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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

**2011**

Department of the Treasury  
Internal Revenue Service

*Note.* The foundation may be able to use a copy of this return to satisfy state reporting requirements.

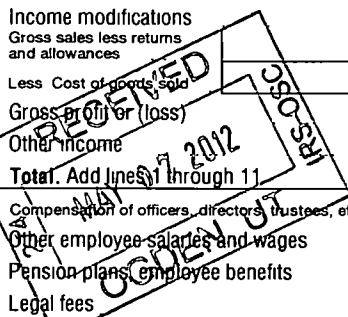
For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>Heimbold Foundation, Inc.</b>		A Employer identification number <b>06-1188361</b>
Number and street (or P O box number if mail is not delivered to street address) <b>c/o HHG - 30 Old Kings Highway South</b>	Room/suite	B Telephone number <b>203-656-5500</b>
City or town, state, and ZIP code <b>Darien, CT 06820-4004</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) ▶ \$ <b>3,899,928.</b> (Part I, column (d) must be on cash basis.)	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				<b>N/A</b>	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B interest on savings and temporary cash investments					
3					
4 Dividends and interest from securities		<b>125,452.</b>	<b>125,452.</b>		<b>Statement 1</b>
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<b>&lt;33,833.&gt;</b>			
b Gross sales price for all assets on line 6a <b>1,461,757.</b>					
7 Capital gain net income (from Part IV, line 2)			<b>0.</b>		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		<b>91,619.</b>	<b>125,452.</b>		
13 Compensation of officers, directors, trustees, etc		<b>19,153.</b>	<b>9,577.</b>		<b>9,576.</b>
14 Other employee salaries and wages					
15 Pension plans, employee benefits		<b>51,500.</b>	<b>25,750.</b>		<b>25,750.</b>
16a Legal fees					
b Accounting fees Stmt 2		<b>2,100.</b>	<b>2,100.</b>		<b>0.</b>
c Other professional fees Stmt 3		<b>17,534.</b>	<b>12,784.</b>		<b>4,750.</b>
17 Interest					
18 Taxes Stmt 4		<b>3,548.</b>	<b>2,213.</b>		<b>1,335.</b>
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		<b>16,022.</b>	<b>0.</b>		<b>16,022.</b>
22 Printing and publications					
23 Other expenses Stmt 5		<b>50.</b>	<b>0.</b>		<b>50.</b>
24 Total operating and administrative expenses. Add lines 13 through 23		<b>109,907.</b>	<b>52,424.</b>		<b>57,483.</b>
25 Contributions, gifts, grants paid		<b>499,878.</b>			<b>499,878.</b>
26 Total expenses and disbursements. Add lines 24 and 25		<b>609,785.</b>	<b>52,424.</b>		<b>557,361.</b>
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<b>&lt;518,166.&gt;</b>			
b Net investment income (if negative, enter -0-)			<b>73,028.</b>		
c Adjusted net income (if negative, enter -0-)				<b>N/A</b>	

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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	127,390.	62,715.	62,715.
	2 Savings and temporary cash investments	529,234.	618,483.	618,483.
	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	544.	1,240.	1,240.
	10a Investments - U.S. and state government obligations Stmt 6	534,179.	0.	0.
	b Investments - corporate stock Stmt 7	1,117,830.	1,098,906.	2,112,324.
	c Investments - corporate bonds Stmt 8	1,159,983.	1,097,899.	1,064,921.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	0.	32,440.	40,245.
14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
<b>16 Total assets (to be completed by all filers)</b>	<b>3,469,160.</b>	<b>2,911,683.</b>	<b>3,899,928.</b>	
<b>Liabilities</b>	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 ▶)			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted	3,469,160.	2,911,683.	
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
<b>30 Total net assets or fund balances</b>	<b>3,469,160.</b>	<b>2,911,683.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>3,469,160.</b>	<b>2,911,683.</b>		

**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	3,469,160.
2 Enter amount from Part I, line 27a	2	<518,166.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,950,994.
5 Decreases not included in line 2 (itemize) ▶ <b>Unrealized gain/loss on investments</b>	5	39,311.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,911,683.

**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.)
<b>1a</b>				
<b>b See Attached Statements</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>	1,461,757.	1,495,590.	<33,833.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(f) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>			<33,833.>	
<b>2 Capital gain net income or (net capital loss)</b>		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	<b>2</b>	<33,833.>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>	N/A
If gain, also enter in Part I, line 8, column (c).				
If (loss), enter -0- in Part I, line 8				

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,292,450.	4,910,511.	.263201
2009	1,074,117.	4,261,182.	.252070
2008	403,490.	6,203,767.	.065040
2007	570,000.	6,844,666.	.083277
2006	610,478.	6,093,164.	.100191
<b>2 Total of line 1, column (d)</b>			<b>2</b> .763779
<b>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</b>			<b>3</b> .152756
<b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>			<b>4</b> 3,843,148.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 587,064.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 730.
<b>7 Add lines 5 and 6</b>			<b>7</b> 587,794.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 557,361.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,461.
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	1,461.
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	1,461.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,240.	
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	1,240.	
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	221.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CT		
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? <i>If "No," attach explanation</i>	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>Lorraine C. Pennoyer</u> Telephone no. ▶ <u>(203) 656-5500</u> Located at ▶ <u>c/o HHG - 30 Old Kings Highway South, Darien, CT</u> ZIP+4 ▶ <u>06820</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No
		16		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 <u>N/A</u> ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 <b>not</b> 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.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) <u>N/A</u>	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 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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? **N/A**  Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**  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? **7b**  Yes  No

**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 10		19,154.	51,501.	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
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 N/A	
2	
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	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,441,550.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	460,123.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,901,673.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,901,673.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	58,525.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,843,148.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	192,157.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	192,157.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	1,461.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,461.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	190,696.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	190,696.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	190,696.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	557,361.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	557,361.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	557,361.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				190,696.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006	610,478.			
<b>b</b> From 2007	570,000.			
<b>c</b> From 2008	403,490.			
<b>d</b> From 2009	1,075,038.			
<b>e</b> From 2010	1,293,665.			
<b>f</b> Total of lines 3a through e	3,952,671.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	557,361.			
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) **	557,361.			
<b>d</b> Applied to 2011 distributable amount				0.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	190,696.			190,696.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,319,336.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	419,782.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,899,554.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007	570,000.			
<b>b</b> Excess from 2008	403,490.			
<b>c</b> Excess from 2009	1,075,038.			
<b>d</b> Excess from 2010	1,293,665.			
<b>e</b> Excess from 2011	557,361.			

\*\* See Statement 11

Form 990-PF (2011)

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

N/A

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

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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

**Monika A. Heimbold**

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

**None**

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

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

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

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

c Any submission deadlines:

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

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Autism Speaks 1 East 33rd Street New York, NY 10016	None	509(a)	Medical	500.
Avon Film Center 272 Bedford St Stamford, CT 06901	None	509(a)	Arts	500.
Camp Beech Cliff 264 Beech Hill Road Mount Desert Island, ME 04660	None	509(a)	Education	10,000.
Channel 13/WNET 825 Eighth Avenue New York, NY 10019	None	509(a)	Arts	250.
Columbia Univesity School of Social Work 1255 Amsterdam Avenue New York, NY 10027	None	School	Education	2,500.
Columbia Univesity School of Social Work New York, NY	None	School	Education	
Consulate General of Sweden New York	None	509(a)	Civic	
Consulate General of Sweden in NY 445 Park Ave New York, NY 10022	None	509(a)	Civic	500.
Council of American Ambassadors 888 17th Street, NW Washington, DC 20006	None	509(a)	Education	1,000.
Council on Foreign Relations 1777 F Street, NW Washington, DC 20006	None	509(a)	Education	5,000.
<b>Total from continuation sheets</b>				<b>339,178.</b>

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Cystic Fibrosis Foundation 60 East 42nd Street New York, NY 10165	None	509(a)	Health care	1,000.
Dance Theater Workshop  New York, NY	None	509(a)	Arts	
Ducks Unlimited 1301 Pennsylvania Ave NW # 402 Washington, DC 20004	None	509(a)	Environmental	100.
Eldorado Springs Art Center  Eldorado Springs, CO	None	509(a)	Arts	
Family Centers 40 Arch Street Greenwich, CT 06830	None	509(a)	Health care	200.
Foundation for Art & Preservation	None	509(a)	Arts	
Friends of Acadia 43 Cottage St #D Bar Harbor, ME 04609	None	509(a)	Environmental	1,000.
Friends of Children 218 West 113th St New York, NY 10026	None	509(a)	Social service	1,000.
Fund for Sarah Lawrence 191 Seventh Avenue, Suite 2S Bronxville, NY 10708	None	School	Education	25,000.
George W. Bush Foundation Post Office Box 600610 Dallas, TX 75360	None	509(a)	Social service	70,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

<b>3 Grants and Contributions Paid During the Year (Continuation)</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
Greenwich Adult Day Care 125 River Road Ext Cos Cob, CT 06807	None	509(a)	Geriatric care	1,000.
Greenwich Rotary Foundation  Greenwich, CT	None	509(a)	Civic	
Greenwich Symphony 10 Hillside Road Greenwich, CT 06830	None	509(a)	Arts	1,000.
Haiti Emergency Village Project	None	509(a)	Emergency relief	
Harbor House PO BOX 836 Southwest Harbor, ME 04679	None	509(a)	Social service	
Harbor House Lobsters on the Sound PO BOX 836 Southwest Harbor, ME 04679	None	509(a)	Social service	5,000.
Harbor House Annual Appeal PO BOX 836 Southwest Harbor, ME 04679	None	509(a)	Social service	2,000.
Hazelden 322 8th Avenue New York, NY 10001	None	509(a)	Health care	500.
Health Care Chaplaincy 315 East 62nd Street, 4th Floor New York, NY 10022	None	509(a)	Medical	5,000.
Island Astronomy Institute P. O. Box 9 Steuben, ME 04680	None	509(a)	Education	200.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Juvenile Diabetes Research 1400 K Street, NW, Ste. 725 Washington, DC 20005	None	509(a)	Medical	500.
Let There Be Lights c/o Greenwich Chamber of Commerce; 45 East Putnam Ave, Suite 121 Greenwich, CT 06830	None	509(a)	Arts	100.
Maine Coastal Heritage Trust 1 Bowdoin Mill Is # 201 Topsham, ME 04086	None	509(a)	Environmental	1,000.
Maine Public Broadcasting 63 Texas Ave. Bangor, ME 04401	None	509(a)	Education	100.
Maine Sea Coast Mission 127 West Street Bar Harbor, ME 04609	None	509(a)	Environmental	10,000.
Maine Sea Coast Mission 127 West Street Bar Harbor, ME 04609	None	509(a)	Environmental	5,000.
Maine Sea Coast Mission 127 West Street Bar Harbor, ME 04609	None	509(a)	Environmental	2,400.
MDI Sailing Endowment 168 Clark Point Road Southwest Harbor, ME 04679	None	509(a)	Education	13,333.
Memorial Slaone Kettering 1275 York Avenue New York, NY 10065	None	509(a)	Medical	20,000.
Menorah Home & Hospital 1516 Oriental Blvd Brooklyn, NY 11235	None	509(a)	Geriatric care	1,000.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Morehouse School of Medicine 720 Westview Drive Southwest Atlanta, GA 30310	None	School	Education	500.
One West 54th St Foundation Univesity Club One West 54th St New York, NY 10019	None	509(a)	Education	5,000.
Perrot Library 90 Sound Beach Avenue Old Greenwich, CT 06870	None	509(a)	Education	250.
Phoenix House 164 West 74th Street New York, NY 10023	None	509(a)	Health care	25,000.
Project ALS  New York, NY	None	509(a)	Medical	
Putnam Indian Field School 101 Indian Field Road Greenwich, CT 06830	None	School	Education	500.
Sarah Lawrence College 191 Seventh Avenue, Suite 2S Bronxville, NY 10708	None	School	Education	
Silver Shield of Greenwich 11 Havemeyer Place Greenwich, CT 06830	None	509(a)	Civic	100.
Southwest Harbor Beautification  Southwest Harbor, ME	None	509(a)	Civic	100.
Southwest Harbor Library Fund  Southwest Harbor, ME	None	509(a)	Education	
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
St Catherine's RCC Greenwich, CT	None	Church	Religious	
St Lawrence University JAVA 5 University Ave Canton, NY 13617	None	School	Education	5,000.
Stockholm School of Economics Vasastan, Sweden	None	School	Education	1,000.
SWEA International 552 South El Camino Real Encinitas, CA 92024	None	509(a)	Education	2,000.
SWEA International NY Chapter	None	509(a)	Education	
Swedish American Chamber of Commerce 9710 Scranton Road San Diego, CA 92121	None	509(a)	Civic	27,970.
The Guidance Center 70 Grand Street New Rochelle, NY 10801	None	509(a)	Human development	2,000.
The Smile Train 41 Madison Ave # 2801 New York, NY 10010	None	509(a)	Health care	200.
The Wild Center Museum Drive Tupper Lake, NY 12986	None	509(a)	Environmental	2,500.
Tree Fund of Southwest Harbor Southwest Harbor, ME	None	509(a)	Civic	100.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Tremont Historical Society Tremont, ME	None	509(a)	Civic	
University of Pennsylvania 3451 Walnut Street Philadelphia, PA 19104	None	School	Education	15,000.
University of Pennsylvania Philadelphia, PA	None	School	Education	
Villanova University 800 East Lancaster Avenue Villanova, PA 19085	None	School	Education	1,000.
VSA Maine	None	509(a)	Environmental	
Westport Country Playhouse 25 Powers Court Westport, CT 06880	None	509(a)	Arts	3,000.
World Childhood Foundation 40 E 34th St # 183 New York, NY 10016	None	509(a)	Human development	26,300.
Naked Angels 191 Seventh Avenue, Suite 2S New York, NY 10011	None	509(a)	Arts	10,000.
Abbe Museum 26 Mount Desert St Bar Harbor, ME 04609	None	509(a)	Arts	200.
Annual Bishops Appeal 238 Jewett Avenue Bridgeport, CT 06606	None	Church	Religious	1,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
College of the Atlantic 105 Eden Street Bar Harbor, ME 04609	None	School	Education	250.
Greenwich Hospital 5 Perryridge Road Greenwich, CT 06830	None	509(a)	Health Care	1,000.
Friends of Island Academy 255 West 36 Street New York, NY 10018	None	School	Education	500.
Madison Square Boys & Girls Club 317 Madison Avenue New York, NY 10012	None	509(a)	Human development	275.
Queens College Powdermaker 250, Melbourne Avenue New York, NY 11367	None	School	Education	500.
St Vincent de Paul  Saint John's Antigua	None	Church	Religious	5,000.
Waterside School 770 Pacific St Stamford, CT 06902	None	School	Education	5,000.
Women in Need 115 West 31st Street New York, NY 10001	None	509(a)	Civic	1,000.
Center for the Arts Evergreen 32003 Ellingwood Trail Evergreen, CO 80439	None	509(a)	Arts	2,000.
Evergreen Animal Protective League PO Box 2517 Evergreen, CO 80437	None	509(a)	Civic	1,000.
<b>Total from continuation sheets</b>				



**Part XV Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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
<b>a Paid during the year</b>				
1st Presbyterian Church 37 Lafayette Pl Greenwich, CT 06830	None	Church	Social service	10,000.
American Boys Choir Princeton, NJ	None	509(a)	Education	200.
American Red Cross 520 West 49th St New York, NY 10036	None	509(a)	Social Service	500.
American Scandanavian Foundation 58 Park Avenue New York, NY 10016	None	509(a)	Social service	150,000.
Americares Haiti Relief Program Stamford, CT	None	509(a)	Disaster relief	
<b>Total</b>	<b>See continuation sheet(s)</b>			<b>499,878.</b>
<b>b Approved for future payment</b>				
None				
<b>Total</b>				<b>0.</b>





Heimbold Foundation, Inc.

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 3355.705 ARTISAN INTL FUND	P	07/24/09	01/20/11
b 2140.182 ARTISAN INTL FUND	P	08/07/09	01/20/11
c 66.579 ARTISAN INTL FUND	P	12/17/09	01/20/11
d 46.176 ARTISAN INTL FUND	P	12/16/10	01/20/11
e 0.5343 MORGAN STANLEY CHINA FD	P	08/07/09	01/20/11
f 42.3705 MORGAN STANLEY CHINA FD	P	02/01/10	01/20/11
g 27.7668 MORGAN STANLEY CHINA FD	P	02/01/10	01/20/11
h 15.3297 MORGAN STANLEY CHINA FD	P	10/18/10	01/20/11
i 14.533 MORGAN STANLEY CHINA FD	P	10/18/10	01/20/11
j 208 MORGAN STANLEY CHINA FD	P	08/07/09	01/20/11
k 191.4657 MORGAN STANLEY CHINA FD	P	08/07/09	01/20/11
l 8.5343 MORGAN STANLEY CHINA FD	P	02/01/10	01/20/11
m 100 MORGAN STANLEY CHINA FD	P	08/07/09	01/20/11
n 2822.467 FAIRHOLME FUND	P	04/15/10	11/02/11
o 140.157 FAIRHOLME FUND	P	12/16/10	11/02/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 73,926.		60,000.	13,926.
b 47,148.		40,000.	7,148.
c 1,467.		1,351.	116.
d 1,017.		990.	27.
e 14.		18.	<4.>
f 1,124.		1,148.	<24.>
g 737.		752.	<15.>
h 407.		463.	<56.>
i 386.		439.	<53.>
j 5,518.		7,160.	<1,642.>
k 5,079.		6,591.	<1,512.>
l 226.		231.	<5.>
m 2,653.		3,442.	<789.>
n 75,737.		100,025.	<24,288.>
o 3,761.		4,771.	<1,010.>

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			13,926.
b			7,148.
c			116.
d			27.
e			<4.>
f			<24.>
g			<15.>
h			<56.>
i			<53.>
j			<1,642.>
k			<1,512.>
l			<5.>
m			<789.>
n			<24,288.>
o			<1,010.>

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

Heimbold Foundation, Inc.

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 25.964 FAIRHOLME FUND	P	12/16/10	11/02/11
b 6.324 FAIRHOLME FUND	P	12/31/10	11/02/11
c 896.108 FAIRHOLME FUND	P	01/20/11	11/02/11
d 0.2208 ISHARES FTSE CHINA 25 FTSE CHINA 25 INDE	P	06/28/10	01/20/11
e 500 ISHARES FTSE CHINA 25 FTSE CHINA 25 INDEX F	P	08/07/09	01/20/11
f 2.5838 ISHARES FTSE CHINA 25 FTSE CHINA 25 INDE	P	01/04/10	01/20/11
g 5.4181 ISHARES FTSE CHINA 25 FTSE CHINA 25 INDE	P	06/28/10	01/20/11
h 1.9981 ISHARES FTSE CHINA 25 FTSE CHINA 25 INDE	P	12/31/10	01/20/11
i 20975.252 PIMCO ALL ASSET INSTL CL	P	07/01/11	12/21/11
j 5372.828 PIMCO ALL ASSET ALL AUTHORITY CL INS	P	12/22/05	12/21/11
k 0.312 PIMCO ALL ASSET ALL AUTHORITY CL INST	P	12/13/06	12/21/11
l 9.674 PIMCO ALL ASSET ALL AUTHORITY CL INST	P	12/13/06	12/21/11
m 71.315 PIMCO ALL ASSET ALL AUTHORITY CL INST	P	09/20/07	12/21/11
n 37.058 PIMCO ALL ASSET ALL AUTHORITY CL INST	P	03/20/08	12/21/11
o 4323.096 PIMCO ALL ASSET ALL AUTHORITY CL INS	P	06/25/08	12/21/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 697.		884.	<187.>
b 170.		225.	<55.>
c 24,046.		32,025.	<7,979.>
d 10.		9.	1.
e 21,597.		20,707.	890.
f 112.		111.	1.
g 234.		222.	12.
h 86.		86.	0.
i 250,000.		261,795.	<11,795.>
j 56,459.		59,771.	<3,312.>
k 3.		3.	0.
l 102.		106.	<4.>
m 749.		770.	<21.>
n 389.		407.	<18.>
o 45,428.		47,141.	<1,713.>

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			<187.>
b			<55.>
c			<7,979.>
d			1.
e			890.
f			1.
g			12.
h			0.
i			<11,795.>
j			<3,312.>
k			0.
l			<4.>
m			<21.>
n			<18.>
o			<1,713.>

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

Heimbold Foundation, Inc.

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 508.873 PIMCO ALL ASSET ALL AUTHORITY CL INST	P	09/16/10	12/21/11
b 137.434 PIMCO ALL ASSET ALL AUTHORITY CL INST	P	12/08/10	12/21/11
c 2210.158 PIMCO ALL ASSET ALL AUTHORITY CL INST	P	12/31/10	12/21/11
d 369.205 PIMCO ALL ASSET ALL AUTHORITY CL INST	P	03/17/11	12/21/11
e 591.135 PIMCO ALL ASSET ALL AUTHORITY CL INST	P	06/16/11	12/21/11
f 643.412 PIMCO ALL ASSET ALL AUTHORITY CL INST	P	09/15/11	12/21/11
g 12.966 PIMCO UNCONSTRAINED BD FD INST CL	P	01/31/11	12/21/11
h 55.412 PIMCO UNCONSTRAINED BD FD INST CL	P	01/31/11	12/21/11
i 55.561 PIMCO UNCONSTRAINED BD FD INST CL	P	02/28/11	12/21/11
j 71.251 PIMCO UNCONSTRAINED BD FD INST CL	P	03/31/11	12/21/11
k 68.893 PIMCO UNCONSTRAINED BD FD INST CL	P	04/29/11	12/21/11
l 79.033 PIMCO UNCONSTRAINED BD FD INST CL	P	05/31/11	12/21/11
m 22469.384 PIMCO UNCONSTRAINED BD FD INST CL	P	07/01/11	12/21/11
n 46082.949 VANGUARD GNMA FUND ADMIRAL SHARE	P	12/09/09	06/29/11
o 224.795 VANGUARD GNMA FUND ADMIRAL SHARE	P	12/30/09	06/29/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,347.		5,587.	<240.>
b 1,444.		1,497.	<53.>
c 23,225.		23,361.	<136.>
d 3,880.		3,939.	<59.>
e 6,212.		6,408.	<196.>
f 6,761.		6,833.	<72.>
g 142.		144.	<2.>
h 607.		616.	<9.>
i 609.		620.	<11.>
j 781.		796.	<15.>
k 755.		770.	<15.>
l 866.		879.	<13.>
m 246,240.		251,005.	<4,765.>
n 503,664.		500,025.	3,639.
o 2,457.		2,396.	61.

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			<240.>
b			<53.>
c			<136.>
d			<59.>
e			<196.>
f			<72.>
g			<2.>
h			<9.>
i			<11.>
j			<15.>
k			<15.>
l			<13.>
m			<4,765.>
n			3,639.
o			61.

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

Heimbold Foundation, Inc.

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 86.46 VANGUARD GNMA FUND ADMIRAL SHARE	P	12/30/09	06/29/11
b 78.109 VANGUARD GNMA FUND ADMIRAL SHARE	P	12/31/09	06/29/11
c 19.828 VANGUARD GNMA FUND ADMIRAL SHARE	P	01/29/10	06/29/11
d 39.262 VANGUARD GNMA FUND ADMIRAL SHARE	P	01/29/10	06/29/11
e 0.002 VANGUARD GNMA FUND ADMIRAL SHARE	P	02/26/10	06/29/11
f 118.016 VANGUARD GNMA FUND ADMIRAL SHARE	P	02/26/10	06/29/11
g 43.475 VANGUARD GNMA FUND ADMIRAL SHARE	P	03/29/10	06/29/11
h 147.817 VANGUARD GNMA FUND ADMIRAL SHARE	P	03/29/10	06/29/11
i 141.095 VANGUARD GNMA FUND ADMIRAL SHARE	P	03/31/10	06/29/11
j 139.669 VANGUARD GNMA FUND ADMIRAL SHARE	P	04/30/10	06/29/11
k 129.948 VANGUARD GNMA FUND ADMIRAL SHARE	P	05/28/10	06/29/11
l 117.929 VANGUARD GNMA FUND ADMIRAL SHARE	P	06/30/10	06/29/11
m 128.804 VANGUARD GNMA FUND ADMIRAL SHARE	P	07/30/10	06/29/11
n 148.269 VANGUARD GNMA FUND ADMIRAL SHARE	P	08/31/10	06/29/11
o 147.231 VANGUARD GNMA FUND ADMIRAL SHARE	P	09/30/10	06/29/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 945.		922.	23.
b 854.		831.	23.
c 217.		213.	4.
d 429.		422.	7.
e			0.
f 1,290.		1,271.	19.
g 475.		466.	9.
h 1,616.		1,586.	30.
i 1,542.		1,513.	29.
j 1,527.		1,503.	24.
k 1,420.		1,414.	6.
l 1,289.		1,297.	<8.>
m 1,408.		1,427.	<19.>
n 1,621.		1,644.	<23.>
o 1,609.		1,622.	<13.>

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			23.
b			23.
c			4.
d			7.
e			0.
f			19.
g			9.
h			30.
i			29.
j			24.
k			6.
l			<8.>
m			<19.>
n			<23.>
o			<13.>

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

Heimbold Foundation, Inc.

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 142.567 VANGUARD GNMA FUND ADMIRAL SHARE	P	10/29/10	06/29/11
b 131.801 VANGUARD GNMA FUND ADMIRAL SHARE	P	11/30/10	06/29/11
c 224.407 VANGUARD GNMA FUND ADMIRAL SHARE	P	12/30/10	06/29/11
d 812.354 VANGUARD GNMA FUND ADMIRAL SHARE	P	12/30/10	06/29/11
e 137.685 VANGUARD GNMA FUND ADMIRAL SHARE	P	12/31/10	06/29/11
f 138.484 VANGUARD GNMA FUND ADMIRAL SHARE	P	01/31/11	06/29/11
g 133.819 VANGUARD GNMA FUND ADMIRAL SHARE	P	02/28/11	06/29/11
h 135.451 VANGUARD GNMA FUND ADMIRAL SHARE	P	03/31/11	06/29/11
i 132.81 VANGUARD GNMA FUND ADMIRAL SHARE	P	04/29/11	06/29/11
j 137.074 VANGUARD GNMA FUND ADMIRAL SHARE	P	05/31/11	06/29/11
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,558.		1,584.	<26.>
b 1,441.		1,459.	<18.>
c 2,453.		2,403.	50.
d 8,879.		8,700.	179.
e 1,505.		1,479.	26.
f 1,514.		1,486.	28.
g 1,463.		1,436.	27.
h 1,480.		1,452.	28.
i 1,452.		1,440.	12.
j 1,498.		1,501.	<3.>
k			
l			
m			
n			
o			

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			<26.>
b			<18.>
c			50.
d			179.
e			26.
f			28.
g			27.
h			28.
i			12.
j			<3.>
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<33,833.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Bristol Myers Squibb	4,514.	0.	4,514.
Charles Schwab	120,938.	0.	120,938.
Total to Fm 990-PF, Part I, ln 4	125,452.	0.	125,452.

Form 990-PF Accounting Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
HHG Foundation Services - tax prep	2,100.	2,100.		0.
To Form 990-PF, Pg 1, ln 16b	2,100.	2,100.		0.

Form 990-PF Other Professional Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
HHG Foundation Services	9,500.	4,750.		4,750.
Investment Management Fees	8,034.	8,034.		0.
To Form 990-PF, Pg 1, ln 16c	17,534.	12,784.		4,750.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes	878.	878.		0.
Payroll tax	2,670.	1,335.		1,335.
To Form 990-PF, Pg 1, ln 18	3,548.	2,213.		1,335.

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
CT Filing Fees	50.	0.		50.	
To Form 990-PF, Pg 1, ln 23	50.	0.		50.	

Form 990-PF	U.S. and State/City Government Obligations			Statement	6
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value	
Vanguard GNMA	X		0.	0.	
Total U.S. Government Obligations					
Total State and Municipal Government Obligations					
Total to Form 990-PF, Part II, line 10a			0.	0.	

Form 990-PF	Corporate Stock		Statement	7
Description	Book Value	Fair Market Value		
Artisan International	0.	0.		
CRM Mid Cap	107,350.	127,731.		
ExxonMobil	146,160.	762,840.		
Fairholme	0.	0.		
iShares China 25	0.	0.		
iShares SP Global Energy	194,916.	258,928.		
iShares Treasury Inflation	212,614.	233,380.		
Jensen Portfolio	110,381.	136,282.		
Morgan Stanley China Fund	0.	0.		
Thornburg Income Builder	131,927.	139,786.		
Bristol Myers Squibb Co	0.	281,920.		
Petroleo Brasileiro ADR	53,649.	49,700.		
Thornburg International Value	141,909.	121,757.		
Total to Form 990-PF, Part II, line 10b	1,098,906.	2,112,324.		

Form 990-PF Corporate Bonds Statement 8

Description	Book Value	Fair Market Value
PIMCO All Asset	161,822.	165,513.
PIMCO All Asset AllAuthority	474,830.	449,529.
PIMCO Unconstrained Bond	461,247.	449,879.
Total to Form 990-PF, Part II, line 10c	1,097,899.	1,064,921.

Form 990-PF Other Investments Statement 9

Description	Valuation Method	Book Value	Fair Market Value
Tortoise Energy Capital	COST	32,440.	40,245.
Total to Form 990-PF, Part II, line 13		32,440.	40,245.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Eric Heimbold 2202 Main Street Street Santa Monica CA	Director 2.00	4,718.	17,167.	0.
Joanna Heimbold 25 Leeward Lane Riverside CT	Director 2.00	4,718.	17,167.	0.
Leif Heimbold 30143 Glen Eyrie Drive Evergreen CO	Director 2.00	5,000.	0.	0.
Peter Heimbold 19 Pilot Rock Lane Riverside CT	Director 2.00	4,718.	17,167.	0.
Monika A. Heimbold 19 Pilot Rock Lane Riverside CT	Director 2.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		19,154.	51,501.	0.

Form 990-PF

Election Under Regulations Section  
53.4942(a)-3(d)(2) to Treat  
Excess Qualifying Distributions  
as Distributions out of Corpus

Statement 11

The Foundation elects under Regulation 53-4942(a)-3(d)(2) to apply all or part of the remaining qualifying distributions to any undistributed income remaining from the years before 2010 or to apply to the corpus.