EXTENSION

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning 7/01/08 , and ending 6/30/09

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: EDWARD AND JUNE KELLOGG FOUNDATION,

Number and street (or P O box number if mail is not delivered to street address): 1250 BYRON ROAD — Room/suite:

City or town, state, and ZIP code: HOWELL MI 48843

A Employer identification number: 30-0057241

B Telephone number (see page 10 of the instructions): 517-546-3330

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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 ▶ ☐

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 (from Part II, col. (c), line 16) ▶ $ 4,079,038

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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) (see pg. 11 of the instructions))

	Line	Description	(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 (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	29,502	29,502		
	4	Dividends and interest from securities	161,378	161,378		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-219,029			
	b	Gross sales price for all assets on line 6a 568,753				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	-28,149	190,880	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	5,170	1,516		1,804
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) SEE STMT 1	70			4
	b	Accounting fees (attach schedule) STMT 2	3,955			198
	c	Other professional fees (attach schedule) STMT 3	50,897	50,897		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 4	12,698	12,171		
	19	Depreciation (attach schedule) and depletion STMT 5	176			
	20	Occupancy				
	21	Travel, conferences, and meetings	1,471	1,150		321
	22	Printing and publications				
	23	Other expenses (att sch) STMT 6	3,285	1,787		1,178
	24	**Total operating and administrative expenses.** Add lines 13 through 23	77,722	67,521		3,505
	25	Contributions, gifts, grants paid	259,246			259,246
	26	**Total expenses and disbursements.** Add lines 24 and 25	336,968	67,521	0	262,751
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses & disbursements**	-365,117			
	b	**Net investment income** (if negative, enter -0-)		123,359		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	203,177	4,020	4,020
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (att schedule) ▶ 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 (attach schedule)			
	b	Investments—corporate stock (attach schedule) SEE STMT 7	4,547,986	3,431,689	3,431,689
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 626,694 Less accumulated depreciation (attach sch) ▶ STMT 8 352	632,705	626,342	643,329
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	5,383,868	4,062,051	4,079,038
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ 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	5,383,868	4,062,051	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,383,868	4,062,051	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,383,868	4,062,051	

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	5,383,868
2	Enter amount from Part I, line 27a	2	-365,117
3	Other increases not included in line 2 (itemize)▶	3	
4	Add lines 1, 2, and 3	4	5,018,751
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	956,700
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,062,051

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Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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	-219,029
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) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	-33,622

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 page 18 of 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))
2007	176,633	5,428,470	0.032538
2006	20,453	3,569,850	0.005729
2005	20,636	416,317	0.049568
2004	18,000	417,811	0.043082
2003	13,500	365,005	0.036986

2 **Total** of line 1, column (d)	2	0.167903
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	0.033581
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	3,989,930
5 Multiply line 4 by line 3	5	133,986
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,234
7 Add lines 5 and 6	7	135,220
8 Enter qualifying distributions from Part XII, line 4	8	262,751

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling letter: (attach copy of ruling letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	1,234
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	1,234
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	1,234
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a — 4,450		
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	4,450
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	1
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,215
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 2,000 **Refunded** ▶	11	1,215

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities (continued)

			Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)		11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	

Website address ▶ N/A

14 The books are in care of ▶ BREDERNITZ WAGNER & CO., PC Telephone no. ▶ 517-546-2130
109 W. CLINTON STREET
Located at ▶ HOWELL, MI ZIP+4 ▶ 48843

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 |

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	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 2008?	N/A	1c		
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
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 page 20 of the instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 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 2008.)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		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)? (see page 22 of the instructions) ☐ 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 page 22 of the instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: X

If you answered "Yes" to 6b, also 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? 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 (see page 22 of the instructions).

(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
THOMAS A. KELLOGG 1250 BYRON ROAD	HOWELL MI 48843	PRESIDENT 5	4,595	0	0
RYAN KELLOGG 1250 BYRON ROAD	HOWELL MI 48843	DIRECTOR 0	0	0	0
SARAH TOTTINGHAM 1250 BYRON ROAD	HOWELL MI 48843	DIRECTOR 5	575	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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 ▶

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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 ▶

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 (see page 23 of the instructions)

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 page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,238,701
b	Average of monthly cash balances	1b	168,660
c	Fair market value of all other assets (see page 24 of the instructions)	1c	643,329
d	**Total** (add lines 1a, b, and c)	1d	4,050,690
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	4,050,690
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	60,760
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,989,930
6	**Minimum investment return.** Enter 5% of line 5	6	199,497

Part XI Distributable Amount (see page 25 of the 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	199,497
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,234		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,234
3	Distributable amount before adjustments Subtract line 2c from line 1			3	198,263
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	198,263
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	198,263

Part XII Qualifying Distributions (see page 25 of the 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	262,751
b	Program-related investments—total from Part IX-B	1b	
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	262,751
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 (see page 26 of the instructions)	5	1,234
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	261,517

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

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Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				198,263
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			249,584	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 262,751				
a Applied to 2007, but not more than line 2a			249,584	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2008 distributable amount				13,167
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				185,096
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
2a 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 page 27 of the 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))

N/A

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.

N/A

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 page 28 of the 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:

KELLOGG FOUNDATION 517-546-3330
1250 BYRON ROAD HOWELL MI 48843

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

SEE STATEMENT 10

c Any submission deadlines:

N/A

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

SEE STATEMENT 11

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				
SEE STATEMENT 12				259,246
Total			▶ 3a	259,246
b Approved for future payment				
N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	29,502	
4 Dividends and interest from securities			14	161,378	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	-219,029	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		-28,149	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -28,149

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions.)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 1.27.10 Title: Trustee

Paid Preparer's Use Only

Preparer's signature	[signature]	Date 1/16/10	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	BREDERNITZ, WAGNER & CO., P.C. 109 W. CLINTON ST HOWELL, MI 48843-1565		EIN	Phone no 517-546-2130

DAA

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | For calendar year 2008, or tax year beginning 7/01/08 , and ending 6/30/09 | **2008**

Name: EDWARD AND JUNE KELLOGG FOUNDATION,

Employer Identification Number: 30-0057241

	(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)
(1)	200 SHS KELLOGG, INC	D	1/07/03	6/12/08
(2)	400 SHS KELLOGG, INC.	D	1/07/03	6/19/08
(3)	A/C 81298905 - SEE ATTACHED	P	VARIOUS	VARIOUS
(4)	A/C 81298905 - SEE ATTACHED	P	VARIOUS	VARIOUS
(5)	A/C 62209752 - SEE ATTACHED	P	VARIOUS	VARIOUS
(6)	A/C 62209752 - SEE ATTACHED	P	VARIOUS	VARIOUS
(7)	A/C 71861632 - SEE ATTACHED	P	VARIOUS	VARIOUS
(8)	A/C 71861632 - SEE ATTACHED	P	VARIOUS	VARIOUS
(9)	A/C 25738136 - SEE ATTACHED	P	VARIOUS	VARIOUS
(10)	A/C 25738136 - SEE ATTACHED	P	VARIOUS	VARIOUS
(11)	3 ACRES - PONTIUS RD	D	12/26/06	7/01/08
(12)	FROM DELPHI FINANCIAL K-1 LOSS	P		
(13)	FROM DELPHI FINANCIAL K-1 - GAIN	P		
(14)				
(15)				

	(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)
(1)	8,717		6,603	2,114
(2)	18,088		13,714	4,374
(3)	122,007		226,493	-104,486
(4)	10,597		24,849	-14,252
(5)	57,065		89,733	-32,668
(6)	10,475		19,946	-9,471
(7)	56,847		113,759	-56,912
(8)	165,843		176,792	-10,949
(9)	5,033		15,308	-10,275
(10)	94,862		84,471	10,391
(11)	10,000		6,773	3,227
(12)			9,341	-9,341
(13)	9,219			9,219
(14)				
(15)				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				2,114
(2)				4,374
(3)				-104,486
(4)				-14,252
(5)				-32,668
(6)				-9,471
(7)				-56,912
(8)				-10,949
(9)				-10,275
(10)				10,391
(11)				3,227
(12)				-9,341
(13)				9,219
(14)				
(15)				

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172
2008
Attachment Sequence No 67

Name(s) shown on return: EDWARD AND JUNE KELLOGG FOUNDATION,
Identifying number: 30-0057241

Business or activity to which this form relates: INDIRECT DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	800,000
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
6			

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2007 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2009. Add lines 9 and 10, less line 12 ▶	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	176

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2008	17	0
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2008 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2008 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations—see instr.	22	176
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

DAA

THERE ARE NO AMOUNTS FOR PAGE 2

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ATTORNEY FEES	$ 70	$	$	$ 4
TOTAL	$ 70	$ 0	$ 0	$ 4

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
BREDERNITZ WAGNER & CO., PC	$ 3,955	$	$	$ 198
TOTAL	$ 3,955	$ 0	$ 0	$ 198

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT EXPENSES - FROM K-1	$ 33,576	$ 33,576	$	$
INVESTMENT FEES	17,321	17,321		
TOTAL	$ 50,897	$ 50,897	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FORM 990 - EXCISE TAX ESTIMATE P	$ 6,450	$	$	$
PROPERTY TAXES	11,068	11,068		
FOREIGN TAXES PAID	1,103	1,103		
FORM 990 - EXCISE TAX REFUND	-6,048			
MICHIGAN ANNUAL FEE	125			
TOTAL	$ 12,698	$ 12,171	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
LAPTOP COMPUTER							
7/01/07	$ 881	$ 88	S/L	5	$ 176	$	$
TOTAL	$ 881	$ 88			$ 176	$ 0	$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
INSURANCE	448	448		
MEALS - FND	185			185
MEALS (50%)	440	220		
OFFICE SUPPLIES	93			
OPERATING SUPPLIES	313	16		297
LODGING	958	874		84
BOARD EXPENSES	8			
MISCELLANEOUS	540	229		312
DUES & MEMBERSHIPS	300			300
TOTAL	$ 3,285	$ 1,787	$ 0	$ 1,178

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MASTER ACCOUNT - SEE SCHEDULE	$ 124,852	$ 93,140	MARKET	$ 93,140
ROUMELL ASSET MANAGEMENT - SEE SCHED	194,321	173,450	MARKET	173,450
THOMAS PARTNERS - SEE SCHEDULE	389,903	302,826	MARKET	302,826
TRADEWINDS GLOBAL -SEE SCHED	865,776	627,855	MARKET	627,855
DELPHI INVESTMENT GROUP - SEE SCHED	2,623,702	2,063,960	MARKET	2,063,960
HODGES CAPITAL - SEE SCHEDULE	349,432	170,458	MARKET	170,458
TOTAL	$ 4,547,986	$ 3,431,689		$ 3,431,689

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
OFFICE EQUIPMENT	$ 705	$ 881	$ 352	$ 529
PONTIUS ROAD	165,000	158,813		166,400
ADAMS ROAD	467,000	467,000		476,400
TOTAL	$ 632,705	$ 626,694	$ 352	$ 643,329

Statement 9 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
NET UNREALIZED LOSS ON INVESTMENTS	$ 653,559
DIFFERENCE DUE TO K-1-CALENDAR VS. FISCAL YEAR:	
INTEREST	-11,601
DIVIDENDS	12,303
NET REALIZED GAINS	131,258
INVESTMENT FEES	6,181
DISTRIBUTION FROM PARTNERSHIP	200,000
UNREALIZED GAIN	-35,000
TOTAL	$ 956,700

Statement 10 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
EDWARD AND JUNE KELLOGG FOUNDATION WILL ACCEPT ALL GRANT REQUESTS AND WILL CONSIDER MAKING THE GRANT IF IT IS WITHIN THE GRANT MAKING GUIDELINES OF THE FOUNDATION. REQUESTS SHOULD INCLUDE AMOUNT REQUESTED, THE PURPOSE THE FUNDS WILL BE USED FOR, AND THE EXEMPT PURPOSE OF THE REQUESTING ORGANIZATION, IF APPLICABLE.

Statement 11 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
GRANT FOCUS AREAS: IMPROVING EDUCATION AND CREATING OPPORTUNITIES FOR CAREERS IN DENTISTRY; TO ADVANCE THE DENTAL HEALTH AND WELL-BEING OF YOUTH IN OUR COMMUNITIES AND THOSE UNDERSERVED IN OTHER PARTS OF THE WORLD; TO PROVIDE SPIRITUAL SUPPORT IN THE PROCESS OF THESE ENDEAVORS; TO PROVIDE MONIES AND SOPPORT FOR THE HUMANE TREATMENT OF ANIMALS; TO SUPPORT LOCAL ORGANIZATIONS; AND TO PROMOTE COMMUNITY STEWARDSHIP.

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
SHEPHERD OF THE LAKES CHU BRIGHTON MI 48114	2101 S. HACKER ROAD NONE	N/A	CHURCH DONATION	2,000
MISSION OPPORTUNITIES SHO ANN ARBOR MI 48105	4090 GEDDES ROAD NONE	N/A	DENTAL SERVICES TO MISSION COUNTRIES	31,986
GRACE COMMUNITY CHURCH MISHAWAKA IN 46544	4001 LINCOLN WAY E. NONE	N/A	MISSIONS	10,000
WOMEN'S RESOURCE CENTER HOWELL MI 48843	3471 E. GRAND RIVER NONE	N/A	FATHER'S ONLY PARENTING CLASS	20,000
BOY SCOUTS-SCENIC TRAILS TRAVERSE CITY MI 49686	1499 BUSINESS PARK DRIVE NONE	N/A	GENERAL FUND MATCHNG GRANT	10,000
BOY SCOUTS-GREAT SAULK ANN ARBOR MI 48104	1979 HURON PARKWAY NONE	N/A	NATURE CENTER	33,000
BOY SCOUTS - PACK 336 FOWLERVILLE MI 48836	123 S. BENJAMIN STREET NONE	N/A	DERBY SPONSORSHIP	596
FREEDOM CENTER FENTON MI 48430	2473 W. SHIAWASSEE AVE. NONE	N/A	MISSIONS	7,145
BALL STATE UNIVERSITY MUNCIE IN 47306	2000 W. UNIVERSITY AVE NONE	N/A	SCHOLARSHIP FUND	6,000
DETROIT PUBLIC TELEVISION WIXOM MI 48393-2247	1 CLOVER COURT NONE	N/A	SUPPORT	310
FAITH MEDICAL CLINIC PINCKNEY MI 48169	P.O. BOX 978 NONE	N/A	SUPPORT FOR GENERAL OPERATIONS	2,000
FAMILY IMPACT CENTER FOWLERVILLE MI 48836	165 FOWLERVILLE ROAD NONE	N/A	SUPPORT FOR NEEDY FAMILY	256
SHEPHERD OF THE LAKES BRIGHTON MI 48114	2101 S. HACKER ROAD NONE	N/A	FUNDING OUTREACH & MISSION PROGRAMS	9,371
HOWELL PUBLIC SCHOOLS HOWELL MI 48843	411 HIGHLANDER WAY NONE	N/A	JOHN HARVEY SCHOLARSHIPS	1,933
COUNCIL OF MICHIGAN FOUND GRAND HAVEN MI 49417	ONE SOUTH HARBOR DR NONE	N/A	SUPPORT FOR OPERATIONS	500
ST. MARY'S SCHOOL PINCKNEY MI 48169	10601 DEXTER PINCKNEY ROA NONE	N/A	GENERAL FUND DONATION	500
LIVINGSTON CHRISTIAN SCHO PINCKNEY MI 48169	550 E. HAMBURG STREET NONE	N/A	DONATION - SCHOOL AUCTION	500
SHEPHERD OF THE LAKES BRIGHTON MI 48114	2101 S. HACKER ROAD NONE	N/A	SPONSORSHIP	275
COMPASSION INTERNATIONAL COLORADO SPRINGS, CO 8092	12290 VOYAGER PARKWAY NONE	N/A	SUPPORT A CHILD	64

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
FAMILY IMPACT CENTER FOWLERVILLE MI 48836	165 FOWLERVILLE ROAD NONE	N/A	DENTAL SUPPLIES FOR NEEDY FAMILIES	2,790
BOY SCOUTS - THREE FIRES ST. CHARLES IL 60174	NORRIS SCOUT CENTER NONE	N/A	CAMPAIGN	5,000
SHARED HOPE INTERNATIONAL VANCOUVER WA 98665	P.O. BOX 65337 NONE	N/A	PROGRAMS FOR SEX-TRAFFIC VICTIMS	20,000
LOVE, INC. HOWELL MI 48844	PO BOX 558 NONE	N/A	NEW FACILITIES & EQUIPMENT	49,270
BOY SCOUTS-SCENIC TRAILS TRAVERSE CITY MI 49686	1499 BUSINESS PARK DRIVE NONE	N/A	CAMP VEHICLE	7,500
SHEPHERD OF THE LAKES BRIGHTON MI 48114	2101 S. HACKER ROAD NONE	N/A	HOME REPAIRS FOR NEEDY	12,000
BOY SCOUTS - SCENIC TRAIL TRAVERSE CITY MI 49686	1499 BUSINESS PARK DRIVE NONE	N/A	REPAIRS FOR CAMP KELLOGG	25,000
BOY SCOUTS-SCENIC TRAILS TRAVERSE CITY MI 49686	1499 BUSINESS PARK DRIVE NONE	N/A	TROOP DONATION	1,000
HEART OF THE SHEPHERD HOWELL MI 48843	228 N. BURKHART NONE	N/A	SUPPORT FOR MEN'S CONFERENCE	250
TOTAL				259,246

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
INTEREST - RAM	$ 2,071		14	
INTEREST - TRADEWIND	179		14	
INTEREST - DELPHI K-1	27,252		14	
TOTAL	$ 29,502			

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
DELPHI INVESTMENT GROUP K-1	$ 109,587		14	
JACKSON FINANCIAL MASTER ACCT	4,823		14	
ROUMELL ASSET MGMT ACCT	7,416		14	
THOMAS PARTNERS ACCT	15,009		14	
TRADEWINDS GLOBAL ACCT	20,576		14	
HODGES CAPITAL ACCT	3,967		14	
TOTAL	$ 161,378			

EDWARD AND JUNE KELLOGG FOUNDATION, INC
EIN 30-0057241
JUNE 30, 2009

SUPPORTING SCHEDULE
FORM 990PF, PART II, LINE 10b - Corporate Stock

NUMBER OF SHARES BEGINNING OF YEAR	NUMBER OF SHARES END OF YEAR	DESCRIPTION	BEGINNING OF YEAR	END OF YEAR	BASIS OF VALUATION	FMV
MASTER ACCOUNT:						
2,600 000	2,000 000	KELLOGG COMPANY	124,852	93,140	MARKET	93,140
ROUMELL ASSET MANAGEMENT ACCOUNT:						
850.000	2,090 000	A H BELO CORPORATION	4,845	2,048	MARKET	2,048
-	980.000	AMERN STRATEGIC INCM III	-	8,693	MARKET	8,693
750 000	-	ASIA REAL ESTATE FUND	8,745	-	MARKET	-
600.000	-	BANCTRUST FINL GROUP	3,954	-	MARKET	-
1,080.000	-	BELO CORPORATION	7,895	-	MARKET	-
850.000	-	CASTLEPOINT HOLDING	7,727	-	MARKET	-
-	14,000.000	CLAYTON WILLIAM 7 75%	-	10,150	MARKET	10,150
-	2,750.000	CR SUISSE ASSET MGMT FD	-	7,865	MARKET	7,865
350 000	-	DSP GROUP	2,450	-	MARKET	-
-	500 000	E D C I HOLDINGS INC	-	2,625	MARKET	2,625
5,000 000	-	ENTERTAINMENT DISTR	2,450	-	MARKET	-
650.000	-	FIRST POTOMAC REALTY	9,902	-	MARKET	-
-	400.000	FIRST TRUST/FOUR CORNERS	-	3,927	MARKET	3,927
-	915.000	FRANKLIN UNIV TR S B I	-	4,282	MARKET	4,282
360.000	10,000 000	GAYLORD ENTERTAINMENT	8,626	8,550	MARKET	8,550
-	17,000.000	GLOBAL INDUS LTD 2 75%	-	7,553	MARKET	7,553
3,200.000	-	INFOCUS CORP	4,800	-	MARKET	-
1,450 000	2,090.000	KVH INDUSTRIES	12,079	14,274	MARKET	14,274
10,000.000	-	LIBERTY MEDIA 7.75%	10,130	-	MARKET	-
270 000	-	MAX CAPITAL GROUP	5,759	-	MARKET	-
-	140.000	NOVARTIS A G SPON ADR F	-	5,711	MARKET	5,711
800.000	530.000	OPNET TECHNOLOGIES	7,200	4,855	MARKET	4,855
460 000	650.000	PFIZER INCORPORATED	8,036	9,750	MARKET	9,750
900 000	870 000	PHOENIX COMPANIES	6,849	1,453	MARKET	1,453
1,577.000	1,577 000	PUTNAM MANAGED MUNI	11,165	9,194	MARKET	9,194
750.000	3,030 000	QAD INC	5,078	9,848	MARKET	9,848
850 000	850.000	RAM HOLDINGS	850	230	MARKET	230
-	8,000.000	RECKSON OPER 5 15%	-	7,563	MARKET	7,563
-	7,000.000	RECKSON OPER 6 0%	-	5,103	MARKET	5,103
-	384 000	RMR ASIA PAC	-	6,098	MARKET	6,098
-	13,000 000	STONE ENERGY COR 8 25%	-	11,050	MARKET	11,050
-	5,000 000	STONE ENERGY COR 6 75%	-	3,363	MARKET	3,363
-	780 000	TECUMSEH PRODUCTS CL A	-	7,574	MARKET	7,574
-	310.000	TECUMSEH PRODUCTS CL B	-	3,323	MARKET	3,323
325 000	325.000	TEJON RANCH CO	11,720	8,608	MARKET	8,608
800 000	800.000	TOLLGRADE COMMUN INC	3,592	4,192	MARKET	4,192
350 000	-	TOYOTA INDUSTRIES	11,226	-	MARKET	-
850.000	-	VALUEVISION MEDIA INC	3,035	-	MARKET	-

EDWARD AND JUNE KELLOGG FOUNDATION, INC.
EIN: 30-0057241
JUNE 30, 2009

SUPPORTING SCHEDULE
FORM 990PF, PART II, LINE 10b - Corporate Stock

NUMBER OF SHARES BEGINNING OF YEAR	NUMBER OF SHARES END OF YEAR	DESCRIPTION	BEGINNING OF YEAR	END OF YEAR	BASIS OF VALUATION	FMV
1,200.000	600.000	VAN KAMPEN DYNAMIC FUND	17,100	5,568	MARKET	5,568
525.000	-	VISHAY INTERTECHNOLOGY	4,657	-	MARKET	-
12 000	-	WASHINGTON POST	7,043	-	MARKET	-
120.000	-	WHIRLPOOL CORP	7,408	-	MARKET	-
			194,321	173,450		173,450

THOMAS PARTNERS:

310.000	310.000	AT&T INC	10,444	7,700	MARKET	7,700
220.000	220 000	ABBOTT LABORATORIES	11,653	10,349	MARKET	10,349
-	60.000	AIR PROD & CHEMICALS INC	-	3,875	MARKET	3,875
350 000	350.000	ALTRIA GROUP	7,196	5,737	MARKET	5,737
275.000	-	BANK OF AMERICA CORP	6,564	-	MARKET	-
-	100.000	BECTON DICKINSON & CO	-	7,131	MARKET	7,131
155.000	155.000	CHEVRON CORPORATION	15,365	10,268	MARKET	10,268
200 000	200.000	CHUBB CORPORATION	9,802	7,976	MARKET	7,976
190.000	190.000	CLOROX COMPANY	9,918	10,608	MARKET	10,608
-	100.000	COCA COLA CO	-	4,799	MARKET	4,799
165 000	165.000	COLGATE-PALMOLIVE	11,402	11,672	MARKET	11,672
140 000	140 000	DIAGEO PLC NEW ADR	10,342	8,015	MARKET	8,015
250.000	250 000	EMERSON ELECTRIC CO	12,363	8,100	MARKET	8,100
150 283	167.516	ENBRIDGE ENERGY MGMT	7,687	6,072	MARKET	6,072
75.000	75 000	EXXON MOBIL CORP	6,610	5,243	MARKET	5,243
380 000	380.000	GALLAGHER ARTHUR J. & CO	9,158	8,109	MARKET	8,109
145.000	145.000	GENERAL DYNAMICS COPRA	12,209	8,032	MARKET	8,032
375.000	-	GENERAL ELECTRIC COMPANY	10,009	-	MARKET	-
245.000	245.000	GENUINE PARTS CO	9,722	8,222	MARKET	8,222
-	285.000	INTEL CORP	-	4,717	MARKET	4,717
75 000	75.000	INTL BUSINESS MACHINES	8,890	7,832	MARKET	7,832
155.000	155.000	JOHNSON & JOHNSON	9,973	8,804	MARKET	8,804
-	201.824	KINDER MORGAN MGMT LLC	-	9,116	MARKET	9,116
210.000	210 000	KON PHILIPS ELE	7,098	3,868	MARKET	3,868
89 000	89.000	KRAFT FOODS INC	2,532	2,255	MARKET	2,255
165.000	-	LINCOLN NATIONAL CORP	7,478	-	MARKET	-
-	210.000	LINEAR TECHNOLOGY CORP	-	4,904	MARKET	4,904
420.000	-	MASCO CORP	6,607	-	MARKET	-
410 000	410.000	MDU RESOURCES GROUP	14,293	7,778	MARKET	7,778
110.000	110.000	MEDTRONIC INC	5,693	3,838	MARKET	3,838
-	200.000	MICROSOFT CORP	-	4,754	MARKET	4,754
170 000	170.000	NOVARTIS A G SPON ADR	9,357	6,934	MARKET	6,934
430 000	-	PFIZER INCORPORATED	7,512	-	MARKET	-
130 000	130.000	PHILP MORRIS INTL	6,421	5,671	MARKET	5,671
220.000	220 000	PINNACLE WEST CAPITAL	6,769	6,633	MARKET	6,633
245 000	245 000	PITNEY BOWES	8,355	5,373	MARKET	5,373

EDWARD AND JUNE KELLOGG FOUNDATION, INC.
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SUPPORTING SCHEDULE
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NUMBER OF SHARES BEGINNING OF YEAR	NUMBER OF SHARES END OF YEAR	DESCRIPTION	BEGINNING OF YEAR	END OF YEAR	BASIS OF VALUATION	FMV
100.000	100.000	PPG INDUSTRIES	5,737	4,389	MARKET	4,389
165.000	165.000	PROCTER & GAMBLE	10,034	8,432	MARKET	8,432
185.000	-	RAYONIER INC	7,851	-	MARKET	-
-	125.000	REYNOLDS AMERICAN INC	-	4,828	MARKET	4,828
230.000	230 000	ROWE T PRICE GROUP INC	12,988	9,584	MARKET	9,584
235.000	-	SUEZ ADR	16,010	-	MARKET	-
300.000	300.000	SYSCO CORPORATION	8,253	6,744	MARKET	6,744
130.000	130.000	3M COMPANY	9,047	7,813	MARKET	7,813
560 000	560 000	TORTIOSE EGY INFRASTUCTURE	15,215	14,258	MARKET	14,258
-	100 000	TOTAL S A ADR	-	5,423	MARKET	5,423
70 000	70.000	UNITED PARCEL SERVICE	4,303	3,499	MARKET	3,499
75 000	75.000	UNITED TECHNOLOGIES	4,628	3,897	MARKET	3,897
195 000	-	UST INC	10,649	-	MARKET	-
-	105.000	VERIZON COMMUNICATIONS	-	3,227	MARKET	3,227
130 000	130.000	VF CORPORATION	9,253	7,196	MARKET	7,196
130.000	-	VULCAN MATERIALS COMPANY	7,771	-	MARKET	-
-	325.000	WASTE MANAGEMENT INC DEL	-	9,151	MARKET	9,151
255.000	-	WILMINGTON TRUST CORP	6,742	-	MARKET	-
			389,903	302,826		302,826

TRADEWINDS GLOBAL:

1,341 000	-	ACOM CO LTD	10,405	-	MARKET	-
161.000	247 000	AETNA INC	6,525	6,187	MARKET	6,187
93.000	370 000	AGILENT TECHNOLOGIES	3,305	7,515	MARKET	7,515
3,515.000	3,515.000	ALCATEL LUCENT	21,231	8,717	MARKET	8,717
183 000	-	ALTRIA GROUP	3,762	-	MARKET	-
508 000	508.000	ALUMINA LIMITED	9,205	2,337	MARKET	2,337
121.000	-	AMERICAN INTERNATIONAL	3,202	-	MARKET	-
231.000	223 000	AMGEN INCORPORATED	10,894	11,806	MARKET	11,806
528.000	275.000	ANGLOGOLD ASHANTI	17,920	10,073	MARKET	10,073
130.000	-	ANGLOGOLD ASHN	754	-	MARKET	-
210.000	210.000	AON CORPORATION	9,647	7,953	MARKET	7,953
176.000	176.000	APACHE CORP	24,464	12,698	MARKET	12,698
267.000	350 000	AT&T INC	8,995	8,694	MARKET	8,694
438.000	311.000	BARRICK GOLD CORP	19,929	10,434	MARKET	10,434
218.000	218.000	BP PLC	15,166	10,394	MARKET	10,394
1,058.000	1,157 000	CA INC	24,429	20,167	MARKET	20,167
312 000	312 000	CBS COIRPOARTION	6,081	2,159	MARKET	2,159
172 000	-	CHUNGHWA TELECM NEW	4,364	-	MARKET	-
492.000	-	CITIGROUP INC	8,246	-	MARKET	-
436.000	436.000	COMCAST CP	8,179	6,148	MARKET	6,148
73 000	73.000	CURRENCYSHARES EURO TR	11,522	10,244	MARKET	10,244
926.000	926 000	DAI NIPPON PRTG	13,671	12,707	MARKET	12,707

EDWARD AND JUNE KELLOGG FOUNDATION, INC
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SUPPORTING SCHEDULE
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NUMBER OF SHARES						
BEGINNING OF YEAR	END OF YEAR	DESCRIPTION	BEGINNING OF YEAR	END OF YEAR	BASIS OF VALUATION	FMV
41 000	41.000	DAIWA HOUSE IND LTD	3,860	4,419	MARKET	4,419
-	58 000	E O G RESOURCES INC	-	3,939	MARKET	3,939
425 000	232.000	ELETROBRAS ADR	7,910	3,383	MARKET	3,383
434.000	434 000	ELETROBRAS SPON ADR	7,108	5,668	MARKET	5,668
386 000	-	FANNIE MAE	7,531	-	MARKET	-
478 000	478 000	FUJIFILM HLDGS CORP	16,381	15,153	MARKET	15,153
585 000	585 000	GENWORTH FINANCIAL INC	10,419	4,089	MARKET	4,089
846 000	846 000	GOLD FIELDS LTD	10,702	10,194	MARKET	10,194
-	194 000	HALLIBURTON CO HLDG CO	-	4,016	MARKET	4,016
213 000	213 000	HARTFORD FINL SVCS	13,753	2,528	MARKET	2,528
163.000	163.000	HESS CORPORATION	20,569	8,761	MARKET	8,761
140.000	-	ILLINOIS TOOL WORKS	6,651	-	MARKET	-
-	350 000	IMPALA PLATINUM ADR	-	7,725	MARKET	7,725
237 000	237 000	INGERSOLL RAND CO	8,871	4,953	MARKET	4,953
340.000	-	INTERNATIONAL PAPER	7,922	-	MARKET	-
883 000	883 000	IVANHOE MINES LTD	9,634	4,945	MARKET	4,945
336.000	336 000	JPMORGAN CHASE & CO	11,528	11,461	MARKET	11,461
205 000	256 000	KIMBERLY-CLARK CORP	12,255	13,422	MARKET	13,422
752 000	-	KIRIN HOLDINGS CO	11,762	-	MARKET	-
459 000	459 000	KOREA ELEC POWER CP	6,669	5,279	MARKET	5,279
126 000	175 000	KRAFT FOODS INC	3,585	4,435	MARKET	4,435
525 000	-	KT CORPORATION ADR	11,193	-	MARKET	-
203.000	-	LIBERTY MEDIA HLDG CP	2,996	-	MARKET	-
343.000	-	LIHIR GOLD LTD	10,877	-	MARKET	-
103 000	121 000	LOCKHEED MARTIN CORP	10,162	9,759	MARKET	9,759
99 000	360.000	LOEWS CORPORATION	4,643	9,864	MARKET	9,864
158 000	-	LONMIN PLC NEW SPON	10,034	-	MARKET	-
81.000	81.000	LORILLARD INC	5,602	5,489	MARKET	5,489
132 000	132.000	MAGNA INTL INC	7,820	5,576	MARKET	5,576
392.000	392 000	MATSUSHITA ELEV	8,397	-	MARKET	-
-	210.000	MERCK & CO INC	-	5,872	MARKET	5,872
-	209.000	METLIFE INC	-	6,272	MARKET	6,272
469.000	566.000	MICROSOFT CORP	12,902	13,454	MARKET	13,454
510 000	510.000	MITSUI SUMI INS	8,804	6,700	MARKET	6,700
1,233 000	2,191.000	MOTOROLA INC	9,050	14,526	MARKET	14,526
283 000	399 000	NEWCREST MINING	7,957	9,842	MARKET	9,842
310.000	198.000	NEWMONT MINING	16,170	8,092	MARKET	8,092
882.000	641.000	NIPPON TELEL & TEL	21,433	13,044	MARKET	13,044
219 000	271.000	NOBLE ENERGY INC	22,023	15,981	MARKET	15,981
568 000	-	NOVAGOLD RES INC	4,232	-	MARKET	-
222 000	222 000	NRG ENERGY INC	9,524	5,763	MARKET	5,763
-	392 000	PANASONIC CORP ADR	-	5,249	MARKET	5,249
198 000	198 000	PETRO CANADA VAR	11,039	-	MARKET	-
183.000	215 000	PHILIP MORRIS INTL	9,038	9,378	MARKET	9,378

EDWARD AND JUNE KELLOGG FOUNDATION, INC.
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SUPPORTING SCHEDULE
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NUMBER OF SHARES BEGINNING OF YEAR	NUMBER OF SHARES END OF YEAR	DESCRIPTION	BEGINNING OF YEAR	END OF YEAR	BASIS OF VALUATION	FMV
451.000	451.000	PITNEY BOWES INC	15,379	9,890	MARKET	9,890
482.000	-	PROMISE CO LTD	6,752	-	MARKET	-
170 000	-	RADIAN GROUP INC	247	-	MARKET	-
180.000	230.000	RAYTHEON COMPANY	10,130	10,219	MARKET	10,219
191.000	191.000	ROYAL DUTCH SHELL	15,301	9,714	MARKET	9,714
480.000	365 000	SANOFI AVENTIS ADR	15,950	10,764	MARKET	10,764
3,265.000	3,265.000	SEGA SAMMY HOLDINGS	7,130	10,346	MARKET	10,346
786.000	786.000	SEKISUI HOMES SPONS	7,348	7,983	MARKET	7,983
-	211.000	SEVEN & 1 HLDG CO	-	9,928	MARKET	9,928
361 000	460 000	SHISEIDO LTD SPON	8,275	7,542	MARKET	7,542
437 000	556 000	SK TELECOM LTD	9,076	8,423	MARKET	8,423
-	783.000	SOCIETE GENRALE SPN	-	8,541	MARKET	8,541
716.000	-	SPRINT NEXTEL	6,802	-	MARKET	-
913.000	1,629.000	STORA ENSO CORP	8,573	8,591	MARKET	8,591
228 000	480 000	SUNCOR ENERGY INC	13,251	14,563	MARKET	14,563
387 000	387.000	SWISSCOM AG ADR	12,946	11,867	MARKET	11,867
-	138.000	T D K CORPORATION	-	6,493	MARKET	6,493
99 000	212 000	TECHNIP ADR	9,170	10,375	MARKET	10,375
759.000	759.000	TELECOM ITALIA NEW	12,235	7,453	MARKET	7,453
658 000	658 000	TOMKINS PLC ADR	7,962	6,396	MARKET	6,396
160 000	127.000	UNION PACIFIC CORP	12,080	6,612	MARKET	6,612
40.000	87.000	UNITED STATES STEEL CORP	7,391	3,109	MARKET	3,109
333.000	257 000	UNITED UTILITIES ADR	9,099	4,207	MARKET	4,207
-	224.000	VERIZON COMMUNICATIONS	-	6,884	MARKET	6,884
461.000	461 000	VIACOM INC	14,079	10,465	MARKET	10,465
270 000	331 000	VODAFONE GROUP NEW	7,954	6,451	MARKET	6,451
406.000	-	WACHOVIA CORP	6,305	-	MARKET	-
151.000	151.000	WACOAL HLDGS CORP	9,036	9,382	MARKET	9,382
438 000	585 000	WELLS FARGO & CO	10,403	14,192	MARKET	14,192
			865,776	627,855		627,855

DELPHI INVESTMENT GROUP:

12,768.227	13,636.873	DELPHI INVESTMENT GROUP	2,623,702	2,063,960	MARKET	2,063,960

HODGES CAPITAL:

2,000 000	-	AMR CORP	10,240	-	MARKET	-
200.000	200 000	BRISTOW GROUP INC	9,898	5,926	MARKET	5,926
-	500.000	CHESAPEAKE ENERGY CORP	-	9,915	MARKET	9,915
500 000	500 000	COMMERCIAL METALS CO	18,850	8,015	MARKET	8,015
500.000	1,000 000	CONTL AIRLINES	5,055	8,860	MARKET	8,860

EDWARD AND JUNE KELLOGG FOUNDATION, INC.
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1,000 000	1,000.000	CROSS AT CO CL A	8,330	4,000	MARKET	4,000
600.000	400.000	DRYSHIPS INC	48,108	2,312	MARKET	2,312
-	200 000	GMX RESOURCES INC	-	2,128	MARKET	2,128
1,200 000	1,000.000	HOME DEPOT INC	28,104	23,630	MARKET	23,630
-	300 000	LEGG MASON INC	-	7,314	MARKET	7,314
500.000	500.000	MESABI TRUST CTF	15,400	5,550	MARKET	5,550
700.000	700 000	ROCKY MTN CHOC FACTORY	6,741	5,390	MARKET	5,390
500 000	500 000	ROWAN COMPANIES INC	23,375	9,660	MARKET	9,660
350.000	350 000	SCHLUMBERGER LTD	37,601	18,939	MARKET	18,939
300 000	300.000	SUNCOR ENERGY INC	17,436	9,102	MARKET	9,102
300 000	300.000	TEX PAC LAND SUB CTF	15,975	9,900	MARKET	9,900
350.000	350 000	TEXAS INDUSTRIES INC	19,645	10,976	MARKET	10,976
300.000	300 000	TRANSOCEAN INC NEW	45,717	22,287	MARKET	22,287
-	350.000	TRINITY INDUSTRIES INC	-	4,767	MARKET	4,767
150 000	50.000	UNITED STATES STEEL CORP	27,717	1,787	MARKET	1,787
200 000	-	WAL-MART STORES INC	11,240	-	MARKET	-
			349,432	170,458		170,458
		GRAND TOTAL - ALL INVESTMENT ACCOUNTS	**4,547,986**	**3,431,689**		**3,431,689**

Account Name : EDWA							
Account : 81298905							
Report Date : Jul 1 2008 - Jun 30 2009							
Gain Loss Period	**Symbol**	**Quantity**	**Acquired/Opened**	**Sold/Closed**	**Proceeds Applied**	**Cost Basis**	**Realized Gain**
Investment Type							**or (Loss)**
Description							
Long Term Gain or (Loss)							
Equities and Mutual Funds							
A T & T INC NEW							
	T	52.000000	Nov 02 2006	Dec 22 2008	1,442.99	1,760.06	(317.07)
Total : A T & T INC NEW		**52.000000**			**1,442.99**	**1,760.06**	**(317.07)**
ACOM CO LTD ADR FSPONSORED ADR 1 ADR REPS 0.25 ORD							
	ACMUY	1,341.000000	Nov 07 2006	Sep 11 2008	11,096 44	13,598.54	(2,502.10)
Total : ACOM CO LTD ADR FSPONSORED ADR 1 ADR REPS 0.25 ORD		**1,341.000000**			**11,096.44**	**13,598.54**	**(2,502.10)**
ALTRIA GROUP INC							
	MO	170.000000	Nov 02 2006	Jan 30 2009	2,857.25	3,185.98	(328.73)
	MO	13 000000	Nov 02 2006	Feb 04 2009	210.62	243.63	(33.01)
Total : ALTRIA GROUP INC		**183.000000**			**3,067.87**	**3,429.61**	**(361.74)**
AMGEN INCORPORATED							
	AMGN	32.000000	Jul 20 2007	Aug 14 2008	2,056.73	1,791.41	265 32
Total : AMGEN INCORPORATED		**32.000000**			**2,056.73**	**1,791.41**	**265.32**
ANGLOGOLD ASHANTI ADR FSPONSORED ADR 1 ADR REP 1 ORD							
	AU	236.000000	Nov 02 2006	Dec 12 2008	6,353.82	10,067.17	(3,713.35)
	AU	39 000000	Feb 12 2008	Feb 17 2009	1,219.68	1,368 35	(148.67)
	AU	80 000000	Oct 02 2007	Feb 17 2009	2,501.91	3,511.71	(1,009.80)
	AU	28 000000	Nov 02 2006	Feb 17 2009	875.67	1,194 41	(318.74)
Total : ANGLOGOLD ASHANTI ADR FSPONSORED ADR 1 ADR REP 1 ORD		**383.000000**			**10,951.08**	**16,141.64**	**(5,190.56)**
BARRICK GOLD CORP F							
	ABX	107.000000	Nov 02 2006	Jul 02 2008	4,857.14	3,333.80	1,523.34
	ABX	104.000000	Nov 02 2006	Dec 16 2008	3,468.90	3,240.33	228.57
Total : BARRICK GOLD CORP F		**211.000000**			**8,326.04**	**6,574.13**	**1,751.91**
CHUNGHWA TELECM ADR XXXCASH/STOCK MERGER EFF 03/03/09							
		165.000000	Nov 02 2006	Jun 30 2008	4,188 49	3,027.99	1,160.50
		7.000000	Nov 02 2006	Jul 07 2008	162.92	128.46	34.46
Total : CHUNGHWA TELECM ADR XXXCASH/STOCK MERGER EFF 03/03/09		**172.000000**			**4,351.41**	**3,156.45**	**1,194.96**
CITIGROUP INC							
	C	20.000000	Jul 10 2007	Oct 06 2008	336.11	1,020.13	(684 02)
	C	106.000000	Jul 10 2007	Oct 06 2008	1,781 42	5,406.71	(3,625.29)
	C	359.000000	Nov 02 2006	Oct 06 2008	6,033.32	17,805.58	(11,772.26)
	C	7.000000	Jul 10 2007	Oct 09 2008	88.62	357.05	(268.43)
Total : CITIGROUP INC		**492.000000**			**8,239.47**	**24,589.47**	**(16,350.00)**
ELETROBRAS ADR FSPONSORED ADR 1 ADR REPS 1 ORD							
	EBR	43.000000	Feb 13 2007	Apr 17 2009	555.15	499.11	56.04
	EBR	150.000000	Feb 12 2007	Apr 17 2009	1,936.58	1,694.23	242.35
Total : ELETROBRAS ADR FSPONSORED ADR 1 ADR REPS 1 ORD		**193.000000**			**2,491.73**	**2,193.34**	**298.39**
FANNIE MAE							
	FNM	11.000000	Nov 02 2006	Sep 08 2008	9.69	640.11	(630.42)
	FNM	375.000000	Nov 02 2006	Sep 08 2008	330 59	21,821.92	(21,491.33)
Total : FANNIE MAE		**386.000000**			**340.28**	**22,462.03**	**(22,121.75)**
ILLINOIS TOOL WORKS INC							
	ITW	120.000000	Feb 28 2008	Apr 16 2009	3,965.65	5,977.77	(2,012 12)
	ITW	20.000000	Feb 28 2008	Apr 21 2009	622.45	996.29	(373.84)
Total : ILLINOIS TOOL WORKS INC		**140.000000**			**4,588.10**	**6,974.06**	**(2,385.96)**

Account Name : EDWA
Account : 81298905
Report Date : Jul 1 2008 - Jun 30 2009

Gain Loss Period / Investment Type / Description	Symbol	Quantity	Acquired/Opened	Sold/Closed	Proceeds Applied	Cost Basis	Realized Gain or (Loss)
INTERNATIONAL PAPER CO							
	IP	325.000000	Nov 02 2006	Dec 19 2008	4,011.98	10,607.76	(6,595.78)
	IP	15.000000	Nov 02 2006	Jan 02 2009	176.91	489.59	(312 68)
Total : INTERNATIONAL PAPER CO		**340.000000**			**4,188.89**	**11,097.35**	**(6,908.46)**
KIRIN HOLDINGS CO ADR FSPONSORED ADR 1 ADR REP 1 ORD							
	KNBWY	715.000000	Nov 06 2006	May 22 2009	8,645.21	9,447.80	(802.59)
	KNBWY	37.000000	Nov 06 2006	May 29 2009	452.18	488.91	(36 73)
Total : KIRIN HOLDINGS CO ADR FSPONSORED ADR 1 ADR REP 1 ORD		**752.000000**			**9,097.39**	**9,936.71**	**(839.32)**
KT CORPORATION ADR FSPONSORED ADR 1 ADR REP 1/2 ORD							
	KTC	475.000000	Mar 26 2007	Mar 18 2009	6,389.29	10,667 64	(4,278 35)
	KTC	50.000000	Mar 26 2007	Apr 02 2009	722.19	1,122.91	(400.72)
Total : KT CORPORATION ADR FSPONSORED ADR 1 ADR REP 1/2 ORD		**525.000000**			**7,111.48**	**11,790.55**	**(4,679.07)**
LIBERTY MEDIA HLDG CP A							
	LINTA	175 000000	Nov 02 2006	Dec 12 2008	406.23	3,870.71	(3,464 48)
	LINTA	28.000000	Nov 02 2006	Dec 18 2008	78.12	619.31	(541.19)
Total : LIBERTY MEDIA HLDG CP A		**203.000000**			**484.35**	**4,490.02**	**(4,005.67)**
LIHIR GOLD LTD ADR FSPONSORED ADR 1 ADR REP 20 ORD							
	LIHR	121.000000	Nov 06 2006	May 15 2009	2,771.71	2,651 01	120 70
	LIHR	83.000000	May 15 2008	May 21 2009	2,057.11	2,264 41	(207.30)
Total : LIHIR GOLD LTD ADR FSPONSORED ADR 1 ADR REP 20 ORD		**204.000000**			**4,828.82**	**4,915.42**	**(86.60)**
LONMIN PLC NEW SPON ADRFSPONSORED ADR 1 ADR REPS 1 ORD							
	LNMIY	92 000000	Nov 06 2006	Aug 06 2008	5,925.50	5,334.10	591.40
	LNMIY	66.000000	Nov 06 2006	Mar 20 2009	1,349.35	3,826.63	(2,477.28)
Total : LONMIN PLC NEW SPON ADRFSPONSORED ADR 1 ADR REPS 1 ORD		**158.000000**			**7,274.85**	**9,160.73**	**(1,885.88)**
NEWMONT MINING CORP							
	NEM	112 000000	Apr 09 2007	Apr 03 2009	5,006.38	4,893.62	112.76
Total : NEWMONT MINING CORP		**112.000000**			**5,006.38**	**4,893.62**	**112.76**
NIPPON TELE & TEL ADR FSPONSORED ADR 1 ADR REP 0.5 ORD							
	NTT	175.000000	Nov 02 2006	Dec 03 2008	4,150.41	4,369.46	(219 05)
	NTT	126.000000	Nov 02 2006	Dec 15 2008	3,207.08	3,146.01	61 07
Total : NIPPON TELE & TEL ADR FSPONSORED ADR 1 ADR REP 0.5 ORD		**301.000000**			**7,357.49**	**7,515.47**	**(157.98)**
NOVAGOLD RES INC NEW F							
	NG	535.000000	Dec 01 2006	Jan 28 2009	1,396.48	8,662.67	(7,266.19)
	NG	33.000000	Dec 01 2006	Feb 04 2009	111.19	534.33	(423.14)
Total : NOVAGOLD RES INC NEW F		**568.000000**			**1,507.67**	**9,197.00**	**(7,689.33)**
PETRO CANADA VAR VTG FCOMMON SHARES							
	PCZ	170.000000	May 22 2007	Jan 28 2009	4,012.07	8,689.40	(4,677.33)
	PCZ	28.000000	May 22 2007	Feb 04 2009	641.51	1,431.19	(789.68)
Total : PETRO CANADA VAR VTG FCOMMON SHARES		**198.000000**			**4,653.58**	**10,120.59**	**(5,467.01)**
PROMISE CO LTD ADR FUNSPONSORED ADR 1 ADR REPS 0.50 ORD							
	PMSEY	420.000000	Nov 06 2006	May 22 2009	2,890.90	7,693.27	(4,802.37)
	PMSEY	62.000000	Nov 06 2006	May 29 2009	403.48	1,135.67	(732.19)
Total : PROMISE CO LTD ADR FUNSPONSORED ADR 1 ADR REPS 0.50 ORD		**482.000000**			**3,294.38**	**8,828.94**	**(5,534.56)**
RADIAN GROUP INC							
	RDN	160.000000	Nov 02 2006	Jul 17 2008	184.89	8,500.54	(8,315.65)
	RDN	10.000000	Nov 02 2006	Jul 22 2008	3.16	531.28	(528.12)
Total : RADIAN GROUP INC		**170.000000**			**188.05**	**9,031.82**	**(8,843.77)**

Account Name : EDWA							
Account : 81298905							
Report Date : Jul 1 2008 - Jun 30 2009							
Gain Loss Period	**Symbol**	**Quantity**	**Acquired/Opened**	**Sold/Closed**	**Proceeds Applied**	**Cost Basis**	**Realized Gain**
Investment Type							**or (Loss)**
Description							
SANOFI AVENTIS ADR FSPONSORED ADR 2 ADR REP 1 ORD							
	SNY	115 000000	Jan 18 2008	Jan 21 2009	3,538.92	5,145.48	(1,606.56)
Total : SANOFI AVENTIS ADR FSPONSORED ADR 2 ADR REP 1 ORD		**115.000000**			**3,538.92**	**5,145.48**	**(1,606.56)**
SPRINT NEXTEL CORP							
	S	690.000000	Nov 02 2006	Oct 29 2008	2,235.83	13,049.21	(10,813.38)
	S	26.000000	Nov 02 2006	Oct 31 2008	88.83	491.71	(402.88)
Total : SPRINT NEXTEL CORP		**716.000000**			**2,324.66**	**13,540.92**	**(11,216.26)**
UNION PACIFIC CORP							
	UNP	33.000000	Nov 02 2006	Aug 08 2008	2,706.03	1,497 33	1,208.70
Total : UNION PACIFIC CORP		**33.000000**			**2,706.03**	**1,497.33**	**1,208.70**
UNITED STATES STEEL CORP							
	X	40.000000	Nov 02 2006	Jun 29 2009	1,483.01	2,649.05	(1,166.04)
Total : UNITED STATES STEEL CORP		**40.000000**			**1,483.01**	**2,649.05**	**(1,166.04)**
UNITED UTILTIES ADR NEWFSPONSORED ADR 1 ADR REP 2 ORD							
	UUGRY	0.318182	Nov 06 2006	Jul 29 2008	8.56	11.45	(2.89)
Total : UNITED UTILTIES ADR NEWFSPONSORED ADR 1 ADR REP 2 ORD		**0.318182**			**8.56**	**11.45**	**(2.89)**
Total : Equities and Mutual Funds		**8,502.318182**			**122,006.65**	**226,493.19**	**(104,486.54)**
Total : Long Term Gain or (Loss)		**8,502.318182**			**122,006.65**	**226,493.19**	**(104,486.54)**
Short Term Gain or (Loss)							
Equities and Mutual Funds							
AMERICAN INTL GROUP IXXX1 FOR 20 REVERSE SPLIT EFF 07/01/09							
		110.000000	May 14 2008	Sep 12 2008	1,414 43	4,349.95	(2,935.52)
		11.000000	May 14 2008	Sep 24 2008	33.53	434.99	(401.46)
Total : AMERICAN INTL GROUP IXXX1 FOR 20 REVERSE SPLIT EFF 07/01/09		**121.000000**			**1,447.96**	**4,784.94**	**(3,336.98)**
LIHIR GOLD LTD ADR FSPONSORED ADR 1 ADR REP 20 ORD							
	LIHR	139.000000	May 15 2008	May 15 2009	3,184 03	3,792.21	(608.18)
Total : LIHIR GOLD LTD ADR FSPONSORED ADR 1 ADR REP 20 ORD		**139.000000**			**3,184.03**	**3,792.21**	**(608.18)**
LONMIN PLC NEW SPON ADRFSPONSORED ADR 1 ADR REPS 1 ORD							
	LNMIY	59.000000	Sep 30 2008	Mar 20 2009	1,206.24	2,244.59	(1,038.35)
	LNMIY	29.000000	Sep 30 2008	Apr 21 2009	522.02	1,103.27	(581.25)
Total : LONMIN PLC NEW SPON ADRFSPONSORED ADR 1 ADR REPS 1 ORD		**88.000000**			**1,728.26**	**3,347.86**	**(1,619.60)**
PROMISE CO LTD ADR FUNSPONSORED ADR 1 ADR REPS 0.50 ORD							
	PMSEY	217.000000	Sep 16 2008	May 29 2009	1,412.18	2,494.09	(1,081.91)
Total : PROMISE CO LTD ADR FUNSPONSORED ADR 1 ADR REPS 0.50 ORD		**217.000000**			**1,412.18**	**2,494.09**	**(1,081.91)**
UNITED STATES STEEL CORP							
	X	40.000000	Sep 18 2008	Jun 29 2009	1,483 01	3,613.59	(2,130.58)
Total : UNITED STATES STEEL CORP		**40.000000**			**1,483.01**	**3,613.59**	**(2,130.58)**
WACHOVIA CORP NEW XXXSTOCK MERGER EFF 01/02/09							
		400.000000	Jun 18 2008	Sep 30 2008	1,326.99	6,715.32	(5,388.33)
		6.000000	Jun 18 2008	Oct 02 2008	14 38	100.73	(86.35)
Total : WACHOVIA CORP NEW XXXSTOCK MERGER EFF 01/02/09		**406.000000**			**1,341.37**	**6,816.05**	**(5,474.68)**
Total : Equities and Mutual Funds		**1,011.000000**			**10,596.81**	**24,848.74**	**(14,251.93)**
Total : Short Term Gain or (Loss)		**1,011.000000**			**10,596.81**	**24,848.74**	**(14,251.93)**
Grand total :		**9,513.318182**			**132,603.46**	**251,341.93**	**(118,738.47)**

Account Name : EDWA						
Account : 62209752						
Report Date : Jul 1 2008 - Jun 30 2009						
Gain Loss Period	**Quantity**	**Acquired/Opened**	**Sold/Closed**	**Proceeds Applied**	**Cost Basis**	**Realized Gain**
Investment Type						**or (Loss)**
Description						
Long Term Gain or (Loss)						
Equities and Mutual Funds						
BANK OF AMERICA CORP						
	195.000000	Nov 02 2006	Oct 07 2008	4,914.08	10,471.95	(5,557.87)
Total : BANK OF AMERICA CORP	**195.000000**			**4,914.08**	**10,471.95**	**(5,557.87)**
GDF SUEZ ADR FSPONSORED ADR 1 SPON ADR REPS 1 ORD						
	0.318075	Nov 02 2006	Jul 25 2008	20.04	14.92	5.12
	95.454500	Nov 02 2006	Dec 19 2008	4,399.92	4,481.49	(81.57)
	128.545500	Nov 02 2006	Dec 19 2008	5,925.22	6,031.04	(105.82)
Total : GDF SUEZ ADR FSPONSORED ADR 1 SPON ADR REPS 1 ORD	**224.318075**			**10,345.18**	**10,527.45**	**(182.27)**
GENERAL ELECTRIC COMPANY						
	300.000000	Nov 02 2006	Feb 24 2009	2,676.07	10,447.95	(7,771.88)
Total : GENERAL ELECTRIC COMPANY	**300.000000**			**2,676.07**	**10,447.95**	**(7,771.88)**
LINCOLN NATIONAL CORP						
	100.000000	Nov 02 2006	Oct 13 2008	2,460.17	6,307.09	(3,846.92)
	65.000000	Nov 02 2006	Oct 13 2008	1,599.11	4,099.61	(2,500.50)
Total : LINCOLN NATIONAL CORP	**165.000000**			**4,059.28**	**10,406.70**	**(6,347.42)**
PFIZER INCORPORATED						
	430.000000	Mar 21 2007	Jan 26 2009	6,710.46	11,067.40	(4,356.94)
Total : PFIZER INCORPORATED	**430.000000**			**6,710.46**	**11,067.40**	**(4,356.94)**
RAYONIER INC REIT						
	185.000000	Nov 02 2006	Jun 25 2009	6,627.01	7,377.18	(750.17)
Total : RAYONIER INC REIT	**185.000000**			**6,627.01**	**7,377.18**	**(750.17)**
U S T INC XXXCASH MERGER @ $69.50/SH EFF 01/06/09						
	195.000000	Nov 02 2006	Sep 05 2008	12,941.13	10,442.51	2,498.62
Total : U S T INC XXXCASH MERGER @ $69.50/SH EFF 01/06/09	**195.000000**			**12,941.13**	**10,442.51**	**2,498.62**
VULCAN MATERIALS COMPANY						
	130.000000	May 06 2008	Jun 11 2009	5,482.49	8,524.47	(3,041.98)
Total : VULCAN MATERIALS COMPANY	**130.000000**			**5,482.49**	**8,524.47**	**(3,041.98)**
WILMINGTON TRUST CORP						
	255.000000	Nov 02 2006	Feb 02 2009	3,309.03	10,467.30	(7,158.27)
Total : WILMINGTON TRUST CORP	**255.000000**			**3,309.03**	**10,467.30**	**(7,158.27)**
Total : Equities and Mutual Funds	**2,079.318075**			**57,064.73**	**89,732.91**	**(32,668.18)**
Total : Long Term Gain or (Loss)	**2,079.318075**			**57,064.73**	**89,732.91**	**(32,668.18)**
Short Term Gain or (Loss)						
Equities and Mutual Funds						
BANK OF AMERICA CORP						
	80.000000	Apr 25 2008	Oct 07 2008	2,016.03	3,046.35	(1,030.32)
Total : BANK OF AMERICA CORP	**80.000000**			**2,016.03**	**3,046.35**	**(1,030.32)**
GENERAL ELECTRIC COMPANY						
	75.000000	Jun 23 2008	Feb 24 2009	669.02	2,074.95	(1,405.93)

Account Name : EDWA						
Account : 62209752						
Report Date : Jul 1 2008 - Jun 30 2009						
Gain Loss Period	**Quantity**	**Acquired/Opened**	**Sold/Closed**	**Proceeds Applied**	**Cost Basis**	**Realized Gain**
Investment Type						**or (Loss)**
Description						
Total : GENERAL ELECTRIC COMPANY	**75.000000**			**669.02**	**2,074.95**	**(1,405.93)**
MASCO CORP						
	420.000000	Apr 29 2008	Feb 13 2009	2,701.55	7,851.90	(5,150.35)
Total : MASCO CORP	**420.000000**			**2,701.55**	**7,851.90**	**(5,150.35)**
NOKIA CORP SPON ADR F1 ADR REP 1 NOKIA CORPS						
	215.000000	Oct 13 2008	Jan 22 2009	2,604.75	3,504.80	(900.05)
	205.000000	Oct 08 2008	Jan 22 2009	2,483.60	3,467.68	(984.08)
Total : NOKIA CORP SPON ADR F1 ADR REP 1 NOKIA CORPS	**420.000000**			**5,088.35**	**6,972.48**	**(1,884.13)**
Total : Equities and Mutual Funds	**995.000000**			**10,474.95**	**19,945.68**	**(9,470.73)**
Total : Short Term Gain or (Loss)	**995.000000**			**10,474.95**	**19,945.68**	**(9,470.73)**
Grand total :	**3,074.318075**			**67,539.68**	**109,678.59**	**(42,138.91)**

Account Name : EDWA						
Account : 71861632						
Report Date : Jul 1 2008 - Jun 30 2009						
Gain Loss Period	**Quantity**	**Acquired/Opened**	**Sold/Closed**	**Proceeds Applied**	**Cost Basis**	**Realized Gain**
Investment Type						**or (Loss)**
Description						
Long Term Gain or (Loss)						
Equities and Mutual Funds						
BANCTRUST FINL GROUP INC						
	450.000000	Jun 25 2007	Jul 16 2008	3,528.88	9,479.31	(5,950.43)
Total : BANCTRUST FINL GROUP INC	**450.000000**			**3,528.88**	**9,479.31**	**(5,950.43)**
BELO CORPORATION SER A SERIES A						
	500.000000	Apr 25 2008	Apr 30 2009	853.15	5,217.55	(4,364.40)
Total : BELO CORPORATION SER A SERIES A	**500.000000**			**853.15**	**5,217.55**	**(4,364.40)**
CASTLEPOINT HOLDINGS XXXCASH/STOCK MERGER EFF 02/05/09						
	280.000000	Jul 10 2007	Nov 11 2008	3,008.39	4,121.87	(1,113.48)
	280.000000	Jul 10 2007	Nov 17 2008	2,795.28	4,121.86	(1,326.58)
	40.000000	Jul 10 2007	Nov 25 2008	395.85	588.84	(192.99)
Total : CASTLEPOINT HOLDINGS XXXCASH/STOCK MERGER EFF 02/05/09	**600.000000**			**6,199.52**	**8,832.57**	**(2,633.05)**
INFOCUS CORP XXXCASH MERGER @ $0.95/SH EFF 05/29/09						
	3,200.000000	Nov 13 2006	May 28 2009	3,030.05	8,021.59	(4,991.54)
Total : INFOCUS CORP XXXCASH MERGER @ $0.95/SH EFF 05/29/09	**3,200.000000**			**3,030.05**	**8,021.59**	**(4,991.54)**
OPNET TECHNOLOGIES INC						
	270.000000	Jul 18 2007	Nov 10 2008	3,270.53	2,770.89	499.64
Total : OPNET TECHNOLOGIES INC	**270.000000**			**3,270.53**	**2,770.89**	**499.64**
PHOENIX COMPANIES NEW						
	900.000000	Mar 02 2007	Sep 04 2008	10,789.16	12,623.91	(1,834.75)
Total : PHOENIX COMPANIES NEW	**900.000000**			**10,789.16**	**12,623.91**	**(1,834.75)**
PUTNAM MANAGED MUNI INCMSHS BEN INT						
	77.000000	Dec 18 2006	Jun 30 2009	450.47	580.65	(130.18)
	1,354.000000	Dec 18 2006	Jun 30 2009	7,921.35	10,210.36	(2,289.01)
	100.000000	Dec 18 2006	Jun 30 2009	585.03	754.09	(169.06)
	46.000000	Dec 18 2006	Jun 30 2009	269.11	346.88	(77.77)
Total : PUTNAM MANAGED MUNI INCMSHS BEN INT	**1,577.000000**			**9,225.96**	**11,891.98**	**(2,666.02)**
RAM HOLDINGS LTD ORD F						
	850.000000	Dec 11 2006	Jun 30 2009	206.00	11,440.33	(11,234.33)
Total : RAM HOLDINGS LTD ORD F	**850.000000**			**206.00**	**11,440.33**	**(11,234.33)**
RMR ASIA PAC R E FD NEW						
	0.750000	Oct 25 2007	Jun 18 2009	11.58	23.56	(11.98)
Total : RMR ASIA PAC R E FD NEW	**0.750000**			**11.58**	**23.56**	**(11.98)**
TOYOTA INDUSTRIES ORD F						
	350.000000	Dec 03 2007	Feb 12 2009	7,612.36	15,038.44	(7,426.08)
Total : TOYOTA INDUSTRIES ORD F	**350.000000**			**7,612.36**	**15,038.44**	**(7,426.08)**
VALUEVISION MEDIA INC A CL A						
	850.000000	Jul 26 2007	Aug 26 2008	1,906.24	8,187.69	(6,281.45)
Total : VALUEVISION MEDIA INC A CL A	**850.000000**			**1,906.24**	**8,187.69**	**(6,281.45)**
VAN KAMPEN DYNAMIC FUND						

Account Name : EDWA						
Account : 71861632						
Report Date : Jul 1 2008 - Jun 30 2009						
Gain Loss Period	**Quantity**	**Acquired/Opened**	**Sold/Closed**	**Proceeds Applied**	**Cost Basis**	**Realized Gain**
Investment Type						**or (Loss)**
Description						
	600.000000	Sep 28 2007	May 04 2009	4,697.09	10,111.98	(5,414.89)
	450.000000	Nov 01 2007	Jun 30 2009	4,137.64	7,590.93	(3,453.29)
	150.000000	Sep 28 2007	Jun 30 2009	1,379.21	2,528.00	(1,148.79)
Total : VAN KAMPEN DYNAMIC FUND	**1,200.000000**			**10,213.94**	**20,230.91**	**(10,016.97)**
Total : Equities and Mutual Funds	**10,747.750000**			**56,847.37**	**113,758.73**	**(56,911.36)**
Total : Long Term Gain or (Loss)	**10,747.750000**			**56,847.37**	**113,758.73**	**(56,911.36)**
Short Term Gain or (Loss)						
Equities and Mutual Funds						
AMERN STRATEGIC INCM III						
	380.000000	Apr 17 2009	Jun 30 2009	3,300.09	3,035.22	264.87
	400.000000	Apr 17 2009	Jun 30 2009	3,473.79	3,194.96	278.83
	200.000000	Apr 17 2009	Jun 30 2009	1,736.89	1,597.48	139.41
Total : AMERN STRATEGIC INCM III	**980.000000**			**8,510.77**	**7,827.66**	**683.11**
BANCTRUST FINL GROUP INC						
	150.000000	Aug 01 2007	Jul 16 2008	1,176.29	2,596.04	(1,419.75)
Total : BANCTRUST FINL GROUP INC	**150.000000**			**1,176.29**	**2,596.04**	**(1,419.75)**
BELO CORPORATION SER A SERIES A						
	105.000000	Jun 10 2008	Apr 30 2009	179.16	946.19	(767.03)
	280.000000	May 14 2008	Apr 30 2009	477.77	2,902.25	(2,424.48)
	690.000000	Oct 07 2008	May 05 2009	1,303.27	3,096.47	(1,793.20)
	195.000000	Jun 10 2008	May 05 2009	368.31	1,757.20	(1,388.89)
Total : BELO CORPORATION SER A SERIES A	**1,270.000000**			**2,328.51**	**8,702.11**	**(6,373.60)**
BERKSHIRE HATHAWAY CL B						
	2.000000	Feb 18 2009	Mar 11 2009	5,459.10	5,280.55	178.55
Total : BERKSHIRE HATHAWAY CL B	**2.000000**			**5,459.10**	**5,280.55**	**178.55**
CASTLEPOINT HOLDINGS XXXCASH/STOCK MERGER EFF 02/05/09						
	250.000000	May 01 2008	Nov 25 2008	2,474.05	2,432.48	41.57
Total : CASTLEPOINT HOLDINGS XXXCASH/STOCK MERGER EFF 02/05/09	**250.000000**			**2,474.05**	**2,432.48**	**41.57**
COMSTOCK RES INC NEW						
	100.000000	Aug 04 2008	Dec 08 2008	4,243.92	6,006.32	(1,762.40)
	90.000000	Oct 07 2008	Dec 10 2008	4,035.38	3,409.61	625.77
	50.000000	Oct 03 2008	Dec 10 2008	2,241.88	2,047.65	194.23
	60.000000	Sep 18 2008	Dec 10 2008	2,690.25	3,130.37	(440.12)
	10.000000	Aug 04 2008	Dec 10 2008	448.38	600.63	(152.25)
Total : COMSTOCK RES INC NEW	**310.000000**			**13,659.81**	**15,194.58**	**(1,534.77)**
CR SUISSE ASSET MGMT FD MANAGEMENT INCOME FUND						
	2,750.000000	Oct 10 2008	Jun 30 2009	7,987.29	5,269.15	2,718.14
Total : CR SUISSE ASSET MGMT FD MANAGEMENT INCOME FUND	**2,750.000000**			**7,987.29**	**5,269.15**	**2,718.14**
DSP GROUP INC						
	350.000000	Feb 01 2008	Dec 19 2008	2,405.34	4,036.29	(1,630.95)
Total : DSP GROUP INC	**350.000000**			**2,405.34**	**4,036.29**	**(1,630.95)**

Account Name : EDWA						
Account : 71861632						
Report Date : Jul 1 2008 - Jun 30 2009						
Gain Loss Period	**Quantity**	**Acquired/Opened**	**Sold/Closed**	**Proceeds Applied**	**Cost Basis**	**Realized Gain**
Investment Type						**or (Loss)**
Description						
EXXON MOBIL CORPORATION						
	70.000000	Oct 16 2008	Oct 29 2008	5,293.52	4,454.95	838.57
Total : EXXON MOBIL CORPORATION	**70.000000**			**5,293.52**	**4,454.95**	**838.57**
FIRST POTOMAC REALTY TR						
	100.000000	Dec 19 2007	Aug 13 2008	1,680.73	1,747.97	(67.24)
	550.000000	Aug 13 2007	Aug 13 2008	9,244.03	10,747.43	(1,503.40)
Total : FIRST POTOMAC REALTY TR	**650.000000**			**10,924.76**	**12,495.40**	**(1,570.64)**
FIRST TRUST/FOUR CORNERSSENIOR FLOATING RATE						
	40.000000	Sep 18 2008	May 07 2009	371.97	455.60	(83.63)
	360.000000	Sep 02 2008	May 07 2009	3,347.77	4,806.13	(1,458.36)
	400.000000	Sep 18 2008	Jun 30 2009	3,908.89	4,555.95	(647.06)
Total : FIRST TRUST/FOUR CORNERSSENIOR FLOATING RATE	**800.000000**			**7,628.63**	**9,817.68**	**(2,189.05)**
FRANKLIN UNIV TR S B I SH BEN INT						
	915.000000	Sep 15 2008	May 22 2009	3,983.26	5,450.92	(1,467.66)
	600.000000	Dec 22 2008	Jun 30 2009	2,774.09	2,053.62	720.47
	315.000000	Sep 15 2008	Jun 30 2009	1,456.40	1,876.55	(420.15)
Total : FRANKLIN UNIV TR S B I SH BEN INT	**1,830.000000**			**8,213.75**	**9,381.09**	**(1,167.34)**
GAYLORD ENTERTNMT CORP						
	70.000000	Mar 13 2008	Jul 17 2008	1,760.16	2,021.77	(261.61)
	5.000000	Apr 15 2008	Jul 22 2008	149.65	141.19	8.46
	80.000000	Mar 18 2008	Jul 22 2008	2,394.39	2,229.78	164.61
	60.000000	Mar 13 2008	Jul 22 2008	1,795.79	1,732.94	62.85
	70.000000	Apr 22 2008	Aug 11 2008	2,161.67	2,033.74	127.93
	75.000000	Apr 15 2008	Aug 11 2008	2,316.07	2,117.91	198.16
Total : GAYLORD ENTERTNMT CORP	**360.000000**			**10,577.73**	**10,277.33**	**300.40**
GLOBAL INDUSTRIES LTD						
	35.000000	Oct 17 2008	Mar 26 2009	155.47	142.44	13.03
	260.000000	Sep 30 2008	Mar 26 2009	1,154.88	1,825.72	(670.84)
	760.000000	Sep 15 2008	Mar 26 2009	3,375.81	5,968.23	(2,592.42)
	570.000000	Dec 08 2008	Apr 01 2009	2,271.88	1,555.71	716.17
	485.000000	Oct 17 2008	Apr 01 2009	1,933.09	1,973.78	(40.69)
Total : GLOBAL INDUSTRIES LTD	**2,110.000000**			**8,891.13**	**11,465.88**	**(2,574.75)**
HELMERICH & PAYNE INC						
	200.000000	Dec 05 2008	Dec 17 2008	4,603.57	3,596.90	1,006.67
Total : HELMERICH & PAYNE INC	**200.000000**			**4,603.57**	**3,596.90**	**1,006.67**
MAX CAPITAL GROUP LTD F						
	270.000000	May 29 2008	Sep 19 2008	7,443.19	6,391.75	1,051.44
Total : MAX CAPITAL GROUP LTD F	**270.000000**			**7,443.19**	**6,391.75**	**1,051.44**
PHOENIX COMPANIES NEW						
	1,500.000000	Dec 12 2008	May 12 2009	3,197.46	2,083.70	1,113.76
	100.000000	Jan 26 2009	Jun 30 2009	165.25	175.83	(10.58)

Account Name : EDWA						
Account : 71861632						
Report Date : Jul 1 2008 - Jun 30 2009						
Gain Loss Period	**Quantity**	**Acquired/Opened**	**Sold/Closed**	**Proceeds Applied**	**Cost Basis**	**Realized Gain**
Investment Type						**or (Loss)**
Description						
	28.000000	Jan 26 2009	Jun 30 2009	46.27	49.23	(2.96)
	100.000000	Jan 26 2009	Jun 30 2009	165.27	175.82	(10.55)
	100.000000	Jan 26 2009	Jun 30 2009	165.27	175.83	(10.56)
	342.000000	Jan 26 2009	Jun 30 2009	565.22	601.32	(36.10)
	100.000000	Jan 26 2009	Jun 30 2009	165.27	175.82	(10.55)
	90.000000	Jan 26 2009	Jun 30 2009	148.74	158.24	(9.50)
	10.000000	Dec 12 2008	Jun 30 2009	16.53	13.89	2.64
Total : PHOENIX COMPANIES NEW	**2,370.000000**			**4,635.28**	**3,609.68**	**1,025.60**
STONE ENERGY CORP						
	140.000000	Dec 18 2008	Jan 13 2009	1,591.25	1,298.74	292.51
	300.000000	Dec 15 2008	Jan 13 2009	3,409.81	3,926.01	(516.20)
Total : STONE ENERGY CORP	**440.000000**			**5,001.06**	**5,224.75**	**(223.69)**
TRIQUINT SEMICONDUCTOR						
	1,500.000000	Feb 03 2009	Apr 09 2009	5,529.00	3,240.00	2,289.00
Total : TRIQUINT SEMICONDUCTOR	**1,500.000000**			**5,529.00**	**3,240.00**	**2,289.00**
UNIT CORPORATION						
	90.000000	Dec 05 2008	Apr 17 2009	2,510.16	2,171.69	338.47
	130.000000	Nov 17 2008	Apr 17 2009	3,625.79	3,803.27	(177.48)
Total : UNIT CORPORATION	**220.000000**			**6,135.95**	**5,974.96**	**160.99**
VIRTUS INVESTMENT PTNRS						
	0.500000	Jan 02 2009	Jan 02 2009	2.73	4.38	(1.65)
	75.000000	Jan 02 2009	May 11 2009	1,023.35	656.25	367.10
Total : VIRTUS INVESTMENT PTNRS	**75.500000**			**1,026.08**	**660.63**	**365.45**
VISHAY INTERTECHNOLOGY						
	525.000000	Feb 06 2008	Aug 04 2008	4,940.45	5,280.17	(339.72)
Total : VISHAY INTERTECHNOLOGY	**525.000000**			**4,940.45**	**5,280.17**	**(339.72)**
WASHINGTON POST CO CL B						
	5.000000	Jun 03 2008	Feb 09 2009	2,092.05	3,104.60	(1,012.55)
	7.000000	Feb 28 2008	Feb 09 2009	2,928.86	5,148.63	(2,219.77)
Total : WASHINGTON POST CO CL B	**12.000000**			**5,020.91**	**8,253.23**	**(3,232.32)**
WHIRLPOOL CORP						
	50.000000	Jun 13 2008	Aug 11 2008	4,239.11	3,416.70	822.41
	70.000000	Oct 17 2007	Aug 11 2008	5,934.75	6,350.41	(415.66)
Total : WHIRLPOOL CORP	**120.000000**			**10,173.86**	**9,767.11**	**406.75**
Total : Equities and Mutual Funds	**17,614.500000**			**150,040.03**	**161,230.37**	**(11,190.34)**
Fixed Income						
GENWORTH FINL 4.75XXX**MATURED** DUE 06/15/09						
	6,000.000000	Sep 29 2008	Jan 02 2009	5,848.35	5,427.64	420.71
Total : GENWORTH FINL 4.75XXX**MATURED** DUE 06/15/09	**6,000.000000**			**5,848.35**	**5,427.64**	**420.71**
LIBERTY MEDIA CO 7.75XXX**MATURED** DUE 07/15/09						
	10,000.000000	Jun 11 2008	Oct 30 2008	9,955.05	10,133.71	(178.66)

Account Name : EDWA						
Account : 71861632						
Report Date : Jul 1 2008 - Jun 30 2009						
Gain Loss Period	**Quantity**	**Acquired/Opened**	**Sold/Closed**	**Proceeds Applied**	**Cost Basis**	**Realized Gain**
Investment Type						**or (Loss)**
Description						
*Total : LIBERTY MEDIA CO 7.75XXX**MATURED** DUE 07/15/09*	10,000.000000			9,955.05	10,133.71	(178.66)
Total : Fixed Income	16,000.000000			15,803.40	15,561.35	242.05
Total : Short Term Gain or (Loss)	33,614.500000			165,843.43	176,791.72	(10,948.29)
Grand total :	44,362.250000			222,690.80	290,550.45	(67,859.65)

Account Name : EDWA						
Account : 25738136						
Report Date : Jul 01 2008 - Jun 30 2009						
Gain Loss Period	**Quantity**	**Acquired/Opened**	**Sold/Closed**	**Proceeds Applied**	**Cost Basis**	**Realized Gain**
Investment Type						**or (Loss)**
Description						
Long Term Gain or (Loss)						
Equities and Mutual Funds						
A M R CORPORATION						
	1,000.000000	Feb 15 2008	Jun 05 2009	5,033.40	15,307.95	(10,274.55)
Total : A M R CORPORATION	**1,000.000000**			**5,033.40**	**15,307.95**	**(10,274.55)**
Total : Equities and Mutual Funds	**1,000.000000**			**5,033.40**	**15,307.95**	**(10,274.55)**
Total : Long Term Gain or (Loss)	**1,000.000000**			**5,033.40**	**15,307.95**	**(10,274.55)**
Short Term Gain or (Loss)						
Equities and Mutual Funds						
A M R CORPORATION						
	1,000.000000	Jun 24 2008	Jun 05 2009	5,033.39	5,687.95	(654.56)
Total : A M R CORPORATION	**1,000.000000**			**5,033.39**	**5,687.95**	**(654.56)**
DRYSHIPS INC F						
	200.000000	Jan 17 2008	Aug 12 2008	13,451.17	10,588.63	2,862.54
Total : DRYSHIPS INC F	**200.000000**			**13,451.17**	**10,588.63**	**2,862.54**
HOME DEPOT INC						
	200.000000	Jan 17 2008	Aug 12 2008	5,454.13	5,287.18	166.95
Total : HOME DEPOT INC	**200.000000**			**5,454.13**	**5,287.18**	**166.95**
TRANSOCEAN INC XXXMANDATORY EXCHANGE EFF 12/19/08						
	200.000000	Jan 22 2008	Dec 19 2008	24,208.95	24,208.95	0.00
	100.000000	Jan 17 2008	Dec 19 2008	13,172.35	13,172.35	0.00
Total : TRANSOCEAN INC XXXMANDATORY EXCHANGE EFF 12/19/(	**300.000000**			**37,381.30**	**37,381.30**	**0.00**
UNITED STATES STEEL CORP						
	150.000000	Jan 22 2008	Jul 22 2008	21,518.12	14,732.45	6,785.67
Total : UNITED STATES STEEL CORP	**150.000000**			**21,518.12**	**14,732.45**	**6,785.67**
WAL-MART STORES INC						
	200.000000	Mar 24 2008	Sep 17 2008	12,024.38	10,793.55	1,230.83
Total : WAL-MART STORES INC	**200.000000**			**12,024.38**	**10,793.55**	**1,230.83**
Total : Equities and Mutual Funds	**2,050.000000**			**94,862.49**	**84,471.06**	**10,391.43**
Total : Short Term Gain or (Loss)	**2,050.000000**			**94,862.49**	**84,471.06**	**10,391.43**
Grand total :	**3,050.000000**			**99,895.89**	**99,779.01**	**116.88**

COPY

Form **8868** (Rev April 2009) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

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

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

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print		
File by the due date for filing your return See instructions	Name of Exempt Organization EDWARD AND JUNE KELLOGG FOUNDATION,	Employer identification number 30-0057241
	Number, street, and room or suite no. If a P.O. box, see instructions. 1250 BYRON ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOWELL MI 48843	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T *(corporation)*	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ BREDERNITZ WAGNER & CO., PC

Telephone No. ▶ 517-546-2130 FAX No. ▶ 517-546-3552

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 2/15/10 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year or

▶ [X] tax year beginning 7/01/08 , and ending 6/30/09 .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 1,225
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 6,634
c	**Balance Due.** *Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.*	3c	$ 0

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