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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

2009

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

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

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

Name of foundation
Kellogg Family Foundation co Godfrey & Kahn SC

Number and street (or P O box number if mail is not delivered to street address) Room/suite
780 N Water Street

City or town, state, and ZIP code
Milwaukee, WI 53202

A Employer identification number
39-1775567

B Telephone number (see page 10 of the instructions)
(414) 273-3500

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)* ▶$ 27,451,173

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 page 11 of the instructions))*

			(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)	32,871			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,077	2,077		
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	9,461,304			
	b	Gross sales price for all assets on line 6a 9,465,380				
	7	Capital gain net income (from Part IV, line 2)		9,461,304		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,390,782	0		
	12	**Total.** Add lines 1 through 11	10,887,034	9,463,381		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages	322,311	0		322,311
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	19,500	0		19,500
	b	Accounting fees (attach schedule)	14,700	0		14,700
	c	Other professional fees (attach schedule)	1,424	0		1,424
	17	Interest	111,312	0		76,737
	18	Taxes (attach schedule) (see page 14 of the instructions)	253,030	0		0
	19	Depreciation (attach schedule) and depletion	671,977	0		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	470,533	8,195		462,338
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,864,787	8,195		897,010
	25	Contributions, gifts, grants paid	3,795,000			3,795,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	5,659,787	8,195		4,692,010
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	5,227,247			
	b	**Net investment income** (if negative, enter -0-)		9,455,186		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing	159,429	256,317	256,317
2 Savings and temporary cash investments	1,001,269	5,906,342	5,906,342
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶	46,868		
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 (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges	11,000	11,000	11,000
10a Investments—U S and state government obligations (attach schedule)			
b Investments—corporate stock (attach schedule)	4,735	1,771	4,474,572
c Investments—corporate bonds (attach schedule)			
11 Investments—land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments—mortgage loans			
13 Investments—other (attach schedule)			
14 Land, buildings, and equipment basis ▶ 19,555,649			
Less accumulated depreciation (attach schedule) ▶ 2,752,707	10,071,443	16,802,942	16,802,942
15 Other assets (describe ▶)	6,746,938	0	0
16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	18,041,682	22,978,372	27,451,173
Liabilities			
17 Accounts payable and accrued expenses	124,009	16,468	
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons	4,500,000	4,500,000	
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)	6,650,363	6,467,347	
23 **Total liabilities** (add lines 17 through 22)	11,274,372	10,983,815	
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	0	0	
28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29 Retained earnings, accumulated income, endowment, or other funds	6,767,310	11,994,557	
30 **Total net assets or fund balances** (see page 17 of the instructions)	6,767,310	11,994,557	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	18,041,682	22,978,372	

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	6,767,310
2	Enter amount from Part I, line 27a	2	5,227,247
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	11,994,557
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,994,557

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	100,000 SH KOHL'S CORP		1996-08-22	2009-06-02
b	7,950 SH KOHL'S CORP		1986-01-01	2009-07-31
c	22,750 SH KOHL'S CORP		1996-08-22	2009-07-31
d	9,300 SH KOHL'S CORP		1986-01-01	2009-08-03
e	50,000 SH KOHL'S CORP		1986-01-01	2009-09-10

	(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	4,739,804		2,225	4,737,579
b	388,592		159	388,433
c	1,112,350		506	1,111,844
d	455,808		186	455,622
e	2,768,826		1,000	2,767,826

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				4,737,579
b				388,433
c				1,111,844
d				455,622
e				2,767,826

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	9,461,304
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	

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))
2008	4,773,668	9,951,520	0 479692
2007	2,795,593	14,059,477	0 198840
2006	3,157,174	7,591,867	0 415863
2005	5,851,029	3,976,166	1 471525
2004	7,712,806	10,911,977	0 706820

2	**Total** of line 1, column (d).	2	3 272740
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 654548
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	9,315,319
5	Multiply line 4 by line 3.	5	6,097,323
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	94,552
7	Add lines 5 and 6.	7	6,191,875
8	Enter qualifying distributions from Part XII, line 4.	8	4,692,010

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 or determination letter ______ (**attach copy of letter if necessary–see instructions**)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	189,104
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	189,104
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	189,104
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	190,567		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	200,567
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	11,463
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	11,463	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
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		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ WI			
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	Yes	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶N/A

14 The books are in care of ▶GODFREY KAHN SC Telephone no ▶(414) 273-3500

Located at ▶780 N WATER STREET MILWAUKEE WI ZIP+4 ▶53202

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.

			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)?	1b		No
	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 2009?	1c		No
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ 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)	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 2009 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 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2009?	4b		No

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)?	**5b**		**No**
	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? ☑ 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**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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
WILLIAM KELLOGG 4535 HEWITTS POINT ROAD OCONOMOWOC, WI 53066	PRES/TREASURER/DIRECTOR 0 25	0	0	0
MADELAINE KELLOGG 4535 HEWITTS POINT ROAD OCONOMOWOC, WI 53066	VICE PRES/SECRETARY/DIRECT 0 25	0	0	0
PETER SOMMERHAUSER 780 NORTH WATER STREET MILWAUKEE, WI 53202	ASSISTANT SECRETARY/DIRECT 0 25	0	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 ▶				0

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

3 Five highest-paid independent contractors for professional services (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 . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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	6,576,223
b	Average of monthly cash balances	1b	2,880,954
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	9,457,177
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	9,457,177
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	141,858
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,315,319
6	**Minimum investment return.** Enter 5% of line 5	6	465,766

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	465,766
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 189,104		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	189,104
3	Distributable amount before adjustments Subtract line 2c from line 1	3	276,662
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	276,662
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	276,662

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	4,692,010
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,692,010
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,692,010

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				276,662
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004. 7,236,501				
b From 2005. 5,781,513				
c From 2006. 2,878,861				
d From 2007. 2,114,413				
e From 2008. 4,773,668				
f **Total** of lines 3a through e.	22,784,956			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 4,692,010				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	4,692,010			
d Applied to 2009 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	276,662			276,662
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	27,200,304			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
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)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	6,959,839			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	20,240,465			
10 Analysis of line 9				
a Excess from 2005. . . . 5,781,513				
b Excess from 2006. . . . 2,878,861				
c Excess from 2007. . . . 2,114,413				
d Excess from 2008. . . . 4,773,668				
e Excess from 2009. . . . 4,692,010				

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 2009, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	**(b)** 2008	**(c)** 2007	**(d)** 2006	
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 organization 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))

WILLIAM KELLOGG

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				3,795,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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	2,077	
4 Dividends and interest from securities					
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					9,461,304
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a RENTAL REVENUE - KFF LLC					1,319,338
b OTHER REVENUE - KFF LLC					71,444
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		2,077	10,852,086

13 **Total.** Add line 12, columns (b), (d), and (e) 13 10,854,163

(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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
11A	RENTAL REVENUE IS RECEIVED THROUGH OWNERSHIP AND OPERATION OF A LOW INCOME HOUSING FACILITY
11B	OTHER REVENUE IS RECEIVED IN CONNECTION WITH THE OWNERSHIP OF A LOW INCOME HOUSING FACILITY

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

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

******	2010-10-22	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Preparer's Signature	KATHRYN L BENNETT			
Firm's name (or yours if self-employed), address, and ZIP code	KOMISAR BRADY & CO LLP 633 W WISCONSIN AVE SUITE 900 MILWAUKEE, WI 532031907		EIN Phone no (414) 271-3966	

TY 2009 Accounting Fees Schedule

Name: Kellogg Family Foundation co Godfrey & Kahn SC

EIN: 39-1775567

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	14,700	0		14,700

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Depreciation Schedule

Name: Kellogg Family Foundation co Godfrey & Kahn SC

EIN: 39-1775567

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAND	2003-04-25	1,141,707		L		0	0		
LAND IMPROVEMENTS - EXCAVATING	2007-05-25	13,440	1,064	SL	20 000000000000	672	0		
LAND IMPROVEMENTS - LIGHTING	2007-06-06	1,675	133	SL	20 000000000000	84	0		
LAND IMPROVEMENTS - EXCAVATING	2007-06-20	14,768	1,107	SL	20 000000000000	738	0		
LAND IMPROVEMENTS - EXCAVATING	2007-08-02	21,091	1,494	SL	20 000000000000	1,055	0		
LAND IMPROVEMENTS - EXCAVATING	2007-12-26	8,997	450	SL	20 000000000000	450	0		
APPLIANCES	2007-01-01	12,626	5,050	SL	5 000000000000	2,525	0		
BUILDING & IMPROVEMENTS	2003-12-12	6,826,650	867,552	SL	40 000000000000	170,666	0		
BUILDING & IMPROVEMENTS	2004-07-01	64,987	7,312	SL	40 000000000000	1,625	0		
BUILDING & IMPROVEMENTS	2005-07-01	173,504	15,183	SL	40 000000000000	4,338	0		
BUILDING & IMPROVEMENTS	2006-07-01	202,565	12,660	SL	40 000000000000	5,064	0		
DOORS	2007-05-25	956	38	SL	40 000000000000	24	0		
ELECTRICAL UPGRADES	2007-03-25	633	28	SL	40 000000000000	16	0		
ELECTRICAL UPGRADES	2007-05-25	2,958	117	SL	40 000000000000	74	0		
ASPHALT REPAIRS	2007-04-05	433	38	SL	20 000000000000	22	0		
MONUMENT SIGN	2007-08-22	11,150	744	SL	20 000000000000	558	0		
HVAC UPGRADES	2007-01-01	13,750	688	SL	40 000000000000	344	0		
GENERAL IMPROVEMENTS	2007-01-01	1,210	60	SL	40 000000000000	30	0		
GENERAL IMPROVEMENTS - INSURANCE CLAIM	2007-08-22	23,789	793	SL	40 000000000000	595	0		
GENERAL IMPROVEMENTS - CEILING FANS	2007-08-22	39,211	1,307	SL	40 000000000000	980	0		
GENERAL IMPROVEMENTS - INSURANCE CLAIM	2007-11-13	50,881	1,484	SL	40 000000000000	1,272	0		
GENERAL PLUMBING IMPROVEMENTS	2007-01-01	13,795	690	SL	40 000000000000	345	0		
BOILER	2007-08-22	18,767	625	SL	40 000000000000	469	0		
WATER HEATING BUILDING 12	2007-12-14	1,550	42	SL	40 000000000000	39	0		
CARPET REPLACEMENTS	2007-01-01	38,068	15,228	SL	5 000000000000	7,614	0		
DRAPERIES	2007-05-25	642	203	SL	5 000000000000	128	0		
LAND	2003-12-12	505,500		L		0	0		
LAND - PHASE II	2007-12-31	143,416		L		0	0		
LAND IMPROVEMENT	2003-12-12	379,125	96,360	SL	20 000000000000	18,956	0		
LAND IMPROVEMENT	2004-07-01	114,537	25,771	SL	20 000000000000	5,727	0		
APPLIANCES & FLOORING	2003-12-12	968,875	547,236	SL	9 000000000000	107,653	0		
APPLIANCES & FLOORING	2004-07-01	96,074	48,037	SL	9 000000000000	10,675	0		
APPLIANCES & FLOORING	2005-07-01	10,225	3,976	SL	9 000000000000	1,136	0		
VINYL & TILE INSTALLATION	2007-01-01	6,708	2,684	SL	5 000000000000	1,342	0		
LAND IMPROVEMENT - LANDSCAPING	2008-03-31	11,635	436	SL	20 000000000000	582	0		
LAND IMPROVEMENTS - EXCAVATING	2008-05-05	13,890	463	SL	20 000000000000	695	0		
LAND IMPROVEMENTS - EXCAVATING	2008-06-10	6,700	195	SL	20 000000000000	335	0		
LAND IMPROVEMENTS - EXCAVATING	2008-06-27	8,245	206	SL	20 000000000000	412	0		
LAND IMPROVEMENT - CONCRETE	2008-07-16	6,600	138	SL	20 000000000000	330	0		
LAND IMPROVEMENT - LANDSCAPING	2008-07-31	61,257	1,276	SL	20 000000000000	3,063	0		
LAND IMPROVEMENTS - LIGHTING	2008-08-06	6,065	126	SL	20 000000000000	303	0		
LAND IMPROVEMENTS - EXCAVATING	2008-11-07	1,660	14	SL	20 000000000000	83	0		
LAND IMPROVEMENT - LANDSCAPING	2008-12-01	1,200	5	SL	20 000000000000	60	0		
EXTERIOR COMMON AREA IMPROVEMENT	2008-04-04	3,140	59	SL	40 000000000000	79	0		
92 CABINET COUNTER REPLACMENT	2008-01-01	16,630	3,326	SL	5 000000000000	3,326	0		
LAND IMPROVEMENT - LANDSCAPING	2008-07-31	2,849	59	SL	20 000000000000	142	0		
FENCE, GATE, POOL UPGRADES	2008-04-04	59,295	2,224	SL	20 000000000000	2,965	0		
ENGINEERING COSTS	2008-04-30	25,578	426	SL	40 000000000000	639	0		
HVAC UPGRADES	2008-04-04	19,580	367	SL	40 000000000000	490	0		
GENERAL IMPROVEMENTS	2008-01-01	124,330	3,108	SL	40 000000000000	3,108	0		
GENERAL PLUMBING IMPROVEMENTS	2008-01-01	64,336	1,608	SL	40 000000000000	1,608	0		
115 VINYL & TILE INSTALLATIONS	2008-01-01	87,585	17,517	SL	5 000000000000	17,517	0		
APPLIANCES	2008-04-04	3,005	451	SL	5 000000000000	601	0		
76 CARPET REPLACEMENTS	2008-01-01	65,395	13,079	SL	5 000000000000	13,079	0		
44 LIGHT FIXTURES, 18 FANS	2008-04-04	43,769	821	SL	40 000000000000	1,094	0		
DRAPERIES, WOODEN BLINDS	2008-04-10	24,108	3,616	SL	5 000000000000	4,822	0		
APPLIANCES - WOODBURY	2008-01-25	1,425	261	SL	5 000000000000	285	0		
APPLIANCES - MONTECITO	2008-01-25	35,555	6,518	SL	5 000000000000	7,111	0		
LAND	2008-12-31	159,257		L		0	0		
CAMP BUILDING	2009-01-01	6,746,938		SL	27 500000000000	245,343	0		
INSULATION	2009-04-07	9,400		SL	15 000000000000	470	0		
2 GOLF CARTS	2008-06-24	4,050	405	SL	5 000000000000	810	0		
LAND IMPROVEMENT - LANDSCAPING	2007-05-31	5,320	421	SL	20 000000000000	266	0		
APPLIANCES & FLOORING	2009-07-01	17,687		SL	9 000000000000	983	0		
CABINETS	2009-07-01	8,050		SL	5 000000000000	805	0		
CEILING FANS, LIGHT FIXTURES	2009-07-15	17,549		SL	40 000000000000	219	0		
WOOD & FAUX BLINDS	2009-07-15	13,885		SL	5 000000000000	1,388	0		
49 CARPET REPLACEMENTS	2009-07-15	29,930		SL	5 000000000000	2,993	0		
APPLIANCES	2009-07-15	13,957		SL	5 000000000000	1,396	0		
62 VINYL REPLACEMENTS	2009-07-15	49,577		SL	5 000000000000	4,958	0		
SPEED BUMPS & ASPHALT REPAIR	2009-09-30	5,376		SL	20 000000000000	67	0		
GATES	2009-07-15	1,549		SL	20 000000000000	39	0		
BUILDING IMPROVEMENTS	2009-07-15	299,143		SL	40 000000000000	3,739	0		
HVAC UPGRADES	2009-11-15	18,880		SL	40 000000000000	79	0		
PATIOS/BALCONIES	2009-10-23	83,589		SL	40 000000000000	348	0		
PLUMBING	2009-07-15	9,354		SL	40 000000000000	117	0		
POOLS & SPAS	2009-10-23	2,915		SL	40 000000000000	12	0		
FINANCING COSTS	2003-12-12	80,092	80,092	SL	1 000000000000	0	0		
FINANCING COSTS	2005-03-01	285,358	285,358	SL	1 000000000000	0	0		
OFFICE RENOVATIONS	2009-12-21	53,333		SL	40 000000000000	0	0		

Additional Data

Software ID: 09000028
Software Version: 2009.04000
EIN: 39-1775567
Name: Kellogg Family Foundation co Godfrey & Kahn SC

Form 990PF Part XV Line 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*				
CENTER FOR DEAF AND BLIND PERSONS INC3195 S SUPERIOR STREET 111 MILWAUKEE, WI 53207	NONE	PUBLIC CHARITY	CHARITABLE	10,000
GOODWILL INDUSTRIES6055 N 91ST STREET MILWAUKEE, WI 53225	NONE	PUBLIC CHARITY	CHARITABLE	10,000
JUVENILE DIABETES RESEARCH FOUNDATION2825 N MAYFAIR ROAD SUITE 9 MILWAUKEE, WI 53222	NONE	PUBLIC CHARITY	CHARITABLE	1,000,000
LAKE VALLEY CAMP INC2819 W HIGHLAND BLVD MILWAUKEE, WI 53208	NONE	PUBLIC CHARITY	CHARITABLE	940,000
MAYO CLINIC200 FIRST STREET SW ROCHESTER, MN 55905	NONE	PUBLIC CHARITY	CHARITABLE	500,000
OUR SAVIOR LUTHERAN CHURCH W299 N5782 HWY E HARTLAND, WI 53029	NONE	RELIGIOUS ORGANIZATI	CHARITABLE	200,000
OUTREACH FOR HOPE INC1212 S LAYTON BLVD MILWAUKEE, WI 53215	NONE	PUBLIC CHARITY	CHARITABLE	1,000,000
PENFIELD CHILDREN'S CENTER 833 N 26TH STREET MILWAUKEE, WI 53233	NONE	PUBLIC CHARITY	CHARITABLE	10,000
UNITED WAY225 W VINE STREET MILWAUKEE, WI 53212	NONE	PUBLIC CHARITY	CHARITABLE	25,000
WOMEN'S CARE CENTER FOUNDATION360 NORTH NOTRE DAME AVENUE SOUTH BEND, IN 46617	NONE	PUBLIC CHARITY	CHARITABLE	100,000
Total . . . . ▶ **3a**				3,795,000

TY 2009 Distribution from Corpus Election

Name: Kellogg Family Foundation co Godfrey & Kahn SC

EIN: 39-1775567

Election: PURSUANT TO SECTION 53.4942(A)-3(D)(2), THE FOUNDATION HEREBY ELECTS TO TREAT ALL $4,663,255 OF THE FOUNDATION'S QUALIFYING DISTRIBUTIONS MADE IN THE TAXABLE YEAR ENDED DECEMBER 31, 2009 AS MADE OUT OF CORPUS.

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Expenditure Responsibility Statement

Name: Kellogg Family Foundation co Godfrey & Kahn SC

EIN: 39-1775567

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
LAKE VALLEY CAMP INC	2480 W Cherry Street MILWAUKEE, WI 53205	2009-12-22	940,000	SUPPORT THE OPERATION OF A SUMMER CAMP FOR UNDERPRIVILEGED CHILDREN	940,000	NONE	09/15/2010	2010-09-15	

TY 2009 Investments Corporate Stock Schedule

Name: Kellogg Famıly Foundatıon co Godfrey & Kahn SC

EIN: 39-1775567

Name of Stock	End of Year Book Value	End of Year Fair Market Value
82,970 SH KOHLS CORP	1,771	4,474,572

TY 2009 Land, Etc. Schedule

Name: Kellogg Family Foundation co Godfrey & Kahn SC

EIN: 39-1775567

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND	1,141,707	0	1,141,707	0
LAND IMPROVEMENTS - EXCAVATING	13,440	1,736	11,704	0
LAND IMPROVEMENTS - LIGHTING	1,675	217	1,458	0
LAND IMPROVEMENTS - EXCAVATING	14,768	1,845	12,923	0
LAND IMPROVEMENTS - EXCAVATING	21,091	2,549	18,542	0
LAND IMPROVEMENTS - EXCAVATING	8,997	900	8,097	0
APPLIANCES	12,626	7,575	5,051	0
BUILDING & IMPROVEMENTS	6,826,650	1,038,218	5,788,432	0
BUILDING & IMPROVEMENTS	64,987	8,937	56,050	0
BUILDING & IMPROVEMENTS	173,504	19,521	153,983	0
BUILDING & IMPROVEMENTS	202,565	17,724	184,841	0
DOORS	956	62	894	0
ELECTRICAL UPGRADES	633	44	589	0
ELECTRICAL UPGRADES	2,958	191	2,767	0
ASPHALT REPAIRS	433	60	373	0
MONUMENT SIGN	11,150	1,302	9,848	0
HVAC UPGRADES	13,750	1,032	12,718	0
GENERAL IMPROVEMENTS	1,210	90	1,120	0
GENERAL IMPROVEMENTS - INSURANCE CLAIM	23,789	1,388	22,401	0
GENERAL IMPROVEMENTS - CEILING FANS	39,211	2,287	36,924	0
GENERAL IMPROVEMENTS - INSURANCE CLAIM	50,881	2,756	48,125	0
GENERAL PLUMBING IMPROVEMENTS	13,795	1,035	12,760	0
BOILER	18,767	1,094	17,673	0
WATER HEATING BUILDING 12	1,550	81	1,469	0
CARPET REPLACEMENTS	38,068	22,842	15,226	0
DRAPERIES	642	331	311	0
LAND	505,500	0	505,500	0
LAND - PHASE II	143,416	0	143,416	0
LAND IMPROVEMENT	379,125	115,316	263,809	0
LAND IMPROVEMENT	114,537	31,498	83,039	0
APPLIANCES & FLOORING	968,875	654,889	313,986	0
APPLIANCES & FLOORING	96,074	58,712	37,362	0
APPLIANCES & FLOORING	10,225	5,112	5,113	0
VINYL & TILE INSTALLATION	6,708	4,026	2,682	0
LAND IMPROVEMENT - LANDSCAPING	11,635	1,018	10,617	0
LAND IMPROVEMENTS - EXCAVATING	13,890	1,158	12,732	0
LAND IMPROVEMENTS - EXCAVATING	6,700	530	6,170	0
LAND IMPROVEMENTS - EXCAVATING	8,245	618	7,627	0
LAND IMPROVEMENT - CONCRETE	6,600	468	6,132	0
LAND IMPROVEMENT - LANDSCAPING	61,257	4,339	56,918	0
LAND IMPROVEMENTS - LIGHTING	6,065	429	5,636	0
LAND IMPROVEMENTS - EXCAVATING	1,660	97	1,563	0
LAND IMPROVEMENT - LANDSCAPING	1,200	65	1,135	0
EXTERIOR COMMON AREA IMPROVEMENT	3,140	138	3,002	0
92 CABINET COUNTER REPLACMENT	16,630	6,652	9,978	0
LAND IMPROVEMENT - LANDSCAPING	2,849	201	2,648	0
FENCE, GATE, POOL UPGRADES	59,295	5,189	54,106	0
ENGINEERING COSTS	25,578	1,065	24,513	0
HVAC UPGRADES	19,580	857	18,723	0
GENERAL IMPROVEMENTS	124,330	6,216	118,114	0
GENERAL PLUMBING IMPROVEMENTS	64,336	3,216	61,120	0
115 VINYL & TILE INSTALLATIONS	87,585	35,034	52,551	0
APPLIANCES	3,005	1,052	1,953	0
76 CARPET REPLACEMENTS	65,395	26,158	39,237	0
44 LIGHT FIXTURES, 18 FANS	43,769	1,915	41,854	0
DRAPERIES, WOODEN BLINDS	24,108	8,438	15,670	0
APPLIANCES - WOODBURY	1,425	546	879	0
APPLIANCES - MONTECITO	35,555	13,629	21,926	0
LAND	159,257	0	159,257	0
CAMP BUILDING	6,746,938	245,343	6,501,595	0
INSULATION	9,400	470	8,930	0
2 GOLF CARTS	4,050	1,215	2,835	0
LAND IMPROVEMENT - LANDSCAPING	5,320	687	4,633	0
APPLIANCES & FLOORING	17,687	983	16,704	0
CABINETS	8,050	805	7,245	0
CEILING FANS, LIGHT FIXTURES	17,549	219	17,330	0
WOOD & FAUX BLINDS	13,885	1,388	12,497	0
49 CARPET REPLACEMENTS	29,930	2,993	26,937	0
APPLIANCES	13,957	1,396	12,561	0
62 VINYL REPLACEMENTS	49,577	4,958	44,619	0
SPEED BUMPS & ASPHALT REPAIR	5,376	67	5,309	0
GATES	1,549	39	1,510	0
BUILDING IMPROVEMENTS	299,143	3,739	295,404	0
HVAC UPGRADES	18,880	79	18,801	0
PATIOS/BALCONIES	83,589	348	83,241	0
PLUMBING	9,354	117	9,237	0
POOLS & SPAS	2,915	12	2,903	0
FINANCING COSTS	80,092	80,092		0
FINANCING COSTS	285,358	285,358		0
OFFICE RENOVATIONS	53,333	0	53,333	0

TY 2009 Legal Fees Schedule

Name: Kellogg Famıly Foundatıon co Godfrey & Kahn SC

EIN: 39-1775567

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	19,500	0		19,500

TY 2009 Other Assets Schedule

Name: Kellogg Famıly Foundatıon co Godfrey & Kahn SC

EIN: 39-1775567

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CONSTRUCTION IN PROGRESS - LAKE VALLEY LLC	6,746,938	0	0

TY 2009 Other Expenses Schedule

Name: Kellogg Famıly Foundatıon co Godfrey & Kahn SC

EIN: 39-1775567

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVERTISING	61,588	0		61,588
REPAIRS & MAINTENANCE	122,486	0		122,486
OFFICE EXPENSES	31,322	0		31,322
UTILITIES	134,417	0		134,417
PROPERTY MANAGEMENT	48,000	0		48,000
SECURITY EXPENSE	14,091	0		14,091
WIRE TRANSFER FEES	195	195		0
INVESTMENT FEES	8,000	8,000		0
CONSULTING EXPENSE	20,789	0		20,789
OTHER EXPENSES	890	0		890
INSURANCE	28,755	0		28,755

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TY 2009 Other Income Schedule

Name: Kellogg Family Foundation co Godfrey & Kahn SC

EIN: 39-1775567

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RENTAL REVENUE - KFF LLC	1,319,338		1,319,338
OTHER REVENUE - KFF LLC	71,444		71,444

TY 2009 Other Liabilities Schedule

Name: Kellogg Famıly Foundatıon co Godfrey & Kahn SC

EIN: 39-1775567

Description	Beginning of Year - Book Value	End of Year - Book Value
SECURITY DEPOSIT LIABILITY	40,511	28,630
BEXAR COUNTY HOUSING FINANCE CORP (HOUSING REVENUE BONDS)	6,609,449	6,438,311
UNCLAIMED PROPERTY LIABILITY	403	406

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TY 2009 Other Professional Fees Schedule

Name: Kellogg Famıly Foundatıon co Godfrey & Kahn SC

EIN: 39-1775567

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PARTNERSHIP PROF FEES	1,424	0		1,424

TY 2009 Taxes Schedule

Name: Kellogg Famıly Foundatıon co Godfrey & Kahn SC

EIN: 39-1775567

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY TAXES	132,030	0		0
FEDERAL ESTIMATED TAXES	113,000	0		0
TX FRANCHISE TAX	8,000	0		0