,170.14**	**$ 10,079.33**		**13.6%**

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)	$ 109.1300	$ 256,455.50	$ 174,296.44	$ 82,159.06	$ 2,568.55	1 0%	1.3%
Total U.S. small cap			**$ 256,455.50**	**$ 174,296.44**	**$ 82,159.06**	**$ 2,568.55**		**1.3%**

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
46,255.506	Strategic International Stock Fund (DISRX)	$ 15.5800	$ 720,660.78	$ 630,000.00	$ 90,660.78	$ 11,055 07	1.5%	3.6%
Total developed international			**$ 720,660.78**	**$ 630,000.00**	**$ 90,660.78**	**$ 11,055.07**		**3.6%**

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)	$ 41.1400	$ 429,913.00	$ 474,304.94	$ -44,391.94	$ 11,756.25	2.7%	2.1%
Total emerging markets			**$ 429,913.00**	**$ 474,304.94**	**$ -44,391.94**	**$ 11,756.25**		**2.1%**
Total equities			**$ 17,350,142.71**	**$ 10,400,321.77**	**$ 6,949,820.94**	**$ 317,573.62**		**86.0%**
Total assets			**$ 20,162,315.07**	**$ 13,190,600.14**	**$ 6,971,714.93**	**$ 367,951.55**		**100.0%**

Form 8868
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions	Enter filer's identifying number: Employer identification number (EIN) or
	HAWTHORNDEN LITERARY INSTITUTE	52-1324746
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O ROBERT S. LANG - LBHM, 120 FIFTH AVE.STE.2900	Social security number (SSN)
	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) [0|4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

- The books are in the care of ▶ MARY LOU ROSENFELDER 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2013 or

▶ [ ] tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 7,299.
b	If this application is for Forms 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.	3b	$ 7,281.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 18.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.