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

2012

Department of the Treasury
Internal Revenue Service

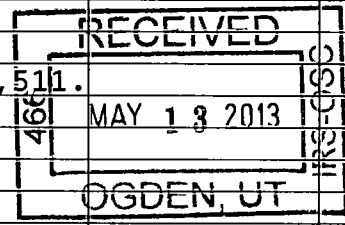
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

Open to public inspection

For calendar year 2012 or tax year beginning _____, and ending _____

Name of foundation Heimbold Foundation, Inc.		A Employer identification number 06-1188361
Number and street (or P O box number if mail is not delivered to street address) c/o HHG - 23 Old Kings Highway South	Room/suite	B Telephone number 203-656-5500
City or town, state, and ZIP code Darien, CT 06820-4004		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 checked="" 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) ▶ \$ 3,548,132.	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)
Revenue			N/A	
1 Contributions, gifts, grants, etc., received				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	124,288.	124,183.		Statement 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	100,511.			
b Gross sales price for all assets on line 6a 688,517.				
7 Capital gain net income (from Part IV, line 2)		100,511.		
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	1,165.	1,165.		Statement 2
12 Total. Add lines 1 through 11	225,964.	225,859.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	18,333.	0.		18,333.
14 Other employee salaries and wages				
15 Pension plans, employee benefits	133,064.	0.		133,064.
16a Legal fees				
b Accounting fees Stmt 3	2,100.	2,100.		0.
c Other professional fees Stmt 4	16,940.	12,190.		4,750.
17 Interest				
18 Taxes Stmt 5	4,176.	661.		1,814.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	26,053.	26,053.		0.
22 Printing and publications				
23 Other expenses Stmt 6	11.	11.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	200,677.	41,015.		157,961.
25 Contributions, gifts, grants paid	554,168.			554,168.
26 Total expenses and disbursements. Add lines 24 and 25	754,845.	41,015.		712,129.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<528,881.>			
b Net investment income (if negative, enter -0-)		184,844.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		62,715.	175,054.	175,054.	
	2	Savings and temporary cash investments		618,483.	225,622.	225,622.	
	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			1,240.		
	10a	Investments - U.S. and state government obligations Stmt 8			0.	101,377.	102,473.
	b	Investments - corporate stock Stmt 9			1,098,906.	519,950.	1,458,186.
	c	Investments - corporate bonds Stmt 10			1,097,899.	1,406,355.	1,460,772.
11	Investments - land, buildings, and equipment basis ▶						
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other Stmt 11			32,440.	137,722.	126,025.	
14	Land, buildings, and equipment: basis ▶						
	Less: accumulated depreciation ▶						
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers)			2,911,683.	2,566,080.	3,548,132.	
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 ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31						
	24	Unrestricted		2,911,683.	2,566,080.		
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.						
	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						
30	Total net assets or fund balances			2,911,683.	2,566,080.		
31	Total liabilities and net assets/fund balances			2,911,683.	2,566,080.		

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	2,911,683.
2	Enter amount from Part I, line 27a	2	<528,881.>
3	Other increases not included in line 2 (itemize) ▶ See Statement 7	3	183,278.
4	Add lines 1, 2, and 3	4	2,566,080.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,566,080.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b See Attached Statements			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 688,517.		588,006.	100,511.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			100,511.

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	100,511.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	557,361.	3,843,148.	.145027
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

2 Total of line 1, column (d)	2	.808615
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	.161723
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,694,709.
5 Multiply line 4 by line 3	5	597,519.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,848.
7 Add lines 5 and 6	7	599,367.
8 Enter qualifying distributions from Part XII, line 4	8	712,129.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,848.
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	1,848.
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	1,848.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,480.
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	1,480.
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	368.
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 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
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. Penoyer</u> Telephone no. ► <u>(203) 656-5500</u> Located at ► <u>c/o HHG - 23 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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		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 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) <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 2012?	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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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		18,333.	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
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	
3 All other program-related investments. See instructions.	
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	3,268,285.
b	Average of monthly cash balances	1b	482,689.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,750,974.
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	3,750,974.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	56,265.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,694,709.
6	Minimum investment return. Enter 5% of line 5	6	184,735.

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

1	Minimum investment return from Part X, line 6	1	184,735.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,848.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,848.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	182,887.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	182,887.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	182,887.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	712,129.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	712,129.
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	1,848.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	710,281.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				182,887.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	570,000.			
b From 2008	403,490.			
c From 2009	1,075,038.			
d From 2010	1,293,665.			
e From 2011	557,361.			
f Total of lines 3a through e	3,899,554.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 712,129.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	712,129.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	182,887.			182,887.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,428,796.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	387,113.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	4,041,683.			
10 Analysis of line 9:				
a Excess from 2008	403,490.			
b Excess from 2009	1,075,038.			
c Excess from 2010	1,293,665.			
d Excess from 2011	557,361.			
e Excess from 2012	712,129.			

** See Statement 13

Form 990-PF (2012)

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 2012, 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

	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
1st Presbyterian Church 37 Lafayette Pl Greenwich, CT 06830	None	Church	Social service	8,000.
Acadia Wildlife Foundation P.O. Box 207 Mt Desert, ME 04660	None	509(a)	Environment	1,000.
Alliance for Clean Energy NY 194 Washington Avenue, Suite 320 Albany, NY 12201	None	509(a)	Environmental	1,000.
American Scandanavian Foundation 58 Park Avenue New York, NY 10016	None	509(a)	Social service	130,000.
Annual Bishops Appeal 238 Jewett Avenue Bridgeport, CT 06606	None	Church	Religious	1,000.
Total See continuation sheet(s) ▶ 3a				554,168.
b Approved for future payment				
None				
Total ▶ 3b				0.

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

Table with 2 columns: Question (1, a, b, c, d) and Yes/No. Includes sub-questions 1a(1)-(2), 1b(1)-(6), and 1c.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Contains 'N/A' in column (c).

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Contains 'N/A' in column (a).

Sign Here: Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: [Signature], Date: May 11, 2013, Title: President

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [] No

Paid Preparer Use Only: Print/Type preparer's name: Thomas W. Hynes; Preparer's signature: [Signature]; Date: 5.6.13; Check [] if self-employed; PTIN: P00019525; Firm's name: Hynes, Himmelreich, Glennon & Co, LLC; Firm's EIN: 06-1414579; Firm's address: P.O. Box 4004, Darien, CT 06820; Phone no.: 203-656-5500

Heimbold Foundation, Inc.

Part IV Capital Gains and Losses for Tax on Investment Income		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(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.				
1a	665.503 CRM MID CAP VALUE FUND INST CL	P	07/24/09	09/25/12
b	379.653 CRM MID CAP VALUE FUND INST CL	P	07/24/09	07/25/12
c	1789.709 CRM MID CAP VALUE FUND INST CL	P	08/07/09	07/25/12
d	22.488 CRM MID CAP VALUE FUND INST CL	P	12/15/09	07/25/12
e	27.3 CRM MID CAP VALUE FUND INST CL	P	12/14/10	07/25/12
f	172.891 CRM MID CAP VALUE FUND INST CL	P	01/20/11	07/25/12
g	1214.333 CRM MID CAP VALUE FUND INST CL	P	07/24/09	09/24/12
h	1200 ISHARES TR S&P GLOBAL ENERGY SECTOR INDEX	P	02/25/05	09/24/12
i	190 ISHARES TR S&P GLOBAL ENERGY SECTOR INDEX F	P	02/25/05	09/24/12
j	100 ISHARES TR S&P GLOBAL ENERGY SECTOR INDEX F	P	02/25/05	09/24/12
k	100 ISHARES TR S&P GLOBAL ENERGY SECTOR INDEX F	P	02/25/05	09/24/12
l	100 ISHARES TR S&P GLOBAL ENERGY SECTOR INDEX F	P	02/25/05	09/24/12
m	1100 ISHARES TR S&P GLOBAL ENERGY SECTOR INDEX	P	02/25/05	07/25/12
n	170 ISHARES TR S&P GLOBAL ENERGY SECTOR INDEX F	P	02/25/05	07/25/12
o	500 ISHARES TR S&P GLOBAL ENERGY SECTOR INDEX F	P	10/28/05	07/25/12
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	20,000.		14,394.	5,606.
b	10,634.		8,212.	2,422.
c	50,129.		40,025.	10,104.
d	630.		537.	93.
e	765.		770.	<5.>
f	4,843.		5,025.	<182.>
g	37,000.		26,265.	10,735.
h	48,065.		33,934.	14,131.
i	7,611.		5,373.	2,238.
j	4,005.		2,828.	1,177.
k	4,005.		2,828.	1,177.
l	4,005.		2,828.	1,177.
m	39,433.		31,106.	8,327.
n	6,094.		4,807.	1,287.
o	17,924.		15,202.	2,722.
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				5,606.
b				2,422.
c				10,104.
d				93.
e				<5.>
f				<182.>
g				10,735.
h				14,131.
i				2,238.
j				1,177.
k				1,177.
l				1,177.
m				8,327.
n				1,287.
o				2,722.
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 600 ISHARES TR S&P GLOBAL ENERGY SECTOR INDEX F	P	10/28/05	07/25/12
b 630 ISHARES TR S&P GLOBAL ENERGY SECTOR INDEX F	P	02/25/05	07/25/12
c 400 ISHARES TR S&P GLOBAL ENERGY SECTOR INDEX F	P	10/28/05	07/25/12
d 295.95 JENSEN QUALITY GROWTH FD CL I	P	07/24/09	07/25/12
e 1891.253 JENSEN QUALITY GROWTH FD CL I	P	08/07/09	07/25/12
f 15.698 JENSEN QUALITY GROWTH FD CL I	P	09/17/09	07/25/12
g 15.911 JENSEN QUALITY GROWTH FD CL I	P	12/16/09	07/25/12
h 13.546 JENSEN QUALITY GROWTH FD CL I	P	03/18/10	07/25/12
i 17.342 JENSEN QUALITY GROWTH FD CL I	P	06/15/10	07/25/12
j 15.416 JENSEN QUALITY GROWTH FD CL I	P	09/22/10	07/25/12
k 16.956 JENSEN QUALITY GROWTH FD CL I	P	12/16/10	07/25/12
l 218.103 JENSEN QUALITY GROWTH FD CL I	P	01/20/11	07/25/12
m 17.632 JENSEN QUALITY GROWTH FD CL I	P	03/16/11	07/25/12
n 17.173 JENSEN QUALITY GROWTH FD CL I	P	06/21/11	07/25/12
o 17.604 JENSEN QUALITY GROWTH FD CL I	P	03/21/12	07/25/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 21,509.		18,242.	3,267.
b 22,584.		17,815.	4,769.
c 14,339.		12,161.	2,178.
d 8,174.		6,212.	1,962.
e 52,237.		40,025.	12,212.
f 434.		353.	81.
g 439.		389.	50.
h 374.		345.	29.
i 479.		421.	58.
j 426.		381.	45.
k 468.		457.	11.
l 6,024.		6,025.	<1.>
m 487.		472.	15.
n 474.		483.	<9.>
o 486.		512.	<26.>

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			3,267.
b			4,769.
c			2,178.
d			1,962.
e			12,212.
f			81.
g			50.
h			29.
i			58.
j			45.
k			11.
l			<1.>
m			15.
n			<9.>
o			<26.>

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 17.991 JENSEN QUALITY GROWTH FD CL I	P	06/20/12	07/25/12
b 1257.924 JENSEN QUALITY GROWTH FD CL I	P	07/24/09	09/24/12
c 21.401 JENSEN QUALITY GROWTH FD CL I	P	09/22/11	09/24/12
d 7.913 JENSEN QUALITY GROWTH FD CL I	P	09/18/12	09/24/12
e 684.615 JENSEN QUALITY GROWTH FD CL I	P	07/24/09	09/25/12
f 2367.725 THORNBURG INTL VALUE FD INST CLASS	P	01/20/11	07/25/12
g 8.181 THORNBURG INTL VALUE FD INST CLASS	P	03/25/11	07/25/12
h 31.673 THORNBURG INTL VALUE FD INST CLASS	P	06/24/11	07/25/12
i 13.76 THORNBURG INTL VALUE FD INST CLASS	P	03/26/12	07/25/12
j 1264.383 THORNBURG INTL VALUE FD INST CLASS	P	01/20/11	09/24/12
k 8.181 THORNBURG INTL VALUE FD INST CLASS	P	03/25/11	09/24/12
l 13.76 THORNBURG INTL VALUE FD INST CLASS	P	03/26/12	09/24/12
m 9.458 THORNBURG INTL VALUE FD INST CLASS	P	09/24/12	09/24/12
n 741.667 THORNBURG INTL VALUE FD INST CLASS	P	01/20/11	09/25/12
o 1867.575 THORNBURG INVT INCOME BUILDER FD CL I	P	08/07/09	09/24/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 497.		506.	<9.>
b 37,135.		26,402.	10,733.
c 632.		516.	116.
d 234.		234.	0.
e 20,000.		14,369.	5,631.
f 58,671.		67,895.	<9,224.>
g 203.		241.	<38.>
h 785.		916.	<131.>
i 341.		379.	<38.>
j 34,152.		36,256.	<2,104.>
k 221.		238.	<17.>
l 372.		374.	<2.>
m 255.		256.	<1.>
n 20,000.		21,267.	<1,267.>
o 35,909.		30,991.	4,918.

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			<9.>
b			10,733.
c			116.
d			0.
e			5,631.
f			<9,224.>
g			<38.>
h			<131.>
i			<38.>
j			<2,104.>
k			<17.>
l			<2.>
m			<1.>
n			<1,267.>
o			4,918.

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 26.406 THORNBURG INVT INCOME BUILDER FD CL I	P	03/25/11	09/24/12
b 82.37 THORNBURG INVT INCOME BUILDER FD CL I	P	09/24/12	09/24/12
c 2477.971 THORNBURG INVT INCOME BUILDER FD CL I	P	08/07/09	07/25/12
d 16.011 THORNBURG INVT INCOME BUILDER FD CL I	P	09/25/09	07/25/12
e 38.675 THORNBURG INVT INCOME BUILDER FD CL I	P	09/25/09	07/25/12
f 123.026 THORNBURG INVT INCOME BUILDER FD CL I	P	12/24/09	07/25/12
g 0.008 THORNBURG INVT INCOME BUILDER FD CL I	P	12/24/09	07/25/12
h 71.803 THORNBURG INVT INCOME BUILDER FD CL I	P	03/26/10	07/25/12
i 96.665 THORNBURG INVT INCOME BUILDER FD CL I	P	06/25/10	07/25/12
j 116.176 THORNBURG INVT INCOME BUILDER FD CL I	P	09/24/10	07/25/12
k 128.452 THORNBURG INVT INCOME BUILDER FD CL I	P	12/27/10	07/25/12
l 623.377 THORNBURG INVT INCOME BUILDER FD CL I	P	01/20/11	07/25/12
m 79.508 THORNBURG INVT INCOME BUILDER FD CL I	P	03/25/11	07/25/12
n 2.559 THORNBURG INVT INCOME BUILDER FD CL I	P	03/25/11	07/25/12
o 106.187 THORNBURG INVT INCOME BUILDER FD CL I	P	06/24/11	07/25/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 508.		510.	<2.>
b 1,584.		1,585.	<1.>
c 44,885.		41,120.	3,765.
d 290.		278.	12.
e 701.		671.	30.
f 2,228.		2,201.	27.
g			0.
h 1,301.		1,320.	<19.>
i 1,751.		1,675.	76.
j 2,104.		2,140.	<36.>
k 2,327.		2,452.	<125.>
l 11,292.		12,025.	<733.>
m 1,440.		1,558.	<118.>
n 46.		50.	<4.>
o 1,923.		2,042.	<119.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<2.>
b			<1.>
c			3,765.
d			12.
e			30.
f			27.
g			0.
h			<19.>
i			76.
j			<36.>
k			<125.>
l			<733.>
m			<118.>
n			<4.>
o			<119.>

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 94.472 THORNBURG INVT INCOME BUILDER FD CL I	P	03/26/12	07/25/12
b 1044.056 THORNBURG INVT INCOME BUILDER FD CL I	P	08/07/09	09/25/12
c Capital Gains Dividends			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,711.		1,787.	<76.>
b 20,000.		17,325.	2,675.
c 942.			942.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) 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			<76.>
b			2,675.
c			942.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	100,511.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part 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	2,500.
Avon Film Center 272 Bedford St Stamford, CT 06901	None	509(a)	Arts	5,000.
Camp Beech Cliff 264 Beech Hill Road Mount Desert Island, ME 04660	None	509(a)	Education	10,000.
Center for the Arts Evergreen 32003 Ellingwood Trail Evergreen, CO 80439	None	509(a)	Arts	1,000.
Channel 13/WNET 825 Eighth Avenue New York, NY 10019	None	509(a)	Arts	250.
Children's Museum of the Arts 103 Charlton St New York, NY 10014	None	509(a)	Education	840.
Columbia University School of Social Work 1255 Amsterdam Avenue New York, NY 10027	None	School	Education	2,500.
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.
Total from continuation sheets				413,168.

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
Council on Foreign Relations 1777 F Street, NW Washington, DC 20006	None	509(a)	Education	5,000.
Craig Elementary School 1239 Van Antwerp Road Niskayuna, NY	None	509(a)	Education	250.
CU Center for Research & Design Endowment Fund Boulder, CO 80309	None	School	Education	3,000.
Cystic Fibrosis Foundation 60 East 42nd Street New York, NY 10165	None	509(a)	Health care	1,000.
Ducks Unlimited 1301 Pennsylvania Ave NW # 402 Washington, DC 20004	None	509(a)	Environmental	100.
Dubin Breast Cancer One Gustave L. Levy Place New York, NY 10029	None	509(a)	Medical research	10,000.
Evergreen Animal Protective League PO Box 2517 Evergreen, CO 80437	None	509(a)	Environmental	1,000.
Friends of Acadia 43 Cottage St #D Bar Harbor, ME 04609	None	509(a)	Environmental	1,000.
Friends of Children of New York 218 West 113th St New York, NY 10026	None	509(a)	Social service	1,000.
George W. Bush Foundation Post Office Box 600610 Dallas, TX 75360	None	509(a)	Education	70,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Greenwich Adult Day Care 125 River Road Ext Cos Cob, CT 06807	None	509(a)	Geriatric care	1,000.
Greenwich Hospital 5 Perryridge Road Greenwich, CT 06830	None	509(a)	Health Care	1,000.
Greenwich Symphony 10 Hillside Road Greenwich, CT 06830	None	509(a)	Arts	1,000.
Harbor House PO BOX 836 Southwest Harbor, ME 04679	None	509(a)	Social service	17,000.
Harbor House Annual Appeal PO BOX 836 Southwest Harbor, ME 04679	None	509(a)	Social service	2,000.
Harbor House Lobsters on the Sound PO BOX 836 Southwest Harbor, ME 04679	None	509(a)	Social service	1,000.
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 Academy, Friends of P. O. Box 9 Steuben, ME 04680	None	509(a)	Education	500.
Island Readers and Writers P. O. Box 9 Steuben, ME 04680	None	509(a)	Education	2,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Island Astronomy Institute P. O. Box 9 Steuben, ME 04680	None	509(a)	Education	200.
Juvenile Diabetes Research 1400 K Street, NW, Ste. 725 Washington, DC 20005	None	509(a)	Medical	500.
Kips Bay Boys and Girls Club 200 Lexington Avenue New York, NY 10016	None	509(a)	Education	2,200.
Lagond Music School 9 Haven St Elmsford, NY 10523	None	509(a)	Education	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	5,000.
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	500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
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.
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	27,250.
Project ALS 3960 Broadway New York, NY 10032	None	509(a)	Medical	2,500.
Sarah Lawrence College 191 Seventh Avenue, Suite 2S Bronxville, NY 10708	None	School	Education	25,000.
Southwest Harbor Library Fund Southwest Harbor, ME	None	509(a)	Education	2,000.
St Vincent de Paul 58 Progress Parkway Maryland Heights, MO 63043	None	Church	Religious	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Stamford Nature Center nursery School 39 Scofieldtown Rd Stamford, CT 06903	None	509(a)	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	1,000.
Swedish American Chamber of Commerce 9710 Scranton Road San Diego, CA 92121	None	509(a)	Civic	21,295.
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.
University of Pennsylvania 3451 Walnut Street Philadelphia, PA 19104	None	School	Education	25,000.
University of Pennsylvania 3451 Walnut Street Philadelphia, PA 19104	None	School	Education	15,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Villanova University 800 East Lancaster Avenue Villanova, PA 19085	None	School	Education	2,500.
Waterside School 770 Pacific St Stamford, CT 06902	None	School	Education	2,000.
Waterside School 770 Pacific St Stamford, CT 06901	None	School	Education	5,000.
Wendell Giley Museum 4 Herrick Rd Southwest Harbor, MA 04679	None	509(a)	Arts	200.
Westport Country Playhouse 25 Powers Court Westport, CT 06880	None	509(a)	Arts	2,500.
Wildwood School 11811 W Olympic Blvd Los Angeles, CT	None	509(a)	Education	3,500.
Women in Need 115 West 31st Street New York, NY 10001	None	509(a)	Civic	500.
World Childhood Foundation 40 E 34th St # 183 New York, NY 10016	None	509(a)	Human development	53,000.
World Childhood Foundation 40 E 34th St # 183 New York, NY 10016	None	509(a)	Human development	2,000.
World Childhood Foundation 40 E 34th St # 183 New York, NY 10016	None	509(a)	Human Development	3,000.
Total from continuation sheets				

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Bristol Myers	4,621.	0.	4,621.
Charles Schwab	120,220.	941.	119,279.
Stonemor Partners	389.	1.	388.
Total to Fm 990-PF, Part I, ln 4	125,230.	942.	124,288.

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Stonemor Partners	1,165.	1,165.	
Total to Form 990-PF, Part I, line 11	1,165.	1,165.	

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment 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 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
HHG Foundation Services	9,500.	4,750.		4,750.
Investment Management Fees	7,440.	7,440.		0.
To Form 990-PF, Pg 1, ln 16c	16,940.	12,190.		4,750.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign taxes	661.	661.		0.	
Payroll tax	1,814.	0.		1,814.	
2011 excise tax	221.	0.		0.	
2012 excise tax	1,480.	0.		0.	
To Form 990-PF, Pg 1, ln 18	4,176.	661.		1,814.	

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Office expenses	11.	11.		0.	
To Form 990-PF, Pg 1, ln 23	11.	11.		0.	

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	7
Description		Amount	
Unrealized gain/loss on investments		183,278.	
Total to Form 990-PF, Part III, line 3		183,278.	

Form 990-PF U.S. and State/City Government Obligations Statement 8

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Forward Credit Analysis		X	101,377.	102,473.
Total U.S. Government Obligations				
Total State and Municipal Government Obligations			101,377.	102,473.
Total to Form 990-PF, Part II, line 10a			101,377.	102,473.

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
Bristol Myers	0.	260,720.
CRM Mid Cap	12,344.	17,265.
ExxonMobil	146,160.	778,950.
iShares SP Global Energy	47,791.	64,643.
iShares Treasury Inflation	212,614.	242,820.
Jensen Portfolio	13,618.	19,138.
Petroleo Brasileiro ADR	53,649.	38,940.
Thornburg Income Builder	18,193.	20,153.
Thornburg International Value	15,581.	15,557.
Total to Form 990-PF, Part II, line 10b	519,950.	1,458,186.

Form 990-PF Corporate Bonds Statement 10

Description	Book Value	Fair Market Value
PIMCO All Asset	172,378.	191,076.
PIMCO All Asset All Authority	506,515.	528,937.
PIMCO Unconstrained Bond	477,437.	490,538.
Doubleline Total Return Bond	250,025.	250,221.
Total to Form 990-PF, Part II, line 10c	1,406,355.	1,460,772.

Form 990-PF	Other Investments	Statement	11
Description	Valuation Method	Book Value	Fair Market Value
Stonemor Partners	COST	105,282.	83,320.
Tortoise Energy Capital	COST	32,440.	42,705.
Total to Form 990-PF, Part II, line 13		137,722.	126,025.

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 Expense Contrib Account
Eric Heimbold 1430 Abbott Kinney Blvd Venice, CA 90291	Director 2.00	5,000.	0. 0.
Joanna Heimbold 25 Leeward Lane Riverside , CT 06878	Director 2.00	5,000.	0. 0.
Leif Heimbold Photom Farm 29024 Road Drive Evergreen , CO 80439	Director 2.00	3,333.	0. 0.
Peter Heimbold 50 Bond Street New York, NY 10012	Director 2.00	5,000.	0. 0.
Monika A. Heimbold 19 Pilot Rock Lane Riverside , CT 06878	Director 2.00	0.	0. 0.
Totals included on 990-PF, Page 6, Part VIII		18,333.	0. 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 13

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 2012 or to apply to the corpus.