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

2011

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 01/01, and ending

Name of foundation **KIEVE FOUNDATION** *JUN 22 2012*
A Employer identification number
01-0664998

Number and street (or P O box number if mail is not delivered to street address) Room/suite
B Telephone number
2359 MT DAVIDSON DRIVE (408) 293-8030

City or town, state, and ZIP code
C If exemption application is pending, check here
SAN JOSE, CA 95124-2513

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

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

I Fair market value of all assets at end of year **J Accounting method** Cash Accrual
 (from Part II, col. (c), line 16) Other (specify) _____
 ▶ \$ **4,284,201.** (Part I, column (d) must be on cash basis.)

E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	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	159,280.	159,280.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-25,220.			
	b Gross sales price for all assets on line 6a	1,005,158.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	134,060.	159,280.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	4,850.	0.		0.
	c Other professional fees STMT 3	45,581.	45,581.		0.
	17 Interest				
	18 Taxes STMT 4	23.	23.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	60.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	50,514.	45,604.		0.
	25 Contributions, gifts, grants paid	211,500.			211,500.
26 Total expenses and disbursements. Add lines 24 and 25	262,014.	45,604.		211,500.	
27 Subtract line 26 from line 12	-127,954.				
a Excess of revenue over expenses and disbursements		113,676.			
b Net investment income (if negative, enter -0-)					
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		827.	4,560.	4,560.
	2	Savings and temporary cash investments		19,568.	175,058.	175,058.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations STMT 7		733,522.	776,746.	796,590.
	b	Investments - corporate stock STMT 8		1,617,207.	1,666,066.	1,953,607.
	c	Investments - corporate bonds STMT 9		1,188,080.	856,982.	861,205.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		634,687.	584,994.	493,181.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		4,193,891.	4,064,406.	4,284,201.	
Liabilities	17	Accounts payable and accrued expenses		4,600.	4,850.	
	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)		4,600.	4,850.		
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		4,189,291.	4,059,556.	
	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		4,189,291.	4,059,556.		
31	Total liabilities and net assets/fund balances		4,193,891.	4,064,406.		

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	4,189,291.
2	Enter amount from Part I, line 27a	2	-127,954.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,061,337.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	1,781.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,059,556.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	1,005,158.	1,030,378.	-25,220.

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) FMV 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			-25,220.

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	-25,220.
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 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	224,800.	4,347,107.	.051713
2009	229,133.	4,076,373.	.056210
2008	223,000.	4,741,522.	.047031
2007	272,280.	5,398,441.	.050437
2006	268,182.	5,189,180.	.051681

2	Total of line 1, column (d)	2	.257072
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	.051414
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,478,702.
5	Multiply line 4 by line 3	5	230,268.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,137.
7	Add lines 5 and 6	7	231,405.
8	Enter qualifying distributions from Part XII, line 4 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	8	211,500.

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	2,274.
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	2,274.
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	2,274.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,200.
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	1,200.
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	1,074.
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		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of ENTERPRISE TRUST & INVESTMENT CO Telephone no (408) 358-5811 Located at 15425 LOS GATOS BLVD, LOS GATOS, CA ZIP+4 95032
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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
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?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years
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)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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. 6b X

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No N/A 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT KIEVE 2359 MT. DAVIDSON DR SAN JOSE, CA 95124	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
VITA NEVIS 2359 MT. DAVIDSON DR SAN JOSE, CA 95124	CFO/SECRETARY/DIRECTOR 0.00	0.	0.	0.
LENOIR KIEVE 2359 MT. DAVIDSON DR SAN JOSE, CA 95124	VP/DIRECTOR 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

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	
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	4,286,553.
b	Average of monthly cash balances	1b	260,353.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,546,906.
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	4,546,906.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	68,204.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,478,702.
6	Minimum investment return. Enter 5% of line 5	6	223,935.

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	223,935.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,274.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,274.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	221,661.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	221,661.
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	221,661.

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	211,500.
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	211,500.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	211,500.

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
1 Distributable amount for 2011 from Part XI, line 7				221,661.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007	7,460.			
c From 2008				
d From 2009	27,048.			
e From 2010	9,845.			
f Total of lines 3a through e	44,353.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 211,500.				
a Applied to 2010, 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)	0.			
d Applied to 2011 distributable amount				211,500.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	10,161.			10,161.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	34,192.			
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	34,192.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	24,347.			
d Excess from 2010	9,845.			
e Excess from 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)

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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					
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))

NONE

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
ROBERT S. KIEVE, (408) 293-8030
2359 MT. DAVIDSON DR, SAN JOSE, CA 95124

b The form in which applications should be submitted and information and materials they should include
NO PRESCRIBED FORMAT

c Any submission deadlines
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
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)				
a Paid during the year				
HAPPY HOLLOW 1300 SENTER RD SAN JOSE, CA 95112	NONE		OUTDOOR ADVENTURE FOR FAMILIES	1,500.
ALZHEIMERS ASSOCIATION 2065 W. EL CAMINO REAL SUITE C MOUNTAIN VIEW, CA 94040	NONE		ALZHEIMERS RESEARCH	5,000.
AMERICAN BEETHOVEN SOCIETY ONE WASHINGTON SQUARE SAN JOSE, CA 95192	NONE		MUSIC APPRECIATION	1,000.
AMERICAN CANCER SOCIETY 747 CAMDEN AVE SUITE B CAMBELL, CA 95008	NONE		CANCER RESEARCH	3,500.
AMERICAN HEART ASSOCIATION 1710 GILBRETH RD BURLINGAME, CA 94010	NONE		HEART DISEASE RESEARCH	2,500.
Total			SEE CONTINUATION SHEET(S)	211,500.
b Approved for future payment				
NONE				
Total				0.

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
AMERICAN RED CROSS 2731 NORTH FIRST ST SAN JOSE, CA 95134	NONE		DISASTER RELIEF	1,000.
ARTHRITIS FOUNDATION 657 MISSION ST, SUITE 603 SAN FRANCISCO, CA 94105	NONE		ARTHRITIS RESEARCH	2,000.
BELLARMINI COLLEGE PREPARATORY 960 WEST HEDDING ST SAN JOSE, CA 95126	NONE		SECONDARY COLLEGE PREP EDUCATION	1,500.
BERKSHIRE SCHOOL 245 UNDERMOUNTAIN RD SHEFFIELD, MA 01257	NONE		EDUCATION	1,000.
BOYS & GIRLS CLUB 518 VALLEY WAY MILPITAS, CA 95035	NONE		BOYS & GIRLS WELFARE	2,500.
CHILDREN'S MUSICAL THEATRE 1401 PARKMOOR AVE SAN JOSE, CA 95126	NONE		DEVELOPMENT OF YOUTH TALENT	500.
CHILDRENS DISCOVERY MUSEUM 180 WOZ WAY SAN JOSE, CA 95110	NONE		EDUCATION OF CHILDREN	1,000.
CITY LIGHTS 529 S SECOND ST SAN JOSE, CA 95112	NONE		SUPPORT OF SAN JOSE THEATER ACTIVITIES	6,000.
COMMONWEALTH CLUB 595 MARKET ST SAN FRANCISCO, CA 94105	MEMBER		SUPPORT OF GENERAL EDUCATION	1,000.
COMPANION ANIMAL RESCUE EFFORT PO BOX 111474 CAMPBELL, CA 95011	NONE		ANIMAL WELFARE	1,000.
Total from continuation sheets				198,000.

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
DOWNTOWN COLLEGE PREP 1460 THE ALAMEDA SAN JOSE, CA 95126	NONE		SECONDARY COLLEGE PREP EDUCATION	2,500.
GILDA RADNER FAMILIAL OVARIAN CANCER ELM & CARLTON STREETS BUFFALO, NY 14263	NONE		OVARIAN CANCER RESEARCH	17,000.
GUADALUPE RIVER PARK 438 COLEMAN AVE SAN JOSE, CA 95110	NONE		MAINTAIN PUBLIC OPEN SPACE	4,000.
HABITAT FOR HUMANITY 513 VALLEY WAY MILPITAS, CA 95035	NONE		HOUSING FOR THE INDIGENT	2,500.
HARVARD COLLEGE FUND 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	NONE		EDUCATION	1,500.
HERITAGE THEATRE ONE WEST CAMPBELL AVE CAMPBELL, CA 95008	NONE		SUPPORT OF LOCAL ARTS	500.
HISTORY SAN JOSE 1650 SENTER RD SAN JOSE, CA 95112	NONE		SUPPORT OF LOCAL MUSEUM	1,500.
HOSPICE OF THE VALLEY 1150 SO BASCOM AVE; SUITE 7A SAN JOSE, CA 95128	NONE		END OF LIFE CARE	5,000.
HUMANE SOCIETY 2530 LAFAYETTE ST SANTA CLARA, CA 95050	NONE		ANIMAL WELFARE	3,000.
JR ACHIEVEMENT 3150 DE LA CRUZ BLVD #103 SANTA CLARA, CA 95054	NONE		TEACH BUSINESS SKILLS TO STUDENTS	1,500.
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
KCSM 1700 WEST HILLSDALE BLVD SAN MATEO, CA 94402	NONE		PUBLIC TELEVISION	1,500.
KQED/KTEH 2601 MARIPOSA ST SAN FRANCISCO, CA 94110	NONE		PUBLIC TELEVISION	1,500.
LINCOLN LAW SCHOOL ONE NORTH FIRST ST SAN JOSE, CA 95113	MEMBER OF THE BOARD OF DIREC		EDUCATION	3,000.
MARKKULA CENTER FOR APPLIED ETHICS 500 EL CAMINO REAL SANTA CLARA, CA 95053	NONE		TOWARD A MORE ETHICAL SOCIETY	1,000.
MIDSUMMER MOZART 760 MARKET ST; SUITE 749 SAN FRANCISCO, CA 94102	NONE		MUSIC APPRECIATION	7,000.
NEXT DOOR SOLUTIONS 234 E. GISH RD; SUITE 200 SAN JOSE, CA 95112	NONE		PREVENTION OF ABUSE OF WOMEN	3,000.
O'CONNOR HOSPITAL FUND 2105 FOREST AVE SAN JOSE, CA 95128	NONE		TOWARD HOSPITAL OPERATIONS FUND	2,000.
OPERA SAN JOSE 2149 PARAGON DR SAN JOSE, CA 95131	NONE		SUPPORT OF SAN JOSE ARTS	25,000.
OPERATION SMILE 6435 TIDEWATER DR NORFOLK, VA 23509	NONE		HEPING CHILDREN WITH CLEFT PALETS	2,500.
P.A.C.T. 1100 SHASTA AVE SAN JOSE, CA 95126	NONE		AID TO TEACHERS	1,000.
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
PENINSULA OPEN SPACE TRUST 3000 SAN HILL RD, 1-155 MENLO PARK, CA 94025	NONE		OPEN LAND PRESERVATION	1,000.
RAFT 1355 RIDDER PARK DR SAN JOSE, CA 95131	NONE		EDUCATION AID	1,000.
ROTOPLAST FOUNDATION 1690 SENTER RD SAN JOSE, CA 95112	NONE		MEDICAL CARE FOR THE INDIGENT	2,500.
SALVATION ARMY 359 N FIRST ST SAN JOSE, CA 95112	NONE		ASSISTANCE FOR SUBSTANCE ABUSERS	2,000.
SAN JOSE COMMUNITY BENEFIT FOUNDATION 310 S FIRST ST SAN JOSE, CA 95113	MEMBER OF THE BOARD OF DIREC		BENEFITTING COMMUNITY ACTIVITIES	10,000.
SAN JOSE MUSEUM OF ART 110 SOUTH MARKET ST SAN JOSE, CA 95113	NONE		ART APPRECIATION	1,000.
SAN JOSE REPERTORY THEATRE 101 PASEO DE SAN ANTONIO SAN JOSE, CA 95113	NONE		SUPPORT SAN JOSE ARTS	1,000.
SAN JOSE SPORTS AUTHORITY 55 ALMADEN BLVD; SUITE 210 SAN JOSE, CA 95113	NONE		ATTRACTING SPORTING EVENTS TO SAN JOSE	1,000.
SAN JOSE TECH MUSEUM 201 SOUTH MARKET ST SAN JOSE, CA 95113	NONE		EDUCATION	3,000.
SAN JOSE YOUTH SYMPHONY 595 PARK AVE SAN JOSE, CA 95110	NONE		MUSIC APPRECIATION	2,500.
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
SECOND CHANCE 4 PETS 1484 POLLARD RD; NO. 444 LOS GATOS, CA 95032	NONE		ANIMAL RESCUE	1,000.
SECOND HARVEST FOOD BANK 750 CURTNER AVE SAN JOSE, CA 95125	NONE		FOOD FOR THE INDIGENT	8,000.
SILICON VALLEY FACES 777 N FIRST ST #220 SAN JOSE, CA 95112	NONE		OPPOSITION TO BIGOTRY	1,000.
SILICON VALLEY LAND CONSERVANCY 525 W SANTA CLARA ST SAN JOSE, CA 95113	NONE		MAINTAIN PUBLIC OPEN SPACE	1,000.
STROKE AWARENESS FOUNDATION 2105 S BASCOM AVE; SUITE 220 CAMPBELL, CA 95008	NONE		STROKE PREVENTION & RESEARCH	5,000.
SYMPHONY SILICON VALLEY P.O. BOX 790 SAN JOSE, CA 95106	MEMBER OF THE BOARD OF DIREC		SUPPORT OF SAN JOSE ARTS	25,000.
THE EISENHOWER FOUNDATION P.O. BOX 295 ABILENE, KS 67410	NONE		SUPPORT OF EISENHOWER LIBRARY	500.
TNBC FOUNDATION P.O. BOX 204 NORWOOD, NJ 07648	NONE		TRIPLE NEGATIVE BREAST CANCER AWARENESS	12,000.
UNITED WAY 1922 THE ALAMEDA SAN JOSE, CA 95126	NONE		COMMUNITY SUPPORT	5,000.
UNIVERSITY OF ARIZONA 111 N. CHERRY AVE TUCSON, AZ 85721	NONE		POST SECONDARY EDUCATION	1,000.
Total from continuation sheets				

KIEVE FOUNDATION

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 ATLANTIC RICHFIELD BPLN	P	06/09/10	03/01/11
b CHESAPEAKE ENERGY	P	11/29/10	09/21/11
c INGLEWOOD CALIF REDEV AGY	P	12/03/10	01/12/11
d NVIDIA CORP	P	06/17/10	02/23/11
e CHARTER SCHOOLS RECEIVABLE	P	12/23/10	01/13/11
f CA PUBLIC CHARTER SCHOOL REC	P	02/15/11	06/23/11
g PUBLIC CHARTER SCHOOL	P	05/20/11	08/18/11
h SAN FRANCISCO CA CITY & CNTY	P	08/02/10	08/01/11
i ALCOA INC	P	07/21/05	08/26/11
j APPLIED MATERIALS INC	P	12/15/03	12/23/11
k CHEVRON PHILLIPS	P	03/26/09	03/15/11
l CITIGROUP INC	P	08/11/06	10/27/11
m DU PONT E I DE NEMOURS & CO	P	06/17/08	10/06/11
n DUKE ENERGY HLDGS	P	08/14/03	02/23/11
o EMC CORP MASS	P	11/17/04	02/23/11

(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 25,000.		25,937.	-937.
b 3,045.		2,196.	849.
c 49,937.		49,937.	0.
d 8,816.		4,803.	4,013.
e 50,000.		50,000.	0.
f 75,000.		75,000.	0.
g 50,000.		50,000.	0.
h 5,000.		5,194.	-194.
i 3,486.		8,662.	-5,176.
j 7,532.		16,079.	-8,547.
k 25,000.		25,826.	-826.
l 2,021.		28,643.	-26,622.
m 8,329.		9,464.	-1,135.
n 3,576.		1,998.	1,578.
o 12,900.		6,815.	6,085.

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			-937.
b			849.
c			0.
d			4,013.
e			0.
f			0.
g			0.
h			-194.
i			-5,176.
j			-8,547.
k			-826.
l			-26,622.
m			-1,135.
n			1,578.
o			6,085.

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

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KIEVE FOUNDATION

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 FED HOME LOAN BANK	P	06/16/10	06/30/11
b HALLIBURTON CO	P	03/03/06	09/22/11
c HEALTH CARE PROPERTIES	P	09/17/09	09/15/11
d HERITAGE COMM CORP	P	06/13/08	10/27/11
e INTUITIVE SURGICAL	P	12/05/08	02/15/11
f MORGAN STANLEY	P	02/03/09	09/06/11
g MOTOROLA SOLUTIONS	P	05/15/07	06/13/11
h MOTOROLA MOBILITY HLDGS	P	05/16/07	03/03/11
i PNC FINANCIAL SERVICES GROUP	P	04/30/09	02/01/11
j QUBEC PROVINCE	P	07/23/10	08/01/11
k RIVER SPRINGS CHRTR SCH	P	08/19/10	09/15/11
l SCHLUMBERGER LTD	P	04/05/04	10/27/11
m SPECTRA ENERGY	P	07/15/03	09/21/11
n TARGET CORP	P	07/09/04	03/03/11
o 3M CO COM	P	06/08/04	10/27/11

(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 50,000.		50,000.	0.
b 10,450.		9,916.	534.
c 50,000.		51,548.	-1,548.
d 3,873.		9,906.	-6,033.
e 17,038.		6,362.	10,676.
f 50,000.		49,562.	438.
g 12,985.		25,034.	-12,049.
h 6,697.		11,247.	-4,550.
i 125,000.		119,250.	5,750.
j 52,194.		49,720.	2,474.
k 100,000.		100,242.	-242.
l 27,520.		12,384.	15,136.
m 2,565.		1,441.	1,124.
n 5,155.		4,113.	1,042.
o 8,122.		8,606.	-484.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			0.
b			534.
c			-1,548.
d			-6,033.
e			10,676.
f			438.
g			-12,049.
h			-4,550.
i			5,750.
j			2,474.
k			-242.
l			15,136.
m			1,124.
n			1,042.
o			-484.

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	

KIEVE FOUNDATION

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 UNITED PARCEL SERVICE CL B	P	04/20/05	03/03/11
b DEPT OF AIR FORCE	P	10/22/08	07/15/11
c VERIZON COMM	P	09/29/09	04/27/11
d WELLS FARGO & CO	P	02/10/05	10/26/11
e WELLS FARGO BANK	P	08/27/09	02/01/11
f CAPITAL GAINS DIVIDENDS			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,331.		6,791.	540.
b 16,965.		17,093.	-128.
c 76,762.		80,756.	-3,994.
d 2,537.		3,042.	-505.
e 50,000.		52,811.	-2,811.
f 322.			322.
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			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			540.
b			-128.
c			-3,994.
d			-505.
e			-2,811.
f			322.
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	-25,220.
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	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CALIFORNIA FILING FEE	10.	0.		0.
CALIFORNIA ATTORNEY GENERAL FEE	50.	0.		0.
TO FORM 990-PF, PG 1, LN 23	60.	0.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
CARRYOVERS	1,074.
FEDERAL TAX	707.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,781.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
VARIOUS	X		172,006.	173,247.
VARIOUS		X	604,740.	623,343.
TOTAL U.S. GOVERNMENT OBLIGATIONS			172,006.	173,247.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			604,740.	623,343.
TOTAL TO FORM 990-PF, PART II, LINE 10A			776,746.	796,590.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
<u>DESCRIPTION</u>		<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
VARIOUS		1,666,066.	1,953,607.
TOTAL TO FORM 990-PF, PART II, LINE 10B		1,666,066.	1,953,607.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
<u>DESCRIPTION</u>		<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
VARIOUS		856,982.	861,205.
TOTAL TO FORM 990-PF, PART II, LINE 10C		856,982.	861,205.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
<u>DESCRIPTION</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MUTUAL FUNDS	COST	542,923.	459,772.
EXCHANGE TRADED FUNDS	COST	42,044.	33,382.
MISCELLANEOUS	COST	27.	27.
TOTAL TO FORM 990-PF, PART II, LINE 13		584,994.	493,181.